is hereby given that the above-captioned consent agreement containing a consent order to cease and desist, having been filed with and accepted, subject to final approval, by the Commission, has been placed on the public record for a period of thirty (30) days. The following Analysis to Aid Public Comment describes the terms of the consent agreement, and the allegations in the complaint. An electronic copy of the full text of the consent agreement package can be obtained from the FTC Home Page (for June 19, 2000), on the World Wide Web, at ''http://www.ftc.gov/ftc/formal.htm.'' A paper copy can be obtained from the FTC Public Reference Room, Room H–130, 600 Pennsylvania Avenue, NW, Washington, DC 20580, either in person or by calling (202) 326–3627.

Public comment is invited. Comments should be directed to: FTC/Office of the Secretary, Room 159, 600 Pennsylvania, Ave., NW, Washington, DC 20580. Two paper copies of each comment should be filed, and should be accompanied, if possible, by a 3

increase because of their minimal market presence, lack of scale economies and lack of consumer brand loyalty. The proposed merger is likely to lead to unilateral anticompetitive effects in the OTC pediculicide market by eliminating the actual, direct, and substantial competition between Pfizer and Warner and allowing the combined firm to raise prices.

The proposed Consent Order remedies the merger's anticompetitive effects by requiring that Pfizer divest its entire RID brand of pediculicide and all assets associated with this product line to Bayer.

Drugs for the Treatment of Alzheimer's Disease

Pfizer and Warner market the only two products sold in the United States for the treatment of Alzheimer's disease, Aricept and Cognex, respectively. Aricept dominates the market with more than 98 percent market share, while Cognex accounts for the remainder of the market. While the FDA has recently approved one new product, Novartis AG's Exelon, for the treatment of Alzheimer's disease, Novartis has yet to market its product. Even taking into account Novartis's entry into the market, the market will still be highly concentrated. There are significant barriers to entry into this market. New entry into the manufacture and sale of drugs for the treatment of Alzheimer's disease is difficult, expensive and time-consuming because of the lengthy development periods, the need for FDA approval, and the substantial sunk costs required to research, develop, manufacture and sell these drugs. As a result, entry likely to deter or counteract the likely anticompetitive effects of the proposed merger is unlikely.

The merger would result in Pfizer's having a monopoly in the market for drugs for the treatment of Alzheimer's disease, with that monopoly position lessening only slightly when Exelon is launched in the United States. Accordingly, the merger would increase Pfizer's dominant position in the market, allowing it to increase prices and potentially eliminate Cognex, the smaller competitor, from the market. The proposed Consent Order remedies the merger's anticompetitive effects by requiring Warner to divest Cognex to First Horizon Pharmaceutical Corporation.

EGFr-tk Inhibitors for the Treatment of Cancer

Pfizer and Warner are developing Epidermal Growth Factor receptor tyrosine kinase (''EGFr-tk'') inhibitors for the treatment of solid cancerous tumors. Solid tumor cancer targets include head and neck, non-small-cell lung, breast, ovarian, pancreatic and colorectal cancers. Currently, over 1.2 million Americans are diagnosed with solid tumor cancers each year. It is anticipated that EGFr-tk inhibitors will be used in conjunction with surgery, radiation and chemotherapy to treat cancer patients.

EGFr-tk inhibitors target the EGFr oncogene that regulates cancer cell growth. The EGFr has been identified as being over-expressed (too prevalent) in as many as 700,000 of the 1.2 million Americans diagnosed with a solid tumor cancer each year. Patients with an over-expression of EGFr are believed to have a worse prognosis than other cancer patients. Accordingly, scientists have developed drugs that attemp to inhibit the EGFr activity of cell division signal transduction that results in cancer cell proliferation.

The most advanced EGFr-tk inhibitors include those being developed by Pfizer and Warner. Pfizer and Warner are two of only a few companies in clinical development of EGFr-tk inhibitors for solid tumor cancers. There are significant barriers to entry into the market. In order to enter the market, a firm must incur substantial sunk costs to research, develop, manufacture and sell EGFr-tk inhibitors.

The proposed merger is likely to create anticompetitive effects in the EGFr-tk inhibitor market by potentially eliminating one of the few research and development efforts in this area. As a result of the merger, the combined entity could unilaterally delay, terminate or otherwise fail to develop one of the two competing EGFr-tk drugs, resulting in less product innovation, fewer choices, and higher prices for consumers.

To resolve these concerns, the proposed Consent order requires Pfizer to return its EGFr-tk inhibitor, CP–358,774, to its development partner, OSI. OSI holds a contractual right to obtain CP–358,774 should Pfizer terminate development efforts. Thus, while other companies have expressed interest in acquiring the rights to CP–358,774, none may do so without the prior approval of OSI.

The proposed Consent Order maintains competition in the research and development of EGFr-tk inhibitors for the treatment of cancer by requiring that Pfizer fulfill its obligations under the May 23, 2000 agreement between Pfizer and OSI to (1) transfer and surrender its rights to CP–358,774 to OSI; (2) grant OSI a royalty-free, irrevocable worldwide license, including the right to sublicense, to all of its rights in, and to, the patents currently owned jointly by OSI and Pfizer relating to EGFr-tk ihibitors; (3) complete, a Pfizer's cost, ongoing clinical trials of CP–358,774; (4) provide OSI with a manufacturing and supply agreement for the continued supply of CP–358,774, pending transfer of manufacturing technology to a new manufacturer; (5) assume liability for all completed clinical trials; and (6) transfer all know-how and technology relating to CP–358,774 to OSI. The Consent Order also provides for an Interim Trustee to be appointed to oversee Pfizer's obligations under the Order and to ensure the continued development and viability of CP–358,774.

The purpose of this analysis is to facilitate public comment on the proposed Consent Order, and it is not intended to constitute an official interpretation of the proposed Consent Order or to modify its terms in any way.

By direction of the Commission.

Donald S. Clark,

Secretary.

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DEPARTMENT OF HEALTH AND HUMAN SERVICES

Request for Nominations of Candidates To Serve on the National Vaccine Advisory Committee, Department of Health and Human Services