

Edgar Filing: BIOGEN IDEC INC. - Form SC 13D/A

BIOGEN IDEC INC.  
Form SC 13D/A  
February 06, 2009

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No.1)\*

Biogen Idec Inc.  
(Name of Issuer)

Common Stock, Par Value \$0.0005  
(Title of Class of Securities)

09062X103  
(CUSIP Number)

Marc Weitzen, Esq.  
Icahn Capital LP  
767 Fifth Avenue, 47th Floor  
New York, New York 10153  
(212) 702-4388  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

February 5, 2009  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Section 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box / /.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 09062X103

1 NAME OF REPORTING PERSON  
High River Limited Partnership

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- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS  
WC
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) / /
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
- 7 SOLE VOTING POWER  
3,215,051
- 8 SHARED VOTING POWER  
0
- 9 SOLE DISPOSITIVE POWER  
3,215,051
- 10 SHARED DISPOSITIVE POWER  
0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,215,051
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.10%
- 14 TYPE OF REPORTING PERSON  
PN

SCHEDULE 13D

CUSIP No. 09062X103

- 1 NAME OF REPORTING PERSON  
Hopper Investments LLC
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) / /

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

3,215,051

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

3,215,051

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,215,051

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.10%

14 TYPE OF REPORTING PERSON

OO

SCHEDULE 13D

CUSIP No. 09062X103

1 NAME OF REPORTING PERSON

Barberry Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) / /

(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

3,215,051

9 SOLE DISPOSITIVE POWER

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0

- 10 SHARED DISPOSITIVE POWER  
3,215,051
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,215,051
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.10%
- 14 TYPE OF REPORTING PERSON  
CO

SCHEDULE 13D

CUSIP No. 09062X103

- 1 NAME OF REPORTING PERSON  
Icahn Partners Master Fund LP
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS  
WC
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) / /
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 7 SOLE VOTING POWER  
5,888,807
- 8 SHARED VOTING POWER  
0
- 9 SOLE DISPOSITIVE POWER  
5,888,807
- 10 SHARED DISPOSITIVE POWER  
0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,888,807
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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2.02%

14 TYPE OF REPORTING PERSON  
PN

SCHEDULE 13D

CUSIP No. 09062X103

1 NAME OF REPORTING PERSON  
Icahn Partners Master Fund II LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
1,761,077

8 SHARED VOTING POWER  
0

9 SOLE DISPOSITIVE POWER  
1,761,077

10 SHARED DISPOSITIVE POWER  
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,761,077

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.60%

14 TYPE OF REPORTING PERSON  
PN

SCHEDULE 13D

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CUSIP No. 09062X103

- 1 NAME OF REPORTING PERSON  
Icahn Partners Master Fund III LP
  - 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /
  - 3 SEC USE ONLY
  - 4 SOURCE OF FUNDS  
WC
  - 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) / /
  - 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
- 7 SOLE VOTING POWER  
677,474
  - 8 SHARED VOTING POWER  
0
  - 9 SOLE DISPOSITIVE POWER  
677,474
  - 10 SHARED DISPOSITIVE POWER  
0
  - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
677,474
  - 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
  - 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.23%
  - 14 TYPE OF REPORTING PERSON  
PN

SCHEDULE 13D

CUSIP No. 09062X103

- 1 NAME OF REPORTING PERSON  
Icahn Offshore LP
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /
- 3 SEC USE ONLY

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- 4 SOURCE OF FUNDS
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) / /
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
- 7 SOLE VOTING POWER  
0
- 8 SHARED VOTING POWER  
8,327,358
- 9 SOLE DISPOSITIVE POWER  
0
- 10 SHARED DISPOSITIVE POWER  
8,327,358
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
8,327,358
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.85%
- 14 TYPE OF REPORTING PERSON  
PN

SCHEDULE 13D

CUSIP No. 09062X103

- 1 NAME OF REPORTING PERSON  
Icahn Partners LP
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS  
WC
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) / /
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
- 7 SOLE VOTING POWER

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4,532,847

8 SHARED VOTING POWER  
0

9 SOLE DISPOSITIVE POWER  
4,532,847

10 SHARED DISPOSITIVE POWER  
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
4,532,847

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.55%

14 TYPE OF REPORTING PERSON  
PN

SCHEDULE 13D

CUSIP No. 09062X103

1 NAME OF REPORTING PERSON  
Icahn Onshore LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
4,532,847

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
4,532,847

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON



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4,532,847

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.55%

14 TYPE OF REPORTING PERSON  
PN

SCHEDULE 13D

CUSIP No. 09062X103

1 NAME OF REPORTING PERSON  
Icahn Capital LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
11,542,409

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
11,542,409

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
11,542,409

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.96%

14 TYPE OF REPORTING PERSON  
PN

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SCHEDULE 13D

CUSIP No. 09062X103

- 1 NAME OF REPORTING PERSON  
IPH GP LLC
  - 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /
  - 3 SEC USE ONLY
  - 4 SOURCE OF FUNDS  
WC
  - 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) / /
  - 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
- 7 SOLE VOTING POWER  
0
  - 8 SHARED VOTING POWER  
11,542,409
  - 9 SOLE DISPOSITIVE POWER  
0
  - 10 SHARED DISPOSITIVE POWER  
11,542,409
  - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
11,542,409
  - 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
  - 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.96%
  - 14 TYPE OF REPORTING PERSON  
OO

SCHEDULE 13D

CUSIP No. 09062X103

- 1 NAME OF REPORTING PERSON  
Icahn Enterprises Holdings L.P.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
11,542,409

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
11,542,409

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
11,542,409

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.96%

14 TYPE OF REPORTING PERSON  
PN

SCHEDULE 13D

CUSIP No. 09062X103

1 NAME OF REPORTING PERSON  
Icahn Enterprises G.P. Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) / /

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

11,542,409

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

11,542,409

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,542,409

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.96%

14 TYPE OF REPORTING PERSON

CO

SCHEDULE 13D

CUSIP No. 09062X103

1 NAME OF REPORTING PERSON

Beckton Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) / /

(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

11,542,409

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9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
11,542,409

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
11,542,409

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.96%

14 TYPE OF REPORTING PERSON  
CO

SCHEDULE 13D

CUSIP No. 09062X103

1 NAME OF REPORTING PERSON  
Carl C. Icahn

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
16,075,256

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
16,075,256

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
16,075,256

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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5.51%

14 TYPE OF REPORTING PERSON  
IN

### SCHEDULE 13D

#### Item 1. Security and Issuer

The Schedule 13D filed with the Securities and Exchange Commission on August 11, 2008 by the Reporting Persons (the "Initial 13D") with respect to the shares of Common Stock, par value \$0.0005 (the "Shares"), issued by Biogen Idec Inc. (the "Issuer") is hereby amended to furnish the additional information set forth herein. All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Initial 13D.

#### Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended by replacing it in its entirety with the following:

The Reporting Persons hold, in the aggregate, 16,075,256 Shares. The aggregate purchase price of the Shares currently owned by the Reporting Persons collectively was \$811,009,311 (including commissions). The source of funding for the purchase of these Shares was the general working capital of the respective purchasers. The Shares are held by the Reporting Persons in margin accounts together with other securities. Such margin accounts may from time to time have debit balances. Part of the purchase price of the Shares purchased by the Reporting Persons was obtained through margin borrowing. The Shares purchased by the Reporting Persons are maintained in margin accounts that include positions in securities in addition to Shares.

#### Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended by the addition of the following:

On February 5 and 6, 2009, entities affiliated with Mr. Icahn delivered the "Stockholders' Notice of Nomination of Persons for Election as Directors and Other Proposed Business at the 2009 Annual Meeting of Stockholders of Biogen Idec Inc." (the "Notice"), a copy of which is attached hereto as Exhibit I. Such Notice states the intention of High River, Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III: (i) to seek to nominate Dr. Alexander J. Denner, Dr. Richard C. Mulligan, Dr. Thomas F. Deuel and Dr. David Sidransky for election to the Board of Directors of the Issuer at the 2009 annual meeting of stockholders; (ii) to propose a resolution to the stockholders of the Issuer whereby the stockholders request that the Board of Directors of the Issuer promptly initiate and complete the necessary and appropriate process so that the stockholders of the Issuer can choose whether to change the Issuer's jurisdiction of incorporation from Delaware to North Dakota and to become subject to the North Dakota Publicly Traded Corporations Act; and (iii) to propose certain amendments to the Issuer's Second Amended and Restated Bylaws that would limit the size of the Board of Directors to thirteen.

SECURITY HOLDERS ARE ADVISED TO READ THE PROXY STATEMENT AND OTHER DOCUMENTS RELATED TO THE SOLICITATION OF PROXIES BY CARL C. ICAHN, DR. ALEXANDER J. DENNER, DR. THOMAS F. DEUEL, DR. RICHARD C. MULLIGAN, DR.

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DAVID SIDRANSKY, HIGH RIVER LIMITED PARTNERSHIP, HOPPER INVESTMENTS LLC, BARBERRY CORP., ICAHN PARTNERS LP, ICAHN PARTNERS MASTER FUND LP, ICAHN PARTNERS MASTER FUND II LP, ICAHN PARTNERS MASTER FUND III LP, ICAHN ENTERPRISES G.P. INC., ICAHN ENTERPRISES HOLDINGS L.P., IPH GP LLC, ICAHN CAPITAL L.P., ICAHN ONSHORE LP, ICAHN OFFSHORE LP, BECKTON CORP., 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 THIS PROXY SOLICITATION IS CONTAINED IN SCHEDULE 14A FILED BY MR. ICAHN AND CERTAIN OF HIS AFFILIATES WITH THE SECURITIES AND EXCHANGE COMMISSION ON FEBRUARY 6, 2009, WHICH DOCUMENT IS AVAILABLE AT NO CHARGE AT THE SECURITIES AND EXCHANGE COMMISSION'S WEBSITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov).

### Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended by replacing it in its entirety with the following:

(a) The Reporting Persons may be deemed to beneficially own, in the aggregate, 16,075,256 Shares, representing approximately 5.51% of the Issuer's outstanding Shares (based upon the 291,752,825 Shares stated to be outstanding as of October 16, 2008 by the Issuer in the Issuer's Form 10-Q filed with the Securities and Exchange Commission for the quarterly period ended September 30, 2008).

(b) High River has sole voting power and sole dispositive power with regard to 3,215,051 Shares. Each of Hopper, Barberry and Carl C. 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. 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.

Each of Hopper, Barberry and Mr. Icahn, by virtue of their relationships to High River (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which High River directly beneficially owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to each of Icahn Master, Icahn Master II and Icahn Master III (as disclosed in Item 2), may be deemed to indirectly

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beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which each of Icahn Master, Icahn Master II and Icahn Master III directly beneficially owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes. 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 (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners directly beneficially owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes.

(c) The following table sets forth all transactions with respect to Shares effected during the past sixty (60) days by any of the Reporting Persons. Except as otherwise noted below, all such transactions were purchases of Shares effected in the open market, and the table includes commissions paid in per share prices.

Name of Reporting Person	Date of Transaction	No. of Shares Purchased	Purchase Price Per Share (U.S.\$)
High River	December 2, 2008	54,300	40.70
High River	December 3, 2008	62,133	41.66
High River	December 4, 2008	131,153	41.71
High River	December 5, 2008	30,204	41.21
Icahn Master	December 2, 2008	217,200	40.70
Icahn Master	December 3, 2008	244,430	41.66
Icahn Master	December 4, 2008	310,807	41.71
Icahn Master	December 5, 2008	55,323	41.21
Icahn Master II	December 4, 2008	85,212	41.71
Icahn Master II	December 5, 2008	16,545	41.21
Icahn Master III	December 3, 2008	4,103	41.66
Icahn Master III	December 4, 2008	35,757	41.71
Icahn Master III	December 5, 2008	6,364	41.21
Icahn Partners	December 4, 2008	92,838	41.71
Icahn Partners	December 5, 2008	42,583	41.21

Item 7. Materials to Be Filed as Exhibits.

