

**UNITED STATES OF AMERICA  
BEFORE FEDERAL TRADE COMMISSION**

In the Matter of

**MYLAN LABORATORIES INC.,**  
a corporation;

and

**E. MERCK oHG,**  
a corporation.

File No. 071-0164

**AGREEMENT CONTAINING CONSENT ORDERS**

The Federal Trade Commission (“Commission”), having initiated an investigation of the proposed acquisition by Respondent Mylan Laboratories Inc. (“Mylan”) of the Merck Generics Business of Respondent E. Merck oHG (“Merck”), hereinafter “Proposed Respondents,” and it now appearing that Proposed Respondents are willing to enter into this Agreement Containing Consent Orders (“Consent Agreement”) to divest certain assets and providing for other relief:

**IT IS HEREBY AGREED** by and between Proposed Respondents, by their duly authorized officers and attorneys, and counsel for the Commission that:

1. Proposed Respondent Mylan Laboratories Inc. is a corporation organized, existing and doing business under and by virtue of the laws of the Commonwealth of Pennsylvania, with its headquarters address at 1500 Corporate Drive, Suite 400, Canonsburg, Pennsylvania 15317.
2. Proposed Respondent E. Merck oHG is a corporation organized, existing and doing business under and by virtue of the laws of the Federal Republic of Germany, with its headquarters address at Frankfurter Strasse 250, D-64293, Germany and the address of the principal place of business of its United States subsidiary, EMD, Inc. at 2751 Napa Valley Corporate Drive, Napa, CA 94558.
3. Merck Generics Business includes the following: Merck dura GmbH, Merck Generics Group B.V., EMD, Inc., Merck Generics Belgium B.V.B.A. and Merck Genericos S.L.
4. Proposed Respondents admit all the jurisdictional facts set forth in the draft of Complaint here attached.



9. This Consent Agreement shall not become part of the public record of the proceeding unless and until it is accepted by the Commission. If this Consent Agreement is accepted by the Commission, it, together with the draft of Complaint contemplated thereby, will be placed on the public record for a period of thirty (30) days and information in respect thereto publicly released. The Commission thereafter may either withdraw its acceptance of this Consent Agreement and so notify Proposed Respondents, in which event it will take such action as it may consider appropriate, or issue or amend its Complaint (in such form as the circumstances may require) and issue its Decision and Order, in disposition of the proceeding.
  10. This Consent Agreement is for settlement purposes only and does not constitute an
- circumstances may require) and issue its Decision and Order, in disposition of the proceeding.
10. This Consent Agreement is for settlement purposes only and does not constitute an
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to Maintain Assets to the same extent as if they had been served with copies of the Appendices, where Proposed Respondents are already in possession of copies of such Appendices.

13. The Complaint may be used in construing the terms of the Decision and Order and the Order to Maintain Assets, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order, the Order to Maintain Assets, or the Consent Agreement may be used to vary or contradict the terms of the Decision and Order or the

**MYLAN LABORATORIES INC.**

By: \_\_\_\_\_  
Robert J. Coury  
Vice Chairman of the Board  
and Chief Executive Officer  
Mylan Laboratories Inc.  
Date: \_\_\_\_\_

\_\_\_\_\_  
Katherine B. Forrest, Esq.  
Cravath, Swaine & Moore LLP  
Counsel for Mylan Laboratories Inc.

**MERCK KGaA**

By: \_\_\_\_\_  
Dr. Karl-Ludwig Kley  
Chairman of the Executive Board  
and General Partner  
Merck KGaA  
Date: \_\_\_\_\_

\_\_\_\_\_  
Dr. Michael Becker  
Member of the Executive Board  
and General Partner  
Merck KGaA  
Date: \_\_\_\_\_

**E. MERCK HG**

By: \_\_\_\_\_  
Dr. Karl-Ludwig Kley  
Member of the Executive Board  
and General Partner  
E. Merck oHG  
Date: \_\_\_\_\_

\_\_\_\_\_  
Dr. Michael Becker  
Member of the Executive Board  
and General Partner  
E. Merck oHG  
Date: \_\_\_\_\_

\_\_\_\_\_  
Mary Lou Steptoe, Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP  
Counsel for E. Merck oHG and Merck  
KGaA

**FEDERAL TRADE COMMISSION**

By: \_\_\_\_\_  
Kari A. Wallace  
Attorney  
Bureau of Competition

**APPROVED:**

By: \_\_\_\_\_  
Michael R. Moiseyev  
Assistant Director  
Bureau of Competition

\_\_\_\_\_  
Jeffrey Schmidt  
Director  
Bureau of Competition  
Date: September 20, 2007

\_\_\_\_\_  
David P. Wales  
Deputy Director  
Bureau of Competition  
Date: September 20, 2007