

BIOGEN IDEC INC.  
Form DFAN14A  
May 12, 2009

## **SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No. \_\_ )**

Filed by the Registrant ☐

Filed by a Party other than the Registrant ☒

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ **Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))

☐ Definitive Proxy Statement

☐ Definitive Additional Materials

☒ Soliciting Material Pursuant to § 240.14a-12

**Biogen Idec Inc.**

(Name of Registrant as Specified In Its Charter)

**Carl C. Icahn**

**Alexander J. Denner**

**Richard C. Mulligan**

**Thomas F. Deuel**

**David Sidransky**

**Mayu Sris**

**Eric Ende**

**Jeffrey Meckler**

**Icahn Partners LP**

**Icahn Partners Master Fund LP**

**Icahn Partners Master Fund II LP**

**Icahn Partners Master Fund III LP**

**High River Limited Partnership**

**Barberry Corp.**

**Hopper Investments LLC**

**Icahn Offshore LP**

**Icahn Onshore LP**

**Icahn Capital LP**

**IPH GP LLC**

**Icahn Enterprises Holdings L.P.**

**Icahn Enterprises G.P. Inc.**

**Beckton Corp.**

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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☒ No fee required.

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On May 11, 2009, the Participants (as defined below), distributed a presentation to stockholders of Biogen Idec Inc. It is attached hereto as Exhibit I and is incorporated herein by reference.

SECURITY HOLDERS ARE ADVISED TO READ THE PROXY STATEMENT AND OTHER DOCUMENTS RELATED TO THE SOLICITATION OF PROXIES BY CARL C. ICAHN, ALEXANDER J. DENNER, RICHARD C. MULLIGAN, THOMAS F. DEUEL, DAVID SIDRANSKY, MAYU SRIS, ERIC ENDE, JEFFREY MECKLER, ICAHN PARTNERS LP, ICAHN PARTNERS MASTER FUND LP, ICAHN PARTNERS MASTER FUND II LP, ICAHN PARTNERS MASTER FUND III LP, HIGH RIVER LIMITED PARTNERSHIP, BARBERRY CORP., HOPPER INVESTMENTS LLC, ICAHN OFFSHORE LP, ICAHN ONSHORE LP, ICAHN CAPITAL LP, IPH GP LLC, ICAHN ENTERPRISES HOLDINGS L.P., ICAHN ENTERPRISES G.P. INC., BECKTON CORP. (COLLECTIVELY, THE PARTICIPANTS ) AND CERTAIN OF THEIR RESPECTIVE AFFILIATES FROM THE STOCKHOLDERS OF BIOGEN IDEC INC. FOR USE AT ITS ANNUAL MEETING WHEN AND IF THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION, INCLUDING INFORMATION RELATING TO THE PARTICIPANTS IN ANY SUCH PROXY SOLICITATION. WHEN AND IF COMPLETED, A DEFINITIVE PROXY STATEMENT AND A FORM OF PROXY WILL BE AVAILABLE TO STOCKHOLDERS OF BIOGEN IDEC INC. FROM THE PARTICIPANTS AT NO CHARGE AND WILL ALSO BE AVAILABLE AT NO CHARGE AT THE SECURITIES AND EXCHANGE COMMISSION S WEBSITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov). INFORMATION RELATING TO THE PARTICIPANTS IN A POTENTIAL PROXY SOLICITATION IS CONTAINED IN EXHIBIT II HERETO.

Biogen Idec  
Investor Presentation  
May 2009  
Exhibit I

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Special note regarding presentation

This presentation includes information based on data found in filings with the SEC, independent industry publications and other sources. Although we believe that the data is reliable, we do not guarantee the accuracy or completeness of this information and have not independently verified any such information. We have not sought, nor have we received, permission from any third-party to include their information in this presentation.

Many of the statements in this presentation reflect our subjective belief. Although we have reviewed and analyzed the information that has informed our opinions, we do not guarantee the accuracy of any such beliefs.

Sections of this presentation refer to the experience of our nominees for director at Biogen Idec Inc. during their tenure as directors of ImClone Systems Inc. We believe their experience at ImClone was a success and resulted in an increase in shareholder value that benefited all shareholders. However, their

success

at

ImClone

is

not

necessarily

indicative

of

future

results

at

Biogen

Idec

if

our

nominees

were to be elected to the Biogen Idec Board of Directors.

All stockholders of Biogen Idec are advised to read the definitive proxy statement, the gold proxy card and other documents related to the solicitation of proxies by the Participants from the stockholders of the Company for use at the 2009 annual meeting of stockholders of the Company because they contain important information. The definitive proxy statement and form of proxy along with other relevant documents, are available at no charge on the SEC's website at <http://www.sec.gov> or by contacting D.F. King & Co., Inc. by telephone toll free at 1-800-769-4414 or by visiting their website at <http://www.dfking.com/BIIB>. In addition, the Participants will provide copies of the definitive proxy statement without charge upon request.

