



**Via Federal Express**

July 26, 2011

U.S. Nuclear Regulatory Commission  
ATTN: Document Control Desk  
Two White Flint North Building  
11545 Rockville Pike  
Washington, DC 20555

**RE: Consent to Transfer Control of License Number STB-401**

Dear Mr. Buckley:

This letter is to follow up on Mallinckrodt's letters dated May 27, 2011 and July 7, 2011 regarding the Mallinckrodt Inc. intercompany reorganization that resulted in Mallinckrodt Inc. being converted into a limited liability company, Mallinckrodt LLC. This transaction was completed on June 23, 2011, and Mallinckrodt Inc. was converted to Mallinckrodt LLC, a Delaware limited liability company.

As requested in your letter dated July 7, 2011, Mallinckrodt LLC is providing confirmation that the transaction was completed and is providing the following additional information.

1. Provide a complete description of the transaction.

As part of an internal transaction of Covidien plc subsidiaries, Mallinckrodt Inc., a Delaware corporation was converted to Mallinckrodt LLC, a Delaware limited liability corporation. The following is a simplified summary of the proposed steps: (1) Mallinckrodt Inc. filed a certificate of conversion under Delaware law to convert the company into a limited liability company; (2) after the conversion to a limited liability company, the entity was renamed as Mallinckrodt LLC; and (3) Mallinckrodt LLC maintained ownership of legal title to the plants and equipment subject to the licenses noted above. None of these transactions involved any legal entities which were not affiliated with Mallinckrodt Inc. All of the movement of assets and ownership was within the group of companies all wholly owned directly or indirectly by Covidien plc. Attached as **Exhibit "A"** to this letter are copies of the corporate documents filed with the Delaware Secretary of State. The new name of the licensed organization is Mallinckrodt LLC. Its headquarters address will remain at the current location.

*JSM20*

Mallinckrodt LLC  
675 McDonnell Blvd  
Hazelwood, MO 63042

The new licensee contact and telephone number(s) will remain the same;

Patricia H. Duft  
Vice-President, Legal  
675 McDonnell Blvd.  
Hazelwood, MO 63042  
Phone: 314-654-6314  
E-mail: [Pat.Duft@Covidien.com](mailto:Pat.Duft@Covidien.com)

Karen Burke (License STB-401)  
Radiation Safety Officer  
675 McDonnell Blvd.  
Hazelwood, MO 63042  
Phone 314-654-5838  
E-mail: [Karen.Burke@Covidien.com](mailto:Karen.Burke@Covidien.com)

2. Describe any changes in personnel or duties that relate to the licensed program. Include training and experience of for new personnel.

There are no changes to the licensed program. Mallinckrodt LLC has the same Radiation Safety Officer as Mallinckrodt Inc. A listing of the Mallinckrodt LLC managers and officers is attached hereto as **Exhibit "B"**.

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

No changes.

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.

There are no changes to any of the surveillance programs and all will be maintained in the same manner. There will be no changes in location of records. All pertinent and required records applicable to licensed operations will be retained at the transferee's location at the time the conversion is completed.

5. Confirm that all records concerning the safe and effective decommissioning of the facility will be transferred to the transferee or to the NRC, as appropriate. These records include documentation of surveys of ambient radiation levels and fixed and/or removable contamination, including methods and sensitivity. A copy of the amended Letter of Credit dated June 23, 2011 in the new name is attached as **Exhibit "C"**.

Refer to the response offered in Item 4. There is no change to the decommissioning cost estimate necessary.

6. Confirm that the transferee will abide by all constraints, conditions, requirements and commitments of the transferor.

All of the existing license conditions will be maintained, and constraints, conditions, requirements, representations and commitments identified in the above referenced licenses will be followed by Mallinckrodt LLC upon conversion of the Mallinckrodt Inc. to Mallinckrodt LLC. All of the existing radiation safety programs will be maintained and followed as required by applicable license conditions and regulation.

7. Documentation that the transferor and transferee agree to the change in ownership or control of the licensed material and activity, and the conditions of transfer; and the transferee is made aware of all open inspection items and its responsibility for possible resulting enforcement actions.

Mallinckrodt Inc. has agreed to the conversion to Mallinckrodt LLC. Refer to filings with the Delaware Secretary of State attached hereto as **Exhibit "A"**. There are currently no open inspection items.

This submittal completes the required information in accordance with RIS 2008-19. Please note that Ms. Karen Burke will be preparing a License Amendment requesting the license be revised to note the new Mallinckrodt LLC name. I trust we have addressed all of the questions documented in your letter of July 7, 2011. If you have any further questions, please contact Ms. Karen Burke at 314-654-5838. Thank you for your assistance in this process.

