

United States Bankruptcy Court
District of Delaware

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle):
deCODE genetics, Inc.

Name of Joint Debtor (Spouse) (Last, First, Middle):

All Other Names used by the Debtor in the last 8 years
(include married, maiden, and trade names):
N/A

All Other Names used by the Joint Debtor in the last 8 years
(include married, maiden, and trade names):

Last four digits of Social Security or Individual-Taxpayer I.D. (ITIN) No./Complete EIN
(if more than one, state all):
04-3326704

Last four digits of Social Security or Individual-Taxpayer I.D. (ITIN) No./Complete EIN
(if more than one, state all):

Street Address of Debtor (No. & Street, City, State):
P.O. Box 1267
Groton, Massachusetts 01450

Street Address of Joint Debtor (No. & Street, City, State):

County of Residence or of the Principal Place of Business:
Middlesex County, Massachusetts

County of Residence or of the Principal Place of Business:

Mailing Address of Debtor (if different from street address):
ZIP CODE

Mailing Address of Joint Debtor (if different from street address):

Location of Principal Assets of Business Debtor (if different from street address above):
Sturlugata 8
Reykjavik, Iceland IS101 ZIP CODE

Type of Debtor (Form of Organization) (Check one box)
[ ] Individual (includes Joint Debtors)
[X] Corporation (includes LLC and LLP)
[ ] Partnership
[ ] Other (If debtor is not one of the above entities, check this box and state type of entity below)

Nature of Business (Check one box)
[ ] Health Care Business
[ ] Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)
[ ] Railroad
[ ] Stockbroker
[ ] Commodity Broker
[ ] Clearing Bank
[X] Other
Tax-Exempt Entity (Check box, if applicable.)
[ ] Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).

Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)
[ ] Chapter 7
[ ] Chapter 9
[X] Chapter 11
[ ] Chapter 12
[ ] Chapter 13
[ ] Chapter 15 Petition for Recognition of a Foreign Main Proceeding
[ ] Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding

Nature of Debts (Check one box.)
[ ] Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."
[X] Debts are primarily business debts.

Filing Fee (Check one box)
[X] Full Filing Fee attached
[ ] Filing Fee to be paid in installments (applicable to individuals only).
[ ] Filing Fee waiver requested (applicable to chapter 7 individuals only).

Chapter 11 Debtors
Check one box:
[ ] Debtor is a small business as defined in 11 U.S.C. § 101(51D)
[X] Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).
Check if:
[ ] Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.
Check all applicable boxes:
[ ] A plan is being filed with this petition.
[ ] Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

Statistical/Administrative Information
[X] Debtor estimates that funds will be available for distribution to unsecured creditors.
[ ] Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Table with 10 columns for creditor counts and asset/liability estimates. Includes rows for 'Estimated Number of Creditors', 'Estimates Assets', and 'Estimates Liabilities'.

THIS SPACE IS FOR COURT USE ONLY

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>deCODE genetics, Inc.</b>	
<b>All Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet)</b>			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)</b>			
Name of Debtor:	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<b>Exhibit A</b> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b).  X _____ Signature of Attorney for Debtor(s) Date	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> <i>Check all applicable boxes.</i>			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____			
(Name of landlord that obtained judgment)			
_____			
(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1))			

<p><b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): <b>deCODE genetics, Inc.</b></p>
<b>Signatures</b>	
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1515, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p>X _____ Signature of Attorney for Debtor(s) <b>Mark D. Collins, Esq. (No. 2981)</b> Printed Name of Attorney for Debtor(s) <b>Richards, Layton &amp; Finger, P.A.</b> Firm Name <b>920 N. King Street, One Rodney Square</b> Address <b>Wilmington, Delaware 19801</b> <b>(302) 651-7700</b> Telephone Number <b>November 16, 2009</b> Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social Security Number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Date</p> <p>_____ Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.</p> <p>_____ Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>_____ If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Authorized Individual <b>Dr. Kari Stefansson</b> Printed Name of Authorized Individual <b>President and Chief Executive Officer</b> Title of Authorized Individual <b>November 16, 2009</b> Date</p>	

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
deCODE genetics, INC.,	)	Case No. 09-_____ (____)
	)	
Debtor.	)	
	)	
Tax I.D. No. 04-3326704	)	

