## UNITED STATES OF AMERICA BEFORE THE FEDERAL TRADE COMMISSION

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In the Matter of	)	
HIKMA PHARMACEUTICALS PLC, a corporation;	)	
and	)	FTC File No. 1510044
C.H. BOEHRINGER SOHN AG & Co. KG, a corporation.	) ) )	
		)

### AGREEMENT CONTAINING CONSENT ORDER

The Federal Trade Commission Commission), having initiated an investigation of the proposed acquisition by Hikma Pharmaceuticals (PLOkma") of certain assets owned been Venue Laboratories, LLC (as successor to Ben Venue Laboratoriesalsuchsidiary of Boehringer Ingelheim Corporation, which is wholly owned by C.H. Boehringer Sohn AG & Co. KG (collectively "Boehringer") (Hikma and Boehringer hereinafter collectively referred to as "Proposed Respondentsand it now appearing that Proposed Respondentsand it now appearing that Proposed Respondentsand Consent Order ("Consent Agreem) and assets and providing for other relief:

IT IS HEREBY AGREEDr004 Tm

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- 4. Proposed Respondentvaive:
  - a. any further procedural steps;
  - b. the requirement that the Commissis Decision an Order, attached hereto and made a part hereof, contain a statement of findings of the conclusions of law;
  - c. all rights to seek judicialeview or otherwise challenge or contest the validity o the Decision and Ordentered pursuant to this Consent Agreement; and
  - d. any claim under the Equal Access to Justice Act.
- 5. Not later than thirty (30) days after the date this Consent Agreemeont esds by the Proposed Respondent Respondent all submit an initial report, pursuant to Section 2.33 of the Commission Rules, 16 C.F.R. § 2.33. Proposed Respondent lateral also submit subsequent reports every thirty (30) they seafter util the Decision and Orderbecomes final, 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 the Proposed Respondent shall set forth in detail the manner in which Proposed Respondent ave complied and will comply with the Decision and Order. Such reports will not become part of the public record unless and until the Consent Agreenaent Decision and Order are accepted by the Commission for public comment.
- 6. In each report described in Paragraph Proposed Respondershall provide sufficient information and documentation to enable the Commission to determine independently whether the Proposed Responderstre in compliance with this cosent Agreement and the Decision and Order Each report shall be verified by a notarized signature or sworn statement an employee of the Proposed Responsor Ecifically authorized to perform this function, or shall be selferified in the manner set forth in 28 U.S.C. § 1746. Section 2.41(a) of the Commission'

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and Order final comports with all of the relevant requirements of the Decision and Order and requires PropodeRespondestto divest all assets required to be divested pursuant to the relevant requirements of the Decision and Order.

- 14. Proposed Respondent greethat they shall interpret each Remedial Agreement in a manner that is fully consistent with all of the levant provisions and remedial purposes of the Decision and Order.
- 15. Proposed Respondentiaveread the draft Complaint and the Decision and Order contemplated hereby. Proposed Responsementerstand that on the Decision and Order hasbeen issued he will be required to file one or more compliance reports showing that he have fully complied with the Decision and Order
- 16. Proposed Respondent greeto comply with the terms of the proposed Decision and Orderfrom the dateltey sign this Consent Agreement. Proposed Resposdent her understand that then yay be liable for civil penalties in the amount provided by law for each violation of the Decision and Ordenter it become sinal and effective.

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HIKMA PHARMACEUTICAL S PLC

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