

**INDEPENDENT ACCOUNTANTS' REPORT ON APPLYING AGREED-UPON  
PROCEDURES**

Schering-Plough Corporation  
One Giralda Farms  
Madison, NJ 07940-1000

29-00244-02  
03005230

We have performed the procedures included in Title 10, Chapter 1 of the Code of Federal Regulations (CFR), Part 30, which were agreed to by the U.S. Nuclear Regulatory Commission (the "NRC") and Schering-Plough Corporation and subsidiaries (the "Company"), solely to assist the specified parties in evaluating management's assertion about the Company's compliance with the financial test option as of December 31, 1998, included in the accompanying letter dated March 31, 1999 from Mr. Jack L. Wyszomierski, Executive Vice President and Chief Financial Officer of the Company. This agreed-upon procedures engagement was performed in accordance with the standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of the specified parties. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose.

We have audited, in accordance with generally accepted auditing standards, the consolidated financial statements of Schering-Plough Corporation and subsidiaries for the year ended December 31, 1998, and have issued our opinion thereon dated February 12, 1999. We have not performed any substantive auditing procedures beyond the date of our report on the consolidated financial statements; accordingly, this report is based on our knowledge as of that date and should be read with that understanding.

The procedures that we performed and related findings are as follows:

1. We have compared the amount shown in Schedule 1 under the column "Per Financial Statements" for Net Worth to the amount shown as Total shareholders' equity in the audited consolidated financial statements of the Company for the year ended December 31, 1998 and found such amount to be in agreement.
2. We have compared the amount shown for intangible assets in Schedule 1 under the column "Reconciling Items" to amounts in the Company's consolidated accounting records and found such amounts to be in agreement.

3. We have compared the amount shown in Schedule 1 under the column "Per CFO's Letter" for Tangible net worth (plus accrued decommissioning costs) to the amount shown in Items included under the caption "Financial Test: Alternative II" in the letter referred to above and found such amount to be in agreement.
4. We have compared the amount shown in Schedule 1 under the column "Reconciling Items" for Accrued decommissioning costs included in current liabilities to analyses prepared by management of the Company setting forth that there were no such items and found such to be in agreement.
5. We have proved the mathematical accuracy of the Tangible net worth (plus accrued decommissioning costs) identified in Schedule 1.

We were not engaged to, and did not perform an examination, the objective of which would be the expression of an opinion on the accompanying letter dated March 31, 1999. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the board of directors and management of the Company and the specified parties listed in the first paragraph, and is not intended to be and should not be used by anyone other than these specified parties.

*Deloitte & Touche LLP*

March 31, 1999

Schedule 1

SCHERING-PLOUGH CORPORATION  
YEAR ENDED DECEMBER 31, 1998  
(Dollars in Millions)

<u>Line Number in CFO's Letter</u>		<u>Per Financial Statements</u>	<u>Reconciling Items</u>	<u>Per CFO's Letter</u>
5	Net Worth	\$ 4,002		
	Less: Intangible assets		\$ 565	
	Accrued decommissioning costs included in current liabilities		\$ 0	
	Tangible net worth (plus accrued decommissioning costs)			\$ 3,437