



Office of the Secretary

UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

January 7, 2005

Willard K. Tom, Esq.
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Avenue, NW
Washington, DC 20004

Re: *In the Matter of Cephalon, Inc. and CIMA Labs Inc.*
Docket No. C-4121

Dear Mr. Tom:

This letter notifies Cephalon, Inc. ("Cephalon") that the Federal Trade Commission has approved the appointment of Quantic Regulatory Services, LLC ("Quantic"), as the Interim Monitor, and has approved the Interim Monitor Agreement by and between Quantic, Cephalon and CIMA Labs Inc. dated November 11, 2004 and submitted by you on November 16, 2004, pursuant to Paragraph III of the Decision and Order issued in the above-referenced matter.

In according its approval, the Commission has relied upon the information submitted and representations made by Cephalon and has assumed them to be accurate and complete.

By direction of the Commission, Commissioner Harbour recused.

Donald S. Clark
Secretary

cc: R. Owen Richards, Esq.
Quantic Regulatory Services, LLC
5 N. Regent Street
Suite 502
Livingston, NJ 07039

cc: Randall J. Zakreski, Esq.
Cephalon, Inc.
145 Brandywine Parkway
West Chester, PA 19380