IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
MARSHALL DIVISION

AVENTIS PHARMACEUTICALS INC.,

Plaintiff,

v.

TEVA PHARMACEUTICALS USA INC., BARR LABORATORIES, INC. and BARR PHARMACEUTICALS, INC.,

Defendants

Civil Action No. 2-06CV-469

JURY TRIAL REQUESTED

ORIGINAL COMPLAINT FOR PATENT INFRINGEMENT

Plaintiff Aventis Pharmaceuticals Inc. (referred to "Aventis"), by its attorneys, for its Complaint against Teva Pharmaceuticals USA Inc., Barr Laboratories, Inc. and Barr Pharmaceuticals Inc. allege as follows:

Nature of the Action

1. This is an action for patent infringement arising under the patent laws of the United States, Title 35, United States Code, Sections 100 *et seq.*

The Parties

2. Aventis is a corporation organized and existing under the laws of the State of Delaware, having its principal place of business at 300 Somerset Corporate Boulevard, Bridgewater, New Jersey 08807. Aventis sells drug products containing fexofenadine hydrochloride in the United States under the trademarks ALLEGRA® 30 mg, 60 mg and 180 mg tablets

3. Upon information and belief, Teva Pharmaceuticals USA Inc. ("Teva") is a corporation organized and existing under the laws of the State of Delaware, having its principal place of business at 1090 Horsham Road, North Wales, Pennsylvania.

4. Upon information and belief, Barr Laboratories, Inc. and Barr Pharmaceuticals Inc. (collectively "Barr") are corporations organized and existing under the laws of the State of Delaware, having their principal place of business at 2 Quaker Road, Pomona, New York 10970.

Jurisdiction and Venue

5. This Court has jurisdiction over the subject matter of this action pursuant to 28 U.S.C. §§ 1331, 1338(a), 1400(b), 2201 and 2202.

6. Teva is subject to personal jurisdiction in this judicial district by virtue of, among other things, Teva's sale and distribution of infringing products in this district.

7. Barr is subject to personal jurisdiction in this judicial district by virtue of, among other things, Barr's sale and distribution and inducement of the sale and distribution of infringing products in this district.

8. Venue is proper in this judicial district pursuant to 28 U.S.C. §§ 1391 and 1400(b).

The '571 Patent

9. United States Patent No. 7,135,571 (the "'571 patent"), entitled "Processes For Preparing Anhydrous and Hydrate Forms of Antihistaminic Piperidine Derivatives, Polymorphs and Pseudomorphs Thereof", was duly and legally issued on November 14, 2006. Aventis is the owner by assignment of all right, title and interest in and to the '571 patent.

10. The '571 patent claims Form II hydrated 4-[4-[4-(Hydroxydiphenylmethyl)-1-piperidinyl]-1-hydroxybutyl]-∝,∝-dimethylbenzeneacetic acid hydrochloride, also known as Form II hydrated fexofenadine hydrochloride.

11. On December 19, 2002, the patent application for the '571 patent was published by the United States Patent and Trademark Office as Publication No. US 2002/0193601A1 (the "Form II Fexofenadine Aventis Published Patent Application"). At all times from the publication of the Form II Fexofenadine Aventis Published Patent Application to the present, Aventis or one of its predecessors in interest has been the owner of the Form II Fexofenadine Aventis Published Patent Application or the '571 patent.

12. The invention claimed in the '571 patent is substantially identical to the invention claimed in Claim 14 of the Form II Fexofenadine Aventis Published Patent Application.

Acts Giving Rise to This Action

13. Barr submitted Abbreviated New Drug Application ("ANDA") No. 76-191 to the Food and Drug Administration ("FDA") under Section 505(j)(1) of the Federal Food, Drug and Cosmetic Act (21 U.S.C. § 355(j)(1)), seeking approval to engage in the commercial manufacture, use and sale of 30 mg, 60 mg and 180 mg fexofenadine hydrochloride tablets. (collectively "Barr's Fexofenadine Products"). Barr has received approval from the FDA to sell Barr's Fexofenadine Products.

14. Teva subsequently submitted ANDA No. 76-447 to the FDA under Section 505(j)(1) of the Federal Food, Drug and Cosmetic Act (21 U.S.C. § 355(j)(1)), seeking approval to engage in the commercial manufacture, use and sale of 30 mg, 60 mg and 180 mg fexofenadine hydrochloride tablets (collectively, "Teva's Fexofenadine Products"). Teva has received approval from the FDA to sell Teva's Fexofenadine Products.

