

Estimated burden per response to comply with this mandatory collection request: 4.4 hours. Submittal of the application is necessary to determine that the applicant is qualified and that adequate procedures exist to protect the public health and safety. Send comments regarding burden estimate to the Records and FOIA/Privacy Services Branch (T-5 F53), U.S. Nuclear Regulatory Commission, Washington, DC 20555-0001, or by internet e-mail to [infocollects@nrc.gov](mailto:infocollects@nrc.gov), and to the Desk Officer, Office of Information and Regulatory Affairs, NEOB-10202, (3150-0120), Office of Management and Budget, Washington, DC 20503. If a means used to impose an information collection does not display a currently valid OMB control number, the NRC may not conduct or sponsor, and a person is not required to respond to, the information collection.

## APPLICATION FOR MATERIAL LICENSE

**INSTRUCTIONS: SEE THE APPROPRIATE LICENSE APPLICATION GUIDE FOR DETAILED INSTRUCTIONS FOR COMPLETING APPLICATION. SEND TWO COPIES OF THE ENTIRE COMPLETED APPLICATION TO THE NRC OFFICE SPECIFIED BELOW.**

**APPLICATION FOR DISTRIBUTION OF EXEMPT PRODUCTS FILE APPLICATIONS WITH:**

DIVISION OF INDUSTRIAL AND MEDICAL NUCLEAR SAFETY  
OFFICE OF NUCLEAR MATERIALS SAFETY AND SAFEGUARDS  
U.S. NUCLEAR REGULATORY COMMISSION  
WASHINGTON, DC 20555-0001

**ALL OTHER PERSONS FILE APPLICATIONS AS FOLLOWS:**

**IF YOU ARE LOCATED IN:**

ALABAMA, CONNECTICUT, DELAWARE, DISTRICT OF COLUMBIA, FLORIDA, GEORGIA, KENTUCKY, MAINE, MARYLAND, MASSACHUSETTS, MISSISSIPPI, NEW HAMPSHIRE, NEW JERSEY, NEW YORK, NORTH CAROLINA, PENNSYLVANIA, PUERTO RICO, RHODE ISLAND, SOUTH CAROLINA, TENNESSEE, VERMONT, VIRGINIA, VIRGIN ISLANDS, OR WEST VIRGINIA, SEND APPLICATIONS TO:

LICENSING ASSISTANCE TEAM  
DIVISION OF NUCLEAR MATERIALS SAFETY  
U.S. NUCLEAR REGULATORY COMMISSION, REGION I  
475 ALLENDALE ROAD  
KING OF PRUSSIA, PA 19406-1415

**IF YOU ARE LOCATED IN:**

ILLINOIS, INDIANA, IOWA, MICHIGAN, MINNESOTA, MISSOURI, OHIO, OR WISCONSIN, SEND APPLICATIONS TO:

MATERIALS LICENSING BRANCH  
U.S. NUCLEAR REGULATORY COMMISSION, REGION III  
2443 WARRENVILLE ROAD, SUITE 210  
LISLE, IL 60532-4352

ALASKA, ARIZONA, ARKANSAS, CALIFORNIA, COLORADO, HAWAII, IDAHO, KANSAS, LOUISIANA, MONTANA, NEBRASKA, NEVADA, NEW MEXICO, NORTH DAKOTA, OKLAHOMA, OREGON, PACIFIC TRUST TERRITORIES, SOUTH DAKOTA, TEXAS, UTAH, WASHINGTON, OR WYOMING, SEND APPLICATIONS TO:

NUCLEAR MATERIALS LICENSING BRANCH  
U.S. NUCLEAR REGULATORY COMMISSION, REGION IV  
611 RYAN PLAZA DRIVE, SUITE 400  
ARLINGTON, TX 76011-4005

PERSONS LOCATED IN AGREEMENT STATES SEND APPLICATIONS TO THE U.S. NUCLEAR REGULATORY COMMISSION ONLY IF THEY WISH TO POSSESS AND USE LICENSED MATERIAL IN STATES SUBJECT TO U.S. NUCLEAR REGULATORY COMMISSION JURISDICTIONS.

