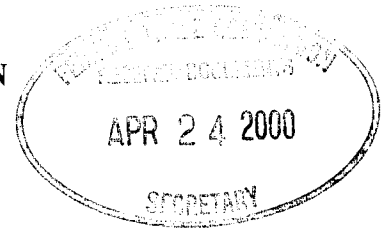


UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION



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'S FIRST REQUEST FOR THE PRODUCTION OF DOCUMENTS

Pursuant to Federal Trade Commission ("FTC") Rules of Practice for Adjudicative Proceedings ("Rule of Practice") § 3.37, Respondent Aventis Pharmaceuticals, Inc., formerly known as Hoechst Marion Roussel, Inc., ("HMR"), by counsel, submits these requests for production of documents to the FTC. HMR requests that the FTC begin producing documents or things responsive to these requests, within its possession, custody or control, within ten (10) business days for inspection and copying by counsel for HMR at the offices of Shook, Hardy & Bacon LLP, 600 14th Street, N.W., Suite 800, Washington, D.C. 20005 in accordance with the Instructions set forth below.

INSTRUCTIONS

1. Except for privileged materials, 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. 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, do not mask, cut, expunge, edit, or delete any responsive document or portion thereof in any manner.

2. Unless otherwise stated, the scope of this request is from January 1, 1993 through the present and continuing in nature.

3. Compliance with this document request requires a search of all documents in the possession, custody, or control of the FTC's officers, directors, employees, agents, or representatives, whether or not such documents are on the premises of the FTC. If any person is unwilling to have his or her files searched, or is unwilling to produce responsive documents, the FTC must provide counsel serving this request with the following information as to each such person: his or her name, address, telephone number, and relationship to the FTC.

This subpoena covers documents in your possession, custody or control, wherever the documents are located.

4. If any requested documents cannot be produced in full, produce the remainder and state whatever information, knowledge, or belief the FTC has concerning the unproduced portion.

5. In addition to hard-copy documents, the search will include all the FTC's electronically stored data. Sources of such data include, but are not limited to, the following:

- (a) Desktop personal computers ("PCs") and workstations; PCs, workstations, minicomputers and mainframes used as file servers, application servers, or mail servers; laptops, notebooks, hand-held devices and other portable computers available for shared use; and home computers used for work related purposes;
- (b) Backup disks and tapes, archive disks and tapes, and other forms of offline storage, whether stored onsite with the computer used to generate them, stored offsite in another company facility or stored offsite by a third-party, such as in a disaster recovery center; and
- (c) Computers and related offline storage used by agents, consultants, and other persons as defined herein, which may include persons who are not employees of the FTC or who do not work on FTC premises.

6. The FTC will submit all documents, including electronically-stored documents, in hard copy.

7. The source and location of each responsive documents shall be designated, including the corporate entity and/or person from which it was obtained. Responsive documents from each entity and or person's files shall be produced together, in file folders or with other enclosures that segregate the files by request number. If a document is responsive to more than one request, it shall be produced in response to the request to which it is primarily responsive. An index of responsive documents is requested in hard copy and machine-readable form identifying for each document produced: (1) the corporate identification and consecutive control number; (2) the numbered requested to which it is responsive; (3) the person from whom the document was obtained; and (4) for documents generated by the recipient, the person and/or file name or number from which it was obtained.

8. This request for production of documents is deemed to be continuing. If, after producing documents, the FTC obtains or becomes aware of any further documents, or information responsive to this request for production of documents, the FTC is required to produce to HMR such additional documents and/or to provide HMR with such additional information.

9. In the event that the FTC withholds any document on the basis that it is privileged, subject to work-product immunity, or is otherwise excludable from discovery, the FTC is requested to list such documents by request number and to provide the following information:

- (a) the identity of the authors;
- (b) the identity of all recipients;
- (c) the date of the document;
- (d) the subject matter or purpose of the document or report;
- (e) the nature of the relationship between the authors and counsel with sufficient particularity to sustain the asserted privilege;
- (f) whether direct quotes or paraphrases of advice from counsel were identified;
- (g) whether such quotes could be redacted, leaving non-privileged information; and,
- (h) any other information necessary to reveal the basis upon which the document is withheld to provide HMR with sufficient information to determine whether the stated basis for withholding the document is proper.

