

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

**COMMISSIONERS:**        **William E. Kovacic, Chairman**  
                                  **Pamela Jones Harbour**  
                                  **Jon Leibowitz**  
                                  **J. Thomas Rosch**

In the Matter of	)	
	)	
<b>GETINGE AB,</b>	)	<b>Docket No.</b>
a corporation	)	
	)	
and	)	
	)	
<b>DATASCOPE Corp.,</b>	)	
a corporation.	)	
	)	

**AGREEMENT CONTAINING CONSENT ORDER**

The Federal Trade Commission (“Commission”) having initiated an investigation of the proposed acquisition by Respondent Getinge AB (“Getinge”) of Respondent Datascope Corp. (“Datascope”), hereinafter sometimes referred to as “Proposed Respondents,” and it now appearing that Getinge and Datascope are willing to enter into this Agreement Containing Consent Order (“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 Getinge is a corporation organized, existing and doing business under and by virtue of the laws of Sweden, with its offices and principal place of business located at Ekerbergsvägen 26, SE-31044, Getinge, Sweden.
2. Proposed Respondent Datascope is a corporation organized, existing and doing business under and by virtue of the laws of the State of Delaware, with its offices and principal place of business located at 14 Philips Parkway, Montvale, NJ 08933.
3. Proposed Respondents admit all the jurisdictional facts set forth in the draft of Complaint attached hereto.
4. Proposed Respondents 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.
5. Each Proposed Respondent shall submit an initial report within ten (10) days of the date on which it executes 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, or the divestiture required pursuant to Paragraph II. is accomplished, whichever is earlier. Each such report shall be signed by the respective Proposed Respondent and shall set forth in detail the manner in which the Proposed Respondent has to date complied or has prepared to comply, is 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.
6. 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, 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.
7. 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.
8. 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: (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.
9. 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 by delivery to counsel for Proposed Respondents as listed in this Consent Agreement shall constitute service. Proposed Respondents waive any right they may have to any other manner of service. Proposed Respondents 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 are already in possession of copies of such Appendices.

10. 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.
11. By signing this Consent Agreement, Proposed Respondents represent and warrant that they can accomplish the full relief contemplated by the attached Decision and Order (including effectuating all required divestitures, assignments, and transfers and obtaining all necessary approvals from governmental authorities, leaseholders, and other third parties to effectuate the divestitures, assignments, and transfers) and that all parents, subsidiaries, 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.
12. Proposed Respondents have read the draft of the Complaint and the Decision and Order contemplated hereby. Proposed Respondents 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 agree to comply with the proposed Decision and Order from the date they sign this Consent Agreement. Proposed Respondents 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 \_\_\_\_\_ day of January, 2009

**GETINGE AB**

**FEDERAL TRADE COMMISSION**

\_\_\_\_\_  
Johan Malmquist  
Chief Executive Officer  
Getinge AB

\_\_\_\_\_  
David L. Inglefield  
Lisa DeMarchi Sleight  
Attorneys  
Bureau of Competition

Dated: January \_\_\_\_, 2009

---

Valarie C. Williams, Esq.  
Alston & Bird  
Counsel for Getinge AB

Dated: January \_\_\_\_, 2009

**DATASCOPE CORP.**

---

Lawrence Saper  
Chief Executive Officer  
Datascope Corp.

Dated: January \_\_\_\_, 2009

---

Jeffrey W. Brennan  
Dechert LLP  
Counsel for Datascope Corp.

Dated: January \_\_\_\_, 2009

**APPROVED:**

---

Michael R. Moiseyev  
Assistant Director  
Bureau of Competition

---

Kenneth L. Glazer  
Deputy Director  
Bureau of Competition

---

David P. Wales, Jr.  
Acting Director  
Bureau of Competition