

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

PROTEIN DESIGN LABS, INC.

-----  
(Name of Issuer)

Common Stock, \$0.01 Par Value

-----  
(Title of Class of Securities)

74369L103

-----  
(CUSIP Number)

Christopher E. Manno, Esq.  
Willkie Farr & Gallagher  
153 East 53rd Street  
New York, New York 10022  
(212) 821-8000

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

November 11, 1997

-----  
(Date of Event which Requires Filing  
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [ ].

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

SCHEDULE 13D

CUSIP No. 74369L103

1 Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

Soros Fund Management LLC

2 Check the Appropriate Box If a Member of a Group  
a.   
b.

3 SEC Use Only

4 Source of Funds  
AF

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant  
to Items 2(d) or 2(e)

6 Citizenship or Place of Organization  
Delaware

Number of Shares Beneficially Owned By Each Reporting Person With	7	Sole Voting Power 966,400
	8	Shared Voting Power 0
	9	Sole Dispositive Power 966,400
	10	Shared Dispositive Power 0

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
966,400

12 Check Box If the Aggregate Amount in Row (11) Excludes  
Certain Shares

13 Percent of Class Represented By Amount in Row (11)  
5.30%

14 Type of Reporting Person  
00, IA

SCHEDULE 13D

CUSIP No. 74369L103

- 1 Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
George Soros (in the capacity described herein)
- 2 Check the Appropriate Box If a Member of a Group  
a.   
b.
- 3 SEC Use Only
- 4 Source of Funds  
AF
- 5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to  
Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization  
United States
- |  |    |                                     |
|--|----|-------------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned By<br>Each<br>Reporting<br>Person<br>With | 7  | Sole Voting Power<br>0              |
|  | 8  | Shared Voting Power<br>966,400      |
|  | 9  | Sole Dispositive Power<br>0         |
|  | 10 | Shared Dispositive Power<br>966,400 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
966,400
- 12 Check Box If the Aggregate Amount in Row (11) Excludes  
Certain Shares
- 13 Percent of Class Represented By Amount in Row (11)  
5.30%
- 14 Type of Reporting Person  
IA

SCHEDULE 13D

CUSIP No. 74369L103]

1 Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
Stanley F. Druckenmiller (in the capacity described herein)

2 Check the Appropriate Box If a Member of a Group  
a.   
b.

3 SEC Use Only

4 Source of Funds  
AF

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to  
Items 2(d) or 2(e)

6 Citizenship or Place of Organization  
United States

Number of Shares Beneficially Owned By Each Reporting Person With	7	Sole Voting Power 350,100
	8	Shared Voting Power 966,400
	9	Sole Dispositive Power 350,100
	10	Shared Dispositive Power 966,400

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
1,316,500

12 Check Box If the Aggregate Amount in Row (11) Excludes  
Certain Shares

13 Percent of Class Represented By Amount in Row (11)  
7.23%

14 Type of Reporting Person  
IA

SCHEDULE 13D

CUSIP No. 74369L103

1 Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
Duquesne Capital Management, L.L.C.

2 Check the Appropriate Box If a Member of a Group  
a.   
b.

3 SEC Use Only

4 Source of Funds  
WC

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to  
Items 2(d) or 2(e)

6 Citizenship or Place of Organization  
Pennsylvania

Number of Shares Beneficially Owned By Each Reporting Person With	7	Sole Voting Power 350,100
	8	Shared Voting Power 0
	9	Sole Dispositive Power 350,100
	10	Shared Dispositive Power 0

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
350,100

12 Check Box If the Aggregate Amount in Row (11) Excludes  
Certain Shares

13 Percent of Class Represented By Amount in Row (11)  
1.92%

14 Type of Reporting Person  
00, IA

Item 1. Security and Issuer

This statement on Schedule 13D (the "Statement") relates to shares of Common Stock, \$0.01 par value per share (the "Common Stock"), of Protein Design Labs, Inc., a Delaware corporation (the "Issuer"). The principal executive offices of the Issuer are located at 2375 Garcia Avenue, Mountain View, California 94043. This Statement is being filed by the Reporting Persons (as defined herein) to report recent transactions in the Common Stock as a result of which certain of the Reporting Persons may be deemed to be the beneficial owners of in excess of 5% of the total number of outstanding Common Stock.

