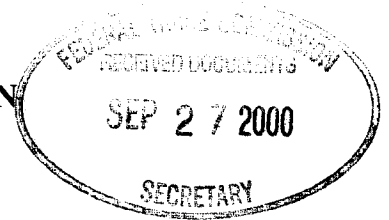


UNITED STATES OF AMERICA  
BEFORE FEDERAL TRADE COMMISSION



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

**RESPONDENT ANDRX CORPORATION'S  
OPPOSITION TO JOINT MOTION TO AMEND, MODIFY  
AND REISSUE THE PROTECTIVE ORDER**

Respondent Andrx Corporation ("Andrx") submits this memorandum in opposition to the joint motion to amend, modify and reissue the protective order governing discovery materials to be provided by non-parties Kaiser Foundation Health Plan, Inc., BlueCross BlueShield of Michigan and United Healthcare.

So as to avoid burdening the Court with redundant briefing, Andrx incorporates the arguments set forth in the papers submitted by respondent Hoechst Marion Roussel, Inc. ("HMR") in opposition to this joint motion to alter -- yet again -- the Protective Order in this matter. The motion, in short, should fail for several reasons, including:

First, the movants simply have waited too long to now raise purported confidentiality concerns. For example, respondents served subpoenas on movants back in July 2000. Their objections regarding confidentiality are untimely at this point. Movants are using belated -- and baseless -- objections regarding confidentiality simply to delay satisfying their discovery objections.

Second, the movants exaggerate their purported confidentiality concerns. No concrete showing has been made that any of the material being sought requires special treatment beyond what the operative Protective Order already provides.

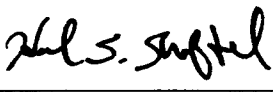
Third, the Protective Order as already amended provides more than ample protection for any legitimate confidentiality concerns. The Protective Order was not only painstakingly drafted in the first instance, but it then was modified to provide further protections in several respects, including, in particular, a heightened confidentiality designation restricting review by in-house counsel. Andrx believed that such a heightened confidentiality designation was prejudicial to it; however, Andrx nonetheless did not oppose adding that designation to the Protective Order so as to accommodate non-parties and facilitate the discovery process. Any further restriction would be unfair and severely prejudicial to Andrx's rights, as a matter of fundamental due process, to compile and review the material relevant to this proceeding. Indeed, no other non-party has found the Protective Order as amended inadequate.

Conclusion

For the reasons set forth above and in HMR's papers regarding this motion, the motion should be denied.

Dated: September 25, 2000

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