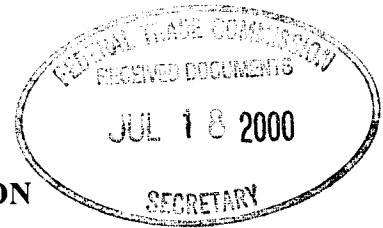


UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION



In the Matter of

HOECHST MARION ROUSSEL, INC.,
a corporation,

CARDERM CAPITAL L.P.,
a limited partnership,

and

ANDRX CORPORATION,
a corporation.

Docket No. 9293

**OBJECTIONS AND RESPONSES TO COMPLAINT COUNSEL'S
THIRD REQUEST FOR PRODUCTION OF DOCUMENTS AND THINGS
ISSUED TO HOECHST MARION ROUSSEL, INC.**

In accordance with § 3.37(b) of the Commission's Rules of Practice for Adjudicative Proceedings, 16 C.F.R. § 3.37(b), Aventis Pharmaceuticals, Inc., formerly known as Hoechst Marion Roussel, Inc. ("HMR"), hereby responds to Compliant Counsel's Third Request for Production of Documents and Things Issued to Hoechst Marion Roussel, Inc. ("Request") on June 28, 2000. Each request for production of documents and things is restated below, along with applicable responses and objections. Following this response, HMR will commence our production of documents responsive to Complaint Counsel's Request. Production by HMR shall not constitute a waiver of any applicable objection or privilege.

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PRELIMINARY STATEMENT

HMR objects to the production of any privileged documents. Privileged documents are those documents which are protected by the attorney-client privilege, the work-product doctrine, the joint defense privilege and any other applicable privilege.

HMR objects to each request, instruction or definition to the extent that it seeks to impose obligations broader than those required by or authorized by the Federal Trade Commission Rules of Practice for Adjudicative Proceedings or any applicable order or rule of this Court.

HMR objects to each request to the extent that it seeks information not reasonably calculated to lead to the discovery of admissible evidence.

HMR's responses to Complaint Counsel's Requests are given without prejudice to HMR's right to produce evidence of any subsequently discovered facts. HMR reserves the right to amend their responses if it appears from additional research that omissions or errors have been made or if further or more accurate information becomes available. The fact that HMR responds to any specific request should not be construed as an admission that HMR accepts or admits the existence of any facts set forth or assumed by such a request. The failure of HMR to object to any specific request on a particular ground may not be construed as a waiver of its right to object on any additional ground(s).

HMR specifically reserves the right to supplement any response herein as additional facts are ascertained, analyses are made, legal research is completed, and contentions are investigated. Subject to the specific and general objections set forth herein, HMR will

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produce relevant, responsive, non-privileged documents in their possession, custody, or control, subject to the Protective Order entered in this case on April 28, 2000, and the Order Amending Protective Order Governing Discovery Material entered on May 8, 2000.

This Preliminary Statement shall apply to each response provided herein, and shall be incorporated by reference as though set forth fully in each of the responses to follow.

DEFINITIONS

- A. The term "the company" means HMRI, its domestic and foreign parents, predecessors, divisions, and wholly or partially owned subsidiaries, affiliates, partnerships, and joint ventures; and all directors, officers, employees, consultants, agents and representatives of the foregoing. The terms "subsidiary," "affiliate," and "joint venture" refer to any person in which there is partial (25 percent or more) or total ownership or control by the company.

Response: HMR objects to this definition on the basis that Complaint Counsel's definition of "the company" is vague, overbroad, and misleading. HMR is prepared to respond to these requests by adopting the definition of "company" agreed to during a meeting with Complaint Counsel on June 2, 2000.

- B. The term "document" means all written, recorded, or graphic materials of every kind, prepared by any person, that are in the possession, custody, or control of the company. It includes all electronically-stored data accessible through computer or other information retrieval systems or devices. The term "document" includes the complete original document (or a copy thereof if the original is not available), all drafts, whether or not they resulted in a final document, and all copies that differ in any respect from the original, including any notation, underlining, marking, or information not on the original. Documents covered by this subpoena include, but are not limited to, the following: letters; memoranda; reports; contracts and other agreements; studies; plans; entries in notebooks, calendars and diaries; minutes, records, and transcripts of conferences, meetings, telephone calls or other communications; published and unpublished speeches or articles; typed and handwritten notes; electronic mail; facsimiles (including the header showing the receipt date and time); tabulations; statements, ledgers, and other records of

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financial matters or commercial transactions; diagrams, graphs, charts, blueprints, and other drawings; technical plans and specifications; advertising and product labels; photographs, photocopies, slides, microfilm, microfiche, and other copies or reproductions; film, audio and video tapes; tape, disk, and other electronic recordings; and computer printouts.

Response: No objection.