10. If any document responsive to these requests once existed but has been destroyed, lost, discarded or is otherwise not available for production, the recipient shall identify in writing each such document, including the date of the document's creation, a description of the

document's subject matter, the name and address of each person who prepared, received, viewed, or had possession, custody or control of the document or otherwise had knowledge of its subject matter, and a statement of the circumstances under which the document was destroyed, lost, discarded or why such document is not otherwise available for production.

DOCUMENT REQUESTS

Request No. 1: Unless the response to Request for Admission No. 1 is anything other than an unqualified "Admit," please provide all documents which support your position.

Request No. 2: Unless the response to Request for Admission No. 2 is anything other than an unqualified "Admit," please provide all documents which support your position.

Request No. 3: Unless the response to Request for Admission No. 3 is anything other than an unqualified "Admit," please provide all documents which support your position.

Request No. 4: Unless the response to Request for Admission No. 4 is anything other than an unqualified "Admit," please provide all documents which support your position.

Request No. 5: Unless the response to Request for Admission No. 5 is anything other than an unqualified "Admit," please provide all documents which support your position.

Request No. 6: Unless the response to Request for Admission No. 6 is anything other than an unqualified "Admit," please provide all documents which support your position.

Request No. 7: Unless the response to Request for Admission No. 7 is anything other than an unqualified "Admit," please provide all documents which support your position.

Request No. 8: Unless the response to Request for Admission No. 8 is anything other than an unqualified "Admit," please provide all documents which support your position.

Request No. 9: Unless the response to Request for Admission No. 9 is anything other than an unqualified "Admit," please provide all documents which support your position.

Request No. 10: Unless the response to Request for Admission No. 10 is anything other than an unqualified "Admit," please provide all documents which support your position.

Request No. 11: Unless the response to Request for Admission No. 11 is anything other than an unqualified "Admit," please provide all documents which support your position.

Request No. 12: Unless the response to Request for Admission No. 12 is anything other than an unqualified "Admit," please provide all documents which support your position.

Request No. 13: Unless the response to Request for Admission No. 13 is anything other than an unqualified "Admit," please provide all documents which support your position.

Request No. 14: Unless the response to Request for Admission No. 14 is anything other than an unqualified "Admit," please provide all documents which support your position.

Request No. 15: Unless the response to Request for Admission No. 15 is anything other than an unqualified "Admit," please provide all documents which support your position.

Request No. 16: Unless the response to Request for Admission No. 16 is anything other than an unqualified "Admit," please provide all documents which support your position.

Request No. 17: Unless the response to Request for Admission No. 17 is anything other than an unqualified "Admit," please provide all documents which support your position.

Request No. 18: Unless the response to Request for Admission No. 18 is anything other than an unqualified "Admit," please provide all documents which support your position.

Request No. 19: Unless the response to Request for Admission No. 19 is anything other than an unqualified "Admit," please provide all documents which support your position.

Request No. 20: Unless the response to Request for Admission No. 20 is anything other than an unqualified "Admit," please provide all documents which support your position.

Request No. 21: Unless the response to Request for Admission No. 21 is anything other than an unqualified "Admit," please provide all documents which support your position.

Request No. 22: Unless the response to Request for Admission No. 22 is anything other than an unqualified "Admit," please provide all documents which support your position.

Request No. 23: Unless the response to Request for Admission No. 23 is anything other than an unqualified "Admit," please provide all documents which support your position.

Request No. 24: Unless the response to Request for Admission No. 24 is anything other than an unqualified "Admit," please provide all documents which support your position.

Request No. 25: Unless the response to Request for Admission No. 25 is anything other than an unqualified "Admit," please provide all documents which support your position.

Request No. 26: Unless the response to Request for Admission No. 26 is anything other than an unqualified "Admit," please provide all documents which support your position.

Request No. 27: Unless the response to Request for Admission No. 27 is anything other than an unqualified "Admit," please provide all documents which support your position.

Request No. 28: Unless the response to Request for Admission No. 28 is anything other than an unqualified “Admit,” please provide all documents which support your position.

Request No. 29: Unless the response to Request for Admission No. 29 is anything other than an unqualified “Admit,” please provide all documents which support your position.

Request No. 30: Unless the response to Request for Admission No. 30 is anything other than an unqualified “Admit,” please provide all documents which support your position.

Request No. 31: Unless the response to Request for Admission No. 31 is anything other than an unqualified “Admit,” please provide all documents which support your position.

Request No. 32: Unless the response to Request for Admission No. 32 is anything other than an unqualified “Admit,” please provide all documents which support your position.