Sincerely,

*Karen Burke*

*for*

Patricia H. Duft

Enc:

Exhibit "A"- Secretary of State Documentation

Exhibit "B"-Manager and Officer List

Exhibit "C"-Letter of Credit

Cc: John Buckley (NRC)  
Karen Burke (Mallinckrodt)  
Kay Yoder (Mallinckrodt)

## Exhibit A

# Delaware

PAGE 1

*The First State*

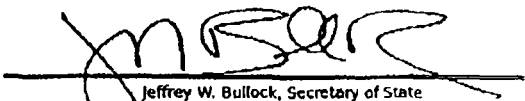
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "MALLINCKRODT INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "MALLINCKRODT INC." TO "MALLINCKRODT LLC", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF JUNE, A.D. 2011, AT 8:40 O'CLOCK A.M.

2161269 8100V

110749598

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8855800

DATE: 06-23-11

Exhibit A

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 08:24 AM 06/23/2011  
FILED 08:40 AM 06/23/2011  
SRV 110749598 - 2161269 FILE

**CERTIFICATE OF CONVERSION  
FROM A CORPORATION  
TO LIMITED LIABILITY COMPANY**

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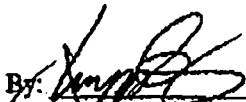
Pursuant to Sections 18-204 and 18-214 of the  
Delaware Limited Liability Company Act

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1. The name of the corporation immediately prior to the filing of this Certificate of Conversion to Limited Liability Company is Mallinckrodt Inc.
2. The corporation was originally incorporated on the 19th day of May, 1988 under the laws of the State of Delaware.
3. The name of the limited liability company into which the corporation shall be converted, as set forth in its Certificate of Formation, is Mallinckrodt LLC.

**[SIGNATURE PAGE FOLLOWS]**

**IN WITNESS WHEREOF**, the undersigned authorized person has caused this Certificate of Conversion to be executed this 23rd day of June, 2011.

By:   
Name: John W. Kapples  
Title: Authorized Officer

[Signature Page to Certificate of Conversion to LLC for Mallinckrodt Inc.]

# Delaware

PAGE 2

*The First State*

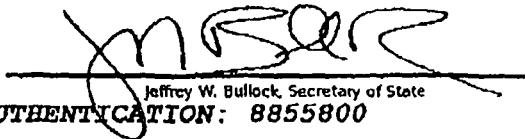
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "MALLINCKRODT LLC" FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF JUNE, A.D. 2011, AT 8:40 O'CLOCK A.M.



2161269 8100V

110749598

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8855800

DATE: 06-23-11




State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 08:24 AM 06/23/2011  
FILED 08:40 AM 06/23/2011  
SRV 110749598 - 2161269 FILE

CERTIFICATE OF FORMATION  
OF  
MALLINCKRODT LLC

1. The name of the limited liability company is Mallinckrodt LLC.
2. The address of its registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation this 23rd day of June, 2011.

By:   
Name: John W. Kapples  
Title: Authorized Person

[Signature Page to Certificate of LLC Formation for Mallinckrodt LLC]

## Exhibit B

**MANAGEMENT BOARD**

Robert T. Budenholzer  
Joseph A. Wuestner  
Peter G. Edwards

## OFFICERS

Richard J. Meelia	President
Richard G. Brown	Vice President
Charles J. Dockendorff	Vice President
Peter G. Edwards	Vice President
John W. Kapples	Vice President
Kevin G. DaSilva	Vice President & Treasurer
Lisa K Golod	Vice President & Assistant Treasurer
Woodrow Howell	Vice President & Assistant Treasurer
Geoffrey Kupferschmid	Vice President & Assistant Treasurer
Stephen C. Carey	Vice President & Assistant Treasurer
Eric C. Green	Vice President & Assistant Treasurer
John H. Masterson	Vice President & Secretary
Jeffrey S. Boone	Vice President & Assistant Secretary
Patricia Hitt Duft	Vice President & Assistant Secretary
Kenneth D. Goetz	Vice President & Assistant Secretary
Robert T. Budenholzer	Vice President & Assistant Secretary
Matthew J. Nicolella	Vice President & Assistant Secretary
Lawrence T. Weiss	Vice President & Assistant Secretary
Joseph A Wuestner	Vice President & Assistant Secretary
C. Stephen Kriegh	Vice President & Assistant Secretary
Matthew K. Harbaugh	Vice President & Chief Financial Officer
Kathleen A. Schaefer	Vice President & Controller
Christine Rebman Cooke	Assistant Secretary
Stephanie Kardasz	Assistant Secretary
Jerad G. Seurer	Assistant Secretary
Deborah L. Davis	Assistant Secretary
Brian D. Lefort	Assistant Secretary
Donald A Lohman	Assistant Secretary

## Exhibit C

Intesa Sanpaolo S.p.A.

