

UNITED STATES OF AMERICA  
BEFORE FEDERAL TRADE COMMISSION

COMMISSIONERS: Jon Leibowitz, Chairman  
William E. Kovacic  
J. Thomas Rosb  
Edith Ramirez  
Julie Brill

In the Matter of

CARDINAL HEALTH H, INC.,  
a corporation.

File No. 0910136

AGREEMENT CONTAINING CONSENT ORDER

The Federal Trade Commission ("Commission"), having initiated an investigation of the acquisition by Cardinal Health, Inc. (hereinafter "Proposed Respondent") of certain assets of Biotech, and it now appearing that Proposed Respondent is willing to enter into this Agreement Containing Consent Order ("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 is a company organized, existing and doing business under and by virtue of the laws of Ohio with its office and principal place of business located at 7000 Cardinal Health Place, Dublin, OH 43017.
2. Proposed Respondent admits all the jurisdictional facts set forth in the draft of Complaint hereattached.
3. Proposed Respondent waives:
  - a. any further procedural steps;

4. Because there may be interim competitive harm, the Commission may issue its Complaint 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 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 sixty (60) days thereafter until the Decision and Order is accepted for public comment, at which time the reporting obligations contained in the Decision and Order (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

thereto. If such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34, the Commission may without further notice to Proposed Respondent, issue the attached Decision and Order containing an order to divest and providing for other relief in disposition of the proceeding.

10. When final, the Decision and Order shall have the same force and effect and may be altered, modified or set aside in the same manner and within the same time provided by statute for other orders. The Decision and Order shall become final upon service. Delivery of the Complaint and the Decision and Order to Proposed Respondent by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a) – including but not limited to, delivery to the office within the United States of David P. Wales of Jones Day all constitute service as to Proposed Respondent. Proposed Respondent waives any right it may have to any other manner of service. Proposed Respondent also waives any right it may otherwise have to service of any Exhibits incorporated by reference into the Decision and Order and agrees that it is bound to comply with and will comply with the Decision and Order to the same extent as if it had been served with copies of the Exhibits, where Proposed Respondent is already in possession of copies of such Exhibits.
11. The Complaint may be used in construing the terms of the Decision and Order, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order or the Consent Agreement may be used to vary or contradict the terms of the Decision and Order.
12. By signing this Consent Agreement, Proposed Respondent represents and warrants that it can accomplish the full relief contemplated by the attached Decision and Order (including effectuating all required divestitures, assignments, and transfers) and that all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement are within the control of the party to this Consent Agreement.
13. Proposed Respondent has read the draft of Complaint and the Decision and Order contemplated hereby. Proposed Respondent understands that once the Decision and Order has been issued, it will be required to file one or more compliance reports showing that it has fully complied with the Decision and Order.

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

CARDINAL HEALTH H, INC.

FEDERAL TRADE COMMISSION

By: \_\_\_\_\_

By: \_\_\_\_\_

Cardinal Health, Inc.

William H. Efron

Jonathan W. Platt

Attorneys

Northeast Regional Office

Federal Trade Commission

Date: \_\_\_\_\_

Date: \_\_\_\_\_

By: \_\_\_\_\_

APPROVED:

David P. Wales

Geoffrey D. Oliver

Jones Day

Counsel for Cardinal Health, Inc.

By: \_\_\_\_\_

Leonard L. Gordon

Director

Northeast Regional Office

Federal Trade Commission

Date: \_\_\_\_\_

Date: \_\_\_\_\_

\_\_\_\_\_  
Peter J. Levitas

Deputy Director

Bureau of Competition

Date: \_\_\_\_\_

\_\_\_\_\_  
Richard A. Feinstein

Director

Bureau of Competition

Date: \_\_\_\_\_