

LSI Corporation
1621 Barber Lane
Milpitas, CA 95035-7455

1 800 372 2447
lsi.com

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LSI 

NMS62

August 20, 2007

Nuclear Regulatory Commission
Region I
475 Allendale Road
King of Prussia, Pennsylvania 19406-1415

03036068

Re: Agere Systems NRC license 37-30617-02

LSI Corporation would like to notify the Nuclear Regulatory Commission of the completion of the merger of the two companies, Agere Systems Incorporated and LSI Logic Corporation to form the new entity, LSI Corporation.

As per our previous communication dated January 8th, 2007 (attached) no significant changes have taken place that would alter the terms of the license.

There have been no changes in personnel, no changes in location, equipment or procedures, all surveillance records have been maintained and kept up to date and records are being maintained in their current location in Allentown, Pennsylvania.

LSI Corporation will abide by all regulatory and license requirements.

We are seeking NRC'S consent and approval for the change of control of the Agere Systems license to LSI Corporation.

If you should have any questions or require additional information, please contact me or Marianne Santarelli (RSO, EH&S Assurance) at 610 712 1646.

Thank you,



Abhi Talwalkar
President and CEO

CC with Attachments
Radiation Protection Committee
NRC Correspondence file

141112
NMSS/RGN1 MATERIALS-002



UNITED STATES
NUCLEAR REGULATORY COMMISSION
REGION I
475 ALLENDALE ROAD
KING OF PRUSSIA, PENNSYLVANIA 19406-1415

*Pls see
to Mar 15 2007
Hand
✓*

February 5, 2007

Docket No. 03036068
Control No. 140011

License No. 37-30617-02

Jean Rankin
Executive Vice President
Agere Systems
1110 American Parkway, NE
Lehigh Valley Central Campus
Room 12G-318
Allentown, PA 18109

SUBJECT: AGERE SYSTEMS, CONSENT TO TRANSFER LICENSE, CONTROL NO.
140011

Dear Ms. Rankin:

This refers to your letter dated January 8, 2007 describing the proposed transfer of your licensed activities to LSI Logic Corporation. From your letter, we understand that this transfer will not result in any change to the licensed location of use, materials, persons using licensed material, or persons responsible for radiation safety at the licensed facility.

Based on the above understandings, we have no objection to this transfer. Future changes in the licensed name, use, location, persons responsible for licensed material require submission of a request to amend the license. In addition, please have Mr. Talwakhari, the CEO of LSI Logic Corporation, sign the aforementioned correspondence outlining any changes as a result of this merger, and also confirming that the newly formed company will abide by all commitments made previously by Agere Systems. NRC approval must be received prior to implementation of the proposed change.

Thank you for your cooperation in this matter.

Sincerely,

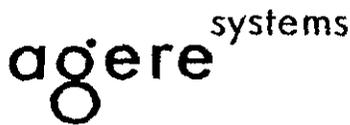
Michelle Beardsley
Senior Health Physicist
Commercial and R&D Branch
Division of Nuclear Materials Safety

CC:

Marianne Santarelli, Radiation Safety Officer

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not for distribution
to the public



Jean Rankin
Executive Vice President,
General Counsel &
Secretary

1110 American Parkway, NE
Lehigh Valley Central Campus
Room 12G-318
Allentown, PA 18109 USA

Tel: 610.712.7828
Fax: 610.712.4030
jrankin@agere.com

January 8, 2007

United States Nuclear Regulatory Commission
Nuclear Materials Safety Branch
Division of Nuclear Materials Safety
Region I
475 Allendale Road
King of Prussia, PA 19406

Re: Change of Control of License: 37-30617-02

To Whom It May Concern:

On December 4, 2006, Agere Systems and LSI Logic Corporation announced that they had entered into a merger agreement to form a new company. While the merger is subject to the approval of shareholders from both companies, it is expected that the transaction will be completed in the first calendar quarter of 2007. The attached News Release contains additional information regarding the transaction.

As described in NUREG-1556, Volume 15, Section 5, Agere is submitting the following information.

1. Description of Transaction – As stated in the attachment, the merger will be accomplished by the exchange of Agere Systems' stock for shares of LSI common stock. At completion, LSI and Agere shareholders will own approximately 52% and 48%, respectively, of the combined company.
2. Changes in Personnel – At this time there are no plans for any changes in the administration of the current Radiation Safety Program, the Radiation Safety Officer, or the users of licensed radioactive materials. It is also expected that the delegation of authority from upper management will continue through myself as Agere's current Executive Vice President, General Counsel and Secretary.
3. Changes in Location, Equipment & Procedures – Licensed materials will remain in use in the same location, 555 Union Blvd, Allentown, PA. There will be no changes in procedures or equipment from the current condition.
4. Surveillance Records – All surveillance and surveillance records will be maintained and be kept up-to-date, as required.

