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

1. Respondent Abbott Laboratories is a corporation organized, existing and doing business under and by virtue of the laws of the State of Illinois, with its offices and principal place of business located at 100 Abbott Park Road, Abbott Park, Illinois 60064-6400.

2.

1. Providing each of the respective Divestiture Product Businesses with sufficient working capital to operate at least at current rates of operation, to meet all capital calls with respect to such business and to carry on, at least at their scheduled pace, all capital projects, business plans, and promotional activities for su

3. Maintain and manage inventory levels of the Products of the Divestiture Product Businesses in consideration of the marketing and distribution transition to the Acquirer;
 4. Continue to market, distribute, and sell the Products of the Divestiture Product Businesses;
 5. Allow the Acquirer access at reasonable business hours to all Confidential Business Information related to the Divestiture Product Businesses and employees who possess or are able to locate such information for the purposes of identifying the books, records, and files directly related to the Divestiture Product Businesses that contain such Confidential Business Information pending the completed delivery of such Confidential Business Information to the Acquirer;
 6. Provide the Acquirer with a listing of inventory levels (weeks of supply) for each customer (*i.e.*, retailer, group purchasing organization, wholesaler, or distributor) on a regular basis and in a timely manner;
 7. Provide the Acquirer with anticipated reorder dates for each customer on a regular basis and in a timely manner; and
 8. Establish projected time lines for accomplishing all tasks necessary to effect the marketing and distribution transition to the Acquirer in an efficient and timely manner.
- E. Until Respondents fully transfer and deliver each of the respective Assets To Be Divested to an Acquirer, Respondents shall:
1. Not use, directly or indirectly, any Confidential Business Information related to the Assets To Be Divested other than as necessary to comply with the following:
 - a. The requirements of this Order;
 - b. Respondents' obligations to the Acquirer(s) under the terms of any related Remedial Agreement; or
 - c. Applicable Law;
 2. Not disclose or convey any such Confidential Business Information, directly or indirectly to any Person except (i) the Acquirer(s), (ii) other Persons specifically authorized by such Acquirer(s) to receive such information (*e.g.*, employees of the Respondents responsible for the manufacture and/or supply of any Products or components related to the Assets to Be Divested on behalf of an Acquirer), (iii) the Commission, or (iv) the Monitor (if one has been appointed);

3. Not provide, disclose or otherwise make available, directly or indirectly, any such Confidential Business Information related to the marketing or sales of the Products related to the Assets To Be Divested to the employees associated with Respondents' Retained Business(es) who are related to the marketing or sales of Respondents' Products identified in the Commission's Complaint as competing Products; and
 4. Institute procedures and requirements to ensure that the above-described employees:
 - a. Do not provide, disclose or otherwise make available, directly or indirectly, any Confidential Business Information in contravention of this Order to Maintain Assets; and
 - b. Do not solicit, access or use any Confidential Business Information that they are prohibited from receiving for any reason or purpose.
- F. Not later than thirty (30) days from the earlier of (i) the Closing Date or (ii) the date this Order to Maintain Assets is issued by the Commission, Respondents shall provide written notification of the restrictions on the use and disclosure of the Confidential Business Information related to the Assets To Be Divested by Respondents' personnel to all of their employees who (i) may be in possession of Confidential Business Information.

III.

VI.

IT IS FURTHER ORDERED that, for the purpose 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 a Respondent, that Respondent shall, without restraint or interference, permit any duly authorized representative of the Commission:

- A. Access, during office hours of the Respondent, and in the presence of counsel, to all facilities and access to inspect and copy all books, ledgers, accounts, correspondence, memoranda, and all other records and documents in the possession, or under the control, of Respondents relating to compliance with this Order, which copying services shall be provided by Respondents at their expense; and

To interview officers, directors, or employees of the Respondent, who may have counsel present, regarding such matters.

VII.

IT IS FURTHER ORDERED that this Order to Maintain Assets shall terminate on the later 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 the divestiture of all of the Assets To Be Divested, as required by and described in the Decision and Order, has been completed; or
- C. The day after Respondents, with the concurrence of the Acquirer(s), certify in writing to the Commission as to the completion of all conditions of as15J2(h)5(e6)-1(pr)-2di4(i)a</MC ((h)2