



# Lazard Capital Markets 8<sup>th</sup> Annual Healthcare Conference

November 15, 2011



# Forward Looking Statements

**This presentation contains forward-looking statements, including PDL's expectations with respect to its future royalty revenues, expenses, net income, and cash provided by operating activities.**

**Each of these forward-looking statements involves risks and uncertainties. Actual results may differ materially from those, express or implied, in these forward-looking statements. Factors that may cause differences between current expectations and actual results include, but are not limited to, the following:**

- The expected rate of growth in royalty-bearing product sales by PDL's existing licensees;
- The relative mix of royalty-bearing Genentech products manufactured and sold outside the U.S. versus manufactured or sold in the U.S.;
- The ability of PDL's licensees to receive regulatory approvals to market and launch new royalty-bearing products and whether such products, if launched, will be commercially successful;
- Changes in any of the other assumptions on which PDL's projected royalty revenues are based;
- Changes in foreign currency rates;
- Positive or negative results in PDL's attempt to acquire royalty-related assets;
- The outcome of pending litigation or disputes, including PDL's current dispute with Genentech related to ex-U.S. sales of Genentech licensed products; and
- The failure of licensees to comply with existing license agreements, including any failure to pay royalties due.

**Other factors that may cause PDL's actual results to differ materially from those expressed or implied in the forward-looking statements in this presentation are discussed in PDL's filings with the SEC, including the "Risk Factors" sections of its annual and quarterly reports filed with the SEC. Copies of PDL's filings with the SEC may be obtained at the "Investors" section of PDL's website at [www.pdl.com](http://www.pdl.com). PDL expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in PDL's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based for any reason, except as required by law, even as new information becomes available or other events occur in the future. All forward-looking statements in this presentation are qualified in their entirety by this cautionary statement.**

# Key Information

<b><i>Company</i></b>	<b>PDL BioPharma, Inc.</b>
<b><i>Ticker</i></b>	<b>PDLI (NASDAQ)</b>
<b><i>Location</i></b>	<b>Incline Village, Nevada</b>
<b><i>Employees</i></b>	<b>Less than 10</b>
<b><i>2010 Revenues</i></b>	<b>\$345 million</b>
<b><i>2011- Q3YTD Revenue</i></b>	<b>\$289 million</b>
<b><i>2011 Regular Dividends</i></b>	<b>\$0.15 /share paid on March 15, June 15, September 15 &amp; December 15</b>
<b><i>Q3-2011 Cash Position<sup>1</sup></i></b>	<b>\$225 million</b>
<b><i>Shares O/S<sup>2</sup></i></b>	<b>~ 140 million</b>
<b><i>Average Daily Volume</i></b>	<b>~ 2.1 million shares</b>

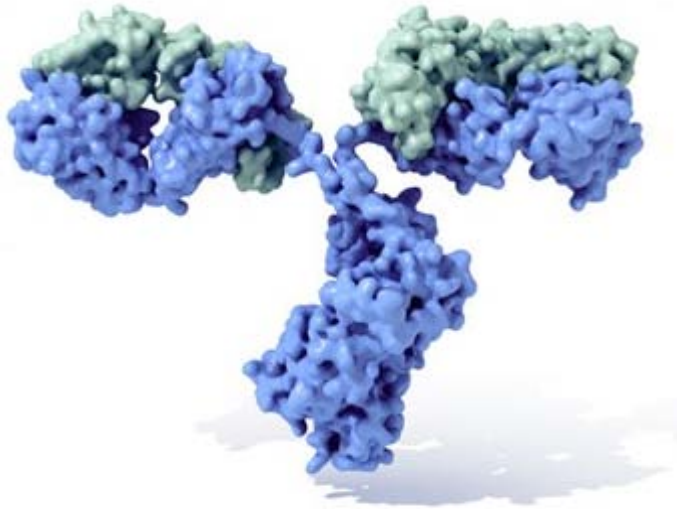
1. As of September 30, 2011; 2. Not fully diluted

# Overview of PDL BioPharma

# Company Overview

- **PDL pioneered the humanization of monoclonal antibodies which enabled the discovery of a new generation of targeted treatments for cancer and immunologic diseases**
- **PDL's primary assets are its antibody humanization patents and royalty assets which consist of its Queen et al. patents and license agreements**
- **Licensees consist of large biotechnology and pharmaceutical companies including Roche/Genentech/Novartis, Elan/BiogenIdec, Pfizer/Wyeth/J&J and Chugai**

# Antibody Humanization Technology



- **Antibodies are naturally produced by humans to fight foreign substances, such as bacteria and viruses**
  - **In the 1980's, scientists began creating antibodies in non-human immune systems, such as those of mice, that could target specific sites on cells to fight various human diseases**
  - **However, mouse derived antibodies are recognized by the human body as foreign substances and may be rejected by the human immune system**
- 
- PDL's technology allows for the "humanization" of mouse derived antibodies by moving the important binding regions from the mouse antibody onto a human framework
  - PDL's humanization technology is important because the humanized antibodies retain the binding and activity levels from the original mouse antibody
  - PDL's technology has been incorporated into antibodies to treat cancer, eye diseases, arthritis, multiple sclerosis and other health conditions with aggregate annual sales of over \$17 billion

# Mission Statement

- **Queen et al. Patents**
  - Manage patent portfolio
  - Manage license agreements
- **Purchase new royalty generating assets**
  - Assets that improve shareholder return
  - Commercial stage assets
  - Prefer biologics with strong patent protection
- **Optimize return for shareholders**

# Corporate Governance

## Management







- **John McLaughlin**  
President & CEO
- **Christine Larson**  
VP & CFO
- **Christopher Stone**  
VP, General Counsel &  
Secretary
- **Caroline Krumel**  
VP of Finance
- **Danny Hart**  
Associate General Counsel

## Board of Directors

- **Fred Frank**  
Lead Director
- **Jody Lindell**
- **John McLaughlin**
- **Paul Sandman**
- **Harold Selick**

# Licensed Products and Royalty Revenue

# Approved Licensed Products: Overview

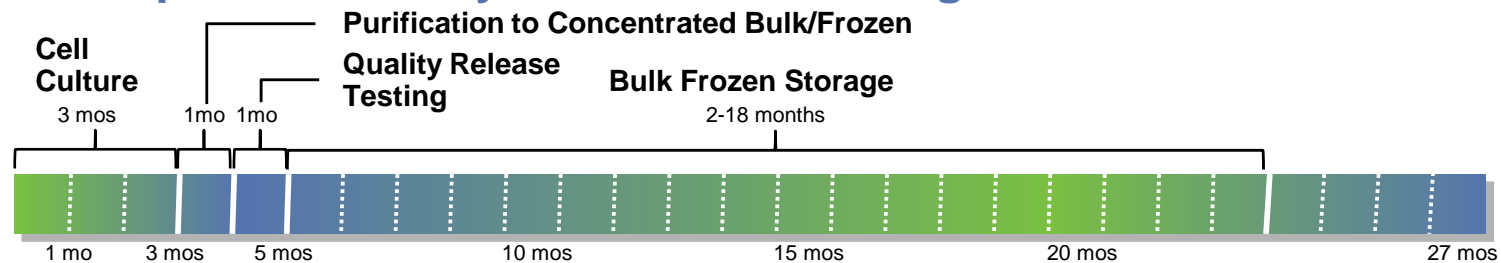
Product	Licensee	2010 WW Sales	Approved Indications
 <b>AVASTIN<sup>®</sup></b> bevacizumab	Genentech (US) and Roche (ex-US)	\$6.4 billion <sup>1</sup>	<ul style="list-style-type: none"> <li>■ Metastatic colorectal cancer</li> <li>■ Advanced non-small cell lung cancer</li> <li>■ Renal cancer</li> <li>■ Metastatic HER2- breast cancer</li> <li>■ Glioblastoma</li> </ul>
 <b>Herceptin<sup>®</sup></b> trastuzumab	Genentech (US) and Roche (ex-US)	\$5.4 billion <sup>1</sup>	<ul style="list-style-type: none"> <li>■ Metastatic HER2+ breast cancer</li> <li>■ Metastatic HER2+ stomach cancer</li> </ul>
 <b>LUCENTIS<sup>®</sup></b> RANIBIZUMAB INJECTION	Genentech (US) and Novartis (ex-US)	\$3.0 billion <sup>1</sup>	<ul style="list-style-type: none"> <li>■ Wet age-related macular degeneration (AMD)</li> <li>■ Macular edema or swelling following retinal vein occlusion</li> <li>■ Diabetic macular edema</li> <li>■ Lucentis is the only approved treatment for wet AMD proven to improve or maintain vision</li> </ul>
 <b>Xolair<sup>®</sup></b> Omalizumab FOR SUBCUTANEOUS USE	Genentech (US) and Novartis (ex-US)	\$1.0 billion <sup>1</sup>	<ul style="list-style-type: none"> <li>■ Moderate to severe persistent allergic asthma</li> <li>■ First approved therapy designed to target the antibody IgE, a key underlying cause of the symptoms of allergy related asthma</li> </ul>
 <b>TYSABRI<sup>®</sup></b> (natalizumab)	Biogen Idec and Elan	\$1.2 billion <sup>1</sup>	<ul style="list-style-type: none"> <li>■ Multiple Sclerosis (MS) in adult patients with relapsing forms of the disease</li> <li>■ Crohn's disease in adult patients with moderate-to-severe forms of the disease who have had an inadequate response to or are unable to tolerate conventional therapies</li> </ul>
 <b>ACTEMRA<sup>®</sup></b> tocilizumab	Roche and Chugai	\$0.5 billion <sup>2</sup>	<ul style="list-style-type: none"> <li>■ Rheumatoid arthritis (RA)</li> </ul>

1. As reported to PDL by its licensee 2. As reported by Roche; assume 1.155 CHF/USD

# How Long Will PDL Receive Royalties from Queen et al. Patents?

- **PDL's revenues consist of royalties generated on sales of licensed products**
  - Sold in a patented jurisdiction before the expiration of the Queen et al. patents in mid-2013 through end of 2014
  - Made prior to the expiration of the Queen et al. patents or in a patented jurisdiction and sold anytime thereafter

## Example of Antibody Bulk Manufacturing Schedule



## Example of Antibody Formulation, Fill and Finish Schedule



# Queen et al Patents - Royalty Rates

- **Tysabri and Actemra**
  - Flat, low single-digit royalty
- **Genentech Products (Avastin, Herceptin, Lucentis<sup>1</sup> and Xolair)**
  - Tiered royalties on product made or sold in US
  - Flat, 3% royalty on product made and sold outside US
  - Blended global royalty rate on Genentech Products in 2010 was 1.9%
  - Blended royalty rate on Genentech Products in 2010 made or sold in US was 1.5%

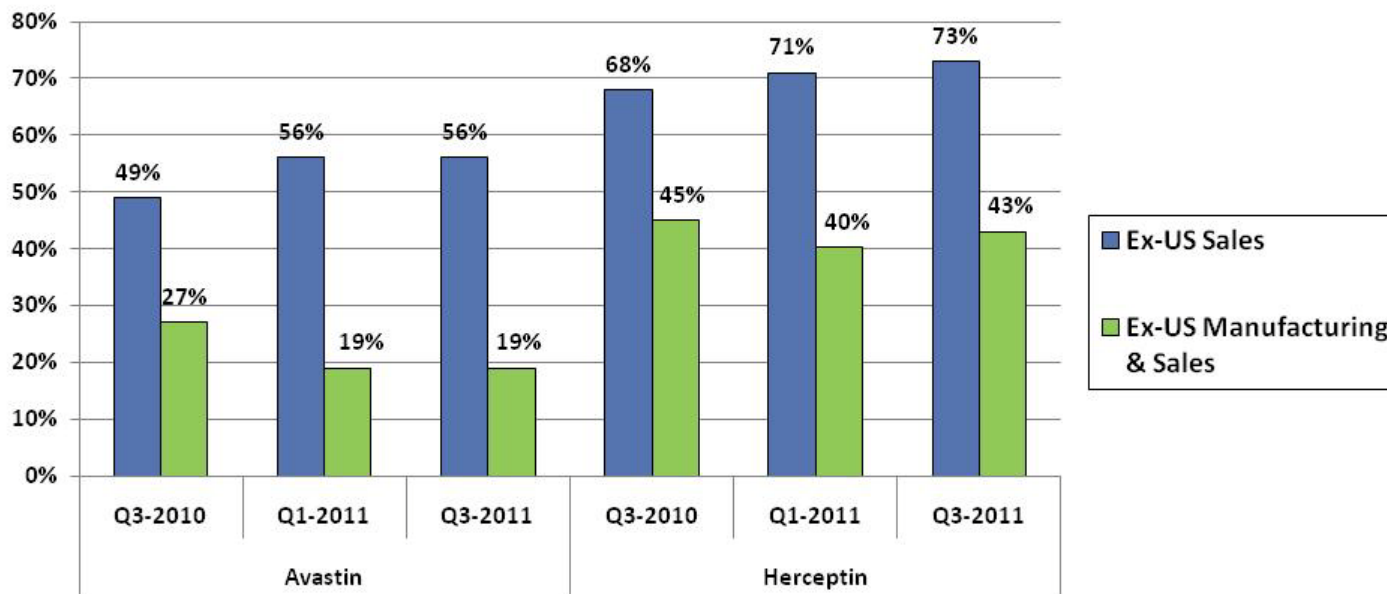
<b>Genentech Product Made or Sold in U.S.</b>	
Net Sales up to \$1.5 Billion	3.0%
Net Sales Between \$1.5 Billion and \$2.5 Billion	2.5%
Net Sales Between \$2.5 Billion and \$4.0 Billion	2.0%
Net Sales Over \$4.0 Billion	1.0%
<b>Genentech Product Made and Sold Ex-U.S.</b>	
All Sales	3.0%

1. As part of a settlement with Novartis, which commercializes Lucentis outside US, PDL agreed to pay to Novartis certain amounts based on net sales of Lucentis made by Novartis during calendar year 2011 and beyond. The amounts to be paid are less than we receive in royalties on such sales and we do not currently expect such amount to materially impact our total annual revenues in 2011.

# Shift of Manufacturing Sites = Higher Royalties

- **Roche is moving some manufacturing ex-US which may result in higher royalties to PDL due to the flat 3% royalty for Genentech Products made and sold ex-US**
  - Current production at Penzburg (Herceptin) and Basel (Avastin) plants
  - Two new plants in Singapore (CHO = antibody and e. coli = antibody fragment)
    - E. coli (Lucentis) and CHO (Avastin) plants are approved for commercial supply to the US
    - E. coli and CHO plants are expected to be approved for commercial supply to the EU in 2011
    - Currently, all Lucentis is made in the US

Percent of Total Worldwide Sales<sup>1</sup>

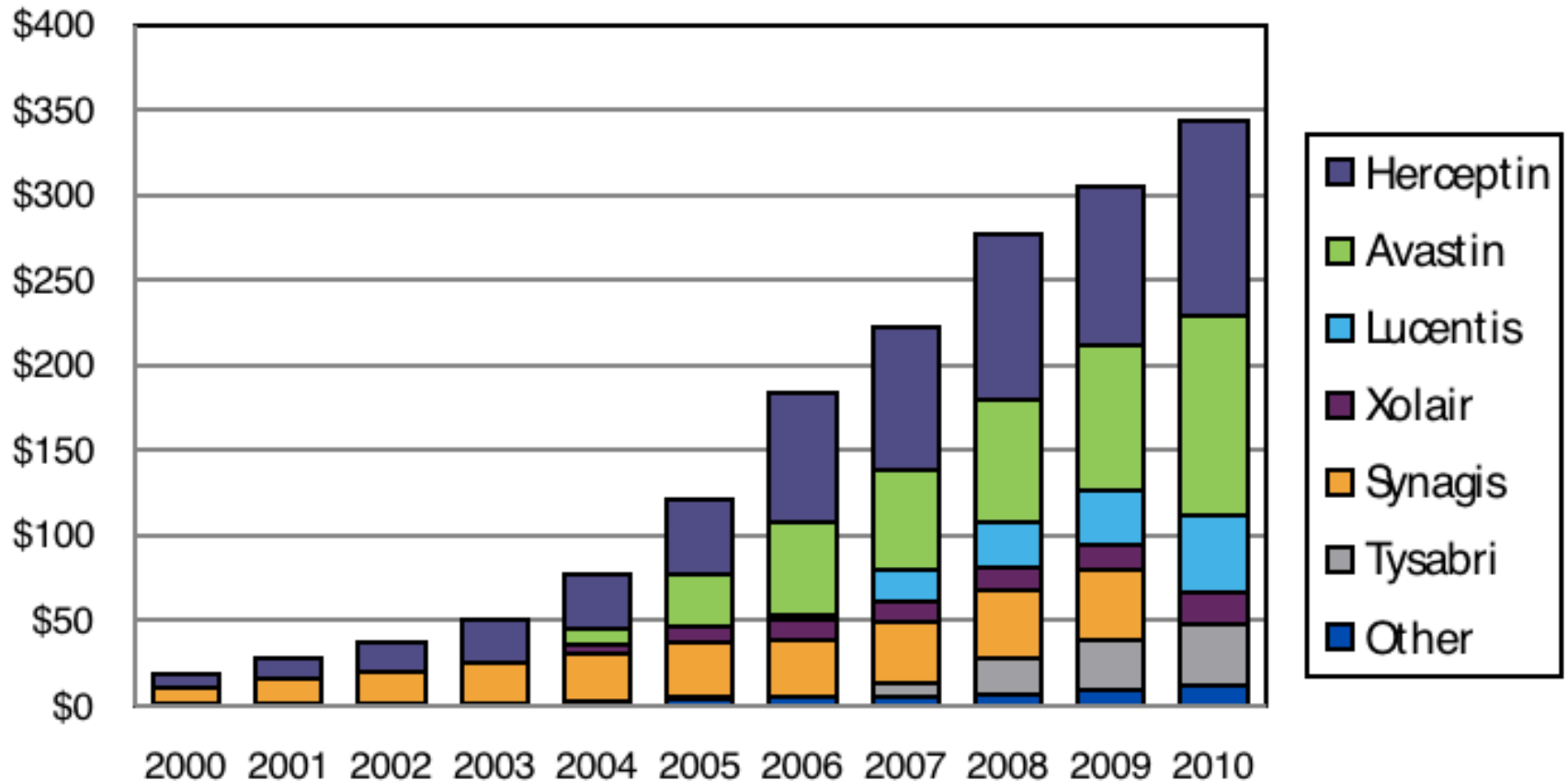


1. As reported to PDL by its licensee

# Royalty Revenue & Licensed Products

## Royalties by Product

(\$ in millions)



# Royalty Products – Approved

# Royalty Products - Avastin

Avastin

Herceptin

Lucentis

Xolair

Tysabri

Actemra

- ✓ On June 4, 2011, Genentech announced results from Phase 3 study evaluating Avastin in combination with chemotherapy (gemcitabine and carboplatin) followed by the continued use of Avastin alone in women with previously treated (recurrent) platinum-sensitive ovarian cancer which showed that women who received Avastin experienced a 52% reduction in the risk of their disease progressing (HR=0.48,  $p < 0.0001$ ) compared to women who received chemotherapy alone.
- ✓ Two previous Phase 3 studies in women with newly diagnosed ovarian cancer demonstrated that front-line Avastin in combination with standard chemotherapy (carboplatin and paclitaxel), followed by the continued use of Avastin alone, significantly increased progression free survival compared to treatment with chemotherapy alone.
- ✓ In August 2011, Roche submitted an application for approval for first line treatment in EU.
- ✓ Genentech expects to file an application for approval in US in late 2011 so that it can meet FDA's request for overall survival data.

# Royalty Products - Herceptin

Avastin

Herceptin

Lucentis

Xolair

Tysabri

Actemra

- ✓ On October 18, 2011, Roche announced Phase 3 results that showed that subcutaneous (SQ) formulation of Herceptin has comparable safety and efficacy to intravenous (IV) formulation.
- ✓ SQ formulation is ready-to-use and requires about 5 minutes to administer compared to 30 minutes administration time for IV formulation.

# Royalty Products - Lucentis

Avastin

Herceptin

Lucentis

Xolair

Tysabri

Actemra

- ✓ On January 7, 2011, Novartis announced that Lucentis has been approved in the EU for the treatment of visual impairment due to diabetic macular edema (DME).
- ✓ On June 6, 2011, Novartis announced that Lucentis has been approved in the EU for the treatment of visual impairment due to macular edema secondary to retinal vein occlusion.
  - DME is a leading cause of blindness in the working-age population in most developed countries.
- ✓ On June 28, 2011, Genentech reported positive results from two pivotal Phase 3 clinical studies in patients with diabetic macular edema.
  - Both studies showed that patients treated with Lucentis experienced significant, rapid and sustained improvement in vision compared to those who received sham injections.
  - Additional analyses showed that patients who received Lucentis were significantly more likely to achieve 20/40 vision and experience less progression of underlying diabetic retinopathy disease.