Item 7 is hereby amended by the addition of the following:

Exhibit 1. Stockholders' Notice of Nomination of Persons for Election as Directors and Other Proposed Business at the 2009 Annual Meeting of Stockholders of Biogen Idec Inc.



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SIGNATURE

After reasonable inquiry and to the best of each of the undersigned knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 6, 2009

HIGH RIVER LIMITED PARTNERSHIP

By: Hopper Investments LLC, general partner

By: /s/ Edward E. Mattner  
-----

Name: Edward E. Mattner  
Title: Authorized Signatory

HOPPER INVESTMENTS LLC

By: /s/ Edward E. Mattner  
-----

Name: Edward E. Mattner  
Title: Authorized Signatory

BARBERRY CORP.

By: /s/ Edward E. Mattner  
-----

Name: Edward Mattner  
Title: Authorized Signatory

ICAHN PARTNERS MASTER FUND LP

By: /s/ Edward E. Mattner  
-----

Name: Edward E. Mattner  
Title: Authorized Signatory

ICAHN PARTNERS MASTER FUND II LP

By: /s/ Edward E. Mattner  
-----

Name: Edward E. Mattner  
Title: Authorized Signatory

ICAHN PARTNERS MASTER FUND III LP

By: /s/ Edward E. Mattner  
-----

Name: Edward E. Mattner  
Title: Authorized Signatory

ICAHN OFFSHORE LP

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By: /s/ Edward E. Mattner  
-----  
Name: Edward E. Mattner  
Title: Authorized Signatory

ICAHN PARTNERS LP

By: /s/ Edward E. Mattner  
-----  
Name: Edward E. Mattner  
Title: Authorized Signatory

ICAHN ONSHORE LP

By: /s/ Edward E. Mattner  
-----  
Name: Edward E. Mattner  
Title: Authorized Signatory

ICAHN CAPITAL LP

By: IPH GP LLC, its general partner  
By: Icahn Enterprises Holdings L.P., its sole member  
By: Icahn Enterprises G.P. Inc., its general partner

By: /s/ Dominick Ragone  
-----  
Name: Dominick Ragone  
Title: Chief Financial Officer

IPH GP LLC

By: Icahn Enterprises Holdings L.P., its sole member  
By: Icahn Enterprises G.P. Inc., its general partner

By: /s/ Dominick Ragone  
-----  
Name: Dominick Ragone  
Title: Chief Financial Officer

ICAHN ENTERPRISES HOLDINGS L.P.

By: Icahn Enterprises G.P. Inc., its general partner

By: /s/ Dominick Ragone  
-----  
Name: Dominick Ragone  
Title: Chief Financial Officer

ICAHN ENTERPRISES G.P. INC.

By: /s/ Dominick Ragone  
-----  
Name: Dominick Ragone  
Title: Chief Financial Officer

BECKTON CORP.

By: /s/ Edward E. Mattner  
-----  
Name: Edward E. Mattner

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Title: Authorized Signatory

/s/ Carl C. Icahn

-----  
CARL C. ICAHN

[Signature Page of Schedule 13D, Amendment No. 1 - Biogen Idec Inc.]

EXHIBIT I

ICAHN PARTNERS LP  
ICAHN PARTNERS MASTER FUND LP  
ICAHN PARTNERS MASTER FUND II LP  
ICAHN PARTNERS MASTER FUND III LP  
HIGH RIVER LIMITED PARTNERSHIP  
c/o Icahn Capital Management LP  
767 Fifth Avenue, 47th Floor  
New York, NY 10153

February 5, 2009

Via Federal Express, United Parcel Service,  
Hand Delivery, Email and Facsimile

-----  
Biogen Idec Inc.  
14 Cambridge Center  
Cambridge, Massachusetts 02142  
Attention: James C. Mullen, President and Chief Executive Officer  
Susan H. Alexander, General Counsel and Secretary

Re: Stockholders' Notice (this "Notice") of Nomination of Persons for Election  
as Directors and Other Proposed Business at the 2009 Annual Meeting of  
Stockholders of Biogen Idec Inc. (the "Corporation")

-----  
Ladies and Gentlemen:

Icahn Partners LP, a Delaware limited partnership ("Icahn Partners"), Icahn Partners Master Fund LP, a Cayman Islands exempted limited partnership ("Icahn Master"), Icahn Partners Master Fund II LP, a Cayman Islands exempted limited partnership ("Icahn Master II"), Icahn Partners Master Fund III LP, a Cayman Islands exempted limited partnership ("Icahn Master III") and High River Limited Partnership, a Delaware limited partnership ("High River", and together with Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III, the "Record Holders" and each of them a "Record Holder") hereby submit this notice (this "Notice") on the date hereof pursuant to the requirements (the "Bylaw Requirements") of the Second Amended and Restated Bylaws of the Corporation, adopted as of October 13, 2008 (the "Bylaws") of their intent (i) to nominate the Slate (as defined below) for election as directors of the Corporation at the 2009 annual meeting of stockholders of the Corporation (the "Annual Meeting"), or a special meeting of stockholders of the Corporation called for a similar purpose, and as a separate matter, (ii) to propose at the Annual Meeting, or a special meeting of stockholders of the Corporation called for a similar purpose

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a resolution to the stockholders of the Corporation whereby the stockholders request that the Board of Directors of the Corporation promptly initiate and complete the necessary and appropriate process so that the stockholders of the Corporation can choose whether to change the Corporation's jurisdiction of incorporation from Delaware to North Dakota (the "Reincorporation Proposal") and to become subject to the North Dakota Publicly Traded Corporations Act (the "North Dakota Act") and (iii) to propose certain amendments to the Corporation's Bylaws. This Notice is submitted by the Record Holders and on behalf of the Beneficial Owners (as defined in Annex A).

The address of Icahn Partners is 767 Fifth Avenue, 47th Floor, New York, NY 10153. The address of Icahn Master is c/o Walkers SPV Limited, P.O. Box 908GT, 87 Mary Street, George Town, Grand Cayman, Cayman Islands. The address of Icahn Master II is c/o Walkers SPV Limited, Walker House, 87 Mary Street, George Town, Grand Cayman KY1-9002, Cayman Islands. The address of Icahn Master III is c/o Walkers SPV Limited, Walker House, 87 Mary Street, George Town, Grand Cayman KY1-9002, Cayman Islands.(1) The address of High River is 767 Fifth Avenue, 47th Floor, New York, NY 10153. Each of Icahn Master, Icahn Master II, Icahn Master III, Icahn Partners and High River is primarily engaged in the business of investing in securities.

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(1) Please note that the following address is set forth on the stock certificate of each of Icahn Partners, Icahn Master, Icahn Master II, Icahn Master III and High River as its record address on the books of the Corporation: c/o Icahn Associates Corp., 767 Fifth Avenue, 47th Floor, New York, New York 10153.

As of the close of business on February 5, 2009 (i) each of the Record Holders represents that it is the holder of record of 1000 shares of Common Stock, par value \$0.0005 per share, of the Corporation (the "Shares"); (ii) Icahn Partners represents that it is the direct beneficial owner of 4,532,847 Shares (including the 1000 Shares of which Icahn Partners is the stockholder of record); (iii) Icahn Master represents that it is the direct beneficial owner of 5,888,807 Shares (including the 1000 Shares of which Icahn Master is the stockholder of record); (iv) Icahn Master II represents that it is the direct beneficial owner of 1,761,077 Shares (including the 1000 Shares of which Icahn Master II is the stockholder of record); (v) Icahn Master III represents that it is the direct beneficial owner of 677,474 Shares (including the 1000 Shares of which Icahn Master III is the stockholder of record); and (vi) High River represents that it is the direct beneficial owner of 3,215,051 Shares (including the 1000 Shares of which High River is the stockholder of record), in each case as further described in Annex A. Carl C. Icahn by virtue of his relationship to Icahn Partners, Icahn Master, Icahn Master II, Icahn Master III and High River is deemed to beneficially own (as that term is defined in Rule 13d-3 of the Securities Act of 1933, as amended) the Shares which Icahn Partners, Icahn Master, Icahn Master II, Icahn Master III and High River directly beneficially own, as further described in Annex A.

Each of the Record Holders and the Beneficial Owners hereby represents that each Record Holder and Beneficial Owner will notify the Corporation in writing of the class, series and number of such Shares owned beneficially and of record as of the record date for the Annual Meeting (the "Record Date") promptly following the later of the Record Date or the date notice of the Record Date is first publicly disclosed, however, such representation is not an admission by any Record Holder, Nominee or Beneficial Owner or any of their respective affiliates of the legality thereof or that such notification is required.

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Other than as disclosed in Annex A, each of the Record Holders and Beneficial Owners hereby represents that it does not own any Derivative Instruments (as defined in the Bylaws) or any other direct or indirect opportunity to profit or share in any profit derived from any increase or decrease in the value of the Shares. Each of the Record Holders and the Beneficial Owners hereby represents that each Record Holder and Beneficial Owner will notify the Corporation in writing of any such Derivative Instrument in effect as of the Record Date promptly following the later of the Record Date or the date notice of the Record Date is first publicly disclosed, however, such representation is not an admission by any Record Holder, Nominee or Beneficial Owner or any of their respective affiliates of the legality thereof or that such notification is required.

Each Record Holder hereby represents that it intends to appear in person or by proxy at the Annual Meeting to nominate for election as class III directors of the Corporation the following persons (each, a "Nominee" and collectively, the "Slate"):

Dr. Alexander J. Denner  
Dr. Richard C. Mulligan  
Dr. Thomas F. Deuel  
Dr. David Sidransky

As a separate matter, each Record Holder hereby represents that it intends to appear in person or by proxy at the Annual Meeting to propose a resolution to the stockholders of the Corporation whereby the stockholders request that the Board of Directors of the Corporation promptly initiate and complete the necessary and appropriate process so that the stockholders of the Corporation can choose whether to change the Corporation's jurisdiction of incorporation from Delaware to North Dakota and to become subject to the North Dakota Act.

The Reincorporation Proposal is a proper matter for stockholder action under the General Corporation Law of Delaware. The Record Holders believe that it is in the best interests of the Corporation's stockholders to change the Corporation's jurisdiction of incorporation from Delaware to North Dakota and for the Corporation to become subject to the North Dakota Act. The Record Holders believe that North Dakota is the most stockholder-friendly jurisdiction in the United States and that being incorporated there and subject to the North Dakota Act would give the stockholders considerably more protection against management entrenchment and would make it easier for third parties to successfully bid for the Corporation. Although there can be no assurances, this could enable stockholders, in some cases, to achieve a premium over market for their shares.

The proposal states:

"RESOLVED, that the stockholders of the Corporation hereby request the Board of Directors of the Corporation to take all action as is necessary and appropriate to properly initiate and complete the process to change the Corporation's jurisdiction of incorporation from Delaware to North Dakota and to become subject to the North Dakota Publicly Traded Corporations Act."

As a separate matter, in order to restrict the ability of the Board of Directors to increase the size of the Board, each Record Holder hereby represents that it intends to appear in person or by proxy at the Annual Meeting to propose certain amendments to the Bylaws (the "Bylaw Amendments") that would fix the number of directors at thirteen (13).

The Bylaw Amendments are a proper matter for stockholder action under the General Corporation Law of Delaware. The Record Holders believe that it is in the best interests of the Corporation's stockholders to limit the size of the

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Board of Directors to thirteen (13) directors. The Bylaws currently allow the Board of Directors to increase the size of the board at any time in their discretion. Furthermore, vacancies resulting from such increases may only be filled by the Board of Directors. The Record Holders believe that the shareholders of the Corporation should know with certainty the size of the Board.

