



**ImClone Systems
Incorporated**

33 ImClone Drive
Branchburg, NJ 08676
Tel: (908) 218-9588
Fax: (908) 704-8325
www.imclone.com

Targeted Oncology®

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November 3, 2008

Licensing Assistant Section
Nuclear Materials Safety Branch
U.S. Nuclear Regulatory Commission Region I
475 Allendale Road King of Prussia, PA 19406-1415

VIA FACSIMILE: 610-337-5393

03037145

Re: Notice of Planned Change of Control to Material License # 29-31132-01

Dear Licensing Assistant Section:

This letter is intended to notify the US Nuclear Regulatory Commission of an intended change of control of the above-noted material license. The current licensee, ImClone Systems is merging with Eli Lilly and Company. We are seeking the US NRC written consent for this change of control. As required by NUREG 1556, Vol. 15 the following information is being submitted for review by the USNRC.

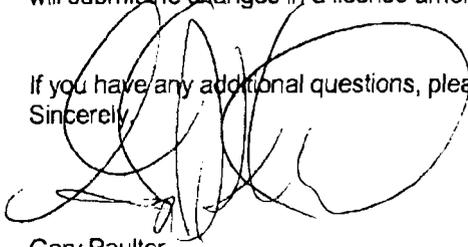
1. Eli Lilly and Company is tendering an offer for all ImClone Systems Incorporated stock. The transaction is intended to be closed on or around November 20, 2008. This is an all cash purchase. ImClone Systems Incorporated will remain the legal entity owning and operating the licensed facilities as of the time of the merger. All company stock will be owned by Eli Lilly and Company, and ImClone Systems Incorporated will be a wholly owned subsidiary of Lilly. It is possible that a name change may occur at a future date. If a name change occurs, notification will be provided as required by USNRC guidelines. If additional information is needed regarding any impact on the license activities due to this change please contact the Radiation Safety Officer, Beverly Hiles at (908) 541-8140 or via email beverly.hiles@imclone.com
2. At the current time there are no planned changes in personnel or duties related to the licensed program based on this change of control. The current approved personnel, including the Radiation Safety Officer, will continue to perform their normal functions as described by the license.
3. There will be no changes in location, facilities, equipment or procedures that relate to the licensed program. The change of control will not have any impact on the license program.
4. Surveillance programs (wipe tests and surveys) that are currently required by the license will continue with no changes.
5. The current facility will be continuing with the license activities with no modifications. Therefore, there will be no records of decommissioning of the current facility associated with this change of control.

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ImClone Systems Incorporated will continue to abide by all constraints, conditions, requirements and commitments of the material license. If any changes in the license activities occur, ImClone Systems will submit the changes in a license amendment application as required by the USNRC guidelines.

If you have any additional questions, please call Beverly Hiles at (908) 541-8140.
Sincerely,

A large, stylized handwritten signature in black ink, appearing to read 'Gary Paulter', is written over the word 'Sincerely,'.

Gary Paulter
Vice President, Engineering and Facilities
Copy: Radiation License File

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

11/3/08, and to inform you that the initial processing which includes an administrative review has been performed.

Amendment (29-31132-01) 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** 142966.
When calling to inquire about this action, please refer to this control number.
You may call us on (610) 337-5398, or 337-5260.