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August 30, 2002

BY HAND

Donald S. Clark
Secretary
Federal Trade Commission, Room 104
600 Pennsylvania Avenue, N.W.
Washington, D.C. 20580

Re: Schering-Plough Corp., Upsher-Smith Laboratories, Inc.,
American Home Products Corporation, Docket No. 9297

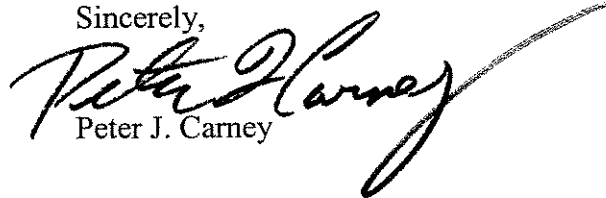
FEDERAL TRADE COMMISSION
02 AUG 30 AM 11:14
DOCUMENT PROCESSING

Dear Mr. Clark:

On behalf of Respondents Schering-Plough and Upsher-Smith we enclose for filing in the above-captioned proceeding the original and twelve paper copies of Schering And Upsher-Smith's Response To NACDS's Motion For Leave To File Reply Memorandum. We are also providing an electronic copy on the enclosed disk.

If you have any questions, please do not hesitate to contact me.

Sincerely,


Peter J. Carney

Enclosures

cc: David R. Pender, Esq.
Karen G. Bokot, Esq.
S. Lawrence Kocot, Esq.

UNITED STATES OF AMERICA
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
PUBLIC

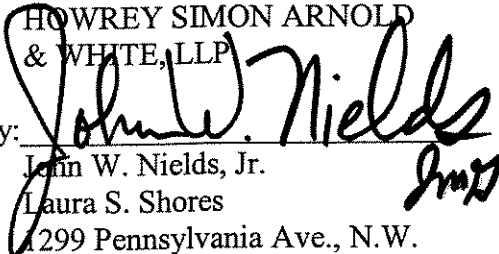
**SCHERING AND UPSHER-SMITH'S RESPONSE
TO NACDS'S MOTION FOR LEAVE TO FILE REPLY MEMORANDUM**

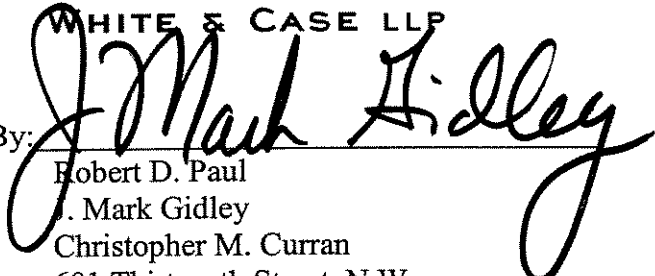
This will confirm that Respondents stand by their original Opposition to NACDS's Motion For Leave to File *Amicus* Brief, but do not oppose NACDS filing its reply memorandum.

NACDS's motion for leave to file its *amicus* brief is now fully briefed. Respondents respectfully request the Commission render its ruling expeditiously as it may affect the substance and timing of Respondents' answering briefs, which are due shortly.

August 30, 2002

Respectfully submitted,

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Attorneys for Schering-Plough Corp.

Attorneys for Upsher-Smith Laboratories, Inc.

CERTIFICATE OF SERVICE

I hereby certify that on August 30, 2002, I caused a paper original and twelve copies as well as an electronic version of the foregoing Schering And Upsher-Smith's Response To NACDS's Motion To File Reply Memorandum to be filed with the Secretary of the Commission:

Office of the Secretary
Federal Trade Commission, Room 104
600 Pennsylvania Avenue, N.W.
Washington, D.C. 20580

and one copy to be served by hand delivery upon:

Hon. D. Michael Chappell
Administrative Law Judge
Federal Trade Commission
600 Pennsylvania Ave, N.W.
Washington, D.C. 20580

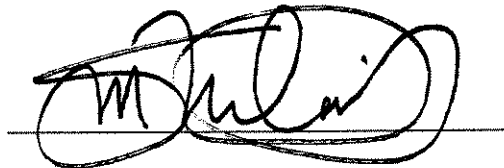
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Federal Trade Commission, S-3115
601 Pennsylvania Avenue, N.W.
Washington, DC 20580

Complaint Counsel

A handwritten signature in black ink, appearing to read "S. Lawrence Kocot", is written over a horizontal line. The signature is stylized and somewhat cursive.