**LIST OF CREDITORS HOLDING  
20 LARGEST UNSECURED CLAIMS AGAINST THE DEBTOR**

The above captioned debtor in this chapter 11 case (the “Debtor”), filed a voluntary petition in this Court on November 16, 2009 (the “Petition Date”) for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532. The following is a list of the Debtor’s largest unsecured creditors (the “Top 20 List”), based on the Debtor’s books and records as of approximately November 16, 2009. The Top 20 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtor’s chapter 11 case. The Top 20 List does not include: (1) persons who come within the definition of an “insider” set forth in 11 U.S.C. § 101(31); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. The information presented in the Top 20 List shall not constitute an admission by, nor is it binding on, the Debtor. The failure to list a claim as contingent, unliquidated or disputed does not constitute a waiver of the Debtor’s right to contest the validity, priority, and/or amount of any such claim.

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (secured also state value of security)
The Bank of New York, as Indenture Trustee	The Bank of New York 101 Barclay Street, Floor 4E, New York, New York 10286 F - 212-815-5008/5603	3.5% Senior Convertible Notes due April 15, 2011		230,000,000.00 (plus interest)
First Insurance Funding	450 Skokie Blvd., Suite 1000 PO Box 3306 Northbrook, IL 60665-3306 T - 800-837-3707 F - 800-837-3709	Trade		293,875.44
William Gallagher Associates Insurance Brokers, Inc.	Robert Abt 116 Village Blvd, Suite 610 Princeton, NJ 08540 T - 609-228-1605 F - 617-330-4607	Trade		52,817.00
Stevens & Lee	Marsha Novick 100 Lenox Drive, Suite 200 Lawrenceville, NJ 08648 T - 609-987-6677 F - 610-371-7929	Trade		49,274.64
Merrill Corporation, Ltd	101 Finsbury Pavement London EC2A 1ER UK T - +44 (0)20 7422 6100 F - +44 (0)20 7588 7605	Trade		42,829.29
Cowen & Company	Michael Kendal 1221 Avenue of the Americas New York, NY 10020 T - 646-562-1200 F - 646-562-1741	Trade		31,219.55
Broadridge	PO Box 23487 Newark, NJ 07189 T - 631-254-7422 F - 631-254-1644	Trade		30,120.61
Carpenter Moore	PO Box 80159 City of Industry, CA 91716-8159 T - 415-243-2372 F - 415-243-2399	Trade		28,125.00
Mellon Investors	Maria Oliva-Nieves PO Box 360857 Pittsburgh, PA 15251-6857 T - 201-680-3128 F - 201-680-4659	Trade		20,973.01

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (secured also state value of security)
Alexander Aronson Finning	21 East Main Street Westborough, MA 01581-1461 T - 508-366-9100 F - 508-366-9789	Trade		17,125.00
Caturano & Co	Paul Kiley 80 City Square Boston, MA 02129-3742 T - 617-912-9000 F - 617-912-9001	Trade		14,401.25
State of Delaware	Division of Corporations PO Box 11728 Newark, NJ 07101-4728 T - 302-739-3077 F - 302-739-3812	Trade		8,008.74
Dialog	Debra Bowie PO Box 532002 Atlanta, GA 30353-2002 T - 919-804-6504 F - 919-804-6430	Trade		6,750.00
Premiere Global Services	ID# 440026 Box 404351 Atlanta, GA 30384-4351 T - 866-640-0080 F - 404-262-8525	Trade		4,894.28
AT&T	Angela Spyros PO Box 13146, Newark, NJ 07101-5646 T - 800-218-8658 F - 973-824-8909	Trade		3,208.49
Georgeson, Inc.	36758 Treasury Center Chicago, IL 60694-6700 T - 212-440-9800 F - 212-440-9009	Trade		2,104.64
Minolta	Rae Lyons 21146 Network Place Chicago, IL 60673-1211 T - 630-271-6937 F - 630-271-0700	Trade		1,794.45
Fedex	PO Box 371461 Pittsburgh, PA 15250-7461 T - 800-622-1147 F - 800-548-3020	Trade		151.08

