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James Rhilinger, Esq.
Federal Trade Commission

601 New Jersey Avenue, N.W.

Washington, D.C. 20580

CONFIDENTIAL

April 13, 2010

RE: Cephalon. Inc., FTC File No. 061-0182

Dear James:

STONEY
TOKYO
TORONTO
VIENNA

I write to memorialize the substance of our telephone conversation yesterday afternoon. As I stated on the call, Watson Pharmaceuticals, Inc. ("Watson") has determined not to produce its President and Chief Executive Officer, Mr. Paul Bisaro, for

We have taken this step in order to preserve our position that the FTC's subpoena should be quashed. Nevertheless, let us know whether we should discuss those next steps either with the management

of the Health Care Division or with the FTC's

Office of the General Counsel.

More generally, Watson is aware that the interface benveen brand-

name and generic pharmaceutical manufacturers is currently a topic of great interest
at

James Rhilinger, Esq.
April 13, 2010
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it may have. Moreover, as the record in the case clearly indicates, Mr. Bisaro has had no contacts with any third party regarding this subject. Indeed, his knowledge is limited to less than a handful of brief updates from Watson's general counsel. Given these facts, we can see no practical purpose in pursing Mr. Bisaro's testimony.

I look forward to hearing from you regarding next steps.

Sincerely, .

~uns~me