**1. THIS IS AN APPLICATION FOR (Check appropriate item)**

☐

A. NEW LICENSE

☒

B. AMENDMENT TO LICENSE NUMBER 29-30350-01

☐

C. RENEWAL OF LICENSE NUMBER \_\_\_\_\_

**2. NAME AND MAILING ADDRESS OF APPLICANT (Include ZIP code)**

**Xenogen Corporation**  
**5 Cedar Brook Drive**  
**Cranbury, New Jersey 08512**

**3. ADDRESS WHERE LICENSED MATERIAL WILL BE USED OR POSSESSED**

**5 Cedar Brook Drive**  
**Cranbury, New Jersey 08512**

**4. NAME OF PERSON TO BE CONTACTED ABOUT THIS APPLICATION**

**Joseph A. D'Ippolito**

**TELEPHONE NUMBER**

**(609) 235-1442**

SUBMIT ITEMS 5 THROUGH 11 ON 8-1/2 X 11" PAPER. THE TYPE AND SCOPE OF INFORMATION TO BE PROVIDED IS DESCRIBED IN THE LICENSE APPLICATION GUIDE.

**5. RADIOACTIVE MATERIAL**

a. Element and mass number; b. chemical and/or physical form; and c. maximum amount which will be possessed at any one time.

**6. PURPOSE(S) FOR WHICH LICENSED MATERIAL WILL BE USED.**

**7. INDIVIDUAL(S) RESPONSIBLE FOR RADIATION SAFETY PROGRAM AND THEIR TRAINING EXPERIENCE.**

**8. TRAINING FOR INDIVIDUALS WORKING IN OR FREQUENTING RESTRICTED AREAS.**

**9. FACILITIES AND EQUIPMENT.**

**10. RADIATION SAFETY PROGRAM.**

**11. WASTE MANAGEMENT.**

**12. LICENSE FEES (See 10 CFR 170 and Section 170.31)**

FEE CATEGORY

AMOUNT  
ENCLOSED

**\$ Not Applicable**

**13. CERTIFICATION. (Must be completed by applicant) THE APPLICANT UNDERSTANDS THAT ALL STATEMENTS AND REPRESENTATIONS MADE IN THIS APPLICATION ARE BINDING UPON THE APPLICANT.**

THE APPLICANT AND ANY OFFICIAL EXECUTING THIS CERTIFICATION ON BEHALF OF THE APPLICANT, NAMED IN ITEM 2, CERTIFY THAT THIS APPLICATION IS PREPARED IN CONFORMITY WITH TITLE 10, CODE OF FEDERAL REGULATIONS, PARTS 30, 32, 33, 34, 35, 36, 39, AND 40, AND THAT ALL INFORMATION CONTAINED HEREIN IS TRUE AND CORRECT TO THE BEST OF THEIR KNOWLEDGE AND BELIEF.

WARNING: 18 U.S.C. SECTION 1001 ACT OF JUNE 25, 1948 62 STAT. 749 MAKES IT A CRIMINAL OFFENSE TO MAKE A WILLFULLY FALSE STATEMENT OR REPRESENTATION TO ANY DEPARTMENT OR AGENCY OF THE UNITED STATES AS TO ANY MATTER WITHIN ITS JURISDICTION.

**CERTIFYING OFFICER - TYPED/PRINTED NAME AND TITLE**

**Joseph D'Ippolito, EHS Specialist, RSO**

**SIGNATURE**

*Joseph D'Ippolito*

**DATE**

**4/20/06**

**FOR NRC USE ONLY**

TYPE OF FEE	FEE LOG	FEE CATEGORY	AMOUNT RECEIVED	CHECK NUMBER	COMMENTS
APPROVED BY			\$	DATE	

**138731**

AMENDMENT TO MATERIAL LICENSE 29-30350-01  
XENOGEN CORPORATION ACQUIRED BY CALIPER LIFE SCIENCES

**NRC Form 313 – Items 5-11**

**5. RADIOACTIVE MATERIAL:** No changes made to existing license

**6. PURPOSE(S) FOR WHICH LICENSED MATERIAL WILL BE USED:** No changes made to existing license

**7. INDIVIDUAL(S) RESPONSIBLE FOR RADIATION SAFETY PROGRAM AND THEIR TRAINING EXPERIENCE:** No changes made to existing license