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (secured also state value of security)
CSC Corporation	2711 Centerville Road Wilmington, DE 19808 T - 302-636-5401 ext 3276 F - 302-636-5454	Trade		0.00
Deloitte & Touche LLP	Jim Holmes PO Box 7247-6446 Philadelphia, PA 19170-6446 T - 617-437-2940 F - 617-437-4940	Trade		0.00


IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
deCODE genetics, INC.,	)	Case No. 09-_____ ( )
	)	
Debtor.	)	
	)	
Tax I.D. No. 04-3326704	)	

**DECLARATION CONCERNING THE DEBTOR'S LIST OF CREDITORS  
HOLDING THE TWENTY LARGEST UNSECURED CLAIMS**

I, Dr. Kari Stefansson, President and Chief Executive Officer of deCODE genetics, Inc., declare under penalty of perjury that I have reviewed the foregoing List of Creditors Holding the Twenty Largest Unsecured Claims and that the information contained therein is true and correct to the best of my information and belief.

Dated: November 16, 2009  
Reykjavík, Iceland

  
\_\_\_\_\_  
Name: Dr. Kari Stefansson  
Title: President and Chief Executive Officer of  
deCODE genetics, Inc.



Falcon Technology Partners	600 Dorset Road Devon, PA 1933-1813	425,000 shares
Apollo Medical Partners	68 Jane Street - 2E New York, NY 10014-1789	400,000 shares
KBC Asset Management N.V.	2 Avenue du Port Brussels, Belgium 1080	175,000 shares
San Francisco Sentry Investment Group	100 Pine Street - 2700 San Francisco, CA 94111-5213	120,000 shares
BNP Paribas Asset Management S.A.S.	14, rue Bergère Paris, France 75009	100,000 shares
United Capital Financial Advisers, Inc.	500 Newport Center Drive, 2nd Newport Beach, CA 92660-7002	85,909 shares
Credit Suisse Private Banking (Switzerland)	Uetlibergstrasse 231 Zurich, Switzerland 8045	75,000 shares
Lífeyrissjódurinn Framsyn	Kringlunni 7 Reykjavík, Iceland 103	75,000 shares
AEGON Asset Management UK p.l.c.	AEGON House 3 Lochside Avenue Edinburgh, EH12 95A United Kingdom	50,000 shares
Winterflood Securities Limited	The Atrium Building Cannon Bridge 25 Dowgate Hill London, EC4R 2GA United Kingdom	50,000 shares
Citadel Investment Group, L.L.C.	131 South Dearborn Street Chicago, IL 60603-5506	50,000 shares
Credit Suisse Securities (USA) LLC	11 Madison Avenue New York, NY 10010-3629	50,000 shares
Cheviot Asset Management Ltd.	90 Long Acre London, WC2E 9RA United Kingdom	50,000 shares
UBS Securities LLC	1285 Avenue of the Americas New York, NY 10019-6031	40,000 shares
GKM Advisers, LLC	11150 Santa Monica Blvd. - 850 Los Angeles, CA 90025-3380	32,850 shares
Natexis Banques Populaires SA	45 rue Saint Dominique Paris, France 75007	25,000 shares
First New York Capital Corp.	90 Park Avenue, Fifth Floor, New York, NY 10016-1301	25,000 shares
Renaissance Technologies Corp.	800 Third Avenue New York, NY 10022-7604	25,000 shares
Lífeyrissjódur Verzlunarmanna	Kringlunni 7 Reykjavík, Iceland 103	25,000 shares
BNY Mellon Wealth Management	200 Park Avenue New York, NY 10166-0005	24,200 shares
Knight Capital Group, Inc.	Newport Tower, 29th Floor 525 Washington Boulevard Jersey City, NJ 07310-1606	21,669 shares

