IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

TAKEDA PHARMACEUTICAL COMPANY, LTD., and TAP PHARMACEUTICAL PRODUCTS INC.,	)	
Plaintiffs and Counterclaim-Defendants,	)	
v.	)	C.A. No. 06-033 (SLR)
TEVA PHARMACEUTICALS USA, INC., and TEVA PHARMACEUTICAL INDUSTRIES LTD.,	)	
Defendants and Counterclaim-Plaintiffs.	)	

TAKEDA PHARMACEUTICAL COMPANY, LTD.'S AND TAP PHARMACEUTICAL PRODUCTS INC.'S REPLY TO TEVA PHARMACEUTICALS USA, INC.'S AND TEVA PHARMACEUTICAL INDUSTRIES LTD.'S AMENDED COUNTERCLAIMS TO AMENDED COMPLAINT

Plaintiffs-Counterclaim Defendants Takeda Pharmaceutical Company, Ltd. ("Takeda") and TAP Pharmaceutical Products Inc. ("TAP"), by their undersigned attorneys, herein reply to the Amended Counterclaims ("Amended Counterclaims") of Defendants-Counterclaimants Teva Pharmaceuticals USA, Inc. and Teva Pharmaceutical Industries Ltd. (collectively "Teva") to the Amended Complaint as follows:

1. Admit that Plaintiffs have filed an Amended Complaint and hereby repeat and reallege each and every allegation contained in the Amended Complaint, admit that a justiciable controversy exists between the parties hereto with respect to infringement and validity of certain claims of U.S. Patent Nos. 4,628,098, 5,026,560, 5,045,321, 5,093,132, and 5,433,959, and deny the remaining allegations set forth in paragraph 1 of Teva's Amended Counterclaims.

2. Admit that Teva's Amended Counterclaims purport to arise pursuant to Title 35 U.S.C. and 28 U.S.C. §§ 2201 and 2202, and deny the remaining allegations set forth in paragraph 2 of Teva's Amended Counterclaims.

3. Admit that the Court has personal jurisdiction over Plaintiffs.

4. Admit that Teva purports to invoke the jurisdiction of the Court pursuant to 28 U.S.C. §§ 1331, 1338, and deny the remaining allegations set forth in paragraph 4 of Teva's Amended Counterclaims.

5. Admit that venue is proper in this Court.

COUNT ONE
(Non-Infringement of the '098 Patent)

6. Plaintiffs repeat and re-allege their responses to paragraphs 1-5 of Teva's Amended Counterclaims as if fully set forth herein.

7. Deny each and every allegation contained in paragraph 7 of Teva's Amended Counterclaims of Teva's Amended Counterclaims.

COUNT TWO
(Non-Infringement of the '560 Patent)

8. Plaintiffs repeat and re-allege their responses to paragraphs 1-7 of Teva's Amended Counterclaims as if fully set forth herein.

9. Deny each and every allegation contained in paragraph 9 of Teva's Amended Counterclaims.

COUNT THREE
(Non-Infringement of the '321 Patent)

10. Plaintiffs repeat and re-allege their responses to paragraphs 1-9 of Teva's Amended Counterclaims as if fully set forth herein.

11. Deny each and every allegation contained in paragraph 11 of Teva's Amended Counterclaims.

COUNT FOUR
(Non-Infringement of the '132 Patent)

12. Plaintiffs repeat and re-allege their responses to paragraphs 1-11 of Teva's Amended Counterclaims as if fully set forth herein.

13. Deny each and every allegation contained in paragraph 13 of Teva's Amended Counterclaims.

COUNT FIVE
(Non-Infringement of the '959 Patent)

14. Plaintiffs repeat and re-allege their responses to paragraphs 1-13 of Teva's Amended Counterclaims as if fully set forth herein.

15. Deny each and every allegation contained in paragraph 15 of Teva's Amended Counterclaims.

COUNT SIX
(Declaration of Invalidity of the '098 Patent)

16. Plaintiffs repeat and re-allege their responses to paragraphs 1-15 of Teva's Amended Counterclaims as if fully set forth herein.