**8. TRAINING FOR INDIVIDUALS WORKING IN OR FREQUENTING RESTRICTED AREAS:** No changes made to existing license

**9. FACILITIES AND EQUIPMENT:** No changes made to existing license

**10. RADIATION SAFETY PROGRAM:** No changes made to existing license

**11. WASTE MANAGEMENT:** No changes made to existing license

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**Information Needed for Transfer of Control**

**Definitions:**

**Control:** Control of a license is in the hands of the person or persons who are empowered to decide when and how that license will be used. That control is to be found in the person or persons who, because of ownership or authority explicitly delegated by the owners, possess the power to determine corporate policy and thus the direction of the activities under the license.

**Transferee:** A transferee is an entity that proposes to purchase or otherwise gain control of a NRC licensed Operation.

**Transferor:** A transferor is an NRC licensee selling or otherwise giving up control of a licensed operation.

Licensees must provide full information and obtain NRC's prior written consent before transferring control of the license. Provide the following information concerning changes of control by the applicant (transferor and/or transferee, as appropriate). If any items are not applicable, so state.

1. Provide a complete description of the transaction (transfer of stocks or assets, or merger). Indicate whether the name has changed and include the new name. Include the name and telephone number of a licensee contact who the NRC may contact if more information is needed.

On approximately June, 1, 2006, subject to regulatory and stockholder approval, Caliper Life Sciences, Inc., has agreed to acquire Xenogen Corporation in a stock transaction.

Caliper Life Sciences is a leading provider of drug discovery solutions for the pharmaceutical and biotechnology industries. Caliper's mission is to transform drug discovery and diagnostics by offering the industry's most comprehensive array of products or services for clinically relevant experimentation. Based in Hopkinton, Massachusetts, Caliper services approximately 80 percent of the world's leading pharmaceutical companies through representation in thirty countries.

Under the terms of the agreement, in exchange for Xenogen's outstanding shares and warrants to purchase common shares, Caliper will issue approximately 13.2 million common shares and approximately 5.125 million warrants to purchase Caliper common shares. These warrants will have a term of five years from the closing and an exercise price of \$6.79 per share. The final exchange ratios for the issuance of Caliper common shares and warrants will be based on the capitalization and certain assumptions regarding the exercise of Xenogen stock options in the period prior to the closing, each holder of a Xenogen common share would receive approximately 0.575 of a share of Caliper common stock and 0.223 of a warrant to acquire one Caliper common share. Upon the timely exercise of their warrants, Xenogen warrant holders will be entitled to receive the same number of Caliper common shares and warrants as Xenogen's stockholders.

Immediately following the closing, Xenogen stockholders will own approximately 26% of Caliper's outstanding common stock. Assuming the exercise of the outstanding Xenogen warrants and after giving effect to the exercise of the warrants issued by Caliper to the Xenogen Equity holders, Xenogen stockholders would own approximately 32% of the combined company on a fully diluted basis. The transaction is subject to the approval of both Caliper and Xenogen stockholders, as well as standard regulatory approvals, and is expected to close in the second quarter of 2006.

Xenogen Corporation will relinquish all control of licensed material and activity possessed by Xenogen Corporation to Xenogen Biosciences, a subsidiary of Caliper Life Science, Inc.

Activities at 5 Cedar Brook Drive, Cranbury, New Jersey, 08512, will conduct business under the name Xenogen Biosciences, a subsidiary of Caliper Life Sciences, Inc. Please contact Joseph A. D'Ippolito, RSO at (609) 235-1442 if more information is desired.

AMENDMENT TO MATERIAL LICENSE 29-30350-01  
XENOGEN CORPORATION ACQUIRED BY CALIPER LIFE SCIENCES

2. Describe any changes in personnel or duties. Include training and experience for new personnel.

There will be no changes in personnel having control of licensed activities, as specified in materials license 29-30350-01. Those personnel named in the license such as the radiation safety officer, authorized users, or any other persons identified in the license will continue to be responsible for the radiation safety of use of licensed material.

3. Describe any changes in the organization, location, facilities, equipment or procedures that relate to the licensed program.

There will be no changes in the organization, location, facilities, storage or uses of licensed material, equipment or procedures due to the change of ownership. However, it is anticipated that Xenogen Biosciences will expand the facility located at 5 Cedar Brook Drive, Cranbury, New Jersey to accommodate new technologies. Xenogen Biosciences will submit an amendment to NRC should this expansion affect any conditions of the material license or the safe use, management, and storage of licensed material at the facility.

4. Describe the status of the surveillance program (surveys, wipe tests, quality control) at the present time and the expected status at the time that control is to be transferred.

Radioactive contamination will be handled in the same manner before, during, and after the ownership change. Monitoring for contamination is conducted on weekly and usage specific basis. All contamination found during these routine checks will be cleaned promptly.

Presently, open inspection items, enforcement actions, required corrective actions or fines do not exist against Xenogen Corporation with regard to materials license 29-30350-01.

5. Confirm that all records concerning the safe and effective decommissioning of the facility will be transferred to the transferee or to NRC, as appropriate. Include documentation of surveys of ambient radiation levels and fixed and/or removable contamination, including methods and sensitivity.

Xenogen Biosciences, a subsidiary of Caliper Life Sciences, Inc., will accept full liability for the decommissioning of those sites and equipment listed on materials license 29-30350-01. Any records related to the decommissioning of those sites and equipment listed on materials license 29-30350-01 will be transferred to Xenogen Biosciences upon control of Xenogen Corporation to Caliper Life Sciences, Inc.

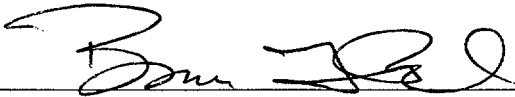
Xenogen Biosciences is not required to submit decontamination plans, including financial assurance arrangements, as specified in 10 CFR 30.35, 40.36, and 70.25.

AMENDMENT TO MATERIAL LICENSE 29-30350-01  
XENOGEN CORPORATION ACQUIRED BY CALIPER LIFE SCIENCES


6. Confirm that the transferee will abide by all constraints, conditions, requirements, and commitments of the transferor or that the transferee will submit a complete description of the proposed licensed program.

The applicant understands that all statements and representations made in this application are binding upon the applicant. This certification will serve as confirmation that the transferee agrees to abide by all constraints, conditions, requirements, commitments, and representations identified in the existing license and those made through this amendment.

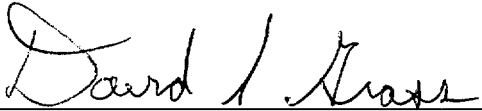
Certifying Officer of Caliper Life Sciences, Inc. - Name and Title      Signature      Date

 Sr VP Operations      4/11/06  
BRUCE BAL

Certifying Officer of Xenogen Corporation - Name and Title      Signature      Date

 Pres.      4/18/06

Certifying Officer of Xenogen Biosciences - Name and Title      Signature      Date

 VP Scientific Operations      4/20/06

This is to acknowledge the receipt of your letter/application dated

4/20/2006, and to inform you that the initial processing which includes an administrative review has been performed.

☒ Amend. 29-30350-01  
There were no administrative omissions. Your application was assigned to a technical reviewer. Please note that the technical review may identify additional omissions or require additional information.

☐ Please provide to this office within 30 days of your receipt of this card

A copy of your action has been forwarded to our License Fee & Accounts Receivable Branch, who will contact you separately if there is a fee issue involved.

Your action has been assigned Mail Control Number 138731.  
When calling to inquire about this action, please refer to this control number.  
You may call us on (610) 337-5398, or 337-5260.