The proposal states:

"RESOLVED, that the Bylaws be and hereby are amended as follows:

- o To replace the first sentence of Section 3.1 in its entirety with the following sentence:

"The number of directors that shall constitute the entire Board shall be thirteen (13)."

- o To delete the first sentence of Section 3.2 in its entirety.
- o To delete the words "and newly created directorships resulting from any increase in the authorized number of directors", appearing in the second sentence of Section 3.2 in their entirety."

In this Notice: (i) certain information relating to the Record Holders and Beneficial Owners is set forth in the body of this Notice (including the footnotes hereto) and Annex A; (ii) certain information relating to each Nominee is set forth in the body of this Notice and Annex B; (iii) the written consent of each Nominee to being named in the proxy statement as a nominee and to serving as a director of the Corporation if elected is attached as Annex C; and (iv) each Nominee has executed a copy of the Director Nominee Representation and Agreement attached as Annex D. Each Nominee is also party to a nominee agreement with the Record Holders substantially in the form attached hereto as Annex E, pursuant to which the Record Holders have agreed to pay certain fees to each Nominee (other than Dr. Denner) and to indemnify each Nominee with respect to certain costs incurred by each Nominee in connection with the proxy contest relating to the Annual Meeting (the "Nominee Agreement"). In connection with the Record Holders proxy contest against the Corporation in 2008, Dr. Mulligan also entered into a nominee agreement substantially in the form attached hereto as Annex E and was paid certain fees by the Record Holders in 2008 in connection with his nomination to the board of directors of the Corporation.

Each Nominee, Record Holder and Beneficial Owner has an interest in the election of directors at the Annual Meeting: (i) directly and/or indirectly through the beneficial ownership (if any) of Shares, as described on the applicable attachment to Annex A and (ii) pursuant to the Nominee Agreement, if applicable, relating to such Nominee and each Record Holder.

Other than as disclosed in this Notice, none of the Record Holders, the Beneficial Owners, nor any of their respective affiliates or associates, nor any others acting in concert with any of the foregoing have any agreement, arrangement or understanding with respect to the nomination of the Nominees, the Reincorporation Proposal or the Bylaw Amendments. Each Record Holder and Beneficial Owner hereby represents that it will notify the Corporation in writing of any such agreements, arrangements or understandings in effect as of the Record Date promptly following the later of the Record Date or the date notice of the Record Date is first publicly disclosed.

With respect to each Nominee, other than as disclosed in this Notice, (i) such Nominee is not, nor was within the past year, a party to any contract, arrangement or understanding with any person with respect to any securities of the Corporation, including, but not limited to, joint ventures, loan or option

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arrangements, puts or calls, guarantees against loss or guarantees of profit, division of losses or profits, or the giving or withholding of proxies; and (ii) neither such Nominee nor any of such Nominee's associates have any arrangement or understanding with any person with respect to (A) any future employment by the Corporation or its affiliates or (B) any future transactions to which the Corporation or any of its affiliates will or may be a party.

With respect to each Record Holder and Beneficial Owner, other than as disclosed in this Notice, (i) neither such Record Holder nor such Beneficial Owner is, nor was, within the past year, a party to any contract, arrangement or understanding with any person with respect to any securities of the Corporation, including, but not limited to, joint ventures, loan or option arrangements, puts or calls, guarantees against loss or guarantees of profit, division of losses or profits, or the giving or withholding of proxies; and (ii) neither such Record Holder, Beneficial Owner nor any of their respective associates have any arrangement or understanding with any person with respect to (A) any future employment by the Corporation or its affiliates or (B) any future transactions to which the Corporation or any of its affiliates will or may be a party.

With respect to each Nominee, such Nominee is independent under the independence standards applicable to the Corporation under paragraph (a)(1) of Item 407 of Regulation S-K.

In response to the Bylaw Requirements, the legality of which neither the Record Holders nor the Beneficial Owners concede, the Record Holders and the Beneficial Owners state their intention to deliver a proxy statement and form of proxy to holders of at least the percentage of the Corporation's outstanding capital stock required to approve or adopt the Reincorporation Proposal and the Bylaw Amendments, and a sufficient number of the holders of the Corporation's outstanding capital stock to elect the Slate. Each Record Holder hereby represents that it intends to solicit proxies in support of the approval or adoption of the Reincorporation Proposal, the Bylaw Amendments and the nomination of the Slate.

In consideration of providing certain investment advisory, administrative and back office services to the Record Holders, Icahn Onshore LP, the general partner of Icahn Partners and Icahn Offshore LP, the general partner of Icahn Master, Icahn Master II and Icahn Master III, (together, the "General Partners"), receive from the Record Holders on an annual basis (i) special profit interest allocations generally equal to 2.5% of the balance in each of the Record Holders' capital accounts attributable to fee-paying investors and (ii) incentive allocations generally equal to 25% of the net profits generated by fee-paying investors of the Record Holders. Therefore, the amounts received by the General Partners will be affected by the combination of fee-paying assets under management and the investment performance of the Record Holders (including any increase or decrease in the value of shares of the Corporation). The General Partners are owned by Icahn Capital LP, which is a subsidiary of Icahn Enterprises L.P., a New York Stock Exchange listed master limited partnership ("Icahn Enterprises"). Carl C. Icahn is the indirect owner of the general partner of Icahn Enterprises and the indirect holder of approximately 91.2% of the outstanding depositary units representing limited partnership interests in Icahn Enterprises and approximately 86.5% of the preferred units in Icahn Enterprises.

The Annexes and all attachments thereto are hereby incorporated into and made a part of this Notice. Accordingly, all matters disclosed in any part of this Notice, including the Annexes and all attachments thereto should be deemed disclosed for all purposes of this Notice. All upper case terms appearing in the Annexes and all attachments thereto that are not defined in such Annexes and attachments shall have the meanings given in the body of this Notice or the Annexes, as applicable.

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Information is set forth herein as of the close of business on February 5, 2009. Neither the delivery of this Notice nor any delivery by any Record Holder, Beneficial Owner, or Nominee of additional information to the Corporation from and after the date hereof shall be deemed to constitute an admission by any Record Holder, Beneficial Owner, Nominee or any of their respective affiliates (if any) that such delivery is required or that each and every item or any item of information is required or as to the legality or enforceability of any notice requirement or any other matter, or a waiver by any Record Holder, Beneficial Owner, Nominee or any of their respective affiliates (if any) of their right to contest or challenge, in any way, the validity or enforceability of any notice requirement or any other matter (including actions taken by the Board of Directors of the Corporation in anticipation of, or following receipt of, this Notice). Furthermore, if the Board of Directors of the Corporation increases the number of directors to be nominated and elected at the Annual Meeting, the Record Holders reserve the right to add additional director nominees in respect of each such additional directorship. In the event any statement or other information in this Notice is not correct, or to the extent any applicable information has been omitted from this Notice, the Record Holders, Beneficial Owners and Nominees reserve the right to correct and/or supplement any such statement or other information set forth in this Notice.

The Record Holders have filed a Schedule 13D under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), with the Securities and Exchange Commission (the "SEC") relating to the Corporation (the "Filing"). The Filing, all attachments and any amendments thereto and all future amendments thereto, are hereby incorporated into and made a part of this Notice (but only to the extent that the information disclosed therein constitutes information regarding the Record Holders, Beneficial Owners or Nominees that is required to be set forth in this Notice pursuant to the Bylaw Requirements). Accordingly, all such matters disclosed in any part of the Filing, including all attachments thereto, should be deemed disclosed for all purposes of this Notice. The Filing, a copy of which was previously delivered to the Corporation pursuant to Rule 13d-7 under the Exchange Act, is available at no charge at the SEC's website at <http://www.sec.gov>. If the Corporation requests additional copies of the Filing, the Record Holders will provide them and original signed Director Nominee Representations and Agreements and nominee consents shall be provided upon written request by the Corporation.

[Signature page follows]

Very truly yours,

ICAHN PARTNERS LP

By: \_\_\_\_\_  
Name: Edward E. Mattner  
Title: Authorized Signatory

ICAHN PARTNERS MASTER FUND LP

By: \_\_\_\_\_  
Name: Edward E. Mattner  
Title: Authorized Signatory



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ICAHN PARTNERS MASTER FUND II LP

By: \_\_\_\_\_  
Name: Edward E. Mattner  
Title: Authorized Signatory

ICAHN PARTNERS MASTER FUND III LP

By: \_\_\_\_\_  
Name: Edward E. Mattner  
Title: Authorized Signatory

HIGH RIVER LIMITED PARTNERSHIP

By: Hopper Investments LLC, its general partner

By: Barberry Corp., its sole member

By: \_\_\_\_\_  
Name: Edward E. Mattner  
Title: Authorized Signatory

[Signature page to Stockholders' Notice of Intent to Nominate Persons  
for Election as Directors and Other Proposed Business at the  
2009 Annual Meeting of Stockholders of Biogen Idec, Inc.]

ANNEX A

Certain Information About Beneficial Ownership

Name: Carl C. Icahn  
Age: 72  
Business Address: Icahn Capital LP, 767 Fifth Avenue, 47th Floor  
New York, NY 10153  
Residence Address: 15 West 53rd Street, Penthouse B&C  
New York, NY 10019  
Principal Occupation or Employment: See below  
Citizenship: United States of America

Mr. Icahn has an interest in the election of directors at the Annual Meeting indirectly through the beneficial ownership of securities, as described below.

Carl C. Icahn has served as chairman of the board and a director of Starfire Holding Corporation ("Starfire"), a privately-held holding company, and chairman of the board and a director of various subsidiaries of Starfire, since 1984. Since August 2007, through his position as Chief Executive Officer of Icahn

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Capital LP, a wholly-owned subsidiary of Icahn Enterprises L.P. ("Icahn Enterprises"), and certain related entities, Mr. Icahn's principal occupation is managing private investment funds, including Icahn Partners LP, Icahn Partners Master Fund LP, Icahn Partners Master Fund II LP, and Icahn Partners Master Fund III LP. From November 2004 to August 2007, Mr. Icahn conducted this occupation through his entities CCI Onshore Corp. and CCI Offshore Corp. Since November 1990, Mr. Icahn has been chairman of the board of Icahn Enterprises G.P. Inc., the general partner of Icahn Enterprises. Icahn Enterprises is a diversified holding company engaged in a variety of businesses, including investment management, metals, real estate, and home fashion. Mr. Icahn was chairman of the board and president of Icahn & Co., Inc., a registered broker-dealer and a member of the National Association of Securities Dealers, from 1968 to 2005. Mr. Icahn has served as chairman of the board and as a director of American Railcar Industries, Inc., a company that is primarily engaged in the business of manufacturing covered hopper and tank railcars, since 1994. From October 1998 through May 2004, Mr. Icahn was the president and a director of Stratosphere Corporation, the owner and operator of the Stratosphere Hotel and Casino in Las Vegas, which, until February 2008, was a subsidiary of Icahn Enterprises. From September 2000 to February 2007, Mr. Icahn served as the chairman of the board of GB Holdings, Inc., which owned an interest in Atlantic Coast Holdings, Inc., the owner and operator of The Sands casino in Atlantic City until November 2006. From September 2006 to November 2008, Mr. Icahn was a director of ImClone Systems Incorporated ("ImClone"), a biopharmaceutical company, and from October 2006 to November 2008, he was the chairman of the board of ImClone. Mr. Icahn has been chairman of the board and a director of XO Holdings, Inc., a telecommunications services provider, since February 2006, and of its predecessor from January 2003 to February 2006. Mr. Icahn has served as a director of Cadus Corporation, a company engaged in the ownership and licensing of yeast-based drug discovery technologies since July 1993. In May 2005, Mr. Icahn became a director of Blockbuster Inc., a provider of in-home movie rental and game entertainment. In October 2005, Mr. Icahn became a director of WestPoint International, Inc., a manufacturer of bed and bath home fashion products. In August 2007, Mr. Icahn became a director of WCI Communities, Inc. ("WCI"), a homebuilding company, and since September 2007, has been the chairman of the board of WCI. In December 2007, Mr. Icahn became a director of Federal-Mogul Corporation ("Federal-Mogul"), a supplier of automotive products, and since January 2008, has been the chairman of the board of Federal-Mogul. In April, 2008, Mr. Icahn became a director of Motricity, Inc., a company that provides mobile content services and solutions. In August, 2008, Mr. Icahn became a director of Yahoo! Inc., a company that provides Internet services to users, advertisers, publishers and developers worldwide. Mr. Icahn received his B.A. from Princeton University.

Beneficial Ownership of Securities of the Corporation as of the date of this Notice:

(1) Title of Class Class	(2) Name of Beneficial Owner (2)	(3) Amount of Beneficial Ownership	(4) Percent of Class (3)
Common Stock, par value \$0.0005 per share ("Shares")	High River	3,215,051	1.10%
Shares	Icahn Partners	4,532,847	1.55%
Shares	Icahn Master	5,888,807	2.02%
Shares	Icahn Master II	1,761,077	0.60%
Shares	Icahn Master III	677,474	0.23%

- 
- (2) Please note that each Record Holder listed in this table is, as of the date of this Notice, the direct beneficial owner of the Shares set forth under the heading "(3) Amount of Beneficial Ownership" and that indirect beneficial ownership of Shares is described below in the text of this Annex A under the heading "Description of Beneficial Ownership."
- (3) Please note that percentages of ownership set forth in this column were calculated based on the number of Shares stated to be outstanding as of October 16, 2008 by the Corporation in the Corporation's Form 10-Q filed for the quarterly period ended September 30, 2008.

#### Description of Beneficial Ownership and Beneficial Owners

Barberry Corp., a Delaware corporation ("Barberry"), is the sole member of Hopper Investments LLC, a Delaware limited liability company ("Hopper"), which is the general partner of High River. Beckton Corp., a Delaware corporation ("Beckton") is the sole stockholder of Icahn Enterprises G.P. Inc., a Delaware corporation ("Icahn Enterprises GP"), which is the general partner of Icahn Enterprises Holdings L.P., a Delaware limited partnership ("Icahn Holdings"). Icahn Holdings is the sole member of IPH GP LLC, a Delaware limited liability company ("IPH"), which is the general partner of Icahn Capital L.P., a Delaware limited partnership ("Icahn Capital"). Icahn Capital is the general partner of each of Icahn Onshore LP, a Delaware limited partnership ("Icahn Onshore") and Icahn Offshore LP, a Delaware limited partnership ("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 ("Mr. Icahn," and collectively with Barberry, Hopper, Beckton, Icahn Enterprises GP, Icahn Holdings, IPH, Icahn Capital, Icahn Onshore, Icahn Offshore, the "Beneficial Owners" and each of them a "Beneficial Owner." As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of the Record Holders.

The principal business address of each of (i) Icahn Offshore, Icahn Onshore, Icahn Capital, IPH, Icahn Holdings, Icahn Enterprises GP and Beckton is White Plains Plaza, 445 Hamilton Avenue - Suite 1210, White Plains, NY 10601 and (ii) Mr. Icahn, Barberry and Hopper is c/o Icahn Capital LP, 767 Fifth Avenue, 47th Floor, New York, NY 10153.

Barberry is primarily engaged in the business of serving as the sole member of Hopper and investing in securities. Hopper is primarily engaged in the business of serving as the general partner of High River and investing in securities. Icahn Offshore is primarily engaged in the business of serving as the general partner of each of Icahn Master, Icahn Master II and Icahn Master III. Icahn Onshore is primarily engaged in the business of serving as the general partner of Icahn Partners. Icahn Capital is primarily engaged in the business of serving as the general partner of each of Icahn Offshore and Icahn Onshore. IPH is primarily engaged in the business of serving as the general partner of Icahn Capital. Icahn Holdings is primarily engaged in the business of holding direct or indirect interests in various operating businesses. Icahn Enterprises GP is primarily engaged in the business of serving as the general partner of each of Icahn Enterprises and Icahn Holdings. Beckton is primarily engaged in the business of holding the capital stock of Icahn Enterprises GP.

The Record Holders and Carl C. Icahn may be deemed to beneficially own, in

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the aggregate, 16,075,256 Shares, representing approximately 5.51% of the Corporation's outstanding Shares (based upon the 291,752,825 Shares stated to be outstanding as of October 16, 2008 by the Corporation in the Corporation's Form 10Q filed for the quarterly period ended September 30, 2008).

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 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 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 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 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, may be deemed to indirectly beneficially own the 3,215,051 Shares which High River directly beneficially owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to Icahn Partners, may be deemed to indirectly beneficially own the 4,532,847 Shares which Icahn Partners directly beneficially owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to Icahn Master, Icahn Master II and Icahn Master III, may be deemed to indirectly beneficially own the 8,327,358 Shares which Icahn Master, Icahn Master II and Icahn Master III directly beneficially own.

### Two Year Summary Table:

The following table indicates the date of each purchase and sale of Shares, as well as the exercise of any call options, by Mr. Icahn and his affiliates within the past two years, and the number of shares in each such purchase and sale, or call option exercise.

Name	Date	Shares Purchased/Sold and Call Options Exercised(4)
-----		
HIGH RIVER		
-----		
High River	April 27, 2007	30,000
-----		
High River	April 30, 2007	25,000
-----		
High River	May 1, 2007	19,200
-----		
High River	May 2, 2007	31,300
-----		
High River	May 3, 2007	30,000
-----		

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High River	May 4, 2007	20,000
High River	May 7, 2007	20
High River	May 8, 2007	6,934
High River	May 10, 2007	120,000
High River	May 11, 2007	20,000
High River	May 14, 2007	50,000
High River	May 15, 2007	40,000
High River	May 16, 2007	20,000
High River	May 17, 2007	30,000
High River	May 18, 2007	20,000
High River	May 21, 2007	10,000
High River	May 22, 2007	17,149
High River	May 24, 2007	106,000
High River	May 25, 2007	56,286
High River	May 29, 2007	43,111
High River	August 24, 2007	941,470 (5)
High River	August 24, 2007	943,952 (6)
High River	September 6, 2007	(147,100)
High River	September 7, 2007	(55,240)
High River	September 10, 2007	(2,098)
High River	September 25, 2007	(109,000)
High River	September 26, 2007	(60,530)
High River	October 16, 2007	(64,020)
High River	October 16, 2007	(67,046)
High River	December 13, 2007	500,000
High River	December 13, 2007	59,793
High River	December 18, 2007	(113,660)
High River	December 19, 2007	(107,207)
High River	December 19, 2007	(46,133)
High River	December 20, 2007	(160,000)
High River	December 21, 2007	(124,000)

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High River	December 24, 2007	(108,793)
High River	December 24, 2007	(11,207)
High River	January 24, 2008	33,000
High River	January 25, 2008	390,000
High River	August 1, 2008	180,000
High River	August 1, 2008	541,600
High River	August 4, 2008	100,000
High River	August 5, 2008	4,900
High River	August 6, 2008	39,280
High River	August 7, 2008	50,000
High River	August 8, 2008	7,680
High River	August 11, 2008	620
High River	August 11, 2008	91,000
High River	October 28, 2008	(340,000)
High River	October 29, 2008	(225,000)
High River	December 2, 2008	54,300
High River	December 3, 2008	62,133
High River	December 4, 2008	131,153
High River	December 5, 2008	30,204
ICAHN PARTNERS		
Icahn Partners	April 27, 2007	38,293
Icahn Partners	April 30, 2007	31,911
Icahn Partners	May 1, 2007	24,186
Icahn Partners	May 2, 2007	39,817
Icahn Partners	May 3, 2007	38,165
Icahn Partners	May 4, 2007	25,442
Icahn Partners	May 7, 2007	26
Icahn Partners	May 8, 2007	8,820
Icahn Partners	May 10, 2007	152,654
Icahn Partners	May 11, 2007	25,442
Icahn Partners	May 14, 2007	63,606

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Icahn Partners	May 15, 2007	50,885
Icahn Partners	May 16, 2007	25,443
Icahn Partners	May 17, 2007	38,163
Icahn Partners	May 18, 2007	25,443
Icahn Partners	May 21, 2007	12,721
Icahn Partners	May 22, 2007	21,815
Icahn Partners	May 24, 2007	134,930
Icahn Partners	May 25, 2007	71,611
Icahn Partners	May 29, 2007	54,848
Icahn Partners	August 24, 2007	1,218,780 (7)
Icahn Partners	August 24, 2007	1,214,776 (8)
Icahn Partners	September 7, 2007	(54,463)
Icahn Partners	September 10, 2007	(2,878)
Icahn Partners	September 25, 2007	(149,338)
Icahn Partners	September 26, 2007	(83,068)
Icahn Partners	October 16, 2007	(22,510)
Icahn Partners	December 13, 2007	754,630
Icahn Partners	December 13, 2007	367,948
Icahn Partners	December 18, 2007	(171,544)
Icahn Partners	December 19, 2007	(196,404)
Icahn Partners	December 19, 2007	(35,027)
Icahn Partners	December 20, 2007	(241,481)
Icahn Partners	December 21, 2007	(187,148)
Icahn Partners	December 24, 2007	(181,111)
Icahn Partners	January 24, 2008	34,982
Icahn Partners	January 25, 2008	585,855
Icahn Partners	August 1, 2008	287,915
Icahn Partners	August 1, 2008	1,108,403
Icahn Partners	August 4, 2008	159,953
Icahn Partners	August 5, 2008	7,013
Icahn Partners	August 6, 2008	62,819

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Icahn Partners	August 7, 2008	79,965
Icahn Partners	August 8, 2008	12,282
Icahn Partners	August 11, 2008	992
Icahn Partners	August 11, 2008	145,534
Icahn Partners	October 28, 2008	(866,819)
Icahn Partners	October 29, 2008	(336,851)
Icahn Partners	December 4, 2008	92,838
Icahn Partners	December 5, 2008	42,583
ICAHN MASTER		
Icahn Master	April 27, 2007	55,094
Icahn Master	April 30, 2007	45,911
Icahn Master	May 1, 2007	36,875
Icahn Master	May 2, 2007	58,162
Icahn Master	May 3, 2007	55,738
Icahn Master	May 4, 2007	37,163
Icahn Master	May 7, 2007	38
Icahn Master	May 8, 2007	12,883
Icahn Master	May 10, 2007	222,979
Icahn Master	May 11, 2007	37,163
Icahn Master	May 14, 2007	92,908
Icahn Master	May 15, 2007	74,327
Icahn Master	May 16, 2007	37,163
Icahn Master	May 17, 2007	55,744
Icahn Master	May 18, 2007	37,164
Icahn Master	May 21, 2007	18,581
Icahn Master	May 22, 2007	31,866
Icahn Master	May 24, 2007	196,907
Icahn Master	May 25, 2007	104,585
Icahn Master	May 29, 2007	80,102
Icahn Master	August 24, 2007	1,776,777 (9)
Icahn Master	August 24, 2007	1,747,975 (10)



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Icahn Master	September 6, 2007	(405,705)
Icahn Master	September 7, 2007	(114,462)
Icahn Master	September 10, 2007	(3,789)
Icahn Master	September 25, 2007	(197,537)
Icahn Master	September 26, 2007	(109,329)
Icahn Master	October 16, 2007	(170,708)
Icahn Master	October 16, 2007	(169,108)
Icahn Master	December 13, 2007	862,247
Icahn Master	December 13, 2007	209,093
Icahn Master	December 18, 2007	(196,006)
Icahn Master	December 19, 2007	(13,087)
Icahn Master	December 19, 2007	(251,347)
Icahn Master	December 20, 2007	(275,919)
Icahn Master	December 21, 2007	(213,838)
Icahn Master	December 24, 2007	(121,143)
Icahn Master	December 24, 2007	(80,102)
Icahn Master	December 24, 2007	(5,694)
Icahn Master	January 24, 2008	85,509
Icahn Master	January 25, 2008	677,871
Icahn Master	August 1, 2008	293,286
Icahn Master	August 1, 2008	611,947
Icahn Master	August 4, 2008	162,937
Icahn Master	August 5, 2008	9,307
Icahn Master	August 6, 2008	64,018
Icahn Master	August 7, 2008	81,488
Icahn Master	August 8, 2008	12,518
Icahn Master	August 11, 2008	1,010
Icahn Master	August 11, 2008	148,309
Icahn Master	October 28, 2008	(259,138)
Icahn Master	October 29, 2008	(387,686)
Icahn Master	December 2, 2008	217,200

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Icahn Master	December 3, 2008	244,430
Icahn Master	December 4, 2008	310,807
Icahn Master	December 5, 2008	55,323
ICAHN MASTER II		
Icahn Master II	April 27, 2007	19,109
Icahn Master II	April 30, 2007	15,923
Icahn Master II	May 1, 2007	11,656
Icahn Master II	May 2, 2007	19,693
Icahn Master II	May 3, 2007	18,876
Icahn Master II	May 4, 2007	12,584
Icahn Master II	May 7, 2007	12
Icahn Master II	May 8, 2007	4,363
Icahn Master II	May 10, 2007	75,504
Icahn Master II	May 11, 2007	12,584
Icahn Master II	May 14, 2007	31,461
Icahn Master II	May 15, 2007	25,167
Icahn Master II	May 16, 2007	12,585
Icahn Master II	May 17, 2007	18,876
Icahn Master II	May 18, 2007	12,584
Icahn Master II	May 21, 2007	6,292
Icahn Master II	May 22, 2007	10,790
Icahn Master II	May 24, 2007	66,766
Icahn Master II	May 25, 2007	35,422
Icahn Master II	May 29, 2007	27,131
Icahn Master II	August 24, 2007	566,437 (11)
Icahn Master II	August 24, 2007	583,382 (12)
Icahn Master II	September 6, 2007	(132,473)
Icahn Master II	September 7, 2007	(37,752)
Icahn Master II	September 10, 2007	(1,250)
Icahn Master II	September 25, 2007	(64,548)
Icahn Master II	September 26, 2007	(36,077)

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Icahn Master II	October 16, 2007	(62,115)
Icahn Master II	October 16, 2007	(55,546)
Icahn Master II	December 13, 2007	277,956
Icahn Master II	December 13, 2007	45,129
Icahn Master II	December 18, 2007	(18,055)
Icahn Master II	December 18, 2007	(45,129)
Icahn Master II	December 19, 2007	(85,243)
Icahn Master II	December 20, 2007	(88,947)
Icahn Master II	December 21, 2007	(68,933)
Icahn Master II	December 24, 2007	(16,778)
Icahn Master II	December 24, 2007	(27,131)
Icahn Master II	December 24, 2007	(22,801)
Icahn Master II	January 24, 2008	7,764
Icahn Master II	January 25, 2008	214,839
Icahn Master II	August 1, 2008	100,573
Icahn Master II	August 1, 2008	322,181
Icahn Master II	August 4, 2008	55,873
Icahn Master II	August 5, 2008	2,419
Icahn Master II	August 6, 2008	21,943
Icahn Master II	August 7, 2008	27,932
Icahn Master II	August 8, 2008	4,291
Icahn Master II	August 11, 2008	346
Icahn Master II	August 11, 2008	50,836
Icahn Master II	October 28, 2008	(170,073)
Icahn Master II	October 29, 2008	(127,108)
Icahn Master II	December 4, 2008	85,212
Icahn Master II	December 5, 2008	16,545
ICAHN MASTER III		
Icahn Master III	April 27, 2007	7,504
Icahn Master III	April 30, 2007	6,255
Icahn Master III	May 1, 2007	4,083

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Icahn Master III	May 2, 2007	7,528
Icahn Master III	May 3, 2007	7,221
Icahn Master III	May 4, 2007	4,811
Icahn Master III	May 7, 2007	4
Icahn Master III	May 8, 2007	1,668
Icahn Master III	May 10, 2007	28,863
Icahn Master III	May 11, 2007	4,811
Icahn Master III	May 14, 2007	12,025
Icahn Master III	May 15, 2007	9,621
Icahn Master III	May 16, 2007	4,809
Icahn Master III	May 17, 2007	7,217
Icahn Master III	May 18, 2007	4,809
Icahn Master III	May 21, 2007	2,406
Icahn Master III	May 22, 2007	4,125
Icahn Master III	May 24, 2007	25,397
Icahn Master III	May 25, 2007	13,529
Icahn Master III	May 29, 2007	10,362
Icahn Master III	August 24, 2007	213,810 (13)
Icahn Master III	August 24, 2007	219,750 (14)
Icahn Master III	September 6, 2007	(50,222)
Icahn Master III	September 7, 2007	(14,283)
Icahn Master III	September 10, 2007	(473)
Icahn Master III	September 25, 2007	(24,577)
Icahn Master III	September 26, 2007	(13,647)
Icahn Master III	October 16, 2007	(23,257)
Icahn Master III	October 16, 2007	(21,021)
Icahn Master III	December 13, 2007	105,167
Icahn Master III	December 13, 2007	17,002
Icahn Master III	December 18, 2007	(6,904)
Icahn Master III	December 18, 2007	(17,002)
Icahn Master III	December 19, 2007	(32,252)

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Icahn Master III	December 20, 2007	(33,653)
Icahn Master III	December 21, 2007	(26,081)
Icahn Master III	December 24, 2007	(6,277)
Icahn Master III	December 24, 2007	(10,362)
Icahn Master III	December 24, 2007	(8,601)
Icahn Master III	January 24, 2008	3,745
Icahn Master III	January 25, 2008	81,435
Icahn Master III	August 1, 2008	38,226
Icahn Master III	August 1, 2008	123,869
Icahn Master III	August 4, 2008	21,237
Icahn Master III	August 5, 2008	861
Icahn Master III	August 6, 2008	8,340
Icahn Master III	August 7, 2008	10,615
Icahn Master III	August 8, 2008	1,629
Icahn Master III	August 11, 2008	132
Icahn Master III	August 11, 2008	19,321
Icahn Master III	October 28, 2008	(63,970)
Icahn Master III	October 29, 2008	(48,355)
Icahn Master III	December 3, 2008	4,103
Icahn Master III	December 4, 2008	35,757
Icahn Master III	December 5, 2008	6,364

Shares purchased by each of the Record Holders are maintained in margin accounts that include positions in securities in addition to the Shares. As of February 5, 2009, the indebtedness of the margin account of each of High River, Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III was approximately \$221,517,364, \$15,564,879, \$91,359,838, \$25,510,273, and \$4,687,492, respectively.

(4) Sales of Shares in this column are indicated by the use of a parenthetical.

(5) The Record Holder acquired these Shares upon exercise of call options as described on Attachment I-A to this Annex A.

(6) The Record Holder acquired these Shares upon exercise of call options as described on Attachment I-A to this Annex A.

(7) The Record Holder acquired these Shares upon exercise of call options as described on Attachment I-A to this Annex A.

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- (8) The Record Holder acquired these Shares upon exercise of call options as described on Attachment I-A to this Annex A.
- (9) The Record Holder acquired these Shares upon exercise of call options as described on Attachment I-A to this Annex A.
- (10) The Record Holder acquired these Shares upon exercise of call options as described on Attachment I-A to this Annex A.
- (11) The Record Holder acquired these Shares upon exercise of call options as described on Attachment I-A to this Annex A.
- (12) The Record Holder acquired these Shares upon exercise of call options as described on Attachment I-A to this Annex A.
- (13) The Record Holder acquired these Shares upon exercise of call options as described on Attachment I-A to this Annex A.
- (14) The Record Holder acquired these Shares upon exercise of call options as described on Attachment I-A to this Annex A.

ANNEX A  
Attachment 1-A

American call options purchased by the Record Holders were written by UBS AG and had a \$31.50 strike price, expiration date of November 26, 2008, and provided for physical settlement (unless the Record Holder opted for a cash settlement) are further described in the chart set forth below. On August 24, 2007, the Record Holders exercised all of the call options described in the chart below.

Name	Date	Number of Shares Subject to Option	Option Premium (\$)
-----			
HIGH RIVER			
-----			
High River	May 29, 2007	50,000	872,885.00
-----			
High River	May 31, 2007	85,760	1,772,050.30
-----			
High River	June 1, 2007	74,000	1,532,014.60
-----			
High River	June 4, 2007	40,000	822,144.00
-----			
High River	June 8, 2007	81,151	1,619,295.17
-----			
High River	June 11, 2007	20,000	399,928.00
-----			
High River	June 12, 2007	27,765	543,258.32
-----			
High River	June 13, 2007	54,976	1,088,150.96
-----			
High River	June 14, 2007	40,000	796,540.00
-----			
High River	June 27, 2007	43,600	936,092.00
-----			
High River	June 28, 2007	100,000	2,203,950.00

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High River	June 29, 2007	100,000	2,203,370.00
High River	July 2, 2007	53,100	1,164,259.98
High River	July 9, 2007	25,400	587,283.56
High River	July 10, 2007	11,200	258,709.92
High River	July 16, 2007	50,000	1,197,000.00
High River	July 17, 2007	87,000	2,058,367.80
ICAHN PARTNERS			
Icahn Partners	May 29, 2007	63,614	1,110,554.13
Icahn Partners	May 31, 2007	109,109	2,254,508.36
Icahn Partners	June 1, 2007	97,229	2,012,922.26
Icahn Partners	June 4, 2007	50,954	1,047,288.13
Icahn Partners	June 8, 2007	103,652	2,068,282.37
Icahn Partners	June 11, 2007	25,514	510,188.15
Icahn Partners	June 12, 2007	35,420	693,038.35
Icahn Partners	June 13, 2007	70,134	1,388,176.29
Icahn Partners	June 14, 2007	51,030	1,016,185.91
Icahn Partners	June 27, 2007	55,631	1,194,397.57
Icahn Partners	June 28, 2007	127,574	2,811,667.17
Icahn Partners	June 29, 2007	127,574	2,810,927.24
Icahn Partners	July 2, 2007	64,783	1,420,419.10
Icahn Partners	July 9, 2007	46,401	1,072,856.08
Icahn Partners	July 10, 2007	14,370	331,934.07
Icahn Partners	July 16, 2007	64,157	1,535,918.58
Icahn Partners	July 17, 2007	111,634	2,641,193.46
ICAHN MASTER			
Icahn Master	May 29, 2007	92,903	1,621,872.70
Icahn Master	May 31, 2007	159,347	3,292,571.13
Icahn Master	June 1, 2007	152,205	3,151,084.89
Icahn Master	June 4, 2007	75,113	1,543,842.56
Icahn Master	June 8, 2007	152,235	3,037,712.41
Icahn Master	June 11, 2007	37,492	749,705.03

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Icahn Master	June 12, 2007	52,047	1,018,367.22
Icahn Master	June 13, 2007	103,056	2,039,808.02
Icahn Master	June 14, 2007	74,984	1,493,193.88
Icahn Master	June 27, 2007	81,792	1,756,074.24
Icahn Master	June 28, 2007	187,463	4,131,590.79
Icahn Master	June 29, 2007	187,464	4,130,525.54
Icahn Master	July 2, 2007	110,439	2,421,463.43
Icahn Master	July 9, 2007	32,806	758,520.65
Icahn Master	July 10, 2007	20,966	484,295.73
Icahn Master	July 16, 2007	93,601	2,240,807.94
Icahn Master	July 17, 2007	162,864	3,853,264.52
ICAHN MASTER II			
Icahn Master II	May 29, 2007	31,465	549,306.53
Icahn Master II	May 31, 2007	53,972	1,115,218.04
Icahn Master II	June 1, 2007	34,144	706,879.82
Icahn Master II	June 4, 2007	24,577	505,145.83
Icahn Master II	June 8, 2007	49,762	992,955.92
Icahn Master II	June 11, 2007	12,308	246,115.69
Icahn Master II	June 12, 2007	17,085	334,290.24
Icahn Master II	June 13, 2007	33,830	669,603.96
Icahn Master II	June 14, 2007	24,614	490,150.89
Icahn Master II	June 27, 2007	26,772	574,794.84
Icahn Master II	June 28, 2007	61,531	1,356,112.47
Icahn Master II	June 29, 2007	61,530	1,355,733.56
Icahn Master II	July 2, 2007	27,772	608,923.32
Icahn Master II	July 9, 2007	16,307	377,040.67
Icahn Master II	July 10, 2007	6,860	158,459.83
Icahn Master II	July 16, 2007	30,623	733,114.62
Icahn Master II	July 17, 2007	53,285	1,260,691.13
ICAHN MASTER III			
Icahn Master III	May 29, 2007	12,018	209,806.64



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Icahn Master III	May 31, 2007	20,612	425,903.69
Icahn Master III	June 1, 2007	12,422	257,171.42
Icahn Master III	June 4, 2007	9,356	192,299.48
Icahn Master III	June 8, 2007	18,953	378,190.06
Icahn Master III	June 11, 2007	4,686	93,703.13
Icahn Master III	June 12, 2007	6,507	127,317.91
Icahn Master III	June 13, 2007	12,883	254,995.80
Icahn Master III	June 14, 2007	9,372	186,629.32
Icahn Master III	June 27, 2007	10,205	219,101.35
Icahn Master III	June 28, 2007	23,432	516,429.56
Icahn Master III	June 29, 2007	23,432	516,293.66
Icahn Master III	July 2, 2007	9,406	206,234.07
Icahn Master III	July 9, 2007	6,086	140,716.84
Icahn Master III	July 10, 2007	2,604	60,150.06
Icahn Master III	July 16, 2007	11,619	278,158.86
Icahn Master III	July 17, 2007	20,217	478,322.09

American call options purchased by the Record Holders were written by Merrill Lynch International and had a \$35.50 strike price, expiration date of November 26, 2008, and provided for physical settlement (unless the Record Holder opted for a cash settlement) are further described in the chart set forth below. On August 24, 2007, the Record Holders exercised all of the call options described in the chart below.

Name	Date	Number of Shares Subject to Option	Option Premium (\$)
HIGH RIVER			
High River	July 10, 2007	102,929	1,965,665.99
High River	July 11, 2007	30,536	582,388.70
High River	July 12, 2007	57,192	1,100,545.66
High River	July 18, 2007	200,000	3,795,760.00
High River	July 19, 2007	159,233	3,082,320.95

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High River	July 20, 2007	71,580	1,377,929.32
High River	July 23, 2007	120,000	2,290,056.00
High River	July 31, 2007	94,969	1,978,356.22
High River	August 1, 2007	105,031	2,213,633.36
ICAHN PARTNERS			
Icahn Partners	July 10, 2007	132,074	2,522,256.80
Icahn Partners	July 18, 2007	256,627	4,870,472.51
Icahn Partners	July 19, 2007	204,318	3,955,044.82
Icahn Partners	July 20, 2007	91,847	1,768,073.12
Icahn Partners	July 23, 2007	153,977	2,938,466.27
Icahn Partners	July 31, 2007	121,987	2,541,184.39
Icahn Partners	August 1, 2007	141,380	2,979,724.88
ICAHN MASTER			
Icahn Master	July 10, 2007	192,685	3,679,763.25
Icahn Master	July 11, 2007	57,163	1,090,224.17
Icahn Master	July 12, 2007	107,064	2,060,232.55
Icahn Master	July 18, 2007	374,402	7,105,700.68
Icahn Master	July 19, 2007	298,086	5,770,140.13
Icahn Master	July 20, 2007	133,999	2,579,507.55
Icahn Master	July 23, 2007	224,640	4,286,984.83
Icahn Master	July 31, 2007	177,800	3,703,858.48
Icahn Master	August 1, 2007	182,136	3,838,698.34
ICAHN MASTER II			
Icahn Master II	July 10, 2007	63,042	1,203,931.99
Icahn Master II	July 11, 2007	18,702	356,688.28
Icahn Master II	July 12, 2007	35,029	674,063.05
Icahn Master II	July 18, 2007	122,495	2,324,808.11
Icahn Master II	July 19, 2007	97,526	1,887,840.04
Icahn Master II	July 20, 2007	43,842	843,967.27
Icahn Master II	July 23, 2007	73,498	1,402,621.13
Icahn Master II	July 31, 2007	58,078	1,209,857.66

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Icahn Master II	August 1, 2007	71,170	1,499,978.92
-----			
ICAHN MASTER III			
Icahn Master III	July 10, 2007	23,917	456,750.12
Icahn Master III	July 11, 2007	7,097	135,355.40
Icahn Master III	July 12, 2007	13,290	255,739.47
Icahn Master III	July 18, 2007	46,476	882,058.71
Icahn Master III	July 19, 2007	37,004	716,297.53
Icahn Master III	July 20, 2007	16,632	320,169.33
Icahn Master III	July 23, 2007	27,885	532,151.76
Icahn Master III	July 31, 2007	22,013	458,566.01
Icahn Master III	August 1, 2007	25,436	536,089.14

ANNEX A  
Attachment 1-B

European put options bought by the Record Holders were written by UBS AG and had a \$31.50 strike price, expiration date of November 26, 2008, and provided for cash settlement only are further described in the chart set forth below. All of the put options described below expired on August 24, 2007.

Name	Date	Number of Shares Subject to Option	Option Premium (\$)
-----			
HIGH RIVER			
High River	May 29, 2007	50,000	500.00
High River	May 31, 2007	85,760	857.60
High River	June 1, 2007	74,000	740.00
High River	June 4, 2007	40,000	400.00
High River	June 8, 2007	81,151	811.51
High River	June 11, 2007	20,000	200.00
High River	June 12, 2007	27,765	277.65
High River	June 13, 2007	54,976	549.76
High River	June 14, 2007	40,000	400.00
High River	June 27, 2007	43,600	436.00

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High River	June 28, 2007	100,000	1,000.00
High River	June 29, 2007	100,000	1,000.00
High River	July 2, 2007	53,100	531.00
High River	July 9, 2007	25,400	254.00
High River	July 10, 2007	11,200	112.00
High River	July 16, 2007	50,000	500.00
High River	July 17, 2007	87,000	870.00
ICAHN PARTNERS			
Icahn Partners	May 29, 2007	63,614	636.14
Icahn Partners	May 31, 2007	109,109	1,091.09
Icahn Partners	June 1, 2007	97,229	972.29
Icahn Partners	June 4, 2007	50,954	509.54
Icahn Partners	June 8, 2007	103,652	1,036.52
Icahn Partners	June 11, 2007	25,514	255.14
Icahn Partners	June 12, 2007	35,420	354.20
Icahn Partners	June 13, 2007	70,134	701.34
Icahn Partners	June 14, 2007	51,030	510.30
Icahn Partners	June 27, 2007	55,631	556.31
Icahn Partners	June 28, 2007	127,574	1,275.74
Icahn Partners	June 29, 2007	127,574	1,275.74
Icahn Partners	July 2, 2007	64,783	647.83
Icahn Partners	July 9, 2007	46,401	464.01
Icahn Partners	July 10, 2007	14,370	143.70
Icahn Partners	July 16, 2007	64,157	641.57
Icahn Partners	July 17, 2007	111,634	1,116.34
ICAHN MASTER			
Icahn Master	May 29, 2007	92,903	929.03
Icahn Master	May 31, 2007	159,347	1,593.47
Icahn Master	June 1, 2007	152,205	1,522.05
Icahn Master	June 4, 2007	75,113	751.13
Icahn Master	June 8, 2007	152,235	1,522.35

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Icahn Master	June 11, 2007	37,492	374.92
Icahn Master	June 12, 2007	52,047	520.47
Icahn Master	June 13, 2007	103,056	1,030.56
Icahn Master	June 14, 2007	74,984	749.84
Icahn Master	June 27, 2007	81,792	817.92
Icahn Master	June 28, 2007	187,463	1,874.63
Icahn Master	June 29, 2007	187,464	1,874.64
Icahn Master	July 2, 2007	110,439	1,104.39
Icahn Master	July 9, 2007	32,806	328.06
Icahn Master	July 10, 2007	20,966	209.66
Icahn Master	July 16, 2007	93,601	936.01
Icahn Master	July 17, 2007	162,864	1,628.64
ICAHN MASTER II			
Icahn Master II	May 29, 2007	31,465	314.65
Icahn Master II	May 31, 2007	53,972	539.72
Icahn Master II	June 1, 2007	34,144	341.44
Icahn Master II	June 4, 2007	24,577	245.77
Icahn Master II	June 8, 2007	49,762	497.62
Icahn Master II	June 11, 2007	12,308	123.08
Icahn Master II	June 12, 2007	17,085	170.85
Icahn Master II	June 13, 2007	33,830	338.30
Icahn Master II	June 14, 2007	24,614	246.14
Icahn Master II	June 27, 2007	26,772	267.72
Icahn Master II	June 28, 2007	61,531	615.31
Icahn Master II	June 29, 2007	61,530	615.30
Icahn Master II	July 2, 2007	27,772	277.72
Icahn Master II	July 9, 2007	16,307	163.07
Icahn Master II	July 10, 2007	6,860	68.60
Icahn Master II	July 16, 2007	30,623	306.23
Icahn Master II	July 17, 2007	53,285	532.85
ICAHN MASTER III			

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Icahn Master III	May 29, 2007	12,018	120.18
Icahn Master III	May 31, 2007	20,612	206.12
Icahn Master III	June 1, 2007	12,422	124.22
Icahn Master III	June 4, 2007	9,356	93.56
Icahn Master III	June 8, 2007	18,953	189.53
Icahn Master III	June 11, 2007	4,686	46.86
Icahn Master III	June 12, 2007	6,507	65.07
Icahn Master III	June 13, 2007	12,883	128.83
Icahn Master III	June 14, 2007	9,372	93.72
Icahn Master III	June 27, 2007	10,205	102.05
Icahn Master III	June 28, 2007	23,432	234.32
Icahn Master III	June 29, 2007	23,432	234.32
Icahn Master III	July 2, 2007	9,406	94.06
Icahn Master III	July 9, 2007	6,086	60.86
Icahn Master III	July 10, 2007	2,604	26.04
Icahn Master III	July 16, 2007	11,619	116.19
Icahn Master III	July 17, 2007	20,217	202.17

European put options bought by the Record Holders were written by Merrill Lynch International and had a \$35.50 strike price, expiration date of November 26, 2008, and provided for cash settlement only are further described in the chart set forth below. All of the put options described below expired on August 24, 2007.

Name	Date	Number of Shares Subject to Option	Option Premium (\$)
HIGH RIVER			
High River	July 10, 2007	102,929	1,029.29
High River	July 11, 2007	30,536	305.36
High River	July 12, 2007	57,192	571.92
High River	July 18, 2007	200,000	2,000.00
High River	July 19, 2007	159,233	1,592.33

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High River	July 20, 2007	71,580	715.80
High River	July 23, 2007	120,000	1,200.00
High River	July 31, 2007	94,969	949.69
High River	August 1, 2007	105,031	1,050.31
ICAHN PARTNERS			
Icahn Partners	July 10, 2007	132,074	1,320.74
Icahn Partners	July 11, 2007	39,181	391.81
Icahn Partners	July 12, 2007	73,385	733.85
Icahn Partners	July 18, 2007	256,627	2,566.27
Icahn Partners	July 19, 2007	204,318	2,043.18
Icahn Partners	July 20, 2007	91,847	918.47
Icahn Partners	July 23, 2007	153,977	1,539.77
Icahn Partners	July 31, 2007	121,987	1,219.87
Icahn Partners	August 1, 2007	141,380	1,413.80
ICAHN MASTER			
Icahn Master	July 10, 2007	192,685	1,926.85
Icahn Master	July 11, 2007	57,163	571.63
Icahn Master	July 12, 2007	107,064	1,070.64
Icahn Master	July 18, 2007	374,402	3,744.02
Icahn Master	July 19, 2007	298,086	2,980.86
Icahn Master	July 20, 2007	133,999	1,339.99
Icahn Master	July 23, 2007	224,640	2,246.40
Icahn Master	July 31, 2007	177,800	1,778.00
Icahn Master	August 1, 2007	182,136	1,821.36
ICAHN MASTER II			
Icahn Master II	July 10, 2007	63,042	630.42
Icahn Master II	July 11, 2007	18,702	187.02
Icahn Master II	July 12, 2007	35,029	350.29
Icahn Master II	July 18, 2007	122,495	1,224.95
Icahn Master II	July 19, 2007	97,526	975.26
Icahn Master II	July 20, 2007	43,842	438.42

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Icahn Master II	July 23, 2007	73,498	734.98
Icahn Master II	July 31, 2007	58,078	580.78
Icahn Master II	August 1, 2007	71,170	711.70
ICAHN MASTER III			
Icahn Master III	July 10, 2007	23,917	239.17
Icahn Master III	July 11, 2007	7,097	70.97
Icahn Master III	July 12, 2007	13,290	132.90
Icahn Master III	July 18, 2007	46,476	464.76
Icahn Master III	July 19, 2007	37,004	370.04
Icahn Master III	July 20, 2007	16,632	166.32
Icahn Master III	July 23, 2007	27,885	278.85
Icahn Master III	July 31, 2007	22,013	220.13
Icahn Master III	August 1, 2007	25,436	254.36

ANNEX B  
Attachment 1

Information about Nominees

Name: Alexander J. Denner, Ph.D.

Age: 39

Business Address: Icahn Associates Corp., 767 Fifth Avenue, 47th Floor  
New York, NY 10153

Residence Address: 565 Stanwich Road  
Greenwich, CT 06831

Principal Occupation or Employment: See below

Citizenship: United States of America

Dr. Denner has an interest in the election of directors at the Annual Meeting pursuant to the Nominee Agreement attached hereto as Annex E and indirectly through Dr. Denner's profit interests and capital accounts in the Funds (as defined below), as described below. Other than in respect of such profit interests and capital accounts (to the extent applicable), Dr. Denner does not own, beneficially or of record, any shares of capital stock of the Corporation.

In connection with his employment by Mr. Icahn and his affiliated



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companies, Dr. Denner, among other employees, has a participatory interest in the profits and fees derived by Mr. Icahn and/or his affiliates from Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III (together, the "Funds"). Because only a portion of such profit interests are distributed, Dr. Denner also has capital accounts in the Funds. 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. Denner serves as Managing Director of entities affiliated with Carl C. Icahn, including Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III. Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III are private investment funds. Dr. Denner has served in this position since August 2006. From April 2005 to May 2006, Dr. Denner served as a portfolio manager specializing in healthcare investments for Viking Global Investors. Previously, he served in a variety of roles at Morgan Stanley, beginning in 1996, including as portfolio manager of healthcare and biotechnology mutual funds. Dr. Denner was the chairman of the Executive Committee of the Board of Directors of ImClone Systems Incorporated, a publicly traded biopharmaceutical company, and a director of ImClone Systems Incorporated from April 2006 until the company was purchased in December 2008. In addition, Dr. Denner has served as a director of Adventrx Pharmaceuticals Inc., a publicly traded biopharmaceutical company since October 2006. Dr. Denner received his S.B. degree from the Massachusetts Institute of Technology and his M.S., M.Phil., and Ph.D. degrees from Yale University.

ANNEX B  
Attachment 2

### Information about Nominees

Name: Thomas F. Deuel, M.D.

Age: 73

Business Address: The Scripps Research Institute, MEM 268  
10550 North Torrey Pines Road  
La Jolla, CA 92037

Residence Address: 2123 De Mayo Road  
Del Mar, CA 92014

Principal Occupation or Employment: See below

Citizenship: United States of America

Dr. Deuel does not own, beneficially or of record, any shares of capital stock of the Corporation. Dr. Deuel has an interest in the election of directors at the Annual Meeting pursuant to the Nominee Agreement attached hereto as Annex E.

Since February 2002, Thomas F. Deuel, M.D., has served as a Professor of Molecular and Experimental Medicine and Cell Biology, Director of the Division of Molecular Oncology, Department of Molecular and Experimental Medicine, and Director of the Vascular Biology Affinity Group at The Scripps Research Institute. Also, since 1998, Dr. Deuel has served as a Professor of Medicine at Harvard Medical School. He is currently a Professor Emeritus at Harvard Medical

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School. In addition, from 1996 to 2002, Dr. Deuel served as a Director, Division of Growth Regulation at Beth Israel Hospital, Boston, Massachusetts and, prior to that, was a Professor of Medicine and Biochemistry and the head of Oncology Services at the Washington University School of Medicine, St. Louis, Missouri. He is a member of the Institute of Medicine at the National Academy of Sciences. Dr. Deuel is also President of the Edward R. Mallinckrodt Foundation, St. Louis, Missouri. He has served on various editorial boards, including the Journal of Clinical Investigation and Blood, and currently is on the Editorial Board of Current Opinion in Hematology and Section Editor for Vascular Biology. Dr. Deuel has served and continues to serve on numerous scientific advisory boards for various companies, including scientific advisory board of Imclone Systems Incorporated, a publicly traded biopharmaceutical company, during the existence of such board (from 1988 to 2001). From July 2007 to December 2008, Dr. Deuel served on Imclone's board of directors. Dr. Deuel has earned many professional honors and awards and holds an M.D. from Columbia University and an A.B. from Princeton University.

ANNEX B  
Attachment 3

### Information about Nominees

Name: Dr. David Sidransky

Age: 48

Business Address: Johns Hopkins University - Cancer Research Building II  
1550 Orleans Street, Suite 503  
Baltimore, MD 21231

Residence Address: 7800 Seven Mile Lane  
Baltimore, MD 21208

Principal Occupation or Employment: See below

Citizenship: United States of America

Dr. Sidransky does not own, beneficially or of record, any shares of capital stock of the Corporation. Dr. Sidransky has an interest in the election of directors at the Annual Meeting pursuant to the Nominee Agreement attached hereto as Annex E.

Dr. Sidransky served as a director of ImClone Systems Inc., a biotechnology company, between January 2004 and November 2008. Dr. Sidransky is the Director of the Head and Neck Cancer Research Division at Johns Hopkins University School of Medicine. He is a founder of several private biotechnology companies and has served on scientific advisory boards of many private and publicly traded companies, including MedImmune Inc., Telik Inc., Roche, and Amgen Inc. Dr. Sidransky is also a director of Alfacell Inc. He was formerly on the Board of Scientific Counselors at the National Institute of Dental and Craniofacial Research and a member of the Recombinant DNA Advisory Committee at the National Institute of Health. Dr. Sidransky serves on numerous editorial boards and is Senior Editor of Clinical Cancer Research. In addition, he is a Professor of Oncology, Otolaryngology-Head and Neck Surgery, Cellular & Molecular Medicine, Urology, Genetics, and Pathology at Johns Hopkins University and Hospital. Dr. Sidransky is certified in Internal Medicine and Medical Oncology by the American

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Board of Medicine. He has over 390 peer-reviewed publications, and has contributed more than 60 cancer reviews and chapters and also has numerous issued biotechnology patents. He has been the recipient of many awards and honors, including the 1997 Sarstedt International Prize from the German Society of Clinical Chemistry, the 1998 Alton Ochsner Award Relating Smoking and Health by the American College of Chest Physicians and the 2004 Hinda and Richard Rosenthal Award from the American Association of Cancer Research. Dr. Sidransky is also the Chairman of the Board of Directors of Champions Biotechnology, Inc. Dr. Sidransky received his B.A. from Brandeis University and his M.D. from the Baylor College of Medicine.

ANNEX B  
Attachment 4

### Information about Nominees

Name: Dr. Richard C. Mulligan

Age: 54

Business Address: Harvard GeneTherapy Initiative  
Harvard Institutes of Medicine, Suite 407  
4 Blackfan Circle  
Boston, MA 02115

Residence Address: 35 Foster Street  
Cambridge, MA 02138

Principal Occupation or Employment: See below

Citizenship: United States of America

Dr. Mulligan does not own, beneficially or of record, any shares of capital stock of the Corporation. Dr. Mulligan has an interest in the election of directors at the Annual Meeting pursuant to the Nominee Agreement attached hereto as Annex E.

Dr. Mulligan is the Mallinckrodt Professor of Genetics at Harvard Medical School, and Director of the Harvard Gene Therapy Initiative. Dr. Mulligan received his B.S. degree from the Massachusetts Institute of Technology, and his Ph.D. from the Department of Biochemistry at Stanford University School of Medicine. After receiving postdoctoral training at the Center for Cancer Research at MIT, Dr. Mulligan joined the MIT faculty and subsequently was appointed Professor of Molecular Biology and Member of the Whitehead Institute for Biomedical Research before moving to Children's Hospital and Harvard in 1996. His honors include the MacArthur Foundation Prize, the Rhodes Memorial Award of the American Association for Cancer Research, the ASMB-Amgen Award, and the Nagai Foundation International Prize. Dr. Mulligan has been associated with a number of biotechnology companies, including Somatix Therapy Corporation (as founder and member of the Scientific Advisory Board and Board of Directors, and Chief Scientific Officer), Cell Genesys (as member of the Scientific Advisory Board) and ImClone, where he served on the Scientific Advisory Board and has been a Director and member of the Executive Committee since September 2006. He has also served on the National Institutes of Health's Recombinant DNA Advisory Committee and on the U.S. Food and Drug Administration Biological Response Modifiers Advisory Committee.

ANNEX C

The written consent of each Nominee to being named as a nominee for election as a director of the Corporation and to serve as a director if elected is attached to this Annex C. If the Corporation requests original signed statements of consents, the Record Holders will provide them.

ANNEX C  
Attachment 1

CONSENT OF NOMINEE

The undersigned hereby consents to being named as a nominee for election as a director of Biogen Idec Inc. (the "Company"), in the proxy statement to be filed with the Securities and Exchange Commission and distributed to stockholders of the Company by High River Limited Partnership ("High River"), Icahn Partners LP ("Icahn Partners"), Icahn Partners Master Fund LP ("Icahn Master"), Icahn Partners Master Fund II LP ("Icahn Master II"), Icahn Partners Master Fund III LP ("Icahn Master III", and collectively with High River, Icahn Partners, Icahn Master and Icahn Master II, the "Record Holders") and in other materials in connection with the solicitation of proxies by the Record Holders from stockholders of the Company to be voted at the 2009 annual meeting of stockholders of the Company and any adjournment thereof, and further consents to serve as a director of the Company, if elected.

Dated: February 5, 2009

/s/ Alexander J. Denner

-----  
Name: Alexander J. Denner

ANNEX C  
Attachment 2

CONSENT OF NOMINEE

The undersigned hereby consents to being named as a nominee for election as a director of Biogen Idec Inc. (the "Company"), in the proxy statement to be filed with the Securities and Exchange Commission and distributed to stockholders of the Company by High River Limited Partnership ("High River"), Icahn Partners LP ("Icahn Partners"), Icahn Partners Master Fund LP ("Icahn Master"), Icahn Partners Master Fund II LP ("Icahn Master II"), Icahn Partners Master Fund III LP ("Icahn Master III", and collectively with High River, Icahn Partners, Icahn Master and Icahn Master II, the "Record Holders") and in other materials in connection with the solicitation of proxies by the Record Holders from stockholders of the Company to be voted at the 2009 annual meeting of stockholders of the Company and any adjournment thereof, and further consents to serve as a director of the Company, if elected.

