



MEMO #: 1844-08

## MEMORANDUM

TO: All Members, Member Organizations, and ROTs

DATE: October 29, 2008

RE: **ImClone Systems Inc. (IMCL)**  
***Offer to Purchase***

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Alaska Acquisition Corporation., a subsidiary of Eli Lilly & Company (LLY), is offering to acquire all of the outstanding Common Shares of ImClone Systems Inc. (IMCL). ImClone Systems Inc. (IMCL) shareholders will receive \$70.00 in cash for every Common Share of ImClone Systems Inc. (IMCL) being held, in accordance with the terms and subject to the conditions set forth in the Offer to Purchase, dated October 14, 2008, and in the related Letter of Transmittal, which together constitute the "Offer".

**There is a guarantee period of three (3) NASDAQ Trading Days, in which shares not immediately available may be tendered under a "Notice of Guaranteed Delivery".**

**The Offer and withdrawal rights will expire at 12:00 Midnight, New York City Time, Thursday, November 20, 2008, unless extended.**

*The foregoing discussion is an unofficial summary of the terms of the offer, prepared by the Exchange for the convenience of its members. NASDAQ OMX PHLX accepts no responsibility for the accuracy or completeness of this summary. Members should refer to the offer to purchase for the authoritative description of the offer and all of its terms and conditions.*

### **SPECIAL RISKS**

Special risks exist for uncovered writers of IMCL call options. If an uncovered call option writer is assigned on or before the tender offer expiration date, the writer may not be able to deliver IMCL Common Stock by the option settlement date. The Options Clearing Corporation ("OCC") Article VI, Section 19 of the By-Laws describes steps, which may be taken in the event that there is a shortage of shares.

**Please note that IMCL options will not be adjusted to reflect the expiration of the tender offer. Until a merger, consolidation or similar event occurs, IMCL common stock will still exist, trade and be deliverable in settlement of option exercise.**

Questions regarding this release may be directed to Listings Administration at 1-800-THE-PHLX, choice #2, or (215) 496-5380.