

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION



In the Matter of
Hoechst Marion Roussel, Inc., et al.,
Respondents.

Docket No. 9293

**AVENTIS PHARMACEUTICALS, INC.'S
PRELIMINARY WITNESS LIST**

Pursuant to the Court's Scheduling Order, Respondent Aventis Pharmaceuticals, Inc., formerly known as Hoechst Marion Roussel, Inc. ("HMR"), hereby submits this preliminary list of fact witnesses. We reserve the right to present testimony, by deposition or orally by live witness, from any other person who has been or may be identified by Complaint Counsel as a potential witness in this matter and any person from whom discovery is sought. We also reserve the right to supplement, modify or amend this witness list as we secure discovery in this matter and to identify rebuttal witnesses as circumstances may warrant, in accordance with the Court's Scheduling Order. Finally, we reserve the right not to call any of the persons listed herein to testify at the hearing, as circumstances may warrant.

Subject to these reservations of rights, our preliminary witness list is as follows:

THIRD PARTY WITNESSES

1. Bruce Brydon

Mr. Brydon is the Chief Executive Officer and a Director of Biovail Corporation. We expect Mr. Brydon to testify about his participation in a series of meetings between Biovail and Hoechst Marion Roussel, Inc. that took place between August 1997 and March 1998.

2. Kenneth Cancellara

Mr. Cancellara is Senior Vice President, General Counsel, Secretary and a Director of Biovail Corporation. We expect Mr. Cancellara to testify about his participation in a series of meetings between Biovail and Hoechst Marion Roussel, Inc. that took place between August 1997 and March 1998. We also expect Mr. Cancellara to testify concerning Biovail's efforts to develop a generic version of Cardizem® CD and his interactions with the Federal Trade Commission during the pendency of its investigation of Respondent.

3. Mark Canton

Mr. Canton is an employee of, and is or was Vice President and General Manager of the Contract Research Division of, Biovail Corporation. We expect Mr. Canton to testify about his participation in discussions with Quatro Scientific, Inc. ("Quatro") to acquire rights to the drug Probucol, as well as the development of Biovail's cardiovascular therapy products.

4. Dr. Gilles Cote

Dr. Cote is one of the principals of Quatro. We expect Dr. Cote to testify about his participation in discussions with Biovail and Hoechst Marion Roussel, Inc. regarding the development of Probucol.

5. Eugene Melnyk

Mr. Melnyk is the Chairman of the Board and a Director of Biovail Corporation. We expect Mr. Melnyk to testify about his participation in a series of meetings between Biovail and Hoechst Marion Roussel, Inc. that took place between August 1997 and March 1998. We also expect Mr. Melnyk to testify concerning Biovail's efforts to develop a generic version of Cardizem® CD and his interactions with the Federal Trade Commission during the pendency of its investigation of Respondent.

6. Rolf Reininghaus

Mr. Reininghaus is Senior Vice President and a Director of Biovail Corporation. We expect Mr. Reininghaus to testify about his participation in a series of meetings between Biovail and Hoechst Marion Roussel, Inc. that took place between August 1997 and March 1998, and in discussions with Quatro and Hoechst Marion Roussel, Inc. We also expect Mr. Reininghaus to testify concerning Biovail's efforts to develop a generic version of Cardizem® CD.

2. Frank Ciriello

Mr. Ciriello was the Product Manager for Cardizem® CD for Hoechst Marion Roussel, Inc. We expect Mr. Ciriello to testify generally about the market for cardiovascular therapy products and sales and marketing activities related to Cardizem® CD. We also expect Mr. Ciriello to testify as to HMR's consideration of the proposal by Quatro to utilize Probucol in the treatment of restinosis following angioplasty.

3. James Costigan

Mr. Costigan is a member of the law firm of Hedman, Gibson & Costigan, P.C., and was counsel to Andrx Corporation in the patent infringement litigation brought by Hoechst Marion Roussel, Inc. against Andrx in the Southern District of Florida. We expect Mr. Costigan to testify about the defense of the patent infringement litigation and the efforts undertaken by counsel for Andrx to obtain rulings from the court in that case

4. Randall Glover

Mr. Glover formerly was Vice President of Manufacturing Operations at Andrx Corporation. We expect Mr. Glover to testify about Andrx's research and development efforts relating to the development of generic versions of Cardizem® CD and other anti-hypertension products

5. Elliot Hahn

Mr. Hahn is President and Director of Andrx Corporation. We expect Mr. Hahn to testify about Andrx's research and development, manufacturing, marketing and sales efforts with respect to its generic versions of Cardizem® CD. We also expect Mr. Hahn to testify about the negotiations resulting in the HMR/Andrx Stipulation and Agreement. In addition, we expect Mr. Hahn to testify about Andrx's financial condition during the development of its generic versions of Cardizem® CD and the HMR/Andrx patent litigation.