Dated: February 5, 2009

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/s/ Thomas F. Deuel  
-----  
Name: Thomas F. Deuel

ANNEX C  
Attachment 3

CONSENT OF NOMINEE

The undersigned hereby consents to being named as a nominee for election as a director of Biogen Idec Inc. (the "Company"), in the proxy statement to be filed with the Securities and Exchange Commission and distributed to stockholders of the Company by High River Limited Partnership ("High River"), Icahn Partners LP ("Icahn Partners"), Icahn Partners Master Fund LP ("Icahn Master"), Icahn Partners Master Fund II LP ("Icahn Master II"), Icahn Partners Master Fund III LP ("Icahn Master III", and collectively with High River, Icahn Partners, Icahn Master and Icahn Master II, the "Record Holders") and in other materials in connection with the solicitation of proxies by the Record Holders from stockholders of the Company to be voted at the 2009 annual meeting of stockholders of the Company and any adjournment thereof, and further consents to serve as a director of the Company, if elected.

Dated: February 5, 2009

/s/ Dr. David Sidransky  
-----  
Name: Dr. David Sidransky

ANNEX C  
Attachment 4

CONSENT OF NOMINEE

The undersigned hereby consents to being named as a nominee for election as a director of Biogen Idec Inc. (the "Company"), in the proxy statement to be filed with the Securities and Exchange Commission and distributed to stockholders of the Company by High River Limited Partnership ("High River"), Icahn Partners LP ("Icahn Partners"), Icahn Partners Master Fund LP ("Icahn Master"), Icahn Partners Master Fund II LP ("Icahn Master II"), Icahn Partners Master Fund III LP ("Icahn Master III", and collectively with High River, Icahn Partners, Icahn Master and Icahn Master II, the "Record Holders") and in other materials in connection with the solicitation of proxies by the Record Holders from stockholders of the Company to be voted at the 2009 annual meeting of stockholders of the Company and any adjournment thereof, and further consents to serve as a director of the Company, if elected.

Dated: February 5, 2009

/s/ Dr. Richard C. Mulligan  
-----  
Name: Dr. Richard C. Mulligan

The Director Nominee Representation and Agreement, executed by each of the Nominees is attached to this Annex D. If the Corporation requests original signed agreements of the Director Nominee Representation and Agreement, the Record Holders will provide them.

DIRECTOR NOMINEE REPRESENTATION AND AGREEMENT

Reference is made to the Second Amended and Restated Bylaws of Biogen Idec Inc. (the "Company") adopted as of October 13, 2008 (the "Bylaws"), which require that, in order to be eligible to be a nominee for election or reelection as a director of the Company, a person must timely deliver a representation and agreement in compliance with the Bylaws (capitalized terms used but not defined herein shall have the meanings ascribed thereto in the Bylaws).

1. The undersigned, in order to be eligible to be a nominee for election or reelection as a director of the Company, does hereby represent and warrant that the undersigned:
  - a. is not a party to (i) a Voting Commitment that has not been disclosed to the Company or (ii) any Voting Commitment that could limit or interfere with the undersigned's ability to comply, if elected as a director of the Company, with the undersigned's fiduciary duties under applicable law;
  - b. is not a party to any agreement, arrangement or understanding with any person or entity other than the Company with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director that has not been disclosed to the Company; and
  - c. would be in compliance, in the undersigned's individual capacity and on behalf of any person or entity on whose behalf the undersigned's nomination is being made, if elected as a director of the Company, with applicable law and all applicable publicly disclosed corporate governance, conflict of interest, confidentiality and stock ownership and trading policies and guidelines of the Company, including, without limitation, the Company's Code of Business Conduct, the Company's Corporate Governance Principles and the Company's Comprehensive Compliance Program.
2. The undersigned does hereby further covenant and agree that the undersigned:
  - a. will not become a party to (i) a Voting Commitment that has not been disclosed to the Company or (ii) any Voting Commitment that could limit or interfere with the undersigned's ability to comply, if elected as a director of the Company, with the undersigned's fiduciary duties under applicable law;
  - b. will not become a party to any agreement, arrangement or understanding with any person or entity other than the Company with respect to any

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direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director that has not been disclosed to the Company; and

- c. will comply, in the undersigned's individual capacity and on behalf of any person or entity on whose behalf the undersigned's nomination is being made, with applicable law and all applicable publicly disclosed corporate governance, conflict of interest, confidentiality and stock ownership and trading policies and guidelines of the Company, including, without limitation, the Company's Code of Business Conduct, the Company's Corporate Governance Principles and the Company's Comprehensive Compliance Program.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has duly executed this Director Nominee Representation and Agreement as of the 5th day of February, 2009.

/s/ Dr. Alexander Denner

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Name: Dr. Alexander Denner

/s/ Dr. Richard C. Mulligan

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Name: Dr. Richard C. Mulligan

/s/ Thomas F. Deuel

-----  
Name: Thomas F. Deuel

/s/ Dr. David Sidransky

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Name: Dr. David Sidransky

ANNEX E

Attached to this Annex E is the form of agreement pursuant to which the Record Holders have agreed to pay certain fees to certain of the Nominees and to indemnify such Nominees with respect to certain costs incurred by such Nominees in connection with the proxy contest relating to the Annual Meeting.

HIGH RIVER LIMITED PARTNERSHIP  
ICAHN PARTNERS LP  
ICAHN PARTNERS MASTER FUND LP

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ICAHN PARTNERS MASTER FUND II LP  
ICAHN PARTNERS MASTER FUND III LP

February 5, 2009

Dear \_\_\_\_\_:

This will confirm our understanding as follows:

You agree that you are willing, should we so elect, to become a member of a slate of nominees (the "Slate") to stand for election as directors of Biogen Idec Inc. ("Biogen") in connection with a proxy contest with management of Biogen in respect of the election of directors of Biogen at the 2009 Annual Meeting of Stockholders of Biogen (the "Annual Meeting"), expected to be held in the Spring of 2009, or a special meeting of stockholders of Biogen called for a similar purpose (the "Proxy Contest").

High River Limited Partnership, Icahn Partners LP, Icahn Partners Master Fund LP, Icahn Partners Master Fund II LP and Icahn Partners Master Fund III LP (collectively, "Icahn"), agree to pay the costs of the Proxy Contest.

In addition, upon our filing of a preliminary proxy statement with the SEC, which indicates that Icahn intends to nominate you for election at the Annual Meeting, you will be paid \$25,000 by Icahn unless you are elected to serve as a director of Biogen at the Annual Meeting or a special meeting of stockholders of Biogen called for a similar purpose or in connection with a settlement of the Proxy Contest by Icahn and Biogen, in which case you will not receive any payment from Icahn in connection with the Proxy Contest. Payment to you pursuant to this paragraph, if any, will be made by Icahn, subject to the terms hereof, upon the earliest of (i) the certification of the results of the election in respect of the Proxy Contest, (ii) the settlement of the Proxy Contest by Icahn and Biogen, or (iii) the withdrawal of the Proxy Contest by Icahn.\*

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\* This paragraph is not contained in Dr. Denner's Nominee Agreement.

You understand that it may be difficult, if not impossible, to replace nominees who, such as yourself, have agreed to serve on the Slate and later change their minds and determine not to seek election. Accordingly, the Slate is relying upon your agreement to seek election. In that connection, you are being supplied with a questionnaire in which you will provide Icahn with information necessary for Icahn to make appropriate disclosure both to Biogen and for use in creating the proxy material to be sent to stockholders of Biogen and to be filed with the Securities and Exchange Commission. You have agreed that (i) you will immediately complete and sign the questionnaire and return it to Andrew N. Langham, Assistant General Counsel, Icahn Enterprises LP, 767 Fifth Avenue, Suite 4700, New York, NY 10153, Tel: (212) 702-4382, Fax: (212) 688-1158, Email: [alangham@sfire.com](mailto:alangham@sfire.com) and (ii) your responses to the questions contained therein will be true and correct in all respects. In addition, you have agreed that, concurrently with your execution of this letter, you will execute the attached instrument directed to Biogen informing Biogen that you consent to being nominated by Icahn for election as a director of Biogen and, if elected, consent to serving as a director of Biogen. Upon being notified that we have chosen you, we may forward that consent and your completed questionnaire (or summaries thereof) to Biogen.

Icahn hereby agrees that, so long as you actually serve on the Slate, Icahn will defend, indemnify and hold you harmless from and against any and all



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losses, damages, penalties, judgments, awards, liabilities, costs, expenses and disbursements (including, without limitation, reasonable attorneys' fees, costs, expenses and disbursements) incurred by you in the event that (i) you become a party, or are threatened to be made a party, to any civil, criminal, administrative or arbitral action, suit or proceeding, and any appeal thereof relating solely to your role as a nominee for director of Biogen on the Slate (a "Proceeding") or (ii) you are called to testify or give a deposition in any Proceeding (whether or not you are a party or are threatened to be made a party to such Proceeding), including, in each case, the advancement to you of all reasonable attorneys' costs and expenses incurred by you in connection with any Proceeding. Your right of indemnification hereunder shall continue (i) in the event that Icahn determines to withdraw the Slate or remove you from the Slate and (ii) after the election has taken place but only for events which occur prior to such election and subsequent to the date hereof. Anything to the contrary herein notwithstanding, Icahn is not indemnifying you for any action taken by you or on your behalf which occurs prior to the date hereof or subsequent to the Annual Meeting or such earlier time as you are no longer a nominee of the Slate for election to Biogen's Board of Directors or for any actions taken by you as a director of Biogen, if you are elected. Nothing herein shall be construed to provide you an indemnity: (i) in the event you are found to have engaged in a violation of any provision of state or federal law in connection with the Proxy Contest unless you demonstrate that your action was taken in good faith and in a manner you reasonably believed to be in or not opposed to the best interests of electing the Slate; or (ii) if you acted in a manner which constitutes gross negligence or willful misconduct. In the event that you shall make any claim for indemnification hereunder, you shall promptly notify Icahn in the event of any third-party claims actually made against you or known by you to be threatened. In addition, with respect to any such claim, Icahn shall be entitled to control your defense with counsel chosen by Icahn. Icahn shall not be responsible for any settlement of any claim against you covered by this indemnity without its prior written consent. However, Icahn may not enter into any settlement of any such claim without your consent unless such settlement includes a release of you from any and all liability in respect of such claim.

Each of us recognizes that should you be elected to the Board of Directors of Biogen all of your activities and decisions as a director will be governed by applicable law and subject to your fiduciary duty to the stockholders of Biogen and, as a result, that there is, and can be, no agreement between you and Icahn which governs the decisions which you will make as a director of Biogen.

Should the foregoing agree with your understanding, please so indicate in the space provided below, whereupon this letter will become a binding agreement between us.

Very truly yours,

HIGH RIVER LIMITED PARTNERSHIP

By: \_\_\_\_\_

Name: Edward E. Mattner

Title: Authorized Signatory

ICAHN PARTNERS LP

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By: \_\_\_\_\_  
Name: Edward E. Mattner  
Title: Authorized Signatory

ICAHN PARTNERS MASTER FUND LP

By: \_\_\_\_\_  
Name: Edward E. Mattner  
Title: Authorized Signatory

ICAHN PARTNERS MASTER FUND II LP

By: \_\_\_\_\_  
Name: Edward E. Mattner  
Title: Authorized Signatory

ICAHN PARTNERS MASTER FUND III LP

By: \_\_\_\_\_  
Name: Edward E. Mattner  
Title: Authorized Signatory

Agreed to and Accepted as of the date first above written:

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Name: