

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: Edith Ramirez, Chairwoman
Maureen K. Ohlhausen
Terrell McSweeney

In the Matter of)	
)	
)	
C.H. Boehringer Sohn AG & Co. KG)	Docket No. C-4601
a corporation.)	
)	

ORDER TO MAINTAIN ASSETS

The Federal Trade Commission (“Commission”), having initiated an investigation of the proposed acquisition by Respondent C.H. Boehringer Sohn AG & Co. KG of the animal health business of Sanofi, and Respondent having been furnished thereafter with a copy of a draft of the Complaint that the Bureau of Competition proposed to present to the Commission for its consideration and which, if issued by the Commission, would charge Respondent with violations of Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, as amended, 15 U.S.C. § 45; and

Respondent, its attorneys, and counsel for the Commission having thereafter executed an Agreement Containing Consent Orders (“Consent Agreement”), containing an admission by Respondent of all the jurisdictional facts set forth in the aforesaid draft of the Complaint, a statement that the signing of said Consent Agreement is for settlement purposes only and does not constitute an admission by Respondent that the law 5wg6 onlen [(s)-15(ai)-6(d)1 Tc 0.Tgsettlememen32d [(c

55216 and the address of its United States subsidiary, Boehringer Ingelheim

provide an officer's certification to the Commission affirming that all confidentiality agreements have been signed; and

2. not later than thirty (30) days after the Companion Animal Closing Date, provide written notification of the restrictions on the use and disclosure of Companion Animal Confidential Information to all of its employees who may be in possession of or have access to Companion Animal Confidential Information. Respondent shall give the above-described notification by e-mail with return receipt requested or similar transmission, and keep a file of those receipts for one (1) year after the Companion Animal Closing Date. Respondent shall provide a copy of the notification to the Companion Animal Acquirer. Respondent shall maintain complete records of all such notifications at Respondent's registered office within the United States and shall provide an officer's certification to the

4. ensure the assets related to the Cydectin Products are provided to the Cydectin Acquirer in a manner without disruption, delay, or impairment of the regulatory approval processes related to the associated Business; and
 5. ensure the completeness of the transfer and delivery of the Product Manufacturing Technology.
- B. Respondent shall not sell, transfer, encumber, or otherwise impair the Cydectin Product

- c) does not provide, disclose or otherwise make available, directly or indirectly, any Confidential Business Information related to the marketing or sales of the Naramune Products the marketing or sales employees associated with the

and the Consent Agreement; and within thirty (30) days from the date the Monitor receives a report, report in writing to the Commission concerning the performance by Respondent of its obligations under the Orders, including without limitation the transfer of Naramune-2 manufacturing from the Fort Dodge Facility and the completion of the Fill and Packaging Improvements.

- D. Respondent shall grant and transfer to the Monitor, and such Monitor shall have, all rights, powers, and authority necessary to carry out the Monitor's duties and responsibilities, including, but not limited to, the following:
 - 1. Respondent shall indemnify the Monitor and hold the Monitor harmless against

provided, however, that such agreement shall not restrict the Monitor from providing any information to the Commission or require the Monitor to report to the Respondent the substance of communications to or from the Commission or the Acquirer.

G.

2. a detailed description of the timing for the completion of such obligations,

provided, however, that, after the Decision and Order becomes final and effective, the reports due under this Order to Maintain Assets may be consolidated with, and submitted to the Commission at the same time as, the reports required to be submitted by Respondent pursuant to Paragraph IX of the Decision and Order.

VII.

IT IS FURTHER ORDERED that Respondent shall notify the Commission at least thirty (30) days prior to:

- A. any proposed dissolution of Respondent;
- B. any proposed acquisition, merger, or consolidation of Respondent; or
- C. any other change in Respondent including, but not limited to, assignment and the creation or dissolution of subsidiaries, if such change might affect compliance obligations arising out of this Order.

VIII.

IT IS FURTHER ORDERED that for purposes of determining or securing compliance with this Order, and subject to any legally recognized privilege, and upon written request and upon five (5) days' notice to Respondent, it shall, without restraint or interference, permit any duly authorized representative of the Commission:

IX.

IT IS FURTHER ORDERED that this Order shall terminate the earlier of:

- A. three (3) days after the Commission withdraws its acceptance of the Consent Agreement pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. §2.34, or
- B. the day after transfer of all Divestiture Product Assets to their respective Acquirers,

provided, however, that if the Commission, pursuant to Paragraph II.A or Paragraph III.A. of the Decision and Order, requires the Respondent to rescind any or all of the divestitures contemplated by any Divestiture Agreement, then, upon rescission, the requirements of this Order to Maintain Assets shall again be in effect with respect to the relevant Divestiture Product Assets until the day after Respondent's (or a Divestiture Trustee's) completion of the divestiture(s) of the relevant Divestiture Product Assets, as described in and required by the Decision and Order.

By the Commission.

April J. Tabor
Acting Secretary

SEAL

ISSUED: December 28, 2016