- C. The terms “each,” “any,” and “all” mean “each and every.”

Response: No objection.

- D. The terms "and" and "or" have both conjunctive and disjunctive meanings as necessary to bring within the scope of this subpoena anything that might otherwise be outside its scope.

Response: No objection.

- E. The singular form of a noun or pronoun includes its plural form, and vice versa; and the present tense of any word includes the past tense, and vice versa.

Response: No objection.

- F. The term “In Re Cardizem CD Antitrust Litigation” means the consolidated cases against HMRI and Andrx Corporation (“Andrx”) filed in the United States District Court for the Eastern District of Michigan (MDL No. 1278 and Master File No. 99-md-1278) (Judge Nancy Edmunds).

Response: No objection.

INSTRUCTIONS

1. Except for privileged material, the company will produce each responsive document in its entirety by including all attachments and all pages, regardless of whether they directly relate to the specified subject matter. The company should submit any appendix, table, or other attachment by either physically attaching it to the responsive document or clearly marking it to indicate the responsive document to which it corresponds. Except for privileged material, the company will not mask, cut, expunge, edit, or delete any responsive document or portion thereof in any manner.

Response: No objection.

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2. In lieu of original hard-copy documents or electronically-stored documents, the company may submit legible copies. However, if the coloring of any document communicates any substantive information, the company must submit the original document or a like-colored photocopy.

Response: No objection.

3. If it is claimed that any document responsive to any request is privileged, work product or otherwise protected from disclosure, identify such information by its subject matter and state the nature and basis for any such claim of privilege, work product or other ground for nondisclosure. As to any such document, state: (a) the reason for withholding it or other information relating to it; (b) the author of the documents; (c) each individual to whom the original or a copy of the document was sent; (d) the date of the documents or oral communication; (e) the general subject matter of the document; and (f) any additional information on which you base your claims of privilege. Any part of an answer to which you do not claim privilege or work product should be given in full.

Response: No objection.

SPECIFICATIONS

In accordance with the instructions and definitions above, HMR submits the following:

SPECIFICATION 1: Provide a copy of all documents submitted by HMRI to the United States District Court for the Eastern District of Michigan in connection with, or in support of, HMRI's motion to dismiss the consolidated complaints in the In Re Cardizem CD Antitrust Litigation case.

Response: HMR incorporates its Preliminary Statement and objections to Instructions and Definitions as though fully set forth herein. HMR specifically objects to the production of documents protected by the attorney-client privilege and/or work-product doctrine. HMR also objects to this request because it is overbroad in that it seeks information which is neither relevant nor reasonably expected to yield information relevant to the allegations of the complaint, the proposed relief, or the defenses of any respondent.

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Subject to and without waiving these objections, HMR will produce documents submitted by HMRI to the United States District Court for the Eastern District of Michigan in connection with, or in support of, HMRI's motion to dismiss the consolidated complaints in the In Re Cardizem CD Antitrust Litigation case, if any.

SPECIFICATION 2: Provide a copy of all documents submitted by HMRI to the United States District Court for the Eastern District of Michigan in connection with, or in support of, HMRI's opposition(s) to the plaintiffs' motions for partial summary judgment in the In Re Cardizem CD Antitrust Litigation case.

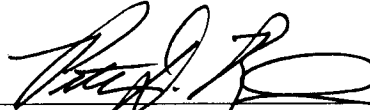
Response: HMR incorporates its Preliminary Statement and objections to Instructions and Definitions as though fully set forth herein. HMR specifically objects to the production of documents protected by the attorney-client privilege and/or work-product doctrine. HMR also objects to this request because it is overbroad in that it seeks information which is neither relevant nor reasonably expected to yield information relevant to the allegations of the complaint, the proposed relief, or the defenses of any respondent.

Subject to and without waiving these objections, HMR will produce documents submitted by HMRI to the United States District Court for the Eastern District of Michigan in connection with, or in support of, HMRI's opposition(s) to the plaintiffs' motions for partial summary judgment in the In Re Cardizem CD Antitrust Litigation case, if any.

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Dated: July 18, 2000

Respectfully Submitted,



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**UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION**

In the Matter of

Hoechst Marion Roussel, Inc., et al.,

Respondents.

Docket No. 9293

CERTIFICATE OF SERVICE

I, Peter D. Bernstein, hereby certify that on July 18, 2000, a copy of the Objections and Responses to Compliant Counsel's Third Request for Production of Documents and Things Issued to Hoechst Marion Roussel, Inc. was served upon the following persons by hand delivery and/or Federal Express as follows:

Donald S. Clark, Secretary
Federal Trade Commission
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Washington, D.C. 20580


Markus Meier
Federal Trade Commission
Room 3017
601 Pennsylvania Ave., N.W.
Washington, D.C. 20580

Richard Feinstein
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Peter D. Bernstein