



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

Office of the Director
Bureau of Competition

JUN 27 2003

Thomas O. Barnett, Esq.
Covington & Burling
1201 Pennsylvania Avenue, NW
Washington, DC 20004-2401


Re: Eli Lilly & Co. and Sepracor, Inc., File No. 991-0105

Dear Mr. Barnett,

The Commission has conducted an investigation involving the possible violation of the Hart-Scott-Rodino Act by Eli Lilly & Co. and Sepracor, Inc. related to whether Lilly prematurely consummated its acquisition of Sepracor's rights to r-fluoxetine.

Upon further review of this matter, it now appears that no further action is warranted by the Commission at this time. Accordingly, the investigation has been closed. This action is not to be construed as a determination that a violation may not have occurred, just as the pendency of an investigation should not be construed that a violation has occurred. The Commission reserves the right to take such further action as the public interest may require.

Sincerely,


Joseph J. Simons