

NEW YORK
PALO ALTO
WASHINGTON, D.C.

BERLIN
BRATISLAVA
BRUSSELS
BUDAPEST
DRESDEN
DUSSELDORF
FRANKFURT
HAMBURG
HELSINKI
ISTANBUL
LONDON
MILAN
MOSCOW
PARIS
PRAGUE
ROME
STOCKHOLM
WARSAW

LIMITED LIABILITY PARTNERSHIP

601 THIRTEENTH STREET, N.W.
SUITE 600 SOUTH
WASHINGTON, D.C. 20005-3807

TELEPHONE: (1-202) 626-3600
FACSIMILE: (1-202) 639-9355

DIRECT DIAL: (202) 626-3643

BANGKOK
KOMBAY/MUMBAI
HO CHI MINH CITY
HONG KONG
JAKARTA
SHANGHAI
SINGAPORE
TOKYO

BAHRAIN
JEDDAH
RIYADH

MEXICO CITY
SAO PAULO

JOHANNESBURG

September 21, 2001

BY HAND

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



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

Dear Judge Chappell:

We feel compelled to respond to certain statements contained in Complaint Counsel's

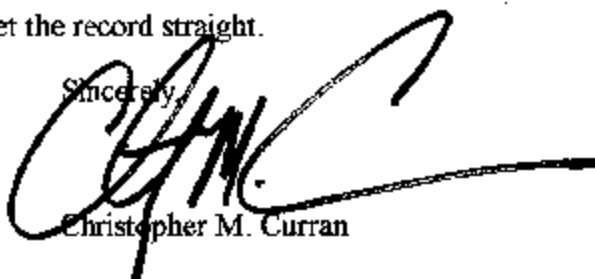
WHITE & CASE
LIMITED LIABILITY PARTNERSHIP

The Honorable D. Michael Chappell

Page 2

Thank you for permitting us to set the record straight.

Sincerely,

A large, stylized handwritten signature in black ink, appearing to read 'CMC', with a long horizontal flourish extending to the right.

Christopher M. Curran

Enclosure

cc: Cathy Hoffman, Esq.
Laura S. Shores, Esq.
Karen G. Bokar, Esq.

FEDERAL TRADE COMMISSION

In the Matter of)

Schering-Plough Corporation,)
a corporation,)

a corporation,)

Request No. 6:

ANSWER:

Request No. 7:

ANSWER:

Request No. 8:

ANSWER:

Request No. 9:

ANSWER:

Request No. 10:

ANSWER:

Request No. 11:

ANSWER:

Request No. 12: Inc her Smith manufactures pharmaceutical products at its facilities in

ANSWER: Upsher-Smith admits that it manufactures pharmaceutical products at its facilities in Minnesota.

Request No. 13: In 1997, Upsher-Smith manufactured pharmaceutical products at its

ANSWER: Upsher-Smith admits that in 1997 it manufactured pharmaceutical products at its facilities in Minnesota.

Request No. 14:

ANSWER:

Request No. 15:

ANSWER:

ANSWER: Upsher-Smith objects to this Request as vague and ambiguous as it does not define "active pharmaceutical ingredients." Subject to this objection, Upsher-Smith admits that some ingredients for its pharmaceutical products are received from suppliers' facilities located outside Minnesota.

Request No. 17: In 1997, active pharmaceutical ingredients for its pharmaceutical products were shipped to Upsher-Smith's facilities in Minnesota by suppliers from facilities of those suppliers located outside Minnesota.

ANSWER: Upsher-Smith objects to this Request as vague and ambiguous as it does not

[REDACTED]

exchange for active pharmaceutical ingredients.

ANSWER: Upsher-Smith objects to this Request as the phrases "transfer of funds" and

"active pharmaceutical ingredients" are vague and ambiguous. Upsher-Smith admits that it has paid funds across state lines in exchange for ingredients.

Request No. 24:

ANSWER:

Request No. 25:

ANSWER:

Request No. 26:

ANSWER:

Dated September 10, 2001

Respectfully submitted,

WHITE & CASE LLP

By


Robert D. Paul

J. Mark Gidley

Christopher M. Curran

Gustav P. Chiarello

601 Thirteenth Street, N.W.

Washington, D.C. 20005-3807

Telephone: (202) 626-3600

Facsimile: (202) 639-9355

Attorneys for Upsher-Smith Laboratories, Inc.

CERTIFICATE OF SERVICE

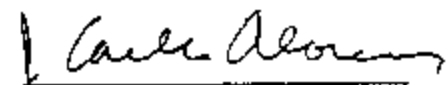
I, J. Carlos Alarcon, hereby certify that on September 10, 2001, I caused a copy of Upsher-Smith's Objections and Responses to Complaint Counsel's First Set of Requests for Admissions to be served upon the following persons by courier delivery.

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

Karen G. Bokat
Federal Trade Commission, 3115
601 Pennsylvania Avenue, N.W.
Washington, DC 20580

Laura S. Shores
Howrey Simon Arnold & White
1299 Pennsylvania Avenue, N.W.
Washington, DC 20004

Cathy Hoffman
Arnold & Porter
Thurman Arnold Building
555 Twelfth Street, N.W.
Washington, DC 20004-2113



J. Carlos Alarcon