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Agenda

Situation Overview

-

Strategic failures

-

Operational failures

-

Business development failures

-

Research & development failures

Our Qualifications & Proposals

-

Biographies of our nominees

-

ImClone Systems case study

-

Proposals for Biogen Idec



4

We strongly believe Biogen Idec needs better management

Biogen Idec has a collection of **valuable assets**

-

AVONEX for relapsing multiple sclerosis and TYSABRI for MS and Crohn's disease, \$2.8B of 2008 sales

-

RITUXAN for B-cell non-Hodgkin's lymphoma and rheumatoid arthritis, \$1.1B of 2008 sales

-

Promising pipeline (BG-12, Lixivaptan, ADENTRI, etc.) and biologics manufacturing facilities

Board  
and  
management  
have  
failed  
to  
achieve  
the  
full  
potential  
of  
Biogen  
Idec

-

Biogen  
IDEC merger has not created much value

-

Management has failed shareholders strategically and operationally

-

Weak business development and research & development efforts inhibit company's prospects

Quality of board and management **especially crucial today**

-

R&D organization needs to be reinvigorated; Strategic review of pipeline needs to be conducted

-

Cost structure needs to be examined and partner relations need to be revitalized

-

Product sales growth likely to slow

-

Board needs to evaluate possibility of separating assets in order to enhance value

-

Management not aligned with shareholder interests

Electing our directors could **maximize shareholder value**

-

Our  
slate  
will  
press  
hard  
for  
management  
accountability  
and  
will  
provide  
experienced  
oversight

-

Our  
nominees  
experience  
with  
ImClone  
Systems  
useful  
to  
Biogen  
Idec

-

Specifically,  
we  
recharged  
partner  
relations,  
optimized  
the  
cost  
structure  
and  
rebuilt  
the  
pipeline

Better management of Biogen Idec assets will  
enhance value for all shareholders

5

We believe leadership has failed on many dimensions

Strategic

Biogen

IDEC

merger

has

not created much value

Announced merger

synergies never

materialized

Management turnover

makes consistent strategy

and execution difficult

Operational

Avonex lost US market

leadership

Failed to manage Avonex

product lifecycle

Amevive never lived up to

management hype

TYSABRI goals also overly

aggressive

Five year stock

performance has trailed

peer group

Business Development

Is Biogen Idec defending its

MS franchise?

Is it defending the oncology

franchise?

Management has signed

only a few licensing deals

over last five years

Research & Development

Research and development  
productivity worst in peer  
group

Lack of R&D focus apparent  
when comparing employee  
base with peers

Pipeline has failed to show  
meaningful progress

Biogen Idec has launched  
no new drugs since 2004

Pipeline lacks strategic  
focus

PEGylation is hardly a  
breakthrough

6

Biogen and IDEC supposedly merged to accelerate growth & create shareholder value

Source: Company documents

Key products

Pipeline

Therapeutic focus

2002 financials

Year founded

Employees

Biogen, Inc.

Avonex for relapsing MS

Amevive for chronic plaque psoriasis

Anti-inflammatory products in Amevive  
and Antegren (now Tysabri)

6 product candidates in human trials

Focus on neurology and dermatology

Growing expertise in oncology

Revenues of \$1,148M

Net income of \$242M

1978

2,700 people worldwide  
IDEC Pharmaceuticals

Rituxan for non-Hodgkin's lymphoma

Zevalin for non-Hodgkin's lymphoma

Rituxan for new indications

4 product candidates in human trials

Focus on oncology and rheumatology

Growing expertise in autoimmune and  
inflammatory diseases

Revenues of \$404M

Net income of \$148M

1985

1,000 people worldwide  
Headquarters

Cambridge, MA

San Diego, CA

Bringing our companies together accelerates both companies' strategic plans  
and creates a biotechnology leader with the products, pipeline, infrastructure  
and financial resources to grow faster and **create sustainable shareholder**  
value

beyond what either company could achieve separately.

James Mullen, Chairman and CEO of Biogen

Strategy  
Operational  
Bus. Dev.  
R&D

7

However, merger has failed to create much value

Note: Current price from April 2009; Change in equity value is growth from Q4 2003 to April 2009

Source: Bloomberg; Company documents

Biogen -

IDEC

merger closed

Nov. 2003

Strategy

Operational

Bus. Dev.

R&D

Change in

equity value

Q4 2003

equity value

Genentech

Gilead Sciences

Celgene

Biogen

Idec

\$101B



\$43B

\$18B

\$15B

0

25

50

75

100

Current equity value (\$M)

8  
Announced merger synergies never materialized  
Note:  
2003  
operating  
expenses  
based  
on  
first  
nine  
months  
of  
2003  
annualized  
(pre-merger);  
\$75M  
target  
synergies  
based  
on  
\$300M cumulative target for 2004-2007  
Source: Company documents

Expenses  
 exceeded  
 target by  
 \$276M  
 Strategy  
 Operational  
 Bus. Dev.  
 R&D  
 2004  
 2005  
 2006  
 2007  
 \$276M  
 \$402M  
 \$413M  
 \$711M  
 0  
 200  
 400  
 600  
 \$800M  
 Biogen Idec operating expenses  
 in excess of target (\$M)  
 IDEC  
 Biogen  
 Biogen  
 Idec  
 Biogen  
 Idec  
 2003  
 Target  
 synergies  
 2004  
 Target  
 2004  
 Actual  
 \$1,065M  
 -\$75M  
 \$990M  
 \$1,266M  
 0  
 500  
 1,000  
 \$1,500M  
 Biogen Idec operating  
 expenses (\$M)