One William Street  
New York, NY 10004

Tel (212) 607-3500  
Fax (212) 607-3537  
SWIFT BCITUS33

Page: 1/1 Place and date of issue: NEW YORK 06/23/11 Date and place of expiry: 03/31/12 NEW YORK	Irrevocable Letter of Credit L/C Number: 003050-793
Applicant: MALLINCKRODT LLC. 675 MCDONNELL BOULEVARD HAZELWOOD, MO 63042	Beneficiary: U.S. NUCLEAR REGULATORY COMMISSION WASHINGTON D.C. 20555

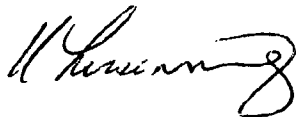
WE HEREBY AMEND OUR IRREVOCABLE LETTER OF CREDIT NO. 003050-793 IN YOUR FAVOR AS FOLLOWS:

NO.1 -APPLICANT'S NAME AND ADDRESS NOW TO READ AS FOLLOWS:

MALLINCKRODT LLC  
675 MCDONNELL BOULEVARD  
HAZELWOOD ,MO 63042

ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED.

KINDLY ACKNOWLEDGE RECEIPT BY MAIL.



**KENNETH EISENRING**  
ASST. VICE PRESIDENT



**DANIEL BRUNO**  
FIRST VICE PRESIDENT

Exhibit C

# SANPAOLO IMI BANK

ISTITUTO BANCARIO SAN PAOLO DI TORINO  
ISTITUTO MOBILIARE ITALIANO SPA  
HEAD OFFICE: TURIN, I

New York Branch  
45 Park Avenue  
New York, NY 10167

Tel (212) 692-3000  
Fax (212) 692-3179  
SWIFT Code: IBSPUS33

IRREVOCABLE LETTER OF CREDIT

L/C Number

003050-793

Place and date of issue

Page 1/2

NEW YORK 7/26/00

Date and place of expiry

3/31/01 NEW YORK

Applicant

MALLINCKRODT INC., A  
DELAWARE CORPORATION  
675 MCDONNELL BLVD.  
P.O. BOX 5840  
ST. LOUIS, MO. 63134-0480

Beneficiary

U.S. NUCLEAR REGULATORY  
COMMISSION  
WASHINGTON, DC 20555

AT THE REQUEST AND FOR THE ACCOUNT OF MALLINCKRODT INC., A DELAWARE CORPORATION, 675 MCDONNELL BLVD., P.O. BOX 5840, ST. LOUIS, MO. 63134-0480 WE HEREBY ESTABLISH OUR IRREVOCABLE STANDBY LETTER OF CREDIT NO. 003050-793 IN FAVOR OF THE U.S. NUCLEAR REGULATORY COMMISSION (NRC), WASHINGTON, DC 20555 FOR UP TO THE AGGREGATE AMOUNT OF USD\$21,113,000.00 (USD\$ TWENTY ONE MILLION ONE HUNDRED THIRTEEN THOUSAND DOLLARS AND 00/00), AVAILABLE UPON PRESENTATION OF:

(1) YOUR SIGHT DRAFT, BEARING REFERENCE TO THIS LETTER OF CREDIT NO. 003050-793, AND

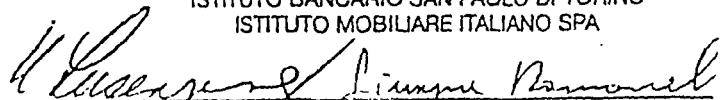
(2) YOUR SIGNED STATEMENT READING AS FOLLOWS: "I CERTIFY THAT THE AMOUNT OF THE DRAFT IS PAYABLE PURSUANT TO REGULATIONS ISSUED UNDER AUTHORITY OF THE NUCLEAR REGULATORY COMMISSION 10 CFR PART 40."

THIS LETTER OF CREDIT IS ISSUED IN ACCORDANCE WITH REGULATIONS ISSUED UNDER THE AUTHORITY OF THE U.S. NUCLEAR REGULATORY COMMISSION (NRC), AN AGENCY OF THE U.S. GOVERNMENT, PURSUANT TO THE ATOMIC ENERGY ACT OF 1954, AS AMENDED, AND THE ENERGY REORGANIZATION ACT OF 1974. THE NRC HAS PROMULGATED REGULATIONS IN TITLE 10, CHAPTER I OF THE CODE OF FEDERAL REGULATIONS, PART 40, WHICH REQUIRE THAT A HOLDER OF, OR AN APPLICANT FOR, A LICENSE ISSUED UNDER 10 CFR PART 40 PROVIDE ASSURANCE THAT FUNDS WILL BE AVAILABLE WHEN NEEDED FOR DECOMMISSIONING.

