

**MANAGEMENT'S DISCUSSION AND ANALYSIS  
OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS**

**QUARTER ENDED SEPTEMBER 30, 2010**

**INFORMATION REGARDING FORWARD-LOOKING STATEMENTS**

This report contains forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performances or achievements expressed or implied by the forward-looking statements. Forward-looking statements include, but are not limited to, statements about:

- the marketing and sales of our products and services;
- the execution of Benten BioServices' business plans;
- the declaration and distribution of any future dividends;
- our ability to sustain licensing and other contract-based revenues;
- the value of, and expenses associated with, our intellectual property;
- the impact of our restructuring efforts;
- the requirements of pharmaceutical and biotechnology companies;
- the benefits of knockout mice programs and, in particular, our technologies and products, to the pharmaceutical industry;
- the increasing competition we face in the field of knockout mice from both commercial and government organizations;
- failures in the drug discovery, development and approval processes by our partners and collaborators;
- our ability to successfully execute our business plan and to meet contractual obligations, in view of the Company's limited staff; and
- liquidity and capital resources.

In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "could," "would," "expects," "plans," "anticipates," "believes," "estimates," "projects," "predicts," "potential" and similar expressions intended to identify forward-looking statements. These statements reflect our current views with respect to future events and are based on assumptions and subject to risks and uncertainties. Given these uncertainties, you should not place undue reliance on these forward-looking statements. These forward-looking statements represent our estimates and assumptions only as of the date of this report.

You should read this report completely and with the understanding that our actual future results may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements.

**YOU SHOULD READ THE FOLLOWING DISCUSSION AND ANALYSIS IN CONJUNCTION WITH OUR FINANCIAL STATEMENTS AND THE NOTES ACCOMPANYING THE FINANCIAL STATEMENTS.**

## 1. Overview

Deltagen (or the “Company” or “We”) is a provider of research tools to the biopharmaceutical industry and to the academic research community. Deltagen has generated an inventory of “knockout mice” in which a single gene has been deleted (“knocked out”). The knockout mice have been analyzed to determine the phenotypic changes associated with that gene deletion. This phenotypic data has been organized in an integrated database known as DeltaBase. DeltaBase contains phenotypic data on 750 different knockout mouse lines. In addition to those 750 knockout mouse lines, Deltagen has approximately 150 additional knockout mouse lines that have not been characterized phenotypically. Deltagen also has approximately 450 knockout lines at the embryonic stem (ES) cell stage.

Our customers and partners/collaborators have included some of the world’s largest pharmaceutical companies, including GlaxoSmithKline plc, Merck & Co., Inc., Pfizer Inc., Eli Lilly and Company and Schering-Plough Research Institute.

We have historically generated revenue from our DeltaBase and DeltaOne products and programs.

DeltaBase is our proprietary database that provides information, based on knockout mouse studies, on gene function and validated gene targets for drug discovery. Each knockout mouse underwent a standardized, detailed and extensive analysis in order to determine the function and role that a particular gene plays in the mouse and that gene’s suitability as a drug target.

DeltaOne offers access to our portfolio of knockout mice and/or accompanying phenotypic data, as well as any corresponding intellectual property, on a gene-by-gene basis.

We derive substantially all of our revenues from a narrow and limited range of sources. Substantially all of our revenues are currently derived from the licensing of knockout mouse lines and related phenotypic data to the biopharmaceutical industry and academic institutions under our DeltaOne program. Because of continuing consolidation in the biopharmaceutical industry and the finite number of knockout lines in the Company’s inventory, significant uncertainty exists with respect to the Company’s future revenues.

In December 2009 the Company acquired Benten BioServices, Inc. (“Benten”), an emerging Pennsylvania-based contract services organization dedicated to the provision of regulatory-compliant services to support the development and commercialization of biopharmaceutical products. Benten’s services are designed to address specific requirements for critical stages in product development, including biosafety testing, raw materials testing, assay and process validation services, cell banking and characterization services, and technology platform-specific R&D support and consulting services. Benten has leased facilities and will operate in Pennsylvania as a wholly-owned subsidiary of Deltagen. Benten’s services will be offered worldwide to biopharmaceutical companies, emerging biotechs, government agencies and universities involved in the development of biologicals, recombinant proteins, monoclonal antibodies, cell therapeutics, vaccines and biological devices.

