EXHIBIT D

DAVIS POLK & WARDWELL

1300 I STREET, N.W. WASHINGTON, D.C. 20005	450 LEXINGTON AVENUE NEW YORK, N.Y. 10017	MESSETURM 60308 FRANKFURT AM MAIN
1600 EL CAMINO REAL MENLO PARK, CA 94025	212 450 4000 FAX 212 450 3800	MARQUÉS DE LA ENSENADA, 2 28004 MADRID
99 GRESHAM STREET LONDON EC2V 7NG	WRITER'S DIRECT	1-6-1 ROPPONGI MINATO-KU, TOKYO 106-6033
15, AVENUE MATIGNON 75008 PARIS	212 450 4464	3A CHATER ROAD HONG KONG

June 30, 2004

Re: **Retention in Connection With AWP Litigation**

Eric M. Gaier
Bates White
2001 K Street, N.W.
Suite 700
Washington, D.C. 20006

Dear Mr. Gaier:

The joint defense group has revised the contribution structure pursuant to which payments will be made into a joint expense fund established by defendants for payment of expert bills. All future payments to you will be made pursuant to contributions in equal proportions by the following defendants:

Amgen, Inc.

Astrazeneca Pharmaceuticals LP

Aventis Pharmaceuticals Inc.

Bayer Corporation

Bristol-Myers Squibb Co.

Fujisawa Healthcare, Inc.

Johnson & Johnson

Novartis Pharmaceuticals Corporation

Pfizer, Inc.

Schering-Plough Corporation; Warrick Pharmaceuticals

SmithKlineBeecham Corporation, d/b/a GlaxoSmithKline

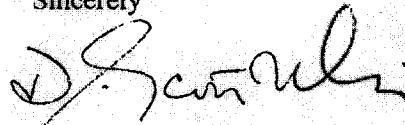Mr. Gaier   2   June 30, 2004

TAP Pharmaceutical Products Inc.; Abbott Laboratories; Takeda
Chemical Industries, Ltd.

The above list supersedes the list appended to your original letter
of retention as Attachment A. Accordingly, your services are being retained only
by the group of defendants listed above. In the future, additional defendants may
seek to becoming retaining defendants and fund expert contributions to gain
access to expert testimony or analysis. We shall inform you in the event that there
are any such changes to the above list.

Other than as noted, the terms of your retention remain fully in
effect. Please signal your agreement to this amendment to the terms of your
retention by signing and returning a copy of this letter.

Sincerely

D. Scott Wise

Signature: _____
For: Bates White, LLC
Dated: 7/1/04