

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

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**In the Matter of** )  
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**Laboratory Corporation of America** )  
**Holdings,** )  
    **a corporation,** )  
 )  
**and** )  
 )  
**Orchid Cellmark Inc.** )  
    **a corporation.** )  
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**File No. 111 0155**

- a. Any further procedural steps;
  - b. Any requirement that the Commission's Decision and Order and the 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 to 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.
2. 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.
3. Proposed Respondents shall submit an initial report, pursuant to Commission Rule 2.33, 16 C.F.R. ' 2.33, no later than ten (10) days after they execute this Consent Agreement. Proposed Respondents shall submit subsequent reports every thirty (30) days thereafter until the Order to Maintain Assets becomes final. Such reports shall be signed by the Proposed Respondents and shall set forth in detail the manner in which the Proposed Respondents have to date complied or have prepared to comply, are complying, and will comply with the Decision and Order and the Order to Maintain Assets. Such reports will not become part of the public record unless and until the Consent Agreement and Decision and Order and Order to Maintain Assets are accepted by the Commission for public comment.
4. In the above-described report, Proposed Respondents shall provide sufficient information and documentation to enable the Commission to determine independently whether Proposed Respondents are in compliance with this Consent Agreement and the Decision and Order and the Order to Maintain Assets. The reports shall be verified by a notarized signature or sworn statement, or self-verified in the manner set forth in 28 U.S.C. ' 1746. Section 2.41(a) of the Commission's Rules of Practice requires that an original and two copies of all compliance reports be filed with the Commission. Proposed Respondents shall file the original report and one copy with the Secretary of the Commission, and shall send at least one copy directly to the Bureau of Competition's Compliance Division.
5. 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 Complaint, 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 and amend its Complaint (in such form as the circumstances may require) and issue its Decision and Order, in disposition of the  
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- a. they can accomplish the full relief contemplated by the attached Decision and Order and Order to Maintain Assets;
  - b. all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement, the attached Decision and Order, and the Order to Maintain Assets are parties to this Consent Agreement and the attached Decision and Order and Order to Maintain Assets and are bound thereby as if they had signed this Consent Agreement and were made parties to this proceeding and to the Decision and Order and the Order to Maintain Assets; and
  - c. they shall interpret each Divestiture Agreement under the Decision and Order in a manner that is fully consistent with all of the relevant provisions and the remedial purposes of the Decision and Order and the Order to Maintain Assets.
11. Proposed Respondents understand that once the Decision and Order and the Order to Maintain Assets have been issued, they will be required to file one or more compliance reports showing how they have complied and are complying with the Decision and Order and the Order to Maintain Assets.
12. Proposed Respondents agree to comply with the terms of the proposed Decision and Order and Order to Maintain Assets from the date they sign this Consent Agreement. Proposed Respondents further understand that they may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order and the Order to Maintain Assets after each becomes final.

**LABORATORY CORPORATION OF  
AMERICA HOLDINGS**

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F. Samuel Eberts III  
Senior Vice President & Chief Legal  
Officer

Dated: \_\_\_\_\_

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Joseph G. Krauss  
Hogan Lovells US LLP  
Attorney for Laboratory Corporation of  
America Holdings

Dated: \_\_\_\_\_

**ORCHID CELLMARK INC.**

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Thomas A. Bologna  
President and Chief Executive Officer

Dated: \_\_\_\_\_

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Bruce D. Sokler  
Mintz, Levin, Cohn, Ferris, Glovsky and  
Popeo, P.C.  
Counsel for Orchid Cellmark Inc.

Dated: \_\_\_\_\_

**FEDERAL TRADE COMMISSION**

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Michael R. Barnett  
David L. Inglefield  
Attorneys  
Bureau of Competition

**Approved:**

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Jonathan Klarfeld  
Deputy Assistant Director  
Bureau of Competition

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Michael R. Moiseyev  
Assistant Director  
Bureau of Competition

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Peter J. Levitas  
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Bureau of Competition

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Richard A. Feinstein  
Director  
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