Our operating results have fluctuated in the past and are likely to do so in the future, and we do not believe that period-to-period comparisons of our operating results are a good indication of our future performance.

## 2. Critical Accounting Policies and Estimates

The consolidated financial statements of Deltagen for the three-month period ended September 30, 2010 are unaudited, but have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”). These consolidated financial statements have been prepared so that they present fairly, in the opinion of management, the Company’s financial position and its results of operations and its cash flows for the period presented.

Under our revenue recognition policy, revenues are recognized when a definitive agreement with a determinable price exists, product delivery and/or invoicing (in each case where there is reasonable assurance of meeting customer-specified criteria) have occurred, and collectability is reasonably assured. A change in our revenue recognition policy or changes in the terms of contracts under which we recognize revenues could have an impact on the amount and timing of our recognition of revenues.

The preparation of consolidated financial statements in conformity with GAAP requires the Company to make estimates and assumptions that affect the amounts that are reported in the consolidated financial statements and accompanying disclosures. Although these estimates are based on the Company's best knowledge of current events and actions that the Company may undertake in the future, actual results may differ materially from the estimates.

### **3. Results of Operations**

The Company's consolidated revenues for the three months ended September 30, 2010 totaled \$0.577 million. The revenues in the third quarter were attributable primarily to license fees associated with the provision of knockout mice and related phenotypic data pursuant to orders placed by customers under the Company's DeltaOne™ program.

The Company had interest income of \$0.003 million for the three months ended September 30, 2010.

Total consolidated expenses for the three months ended September 30, 2010 were \$0.703 million. The expenses in the third quarter were attributable primarily to labor costs and other general and administrative expenses, including \$0.193 million in royalty and commission expenses. The total expenses included about \$0.228 million and \$0.025 million relating to the operation of the Company's wholly-owned subsidiaries, Bente BioServices, Inc. ("Bente Expenses") and XenoPharm, Inc., respectively.

Consolidated net losses before provision for income taxes for the three months ended September 30, 2010 were \$0.123 million. Excluding Bente Expenses, the Company had a net profit of about \$0.105 million before provision for income taxes for the three months ended September 30, 2010.

As of September 30, 2010, the Company had \$3.937 million in consolidated cash and cash equivalents, compared to \$4.816 million as of June 30, 2010, and had \$0.282 million in accounts receivable. The change in cash and cash equivalents was due primarily to property and equipment expenditures of \$0.847 million, including an expenditure of \$0.736 million relating to a down-payment for capital equipment to be used at the Company's Malvern, Pennsylvania facility.

## **RISK FACTORS AFFECTING FUTURE OPERATING RESULTS**

There are numerous risks and uncertainties related to both our business and our industry that could cause actual results or events to differ materially from those indicated by forward-looking statements.

### **Risks Relating to Deltagen Generally**

**We will likely require substantial amounts of capital to fund our business and, if we do not have sufficient capital, we will not be able to sustain our operations.**

Our cash requirements depend on numerous factors, including:

- the timing of capital requirements to develop our Benten BioServices business (especially the new Benten facility) and the timing of such requirements;
- our ability to attract and retain customers for our knockout and transgenic mouse products and Benten's products and services;
- expenses in connection with the possible expansion of our knockout mouse product inventory or services; and
- expenditures in connection with license agreements and acquisitions of and investments in complementary technologies and businesses.

We will likely require substantial amounts of capital to fund our business operations. The rate at which our capital is utilized is affected by the operational and developmental costs incurred and the extent to which our products generate revenue. If we do not have sufficient capital, we will not be able to sustain our operations.

