



Ministère de la Justice
Canada

Department of Justice
Canada

Cote de sécurité – Security classification

PROTÉGÉ B – PROTECTED B

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Notre référence – Our file 7693976

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May 27, 2016

VIA EMAIL

Mr. Joseph LaRose
Deputy Registrar
The Competition Tribunal
Thomas D'Arcy McGee Building
Suite 600 – 90 Sparks Street
Ottawa, ON K1P 5B4

Mr. LaRose:

Re : CT-2009-014 - Commissioner of Competition v. Pfizer Inc. and Wyeth – Application to vary consent agreement

Steve Sansom and I are counsel to the Commissioner of Competition (“**Commissioner**”) in relation to this matter. Chris Hersh and Imran Ahmad of Cassels Brock are counsel to Pfizer Inc. (“**Pfizer**”) and Zoetis Inc. (“**Zoetis**”).

Please accept this letter pursuant to Rule 81 of the *Competition Tribunal Rules* as an application pursuant to paragraph 106(1)(b) of the *Competition Act*, on consent of the parties, to vary the Consent Agreement registered on October 14, 2009 (the “**Consent Agreement**”) between the Commissioner, Pfizer and Wyeth. The proposed amendments (i) remove Wyeth as a Respondent; (ii) include Zoetis as a Respondent; (iii) allocate responsibility for the remaining obligations under the Consent Agreement between Pfizer and Zoetis; (iv) change the frequency of reporting requirements; and (v) make other consequential changes to the Consent Agreement.

COMPETITION TRIBUNAL TRIBUNAL DE LA CONCURRENCE FILED / PRODUIT May 27, 2016 CT-2016-009 Andrée Bernier for / pour REGISTRAR / REGISTRAIRE	ONT. # 1
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The Consent Agreement provided, among other things, for Pfizer and Wyeth to divest certain animal pharmaceutical and vaccine products, and for Pfizer to amend the terms of its arrangement governing the distribution, marketing and sale of Pfizer's Estring pharmaceutical product in Canada. Those requirements have been complied with. Pfizer has also transferred its remaining animal health business to Zoetis. At the time of that transfer, Pfizer was the controlling shareholder of Zoetis and remained responsible for all continuing obligations under the Consent Agreement, including those related to the animal health business.

Following a share exchange on June 24, 2013, Pfizer ceased to have any ownership interest in Zoetis. Pfizer has now requested, and the Commissioner and Zoetis have consented, that Zoetis be named as a Respondent to the Consent Agreement and that the remaining obligations under the Consent Agreement relating to the animal health business be formally transferred from Pfizer to Zoetis. Pfizer remains responsible for all other obligations under the Consent Agreement. As Wyeth is now a wholly-owned subsidiary of Pfizer, there is no further need for it to be named as a separate Respondent.

The parties have also agreed to reduce the frequency of the Respondents' reporting requirements, from every 60 days to annually. The reports to be submitted by Zoetis shall be limited to its compliance with the provisions of the Consent Agreement applicable to animal health products and the reports to be submitted by Pfizer shall be limited to its compliance with its continuing obligations under the Consent Agreement. The Commissioner is satisfied that reports every 60 days are no longer required in light of the limited remaining obligations under the Consent Agreement. The Commissioner retains the ability to require additional reports as necessary, pursuant to section 67 of the Consent Agreement.

These proposed variations to the Consent Agreement correspond to similar changes requested in the United States in relation to an order of the Federal Trade Commission entered into on consent of Pfizer and Wyeth, which related exclusively to animal health products. On April 6, 2016 the FTC announced that it had approved Pfizer's request to be released from the Consent Order.

A draft order is attached as Appendix "A". A draft of the proposed varied Consent Agreement, including the consent of each of Pfizer, Zoetis and the Commissioner but excluding the confidential schedules (which remain unchanged), is attached as Schedule I to Appendix A. A blackline, showing the proposed variations, is attached as Appendix "B".

We are available to answer any questions or provide any further information at the Tribunal's request.

Sincerely,



Esther Rossman
Counsel, Competition Bureau Legal Services

c.c. Chris Hersh, Imran Ahmad, *Cassels Brock LLP*
Ian Cass, Competition Bureau
Steve Sansom, Competition Bureau Legal Services