Nordinvest Norddeutsche Investment-Gesellschaft mb	Neuer Wall 64 Hamburg, Germany 20354	20,000 shares
Crédit Agricole Luxembourg Private Bank	39 allée Scheffer Luxembourg, Luxembourg 2520	19,700 shares
Northern Trust Global Investments	50 South LaSalle Street Chicago, IL 60603-1006	13,158 shares
ZWJ Investment Counsel Inc.	75, 14th Street NE - 2900 Atlanta, GA 30309-7604	11,000 shares
H. G. Wellington Capital Management	140 Broadway, 44th Floor New York, NY 10005-1108	10,000 shares
Fiduciary Trust Company	175 Federal Street Boston, MA 02110-2210	10,000 shares
Northern Trust Investments, N.A.	181 West Madison Street Chicago, IL 60602-4510	8,652 shares
Banc of America Securities Merrill Lynch	One Bryant Park New York, NY 10036-6715	8,000 shares
Geode Capital Management, L.L.C.	One Post Office Square, 28th Fl Boston, MA 02109-2804	7,625 shares
Wells Fargo Bank, N.A.	420 Montgomery Street 7th Floor San Francisco, CA 94104-1207	4,525 shares
Dexia Banque Internationale à Luxembourg S.A.	69 route d'Esch Luxembourg, Luxembourg 2953	4,000 shares
Deutsche Asset Management Americas	345 Park Avenue New York, NY 10154-0004	3,000 shares
RBC Capital Markets (US)	60 South Sixth Street Dain Rauscher Plaza Minneapolis, MN 55402-4400	2,245 shares
Wells Fargo Securities, LLC	901 East Byrd Street - 300 Richmond, VA 23219-4066	2,000 shares
Anima SGR.p.A.	Via Brera, 18 Milan, Italy 20121	1,614 shares
Deutsche Bank Securities Inc.	1 South Street Baltimore, MD 21202-3298	1,000 shares
RiverSource Investments, LLC	262 Ameriprise Financial Center Minneapolis, MN 55474-0001	1,000 shares
Barclays Global Investors (UK) Ltd.	Murray House 1 Royal Mint Court London, EC3N 4HH United Kingdom	425 shares
National City Corporation	1900 East Ninth Street Cleveland, OH 44114-3404	300 shares
Susquehanna International Group, LLP	401 City Ave., Suite 220 Bala Cynwyd, PA 19004	188 shares
Pyramis Global Advisors, LLC	900 Salem Street Smithfield, RI 02917-1243	180 shares
Hite Capital Management, LLC	432 Park Avenue South, 12th Fl New York, NY 10016-8013	100 shares


IN THE UNITED STATES BANKRUPTCY COURT  
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In re: ) Chapter 11  
 )  
deCODE genetics, INC., ) Case No. 09-\_\_\_\_\_ ( )  
 )  
Debtor. )  
 )  
Tax I.D. No. 04-3326704 )

DECLARATION CONCERNING THE DEBTOR'S LIST  
OF EQUITY SECURITY HOLDERS

I, Dr. Kari Stefansson, President and Chief Executive Officer of deCODE genetics, Inc., declare under penalty of perjury that I have reviewed the foregoing List of Equity Security Holders and that the information contained therein is true and correct to the best of my information and belief.

Dated: November 16, 2009  
Reykjavík, Iceland

  
\_\_\_\_\_  
Name: Dr. Kari Stefansson  
Title: President and Chief Executive Officer of  
deCODE genetics, Inc.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
deCODE genetics, INC.,	)	Case No. 09-_____ ( )
	)	
Debtor.	)	
	)	
Tax I.D. No. 04-3326704	)	

**DECLARATION CONCERNING THE DEBTOR'S  
RESOLUTIONS OF BOARD OF DIRECTORS**

I, Dr. Kari Stefansson, President and Chief Executive Officer of deCODE genetics, Inc., declare under penalty of perjury that do hereby certify that annexed hereto as Exhibit 1 is a true and correct copy of resolutions which were duly adopted by the Board of Directors of said corporation at a meeting which was duly called and held on November 15, 2009, at which a quorum was present and acting throughout, and said resolutions have not been rescinded or amended and are in full force and effect at the date hereof.

Dated: November 16, 2009  
Reykjavík, Iceland



Name: Dr. Kari Stefansson  
Title: President and Chief Executive Officer of  
deCODE genetics, Inc.

# EXHIBIT 1

deCODE genetics, Inc.

