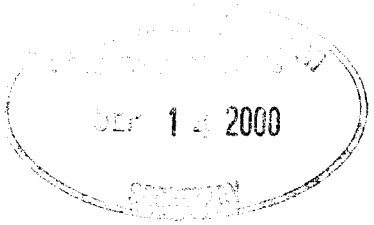
UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION



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
REVISED WITNESS LIST

Pursuant to the Court's Scheduling Order, respondent Andrx Corporation ("Andrx") submits the following revised list of fact witnesses. Complaint Counsel has stonewalled in providing discovery, which also has had the effect of encouraging third parties to do the same. Only limited non-party document and no deposition discovery noticed by respondents has occurred. For example, respondents have not been able to depose or obtain meaningful document discovery from Complaint Counsel's "star witness" -- Biovail Corporation. Nor has the FDA produced any documents in response to our subpoena. As a result, the respondents have been impeded in obtaining important discovery and thereby are seriously prejudiced in their ability to identify potential witnesses. Because Andrx so far has not had a reasonable opportunity to develop the record in this action, its identification of potential witnesses at this point is, by necessity, preliminary and limited.

Subject to the foregoing and Andrx's right to supplement, modify or amend its identification of witnesses as circumstances warrant (and to identify rebuttal witnesses), Andrx provides the following preliminary listing of fact witnesses. We

reserve the right not to call any of the persons listed herein to testify at the hearing, as circumstances may warrant.[1]

A. Witnesses Listed Elsewhere:

Andrx 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 and/or the other respondents, either on initial disclosures, the listing of individuals/entities with which Complaint Counsel has communicated regarding the subject matter of this proceeding, and/or preliminary or final witness lists, and any other person from whom discovery is sought or who is called to testify. Such testimony may pertain to the subject matter designated by the other party and/or related issues.

B. Additional Witnesses:

1. Dr. Xiu-Xiu Chen:

Dr. Chen is currently an Andrx employee who is expected to testify about the manufacturing and technical aspect of Andrx's efforts at developing its generic version of Cardizem CD.

2. David Gardner:

Mr. Gardner is a former Vice President-Regulatory Affairs for Andrx. He is expected to testify concerning the general regulatory framework applicable to, among other things, the development and marketing of generic drugs. He also is expected to

[1] Certain of the witnesses are identified below in response to Complaint Counsel's improper listing of various proposed witnesses.

testify concerning the efforts undertaken by Andrx to obtain regulatory approval for its generic version of Cardizem CD.

3. Randall Glover:

Mr. Glover is formerly Vice President-Manufacturing Operations for Andrx Pharmaceuticals, Inc.. He is expected to testify concerning the manufacturing and technical aspects of Andrx efforts at developing its generic version of Cardizem CD.

4. Dr. Eliot Hahn:

Dr. Hahn is currently President and Director of Andrx. He is expected to testify concerning Andrx's financial situation during the period relevant to the development of its generic version of Cardizem CD. He also is expected to testify with respect to Andrx's concerns about launching its generic product prior to resolution of the patent issues in the Cardizem CD patent infringement action with HMR. In addition, he is expected to testify about corporate matters and aspects of the FTC investigation of Andrx and the Stipulation.

5. Hoechst Marion Roussel, Inc. § 3.33(c) Deponent(s):

The HMR witness(es) is expected to testify concerning general pharmaceutical market practices, the conduct of the Cardizem CD patent infringement action between HMR and Andrx, and the purpose, meaning, implementation, and effects of the Stipulation and its terms.

6. Gerald J. Houlihan, Esq.:

Mr. Houlihan is a partner in Houlihan & Partners, P.A., counsel to Andrx in the Cardizem CD patent infringement order with HMR. Mr. Houlihan is expected to testify concerning the nature and conduct of the patent action.

7. Elizabeth Jex:

Ms. Jex is an FTC lawyer involved in one or more investigations of Andrx . She is expected to testify concerning the nature and conduct of such investigation(s).

8. David L. Ingelfield:

Mr. Ingelfield is a FTC official involved in one or more investigations of Andrx . He is expected to testify concerning the nature and conduct of such investigation(s).

9. Eric D. Isicoff, Esq.:

Mr. Isicoff is a partner at Isicoff & Ragatz, P.A., counsel to Andrx in the Cardizem CD patent infringement action with HMR. Mr. Isicoff is expected to testify concerning the nature and conduct of the patent action.

