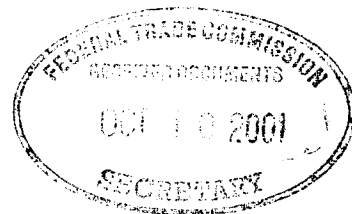


UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION



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

TO: The Honorable D. Michael Chappell
Administrative Law Judge

**JOINT MOTION TO WITHDRAW RESPONDENT
AMERICAN HOME PRODUCTS CORPORATION FROM ADJUDICATION**

Complaint counsel and counsel for American Home Products Corporation, pursuant to Rule 3.25(c) of the Commission's Rules of Practice, move that Respondent AHP be withdrawn from adjudication for the purpose of considering an executed proposed consent agreement which accompanies this motion. Counsel represent that in their views the agreement is appropriate to settle the issues in this proceeding as these issues relate to Respondent AHP and that the agreement conforms to the requirements of Rule 2.32 of the Commission's Rules of Practice.

Respectfully submitted,

Handwritten signature of Philip M. Eisenstat in cursive.

Philip M. Eisenstat
Complaint Counsel

Handwritten signature of Michael N. Sohn in cursive, with "CH" written at the end.

Michael N. Sohn
Arnold & Porter
Counsel for American Home Products Corporation

Dated: October 10, 2001

CERTIFICATE OF SERVICE

I, David R. Pender, hereby certify that on October 10, 2001, I caused a copy of the Joint Motion to Withdraw Respondent American Home Products Corporation From Adjudication, Proposed Decision and Order, and Agreement Containing Consent Order to be served upon the following persons by hand delivery.

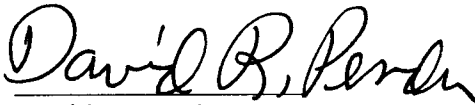
The Honorable D. Michael Chappell
Administrative Law Judge
Federal Trade Commission
Room 104
600 Pennsylvania Avenue, N.W.
Washington, D.C. 20580

Cathy Hoffman, Esquire
Arnold & Porter
555 Twelfth Street, N.W.
Washington, D.C. 20004-1206

and Joint Motion to Withdraw Respondent Home Products Corporation From Adjudication to be served upon the following persons by hand delivery.

Laura Shores, Esquire
Howrey Simon Arnold & White
1299 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2402

Christopher M. Curran, Esquire
White & Case LLP
601 13th Street, N.W.
Washington, D.C. 20005


David R. Pender

[Proposed Agreement Containing Consent Order and Decision and Order Redacted,

Pursuant to Commission Rule 3.25(b), 16 C.F.R. § 3.25(b)(2001)]