Proposed Resolutions of the Board of Directors  
Regarding Bankruptcy Filing

November 15, 2009

WHEREAS, at its meeting held on October 22, 2008, the Board of Directors (the "Board") of deCODE genetics, Inc. (the "Corporation") appointed a special committee of independent directors (the "Special Committee") to identify, evaluate, consider, negotiate on behalf of the Corporation, subject to approval by the Board of any transaction within the mandate of the Committee, and recommend to the Board a course of action for the Corporation from among its strategic alternatives;

WHEREAS, the Special Committee has evaluated the Corporation's alternatives, negotiated on behalf of the Corporation and recommended to the Board that the Corporation enter into (1) an asset purchase agreement with Saga Investments LLC ("Saga") pursuant to which the Corporation will sell certain assets, including the outstanding capital stock of Islensk erfðagreining ehf and the drug compounds designated as DG041, DG051 and DG071, and any related or back up compounds (the "Asset Purchase Agreement") and an Operating Agreement for Saga (the "Operating Agreement") providing for, among other things, a Junior Preferred Interest that is part of the purchase price (the "Purchase Price") under the Asset Purchase Agreement and (2) a debtor in possession loan agreement with Saga pursuant to which Saga will provide a secured loan facility to the Corporation (the "DIP Loan Agreement"), all in the forms presented to the Special Committee, subject to the possible inclusion of a provision for an adjustment of the Purchase Price or to indebtedness under a bridge loan currently in effect with Saga as lender or under the DIP Loan Agreement with respect to the economic benefit of the earn-out established in connection with the completed sale and transfer of the capital stock of Emerald Biostructures, Inc. (formerly, deCODE Biostructures, Inc.) and Emerald BioSystems, Inc., formerly wholly-owned subsidiaries of the Corporation, and subject to such other changes in the provisions of the Purchase Agreement, the Operating Agreement and the DIP Loan Agreement as are not materially adverse to the Corporation, and subject to such other agreements, instruments and other documents, as the officers of the Corporation, or any of them, may determine necessary to timely conclude the negotiation of the Purchase Agreement, the Operating Agreement, the DIP Loan Agreement, or obtain for the benefit of the Corporation and its stakeholders the benefit thereof and to enable the timely filing of the Petition (as defined below);

WHEREAS, the Asset Purchase Agreement contemplates that the Corporation will file a voluntary petition (the "Petition") under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code");

WHEREAS, the Board, with the advice and assistance of its legal and financial advisors, has reviewed the Asset Purchase Agreement, the Operating Agreement, the DIP Loan Agreement and other agreements, instruments and other documents contemplated by or related thereto, the

recommendation of the Special Committee and the recommendations of management and the advisors of the Corporation regarding the assets, liabilities and liquidity situation of the Corporation, the strategic alternatives available to it, and the impact of the foregoing on the business and prospects of the Corporation and the Corporation's stakeholders; and

WHEREAS, the Board of Directors of the Corporation has determined that the execution, delivery and performance, or acceptance, of the Asset Purchase Agreement, the Operating Agreement and the DIP Loan Agreement, and such other agreements, instruments and documents, and the filing of the Petition is in the best interests of the Corporation, its creditors and other parties in interest; now, therefore, it is

RESOLVED, that the Corporation shall be, and hereby is, authorized and directed to: (a) file the Petition in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), (b) execute, deliver and perform, or accept, the Asset Purchase Agreement, the Operating Agreement, the DIP Loan Agreement, and such other agreements, instruments and documents, all in the forms presented to the Board, subject to the possible inclusion of a provision for an adjustment of the Purchase Price or to indebtedness under a bridge loan currently in effect with Saga as lender or under the DIP Loan Agreement with respect to the economic benefit of the earn-out established in connection with the completed sale and transfer of the capital stock of Emerald Biostructures, Inc. and Emerald BioSystems, Inc., formerly wholly-owned subsidiaries of the Corporation, as presented to the Board prior to and at the meeting at which these resolutions are being adopted and such other changes to the provisions of the Purchase Agreement, the Operating Agreement and the DIP Loan Agreement as are not materially adverse to the Corporation, and such other agreements, instruments and other documents, as the Designated Officers of the Corporation (as defined below), or any of them, may determine necessary or advisable to timely conclude the negotiation of the Purchase Agreement, the Operating Agreement, the DIP Loan Agreement and obtain for the benefit of the Corporation and its stakeholders the benefit thereof and to enable the timely filing of the Petition and the documents contemplated thereby and (c) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect the foregoing.

