

F A X

LigoCyte Pharmaceuticals, Inc.
2155 Analysis Dr.
Bozeman, MT 59718-6831
www.ligocyte.com



To: U.S. Nuclear Regulatory Commission
Fax number: 817-200-1263

From: LigoCyte Pharmaceuticals, Inc.
Fax number: 406-585-2766

Date: 10/31/2012

Regarding:
Change of Ownership

Phone number for follow-up:
406-556-9216

Dear NRC:

LigoCyte Pharmaceuticals, Inc., holds a Materials License and is undergoing a change of ownership. Attached please find an executed Change of Ownership form (Source: NUREG-1556, Volume 15).

Please feel free to call be directly at 406-556-9216 with any questions or comments.

Thank you in advance for your assistance.

Sincerely,

Robert R. Goodwin, Ph.D.
President & Chief Operating Officer
LigoCyte Pharmaceuticals, Inc.

RECEIVED

OCT 31 2012

DNMS

PUBLIC

- Immediate Release
- Normal Release

NON-PUBLIC

- A.3 Sensitive Security Related
- A.7 Sensitive Internal
- Other: _____

25-29209-01

Reviewer: fw Date: 11/7/12

579352

Change of Control and/or Change of Ownership
(includes Change of Name)

10 CFR 30.34(b) states that " no license issued or granted pursuant to the regulations...nor any right under a license shall be transferred, assigned or in any manner disposed of, either voluntarily or involuntarily, directly or indirectly, through transfer of control of any license to any person, unless the Commission shall...find that the transfer is in accordance with the provisions of the Act and shall give its consent in writing. Although not specifically addressed by 10 CFR 30.34, licensees undergoing a name change may also be affected by this regulation.

Control over licensed activities can be construed as the authority to decide when and how a license (licensed material and/or activities) will be used. A change of ownership may be an example of a change of control. The central issue is whether the authority over the license has changed. In all cases, determining whether a change of control has taken place or whether a change is in name only is the Commission' s responsibility.

Licensees must notify the Commission when they are undergoing a possible change of control and/or a change of name. While this notification is not required within a certain time frame, NRC needs adequate time to review the submittal to ensure that the transfer is in accordance with the regulations.

In order to process your request for a change of control/ownership and/or a name change, the information on the following pages is required. Our fax numbers are (817) 200-1263 and (817) 200-1188. If you have any questions regarding our discussion or this request for information, please contact me.

RECEIVED

OCT 31 2012

DNMS

579352

Information Required for Change of Control and/or Change of Ownership
(including a name change) Source:
NUREG-1556, Volume 15

Please provide the following information concerning changes of control (transferor and/or transferee, as appropriate). If any items are not applicable, so state.

1. Provide a complete description of the transaction (i.e., 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 NRC may contact if more information is needed.

A. Description of the transaction: Annex 1 (A) .

B. No name change

New name of licensed organization: _____

C. No change in contact

New contact: _____

New telephone number: _____

2. Describe any changes in personnel or duties that relate to the licensed program. Include Training and Experience for new personnel.

A. No changes in personnel having control over licensed activities.

Changes in personnel having control over licensed activities (e.g. officers of a corporation):

B. No changes in personnel named in the license.

Changes in personnel named in the license (e.g. RSO, Aus) – include training, experience and responsibilities:

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

Organization:

Equipment:

Location:

Procedures:

Facility:

Not applicable

RECEIVED
OCT 31 2012
DNMS
5 7 9 3 5 2

LigoCyte Pharmaceuticals, Inc., a Delaware corporation ("LigoCyte"), Takeda America Holdings, Inc., a New York corporation ("Takeda"), TAH Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of Takeda ("Merger Sub"), and Fortis Advisors LLC, as the Stockholders' Representative, entered into an Agreement and Plan of Merger, dated as of October 3, 2012 (the "Merger Agreement"), pursuant to which, upon the closing of the transactions contemplated by the Merger Agreement, Merger Sub will merge with and into LigoCyte and thereby Merger Sub will cease to exist and LigoCyte will continue as a wholly owned subsidiary of Takeda.

RECEIVED

OCT 31 2012

DNMS

№ 5 7 9 3 5 2



DATE

11/05/2012

NAME AND ADDRESS OF APPLICANT AND/OR LICENSEE
LIGOCYTE PHARMACEUTICALS, INC.
ATTN: Robert R. Goodwin, Ph.D.
President and Chief Operating Officer
2155 Analysis Drive
Bozeman, Montana 59718

LICENSE NUMBER

25-29209-01

MAIL CONTROL NUMBER

579352

LICENSING AND/OR TECHNICAL REVIEWER

ch

This is to acknowledge the receipt of your:

LETTER and/or APPLICATION DATED: 10/31/2012

The initial processing, which included an administrative review, has been performed.

AMENDMENT TERMINATION NEW LICENSE RENEWAL

- There were no administrative omissions identified during our initial review.
- This is to acknowledge receipt of your application for renewal of the material(s) license identified above. Your application is deemed timely filed, and accordingly, the license will not expire until final action has been taken by this office.
- Your application for a new NRC license did not include your taxpayer identification number. Please fill out NRC Form 531, located at the following link:

<http://www.nrc.gov/reading-rm/doc-collections/forms/nrc531.pdf>

Send the completed NRC Form 531, by facsimile, to the following number: (301) 415-5387

A copy of your action has been emailed to our License Fee and Accounts Receivable Branch, in our Headquarters office in Rockville, MD. You will be contacted separately if there is a fee issue involved.

Your application has been assigned the above listed **MAIL CONTROL NUMBER**. When calling to inquire about this action, please refer to this control number. Your application has been forwarded to a technical reviewer. Please note that the technical review, which is normally completed within 180 days for a renewal application (90 days for all other requests), may identify additional omissions or require additional information. If you have any questions concerning the processing of your application, our contact information is listed below:

Region IV
U. S. Nuclear Regulatory Commission
DNMS/NMSB - B
1600 E. Lamar Boulevard
Arlington, TX 76011-4511
(817) 200-1103 or (817) 200-1140

BETWEEN:

Accounts Receivable/Payable
and
Regional Licensing Branches

[FOR ARPB USE]
INFORMATION FROM WBL

Program Code: 02410
Status Code: Pending Amendment
Fee Category: 3P
Exp. Date: 09/30/2015
Fee Comments:
Decom Fin Assur Req: N

License Fee Worksheet - License Fee Transmittal

A. REGION

1. APPLICATION ATTACHED

Applicant/Licensee: LIGOCYTE PHARMACEUTICALS, INC.
Received Date: 10/31/2012
Docket Number: 3037004
Mail Control Number: 579352
License Number: 25-29209-01
Action Type: Amendment

2. FEE ATTACHED

Amount: _____

Check No.: _____

3. COMMENTS

Signed: _____

Carl L. Heie

Date: _____

11/5/12

B. LICENSE FEE MANAGEMENT BRANCH (Check when milestone 03 is entered / /)

1. Fee Category and Amount: _____

2. Correct Fee Paid. Application may be processed for:

Amendment: _____

Renewal: _____

License: _____

3. OTHER _____

Signed: _____

Date: _____