**We will likely require additional capital to support business growth, and this capital might not be available.**

We intend to continue to make investments to support our business growth and will likely require additional funds to respond to business challenges or opportunities, including the need to develop new products or services or enhance our existing products and services, enhance our operating infrastructure or acquire complementary businesses and technologies. Accordingly, we may need to engage in equity or debt financings to secure additional funds. If we raise additional funds through further issuances of equity or convertible debt securities, our existing stockholders could suffer significant dilution, and any new equity securities we issue could have rights, preferences and privileges superior to those of holders of our existing capital stock. Any debt financing secured by us in the future could involve restrictive covenants relating to our capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities. In addition, we may not be able to obtain additional financing on terms favorable to us, if at all. If we are unable to obtain adequate financing or financing on terms satisfactory to us, when we require it, our ability to continue to support our business growth and to respond to business challenges could be significantly limited. If adequate funds are not available, we may have to curtail operations significantly or liquidate.

**Our future success depends on our ability to offer services by developing Benten's facility.**

Our future success depends on our ability to complete and begin to utilize our new Benten facility. Our ability to plan, construct and equip this facility is subject to significant risk and uncertainty. The build-out of any scientific facilities will be subject to the risks inherent in the development and construction of new facilities, including risks of delays and cost overruns as a result of a number of factors, many of which may be out of our control, such as delays in government approvals, burdensome permit conditions and delays in the delivery of

equipment and subsystems that we obtain from suppliers. We may also experience difficulty in locating and acquiring the quality used equipment currently in our plans.

If we are unable to successfully develop, construct and operate this facility, we may be unable to scale our business to the extent necessary to improve our results of operations and achieve profitability. Moreover, even if we are successful in completing the facility as planned, we may not be able to generate customer demand for our services and may not be able to generate sufficient revenue to achieve or maintain profitability.

**The value of our stock may be adversely affected by the lack of liquidity in the market for our stock and if we decide to stop disclosure with respect to our results of operations or other matters.**

Following our bankruptcy filing, we were delisted from Nasdaq. The limited liquidity available in the “Pink Sheets” market may adversely affect the value of our stock. Also following our bankruptcy filing, we were deregistered under the Securities Exchange Act of 1934. As a result, Deltagen has no legal obligation to resume making periodic filings with the Securities and Exchange Commission or otherwise provide public disclosure with respect to its results of operations or other matters. Although Deltagen has voluntarily provided public announcements of its annual and quarterly financial since early 2006, it may change this practice at any time and stop further disclosure with respect to its results of operations or other matters. If we decide to stop such disclosure, the value of our stock may be adversely affected.

**We may fail to meet market expectations, which could cause our stock price to decline.**

The following are among the factors that could cause our operating results to vary significantly from market expectations:

- changes in the demand for and pricing of our products and services, including our new Benten services;
- the nature, pricing and timing of other products and services provided by us or our competitors;
- changes in the research and development budgets of our customers;
- acquisition, licensing and other costs related to our operations;
- the timing of milestone, licensing and other payments under the terms of our customer agreements and agreements pursuant to which others license technology to us;
- our capital needs and availability of additional capital;
- expenses related to, and the results of, patent filings and other proceedings relating to intellectual property rights, including litigation and similar expenses; and
- our unpredictable revenue sources as described below.

**Our revenues are and will be unpredictable and this may harm our financial condition.**

The amount and timing of revenues that we may have from our business will be unpredictable because:

- the timing of our DeltaOne and other agreements are determined largely by our customers;
- our Benten business is in initial stages and we have not yet entered into any agreements with customers;
- the Benten business will not generate revenues until the build out of its facility is complete and the build out may experience delays;

- the services offered by Benten might not be accepted by the target market;
- we may not receive any significant milestone or royalty payments under licenses and other arrangements for a substantial period of time, if ever; and
- to date, we have entered into only four customer agreements for our entire DeltaBase gene function database and do not expect to enter into any additional agreements involving the entire DeltaBase product.

As a result, our results may be below market expectations. If this happens, the price of our common stock may decline.

**We depend on key employees, and without the services of our key employees, we may not achieve profitability or remain viable.**

The company currently has only four full-time employees. The loss of any of their services could seriously harm our business.

Our future success also will depend in part on the continued service of our Directors and key consultants. We may be unable to retain these individuals and other personnel necessary for our business.

**The future sale of common stock could negatively affect our stock price.**

We had approximately 52 million shares of common stock outstanding as of September 30, 2010. If our common stockholders sell substantial amounts of common stock in the public market, or the market perceives that such sales may occur, the market price of our common stock could fall.

