



Office of the Secretary

UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

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Re: *In the Matter of Johnson & Johnson Inc.*, File No. 051-0050

Dear Messrs. Jacobsen, Wu and Diaz, and Ms. Azcuenaga:

Thank you for your comments on behalf of Medtronic Vascular, Inc. ("Medtronic"), regarding the proposed consent order accepted by the Federal Trade Commission for public comment in the above-captioned matter. Your letter indicates that Medtronic seeks a modification of the proposed settlement. The Commission has reviewed your comments in connection with its decision concerning whether to accord final approval to the proposed consent order and has also placed your comments on the public record.

After appropriate consideration of your comments, the Commission has determined that the public interest would best be served by issuing the Decision and Order in final form without modification. We do wish, however, to note two things in response to your comment: 1) that the license to Abbott is freely transferable at its sole discretion; and 2) that Abbott's incentives to transfer the license in the event of a development failure or significant delay are economic, and based on the substantial, irrevocable, up-front payment Abbott is making in exchange for the license. Accordingly, a Monitor Trustee is not necessary to ensure the success of the Commission's remedy in this matter.

A copy of the final Decision and Order is enclosed for your information. Relevant materials also are available from the Commission's Website at <http://www.ftc.gov>.

It helps the Commission's analysis to hear from a variety of sources in its work on antitrust and consumer protection issues, and we appreciate your interest in this matter.

By direction of the Commission, Chairman Majoras and Commissioner Harbour recused.

Donald S. Clark
Secretary