9

Management turnover makes consistent strategy and execution difficult

Note: Bold & shading denotes turnover since 2003

Source: Company documents

Position / Department

Chairman

CEO

CFO

COO

Research & development  
Officer in 2003

William Rastetter

James Mullen

Peter Kellogg

William Rohn

Nabil Hanna (Research)

Burt Adelman (Development)  
Officer Today

Bruce Ross

James Mullen

Paul Clancy

Robert Hamm

Cecil Pickett  
Lack of management continuity helps  
contribute to lack of consistent strategy  
Strategy  
Operational  
Bus. Dev.  
R&D

10

We believe leadership has failed on many dimensions  
Strategic

Biogen  
IDEC merger has  
not created much value

Announced merger  
synergies never  
materialized

Management turnover  
makes consistent strategy  
and execution difficult

## Operational

Avonex lost US market leadership

Failed to manage Avonex product lifecycle

Amevive never lived up to management hype

TYSABRI goals also overly aggressive

Five year stock performance has trailed peer group  
Business Development

Is Biogen Idec defending its MS franchise?

Is it defending the oncology franchise?

Management has signed only a few licensing deals over last five years  
Research & Development

Research and development productivity worst in peer group

Lack of R&D focus apparent when comparing employee base with peers

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Pipeline lacks strategic focus

PEGylation is hardly a breakthrough  
Strategy

Operational  
Bus. Dev.  
R&D



11

AVONEX lost US market leadership to COPAXONE,  
others also grew market share

Note: Data for US; Market share based on number of prescriptions

Source: Deutsche Bank

AVONEX lost 14% market share and  
ceded US market leadership to  
COPAXONE

Strategy

Operational

Bus. Dev.

R&D

AVONEX

BETASERON

COPAXONE

REBIF

0

10

20

30

40

50%  
MS Rx market share %  
Apr-05  
42%  
14%  
29%  
15%  
Mar-09  
28%  
15%  
37%  
20%  
Change %  
-14%  
1%  
8%  
5%

12

Biogen Idec has failed to manage Avonex product  
lifecycle

Source: FDA; Company documents

Strategy

Operational

Bus. Dev.

R&D

13

AMEVIVE never lived up to management hype

Source: North Carolina Biotechnology Center, Feb. 2003; Company documents

After failing to achieve April 2003 projections,  
management sold AMEVIVE for \$60M in March 2006

Strategy

Operational

Bus. Dev.

R&D

2003

2006

\$85M

\$40M

\$500M

\$12M

0

100

200

300

400

\$500M

AMEVIVE sales (\$M)

April 2003

Projections

Actual

14

TYSABRI goals also overly aggressive

Source: Reuters, Feb. 2009; Company documents

In Sep. 2007, management expected 100K patients on TYSABRI by  
2010 year-end; In Feb. 2009, management said it would be  
difficult

to achieve the original 100K projection

Strategy

Operational

Bus. Dev.

R&D

Actual

Sep. 2007 Projections

2009

2010

37K

100K

0

20

40

60

80

100K

TYSABRI patients (K)

15

Five year stock performance has trailed peer group

Note: BTK represents AMEX Biotechnology Index

Source: Bloomberg; Company documents

Biogen Idec has underperformed peers

Strategy

Operational

Bus. Dev.

R&D

Genentech

Gilead

Sciences

Celgene

Biogen

Idec

BTK

Apr-04

Apr-05

Apr-06



Apr-07

Apr-08

Apr-09

0

100

200

300

400

500

Stock performance

Change %

61%

205%

177%

-24%

10%

16

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Strategy

Operational  
Bus. Dev.  
R&D

17

Business development vital to future prospects

Companies must defend and strengthen franchises within core therapeutic areas

It  
seems  
Biogen  
Idec  
has  
done  
very  
little  
to  
defend  
or  
strengthen its oncology and MS franchises

-

Competitors active in both therapeutic areas

Lack of business development limits future growth prospects

Strategy  
Operational  
Bus. Dev.  
R&D

18

Is Biogen Idec defending its MS franchise?

Source: InVivo Deals database

Biogen Idec has **not** participated in any of the approximately dozen multiple sclerosis business development opportunities over the last year

Competitor MS deals in 2008 included:

Acquirer

Merck Serono

Novartis

Merck Serono

Teva

Eli Lilly

Counterparty

Apitope Technology

Peptimmune

Bionomics AGM

Antisense Therapeutics

BioMS Medical

Strategy

Operational

Bus. Dev.

R&D

19

Is it defending the oncology franchise?

Source: InVivo Deals database

Biogen

Idec

has

executed

only

one

of

the

approximately

150

cancer business development opportunities over the last year

Competitor oncology deals in 2008 included:

Acquirer

Bristol Myers

Roche

Pfizer

Merck

Sanofi Aventis

Counterparty

Exelixis

ThromboGenics

Aureon Laboratories

Celera

Dyax Corp.

