

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

_____)	
In the matter of)	
)	
Bayer AG,)	File No. 011 0199
a corporation, and)	Docket No. C-4049
)	
Aventis S.A.,)	
a corporation.)	
_____)	

AGREEMENT CONTAINING CONSENT ORDERS

The Federal Trade Commission (“Commission”), having initiated an investigation of the proposed acquisition by Bayer AG (“Bayer”), of the stock of Aventis CropScience Holding S.A. (“ACS”) from Aventis S.A. (“Aventis”), and it now appearing that Bayer and Aventis, hereinafter sometimes referred to as “Proposed Respondents,” are willing to enter into this Agreement Containing Consent Orders (“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. Respondent Bayer AG, is a corporation organized, existing, and doing business under, and by virtue of, the laws of Germany, with its office and principal place of business located at Werk Leverkusen, 51368, Leverkusen, Germany.
2. Respondent Aventis S.A., is a corporation organized, existing, and doing business under, and by virtue of, the laws of France, with its office and principal place of business located at Avenue de l’Europe, Espace Europeen de l’Entreprise, Schiltigheim, France.
3. Proposed Respondents admit all the jurisdictional facts set forth in the draft of Complaint here attached.
4. Proposed Respondents waive:
 - (a) any further procedural steps;

- (b) the requirement that the Commission's Decision and Order and Order to Hold Separate and Maintain Assets ("Order to Hold Separate"), 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 to challenge or contest the validity of the Decision and Order and Order to Hold Separate entered pursuant to this Consent Agreement; and
 - (d) any claim under the Equal Access to Justice Act.
5. The Decision and Order and the Order to Hold Separate attached to this Consent Agreement are incorporated into and made a part of this Consent Agreement. 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 Complaint, other than jurisdictional facts, are true.
 6. Proposed Respondents shall submit within twenty days of the date this Consent Agreement is signed by Proposed Respondents an initial report, pursuant to Commission Rule 2.33, 16 C.F.R. § 2.33, signed by Proposed Respondents, setting forth in detail the manner in which Proposed Respondents have complied, are complying, and will comply with the Decision and Order and Order to Hold Separate. Such reports will not become part of the public record unless and until the accompanying Consent Agreement, Decision and Order, and Order to Hold Separate are accepted by the Commission for public comment.
 7. If the Commission accepts this Consent Agreement, further proceedings will be governed by Commission Rule 2.34, 16 C.F.R. § 2.34. This Consent Agreement shall not become part of the public record of the proceeding unless and until it is accepted by the Commission. If accepted by the Commission, this Consent Agreement, together with the draft of 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 may, at any time after it places this Consent Agreement on the public record, issue and serve its (i) Complaint, corresponding in form and substance with the draft of Complaint here attached, and (ii) Order to Hold Separate, and make information public with respect thereto.
 8. At any time after the public comment period has concluded, the Commission may either withdraw its acceptance and so notify the Proposed Respondents, in which event it may take such action as it deems appropriate, or the Commission may, without further notice to the Proposed Respondents issue and serve its (i) Complaint, if not previously issued, (ii) Decision and Order, and (iii) Order to Hold Separate, if not previously issued, in disposition of the proceeding, and make information public with respect thereto. The Commission may also

amend and serve its previously issued Complaint if the circumstances so require.

9. When final, the Decision and Order and Order to Hold Separate 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 and Order to Hold Separate shall become final upon service. Delivery of the Complaint, Decision and Order, and Order to Hold Separate to Proposed Respondents' United States counsel (at the addresses specified in this Consent Agreement) by any means specified in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), 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 or Order to Hold Separate, and agree that they are bound to comply with and will comply with such orders 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. The Complaint may be used in construing the terms of the Decision and Order and Order to Hold Separate, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order, Order to Hold Separate, or the Consent Agreement may be used to vary or contradict the terms of the Decision and Order or the Order to Hold Separate.
10. By signing this Consent Agreement, Proposed Respondents represent and warrant that they can comply with the provisions of the attached Decision and Order and Order to Hold Separate, and that all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement, the Decision and Order, and the Order to Hold Separate are parties to the Consent Agreement.
11. Proposed Respondents have read the Complaint, Decision and Order, and Order to Hold Separate contemplated hereby. Proposed Respondents understand that once the Decision and Order and Order to Hold Separate 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 and Order to Hold Separate. Proposed Respondents agree to comply with the terms of the Decision and Order and Order to Hold Separate 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 and Order to Hold Separate after they become final.

Signed this _____ day of May, 2002.

BAYER AG

FEDERAL TRADE COMMISSION
BUREAU OF COMPETITION

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