Item 2. Identity and Background.

This statement is being filed on behalf of Soros Fund Management LLC ("SFM LLC"), a Delaware limited liability company, Duquesne Capital Management, L.L.C. ("Duquesne LLC"), a Pennsylvania limited liability company, Mr. George Soros ("Mr. Soros") and Mr. Stanley F. Druckenmiller ("Mr. Druckenmiller," and together with SFM LLC, Duquesne LLC, and Mr. Soros, the "Reporting Persons"). This Statement relates to shares of Common Stock held for the accounts of Quantum Partners and the Duquesne LLC Clients (as defined herein).

SFM LLC has its principal office at 888 Seventh Avenue, 33rd Floor, New York, New York 10106. Its principal business is to serve, pursuant to contract, as the principal investment manager to several foreign investment companies (the "SFM Clients"), including Quantum Fund N.V., a Netherlands Antilles company ("Quantum Fund"), and its principal operating subsidiary, Quantum Partners LDC, a Cayman Islands exempted limited duration company ("Quantum Partners"). Each of Quantum Fund and Quantum Partners has its principal office at Kaya Flamboyen 9, Willemstad, Curacao, Netherlands Antilles. SFM LLC's contracts with SFM Clients generally provide that SFM LLC is responsible for designing and implementing the SFM Clients' overall investment strategies; for conducting direct portfolio management strategies to the extent that SFM LLC determines that it is appropriate to utilize its own portfolio management capabilities; for selecting, evaluating and monitoring other investment advisors who manage separate portfolios on behalf of SFM Clients; and for allocating and reallocating the SFM Clients' assets among the outside managers and itself.

The business of SFM LLC is managed through a Management Committee (the "Management Committee") comprised of Mr. Soros, Mr. Druckenmiller and Mr. Gary Gladstein. Mr. Soros, as Chairman of SFM LLC, has the ability to direct the investment decisions of SFM LLC and as such may be deemed to have investment discretion over the securities held for the accounts of the SFM Clients. Mr. Druckenmiller, as Lead Portfolio Manager of SFM LLC, has the ability to direct the investment decisions of SFM LLC and as such may be deemed to have investment discretion over the securities held for the accounts of the SFM Clients. Set forth in Annex A hereto and incorporated by reference in response to this Item 2 and elsewhere in this Statement as applicable is a list of the Managing Directors of SFM LLC.

The principal occupation of Mr. Soros, a United States citizen, is his direction of the activities of SFM LLC, which is carried out in his capacity as Chairman of SFM LLC at SFM LLC's principal office.

The principal occupation of Mr. Druckenmiller, a United States citizen, is his position as Lead Portfolio Manager and a Member of the Management Committee of SFM LLC, which is carried out at SFM LLC's principal office. Mr. Druckenmiller also owns a 75% interest in, and is the sole Managing Member of, Duquesne LLC, an investment advisory firm which is engaged in a variety of direct and indirect investments. Duquesne LLC has its principal offices at 2579 Washington Road, Suite 322, Pittsburgh, Pennsylvania 15241-2591. Its principal business is to serve, pursuant to contract, as a discretionary investment advisor to a limited number of institutional clients (the "Duquesne LLC Clients"). Set forth in Annex B hereto and incorporated by reference in response to this Item 2 and elsewhere in this Statement as applicable is a list of the Managing Directors of Duquesne LLC.

Pursuant to regulations promulgated under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Act"), SFM LLC, Mr. Soros, in his capacity as Chairman of SFM LLC, and Mr. Druckenmiller, in his

capacity as Lead Portfolio Manager of SFM LLC, each may be deemed a beneficial owner of shares of Common Stock held for the account of Quantum Partners as a result of the contractual authority of SFM LLC to exercise voting and dispositive power with respect to such Common Stock.

In addition, pursuant to regulations promulgated under Section 13(d) of the Act, each of Duquesne LLC and Mr. Druckenmiller, by virtue of his interest in, and position as sole Managing Member of, Duquesne LLC, may be deemed a beneficial owner of shares of Common Stock held for the accounts of the Duquesne LLC Clients as a result of the contractual authority of Duquesne LLC to exercise voting and dispositive power with respect to such Common Stock.