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United States Nuclear Regulatory Commission
King of Prussia, PA 19406
January 8, 2007
Page Two

5. Decommissioning and Related Records Transfers -- Records required for regulatory compliance will be maintained in their current location in Allentown, PA.

6. Commitment to Abide by Transferor's Commitments -- The new company will abide by all regulatory and license requirements. There are currently no outstanding inspection or enforcement issues.

We are seeking the NRC's consent and approval for the "change of control" of the Agere Systems license due to the pending merger.

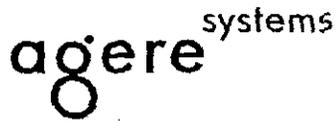
If you should have questions or require additional information, please contact me or Marianne Santarelli, RSO, at 610-712-1646.

Sincerely,



Jean Rankin

CC with Attachment:
Radiation Protection Committee
NRC Correspondence File



LSI Logic and Agere Systems to Combine in All-Stock Transaction Valued at Approximately \$4.0 Billion

Creates Storage, Networking and Consumer Powerhouse
Transaction Expected to Result in Significant Annual Operating Synergies
LSI Announces \$500 Million Stock Repurchase Program

FOR RELEASE MONDAY, DECEMBER 4, 2006

MILPITAS, Calif., and ALLENTOWN, Pa., Dec. 4 /PRNewswire-FirstCall/ -- LSI Logic Corporation (NYSE: LSI) and Agere Systems Inc. (NYSE: AGR) today announced that they have entered into a definitive merger agreement under which the companies will be combined in an all-stock transaction with an equity value of approximately \$4.0 billion. Under the terms of the agreement, Agere shareholders will receive 2.16 shares of LSI for each share of Agere they own. Based on the closing stock price of LSI on December 1, 2006, this represents a value to Agere shareholders of \$22.81 per share.

The combined company, to be called LSI Logic Corporation, will offer a comprehensive set of building block solutions including semiconductors, systems and related software for storage, networking and consumer electronics products. The companies had combined revenue of \$3.5 billion for the 12 months ended September 30, 2006. The companies operate in more than 20 countries, with a combined workforce of approximately 9,100 employees, including nearly 4,300 engineers. The companies together own a substantial patent portfolio consisting of more than 10,000 issued and pending U.S. patents.

Going forward, the new LSI expects to be well positioned to deliver significant benefits to its customers, shareholders and employees. By leveraging its increased scale, expanded IP portfolio and integrated workforce, LSI anticipates being a stronger, more competitive innovator of core technology and building block solutions that enable businesses and consumers to store, protect and stay connected to their information and digital content.

"LSI and Agere share a rich heritage of innovation and thought leadership in creating enabling technologies that bring people and information together," said Abhil Talwalkar, LSI Logic president and chief executive officer. "By joining forces, we expect the combined scale to enable us to extend our franchises in our market segments, realize significant synergies and better serve the needs of our collective customers, shareholders and employees."

"Together, the two companies should be well positioned to achieve greater success," said Richard Clemmer, Agere Systems president and chief executive officer. "The complementary products and capabilities of each can enable the combined company to pursue significant new opportunities while delivering more value to customers. Agere shareholders, employees and customers will benefit from the synergies and enhanced growth prospects that are anticipated to result from a larger, more competitive organization."

The combination of LSI and Agere is anticipated to create a semiconductor and storage systems powerhouse with an unparalleled innovation pipeline and a broad array of competitive, customer-valued products and solutions in large and growing markets. LSI's well-established presence in the storage and consumer electronics markets and Agere's broad footprint in storage, mobility and networking should enable the combined company to drive sustainable long-term growth and shareholder value through the strengthening of its combined platforms and the expansion of its existing customer relationships.

"As valued Seagate partners, both Agere and LSI play an important role in providing products that help us deliver our industry-leading hard disc drives," said Bill Watkins, Seagate Technology chief executive officer. "We are excited by the innovative possibilities that this new combination represents."

About the Transaction

Under the terms of the agreement, Agere shareholders will receive 2.16 shares of LSI common stock for each share of Agere stock they own. Based on the closing stock price of LSI on December 1, 2006, the total consideration to Agere shareholders would be approximately \$4.0 billion or \$22.81 per share. Upon closing, LSI will issue approximately 379 million shares on a diluted basis to complete the transaction. At that time, LSI and Agere shareholders will own approximately 52% and 48%, respectively, of the combined company.