**We may engage in future acquisitions or licenses, which could adversely affect your investment in us as we may never realize any benefits from such acquisitions or licenses, which also could be expensive and time consuming.**

We may acquire and license additional products and programs, if we determine that these products or programs complement or augment our existing technology platforms. We currently have no firm commitments or agreements with respect to any material acquisitions. If we do undertake any transactions of this sort, the process of integrating an acquired business, technology, service or product may result in operating difficulties and expenditures and may absorb significant management attention that would otherwise be available for ongoing development of our business. Moreover, we may never realize the anticipated benefits of any acquisition or license. Future acquisitions could result in potentially dilutive issuances of equity securities, the incurrence of debt and contingent liabilities and amortization expenses related to goodwill and other intangible assets, which could adversely affect our results of operations and financial condition.

**We may be subject to litigation and infringement claims that may harm our business or reputation, be costly and divert management's attention.**

The technology we use in our business may subject us to claims that we infringe on the patents or proprietary rights of others. The risk of this occurring will tend to increase as the genomics and biotechnology industries expand, more patents are issued and other companies attempt to discover gene function using knockout mice and engage in other genomics-related businesses. Furthermore, many of our competitors and other companies performing research on genes have already applied for patents covering some of the genes used in the generation of our knockout and transgenic mice.

We may be involved in future lawsuits alleging patent infringement or other intellectual property rights violations. In addition, litigation may be necessary to:

- assert claims of infringement;

- enforce our patents, if any;
- protect our trade secrets or know-how; and
- determine the enforceability, scope and validity of the proprietary rights of others.

We may be unsuccessful in defending or pursuing these lawsuits. Regardless of the outcome, litigation can be very costly, can divert management's efforts and could materially affect our business, operating results, financial condition and cash flows. An adverse determination may subject us to significant liabilities or restrict or prohibit us from selling our products.

**Our rights to the use of technologies licensed to us by third parties are not within our control, and without these technologies, our products and programs may not be successful and our business prospects could be harmed.**

We rely, in part, on licenses to use certain technologies that are material to our business. We do not own the patents that underlie some of these licenses. Our rights to use these technologies and employ the inventions claimed in the licensed patents are subject to our licensors abiding by the terms of those licenses and not terminating them. In many cases, we do not control the prosecution or filing of the patents to which we hold licenses. Some of the licenses under which we have rights provide us with exclusive rights in specified fields, but we cannot assure you that the scope of our rights under these and other licenses will not be subject to dispute by our licensors or third parties.

**Our incorporation documents and Delaware law may inhibit a takeover that stockholders consider favorable and could also limit the market price of your stock.**

Our restated certificate of incorporation and bylaws contain provisions that could delay or prevent a change in control of the Company. Some of these provisions:

- authorize the issuance of preferred stock which can be created and issued by the board of directors without prior stockholder approval, commonly referred to as "blank check" preferred stock, with rights senior to those of common stock;
- provide for a classified board of directors; and
- prohibit stockholder action by written consent.

In addition, we are governed by the provisions of Section 203 of Delaware General Corporate Law. These provisions may prohibit large stockholders, in particular those owning 15% or more of our outstanding voting stock, from merging or combining with us. These and other provisions in our amended and restated certificate of incorporation and bylaws and under Delaware law could reduce the price that investors might be willing to pay for shares of our common stock in the future and result in the market price being lower than it would be without these provisions.

**A small number of our stockholders could exercise control over us and could affect decisions made by our stockholders.**

A small number of our stockholders control a large block of our common stock, and, if acting in concert, could have the voting power to exert substantial influence over actions which require stockholder approval and generally to direct our affairs, including decisions regarding the election of directors, mergers, consolidations and the sale of all or substantially all of our assets and other significant corporate actions. This concentration of ownership may discourage, delay or prevent a change in control of the Company, which could deprive our stockholders of an opportunity to receive a premium for their shares as part of a sale of the Company

and might reduce the price of our shares. These actions may be taken even if they are opposed by our other stockholders.