RESOLVED, that the chief executive officer, the chief financial officer, the treasurer, any vice president, the secretary or the assistant secretary of the Corporation (collectively, the "Designated Officers") shall be, and each of them, acting alone, hereby is, authorized and empowered on behalf of and in the name of the Corporation to: (a) execute and verify the Petition, as well as all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as any such Designated Officer, in such officer's discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions (such approval to be conclusively established by the execution thereof by such Designated Officer); (b) execute, verify and file or cause to be filed all petitions, schedules, lists, motions, applications and other papers or documents (including debtor in possession loan agreement(s)) necessary or desirable in connection with the foregoing; and (c) execute and verify any and all other documents necessary or appropriate in connection therewith in such form or forms as any such Designated Officer may approve.

RESOLVED, that the Designated Officers of the Corporation, and each of them acting alone, shall be and hereby is, authorized and empowered to retain, on behalf of the Corporation: (a) Richards, Layton & Finger, P.A., as bankruptcy counsel to the Corporation; (b) PricewaterhouseCoopers LLP, as financial advisor to the Corporation; and (c) such additional professionals, including attorneys, accountants, financial advisors, investment bankers, consultants or brokers, in each case as in such Designated Officer's or Officers' judgment may be necessary or desirable in connection with the Corporation's chapter 11 case and other related matters, on such terms as such officer or officers shall approve.

RESOLVED, that the law firm of Richards, Layton & Finger, P.A. and any additional special counsel selected by the Designated Officers or any of them, if any, shall be, and hereby are, authorized, empowered and directed to represent the Corporation, as debtor and debtor-in-possession, in connection with any chapter 11 case commenced by or against it under the Bankruptcy Code.

RESOLVED, that the Designated Officers, and each of them, acting alone, shall be, and hereby is, authorized and empowered on behalf of and in the name of the Corporation to: (a) execute, deliver and perform the Asset Purchase Agreement and the DIP Loan Agreement each in the form presented to the Board with such changes as the Designated Officer executing such Agreement, acting with the advice of counsel to the Corporation, determines to be necessary or appropriate, the execution of such Agreement to be conclusive evidence of such determination.

RESOLVED, that the Corporation, as debtor and debtor-in-possession, shall be, and hereby is, authorized to: (a) borrow funds from, provide guaranties to and undertake related financing transactions, including the use of cash collateral, with such lenders and on such terms as may be approved by any one or more of the Designated Officers, (collectively, the "Financing Transactions") as reasonably necessary for the continuing conduct of the affairs of the Corporation; and (b) pay related fees and grant security interests in and liens upon some, all or substantially all of the Corporation's assets, as may be deemed necessary by any one or more of the Designated Officers in connection with such borrowings.

RESOLVED, that: (a) the Designated Officers shall be, and each of them, acting alone, hereby is, authorized and empowered in the name of, and on behalf of, the Corporation, as debtor and debtor-in-possession, to take such actions and execute and deliver such agreements, certificates, instruments, guaranties, notices and any and all other documents contemplated by or consistent with the terms of the Asset Purchase Agreement, the DIP Loan Agreement or the Financing Transactions as the Designated Officers may deem necessary or appropriate to facilitate the transactions contemplated by the Asset Purchase Agreement, the DIP Loan Agreement and the Financing Transactions (collectively, the "Financing Documents"); (b) execution and delivery of Financing Documents by any Designated Officer containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or appropriate by the Designated Officers shall be conclusive evidence of the approval of such Financing Documents by the Corporation and this Board; and (c) the actions of any Designated Officer taken pursuant to this resolution, including the execution and delivery of all agreements, certificates, instruments, guaranties, notices and other documents, shall be conclusive evidence of the approval thereof by the Corporation and this Board.

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Designated Officers, each of the Designated Officers shall be, and hereby is, authorized, directed and empowered, in the name of and on behalf of the Corporation, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such Designated Officer's or Officers' judgment shall be necessary or desirable in order to fully carry out the intent and accomplish the purposes of the foregoing resolutions, the execution of any such document or the taking of such action to be conclusive evidence of such determination.

RESOLVED, that all acts lawfully done or actions lawfully taken or to be taken by any officer or officers, or other representative or representatives, of the Corporation in connection with the implementation of these resolutions and the matters contemplated hereby are in all respects ratified, confirmed and approved.