During the past five years, none of the Reporting Persons, Quantum Partners, Quasar Partners nor, to the best of the Reporting Persons' knowledge, any other person identified in response to this Item 2, has been (a) convicted in a criminal proceeding, or (b) a party to any civil proceeding as a result of which he has been subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

Quantum Partners expended approximately \$46,345,158 of its working capital to purchase the Common Stock which is reported in Item 5(c) as having been purchased for its account during the past 60 days.

Duquesne LLC expended approximately \$16,799,525 of the working capital of the Duquesne LLC Clients to purchase the Common Stock which is reported in Item 5(c) as having been purchased for their accounts during the past 60 days.

The securities held for the accounts of Quantum Partners and/or the Duquesne LLC Clients may be held through margin accounts maintained with brokers, which extend margin credit as and when required to open or carry positions in its margin accounts, subject to applicable federal margin regulations, stock exchange rules and such firm's credit policies. The positions which may be held in the margin accounts, including shares of Common Stock, are pledged as collateral security for the repayment of debit balances in the respective accounts.

Item 4. Purpose of Transaction.

All of the shares of Common Stock reported herein as having been acquired for or disposed of from the accounts of Quantum Partners and the Duquesne LLC Clients were acquired or disposed of for investment purposes. None of Quantum Partners, the Reporting Persons nor, to the best of their knowledge, any of the other persons identified in response to Item 2, has any plans or proposals that relate to or would result in any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

SFM LLC, Mr. Soros and Mr. Druckenmiller reserve the right to acquire, or cause to be acquired, additional securities of the Issuer, to dispose, or cause to be disposed of, such securities at any time or to formulate other purposes, plans or proposals regarding the Issuer or any of its securities, to the extent deemed advisable in light of general investment and trading policies of SFM Clients, market conditions or other factors.

Similarly, Mr. Druckenmiller and Duquesne LLC reserve the right to acquire, or cause to be acquired, additional securities of the Issuer, to dispose, or cause to be disposed of, such securities at any time or to formulate other purposes, plans or proposals regarding the Issuer or any of its securities, to the extent deemed advisable in light of general investment and trading policies of Duquesne LLC Clients, market conditions or other factors.

Item 5. Interest in Securities of the Issuer.

(a) (i) Each of SFM LLC and Mr. Soros may be deemed the beneficial owner of the 966,400

shares of Common Stock (approximately 5.30% of the total number of shares of Common Stock outstanding). This number is comprised entirely of shares held for the account of Quantum Partners.

(ii) Mr. Druckenmiller may be deemed the beneficial owner of 1,316,500 shares of Common Stock (approximately 7.23% of the total number of shares of Common Stock outstanding). This number consists of (A) 966,400 shares of Common Stock held for the account of Quantum Partners and (B) 350,100 shares of Common Stock held for the accounts of the Duquesne LLC Clients.

(iii) Duquesne LLC may be deemed the beneficial owner of the 350,100 shares of Common Stock for the accounts of the Duquesne LLC Clients (approximately 1.92% of the total number of shares of Common Stock outstanding).

(b) (i) Pursuant to the terms of the contract between Quantum Fund and SFM LLC, and as a result of the positions held by Mr. Soros and Mr. Druckenmiller with SFM LLC, SFM LLC may be deemed to have sole power and Mr. Soros and Mr. Druckenmiller may be deemed to have shared power to direct the voting and disposition of the 966,400 shares of Common Stock held for the account of Quantum Partners.

(ii) As a result of the contracts between Duquesne LLC and the Duquesne LLC Clients, and as a result of the position held by Mr. Druckenmiller with Duquesne LLC, each of Duquesne LLC and Mr. Druckenmiller may be deemed to have the sole power to direct the voting and disposition of the 350,100 shares of Common Stock held for the accounts of Duquesne LLC Clients.

(c) Except for the transactions listed in Annex C hereto, there have been no transactions effected with respect to the shares of Common Stock since September 22, 1997 (60 days prior to the date hereof) by any of the Reporting Persons, Quantum Partners or the Duquesne LLC Clients. All of the transactions listed in Annex C were executed in routine brokerage transactions on the over-the-counter market.

(d) (i) The shareholders of Quantum Partners, including Quantum Fund, have the right to participate in the receipt of dividends from, or proceeds from the sale of, securities (including shares of Common Stock) held for the account of Quantum Partners in accordance with their ownership interests in Quantum Partners.

