

here attached.

4. Proposed Respondents waive:
 - a. any further procedural steps;
 - .

Order or the Order to Maintain Assets.

13. By signing this Consent Agreement, each Proposed Respondent represents and warrants that the Proposed Respondent can accomplish the full relief contemplated by the attached Decision and Order (including effectuating all required divestitures, assignments, and transfers) and the Order to Maintain Assets and that all parents, subsidiaries, affiliates, 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, each Proposed Respondent represents and warrants 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 the Proposed Respondent to divest all assets required to be divested pursuant to the relevant requirements of the Decision and Order.
15. Each Proposed Respondent agrees that it shall interpret each Remedial Agreement in a manner that is fully consistent with all of the relevant provisions and remedial purposes of the Decision and Order.
16. Each Proposed Respondent has read the draft of Complaint, the Decision and Order, and the Order to Maintain Assets contemplated hereby. Each Proposed Respondent understands that once the Decision and Order and the Order to Maintain Assets have been issued, it will be required to file one or more compliance reports showing that it has fully complied with the Decision and Order and the Order to Maintain Assets.
17. Each Proposed Respondent agrees to comply with the terms of the proposed Decision and Order and the Order to Maintain Assets from the date it signs this Consent Agreement. Each Proposed Respondent further understands that it may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order and of the Order to Maintain Assets after they become final and effective.

TEVA PHARMACEUTICAL INDUSTRIES LTD.

By: _____

Erez Vigodman
President and Chief Executive Officer
Teva Pharmaceutical Industries Ltd.

Date: _____

Eyal Desheh
Group Executive Vice President, Chief Financial Officer
Teva Pharmaceutical Industries Ltd.

Date: _____

Mark Kovner, Esq.
Kirkland & Ellis LLP
Counsel for Teva Pharmaceutical Industries Ltd.

Date: _____

