

AGREEMENT CONTAINING CONSENT ORDERS

In the Matter of

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In the Matter of Pfizer Inc., et al.

FTC File No. 151-0074

9. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondents that the law has been violated as alleged in the draft of Complaint here attached, or that the facts as alleged in the draft of Complaint, other than jurisdictional facts, are true.
10. This Consent Agreement contemplates that, if it is accepted by the Commission, the Commission may (i) issue and serve its Complaint corresponding in form and substance with the draft of Complaint here attached, (ii) issue and serve its Order to Maintain Assets, and (iii) make information public with respect 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 If such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34, the Commission may, without further notice to Proposed Respondents, issue the attached Decision and Order containing an order to divest and providing for other relief in disposition of the proceeding.
11. When final and effective, the Decision and Order and the Order to Maintain Assets 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 and the Order to Maintain Assets shall become final and effective upon service. Delivery of the Complaint, the Decision and Order, and the Order to Maintain Assets to Proposed Respondent Pfizer by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a) – including, but not limited to, delivery to an office within the United States of Jonathan S. Klarfeld, Esq., Ropes & Gray LLP; or of any other lawyer or law firm listed as Counsel for Pfizer – shall constitute service as to Proposed Respondent Pfizer. Delivery of the Complaint, the Decision and Order, and the Order to Maintain Assets to Proposed Respondent Hospira by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a) – including, but not limited to, delivery to an office within the United States of Clifford H. Aronson, Esq., Skadden, Arps, Slate, Meagher & Flom LLP; or of any other lawyer or law firm listed as Counsel for Hospira – shall constitute service as to Proposed Respondent Hospira. Each Proposed Respondent waives any right it may have to any other manner of service. Each Proposed Respondent also waives any t may

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and successors necessary to effectuate the full relief contemplated by this Consent Agreement are: (i) within the control of the parties to this Consent Agreement, or (ii) will be in the control of the parties to this Consent Agreement after the proposed acquisition.

14. By signing this Consent Agreement, Proposed Respondents represent and warrant that each Remedial Agreement (as defined in the Decision and Order) that has been submitted to the Commission at the time of this Consent Agreement for approval by the Commission in connection with the Commission's determination to make the Decision and Order final comports with all of the relevant requirements of the Decision and Order and requires Proposed Respondents to divest all assets required to be divested pursuant to the relevant requirements of the Decision and Order.

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PFIZER INC.

By: _____

Ian Read

Chairman of the Board and
Chief Executive Officer

Date: _____

Jonathan S. Klarfeld, Esq.

Ropes & Gray LLP
Counsel for Pfizer Inc.

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FEDERAL TRADE COMMISSION

By: _____

James Weiss
Deputy Assistant Director
Bureau of Competition

Michael R. Moiseyev
Assistant Director
Bureau of Competition

Stephen Weissman
Deputy Director
Bureau of Competition

Deborah L. Feinstein
Director
Bureau of Competition
Date: _____