Request No. 33: Unless the response to Request for Admission No. 33 is anything other than an unqualified “Admit,” please provide all documents which support your position.

Request No. 34: Unless the response to Request for Admission No. 34 is anything other than an unqualified “Admit,” please provide all documents which support your position.

Request No. 35: Unless the response to Request for Admission No. 35 is anything other than an unqualified “Admit,” please provide all documents which support your position.

Request No. 36: Unless the response to Request for Admission No. 36 is anything other than an unqualified “Admit,” please provide all documents which support your position.

Request No. 37: Unless the response to Request for Admission No. 37 is anything other than an unqualified “Admit,” please provide all documents which support your position.

Request No. 38: Unless the response to Request for Admission No. 38 is anything other than an unqualified “Admit,” please provide all documents which support your position.

Request No. 39: Unless the response to Request for Admission No. 39 is anything other than an unqualified “Admit,” please provide all documents which support your position.

Request No. 40: Unless the response to Request for Admission No. 40 is anything other than an unqualified “Admit,” please provide all documents which support your position.

Request No. 41: Unless the response to Request for Admission No. 41 is anything other than an unqualified “Admit,” please provide all documents which support your position.

Request No. 42: Unless the response to Request for Admission No. 42 is anything other than an unqualified “Admit,” please provide all documents which support your position.

Request No. 43: Unless the response to Request for Admission No. 43 is anything other than an unqualified “Admit,” please provide all documents which support your position.

Request No. 44: Unless the response to Request for Admission No. 44 is anything other than an unqualified “Admit,” please provide all documents which support your position.

Request No. 45: Unless the response to Request for Admission No. 45 is anything other than an unqualified “Admit,” please provide all documents which support your position.

Request No. 46: Unless the response to Request for Admission No. 46 is anything other than an unqualified “Admit,” please provide all documents which support your position.

Request No. 47: Unless the response to Request for Admission No. 47 is anything other than an unqualified “Admit,” please provide all documents which support your position.

Request No. 48: Unless the response to Request for Admission No. 48 is anything other than an unqualified “Admit,” please provide all documents which support your position.

Request No. 49: Unless the response to Request for Admission No. 49 is anything other than an unqualified “Admit,” please provide all documents which support your position.

Request No. 50: Unless the response to Request for Admission No. 50 is anything other than an unqualified “Admit,” please provide all documents which support your position.

Request No. 51: Unless the response to Request for Admission No. 51 is anything other than an unqualified “Admit,” please provide all documents which support your position.

Request No. 52: Unless the response to Request for Admission No. 52 is anything other than an unqualified “Admit,” please provide all documents which support your position.

Request No. 53: Unless the response to Request for Admission No. 53 is anything other than an unqualified “Admit,” please provide all documents which support your position.

Request No. 54: Unless the response to Request for Admission No. 54 is anything other than an unqualified “Admit,” please provide all documents which support your position.

Request No. 55: Unless the response to Request for Admission No. 55 is anything other than an unqualified “Admit,” please provide all documents which support your position.

Request No. 56: Unless the response to Request for Admission No. 56 is anything other than an unqualified “Admit,” please provide all documents which support your position.

Request No. 57: Unless the response to Request for Admission No. 57 is anything other than an unqualified “Admit,” please provide all documents which support your position.

Request No. 58: Unless the response to Request for Admission No. 58 is anything other than an unqualified "Admit," please provide all documents which support your position.

Request No. 59: Unless the response to Request for Admission No. 59 is anything other than an unqualified "Admit," please provide all documents which support your position.

Request No. 60: Unless the response to Request for Admission No. 60 is anything other than an unqualified "Admit," please provide all documents which support your position.

Request No. 61: Unless the response to Request for Admission No. 61 is anything other than an unqualified "Admit," please provide all documents which support your position.

Request No. 62: Unless the response to Request for Admission No. 62 is anything other than an unqualified "Admit," please provide all documents which support your position.

**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 April 24, 2000, a copy of the First Request for the Production of Documents of Respondent Aventis Pharmaceuticals, Inc., formerly known as 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
Room 172
600 Pennsylvania Ave., N.W.
Washington, D.C. 20580


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

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

Louis M. Solomon
Solomon, Zauderer, Ellerhorn,
Frischer & Sharp
45 Rockefeller Plaza
New York, NY 10111

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

Peter O. Safir
Kleinfeld, Kaplan and Becker
1140 19th St., N.W.
Washington, D.C. 20036


Peter D. Bernstein