In the Matter of)
ELI LILLY AND COMPANY a corporation;)))
and) FTC File No. 1410142
NOVARTIS AG a corporation.)))

AGREEMENT CONTAINING CONSENT ORDERS

The Federal Trade Commission ("Commission"), having initiated an investigation of the proposed acquisition by Proposed Respondent Eli Lilly and Company ("Eli)Lidfycertain assets comprising the animal health division of Proposed Respondent Novarti New Artis"), hereinafter "Proposed Respondent" and it now appearing that Proposed Respondent willing to enter into this Agreement Containing Consent Orders ("Consent Agreentwedt" est certain assets and providing for other relief:

IT IS HEREBY AGREED by and between Proposed Responsiently theirduly authorized officers and attorneys, and counsel for the Commission that:

- 1. Proposed Respondenti Lilly . is a corporation organized, existing and doing business under and by virtue of the laws of the State of Indiana, with its headquarters address located at Lilly Corporate Center, Indianapolis, Indiana 46285.
- Proposed Respondent Novartis is a corporation organized, existing and doing business under and by virtue of the laws of the Swiss Confederation with its headquarters address located at Lichtstrasse 35, Basel, Switzerland, CH 4056, and the address of its United States subsidiary, Novartis Corporation, located at 230 Park Avenue, New York, New York 10169.
- 3. Proposed Respondentedmit at the jurisdictional facts set forth in the draft of Complaint here attached.
- 4. Proposed Respondentiaive:
 - a. any further procedural steps;

AGREEMENT CONTAINING CONSENT ORDERS

In the Matter of Eli Lilly and Company et al. FTC File No.141-0142

ELI LILLY AND COMPANY

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	John C. Lechleiter, Ph.D.
	Chairman, President, and Chief Executive Officer Eli Lilly and Company
	Date:
	Date.
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- y .	Charles F. Rule, Esq.
	Cadwalader, Wickersham & Taft, LLP
	Counsel for Eli Lilly and Company

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FEDERAL TRADE COMMIS SION

By:	James R. Weiss Deputy Assistant Director Bureau of Competition
	Michael R. Moiseyev Assistant Director Bureau of Competition
	Date: