EXHIBIT 5

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November 21, 2006

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RE: ***Vanderbilt University v. ICOS Corporation***
C.A. No. 05-506 (SLR)

Gentlemen:

I write on behalf of Mark Rachlin and GlaxoSmithKline (hereinafter "GSK") in connection with the outstanding subpoena and Motion for Order Compelling Compliance and the Imposition of Contempt Sanctions ("Motion") filed by Vanderbilt University ("Vanderbilt"). As a prefatory matter, I was quite surprised and dismayed that Vanderbilt filed the Motion while the parties were engaged in good faith "meet and confer" discussions to resolve the issues raised by Vanderbilt's subpoena. Suffice it to say, that we do not believe that D.Del. LR 7.1.1 was satisfied by Vanderbilt in this instance. Moreover, Vanderbilt's Motion is a direct violation of the Court's Scheduling Order in this case.

Irrespective of the deficiencies in Vanderbilt's Motion, and in an effort to avoid burdening Judge Robinson with ancillary discovery issues involving a third party, GSK proposes the following to resolve this dispute:

1. GSK will make Dr. Ross available for deposition in the UK on January 5, 2007 without requiring Vanderbilt to proceed via letters rogatory;

2. GSK will make Drs. Grondin and Daugan available for deposition in France on January 11 and 12, 2007; and

3. GSK will work with Vanderbilt on a stipulation authenticating the GSK documents already produced by ICOS in this case.

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Alternatively, if Vanderbilt is not agreeable to the above, GSK will make Mr. Rachlin available for deposition at a mutually convenient place allowing sufficient time to review, collect and produce responsive, non-privileged documents, if any, as well as prepare a privilege log. As we have previously stated, communications between ICOS and Glaxo are protected from discovery under the common-interest privilege.

I look forward to discussing this proposal further with you. However, if I do not hear from you by next Monday, GSK will respond to Vanderbilt's Motion in accordance with the local rules.

Very truly yours,

Mary W. Bourke

MWB/pmd
#501273_1/pmd
cc: Mark Rachlin, Esquire (via facsimile)