17. Deny each and every allegation contained in paragraph 17 of Teva's Amended Counterclaims.

COUNT SEVEN
(Declaration of Invalidity of the '560 Patent)

18. Plaintiffs repeat and re-allege their responses to paragraphs 1-17 of Teva's Amended Counterclaims as if fully set forth herein.

19. Deny each and every allegation contained in paragraph 19 of Teva's Amended Counterclaims.

COUNT EIGHT
(Declaration of Invalidity of the '321 Patent)

20. Plaintiffs repeat and re-allege their responses to paragraphs 1-19 of Teva's Amended Counterclaims as if fully set forth herein.

21. Deny each and every allegation contained in paragraph 21 of Teva's Amended Counterclaims.

COUNT NINE
(Declaration of Invalidity of the '132 Patent)

22. Plaintiffs repeat and re-allege their responses to paragraphs 1-21 of Teva's Amended Counterclaims as if fully set forth herein.

23. Deny each and every allegation contained in paragraph 23 of Teva's Amended Counterclaims.

COUNT TEN
(Declaration of Invalidity of the '959 Patent)

24. Plaintiffs repeat and re-allege their responses to paragraphs 1-23 of Teva's Amended Counterclaims as if fully set forth herein.

25. Deny each and every allegation contained in paragraph 25 of Teva's Amended Counterclaims.

COUNT ELEVEN
(Declaration of Award of Attorneys' Fees, Costs, and Expenses)

26. Plaintiffs repeat and re-allege their responses to paragraphs 1-25 of Teva's Amended Counterclaims as if fully set forth herein.

27. Deny each and every allegation contained in paragraph 27 of Teva's Amended Counterclaims.

COUNT TWELVE
(Declaration of Unenforceability of the '098 Patent Due to Inequitable Conduct)

28. Plaintiffs repeat and re-allege their responses to paragraphs 1-27 of Teva's Amended Counterclaims as if fully set forth herein.

29. Admit that the '098 patent states that certain "known compounds['] . . . gastric mucous membrane protecting action is insufficient thus being hardly considered satisfactory as anti-ulcer agents," and deny the remaining allegations contained in paragraph 29 of Teva's Amended Counterclaims.

30. State that Column 6, lines 5-36 of the '098 patent speak for themselves, and deny the remaining allegations contained in paragraph 30 of Teva's Amended Counterclaims.

31. Deny each and every allegation contained in paragraph 31 of Teva's Amended Counterclaims.

32. Deny each and every allegation contained in paragraph 32 of Teva's Amended Counterclaims.

33. Deny each and every allegation contained in paragraph 33 of Teva's Amended Counterclaims.

34. Deny each and every allegation contained in paragraph 34 of Teva's Amended Counterclaims.

35. Deny each and every allegation contained in paragraph 35 of Teva's Amended Counterclaims.

36. Plaintiffs deny each and every other allegation in Teva's Amended Counterclaims not heretofore expressly admitted herein.

PRAYER FOR RELIEF

WHEREFORE, Plaintiffs seek the following relief:

A. An order dismissing Teva's Amended Counterclaims with prejudice and denying each and every Prayer for Relief sought by Teva;

B. An order granting each and every Prayer for Relief sought by Plaintiffs in the Amended Complaint;

C. A declaration that this is an exceptional case, and an award of attorneys' fees from Teva in this action pursuant to 35 U.S.C. § 285;

D. An award of costs and expenses of Plaintiffs in defending these Amended Counterclaims;

E. Such further and other relief as this Court determines to be just and proper.

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July 24, 2007
981014

CERTIFICATE OF SERVICE

I hereby certify that on July 24, 2007, I caused the foregoing to be electronically filed with the Clerk of the Court using CM/ECF, which will send electronic notification of such filing to the following:

Karen L. Pascale, Esquire
Karen E. Keller, Esquire
YOUNG CONAWAY STARGATT & TAYLOR, LLP

Additionally, I hereby certify that true and correct copies of the foregoing were caused to be served on July 24, 2007, upon the following individuals in the manner indicated:

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