**Catastrophic events may disrupt or otherwise adversely affect the markets in which we operate, our business and our profitability.**

Our business may be adversely affected by a war, terrorist attack, natural disaster or other catastrophe. A catastrophic event could have a direct negative impact on us by, for example, affecting the ability of our sales force to travel to conduct in-person product demonstrations or an indirect impact on us by, for example, affecting our customers or the overall economy. Although we have contingency plans in place to protect against both man-made and natural threats, it is impossible to fully anticipate and protect against all potential catastrophes. Despite our preparations, a security breach, criminal act, military action, power or communication failure, earthquake, flood, severe storm or the like could lead to disruptions to our operations, or damage to our important facilities. If any of these events happen, we may be exposed to unexpected liability, our reputation may be tarnished, and there could be a material adverse effect on our business and financial results.

### **Risks Relating to our Knockout Mouse Business**

**We have only a finite inventory of products and unless we are able to expand our inventory, we may not be able to achieve or sustain sufficient revenues to fund our operations.**

At present, and for the last seven years, we have had a finite and static knockout mouse product inventory. We have no current research and development operations or activities with respect to knockout mice. We have approximately 900 knockout mouse lines at the mouse stage (cryopreserved as frozen embryos) and approximately 450 knockout lines at the ES cell stage. Because we have a finite and, at present, static, inventory of products available for licensing to third parties, we will likely not be able to sustain our business unless we expand our product inventory. And, even if we desire to expand our product inventory, it may not be feasible to do so depending on competition, third party license restrictions and availability of additional capital.

**Almost all of our knockout mouse inventory is stored and managed by a single third party service provider, and a natural disaster at one or more of their facilities is possible and could result in a prolonged interruption of our business or a complete loss of our product inventory.**

Almost all of our knockout mouse inventory is stored and managed by Charles River Laboratories (“CRL”). We and CRL have taken precautions to safeguard our inventory, including through insurance, and the storage of multiple and redundant embodiments of the knockout mouse inventory to allow for their possible regeneration. However, a natural disaster, such as an earthquake, fire, power loss or flood, could cause substantial delays or result in the complete loss of our product inventory.

**There are only a finite number of current and potential pharmaceutical customers for our products and, therefore, we may not succeed, especially if there is continued consolidation in the pharmaceutical industry.**

We currently have DeltaBase or DeltaOne relationships with most of the world’s largest pharmaceutical companies. Because of our reliance on revenues generated from these relationships, we may not succeed unless we can attract more customers or expand our relationships with existing customers.

Over the past several years, companies in the pharmaceutical industry have undergone significant consolidation. As such companies merge, we will have fewer potential customers for our products. Also, if two or more of our present or future customers merge, we may not be able to receive the same fees under agreements with the combined entities that we were able to receive under agreements with these customers prior to their merger. Any of these developments could materially harm our business or financial condition.

**We may experience intense competition from other entities, and this competition could adversely affect our database business.**

The human and mouse genomes contain a finite number of genes. The human genome has been mapped and identified. Our competitors have identified and will continue to identify the sequence of numerous genes in order to obtain proprietary positions with respect to those genes. In addition, our competitors may seek to identify and determine the biological function of numerous genes in order to obtain intellectual property rights with respect to specific uses of these genes, and they may accomplish this before we do.

A number of companies, institutions and government-financed entities are engaged in gene sequencing, gene discovery, gene expression analysis, gene function determination and other gene-related service businesses, including the generation of knockout mice. Many of these companies, institutions and entities have greater financial and human resources than we do and have been conducting research longer than we have. Significant competition also arises from entities using standard target identification approaches, traditional knockout mouse technology and other functional genomics technologies. These competitors may have or may acquire intellectual property rights in functional or other data that are superior to or dominant over our rights. Furthermore, other methods for conducting functional genomics research may ultimately prove more advanced, in some or all respects, to the use of knockout mice. In addition, technologies more advanced than or superior to our gene function identification technology may be developed, thereby rendering our technologies obsolete. We expect that competition in our industry will continue to intensify. Moreover, the pharmaceutical industry has undergone significant mergers and this trend is expected to continue. This concentration of the industry could further limit our potential customer base and therefore materially harm our business.