15. As set forth in a joint press release issued by Barr and Teva on September 6, 2005, Barr and Teva "entered into an agreement for the launch of Fexofenadine Hydrochloride 30 mg, 60 mg and 180 mg Tablets." As stated in that announcement, "Barr has taken the

regulatory steps necessary to permit Teva to obtain final U.S. Food and Drug Administration approval of Teva's Fexofenadine Hydrochloride Tablets and to sell the product within Barr's 180-day exclusivity period. In return, Barr will receive a negotiated percentage of the gross profit of Teva's product, both during and after the exclusivity period." Upon information and belief, the steps Barr took to permit Teva to obtain final approval of Teva's Fexofenadine Products included the commercial sale of Barr's Fexofenadine Products.

16. Pursuant to the Barr/Teva agreement, Teva's Fexofenadine Products were commercially launched in the United States on or about September 6, 2005. Barr and Teva, acting in concert, have engaged in the manufacture, use, sale, offers for sale, marketing or distribution of Teva's Fexofenadine Products in the United States since that date.

17. Upon information and belief, Barr and Teva had actual notice of the Form II Fexofenadine Aventis Published Patent Application prior to the launch of Teva's Fexofenadine Products. Further actual notice to Barr and Teva was provided by letter dated June 12, 2006.

18. Upon information and belief, at all times since the launch of Teva's Fexofenadine Products, Defendants were aware that Teva's Fexofenadine Products fell within the scope of the claims of the Form II Fexofenadine Aventis Published Patent Application.

19. Defendants have infringed and will continue to infringe the '571 patent by the manufacture, use, sale, offers for sale, marketing or distribution of Teva's Fexofenadine Products.

20. Defendants' infringement has been, and continues to be, willful and deliberate.

21. Plaintiff has been substantially and irreparably harmed by Defendants' infringement.

22. Plaintiff has suffered damages from Defendants' infringement.

23. Plaintiff does not have an adequate remedy at law.

Count I
Teva's and Barr's Infringement of the '571 Patent

24. Plaintiff repeats and realleges the facts of paragraphs 1-23 above

25. Barr and Teva's manufacture, use, sale, offers for sale, marketing or distribution of Teva's Fexofenadine Products has infringed and will infringe the '571 patent under 35 U.S.C. §271(a) and (b).

Count II
Barr's Inducement of Infringement of the '571 Patent

26. Plaintiff repeats and realleges the facts of paragraphs 1-23 and 25 above.

27. Barr actively, knowingly and intentionally induced Teva's infringement by inducing Teva to engage in the manufacture, use, sale, offers for sale, marketing or distribution of Teva's Fexofenadine Products and therefore has infringed and will infringe the '571 patent, under 35 U S C. §271(b).

WHEREFORE, Plaintiff respectfully requests the following relief:

(a) A judgment declaring that Barr and Teva's manufacture, use, sale, offers for sale, marketing or distribution of Teva's Fexofenadine Products, have infringed and will infringe the '571 patent;

(b) A judgment permanently enjoining Barr and Teva from making, using, selling, offering to sell, marketing or distributing Teva's Fexofenadine Products until after expiration of the '571 patent;

(c) A judgment declaring that Barr induced Teva to engage in the manufacture, use, sale, offers for sale, marketing or distribution of Teva's Fexofenadine Products resulting in infringement of the '571 patent;

(d) A judgment awarding Plaintiff damages resulting from such infringement, increased to treble the amount found or assessed together with interest pursuant to 35 U.S.C. § 284;

(e) A judgment awarding Plaintiff a reasonable royalty pursuant to 35 U.S.C. § 154(d);

(f) A judgment that this is an exceptional case and an award of reasonable attorneys' fees in this action to Plaintiff pursuant to 35 U.S.C. § 285;

(g) Costs and expenses in this action; and

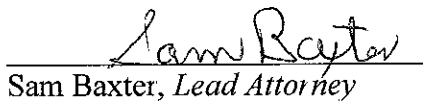
(h) Such further and other relief as this Court may deem just and proper.

JURY TRIAL DEMAND

Pursuant to Fed. R. Civ. P. 38(b), Plaintiffs hereby demand a trial by jury of all issues so triable.

DATED: November 14, 2006

MCKOOL SMITH, P.C



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