

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

In the Matter of

BASF SE,
a corporation.

File No. 081-0265

AGREEMENT CONTAINING CONSENT ORDERS

The Federal Trade Commission (“Commission”), having initiated an investigation of the proposed acquisition by BASF SE (hereinafter “Proposed Respondent”) of Ciba Holding Inc., and it now appearing that Proposed Respondent is 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 Respondent, by their duly authorized officers and attorneys, and counsel for the Commission that:

1. Proposed Respondent BASF SE is a company organized, existing and doing business under and by virtue of the laws of Germany, with its office and principal place of business located at D-67056, Ludwigshafen, Germany.
2. Proposed Respondent admits all the jurisdictional facts set forth in the draft of Complaint here attached.
3. Proposed Respondent waives:
 - a. any further procedural steps;
 - b. the requirement that the Commission’s Decision and Order and Order to Maintain Assets, both of which are attached hereto and made a part hereof, contain a statement of findings of fact and conclusions of law;
 - c. all rights to seek judicial review or otherwise challenge or contest the validity of the Decision and Order or the Order to Maintain Assets entered pursuant to this Consent Agreement; and
 - d. any claim under the Equal Access to Justice Act.

4. Because there may be interim competitive harm, the Commission may issue its Complaint and the Order to Maintain Assets in this matter at any time after it accepts the Consent Agreement for public comment.

5. Not later than thirty (30) days after the date this Consent Agreement is signed by the Acting Director of the Bureau of Competition or the Acting Deputy Director of the Bureau of Competition, Proposed Respondent shall submit an initial report, pursuant to Section 2.33 of the Commission's Rules, 16 C.F.R. § 2.33. Proposed Respondent shall also submit subsequent reports every thirty (30) days thereafter until the Order to Maintain Assets becomes final, at which time the reporting obligations contained in the Order to Maintain Assets (other than the requirement to submit an initial report pursuant to this Consent Agreement) shall control. Such reports shall be signed by Proposed Respondent and set forth in detail the manner in which Proposed Respondent has complied, is complying, and will comply with the Order to Maintain Assets.

9. This Consent Agreement contemplates that, if it is accepted by the Commission, the Commission may (a) issue and serve its Complaint corresponding in form and substance with the draft of Complaint here attached, (b) issue and serve its Order to Maintain Assets, and (c) make information public with respect thereto. If such accep

- 14. Proposed Respondent agrees to comply with the terms of the proposed Decision and Order and the Order to Maintain Assets from the date it signs this Consent Agreement. Proposed Respondent further understands that it may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order and of the Order to Maintain Assets after they become final.

BASF SE

FEDERAL TRADE COMMISSION

By: _____
 Dr. Jürgen Hambrecht
 Chairman of the Board of
 Executive Directors
 BASF SE
 Date: _____

By: _____
 Wallace W. Easterling
 Attorney
 Bureau of Competition

APPROVED:

By: _____
 Robert S. Schlossberg, Esq.
 Freshfields Bruckhaus Deringer US LLP
 Counsel for BASF SE
 Date: _____

By: _____
 Catharine M. Moscatelli
 Assistant Director
 Bureau of Competition
 Date: _____

 Norman Armstrong
 Acting Deputy Director
 Bureau of Competition
 Date: _____

 David P. Wales, Jr.
 Acting Director
 Bureau of Competition
 Date: _____