

issue stating its charges in that respect, and having accepted the executed Consent Agreement and placed such Consent Agreement on the public record for a period of thirty (30) days for the receipt and consideration of public comments, and having duly considered the comments received from an interested party pursuant to Commission Rule 2.34, 16 C.F.R. § 2.34, now in further conformity with the procedure described in Commission Rule 2.34, the Commission hereby makes the following jurisdictional findings and issues the following Decision and Order (“Order”):

1. Respondent NOVARTIS is a corporation organized, existing and doing business under and by virtue of the laws of Switzerland, with its offices and principal place of business located at Lichtstrasse 35, CH-4002 Basel, Switzerland.

2. The Federal Trade Commission has jurisdiction over the subject matter of this proceeding and of Respondent, and the proceeding is in the public interest.

ORDER

I.

IT IS ORDERED that, as used in this Order, the following definitions shall apply:

- A. “NOVARTIS” means NOVARTIS AG, its directors, officers, employees, agents, representatives, predecessors, successors, and assigns; its joint ventures, subsidiaries (including, but not limited to, Sandoz Inc.), divisions, groups and affiliates controlled by NOVARTIS AG, and the respective directors, officers, employees, agents, representatives, successors, and assigns of each. After the Acquisition Date, the term “NOVARTIS” shall include Eon.
- B. “SANTO” means Santo Holding AG, a corporation organized, existing, and doing business under and by virtue of the laws of Switzerland, with its registered office located at Alte Landstrasse 106, CH-8702 Zollikon/Zurich, Switzerland; and all joint ventures, subsidiaries, divisions, groups, and affiliates controlled by SANTO, including, but not limited to, Eon.
- C. “Eon” means Eon Labs, Inc., a corporation organized, existing, and doing business under and by virtue of the laws of Delaware, with its principal place of business located at 1999 Marcus Avenue, Lake Success, New York 11042; and all joint ventures, subsidiaries, divisions, groups, and affiliates controlled by Eon.
- D. “Respondent” means NOVARTIS.
- E. “Commission” means the Federal Trade Commission.
- F. “Acquisition” means the acquisition contemplated by the “Agreement for Purchase and Sale of Stock” dated as of February 20, 2005, by and between NOVARTIS and SANTO,

**APPENDIX I
NON-PUBLIC
AMIDE DIVESTITURE AGREEMENT
[Redacted From the Public Record Version But Incorporated By Reference]**

**APPENDIX II
NON-PUBLIC
DESIPRAMINE AND ORPHENADRINE CITRATE ER
SUPPLY COSTS**

[Redacted From the Public Record Version But Incorporated By Reference]