

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

In the Matter of

SCHERING-PLOUGH CORPORATION,
a corporation,

UPSHER-SMITH LABORATORIES, INC.,
a corporation,

and

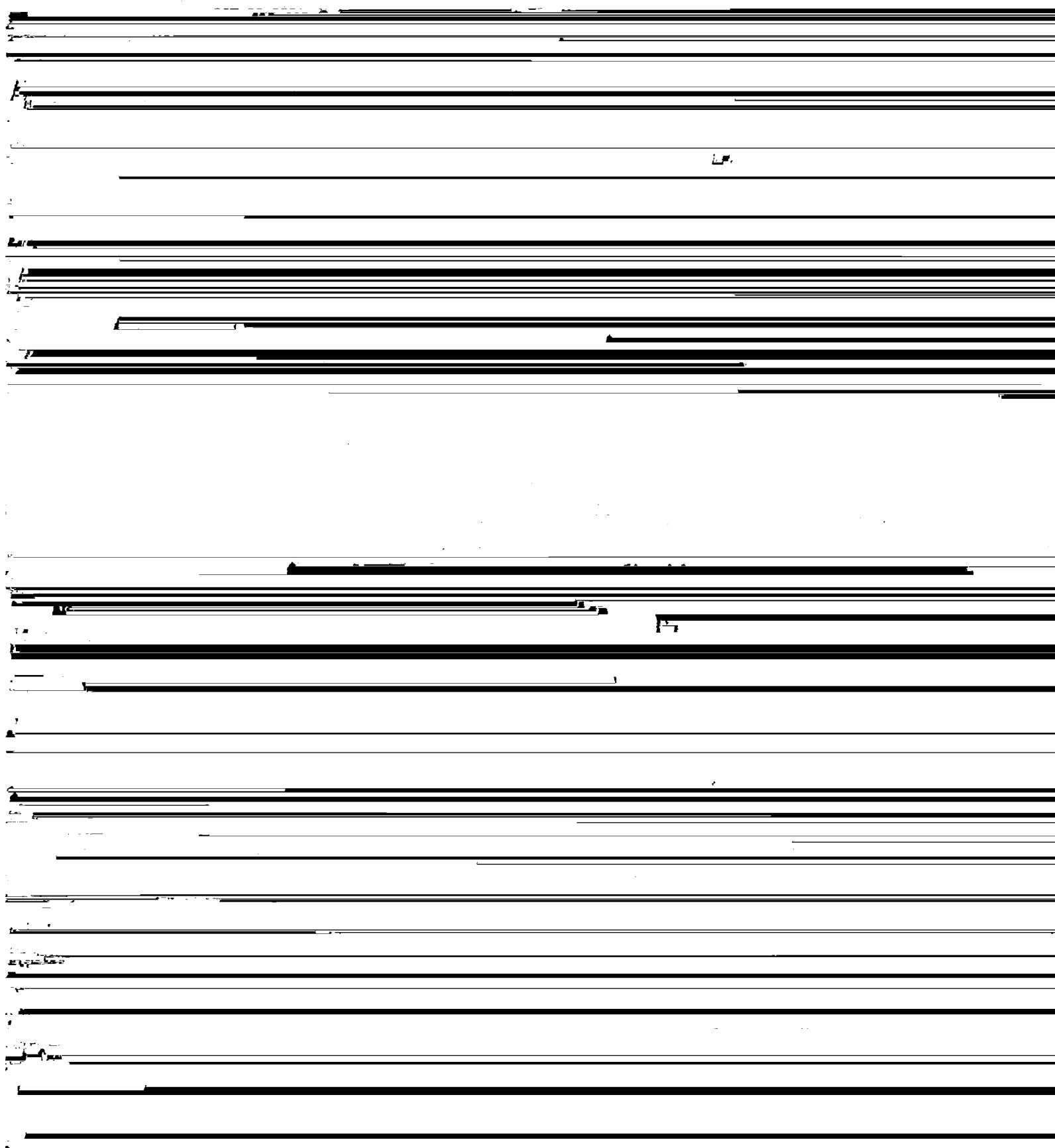
AMERICAN HOME PRODUCTS

Docket No. 9297

AGREEMENT CONTAINING
CONSENT ORDER

4. Respondent AHP waives:

- (a) any further procedural steps;
- (b) the requirement that the Commission's Decision and Order ("Decision and Order"), here attached and made a part hereof, contains a statement of findings of fact and conclusions of law;
- (c) all rights to seek judicial review or otherwise to challenge or contest the validity of the Order entered pursuant to this Consent Agreement; and
- (d) any claim under the Equal Access to Justice Act.



Signed this 9th day of October, 2001.

American Home Products Corporation

By: _____
Louis L. Hoynes, Jr.
Executive Vice President
and General Counsel

Federal Trade Commission

By: *Philip M. Eisenstat* by
Karen G. Bokat
Philip M. Eisenstat

Counsel for American Home Products

Approved: