

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

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In the Matter of )  
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)

**BOSTON SCIENTIFIC CORPORATION,** )  
a corporation; )

and )

**GUIDANT CORPORATION,** )  
a corporation. )

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File No. 061 0046

**AGREEMENT CONTAINING CONSENT ORDER**

The Federal Trade Commission (“Commission”), having initiated an investigation of the proposed acquisition by Boston Scientific Corporation (“Boston Scientific”) of Guidant Corporation (“Guidant”), 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; and that Abbott Laboratories (“Abbott”) intends to purchase certain shares of Boston Scientific and is, accordingly, a party to this Consent Agreement and Sections IV., V., and VII.(c) of the Decision and Order for the sole purpose of entering into certain agreements with the Commission relating to that share acquisition:

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

1. Respondent Boston Scientific is a corporation organized, existing and doing business under and by virtue of the laws of the State of Delaware, with its office and principal place of business located at One Boston Scientific Place, Natick, MA 01760.
2. Respondent Guidant is a corporation organized, existing and doing business under and by virtue of the laws of the State of Indiana, with its office and principal place of business located at 111 Monument Circle, Indianapolis, Indiana 46204.
3. Abbott is a corporation organized, existing and doing business under and by virtue of the laws of the State of Illinois, with its office and principal place of business located at 100 Abbott Park Road, Abbott Park, Illinois 60064.
4. Proposed Respondents and Abbott admit all the jurisdictional facts set forth in the draft of Complaint attached hereto.

5. Proposed Respondents and Abbott waive:
  - (a) any further procedural steps;
  - (b) the requirement that the Commission's Decision and Order, which is 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 entered pursuant to this Consent Agreement; and
  - (d) any claim under the Equal Access to Justice Act.
6. Proposed Respondents and Abbott shall submit an initial report, pursuant to Section 2.33 of the Commission's Rules, 16 C.F.R. § 2.33, within ten (10) days of the date on which they execute this Consent Agreement and every sixty (60) days thereafter until the Decision and Order becomes final or the divestitures, terminations, and prohibitions required pursuant to Paragraph II., Paragraph V., and Paragraph VI. are accomplished, whichever is earlier. Each such report shall be signed by the Proposed Respondents and Abbott and shall set forth in detail the manner in which the Proposed Respondents and Abbott have to date complied or have prepared to comply, are complying, and will comply with 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 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 and Abbott, in which event it will take such action as it may consider appropriate, or issue and serve its Complaint (in such form 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 of Complaint, other than jurisdictional facts, are true.
9. This Consent Agreement contemplates that, if it is accepted by the Commission, and 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 or Abbott: (1) issue and serve its Complaint corresponding in form with the draft of Complaint here attached and its Decision and Order, and (2) make information public with respect thereto.

10. When final, the Decision and Order 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 shall become final upon service. Delivery of the Complaint and the Decision and Order to Proposed Respondents and Abbott by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), shall constitute service. Proposed Respondents and Abbott waive any right they may have to any other manner of service. Proposed Respondents and Abbott 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 to the same extent as if they had been served with copies of the Appendices, where Proposed Respondents and Abbott are already in possession of copies of such Appendices.
11. The Complaint may be used in construing the terms of the Decision and Order, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order or the Consent Agreement may be used to vary or contradict the terms of the Decision and Order.
12. By signing this Consent Agreement, Proposed Respondents and Abbott represent and warrant that they can accomplish the full relief contemplated by the attached Decision and Order (including effectuating all required divestitures, assignments, licenses and transfers and obtaining all necessary approvals from governmental authorities, leaseholders, and other third parties to effectuate the divestitures, assignments, licenses and transfers) and that all parents, subsidiaries, groups, 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.
13. Proposed Respondents and Abbott have read the draft of Complaint and the Decision and Order contemplated hereby. Proposed Respondents and Abbott understand that once the Decision and Order has been issued, they will be required to file one or more compliance reports showing that they have fully complied with the Decision and Order. Proposed Respondents and Abbott agree to comply with the proposed Decision and Order from the date they sign this Consent Agreement. Proposed Respondents and Abbott further understand that they may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order after it becomes final.

Signed this 5<sup>th</sup> day of April, 2006

**BOSTON SCIENTIFIC CORPORATION**

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Lawrence J. Knopf  
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Boston Scientific Corporation

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Arnold & Porter LLP

**GUIDANT CORPORATION**

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Bernard E. Kury  
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Secretary  
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**ABBOTT LABORATORIES**

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Laura J. Schumacher  
Senior Vice President, Secretary, and  
General Counsel  
Abbott Laboratories

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Aimee H. Goldstein, Esq.  
Counsel for Abbott Laboratories  
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**FEDERAL TRADE COMMISSION**

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Jonathan S. Klarfeld  
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Bureau of Competition

**APPROVED:**

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Bureau of Competition

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Jeffrey Schmidt  
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