(ii) The Duquesne LLC Clients have the right to participate in the receipt of dividends from, or proceeds from the sale of, securities (including shares of Common Stock) held for the accounts of the Duquesne LLC Clients in accordance with their advisory contracts with Duquesne LLC.

(e) Not applicable.

Each of SFM LLC and Mr. Soros expressly disclaims beneficial ownership of any shares of Common Stock not held directly for the accounts of the SFM Clients. Duquesne LLC expressly disclaims beneficial ownership of any shares of Common Stock not held directly for the accounts of the Duquesne LLC Clients.



Item 6. Contracts, Arrangements, Understandings in Relationship with Respect to Securities of the Issuer.

From time to time to the extent permitted by applicable laws, each of the Reporting Persons, Quantum Partners, other SFM Clients and/or the Duquesne LLC Clients may lend Common Stock to brokers, banks or other financial institutions. These loans typically obligate the borrower to return the securities, or an equal amount of securities of the same class, to the lender and typically provide that the borrower is entitled to exercise voting rights and to retain dividends during the term of the loan. From time to time to the extent permitted by applicable laws, each of the Reporting Persons, Quantum Partners, other SFM Clients and/or the Duquesne LLC Clients may borrow shares of Common Stock for the purpose of effecting, and may effect, short sale transactions, and may purchase Common Stock for the purpose of closing out short positions in Common Stock.

Except as disclosed above the Reporting Persons do not have any contracts, arrangements, understandings or relationships with respect to any securities of the Issuer.

Item 7. Material to be Filed as Exhibits.

A. Power of Attorney dated as of January 1, 1997 granted by Mr. Soros in favor of Mr. Sean C. Warren and Mr. Michael C. Neus.

B. Power of Attorney dated as of January 1, 1997 granted by Mr. Druckenmiller in favor of Mr. Sean C. Warren and Mr. Michael C. Neus.

C. Joint Filing Agreement dated November 21, 1997 by and among SFM LLC, Mr. Soros, Mr. Druckenmiller and Duquesne LLC.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: November 21, 1997

SOROS FUND MANAGEMENT LLC

By: /s/ Michael C. Neus  
Michael C. Neus  
Assistant General Counsel

GEORGE SOROS

By: /s/ Michael C. Neus  
Michael C. Neus  
Attorney-in-Fact

STANLEY F. DRUCKENMILLER

By: /s/ Michael C. Neus  
Michael C. Neus  
Attorney-in-Fact

DUQUESNE CAPITAL MANAGEMENT, L.L.C.

By: /s/ Gerald Kerner  
Gerald Kerner  
Managing Director

ANNEX A

The following is a list of all of the persons (other than Stanley Druckenmiller) who serve as Managing Directors of SFM LLC, as well as the number of shares of Common Stock, if any, held for the account of each:

Scott K. H. Bessent  
Walter Burlock  
Brian J. Corvese  
Jeffrey L. Feinberg  
Arminio Fraga  
David Gerstenhaber  
Gary Gladstein  
Ron Hiram  
Robert K. Jermain  
David N. Kowitz  
Alexander C. McAree  
Paul McNulty  
Gabriel S. Nechamkin  
Steven Okin  
Dale Precoda  
Lief D. Rosenblatt  
Mark D. Sonnino  
Filiberto H. Verticelli  
Sean C. Warren  
John Zwaanstra

Each of the above-listed persons is a United States citizen whose principal occupation is serving as Managing Director of SFM LLC, and each has a business address c/o Soros Fund Management LLC, 888 Seventh Avenue, 33rd Floor, New York, New York 10106.

To the best of the Reporting Persons' knowledge:

- (a) None of the above persons holds any Common Stock.
- (b) None of the above persons has any contracts, arrangements, understandings or relationships with respect to any securities of the Issuer.

ANNEX B

The following is a list of all of the persons who serve as Managing Directors of Duquesne LLC (other than Stanley Druckenmiller):

Michael A. Shay ("Mr. Shay")  
Gerald Kerner ("Mr. Kerner")

Mr. Shay is a United States citizen whose principal occupation is serving as Managing Director of Duquesne LLC. Mr. Shay's business address is Duquesne Capital Management, L.L.C., 2579 Washington Road, Suite 322, Pittsburgh, Pennsylvania 15241.

