

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



Office of the Secretary

September 6, 1996

Mr. Jeremy A. W. Strachan  
Glaxo plc  
Landsdowne House  
Berkeley Square  
London W1X 6BQ  
England

Re: Glaxo plc  
Docket No. C-3586

Dear Mr. Strachan:

This letter responds to the March 12, 1996, Application for Approval of Divestiture of Wellcome's 311C90 Assets to Zeneca Limited ("Application") filed by Glaxo Wellcome plc ("Glaxo"), seeking prior approval by the Federal Trade Commission of the divestiture of Wellcome's 311C90 Assets pursuant to the Order in the referenced matter ("Order"). The Order requires prior Commission approval of the divestiture by Glaxo, which includes approval of the proposed acquirer of Wellcome's 311C90 Assets and the proposed manner of divestiture.

The Commission has determined to approve Glaxo's Application. In according its approval to the Application, the Commission has relied upon the information submitted and representations made by Glaxo and Zeneca Limited, submitted as part of the Application and otherwise, and has assumed them to be accurate and complete. The Commission has relied as well upon the August 15, 1996, letter from Charles E. Koob, Esquire, counsel for Glaxo, and the attached proposed amendments to the Divestment Agreement that Mr. Koob has represented that Glaxo and Zeneca have agreed to make.

By direction of the Commission.

Donald S. Clark  
Secretary

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cc: Charles E. Koob, Esq.  
Simpson, Thacher & Bartlett  
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New York, NY 10017-3954