

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

In the Matter of)	
)	
NXP Semiconductors N.V.,)	File No. 151-0090
a corporation.)	
)	

AGREEMENT CONTAINING CONSENT ORDERS

The Federal Trade Commission (“Commission”), having initiated an investigation of the proposed acquisition by NXP Semiconductors N.V. (“Proposed Respondent”) of the outstanding voting securities of Freescale Semiconductor, Ltd. 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 its duly authorized officers and attorneys, and counsel for the Commission that:

1. Proposed Respondent NXP Semiconductors N.V. is a corporation organized, existing, and doing business under, and by virtue of, the laws of the Netherlands, with its corporate office and principal place of business located at High Tech Campus 60, Eindhoven 5656 AG, the Netherlands.
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 Order to Maintain Assets in this matter at any time after it accepts the Consent Agreement for public comment.
5. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondent 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.
6. Proposed Respondent shall submit an initial report, pursuant to Section 2.33 of the Commission's Rules, 16 C.F.R. § 2.33, no later than thirty (30) days after the date on which Proposed Respondent executes this Consent Agreement and every thirty (30) days there-

Commission's Rules, 16 C.F.R. § 2.34, the Commission may, without further notice to the 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 so entered, the Decision and Order and the Order to Maintain Assets will 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 upon service. Delivery of the Complaint, the Decision and Order, and the Order to Maintain Assets to Proposed Respondent by any means provided in § 4.4(a) of the Commission's Rules, 16 C.F.R. § 4.4(a), including, but not limited to, delivery to an office within the United States of counsel for Proposed Respondent identified in this Consent Agreement, shall constitute service. Proposed Respondent waives rights it may have to any other manner of service. Proposed Respondent also waives any right it may otherwise have to service of any Appendices attached or incorporated by reference into the Decision and Order or the Order to Maintain Assets, if Proposed Respondent is already in possession of copies of such Appendices, and agrees that it is bound to comply with and will comply with the Decision and Order and Order to Maintain Assets to the same extent as if it had been served with copies of the Appendices.

11. The Complaint may be used in construing the terms of the Decision and Order and the Order to Maintain Assets, and

and Order and Order and

amount provided by law for each violation of the Decision and Order and of the Order to Maintain Assets after they become final.

NXP Semiconductors N.V.

**Federal Trade Commission
Bureau of Competition**

G.R.C. Dierick
General Counsel

Meredith R. Levert
Attorney

Dated: _____, 2015

APPROVED:

Peter Guryan, Esq.

James Rhilinger