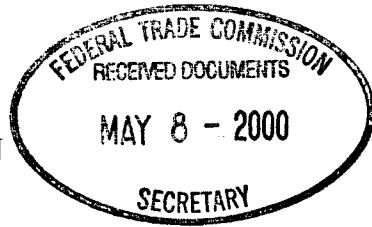


UNITED STATES OF AMERICA  
FEDERAL TRADE COMMISSION



\_\_\_\_\_)  
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

**ORDER AMENDING PROTECTIVE ORDER  
GOVERNING DISCOVERY MATERIAL**

Upon consideration of Complaint Counsel's Motion to Amend Protective Order Governing Discovery Material, Respondents' counsels' opposition thereto, and arguments of counsel, IT IS HEREBY ORDERED that Complaint Counsel's motion is GRANTED, only as herein specified, and that Paragraphs 3 and 19 of the Terms and Conditions of the Protective Order Governing Discovery Material, entered in this matter on April 28, 2000, be amended as follows:

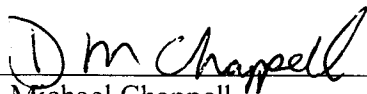
3. To the extent any such material is made part of this proceeding, all documents heretofore obtained by compulsory process or voluntarily from any Party or Third Party, regardless of whether designated confidential by the Party or Third Party, and transcripts of any

investigational hearings, interviews and depositions, which were obtained during the pre-complaint stage of this Matter shall be treated as Confidential Discovery Material. Material previously produced by Respondents or a Third Party, and designated as "Confidential," regardless of whether such materials have been marked in accordance with paragraph 2 above, shall be treated as Confidential Discovery Material as provided herein. The material referred to in this paragraph shall only be available for use in this proceeding once an independent basis has been demonstrated for such use.

19. Entry of the foregoing Protective Order is without prejudice to the right of the Parties or Third Parties to apply for further protective orders or for modification of any provision of this Protective Order.

Except as expressly stated herein the remainder of the Protective Order Governing Discovery Material dated April 28, 2000, shall remain in effect.

ORDERED:

  
\_\_\_\_\_  
D. Michael Chappell  
Administrative Law Judge

Dated: May 8, 2000