

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

In the Matter of)
)
)
 Boston Scientific Corporation,) File No. 191-0039
 a corporation.)
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)
)

AGREEMENT CONTAINING CONSENT ORDERS

The Federal Trade Commission (“Commission”) has initiated an investigation of the proposed acquisition by Boston Scientific Corporation (“Proposed Respondent”) of BTG plc. The Commission’s Bureau of Competition has prepared a draft administrative complaint (“Draft Complaint”). The Bureau of Competition and Proposed Respondent enter into this Agreement Containing Consent Orders (“Consent Agreement”) to divest certain assets and providing for other relief to resolve the allegations in the Draft Complaint through a proposed Decision and Order and Order to Maintain Assets which are attached to present to the Commission.

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 Boston Scientific Corporation is a corporation organized, existing, and doing business under and by virtue of the laws of the state of Delaware, with its executive offices and principal place of business located at 300 Boston Scientific Way, Marlborough, Massachusetts 01752.
2. Proposed Respondent admits all the jurisdictional facts set forth in the Draft Complaint.
3. Proposed Respondent waives:
 - a. any further procedural steps;
 - b. the requirement that the Decision and Order and the Order to Maintain Assets contain a statement of findings of fact and conclusions of law;
 - c.

d.

Order to Maintain Assets in this matter at any time after it accepts the Consent Agreement for public comment.

9. This Consent Agreement contemplates that, if the Commission accepts the Consent Agreement, the Commission thereafter may withdraw its acceptance of this Consent Agreement and notify Proposed Respondent, in which event the Commission will take such action as it may consider appropriate. If the Commission does not subsequently withdraw such ~~accept~~ pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34, and it has already issued the Complaint and Order to Maintain Assets, the Commission may, without further notice to Proposed Respondent, issue the attached Decision and Order containing an order to divest and providing for other relief in disposition of the proceeding
10. 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 Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), or by delivery to United States counsel for Proposed Respondent identified in this Consent Agreement, shall constitute service to Proposed Respondent. Proposed Respondent waives any rights it may have to any other manner of service. Proposed Respondent also waives any rights it may otherwise have to service of any Appendices attached to or incorporated by reference into the Decision and Order or the ~~Order to Maintain Assets~~ if Proposed Respondent is already in possession of such appendices, and agree that it is bound to comply with and will comply with the Decision and Order and the 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 no agreement, understanding, representation, or interpretation not contained in the ~~Decision and Order~~ the Order to Maintain Assets, or the Consent Agreement may be used to vary or contradict the terms of the Decision and Order or the Order to Maintain Assets
12. By signing this Consent Agreement, Proposed Respondent represents and warrants that:
 - a. it can fulfill all the terms of and accomplish the full relief contemplated by the Decision and Order ~~and the Order to Maintain Assets~~ including, among other things, effectuating all required divestitures, assignments ~~and~~ transfers, and obtaining any necessary approvals from governmental authorities, leaseholders, and other third parties to effectuate the divestitures, assignments, and transfers ~~and~~
 - b. all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement, the Decision and Order ~~and the Order to Maintain Assets~~ are parties ~~to~~ this Consent Agreement and are bound as if they had signed this Consent Agreement and were made

parties to this proceeding, or are within the control of parties to this Consent Agreement, the Decision and Order, and the Order to Maintain Assets, or will be after the acquisition

13.