6. Thomas Heyman

Mr. Heyman is a member of the law firm of Jones, Day, Reavis & Pogue, and was counsel to Hoechst Marion Roussel, Inc. in the patent infringement litigation brought by Hoechst Marion Roussel, Inc. against Andrx in the Southern District of Florida. We expect Mr. Heyman to testify about the prosecution of the patent infringement litigation, the factual and legal basis of HMR's claims, and the factual and legal basis behind the negotiations which led to the ultimate settlement of the HMR/Andrx patent infringement case. We also expect Mr. Heyman to testify about the factual and legal basis of HMR's patent infringement lawsuit against Faulding, as well as his efforts to ascertain whether Biovail's product infringed HMR's patents.

7. Scott Lodin

Mr. Lodin is Vice President and General Counsel of Andrx Corporation. We expect Mr. Lodin to testify about the defense of the HMR/Andrx patent infringement litigation, including the negotiations resulting in the HMR/Andrx Stipulation and Agreement, as well as the final settlement of the litigation. We also expect Mr. Lodin to testify about Andrx's research and development, manufacturing, marketing and sales efforts with respect to its generic versions of Cardizem® CD.

8. Angelo Malahias

Mr. Malahias is Vice President and Chief Financial Officer of Andrx Corporation. We expect Mr. Malahias to testify about Andrx's financial performance.

9. Karen Rice

Ms. Rice is a Product Manager for Andrx Corporation. We expect Ms. Rice to testify generally about market planning and forecasting for prescription drug products.

10. Edward Stratemeier

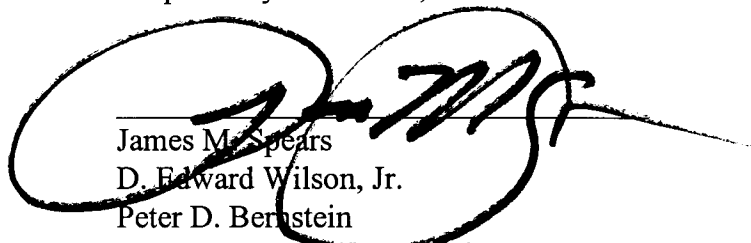
Mr. Stratemeier is Vice President and General Counsel of Hoechst Marion Roussel, Inc. We expect Mr. Stratemeier to testify about the prosecution of the HMR/Andrx patent infringement litigation, including the negotiations resulting in the HMR/Andrx Stipulation and Agreement, as well as the final settlement of the litigation. We also expect Mr. Stratemeier to testify as to patent infringement issues relating to the generic drug applications filed by Faulding/Purepak and Biovail. In addition, we expect him to testify about his participation in a series of meetings between Biovail and Hoechst Marion Roussel, Inc. that took place between August 1997 and March 1998, as well as HMR's consideration of the proposal by Quatro to utilize Probucol in the treatment of restinosis following angioplasty.

WITNESSES DESIGNATED ELSEWHERE

In addition to the foregoing, HMR hereby lists – and reserves the right to present testimony, by deposition or orally by live witness, from – any other person who has been or may be identified by Complaint Counsel or any Respondent, whether on such party's initial disclosures, on any list of any individual or entity with whom Complaint Counsel has communicated or may communicate regarding the subject matter of this proceeding, or on any preliminary or final witness list, as well as any person from whom discovery is sought or who may be called to testify. Such testimony may pertain to the subject matter designated by such other party and/or related issues.

Dated: June 30, 2000

Respectfully Submitted,

A large, stylized handwritten signature in black ink, appearing to read 'P. Bernstein', is written over a horizontal line. The signature is enclosed within a large, hand-drawn oval.

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CERTIFICATE OF SERVICE

I, Scott E. DuPree, hereby certify that on June 30, 2000, a copy of Aventis Pharmaceuticals, Inc.'s Preliminary Witness List was served upon the following persons by hand delivery and/or Federal Express as follows:

Donald S. Clark, Secretary
Federal Trade Commission
Room 172
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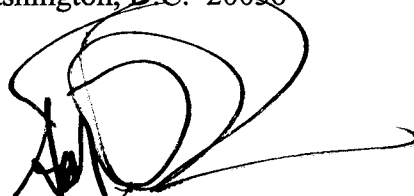
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