

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

_____)	
In the Matter of)	
)	
Schering-Plough Corporation,)	
a corporation,)	
)	
Upsher-Smith Laboratories,)	Docket No. 9297
a corporation,)	
)	
and)	
)	
American Home Products Corporation,)	
a corporation.)	
_____)	

**RESPONDENTS' MOTION FOR LEAVE TO FILE REPLY TO
COMPLAINT COUNSEL'S OPPOSITION TO
MOTION FOR PROTECTIVE ORDER**

Pursuant to Rule 3.22(c) of the Commission's Rules of Practice, 16 C.F.R. § 3.22(c), Schering-Plough Corporation and Upsher-Smith Laboratories, Inc. ("Respondents") hereby respectfully request leave to file a brief reply to complaint counsel's opposition to Respondents' motion for a protective order.

Respondents believe that this reply will be helpful to the Court in determining that complaint counsel's requests are overly burdensome in light of their negligible potential benefit.

Respectfully submitted,

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Upsher-Smith Laboratories, Inc.

Dated: October 30, 2001

CERTIFICATION

I hereby certify that this 30th day of October, 2001, I caused an electronic copy of Respondents' Motion for Leave to File Reply to Complaint Counsel's Opposition to Motion for Protective Order to be filed with the Secretary of the Commission. I further certify that these are true and correct copies of the paper originals and that a paper copy with an original signature is being filed with the Secretary of the Commission.

Suzannah P. Land

CERTIFICATE OF SERVICE

I hereby certify that this 30th day of October, 2001, I caused an original, one paper copy and an electronic copy of the foregoing Respondents' Motion for Leave to File Reply to Complaint Counsel's Opposition to Motion for Protective Order to be filed with the Secretary of the Commission, and that two paper copies were served by hand upon:

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

and one paper copy was hand delivered upon:

Karen Bokat
Bureau of Competition
Federal Trade Commission
Washington, D.C.
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