Strategy

Operational

Bus. Dev.  
R&D



20

Management has completed only five product in-  
licensing deals in five years

Source: Company documents

Date

August 2005

October 2006

July 2007

October 2008

March 2009

Partner

Protein Design Labs

UCB

CardioKine

Genentech

Aveo  
Product

Fontolizumab

Daclizumab

Volociximab

CDP323

Aviptadil

GA101

ErbB3  
Consideration

\$40M upfront

\$100M investment in  
Protein Design Labs  
stock

\$30M upfront

\$50M upfront

\$31M upfront

NA  
Suboptimal licensing efforts over  
last 5 years  
Strategy  
Operational  
Bus. Dev.  
R&D

21

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Strategy  
Operational  
Bus. Dev.  
R&D

22

Biogen Idec research and development productivity

worst in peer group

Note: 5 and 10 year charts represent cumulative gross profits and R&D spending

Source: Company documents

Strategy

Operational

Bus. Dev.

R&D

Gilead

Sciences

Genen-

tech

Amgen

Genzyme

Biogen

Idec

5.9X

4.1X

4.0X

3.6X

3.2X

3.0  
4.0  
5.0  
6.0X  
5 year gross  
profit / 5 year R&D  
Gilead  
Sciences  
Genen-  
tech  
Amgen  
Genzyme  
Biogen  
Idex  
5.0X  
3.9X  
3.9X  
3.5X  
3.1X  
3.0  
4.0  
5.0  
6.0X  
10 year gross  
profit / 10 year R&D

23

Lack of R&D focus apparent when comparing  
employee base with peers

Strategy

Operational

Bus. Dev.

R&D

Note: Employees as of December 2008; Genentech estimate based on estimated retention costs

Source: Company documents; Industry estimates



24

Failure to advance pipeline

Note: Bold & shading denotes  
no apparent progress since 2006

Source: Company documents

Compound

BG-12

Galiximab

Lumiliximab

Ocrelizumab

Lixivaptan

ADENTRI

BIIB014

Daclizumab

CDP323  
Ocrelizumab  
Volociximab  
HSP90  
GA101  
Aviptadil  
Therapeutic Area

Relapsing MS

Relapsed NHL

Relapsed CLL

RA

Hypnoatremia

CHF

Parkinson s

MS

MS

MS

NSCLC

Oncology

NHL

PAH  
2006

Phase 3

Phase 3

Phase 2/3

Phase 2

Phase 2

Phase 2

Phase 2

Phase 2

Phase 1

Phase 2

Phase 2

Phase 1

Phase 1

Phase 2

Today

Phase 3

Phase 3

Phase 2/3

Phase 3

Phase 3

Phase 3

Phase 2

Phase 2

Phase 2

Phase 2

Phase 2

Phase 2

Phase 2

Phase 2

Pipeline has made little progress

Strategy

Operational

Bus. Dev.

R&D

25

Biogen Idec is the only major biotech company with

no

new drugs since 2004

Source: FDA

Strategy

Operational

Bus. Dev.

R&D

Genzyme

Amgen

Gilead

Genentech

Celgene

Biogen

Idec

3

2

2

1

1

0

0

1

2

3

Drug launches since 2004

Drugs

Mozobil

Renvela

Myozyme

Vectibix

Nplate

Letairis

Atripla

Lucentis

Revlimid

26

During that same period, 23 new oncology drugs  
have been launched

Source: CenterWatch

Strategy

Operational

Bus. Dev.

R&D

2004

2005

2006

2007

2008

2009 YTD

6

2

4

6

4

1

0  
1  
2  
3  
4  
5  
6

Oncology drug launches

Drug

Alimta

Avastin

Clolar

Erbitux

Sensipar

Tarceva

Arranon

Nexavar

Gardasil

Sprycel

Sutent

Vectibix

Evista

Hycamtin

Ixempra

Tasigna

Torisel

Tykerb

Degarelix

Mozobil

Sancuso

Treanda

Afinitor

27

Pipeline seems to lack strategic focus

Source: Company documents

Autoimmune /

Inflammation

Cardiovascular

Hemophilia

Antiviral

Neurosciences

Oncology

Biogen Idec

Genentech

Gilead Sciences

Celgene

Strategy



Operational  
Bus. Dev.  
R&D

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PEGylation is hardly a breakthrough

Note: Enzon launched Adagen in 1990

Source: FDA

PEGylation was a mature, established technology in the 1990 s; Adagen approved in 1990

19 years after launch of first PEGylated protein, Biogen Idec still has not launched PEG-IFNB

Strategy

Operational

Bus. Dev.

R&D

29

CEO Mullen paid well despite poor performance and failures across many dimensions

Note: Equity compensation = stock + option grants as valued in relevant proxy

Source: Company documents

30

James Mullen sold ~\$85M of stock since merger at  
average price of ~\$59 per share

Source: Company documents

31

Are board and management aligned with you?