10. Scott Lodin, Esq.:

Mr. Lodin is Vice President/General Counsel of Andrx. Mr. Lodin is expected to testify concerning the general regulatory framework applicable to, among other things, the development and marketing of generic drugs. Mr. Lodin also is expected to testify concerning the efforts undertaken by Andrx to obtain regulatory approval for its generic versions of Cardizem CD, as well as dealings with Biovail. In addition, he is expected to testify concerning the nature and conduct of the Cardizem CD patent infringement action with HMR, Andrx's concerns about launching a product prior to resolution of the patent issues, and the background, purpose, meaning, implementation, and effects of the Stipulation and its terms. Furthermore, he is expected to testify regarding the nature and conduct of the FTC's investigation(s) of Andrx and the Stipulation.

11. Angelo C. Malahias:

Mr. Malahias is currently Vice President and the Chief Financial Officer for Andrx. He is expected to testify concerning Andrx's financial situation during the period relevant to the development of its generic version of Cardizem CD. He also is expected to testify with respect to Andrx's concerns about launching its generic product prior to resolution of the patent issues in the Cardizem CD patent infringement action with HMR.

12. Peter Rickman:

Mr. Rickman is an official with the U.S. Food & Drug Administration. He is expected to testify concerning the general regulatory framework applicable to, among other things, the development and marketing of generic drugs. He also is expected to testify concerning the efforts undertaken by Andrx to obtain regulatory approval for its generic version of Cardizem CD.

13. Larry Rosenthal:

Mr. Rosenthal is currently Executive Vice President of Andrx Pharmaceuticals, Inc. He is expected to testify concerning Andrx's practices and activities with respect to the marketing and sales of its generic version of Cardizem CD. He also is expected to testify concerning the scope and definition of the relevant market for Cardizem CD.

14. Diane Servello:

Ms. Servello is currently the Director -- Regulatory Affairs for Andrx Pharmaceuticals, Inc. She is expected to testify concerning the general regulatory framework applicable to, among other things, the development and marketing of generic

drugs. She also is expected to testify concerning the efforts undertaken by Andrx to obtain regulatory approval for its generic version of Cardizem CD.

15. Herschel Sparks, Esq.:

Mr. Sparks is currently Legal Counsel for Andrx. He is expected to testify concerning regulatory issues, Andrx's activities with respect to its generic version of Cardizem CD, and the FTC's investigation of Andrx and the Stipulation.

16. Doug Sporn:

Mr. Sporn is an official in the U.S. Food & Drug Administration. He is expected to testify concerning the general regulatory framework applicable to, among other things, the development and marketing of generic drugs. He also is expected to testify concerning the efforts undertaken by Andrx to obtain regulatory approval for its generic version of Cardizem CD, including the approval sought and obtained for the reformulated version of the product.

17. Dat Trieu, Ph.D.:

Dr. Trieu is currently an Andrx employee who is expected to testify concerning the manufacturing and technical aspects of Andrx's efforts at developing a generic version to Cardizem CD.

C. Persons Cooperating with the FTC But Resisting Discovery

1. David A. Balto:

Mr. Balto is currently Assistant Director of the Bureau of Competition. He is expected to testify with respect to his communications and dealings with Biovail representatives, including George S. Cary, and other third parties concerning the FTC's investigation of the Stipulation between HMR and Andrx.

2. Biovail Corporation § 3.33(c) Deponent(s):

The Biovail witness(es) is expected to testify concerning Biovail's communications and dealings with Andrx, government regulators and others related to Andrx's efforts to develop and market a generic version of Cardizem CD. The Biovail deponent(s) also is expected to testify concerning Biovail's efforts to develop and obtain regulatory approval for its own generic version of Cardizem CD and its efforts to market and sell its generic product. In addition, the Biovail deponent(s) is expected to testify concerning pharmaceutical industry practices with respect to transactions between brand and generic manufacturers.

3. Bruce Brydon:

Mr. Brydon is currently an employee of Biovail. He is expected to testify concerning Biovail's communications and dealings with Andrx, government regulators and others related to Andrx's efforts to develop and market a generic version of Cardizem CD. He also is expected to testify concerning Biovail's efforts to develop and obtain regulatory approval for its own generic version of Cardizem CD and its efforts to market and sell its generic product. In addition, he is expected to testify concerning general pharmaceutical industry practices with respect to transactions between brand and generic manufacturers.

