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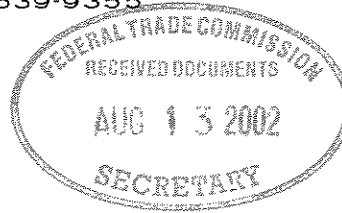
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August 13, 2002

BY HAND

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

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

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 Respondents' Joint Response To Complaint Counsel's Motion For Leave To File Index. We are also providing an electronic copy on the enclosed disk.

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

Sincerely,

A handwritten signature in black ink that reads "Peter J. Carney". The signature is written in a cursive style with a long, sweeping tail on the "y".

Peter J. Carney

Enclosures

cc: Joseph J. Simons, Esq.
Karen G. Bokar, 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

**RESPONDENTS' JOINT RESPONSE TO
COMPLAINT COUNSEL'S MOTION FOR LEAVE TO FILE INDEX**

While Rule 3.52(c) provides that appendices, other than those attaching copies of statutes or regulations, count against the Commission's word limits, Respondents Schering-Plough and Upsher-Smith do not oppose Complaint Counsel's motion for leave to file their tabular index, provided that the Commission permits each Respondent to submit a similar and answering index that likewise would not count against the word limits set by the Commission's order of July 25, 2002 in this matter.¹

¹ Respondents have moved to dismiss this appeal on jurisdictional grounds and submit this response without waiving any rights under that motion.

August 13, 2002

Respectfully submitted,

HOWREY SIMON ARNOLD
& WHITE, LLP

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Attorneys for Upsher-Smith Laboratories, Inc.

CERTIFICATE OF SERVICE

I hereby certify that on August 13, 2002 I caused a paper original and twelve copies as well as an electronic version of the foregoing Respondents' Joint Response To Complaint Counsel's Motion For Leave To File Index 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

and one paper copy to be hand-delivered and an electronic version to be served upon the following counsel:

Joseph J. Simons
Director
Bureau of Competition
Federal Trade Commission, H-374
601 Pennsylvania Avenue, N.W.
Washington, DC 20580

Karen G. Bokat
Bureau of Competition
Federal Trade Commission, S-3115
601 Pennsylvania Avenue, N.W.
Washington, DC 20580

Counsel Supporting The Complaint



Robert K. Williams