

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

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<b>In the Matter of</b>	)	
	)	
<b>BAXTER INTERNATIONAL INC.,</b>	)	
<b>a corporation;</b>	)	
	)	
<b>CLARIS LIFESCIENCES LIMITED,</b>	)	<b>FTC File No. 171 0052</b>
<b>a corporation;</b>	)	
<b>and</b>	)	
	)	
<b>ARJUN HANDA,</b>	)	
<b>an individual.</b>	)	
	)	

**AGREEMENT CONTAINING CONSENT ORDERS**

The Federal Trade Commission (“Commission”), having initiated an investigation of the proposed acquisition by Baxter International Inc. of the voting securities of certain entities (defined in the attached proposed Decision and Order as “Claris Generic Pharmaceutical Entities”) and related assets from Claris Lifesciences Limited (“Claris”) and their ultimate parent entity Mr. Arjun Handa (Baxter, Claris, and Mr. Handa, hereinafter collectively referred to as “Proposed Respondents”), and it now appearing that Proposed Respondents are willing to enter into this Agreement Containing Consent Orders (“Consent Agreement”) to divest certain assets and providing for other relief:

**IT IS HEREBY AGREED** by and between Proposed Respondents, by their duly authorized officers and attorneys, and counsel for the Commission that:

1. Proposed Respondent Baxter is a corporation organized, existing, and doing business under and by virtue of the laws of the State of Delaware with its principal executive offices located at One Baxter Parkway, Deerfieldry is



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Agreement,

the Consent Agreement may be used to limit or contradict the terms of the Decision and Order or the Order to Maintain Assets.

14. 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.
15. By signing this Consent Agreement, each Proposed Respondent represents and warrants

**BAXTER INTERNATIONAL INC.**

By: \_\_\_\_\_

Jose E. Almeida

Chairman of the Board, President, and Chief Executive Officer

Baxter International Inc.

Date: \_\_\_\_\_

\_\_\_\_\_  
Pamela L. Taylor, Esq.

Jones Day

Counsel for

AGREEMENT CONTAINING

