

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

In the Matter of

JOHNSON & JOHNSON,
a corporation;

and

PFIZER INC.,
a corporation.

File No. 061 0220

AGREEMENT CONTAINING CONSENT ORDERS

The Federal Trade Commission (“Commission”), having initiated an investigation of the proposed acquisition by Johnson & Johnson (“J&J”) of the Consumer Healthcare Division of Pfizer Inc. (“Pfizer”), 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. Respondent J&J is a corporation organized, existing and doing business under and by virtue of the laws of the State of New Jersey, with its offices and principal place of business located at One Johnson & Johnson Plaza, New Brunswick, New Jersey 08933.
2. Respondent Pfizer is a corporation organized, existing and doing business under and by virtue of the laws of the State of Delaware, with its offices and principal place of business located at 235 E. 42nd St., New York, New York 10017.
3. Proposed Respondents admit all the jurisdictional facts set forth in the draft of Complaint attached hereto.
4. Proposed Respondents waive:
 - (a) any further procedural steps;
 - (b) the requirement that the Commission’s Order to Maintain Assets and Decision and Order, 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 Order to Maintain Assets or the Decision and Order 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 Proposed Respondents, 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 above-described reports, Proposed Respondents shall provide sufficient information and documentation to enable the Commission to determine independently whether each Proposed Respondent is in compliance with this Agreement and each of the Orders.
- 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 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 and serve its Complaint (in such form as the circumstances may require) and 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 (1) issue and serve its Complaint corresponding in form and substance with the draft Complaint here attached, (2) issue and serve its Order to Maintain Assets,

and (3) 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 the 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 Respondents by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a) – including, but not limited to, delivery to Steven A. Newborn, Esq., of Weil, Gotshal & Manges LLP, for Respondent J&J, and to Stephen A. Stack, Jr., Esq., of Dechert LLP, for Respondent Pfizer, or to any other lawyer or law firm listed as Counsel for Respondents on this Consent Agreement – shall constitute service. 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 and the Order to Maintain Assets (including effectuating all required divestitures, assignments, and transfers and obtaining all necessary approvals from governmental authorities, leaseholders, and other third parties to effectuate the divestitures, assignments, and transfers) and that all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement are parties to this Consent Agreement and are bound thereby as if they had signed this Consent Agreement and were made parties to this proceeding and to the Decision and Order and the Order to Maintain Assets.
14. By signing this Consent Agreement, Proposed Respondents represent and warrant that any 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. Proposed Respondents have read the draft of the Complaint, the Decision and Order, and the Order to Maintain Assets contemplated hereby. Proposed Respondents understand that once the Decision and Order and the Order to Maintain Assets have been issued, they will be required to file one or more compliance reports showing that they have fully complied with the Decision and Order and the Order to Maintain Assets.
16. Proposed Respondents agree to comply with the terms of the proposed Decision and Order and the Order to Maintain Assets, as applicable, from the date they sign this Consent Agreement. Proposed Respondents further understand that they 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.

Signed this _____ day of _____, 2006.

JOHNSON & JOHNSON

William C. Weldon
Chairman, Board of Directors
Chief Executive Officer
Johnson & Johnson

Dated: _____, 2006

Steven A. Newborn, Esq.
Weil, Gotshal & Manges LLP
Counsel for Johnson & Johnson

Dated: _____, 2006

PFIZER INC.

Jeffrey B. Kindler
Chief Executive Officer

Pfizer Inc.

Dated: _____, 2006

Stephen A. Stack, Jr., Esq.
Dechert LLP.
Counsel for Pfizer Inc.

Dated: _____, 2006

FEDERAL TRADE COMMISSION

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