

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

In the Matter of

**SCHERING-PLOUGH CORPORATION,
a corporation,**

**UPSHER-SMITH LABORATORIES, INC.,
a corporation,**

and

**AMERICAN HOME PRODUCTS
CORPORATION,
a corporation.**

Docket No. 9297

**AGREEMENT CONTAINING
CONSENT ORDER**

The Agreement herein, by and between American Home Products Corporation ("Respondent AHP"), by its duly authorized officer and its attorney, and counsel for the Federal Trade Commission, is entered into in accordance with the Commission's Rules governing consent order procedures. In accordance therewith, the parties hereby agree that:

1. **—Respondent American Home Products Corporation is a corporation organized, existing, and doing business under and by virtue of the laws of the State of Delaware, with its office and principal place of business located at Five Giralda Farms, Madison, New Jersey.**
2. **Respondent AHP has been served with a copy of the complaint issued by the Federal Trade Commission charging it with violations of Section 5(a) of the Federal Trade Commission Act, and has filed an answer to the complaint denying said charges.**
3. **Respondent AHP admits all the jurisdictional facts relating to it set forth in the complaint.**

4. Respondent AHP waives:
 - (a) any further procedural steps;
 - (b) the requirement that the Commission's Decision and Order ("Decision and Order"), here attached and made a part hereof, contains 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 Order entered pursuant to this Consent Agreement; and
 - (d) any claim under the Equal Access to Justice Act.
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 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 Respondent AHP, in which event it will take such action as it may consider appropriate, or issue and serve its decision in disposition of the proceeding.
6. This Consent Agreement is for settlement purposes only and does not constitute an admission by Respondent AHP that the law has been violated as alleged in the Complaint, or that the facts as alleged in the Complaint, other than jurisdictional facts, are true.
7. 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 3.25(f), 16 C.F.R. § 3.25 (f), the Commission may, without further notice to Respondent AHP, (1) issue the attached Decision and Order to cease and desist in disposition of the proceeding, and (2) make information public in respect thereto. When final, the Order will 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 Commission orders. The Order shall become final upon service. Delivery of the Decision and Order to Respondent AHP's Counsel by any means specified in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), shall constitute service. Respondent AHP waives any right it may have to any other manner of service. The Complaint may be used in construing the terms of the 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.

8. By signing this Consent Agreement, Respondent AHP represents and warrants that it can accomplish the full relief contemplated by this Consent Agreement, and that all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement are bound thereby as if they had signed this Consent Agreement and were made parties to this proceeding and to the Decision and Order.

9. Respondent AHP has read the Complaint and Decision and Order contemplated hereby. Respondent AHP understands that once the Decision and Order has been issued, it will be required to file one or more compliance reports showing that it has fully complied with the Decision and Order. Respondent AHP agrees to comply with the terms of the proposed order from the date it signs this Consent Agreement. Respondent AHP further understands that it may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order after the Decision and Order becomes final.

Signed this ____ day of October, 2001.

American Home Products Corporation

By: Louis L. Hoydes, Jr.
Louis L. Hoydes, Jr.
Executive Vice President
and General Counsel

Counsel for American Home Products Corporation

By: _____
Michael N. Sohn
Cathy Hoffman
Arnold & Porter

Federal Trade Commission

By: Philip M. Eisenstat by ORY
Karen G. Bokat
Philip M. Eisenstat

Approved: David R. Pender
David R. Pender
Deputy Assistant Director

Susan Creighton
Susan Creighton
Deputy Director

Joseph J. Simons
Joseph J. Simons
Director
Bureau of Competition

Signed this 9th day of October, 2001.

American Home Products Corporation

By: _____
Louis L. Hoynes, Jr.
Executive Vice President
and General Counsel

Counsel for American Home Products
Corporation

By: Cathy Hoffman
Michael N. Sohn
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