THIS LETTER OF CREDIT IS EFFECTIVE AS OF JULY 26, 2000, AND SHALL EXPIRE ON MARCH 31, 2001, BUT SUCH EXPIRATION DATE SHALL BE AUTOMATICALLY EXTENDED FOR A PERIOD OF ONE YEAR ON MARCH 31, 2001, AND ON EACH SUCCESSIVE EXPIRATION DATE, UNLESS, AT LEAST 90 DAYS BEFORE THE CURRENT EXPIRATION DATE, WE NOTIFY BOTH YOU AND MALLINCKRODT INC., BY CERTIFIED MAIL, AS SHOWN ON THE SIGNED RETURN RECEIPTS. IF MALLINCKRODT INC. IS UNABLE TO SECURE ALTERNATIVE FINANCIAL ASSURANCE TO REPLACE THIS LETTER OF CREDIT WITHIN 30 DAYS OF NOTIFICATION OF CANCELLATION, THE NRC MAY

Yours faithfully,

ISTITUTO BANCARIO SAN PAOLO DI TORINO  
ISTITUTO MOBILIARE ITALIANO SPA





# SANPAOLO IMI BANK

New York Branch  
45 Park Avenue  
New York, NY 10167

Tel (212) 692-3000  
Fax (212) 692-3179  
SWIFT Code: IBSPUS33

ISTITUTO BANCARIO SAN PAOLO DI TORINO  
ISTITUTO MOBILIARE ITALIANO SPA  
HEAD OFFICE: TURIN, I

IRREVOCABLE LETTER OF CREDIT

L/C Number

003050-793

Place and date of issue

Page 2/2

Date and place of expiry

3/31/01 NEW YORK

NEW YORK 7/26/00

Applicant

MALLINCKRODT INC., A  
DELAWARE CORPORATION  
675 MCDONNELL BLVD.  
P.O. BOX 5840  
ST. LOUIS, MO. 63134-0480

Beneficiary

U.S. NUCLEAR REGULATORY  
COMMISSION  
WASHINGTON, DC 20555

DRAW UPON THE FULL VALUE OF THIS LETTER OF CREDIT PRIOR TO CANCELLATION. THE BANK SHALL GIVE IMMEDIATE NOTICE TO THE APPLICANT AND THE NRC OF ANY NOTICE RECEIVED OR ACTION FILED ALLEGING (1) THE INSOLVENCY OR BANKRUPTCY OF THE FINANCIAL INSTITUTION OR, (2) ANY VIOLATIONS OF REGULATORY REQUIREMENTS THAT COULD RESULT IN SUSPENSION OR REVOCATION OF THE BANK'S CHARTER OR LICENSE TO DO BUSINESS. THE FINANCIAL INSTITUTION ALSO SHALL GIVE IMMEDIATE NOTICE IF THE BANK, FOR ANY REASON, BECOMES UNABLE TO FULFILL ITS OBLIGATION UNDER THE LETTER OF CREDIT.

WHENEVER THIS LETTER OF CREDIT IS DRAWN ON UNDER AND IN COMPLIANCE WITH THE TERMS OF THIS LETTER OF CREDIT, WE SHALL DULY HONOR SUCH DRAFT UPON ITS PRESENTATION TO US WITHIN 30 DAYS, AND WE SHALL DEPOSIT THE AMOUNT OF THE DRAFT DIRECTLY INTO THE STANDBY TRUST FUND OF MALLINCKRODT INC. ACCOUNT NO. 030359 HELD WITH BANKERS TRUST COMPANY, NEW YORK, IN ACCORDANCE WITH YOUR INSTRUCTIONS.

EACH DRAFT MUST BEAR ON ITS FACE THE CLAUSE: "DRAWN UNDER LETTER OF CREDIT NO. 003050-793, DATED 7/26/00, AND THE TOTAL OF THIS DRAFT AND ALL OTHER DRAFTS PREVIOUSLY DRAWN UNDER THIS LETTER OF CREDIT DOES NOT EXCEED USD\$21,113,000.00."

THIS CREDIT IS SUBJECT TO THE MOST RECENT EDITION OF THE UNIFORM CUSTOMS AND PRACTICE FOR DOCUMENTARY CREDITS, PUBLISHED BY THE INTERNATIONAL CHAMBER OF COMMERCE.

KINDLY ACKNOWLEDGE RECEIPT BY MAIL.

Yours faithfully,

ISTITUTO BANCARIO SAN PAOLO DI TORINO  
ISTITUTO MOBILIARE ITALIANO SPA