The combined company also expects to realize substantial cost savings beginning in 2007, with annual cost savings reaching at least \$125 million in 2008 from increased efficiencies in manufacturing and operating expenses. The transaction is expected to be slightly dilutive in 2007 and meaningfully accretive in 2008 to LSI's earnings per share, on a non-GAAP basis.

LSI president and chief executive officer Abhi Talwalkar will serve as president and chief executive officer of the new company, which will be headquartered in Milpitas, California, and will maintain a significant presence in Allentown, Pennsylvania with various other locations worldwide. LSI non-executive chairman James Keyes will continue as non-executive chairman of the board of directors of the new company, which will be comprised of nine members, with six being designated by LSI and three being designated by Agere.

The transaction is subject to the approval of shareholders from both companies as well as customary closing conditions and regulatory approvals. The companies expect the transaction to close in the first calendar quarter of 2007.

Shares of the combined company will trade on the NYSE under the symbol "LSI."

Morgan Stanley acted as financial advisor and Wilson Sonsini Goodrich & Rosati acted as legal counsel to LSI. Goldman, Sachs & Co. acted as financial advisor and Skadden, Arps, Slate, Meagher & Flom acted as legal counsel to Agere.

LSI Stock Repurchase Program

LSI also announced today that its board of directors has authorized a stock repurchase program of up to \$500 million. The repurchases are expected to be funded from available cash and short-term investments.

Conference Call and Webcast Information

The companies will hold a joint conference call and webcast today at 8 a.m. EST to discuss this announcement.

The conference call can be monitored by dialing 1-866-202-1971 within the U.S. and 1-617-213-8842 for all other locations, passcode 61605753.

The webcast can be accessed at <http://www.lsi.com/investors> and <http://www.agere.com/webcast>.

A telephonic replay of the December 4 conference call will be available the same day beginning at approximately 10:00 a.m. EST and can be accessed through December 8. The replay access numbers are 1-888-286-8010 within the U.S. and 1-617-801-6888 for all other locations, passcode 15043040. The webcast will be archived at <http://www.lsi.com/investors> and <http://www.agere.com/webcast>

LSI will also be participating in the upcoming Lehman Brothers Global Technology Conference in San Francisco, California on December 7, 2006.

About LSI Logic

LSI Logic Corporation (NYSE: LSI) is a leading provider of silicon-to-system solutions that are used at the core of products that create, store and consume digital information. LSI offers a broad portfolio of capabilities including custom and standard product ICs, host bus and RAID adapters, storage area network solutions and software applications. LSI products enable leading technology companies in the Storage and Consumer markets to deliver some of the most advanced and well-known electronic systems in the market today. More information is available at www.lsi.com.

About Agere Systems

Agere Systems is a global leader in semiconductors and software solutions for storage, mobility, and networking markets. The company's products enable a broad range of services and capabilities, from cell phones, PCs, and hard disk drives to the world's most sophisticated wireless and wireline networks. Agere's customers include

manufacturers of consumer electronics and communications and computing equipment. Agere works to transform the performance of networks and consumer electronics by integrating systems knowledge and leading technology that enable people to stay connected - perfecting the connected lifestyle. More information is available at www.agere.com.

About Non-GAAP Financial Measures

Non-GAAP financial measures exclude gain or loss from the sale of, and income or loss from, discontinued operations; restructuring-related charges included in costs; primarily increased depreciation; certain other non-cash charges including equity compensation; net restructuring and other charges; purchased in-process research and development charges, amortization of acquired intangible assets, net gain or loss from the sale of operating assets, certain tax adjustments, cumulative effect of accounting changes, and certain nonrecurring charges.

Additional Information and Where You Can Find It

This communication may be deemed to be solicitation material in respect of the proposed transaction between Agere and LSI. In connection with the transaction, LSI will file a registration statement on Form S-4 with the SEC containing a joint proxy statement/prospectus. The joint proxy statement/prospectus will be mailed to the shareholders of LSI and Agere. Investors and security holders of LSI and Agere are urged to read the joint proxy statement/prospectus when it becomes available because it will contain important information about LSI, Agere and the proposed transaction. The joint proxy statement/prospectus (when it becomes available), and any other documents filed by LSI or Agere with the SEC, may be obtained free of charge at the SEC's web site at www.sec.gov. In addition, investors and security holders may obtain free copies of the documents filed with the SEC by LSI and Agere by contacting, respectively, LSI Investor Relations by e-mail at investorrelations@lsi.com or by telephone at 1-800-433-8778 or by contacting Agere Investor Relations by e-mail at investor@agere.com or by telephone at 1-800-372-2447. Investors and security holders are urged to read the joint proxy statement/prospectus and the other relevant materials when they become available before making any voting or investment decision with respect to the proposed transaction.

LSI, Agere and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from their shareholders in favor of the proposed transaction. Information about the directors and executive officers of LSI and Agere and their respective interests in the proposed transaction will be available in the joint proxy statement/prospectus.

Cautionary Statement Regarding Forward-Looking Statements

This document contains forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. These statements are based on management's current expectations and beliefs and are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. The forward-looking statements contained in this document include statements about future financial and operating results; benefits of the transaction to customers, shareholders and employees; potential synergies and cost savings resulting from the transaction; the ability of the combined company to drive growth and expand customer and partner relationships and other statements regarding the proposed transaction. These statements are not guarantees of future performance, involve certain risks, uncertainties and assumptions that are difficult to predict, and are based upon assumptions as to future events that may not prove accurate. Therefore, actual outcomes and results may differ materially from what is expressed herein. For example, if LSI and Agere do not each receive required shareholder approval or the parties fail to satisfy other conditions to closing, the transaction will not be consummated. In any forward-looking statement in which LSI or Agere expresses an expectation or belief as to future results, such expectation or belief is expressed in good faith and believed to have a reasonable basis, but there can be no assurance that the statement or expectation or belief will result or be achieved or accomplished. The following factors, among others, could cause actual results to differ materially from those described in the forward-looking statements: failure of the LSI and Agere shareholders to approve the proposed merger; the challenges and costs of closing, integrating, restructuring and achieving anticipated synergies; the ability to retain key employees; and other economic, business, competitive, and/or regulatory factors affecting the businesses of LSI and Agere generally, including those set forth in the filings of LSI and Agere with the Securities and Exchange Commission, especially in the "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of their respective annual reports on Form 10-K and quarterly reports on Form 10-Q, their current reports on Form 8-K and other SEC filings. LSI and Agere are under no obligation to (and expressly disclaim any such obligation to) update or alter their forward-looking statements whether as a result of new information, future events, or otherwise.

Editor's Notes:

1. All LSI Logic news releases (financial, acquisitions, manufacturing, products, technology etc.) are issued exclusively by PR Newswire and are immediately thereafter posted on the company's external website, <http://www.lsi.com>.
2. The LSI Logic logo design is a registered trademark of LSI Logic Corporation.
3. Agere, Agere Systems and the Agere Systems logo are registered trademarks of Agere Systems Inc.
4. All other brand or product names may be trademarks or registered trademarks of their respective companies.

Media Relations Contacts:
 Mitch Seigle
 408-954-3225
mitch.seigle@lsi.com

Investor Relations Contacts:
 Tom Tran
 408-433-8105
tom.tran@lsi.com

Robert Guenther
 610-712-1514
rguenther@agere.com

Sujal Shah
 610-712-5471
sujal@agere.com

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SOURCE LSI Logic Corporation; Agere Systems Inc.

-0- 12/04/2006

/CONTACT: Media Relations: Mitch Seigle of LSI Logic Corporation, +1-408-954-3225, mitch.seigle@lsi.com; or Robert Guenther of Agere Systems Inc., +1-610-712-1514, rguenther@agere.com; Investor Relations: Tom Tran of LSI Logic Corporation, +1-408-433-8105, tom.tran@lsi.com; or Sujal Shah of Agere Systems Inc., +1-610-712-5471, sujal@agere.com /
 Web site: <http://www.lsi.com>
<http://www.agere.com> /

(LSI AGR)

CO: LSI Logic Corporation; Agere Systems Inc.
 ST: California, Pennsylvania
 IN: CPR STW
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Contacts:

Media Inquiries Robert Guenther 610-712-1514 (Office) rguenther@agere.com	Investor Inquiries Sujal Shah 610-712-5471 (Office) sujal@agere.com
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This is to acknowledge the receipt of your letter/application dated

8/22/2007 ^(RECEIVED) ~~9/25/2007~~ and to inform you that the initial processing which includes an administrative review has been performed.

MEMO. 37-30617-02
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** 14112.
When calling to inquire about this action, please refer to this control number.
You may call us on (610) 337-5398, or 337-5260.