

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

In the Matter of)	
)	
Laboratory Corporation of America)	
Holdings,)	
a corporation,)	
)	File No. 111 0155
and)	
)	
Orchid Cellmark Inc.)	
a corporation.)	
)	
)	

AGREEMENT CONTAINING CONSENT ORDERS

The Federal Trade Commission (“Commission”), having initiated an investigation of the acquisition of Respondent Orchid Cellmark Inc. (“Orchid”) by Respondent Laboratory Corporation of America Holdings (“LabCorp”), hereinafter referred to as Proposed Respondents, and it now appearing that Proposed Respondents are willing to enter into this Agreement Containing Consent Orders (“Consent Agreement”) to cease and desist from certain acts and practices and providing for other relief;

IT IS HEREBY AGREED by and between Proposed Respondents, their duly authorized officers and attorneys, and counsel for the Commission that:

1. Respondent Laboratory Corporation of America Holdings 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 358 South Main Street, Burlington, North Carolina.
2. Respondent Orchid Cellmark Inc. 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 4390 US Route One, Princeton, New Jersey.
3. Proposed Respondents waive:

- a. Any further procedural steps;
 - b. Any requirement that the Commission's Decision and Order and the Order to Maintain Assets, both of which are 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 or the Order to Maintain Assets entered pursuant to this Consent Agreement; and
 - d. Any claim under the Equal Access to Justice Act.
2. Because there may be interim competitive harm, the Commission may issue its Complaint and the Order to Maintain Assets in this matter at any time after it accepts the Consent Agreement for public comment.
3. Proposed Respondents shall submit an initial report, pursuant to Commission Rule 2.33, 16 C.F.R. § 2.33, no later than ten (10) days after they execute this Consent Agreement. Proposed Respondents shall submit subsequent reports every thirty (30) days thereafter until the Order to Maintain Assets becomes final. Such reports shall be signed by the Proposed Respondents and shall set forth in detail the manner in which the Proposed Respondents have to date complied or have prepared to comply, are complying, and will comply with the Decision and Order and the Order to Maintain Assets. Such reports will not become part of the public record unless and until the Consent Agreement and Decision and Order and Order to Maintain Assets are accepted by the Commission for public comment.
4. In the above-described report, Proposed Respondents shall provide sufficient information and documentation to enable the Commission to determine independently whether Proposed Respondents are in compliance with this Consent Agreement and the Decision and Order and the Order to Maintain Assets. The reports shall be verified by a notarized signature or sworn statement, or self-verified in the manner set forth in 28 U.S.C. § 1746. Section 2.41(a) of the Commission's Rules of Practice requires that an original and two copies of all compliance reports be filed with the Commission. Proposed Respondents shall file the original report and one copy with the Secretary of the Commission, and shall send at least one copy directly to the Bureau of Competition's Compliance Division.
5. 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 draft Complaint, 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 amend its Complaint (in such form as the circumstances may require) and issue its Decision and Order, in disposition of the proceeding.

6. 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 the Complaint here attached, or that the facts as alleged in the draft of the Complaint, other than jurisdictional facts, are true.
7. This Consent Agreement contemplates that, if it is accepted by the Commission, the Commission may (a) issue and serve its Complaint corresponding in form and substance with the draft of Complaint here attached, (b) issue and serve its Order to Maintain Assets, and (c) make information public with respect thereto. 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, issue the attached Decision and Order containing an order to divest and providing for other relief in disposition of the proceeding.
8. When final, the Decision and Order and the Order to Maintain Assets 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 the Order to Maintain Assets shall become final upon service. Delivery of the Complaint, the Decision and Order, and the Order to Maintain Asset to Proposed Respondents by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a) – including, but not limited to, delivery to Proposed Respondents’ Counsel as identified 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 or the Order to Maintain Assets that are in the possession of Proposed Respondents, and agree that they are bound to comply with and will comply with the Decision and Order and the Order to Maintain Assets to the same extent as if they had been served with copies of the Appendices.
9. The Complaint may be used in construing the terms of the Decision and Order and the Order to Maintain Assets, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order, the Order to Maintain Assets, or the Consent Agreement may be used to vary or contradict the terms of the Decision and Order or the Order to Maintain Assets.
10. Proposed Respondents have read the draft Complaint, the Decision and Order, and the Order to Maintain Assets contemplated hereby. By signing this Consent Agreement, Proposed Respondents represent and warrant that:

- a. they can accomplish the full relief contemplated by the attached Decision and Order and Order to Maintain Assets;
 - b. all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement, the attached Decision and Order, and the Order to Maintain Assets are parties to this Consent Agreement and the attached Decision and Order and Order to Maintain Assets 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 and the Order to Maintain Assets; and
 - c. they shall interpret each Divestiture Agreement under the Decision and Order in a manner that is fully consistent with all of the relevant provisions and the remedial purposes of the Decision and Order and the Order to Maintain Assets.
11. Proposed Respondents understand that once the Decision and Order and the Order to Maintain Assets have been issued, they will be required to file one or more compliance reports showing how they have complied and are complying with the Decision and Order and the Order to Maintain Assets.
12. Proposed Respondents agree to comply with the terms of the proposed Decision and Order and Order to Maintain Assets 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 the Order to Maintain Assets after each becomes final.

LABORATORY CORPORATION OF AMERICA HOLDINGS

F. Samuel Eberts III
Senior Vice President & Chief Legal Officer

Dated: _____

Joseph G. Krauss
Hogan Lovells US LLP
Attorney for Laboratory Corporation of America Holdings

Dated: _____

ORCHID CELLMARK INC.

Thomas A. Bologna
President and Chief Executive Officer

Dated: _____

Bruce D. Sokler
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
Counsel for Orchid Cellmark Inc.

Dated: _____

FEDERAL TRADE COMMISSION

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