Mr. Kerner is a United States citizen whose principal occupation is serving as Managing Director of Duquesne LLC. Mr. Kerner's principal business address is Duquesne Capital Management L.L.C., 888 Seventh Avenue, 32nd Floor, New York, New York 10106.

To the best of the Reporting Persons' knowledge:

- (a) neither of the above persons holds any Common Stock; and
- (b) neither of the above persons has any contracts, arrangements, understandings or relationships with respect to any securities of the Issuer.

ANNEX C

Recent Transactions in the Common Stock of Protein Design Labs, Inc.

For the Account of -----	Date of Transaction -----	Nature of Transaction -----	Number of Shares -----	Price Per Share -----
QUANTUM PARTNERS LDC(1)	10/29/97	Purchase	36,700	\$48.098
	10/29/97	Purchase	85,600	47.616
	10/30/97	Purchase	8,000	47.454
	10/30/97	Purchase	24,500	48.393
	10/31/97	Purchase	132,100	49.930
	10/31/97	Purchase	36,700	50.000
	10/31/97	Purchase	1,200	48.835
	11/3/97	Purchase	55,000	50.375
	11/3/97	Purchase	7,300	50.750
	11/4/97	Purchase	7,500	50.840
	11/5/97	Purchase	58,700	50.906
	11/6/97	Purchase	101,000	50.454
	11/6/97	Purchase	1,500	50.273
	11/11/97	Purchase	13,000	46.089
	11/11/97	Purchase	146,800	46.125
	11/12/97	Purchase	28,300	45.075
	11/13/97	Purchase	7,700	44.660
	11/14/97	Purchase	15,500	45.125
	11/14/97	Purchase	93,500	45.764
	11/17/97	Purchase	5,000	45.773
	11/18/97	Purchase	3,700	45.957
	11/18/97	Purchase	3,700	45.875
	11/18/97	Purchase	37,300	45.986
	11/19/97	Purchase	44,000	44.875
	11/19/97	Purchase	12,100	44.708

-----  
(1) Transactions effected at the direction of SFM LLC.

For the Account of -----	Date of Transaction -----	Nature of Transaction -----	Number of Shares -----	Price Per Share -----
DUQUESNE LLC CLIENTS(2)	10/29/97	Purchase	31,000	\$47.616
	10/29/97	Purchase	13,300	48.099
	10/30/97	Purchase	8,900	48.394
	10/30/97	Purchase	3,000	47.455
	10/31/97	Purchase	47,900	49.931
	10/31/97	Purchase	13,300	50.000
	10/31/97	Purchase	400	48.836
	11/3/97	Purchase	2,700	50.750
	11/3/97	Purchase	20,000	50.375
	11/4/97	Purchase	2,700	50.840
	11/5/97	Purchase	21,300	50.906
	11/6/97	Purchase	36,500	50.455
	11/6/97	Purchase	500	50.273
	11/11/97	Purchase	4,700	46.090
	11/11/97	Purchase	53,200	46.125
	11/12/97	Purchase	10,300	45.076
	11/13/97	Purchase	2,700	44.660
	11/14/97	Purchase	5,500	45.148
	11/14/97	Purchase	34,000	45.765
	11/17/97	Purchase	1,700	45.773
	11/18/97	Purchase	1,300	45.875
	11/18/97	Purchase	1,300	45.958
	11/18/97	Purchase	13,500	45.985
	11/19/97	Purchase	16,000	44.875
	11/19/97	Purchase	4,400	44.709

-----  
(2) Transactions effected at the direction of Duquesne LLC.

EXHIBIT INDEX

- A. Power of Attorney dated as of January 1, 1997 granted by Mr. George Soros in favor of Mr. Sean C. Warren and Mr. Michael C. Neus
- B. Power of Attorney dated as of January 1, 1997 granted by Mr. Stanley F. Druckenmiller in favor of Mr. Sean C. Warren and Mr. Michael C. Neus
- C. Joint Filing Agreement dated November 21, 1997 by and among Soros Fund Management LLC, Mr. George Soros, Mr. Stanley F. Druckenmiller and Duquesne Capital Management, L.L.C.

EXHIBIT A  
POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, GEORGE SOROS, hereby make, constitute and appoint each of SEAN C. WARREN and MICHAEL C. NEUS, acting individually, as my agent and attorney in fact for the purpose of executing in my name, (a) in my personal capacity or (b) in my capacity as Chairman of, member of or in other capacities with Soros Fund Management LLC, all documents, certificates, instruments, statements, filings and agreements ("documents") to be filed with or delivered to any foreign or domestic governmental or regulatory body or required or requested by any other person or entity pursuant to any legal or regulatory requirement relating to the acquisition, ownership, management or disposition of securities or other investments, and any other documents relating or ancillary thereto, including but not limited to, all documents relating to filings with the United States Securities and Exchange Commission (the "SEC") pursuant to the Securities Act of 1933 or the Securities Exchange Act of 1934 (the "Act") and the rules and regulations promulgated thereunder, including: (1) all documents relating to the beneficial ownership of securities required to be filed with the SEC pursuant to Section 13(d) or Section 16(a) of the Act including, without limitation: (a) any acquisition statements on Schedule 13D or Schedule 13G and any amendments thereto, (b) any joint filing agreements pursuant to Rule 13d-1(f) and (c) any initial statements of, or statements of changes in, beneficial ownership of securities on Form 3, Form 4 or Form 5 and (2) any information statements on Form 13F required to be filed with the SEC pursuant to Section 13(f) of the Act.

All past acts of the attorney-in-fact in furtherance of the foregoing are hereby ratified and confirmed.

This power of attorney shall be valid from the date hereof until revoked by me.

IN WITNESS WHEREOF, I have executed this instrument as of the 1st day of January, 1997.

/s/ George Soros  
GEORGE SOROS



EXHIBIT B

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, STANLEY F. DRUCKENMILLER, hereby make, constitute and appoint each of SEAN C. WARREN and MICHAEL C. NEUS, acting individually, as my agent and attorney in fact for the purpose of executing in my name, (a) in my personal capacity or (b) in my capacity as Lead Portfolio Manager of, member of or in other capacities with Soros Fund Management LLC, all documents, certificates, instruments, statements, filings and agreements ("documents") to be filed with or delivered to any foreign or domestic governmental or regulatory body or required or requested by any other person or entity pursuant to any legal or regulatory requirement relating to the acquisition, ownership, management or disposition of securities or other investments, and any other documents relating or ancillary thereto, including but not limited to, all documents relating to filings with the United States Securities and Exchange Commission (the "SEC") pursuant to the Securities Act of 1933 or the Securities Exchange Act of 1934 (the "Act") and the rules and regulations promulgated thereunder, including: (1) all documents relating to the beneficial ownership of securities required to be filed with the SEC pursuant to Section 13(d) or Section 16(a) of the Act including, without limitation: (a) any acquisition statements on Schedule 13D or Schedule 13G and any amendments thereto, (b) any joint filing agreements pursuant to Rule 13d-1(f) and (c) any initial statements of, or statements of changes in, beneficial ownership of securities on Form 3, Form 4 or Form 5 and (2) any information statements on Form 13F required to be filed with the SEC pursuant to Section 13(f) of the Act.

All past acts of the attorney-in-fact in furtherance of the foregoing are hereby ratified and confirmed.

This power of attorney shall be valid from the date hereof until revoked by me.

IN WITNESS WHEREOF, I have executed this instrument as of the 1st day of January, 1997.

/s/ Stanley F. Druckenmiller  
STANLEY F. DRUCKENMILLER

EXHIBIT C

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13D with respect to the Common Stock of Protein Design Labs, Inc. dated November 21, 1997 is, and any amendments thereto signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(f) under the Securities Exchange Act of 1934.

Dated as of: November 21, 1997

SOROS FUND MANAGEMENT LLC

By: /s/ Michael C. Neus  
Michael C. Neus  
Assistant General Counsel

GEORGE SOROS

By: /s/ Michael C. Neus  
Michael C. Neus  
Attorney-in-Fact

STANLEY F. DRUCKENMILLER

By: /s/ Michael C. Neus  
Michael C. Neus  
Attorney-in-Fact

DUQUESNE CAPITAL MANAGEMENT, L.L.C.

By: /s/ Gerald Kerner  
Gerald Kerner  
Managing Director