

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

In the Matter of

HOSPIRA, INC.

a corporation;

and

MAYNE PHARMA LIMITED

a corporation.

File No. 071-0002

AGREEMENT CONTAINING CONSENT ORDERS

The Federal Trade Commission (“Commission”), having initiated an investigation of the proposed acquisition by Hospira, Inc. (“Hospira”) of Mayne Pharma Limited (“Mayne”), hereinafter “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 Hospira, Inc. is a corporation organized, existing and doing business under and by virtue of the laws of the State of Delaware, with its headquarters address at 275 North Field Drive, Lake Forest, Illinois 60045.
2. Proposed Respondent Mayne Pharma Limited is a corporation organized, existing and doing business under and by virtue of the laws of the Commonwealth of Australia, with its headquarters address at Level 3, 390 St. Kilda Road, Melbourne, Victoria 3004, Australia, and the address of the principal place of business of Mayne Pharma (USA) Inc, its United States subsidiary, at 650 From Road, 2nd Floor, Mack-Cali Centre II, Paramus, New Jersey 07652.
3. Proposed Respondents admit all the jurisdictional facts set forth in the draft of Complaint here attached.
4. Proposed Respondents waive:
 - a. any further procedural steps;

- b. the requirement that the Commission's Decision and Order and Order to Maintain Assets, both of which are attached hereto and made a part hereof, contain a statement of findings of fact and conclusions of law;
 - c. all rights to seek judicial review or otherwise challenge or contest the validity of the Decision and Order or the Order to Maintain Assets entered pursuant to this Consent Agreement; and
 - d. any claim under the Equal Access to Justice Act.
5. Because there may be interim competitive harm, the Commission may issue its Complaint and the Order to Maintain Assets in this matter at any time after it accepts the Consent Agreement for public comment.
 6. Not later than thirty (30) days after the date this Consent Agreement is signed by the Director or the Deputy Director of the Bureau of Competition, Proposed Respondents shall submit an initial report, pursuant to Section 2.33 of the Commission's Rules, 16 C.F.R. § 2.33. Proposed Respondents shall also submit subsequent reports every thirty (30) days thereafter until the Order to Maintain Assets becomes final, at which time the reporting obligations contained in the Order to Maintain Assets (other than the requirement to submit an initial report pursuant to this Consent Agreement) shall control. Such reports shall be signed by Proposed Respondents and set forth in detail the manner in which Proposed Respondents have complied and will comply with the Order to Maintain Assets and the Decision and Order. Such reports will not become part of the public record unless and until the Consent Agreement and Decision and Order are accepted by the Commission for public comment.
 7. In each of the reports described in Paragraph 6, Proposed Respondents shall provide sufficient information and documentation to enable the Commission to determine independently whether Proposed Respondents are in compliance with this Agreement and each of the Orders. All reports shall be verified by a notarized signature or sworn statement of the Chief Executive Officer or other officer or director of Proposed Respondents specifically authorized to perform this function, or self verified in the manner set forth in 28 U.S.C. §1746.
 8. This Consent Agreement shall not become part of the public record of the proceeding unless and until it is accepted by the Commission. If this Consent Agreement is accepted by the Commission, it, together with the draft of Complaint contemplated thereby, will be placed on the public record for a period of thirty (30) days and information in respect thereto publicly released. The Commission thereafter may either withdraw its acceptance of this Consent Agreement and so notify Proposed Respondents, in which event it will take such action as it may consider appropriate, or issue or amend its Complaint (in such form as the

circumstances may require) and issue its Decision and Order, in disposition of the proceeding.

9. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondents that the law has been violated as alleged in the draft of Complaint here attached, or that the facts as alleged in the draft of Complaint, other than jurisdictional facts, are true.
10. This Consent Agreement contemplates that, if it is accepted by the Commission, the Commission may (a) issue and serve its Complaint corresponding in form and substance with the draft of Complaint here attached, (b) issue and serve its Order to Maintain Assets, and (c) make information public with respect thereto. If such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34, the Commission may, without further notice to Proposed Respondents, issue the attached Decision and Order containing an order to divest and providing for other relief in disposition of the proceeding.
11. When final, the Decision and Order and the Order to Maintain Assets shall have the same force and effect and may be altered, modified or set aside in the same manner and within the same time provided by statute for other orders. 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 Hospira, Inc. by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a) – including, but not limited to, delivery to an office within the United States of David A. Clanton, Esq.; of Baker & McKenzie, LLP; or of any other lawyer or law firm listed as Counsel for Hospira, Inc. on this Consent Agreement – shall constitute service as to Proposed Respondent Hospira. Delivery of the Complaint, the Decision and Order, and the Order to Maintain Assets to Proposed Respondent Mayne Pharma Limited by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a) – including, but not limited to, delivery to an office within the United States of Jeffrey D. Ayer, Esq.; of Wilmer Cutler Pickering Hale and Dorr LLP; or of any other lawyer or law firm listed as Counsel for Mayne Pharma Limited on this Consent Agreement – shall constitute service as to Proposed Respondent Mayne. Proposed Respondents waive any right they may have to any other manner of service. Proposed Respondents also waive any right they may otherwise have to service of any Appendices incorporated by reference into the Decision and Order, and agree that they are bound to comply with and will comply with the Decision and Order and the Order to Maintain Assets to the same extent as if they had been served with copies of the Appendices, where Proposed Respondents are already in possession of copies of such Appendices.
12. 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.

13. By signing this Consent Agreement, Proposed Respondents represent and warrant that they 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 within the control of the parties to this Consent Agreement.
14. By signing this Consent Agreement, Proposed Respondents represent and warrant that each Remedial Agreement(s) (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 Proposed Respondents to divest all assets required to be divested pursuant to the relevant divestiture requirements of the Decision and Order. Proposed Respondents also represent and warrant that Proposed Respondents shall interpret each such Remedial Agreement in a manner that is fully consistent with all of the relevant provisions and remedial purposes of the Decision and Order.
15. Each Proposed Respondent has read the draft of the 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, each Proposed Respondent 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.
16. Each Proposed Respondent agrees to comply with the terms of the proposed Decision and Order and the Order to Maintain Assets from the date such Proposed Respondent 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.

HOSPIRA, INC.

By: _____
Christopher B. Begley
Chief Executive Officer
Hospira, Inc.
Date: _____

David A. Clanton
Baker & McKenzie LLP
Counsel for Hospira, Inc.

MAYNE PHARMA LIMITED

By: _____
Peter Willcox
Chairman
Mayne Pharma Limited

Thierry Soursac, M.D., Ph.D.
Chief Executive Officer & Managing Director
Mayne Pharma Limited

William J. Kolasky
Wilmer Cutler Pickering Hale and Dorr LLP
Counsel for Mayne Pharma Limited

FEDERAL TRADE COMMISSION

By: _____
Andrew J. Forman
Attorney
Bureau of Competition

APPROVED:

By: _____
Michael R. Moiseyev
Assistant Director
Bureau of Competition

Jeffrey Schmidt
Director
Bureau of Competition
Date: _____

David P. Wales
Deputy Director
Bureau of Competition