

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

In the Matter of	)	
	)	
<b>Glaxo Wellcome, PLC,</b>	)	
a corporation,	)	
	)	
and	)	
	)	
<b>SmithKline Beecham, PLC,</b>	)	File No. 001 0088
a corporation.	)	
	)	

**AGREEMENT CONTAINING CONSENT ORDERS**

The Federal Trade Commission ("Commission"), having initiated an investigation of the proposed merger between Glaxo Wellcome, PLC, ("Glaxo") and SmithKline Beecham, PLC, ("SKB"), and it now appearing that Glaxo and Warner, hereinafter sometimes referred to as "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 Glaxo is a corporation organized, existing and doing business under and by virtue of the laws of the United Kingdom, with its office and principal place of business located at Glaxo Wellcome House, Berkeley Avenue, Greenford, Middlesex, UB6 ONN, England.
2. Proposed respondent SKB is a corporation organized, existing and doing business under and by virtue of the laws of the United Kingdom, with its office and principal place of business located at 3 New Horizons Court, Brentford, Middlesex, TW8 9EP, England.
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 Order to Maintain Assets and Decision and Order, both 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 to challenge or contest the validity of the Order to Maintain Assets or 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, and because divestiture or other relief resulting from a proceeding challenging the legality of the proposed merger might not be possible, or might be less than an effective remedy, the Commission may issue its Complaint and an Order to Maintain Assets in this matter at any time after it accepts the Consent Agreement for public comment.
6. Proposed Respondents shall submit an initial report within ten (10) days of the date that they execute this Consent Agreement and every thirty (30) days thereafter until the Decision and Order becomes final, pursuant to Section 2.33 of the Commission's Rules, 16 C.F.R. § 2.33, signed by the Proposed Respondents setting forth in detail the manner in which the Proposed Respondents have complied with, have prepared to comply with, 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. 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 hereby, 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 (as the circumstances may require) and issue its Decision and Order, in disposition of the proceeding.
8. 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 Complaint, other than jurisdictional facts, are true.

9. 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 of 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 § 2.34 of the Commission's Rules, 16 C.F.R. § 2.34, the Commission may, without further notice to the Proposed Respondents issue and serve the attached Decision and Order containing an order to divest and providing for other relief in disposition of the proceeding. 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 Order to Maintain Assets shall become final upon service. Delivery of the Complaint, Decision and Order and Order to Maintain Assets to Proposed Respondents' United States counsel by any means specified in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), shall constitute service. The Proposed Respondents waive any right they may have to any other manner of service. The Complaint may be used in construing the terms of the Decision and Order and Order to Maintain Assets, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order, 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.
10. By signing this Consent Agreement, Proposed Respondents represent and warrant that they can comply with the provisions of the attached Decision and Order 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 parties to the Consent Agreement and are bound thereby as if they had signed this Consent Agreement and were made parties to this proceeding and to the orders.
11. Proposed Respondents have read the proposed Complaint, Decision and Order and Order to Maintain Assets contemplated hereby. Proposed Respondents understand that once the Decision and Order and 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 orders. Proposed Respondents agree to comply with the proposed Decision and Order and Order to Maintain Assets, as applicable, from the date they sign this Consent Agreement. Proposed Respondents understand that they may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order and Order to Maintain Assets, as applicable, after they become final.

Signed this \_\_\_th day of November, 2000

**GLAXO WELLCOME, PLC, a  
corporation**

By: \_\_\_\_\_  
Jeremy Strachan  
Executive Director

\_\_\_\_\_  
Garrard R. Beeney  
Sullivan & Cromwell  
Counsel for Glaxo Wellcome

**SMITHKLINE BEECHAM, PLC, a  
corporation**

By: \_\_\_\_\_  
James R. Beery  
Senior Vice President, General Counsel  
and Secretary  
Edward J. Bethusiem  
Vice President and Associate General  
Counsel

\_\_\_\_\_  
Steven K. Sunshine  
Jess Biggio  
Shearman & Sterling  
Counsel for SmithKline Beecham

**FEDERAL TRADE COMMISSION**

By: \_\_\_\_\_  
Jacqueline Mendel  
Attorney  
Bureau of Competition

APPROVED:

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Ann Malester  
Assistant Director  
Bureau of Competition

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Molly S. Boast  
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