Also, the NIH and other government entities have initiated an effort to create a public inventory of knockout mice. Specifically, the NIH intends to knock out the entire genome in mice (the Knockout Mouse Project, or KOMP). If KOMP or other governmental knockout efforts are successful, the competition for Deltagen would be very high and Deltagen may not succeed in competing against these efforts.

**There have been very few drugs developed and commercialized using genomics-based research and, therefore, the future of our products and programs is uncertain.**

Very few of the limited number of drugs developed to date using genomics-based research have reached the commercial market. We cannot assure you that genomics-based drug development efforts will ultimately be commercially successful. We cannot assure you that a particular gene function in a mouse will have any correlation to a human patient's response to a particular drug. It is difficult to successfully select those genes with the most potential for commercial development. Furthermore, we do not know that any products based on genes that are the subject of our research can be successfully developed or commercialized. If commercial opportunities are not realized from genomics-based research, our existing customers could stop using our products or we could have difficulty attracting or retaining customers.

## **Risks Relating to our Benten Business**

**Our recently acquired subsidiary, Benten BioServices, is an early-stage company that we expect will realize significant net losses for the foreseeable future.**

Benten is an early-stage company with no operating history and we expect that it will realize significant net losses for the foreseeable future. We expect to incur significant net losses as we develop our products, expand our marketing and sales efforts, and pursue our business development strategy. We intend to invest significantly in our Benten business before we expect cash flow from operations will be adequate to cover our anticipated expenses. We cannot provide any assurance that we will generate sufficient revenues from our Benten business for it to become profitable. If we are unable to execute our business strategy and grow our Benten business, our financial condition and results of operations will be materially and adversely affected.

**Benten will likely require significant additional capital to support business growth, and this capital might not be available.**

Starting up the Benten business will likely require significant additional funds to respond to business challenges or opportunities, including the need to develop new products or services or enhance our planned products and services. If we are unable to obtain adequate financing or financing on terms satisfactory to us, when we require it, our ability to continue to support our Benten startup business and to respond to business challenges could be significantly limited. If adequate funds are not available, we may have to curtail Benten operations significantly or liquidate.

**Benten operates in a highly competitive industry and some of our competitors are better established and have significantly greater resources than we have.**

The market for providing testing, manufacturing and development services for biologics and other biomedical products is highly competitive, with rapid technological advances and constantly improving price/performance. As the market expands, we expect the entrance of additional competitors, who may have longer operating histories, more extensive international operations, greater name recognition, and/or substantially greater technical, marketing and financial resources. Competition may result in significant discounting and lower gross margins which could have a detrimental effect on our business, operating results and financial condition.

**Because the sales cycle for our services to universities, contract manufacturers, pharmaceutical companies and biotechnology customers is typically lengthy and unpredictable, our results may fluctuate from period to period.**

The sales cycle for our services to universities, contract manufacturers, pharmaceutical companies and biotechnology customers may be lengthy and take unexpected turns. Thus, it is difficult to predict when sales will occur or how much revenue they will generate.

**If we are unable to retain or attract customers to our Benten services, our business and financial results will be adversely affected.**

If we are unable to keep our customers satisfied, sell additional services to our customers or attract new customers, then our business and financial results may suffer. A variety of factors could affect our ability to successfully retain and attract customers, including the level of demand for our services, the level of competition from other vendors, the quality of our customer service, our ability to update our services and develop new services, features needed by customers, and our ability to design and integrate new services.

**Failure to manage our growth properly could adversely affect our revenue and operating results.**

We anticipate expanding our Benten operations rapidly during the next two years. We intend to continue to expand in order to pursue existing and potential market opportunities and are in the process of hiring additional personnel. Our planned growth will place significant demand on management, internal controls, and financial and operational resources. In order to successfully manage our growth, we must:

- hire, train and manage additional qualified personnel and retain existing personnel;
- improve existing and implement new operational, financial and management controls, reporting systems and procedures; and
- expand and manage multiple relationships with our customers, suppliers, strategic partners and other third parties.

In addition, we will need to establish the infrastructure necessary to execute on our development strategy. If we are not able to accomplish the foregoing, our business and results of operations could be harmed.