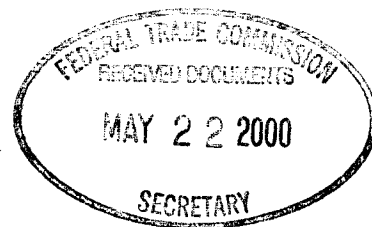


UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION



In the Matter of

Hoechst Marion Roussel, Inc., et al.,

Respondents

Docket No. 9293

**CARDERM CAPITAL L.P.'S MEMORANDUM IN OPPOSITION TO
COMPLAINT COUNSEL'S MOTION TO STRIKE CERTAIN
AFFIRMATIVE DEFENSES SET FORTH IN RESPONDENTS' ANSWERS**

Respondent Carderm Capital L.P. ("Carderm") opposes Complaint Counsel's Motion to Strike certain affirmative defenses set forth in Respondents' Answers. The grounds for this opposition are set forth in the Memoranda filed today by counsel for Aventis Pharmaceuticals Inc., formerly known as Hoechst Marion Roussel, Inc. ("HMR"), and by counsel for Andrx Pharmaceuticals Inc. in support of their Opposition to Complaint Counsel's Motion to Strike, which Carderm hereby incorporates by reference.

Dated: May 19, 2000

Respectfully Submitted,

A handwritten signature in black ink, appearing to read "Peter O. Safir".

Peter O. Safir (D.C. Bar No. 217612)
Stacy L. Ehrlich (D.C. Bar No. 447161)
KLEINFELD, KAPLAN & BECKER
1140 Nineteenth Street, N.W.
Washington, D.C. 20036
(202) 223-5120

Attorneys for Respondent
Carderm Capital L.P.

CERTIFICATE OF SERVICE

I, Stacy L. Ehrlich, hereby certify that on May 19, 2000, I caused a copy of Carderm Capital L.P.'s Memorandum in Opposition to Complaint Counsel's Motion to Strike Certain Affirmative Defenses Set Forth in Respondent's Answers, to be served upon the following persons by Federal Express or hand delivery:

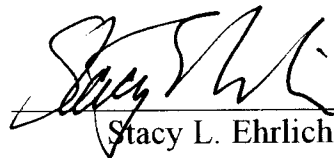
Hon. D. Michael Chappel
Administrative Law Judge
Federal Trade Commission
Room 104
600 Pennsylvania Ave., N.W.
Washington, D.C. 20580

James M. Spears, Esq.
Shook, Hardy & Bacon, L.L.P.
801 Pennsylvania Ave., N.W.
Suite 800
Washington, D.C. 20004

Donald S. Clark, Secretary
Federal Trade Commission
Room 172
600 Pennsylvania Ave., N.W.
Washington, D.C. 20580

Colin A. Underwood, Esq.
Solomon, Zauderer, Ellenham,
Frischer & Sharpp
45 Rockefeller Plaza
New York, NY 10111

Richard Feinstein, Esq.
Federal Trade Commission
Room 3114
601 Pennsylvania Ave., N.W.
Washington, D.C. 20580


Stacy L. Ehrlich