4. Kenneth Cancellara:

Mr. Cancellara is General Counsel of Biovail. He is expected to testify concerning Biovail's communications and dealings with Andrx, government regulators and others related to Andrx's efforts to develop and market a generic version of Cardizem CD. He also is expected to testify concerning Biovail's efforts to develop and

obtain regulatory approval for its own generic version of Cardizem CD and its efforts to market and sell its generic product. In addition, he is expected to testify concerning general pharmaceutical industry practices with respect to transactions between brand and generic manufacturers.

5. George S. Cary:

George Cary is a former FTC official and currently a partner at Cleary, Gottlieb, Steen & Hamilton, which has served as counsel for Biovail. He is expected to testify concerning his communications on Biovail's behalf with FTC officials and other activities and dealings with respect to the FTC's investigation of the Stipulation between HMR and Andrx.

6. Eugene Melnyk:

Mr. Melnyk is currently an employee of Biovail. He is expected to testify concerning Biovail's communications and dealings with Andrx, government regulators and others related to Andrx's efforts to develop and market a generic version of Cardizem CD. He also is expected to testify concerning Biovail's efforts to develop and obtain regulatory approval for its own generic version of Cardizem CD and its efforts to market and sell its generic product. In addition, he is expected to testify concerning general pharmaceutical industry practices with respect to transactions between brand and generic manufacturers.

7. Rolf Reininghaus:

Mr. Reininghaus is currently an employee of Biovail. He is expected to testify concerning Biovail's communications and dealings with Andrx, government regulators and others related to Andrx's efforts to develop and market a generic version

of Cardizem CD. He also is expected to testify concerning Biovail's efforts to develop and obtain regulatory approval for its own generic version of Cardizem CD and its efforts to market and sell its generic product. In addition, he is expected to testify concerning general pharmaceutical industry practices with respect to transactions between brand and generic manufacturers.

8. Sitrick & Co. § 3.33(c) Deponent(s):

Sitrick & Co. is a public relations firm which has acted on Biovail's behalf. The Sitrick deponent(s) is expected to testify concerning the firm's engagement and its activities and dealings on Biovail's behalf in connection with Andrx, HMR, lobbying efforts and public disclosures concerning the FTC's investigation of the Stipulation between HMR and Andrx.

D. Witnesses Regarding Miscellaneous Issues As To Which Meaningful Discovery Has Not Occurred:[2]

1. Abbott Laboratories § 3.33(c) Deponent(s):

The Abbott deponent(s) is expected to testify concerning market practices in the pharmaceutical industry with respect to transactions between brand and generic manufacturers, including transactions involving features similar to the Stipulation between HMR and Andrx.

2. Faulding, Inc. § 3.33(c) Deponent(s):

[2] Because respondents have not been allowed to develop the record so far in discovery, the identity of witnesses remains unknown with respect to various important issues, including, among other things, general pharmaceutical industry practices and the scope and definition of the relevant Cardizem CD market.

The Faulding witness(es) is expected to testify concerning Faulding's efforts at developing, manufacturing and marketing a generic version of Cardizem CD and general pharmaceutical industry practices.

3. Federal Food & Drug § 3/33© Deponent(s):

The FDA witness(es) is expected to testify concerning the general regulatory framework applicable to, among other things, generic drugs and the regulatory approval process as it related to the various applications for a generic version of Cardizem CD.

4. Teva § 3.33(c) Deponent(s):

The Teva witness(es) is expected to testify concerning Teva's efforts at marketing a generic version of Cardizem CD and general pharmaceutical industry practices.

5. Zenith/Goldline Pharmaceuticals § 3.33(c) Deponent(s):

The Zenith/Goldline witness(es) is expected to testify concerning market practices in the pharmaceutical industry with respect to transactions between brand and generic manufacturers, including transactions involving features similar to the Stipulation between HMR and Andrx.

6. Pharmaceutical Company Representatives:

These individuals from various pharmaceutical companies are expected to testify generally about the market for cardiovascular therapy products.

7. Managed Care Provider Representatives:

These individuals from various managed care providers are expected to testify generally about the market for cardiovascular therapy products.

Dated: New York, New York
September 13, 2000

Respectfully Submitted,

SOLOMON, ZAUDERER, ELLENHORN,
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