



July 18, 2013

**VIA FEDERAL EXPRESS**

Bryan A. Parker, Health Physicist  
Materials Licensing Branch  
Division of Nuclear Materials Safety  
United States Nuclear Regulatory Commission  
Region III  
2443 Warrensville Road, Suite 210  
Lisle, Illinois 60532-4352

**SUBJECT: REQUEST FOR CONSENT TO INDIRECT LICENSE TRANSFER**

Dear Mr. Parker:

This letter is sent with respect to your letter of June 17, 2013, to Patricia Duft, in which the U.S. Nuclear Regulatory Commission (NRC) provided its consent to the proposed indirect transfer of control regarding NRC Materials Licenses issued to Mallinckrodt LLC.

Mallinckrodt had previously indicated that it would provide the identities of the Board of Directors for Mallinckrodt LLC's ultimate, publicly-traded, parent corporation – Mallinckrodt plc. Enclosed herewith is a list of those individuals. In a second enclosure you will find the list and appointment of corporate officers of Mallinckrodt LLC.

If you have any questions or need further information, please do not hesitate to contact me.

Sincerely,

A handwritten signature in cursive script that reads 'Eric Berry'.

Eric Berry  
Vice President, Environmental Law  
T. 314.654.6878 | F. 314.654.3156  
[eric.berry@mallinckrodt.com](mailto:eric.berry@mallinckrodt.com)

JEB:bjj

cc: John Buckley - NRC  
Jim Schuh - Mallinckrodt

Enclosures

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## BOARD OF DIRECTORS

### Melvin D. Booth, Chairman of the Board

Mr. Booth has been a director of Catalent Pharma Solutions since 2010, a director of PRA International since 2004 and a director of eResearch Technologies since 2012. Mr. Booth has also been a strategic advisor in life sciences to Genstar Capital (a private equity firm) since 2005. Mr. Booth's previous public company board experience includes serving as Lead Director of Millipore, a life science research company, from 2004 to 2010, and as a member of the boards of MedImmune from 1998 to 2005 and of Human Genome Sciences from 1995 to 1998. Mr. Booth was President of MedImmune from 1998 until his retirement at the end of 2003. Mr. Booth was President of Human Genome Sciences from 1995 to 1998. He held a variety of domestic and international positions with Syntex from 1981 to 1995, including serving as President of its U.S. pharmaceutical business. Mr. Booth has been active in U.S. pharmaceutical industry organizations and is a past Chairman of the Pharmaceuticals Manufacturers Association of Canada. Mr. Booth received a B.S. degree in accounting from Northwest Missouri State University where he was also awarded an honorary Doctor of Science degree. He is also a Certified Public Accountant. Mr. Booth's qualifications to serve on our board include his significant experience in leadership positions at pharmaceutical companies.

### David R. Carlucci, Director

Mr. Carlucci was President and Chief Operating Officer of IMS Health from October 2002 until January 2005, when he was named Chief Executive Officer and President. He became Chairman and Chief Executive Officer the following year. Mr. Carlucci retired from IMS Health in December 2010. Mr. Carlucci held several senior executive level positions at IBM from 1976 to 2002, including operations and management positions in the U.S., Canada, Latin America and Asia Pacific. Mr. Carlucci has been a director and Chairman of the Human Resources and Compensation Committee for MasterCard International since 2006. Mr. Carlucci also served as a member of the advisory board of Mitsui USA, one of the world's most diversified comprehensive trading, investment and service companies. Mr. Carlucci received a B.A. in political science from the University of Rochester. Mr. Carlucci's qualifications to serve on our board include his significant experience as an executive and/or board member of publicly traded and private companies.

### J. Martin Carroll, Director

Mr. Carroll served as President and Chief Executive Officer of Boehringer Ingelheim Corporation and of Boehringer Pharmaceuticals, Inc. from 2003 until 2012. Mr. Carroll currently serves as the head of corporate strategy and development for Boehringer Ingelheim's U.S. operations and remains a director of Boehringer Ingelheim Corporation. Mr. Carroll joined the organization in 2002 as President of Boehringer Pharmaceuticals, Inc. Mr. Carroll worked at Merck & Company, Inc. from 1976 to 2001. From 1972 to 1976, Mr. Carroll served in the United States Air Force where he attained the rank of Captain. Mr. Carroll also serves as a director of Vivus, Inc. Mr. Carroll received a B.A. in accounting & economics from the College of the Holy Cross and a M.B.A. from Babson College. Mr. Carroll's qualifications to serve on our board include his significant experience in leadership positions at pharmaceutical companies.

### Diane H. Gulyas, Director

Ms. Gulyas has worked at E. I. du Pont de Nemours and Company since 1978 and has been the President of DuPont's Performance Polymers division since 2009. She is also the Vice Chairman of the DuPont-Teijin Films global joint venture. From 2009 until 2012, Ms. Gulyas served as a director and as a member of the Finance Committee of Navistar International Corporation, a leading manufacturer of commercial trucks, buses, RVs, defense vehicles and engines. Ms. Gulyas received her B.S. in chemical engineering from the University of Notre Dame. Ms. Gulyas' qualifications to serve on our board include her extensive executive experience with chemical and manufacturing companies.