# Royalty Products - Lucentis

Avastin

Herceptin

Lucentis

Xolair

Tysabri

Actemra

- ✓ On November 22, 2010, Regeneron and Bayer reported top line data from two Phase 3 trials investigating VEGF Trap in age-related macular degeneration (AMD) patients which suggest that it may be injected into the eye every other month with safety and efficacy comparable to that of monthly dosing of Lucentis.
- ✓ On December 20, 2010, Regeneron reported positive Phase 3 data in the treatment of retinal vein occlusion (RVO) for which Lucentis is approved.
  - Unlike the AMD trial, monthly administration was used in the RVO trial, which does not afford a dosing advantage with respect to Lucentis.
- ✓ On February 22, 2011, Regeneron and Bayer filed an application for approval of VEGF Trap for AMD with an initial PDUFA date of August 20, 2011 which was subsequently extended to November 18, 2011. An FDA Advisory Committee recommended approval of VEGF Trap on June 17, 2011.
- ✓ On June 7, 2011, Regeneron and Bayer filed an application for AMD in EU.
- ✓ Regeneron filed suit in February 2011 seeking a summary judgment that it does not infringe Genentech's patents.
- ✓ Genentech filed a countersuit in April 2011 asserting that Regeneron is willfully infringing Genentech's patents, seeking treble damages and asking for injunctive relief.

# Royalty Products - Lucentis

Avastin

Herceptin

Lucentis

Xolair

Tysabri

Actemra

- ✓ On April 4, 2011, Genentech and Johns Hopkins University reported results of a review of files of 77,886 patients with AMD who received either Avastin off-label or Lucentis.
- ✓ Patients receiving Avastin off-label had an 11% increased risk of overall mortality, 57% increased risk of hemorrhagic cerebrovascular accident, 80% more likely to have ocular inflammation and 11% more likely to have cataract surgery following treatment than Lucentis treated patients.
- ✓ Authors of the study note that it is limited due to incomplete information on confounding factors such as smoking, lipid and blood pressure levels, etc.

# Royalty Products - Lucentis

Avastin

Herceptin

Lucentis

Xolair

Tysabri

Actemra

- ✓ On April 28, 2011, *New England Journal of Medicine* reported the results from the NEI's CATT study comparing Lucentis and Avastin on fixed and variable schedules in the treatment of AMD.
- ✓ Efficacy results from the first year of the two year study showed that, with respect to the primary endpoint of mean change in visual acuity (number of lines of letters on an eye chart) at 12 months, less expensive Avastin was not inferior to Lucentis.
  - It is estimated that off label use of Avastin in the U.S. was 60% prior to the results of the CATT trial.
- ✓ At 12 months, serious adverse events (primarily hospitalizations) occurred at a 24% rate for patients receiving Avastin and a 19% rate for patients receiving Lucentis. However, preliminary 24 month safety data showed no difference between Lucentis and Avastin treated patients in terms of death, stroke and all arteriothrombotic events.
- ✓ On August 30, 2011, FDA issued a health warning alert after at least 16 AMD patients suffered eye infections after being treated with repackaged Avastin.

# Royalty Products - Tysabri

Avastin

Herceptin

Lucentis

Xolair

Tysabri

Actemra

- ✓ In the label for Tysabri, EMEA has included, and FDA is considering including, JC virus (JCV) status as a risk factor for the rare but sometimes fatal brain infection known as PML.
- ✓ Because patients have increased risk of developing PML after 24 months of Tysabri treatment and because physicians can use this assay to detect presence of JC virus and take patients off Tysabri if JC virus is detected, physicians have become more comfortable prescribing Tysabri.
- ✓ As of October 4, 2011, Biogen Idec reported net patients adds of 2,100 and 170 cases of PML.
  - Net patient adds is the difference between new patients treated less those who discontinued Tysabri therapy due to JC virus status or other reasons.

# Potential Royalty Products – Development Stage

# Potential Royalty Products – T-DM1

**T-DM1**  
Breast HER2+ Cancer

**Ocrelizumab**  
Multiple Sclerosis

**Pertuzumab**  
Breast HER2+ Cancer

**Afutuzumab**  
Chronic Lymphocytic  
Leukemia

**Bapineuzumab**  
Alzheimer's Disease

**Solanezumab**  
Alzheimer's Disease

**Datoluzumab**  
Colorectal Cancer

**Daclizumab**  
Multiple Sclerosis

**Farletuzumab**  
Ovarian Cancer

- ✓ On October 13, 2010, Roche/Genentech announced preliminary, six month results from a Phase 3 trial in second line HER2+ breast cancer patients which showed that 48% of women treated with T-DM1 had their tumors shrink compared with 41% of those taking the combination of Herceptin and Taxotere.
  - Among the women taking the standard therapy, 75% had side effects of grade 3 or higher on a 5-point scale, compared with 37% of those getting T-DM1.
- ✓ Roche highlighted this product in their November 7, 2011 update to the financial community on their late stage development products.
- ✓ Roche/Genentech expect to file for second line approval in 2012 and first line in 2014.

# Potential Royalty Products – Ocrelizumab

**T-DM1**  
Breast HER2+ Cancer

**Ocrelizumab**  
Multiple Sclerosis

**Pertuzumab**  
Breast HER2+ Cancer

**Afutuzumab**  
Chronic Lymphocytic  
Leukemia

**Bapineuzumab**  
Alzheimer's Disease

**Solanezumab**  
Alzheimer's Disease

**Datoluzumab**  
Colorectal Cancer

**Daclizumab**  
Multiple Sclerosis

**Farletuzumab**  
Ovarian Cancer

- ✓ Phase 2b.
- ✓ Genentech announced 96-week results from Phase 2 study in patients with relapsing-remitting multiple sclerosis which showed that the significant reduction in disease activity as measured by the total number of active brain lesions and relapses, previously reported for 24 weeks, was maintained through 96 weeks.
- ✓ **Unlicensed product.**

# Potential Royalty Products – Pertuzumab

**T-DM1**  
Breast HER2+ Cancer

**Ocrelizumab**  
Multiple Sclerosis

**Pertuzumab**  
Breast HER2+ Cancer

**Afutuzumab**  
Chronic Lymphocytic  
Leukemia

**Bapineuzumab**  
Alzheimer's Disease

**Solanezumab**  
Alzheimer's Disease

**Datoluzumab**  
Colorectal Cancer

**Daclizumab**  
Multiple Sclerosis

**Farletuzumab**  
Ovarian Cancer

- ✓ On December 10, 2010, Roche/Genentech reported the results from a Phase 2 trial investigating the neoadjuvant (prior to surgery) use of pertuzumab and Herceptin plus chemotherapy for the treatment of early-stage, HER2+ breast cancer.
- ✓ Treatment significantly improved the rate of complete tumor disappearance in the breast by more than half compared to Herceptin plus docetaxel,  $p=0.014$ .
- ✓ On July 15, 2011, Roche/Genentech reported the results from a Phase 3 trial in pertuzumab plus Herceptin and docetaxel met the primary endpoint of progression-free survival (PFS) vs. Herceptin plus docetaxel alone.
- ✓ Roche highlighted this product in their November 7, 2011 update to the financial community on their late stage development products.
- ✓ Roche/Genentech expect to file for approval at the end of 2011.

# Potential Royalty Products – Afutuzumab

**T-DM1**

Breast HER2+ Cancer

**Ocrelizumab**

Multiple Sclerosis

**Pertuzumab**

Breast HER2+ Cancer

**Afutuzumab**

Chronic Lymphocytic  
Leukemia

**Bapineuzumab**

Alzheimer's Disease

**Solanezumab**

Alzheimer's Disease

**Datoluzumab**

Colorectal Cancer

**Daclizumab**

Multiple Sclerosis

**Farletuzumab**

Ovarian Cancer

✓ Phase 3.

✓ Roche/Genentech expect to file for approval in 2013.

# Potential Royalty Products – Bapineuzumab

## **T-DM1**

Breast HER2+ Cancer

## **Ocrelizumab**

Multiple Sclerosis

## **Pertuzumab**

Breast HER2+ Cancer

## **Afutuzumab**

Chronic Lymphocytic  
Leukemia

## **Bapineuzumab**

Alzheimer's Disease

## **Solanezumab**

Alzheimer's Disease

## **Datoluzumab**

Colorectal Cancer

## **Daclizumab**

Multiple Sclerosis

## **Farletuzumab**

Ovarian Cancer

- ✓ Phase 3.
- ✓ On July 19, 2011, researchers from Pfizer and Johnson & Johnson reported long-term safety of 194 patients in a mid-stage trial of the drug that stayed on treatment after the initial phase ended.
  - The brain swelling condition called vasogenic edema, which caused safety concerns early on in the trial, may decrease over time.
- ✓ Data expected in second half of 2012.

# Potential Royalty Products – Solanezumab

## **T-DM1**

Breast HER2+ Cancer

## **Ocrelizumab**

Multiple Sclerosis

## **Pertuzumab**

Breast HER2+ Cancer

## **Afutuzumab**

Chronic Lymphocytic  
Leukemia

## **Bapineuzumab**

Alzheimer's Disease

## **Solanezumab**

Alzheimer's Disease

## **Datoluzumab**

Colorectal Cancer

## **Daclizumab**

Multiple Sclerosis

## **Farletuzumab**

Ovarian Cancer

- ✓ Phase 3.
- ✓ Data expected in second half of 2012.
- ✓ 12.5 year know how royalty in addition to patent royalty.

# Potential Royalty Products – Dataluzumab

## **T-DM1**

Breast HER2+ Cancer

## **Ocrelizumab**

Multiple Sclerosis

## **Pertuzumab**

Breast HER2+ Cancer

## **Afutuzumab**

Chronic Lymphocytic  
Leukemia

## **Bapineuzumab**

Alzheimer's Disease

## **Solanezumab**

Alzheimer's Disease

## **Dataluzumab**

Colorectal Cancer

## **Daclizumab**

Multiple Sclerosis

## **Farletuzumab**

Ovarian Cancer

✓ Phase 2.

# Potential Royalty Products – Daclizumab

**T-DM1**

Breast HER2+ Cancer

**Ocrelizumab**

Multiple Sclerosis

**Pertuzumab**

Breast HER2+ Cancer

**Afutuzumab**

Chronic Lymphocytic  
Leukemia

**Bapineuzumab**

Alzheimer's Disease

**Solanezumab**

Alzheimer's Disease

**Datoluzumab**

Colorectal Cancer

**Daclizumab**

Multiple Sclerosis

**Farletuzumab**

Ovarian Cancer

✓ Positive efficacy data reported from first of two Phase 3 trials.

# Potential Royalty Products – Farletuzumab

## **T-DM1**

Breast HER2+ Cancer

## **Ocrelizumab**

Multiple Sclerosis

## **Pertuzumab**

Breast HER2+ Cancer

## **Afutuzumab**

Chronic Lymphocytic  
Leukemia

## **Bapineuzumab**

Alzheimer's Disease

## **Solanezumab**

Alzheimer's Disease

## **Datoluzumab**

Colorectal Cancer

## **Daclizumab**

Multiple Sclerosis

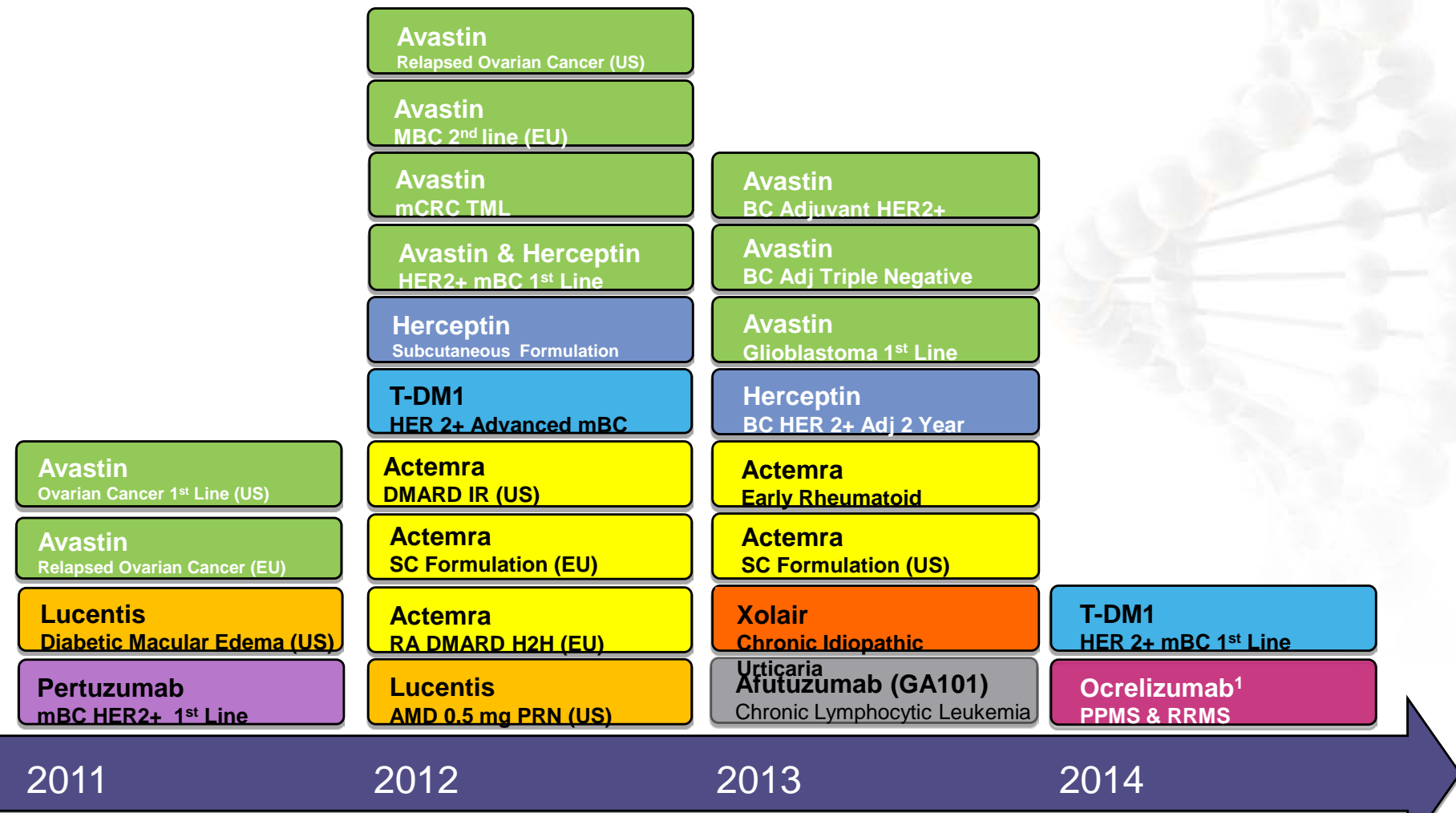
## **Farletuzumab**

Ovarian Cancer

✓ Phase 3.

# Genentech / Roche – Product Pipeline

## US & EU Filings Calendar



1. Not a licensed product

Source: Roche investor update, September 30, 2011

# Financials

# Financial Overview

## INCOME STATEMENT

	Fiscal Year Ending 12/31		Year to Date
	2009	2010 <sup>1</sup>	Q3-2011 <sup>2</sup>
Revenue	\$ 318	\$ 345	\$ 289
Expenses	21	134	14
<b>EBIT</b>	297	211	275
Net Interest Expense	17	61	28
<b>Pre-Tax Profit</b>	280	150	247
Taxes	91	58	87
<b>Net Income</b>	<u>\$ 189</u>	<u>\$ 92</u>	<u>\$ 160</u>

## BALANCE SHEET

	As of	
	12/31/2010	9/30/2011
Cash, Cash Equivalents & Investments	\$ 248	\$ 225
Total Assets	\$ 317	\$ 271
Total Debt	\$ 517	\$ 450
Total Stockholders' Deficit	\$ (324)	\$ (243)

1. Includes \$92.5 million one time legal settlement to MedImmune. Net interest expense includes \$17.6 million loss on convertible note retirement.
2. Includes \$10.0 million one time legal settlement from UCB.

# Debt

# Current and Long-Term Liabilities

- **\$155 million 3.75% senior convertible notes due May 2015**
  - Notes issued May 16, 2011; conversion rate is 132.6682 / \$1,000 face amount (\$7.54/share)
  - Bond hedge effectively increases conversion price to \$8.87 / share
  - Notes “net share settle” and are excluded from diluted EPS
- **\$180 million 2.875% convertible senior notes due February 2015**
  - Conversion rate is 151.713 shares / \$1,000 face amount (\$6.59/share)
  - PDL has commenced a tender offer for all or a substantial portion of these Notes in exchange for new notes that net share settle – similar to terms of “net share settle” provision in 3.75% Notes which excludes such shares from diluted EPS
- **\$300 million 10.25% secured non-recourse notes; principal balance of \$115 million as of September 30, 2011**
  - Approximately 40% of Genentech royalties dedicated to quarterly principal and interest
  - After retirement, securitized Genentech royalties will be retained by PDL
- **The purpose of restructuring PDL’s debt is to free up cash for the acquisition of new royalty assets**

(\$ in millions)	Debt Outstanding		
	12/31/2009	12/31/2010	9/30/2011
<b>2.75% Convertible Debt</b>			
August 2010 Note Holder Put	\$ 200	\$ -	\$ -
<b>2.00% Senior Convertible Debt</b>			
February 2012 Maturity	228	133	-
<b>10.25% Securitization Note</b>			
September 2012 Anticipated Maturity	300	204	115
<b>2.875% Senior Convertible Debt</b>			
February 2015 Maturity	-	180	180
<b>3.75% Senior Convertible Debt</b>			
May 2015 Maturity	-	-	155
<b>Total Debt</b>	<b>\$ 728</b>	<b>\$ 517</b>	<b>\$ 450</b>

# Legal Matters

# Pending Dispute with Genentech and Roche

- **In August 2010, Genentech sent a fax on behalf of Roche and Novartis asserting its products do not infringe PDL's supplementary protection certificates (SPCs)**
  - Products include Avastin, Herceptin, Lucentis and Xolair
  - SPCs are patent extensions in Europe that are issued on a country-by-country and product-by-product basis
- **PDL Response**
  - Genentech's assertions are without merit
  - PDL disagrees with Genentech's assertions of non-infringement
  - Genentech had waived its rights to challenge our patents, including SPCs in its 2003 Settlement Agreement with PDL
- **2003 Settlement Agreement**
  - Resolved intellectual property disputes between the two companies at that time
  - Limits Genentech's ability to challenge infringement of PDL's patent rights, including SPCs, and waives Genentech's right to challenge or assist other in challenging the validity of our patent rights

# Nevada Lawsuit Against Genentech/Roche

- **PDL filed a lawsuit against Genentech and Roche in Nevada state court**
  - Lawsuit states that fax constitutes a breach of 2003 Settlement Agreement because Genentech assisted Roche in challenging PDL's patents and SPCs
  - Complaint seeks compensatory damages, including liquidated damages and other monetary remedies set forth in the 2003 Settlement Agreement, punitive damages and attorney's fees
- **In November 2010, Genentech and Roche filed two motions to dismiss**
  - They contend that 2003 Settlement Agreement applies only to PDL's U.S. patents
  - They asserted that the Nevada court lacks personal jurisdiction over Roche
- **On July 11, 2011, court denied Genentech and Roche's motion to dismiss four of PDL's five claims for relief and denied Roche's separate motion to dismiss for lack of personal jurisdiction.**
  - The court dismissed one of PDL's claims that Genentech committed a bad-faith breach of the covenant of good faith and fair dealing
  - Subsequent to the ruling, Roche has waived its defense that the Nevada court lacks personal jurisdiction for the purposes of this lawsuit
- **The court ruling allows PDL to continue to pursue its claims that:**
  - Genentech is obligated to pay royalties to PDL on international sales of the Genentech Products
  - Genentech, by challenging, at the behest of Roche and Novartis, whether PDL's SPCs cover the Genentech Products breached its contractual obligations to PDL under the 2003 settlement agreement
  - Genentech breached the implied covenant of good faith and fair dealing with respect to the 2003 settlement agreement
  - Roche intentionally and knowingly interfered with PDL's contractual relationship with Genentech in conscious disregard of PDL's rights
- **Parties are currently in discovery**

# Optimizing Stockholder Return

# Business Strategy

- Queen et al. patents expire in mid-2013 to December 2014; we anticipate royalties will likely continue to ~2016
- PDL has two possible future pathways

- **Purchase new royalty assets and ladder like a bond portfolio**

- Continue to reinvest in new royalty assets and pay dividends
  - Commercial stage products
  - Sweet spot \$75MM to \$150MM
- Debt repaid by end of 2015
- Company continues as long as it can generate satisfactory return

- If unable to acquire royalty assets on attractive terms, build cash reserves to:

- Repay debt
- Use all excess cash to pay dividends to enhance shareholder return
- Wind-up company in 2016 timeframe

# Optimizing Stockholder Return

- **Continuously evaluating alternatives**
  - Dividends
  - Capital restructure
  - Share repurchase
  - Company sale
  - Purchase of commercial stage, royalty generating assets

# Investment Highlights

- **Strong historic revenue growth from approved products**
- **Potential for additional indications from existing products, new product approvals and purchase of new royalty assets**
- **Potential to grow and diversify revenues with the addition of new royalty assets**
- **Significantly reduced expenses with no R&D burn**
- **Liquidity – volume averages 2.1 million shares/day**
- **Return to stockholders**
  - In 2011, \$0.60/share to be paid in quarterly regular dividends of \$0.15/share on March 15, June 15, September 15 and December 15