In our opinion, management ran a flawed auction process last year

-

Board severely limited due diligence opportunities

-

Refused to allow bidders access to Elan until bidders submitted a firm and binding offer

-

At least one bidder was denied its request to speak with Elan which may have caused that bidder to walk away from the process

-

Board minutes that Biogen provided to us under court order last year show what we consider to be a poorly designed process that lacked active Board oversight

Same management and Board that ran the 2007 sales process continue to run the company today. How would they treat a bidder in 2009? Is shareholder value a priority for this Board?

32

Who is most aligned with your interests?

Source: Company documents

Icahn Parties

Board & management

Class 3 directors

up for election

16,075,256

778,198

14,700

0

5,000,000

10,000,000

15,000,000

20,000,000

Biogen

Idec shares owned

33

Agenda

Situation Overview

-

Strategic failures

-

Operational failures

-

Business development failures

-

Research & development failures

Our Qualifications & Proposals

-

Biographies of our nominees

-

ImClone Systems case study

-

Proposals for Biogen Idec

34

Our nominees helped deliver results at ImClone

Name

Alex Denner

Thomas Deuel

Richard Mulligan

David Sidransky

Education

M.S., M.Phil., Ph.D. from Yale University

S.B. from Massachusetts Institute of Technology

M.D. from Columbia University

A.B. from Princeton University

Ph.D. from Department of Biochemistry at Stanford  
University School of Medicine

B.S. from Massachusetts Institute of Technology

M.D. from Baylor College of Medicine

B.A. from Brandeis University

Relevant experience

Managing Director, Icahn Partners

Director, Adventrx Pharmaceuticals

Former Portfolio Manager, Viking Global Investors

Former Portfolio Manager, Morgan Stanley

Former Director and Chairman of Executive Committee,  
ImClone Systems

Professor of Molecular and Experimental Medicine and Cell  
Biology, Scripps Research Institute

Professor Emeritus, Harvard Medical School

Former Director, Division of Growth Regulation at Beth



Israel Hospital

Former Professor of Medicine and Biochemistry and Head of Oncology Services, Washington University School of Medicine

Former Director, ImClone Systems

Mallinckrodt Professor of Genetics, Harvard Medical School

Director of Harvard Gene Therapy Initiative

Former Professor of Molecular Biology, Massachusetts Institute of Technology

Founder, Somatix Therapy Corporation

Member of Scientific Advisory Board, Cell Genesys

Former Director and Member of Executive Committee, ImClone Systems

Director of Head and Neck Cancer Research Division, Johns Hopkins University School of Medicine

Chairman, Champions Biotechnology

Former Member of Scientific Advisory Board for MedImmune, Telik, Roche and Amgen

Former Director, ImClone Systems

35

ImClone shares dramatically outperformed during new executive committee tenure

Note:

Executive committee of

Alex

Denner

and

Richard

Mulligan

formed

Oct.

2006;

ImClone

Systems

sold

to

Eli

Lilly

in

Nov.

2008

Source: Bloomberg

Oct-06

Nov-08

\$31.00

\$70.00

0

20

40

60

\$80

ImClone

Systems

share price (\$)

Change %

126%

Oct-06

Nov-08

\$44.94

\$40.64

0

20

40

60

\$80

Biogen

Idec

share price (\$)

Change %

-10%

36

Long term focus to build ImClone shareholder value

Note: Graph represents month-end stock and index prices

Source: Bloomberg

Jun-06

Sep-06

Dec-06

Mar-07

Jun-07

Sep-07

Dec-07

Mar-08

Jun-08

Sep-08

0

20

40

60

\$80

ImClone stock price (\$)

0

500

1,000

1,500

2,000

S&P 500 Index

Alex Denner

becomes

chairman of

executive

committee

ImClone

receives and

rejects takeover

bid

ImClone

acquired by Eli

Lilly for \$70 per

share

July 31, 2008

ImClone receives

\$60 offer from

Bristol-Myers

Squibb

Bristol-Myers

Squibb & ImClone

expand ERBITUX

development

37

New executive committee enhanced value at ImClone

New executive committee, including Alex Denner and Richard Mulligan, formed in October 2006

Embarked on a comprehensive review of the company's operations which led to the following courses of action:

- Recharged partner relations
- Optimized cost structure
- Rebuilt product pipeline
- Changed culture
- Settled litigation

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Recharged ImClone

partner relations and optimized

cost structure

Note: CRO s = Contract Research Organizations

Recharged partner relations

-

Partnership

with

Bristol-Myers

Squibb

had

deteriorated

due

to

prior

management

neglect

-

Initiated

dialogue

and

led

negotiations,

ultimately

leading

to

new

agreement

with

Bristol-

Myers

Squibb

that

expanded

Erbitux s

development

with

no

change

to

ImClone

economics

-

From

2005

to

2007,

ERBITUX

sales

grew

by

41%

annually

and

ImClone

royalty

revenue

grew

by

37%

annually

Optimized cost structure

-

ImClone

cost

structure

had

not

been

appropriate

for

company

needs

-

Executive

committee

reallocated

costs,

shifting

SG&A

spending

by

expanding

sales

force

for

tactical

reasons

while

reducing

overhead

costs

-

Margin

expansion

and



capex  
reduction  
led  
to  
substantial  
free  
cash  
flow  
growth  
-  
Increased  
spending  
on  
R&D  
and  
salesforce  
was  
funded  
through  
savings  
on  
corporate  
costs  
(re-negotiating  
with  
CROs,  
transportation  
costs,  
smarter  
purchasing,  
etc.)

39

Rebuilt pipeline, changed culture and settled litigation

Rebuilt product pipeline

-

Industry had poor perception of ImClone pipeline and research and development efforts

-

Executive committee conducted top-down review of pipeline

Significantly increased investments in particularly promising candidates such as 1121B, A12, 11F8 and others

Cancelled programs where the return on investment was poor

-

Pipeline cited as major strategic rationale for whole company acquisition

Changed culture

-

ImClone morale poor due to lack of strategic direction from prior management

-

Took steps to institute a new culture

Emphasis on cash flow

Investment in R&D

Gave responsibility to scientists and clinicians

Settled litigation

-

Settled litigation including Yeda, Abbott and Repligen

40

From 2005 to 2007, ImClone royalty revenue grew by  
37% annually

Note: 2005 most recent full year prior to formation of new executive committee; 2007 most recent full year available; Collab.  
reimb. represents collaborative agreement reimbursements; Manuf. represents manufacturing revenues

Source: UBS, January 2008; UBS, April 2008; Company documents

Collab.

reimb.

Manuf.

License

fees &

milestones

Royalties

2005

2007

\$383M

\$591M

0

200

400

\$600M

ImClone

revenue (\$M)

05-07

CAGR

37%

3%  
39%  
5%  
24%  
EU  
USA  
2005  
2007  
\$678M  
\$1,348M  
0  
500  
1,000  
\$1,500M  
WW ERBITUX sales (\$M)  
05-07  
CAGR  
29%  
57%  
41%

41  
Tighter cost controls contributed to higher free cash  
flow  
Note:  
2005  
most  
recent  
full  
year  
prior  
to  
formation  
of  
new  
executive  
committee;  
2007  
most  
recent  
full  
year  
available;  
EBIT  
excludes  
one-time  
charges;  
FCF  
represents

free  
 cash  
 flow;  
 Capex  
 represents  
 capital  
 expenditures;  
 FCF  
 =  
 EBITDA  
 -  
 Capex  
 Source:  
 Company  
 documents  
 EBIT  
 COGS  
 Royalties  
 SG&A  
 Research &  
 development  
 2005  
 2007  
 100%  
 100%  
 0  
 20  
 40  
 60  
 80  
 100%  
 ImClone  
 % of revenue  
 EBIT  
 margin %  
 23%  
 27%  
 2005  
 FCF  
 EBITDA  
 growth  
 Capex  
 reduction  
 2007  
 FCF  
 \$16M  
 \$93M  
 \$74M  
 \$183M  
 0

50  
100  
150  
\$200M  
ImClone  
FCF (\$M)

42

Increased R&D investment to improve pipeline and  
future competitive position

Note:

2005

most

recent

full

year

prior

to

formation

of

new

executive

committee;

2007

most

recent

full

year

available

Source:

Company

documents

Other



Pancreatic  
Non-small  
cell lung  
Head  
& neck  
Colorectal  
2005  
2007  
34  
44  
0  
10  
20  
30  
40  
50  
ImClone  
product  
candidates  
2005  
2007  
\$145M  
\$194M  
0  
50  
100  
150  
\$200M  
ImClone  
R&D spend (\$M)  
R&D %  
of sales  
38%  
33%  
05-07  
CAGR  
16%

43

Increased R&D investment improved pipeline

Phase 1

Phase 2

Phase 3

1121b:

2005 status

2008 status

A12:

2005 status

2008 status

11F8:

2005 status

2008 status

18F1:

Pre-clinical

2008 status

UCB:  
2005 status  
Exited

44

We believe ImClone and Biogen Idec situations  
analogous

Partner relations

Cost structure

Product pipeline

Strategic direction

Litigation

ImClone Systems

Relationships with Bristol Myers Squibb were  
strained

Renegotiated agreement with BMS, leading to  
increased support and sales

Cost structure was not appropriate for  
company needs

Reallocated costs, led to margin expansion  
and free cash flow growth

Pipeline poorly regarded by industry

Conducted review and increased investments  
in certain candidates

Pipeline key rationale for acquisition

Strategic direction lacking and morale poor as  
a result

Installed new leadership and established clear  
strategic priorities

Settled litigation including Yeda, Abbott, and  
Repligen  
Biogen Idec

Relationships with Genentech, Roche and  
Elan are strained

Excluding Rituxan, operating margins below  
peers

Pipeline has not advanced significantly over  
last five years

Poor product lifecycle management

Strategic direction unclear as focus diffused  
over too many therapeutic areas

Adverse Genentech arbitration settlement is  
valuation overhang

Electing our directors with directly relevant  
experience could help Biogen Idec

45

We have several proposals

Board should study potential splitting of Biogen IDEC into  
neurology-focused and cancer-focused companies

Examine cost structure

Prioritize, improve focus, and re-invigorate R&D efforts

Improve partner relationships

46

Board should evaluate whether separating assets will enhance value

NF Co. had \$2,926M of 2008 sales

NF Co. assets include the following:

-

Key products include AVONEX and TYSABRI

-

Related pipeline such as BG-12, Lixivaptan, ADENTRI and other neurology and cardiovascular product candidates

-

Biologics manufacturing plants in North Carolina, Massachusetts and Denmark

-

Majority of existing research &

development infrastructure and sales force

-

Collaboration with Elan on TYSABRI

NF Co. will benefit from improved focus  
on core neurology competency

Neurology-Focused Company

CF Co. had \$1,172M of 2008 sales

CF Co. assets include the following:

-

Key products include RITUXAN and  
FUMADERM

-

Related pipeline such as galixibam,  
lumiliximab, ocrelizumab and other  
oncology and autoimmune product  
candidates

-

Collaboration with Genentech in the US,  
Zenyaku and Chugai in Japan and Roche  
in the rest of the world

CF Co. will benefit from improved  
focus on core oncology competency

Cancer-Focused Company

Separating Biogen assets will enhance shareholder value as  
management focus should improve and disparate assets appeal to  
different buyers



47

Separated assets have different growth profiles

Source: Goldman Sachs, March 2009; Company documents

CF Co.

NF Co.

2004

2005

2006

2007

2008

2009E

2010E

\$2,212M

\$2,423M

\$2,683M

\$3,172M

\$4,098M

\$4,402M

\$4,451M

0

1,000

2,000

3,000

4,000

\$5,000M

Biogen

Idec revenue (\$M)

48

Separated assets viable as standalone companies

Amgen

Genentech

Gilead

Sciences

Genzyme

NF Co.

Celgene

CF Co.

\$15.0B

\$13.4B

\$5.3B

\$4.6B

\$2.9B

\$2.3B

\$1.2B

0

5

10

\$15B

2008 revenue (\$B)

Equity

value (\$B)

\$51B

\$101B

\$43B

\$16B

?

\$18B

?

49

Overhead spending can be reduced

Note: Peer group includes Genentech, Amgen, Gilead Sciences and Celgene

Source: Company documents

Biogen

Idec

Median

Best in

class

23%

21%

15%

0

5

10

15

20

25

30%

2008 SG&A %

of sales (%)

In 2008, Biogen Idec spent 23% of sales on selling, general and administrative expenses

-

Median biotech company = 21%

-

Best in class company = 15%

Reducing overhead spending will improve cash flows

-

Applying median SG&A % of sales generates \$46M of cost savings

-

Applying best in class SG&A % of sales generates \$309M of cost savings

Overhead assumptions

50

We would push hard to reinvigorate R&D and improve productivity

Identify most promising products

Focus investment in key therapeutic areas

Rationalize pipeline products not part of overall strategy

51

Electing our directors could help maximize  
shareholder value

Board and management have failed to achieve the full potential  
of Biogen Idec

Quality of board and management especially crucial today

Electing our directors could help maximize shareholder value  
Better management of Biogen Idec assets  
will enhance value for all shareholders

52

We have shown that  
management has failed  
shareholders  
strategically and  
operationally, resulting  
in a company not well  
positioned for future  
challenges!

\*  
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\*

EXHIBIT II

## PARTICIPANTS

The participants in the solicitation of proxies (the Participants ) from stockholders of Biogen Idec Inc. ( Biogen or the Corporation ) include the following: Mr. Carl C. Icahn, Icahn Partners LP, a Delaware limited partnership ( Icahn Partners ), Icahn Partners Master Fund LP, a Cayman Islands limited partnership ( Icahn Master ), Icahn Partners Master Fund II LP, a Cayman Islands limited partnership ( Icahn Master II ), Icahn Partners Master Fund III LP, a Cayman Islands limited partnership ( Icahn Master III ), High River Limited Partnership, a Delaware limited partnership ( High River ), Barberry Corp., a Delaware corporation ( Barberry ), Hopper Investments LLC, a Delaware limited liability company ( Hopper ), Beckton Corp., a Delaware corporation ( Beckton ), Icahn Enterprises G.P. Inc., a Delaware corporation ( Icahn Enterprises GP ), Icahn Enterprises Holdings L.P., a Delaware limited partnership ( Icahn Enterprises Holdings ), IPH GP LLC, a Delaware limited liability company ( IPH ), Icahn Capital LP, a Delaware limited partnership ( Icahn Capital ), Icahn Onshore LP, a Delaware limited partnership ( Icahn Onshore ), Icahn Offshore LP, a Delaware limited partnership ( Icahn Offshore ), Dr. Alexander J. Denner, Dr. Richard C. Mulligan, Dr. Thomas Deuel, Dr. David Sidransky, Mr. Mayu Sris, Dr. Eric Ende and Mr. Jeffrey Meckler.

The address of Icahn Partners, High River, Barberry, Hopper, Icahn Enterprises GP, Icahn Enterprises Holdings, Beckton, IPH, Icahn Capital, Icahn Onshore and Icahn Offshore is White Plains Plaza, 445 Hamilton Avenue - Suite 1210, White Plains, NY 10601. The address of Icahn Master, Icahn Master II and Icahn Master III is c/o Walkers SPV Limited, P.O. Box 908GT, 87 Mary Street, George Town, Grand Cayman, Cayman Islands. Mr. Icahn s, Dr. Denner s, Mr. Sris s, Dr. Ende s and Mr. Meckler s business address is c/o Icahn Associates Corp., 767 Fifth Avenue, 47<sup>th</sup> Floor, New York, NY 10153. Dr. Mulligan s business address is Harvard Gene Therapy Initiative, Harvard Institutes of Medicine, Suite 407, 4 Blackfan Circle, Boston, MA 02115. Dr. Deuel s business address is The Scripps Research Institute, MEM 268, 10550 North Torrey Pines Road, La Jolla, CA 92037. Dr. Sidransky s business address is Johns Hopkins University - Cancer Research Building II, 1550 Orleans Street, Suite 503, Baltimore, MD 21231.

Icahn Partners, Icahn Master, Icahn Master II, Icahn Master III and High River (collectively, the Icahn Parties ) are entities controlled by Mr. Icahn. Dr. Denner and Mr. Sris. are employees and/or officers and directors of the Icahn Parties and various other entities controlled by Mr. Icahn who may also participate in soliciting proxies from Biogen Stockholders. Dr. Ende and Mr. Meckler are consultants hired by the Icahn Parties. Dr. Denner, Mr. Sris, Dr. Ende and Mr. Meckler do not own beneficially any interest in securities of Biogen. Neither Dr. Denner nor Mr. Sris will receive any special compensation in connection with the solicitation of proxies. In connection with his employment by Mr. Icahn and his affiliated companies, Dr. Denner, among other employees, has a participatory interest in the profits and fees derived by Mr. Icahn and/or his affiliated entities from Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III (collectively, the Funds ). Because only a portion of such profit interests are distributed and because of their other investments in the Funds, Dr. Denner also has capital accounts in the Funds. Generally, in the aggregate, Dr. Denner s profit interests and capital accounts in the Funds entitle him to less than 2% of the profits generated by the Funds. Dr. Ende and Mr. Meckler are independent consultants retained by the Icahn Parties to solicit proxies and provide consulting services relating to this solicitation, and another solicitation of proxies by the Icahn Parties, as well as general consulting services relating to other investments by the Icahn Parties. Assuming the Annual Meeting of Biogen and the annual meeting relating to the other solicitation are each held in May and further assuming each contest is successful, the consulting agreements referenced herein may provide for payments to Dr. Ende and Mr. Meckler of up to approximately \$325,000 in the aggregate.



None of Dr. Richard C. Mulligan, Dr. Thomas Deuel or Dr. David Sidransky own beneficially any interest in the securities of Biogen. Each of Dr. Richard C. Mulligan, Dr. Thomas Deuel and Dr. David Sidransky have an interest in the election of directors at the Biogen 2009 Annual Meeting of Stockholders pursuant to a Nominee Agreement among each of Dr. Richard C. Mulligan, Dr. Thomas Deuel and Dr. David Sidransky and the Icahn Parties, pursuant to which the Icahn Parties have agreed to pay each of Dr. Richard C. Mulligan, Dr. Thomas Deuel and Dr. David Sidransky a fee of \$25,000.

Barberry is the sole member of Hopper, which is the general partner of High River. Beckton is the sole stockholder of Icahn Enterprises GP, which is the general partner of Icahn Holdings. Icahn Holdings is the sole member of IPH, which is the general partner of Icahn Capital. Icahn Capital is the general partner of each of Icahn Onshore LP and Icahn Offshore. Icahn Onshore is the general partner of Icahn Partners. Icahn Offshore is the general partner of each of Icahn Master, Icahn Master II and Icahn Master III. Each of Barberry and Beckton is 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of the Icahn Parties.

As of 5:00 p.m. Eastern Standard Time on May 11, 2009, the Icahn Parties may be deemed to beneficially own, in the aggregate, 16,075,256 shares of common stock, par value \$.0005 per share, issued by Biogen (the "Shares"), representing approximately 5.57% of the Corporation's outstanding Shares (based upon the 288,541,467 Shares stated to be outstanding as of April 6, 2009 by the Corporation in the Corporation's Proxy Statement filed with the Securities and Exchange Commission on April 27, 2009).

High River has sole voting power and sole dispositive power with regard to 3,215,051 Shares. Each of Hopper, Barberry and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Partners has sole voting power and sole dispositive power with regard to 4,532,847 Shares. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Master has sole voting power and sole dispositive power with regard to 5,888,807 Shares. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Master II has sole voting power and sole dispositive power with regard to 1,761,077 Shares. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Master III has sole voting power and sole dispositive power with regard to 677,474 Shares. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares.

Each of Hopper, Barberry and Mr. Icahn, by virtue of their relationships to High River, are deemed to beneficially own the Shares which High River directly beneficially owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to Icahn Partners, are deemed to beneficially own the Shares which Icahn Partners directly beneficially owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to Icahn Master, Icahn Master II and Icahn Master III, are deemed to beneficially own the Shares which Icahn Master, Icahn Master II and Icahn Master III directly beneficially own.