### Nancy S. Lurker, Director

Ms. Lurker has been serving as a director and Chief Executive Officer of PDI Inc. since 2008. Prior to joining PDI, Ms. Lurker served as Senior Vice President and Chief Marketing Officer of Novartis Pharmaceuticals Corporation from 2006 to 2008. Prior to that, she was President and Chief Executive Officer of ImpactRx, Inc. from 2003 to 2006. From 1998 to 2003, Ms. Lurker served as Group Vice President - Global Primary Care Products for Pharmacia Corporation. She was also a member of Pharmacia's U.S. Executive Management Committee from 1998 to 2003. Ms. Lurker began her career at Bristol-Myers Squibb, where she worked for 14 years. Ms. Lurker also has served as a director of Auxilium Corporation since 2011. Ms. Lurker served as a director of ConjuChem Biotechnologies, Inc. from 2004 to 2006 and as a director of Elan Corporation from 2005 to 2006. Ms. Lurker received a B.S. magna cum laude in biology from Seattle Pacific University and a M.B.A. from the University of Evansville. Ms. Lurker's qualifications to serve on our board include her significant experience in leadership positions at pharmaceutical companies.

### JoAnn A. Reed, Director

Ms. Reed is a healthcare services consultant. Ms. Reed served as an advisor to the Chief Executive Officer of Medco Health Solutions from April 2008 to April 2009. From 2002 to March 2008, Ms. Reed served as Senior Vice President, Finance and Chief Financial Officer of Medco Health Solutions. From 1992 to 2002, she served as Senior Vice President, Finance of Medco Health Solutions. She joined Medco Containment Services, Inc. in 1988. Ms. Reed has been a director of American Tower Corporation since 2007, a director of Waters Corporation since 2006 and a trustee of St. Mary's College of Notre Dame since 2006. Ms. Reed received a B.B.A. in business administration from St. Mary's College. She received her M.B.A. in finance and international marketing cum laude from Fordham University. Ms. Reed's qualifications to serve on our board include her experience as a healthcare services consultant and her financial expertise experience

and knowledge of financial statements, corporate finance and accounting matters.

**Kneeland C. Youngblood, M.D., Director**

Dr. Youngblood is a founding partner of Pharos Capital Group, a private equity firm that focuses on providing growth and expansion capital/buyouts in healthcare, business services and opportunistic investments. Dr. Youngblood served as a director of iStar Financial from 1998 to 2001, a director of Starwood Hotels and Resorts from 2001 to 2012, a director of Burger King Corporation from 2004 to 2010 and a director of the Gap Inc. from 2006 to 2012. Dr. Youngblood has been serving as a director of Energy Future Holdings Corp, an electric utility provider, since 2007. Dr. Youngblood is a physician by training, with over 15 years of experience in emergency medicine. He is also a member of the Council on Foreign Relations. Dr. Youngblood earned a B.A. in politics from Princeton University and an M.D. from the University of Texas Southwestern Medical School. Dr. Youngblood's qualifications to serve on our board include his extensive experience in healthcare practice, policy and business.

**Joseph A. Zaccagnino, Director**

Mr. Zaccagnino, who has been a director of Covidien since its spin-off from Tyco International in 2007, serves on its Compliance and Transactions Committees and as Chairman of the Nominating and Governance Committee. Mr. Zaccagnino served as President, Chief Executive Officer and director of Yale New Haven Health System and its flagship Yale-New Haven Hospital from 1991 until his retirement in 2005. He also served as a director of NewAlliance Bancshares, Inc. from 1991 until it was acquired in 2010. Mr. Zaccagnino served on the board of the National Committee for Quality Healthcare from 1995 until 2005, and was elected Chairman of the Board in 2003. From 1999 until 2006 he served as a director and from 2004 to 2006 as Chairman of the Board of VHA Inc., a provider member cooperative of community owned health systems and their physicians which provides supply chain and group purchasing services through their subsidiaries, Novation and Provista. Mr. Zaccagnino received a B.S. (business administration) from the University of Connecticut and a M.P.H. (healthcare management) from Yale University School of Medicine. Mr. Zaccagnino's qualifications to serve on our board include his broad healthcare management and governance experience, his knowledge of healthcare policy and regulation, patient care delivery and financing, and of clinical research and medical technology assessment, all of which will provide our board with unique insights and a keen perspective on the complexities of the healthcare sector and on the priorities of and challenges facing our company and the purchasers of our products.

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Mallinckrodt Pharmaceuticals is a registered business name of Mallinckrodt plc, which is registered in Ireland as a public limited company with registration number 522227 and has its registered office at Damastown, Mulhuddart, Dublin 15, Ireland.

**RESOLVED:** That the President and any Vice President of the Company be, and each of them hereby is, acting singly or jointly, authorized to represent, and vote on behalf of, the Company, as shareholder, at any shareholder meetings of the Company's subsidiaries and perform any and all other acts necessarily ancillary thereto, to execute any written consents on behalf of the Company in lieu of such shareholder meetings and to grant proxies or powers of attorney as they may deem necessary or desirable to represent the Company at such shareholder meetings and to sign documents and perform other acts necessarily ancillary thereto; and

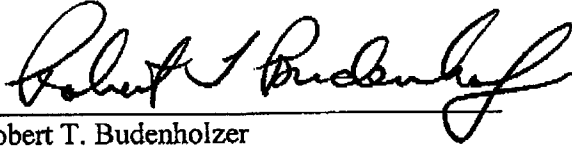
**RESOLVED:** That all actions, including the execution and delivery of proxies and powers of attorney, heretofore or hereafter taken by the officers of the Company in furtherance of the actions contemplated by the foregoing resolutions are hereby approved, adopted and ratified; and

**RESOLVED:** That at any time after any officer elected herein shall cease to be an employee of Mallinckrodt plc or one of its subsidiaries (a "Mallinckrodt Entity"), then such officer shall be deemed to have been removed by this Board of Managers from his or her office as described herein without the necessity of any written resignation from such officer or any further action by the Board of Managers and that such officer shall be relieved of all rights, responsibilities and duties relating to his or her office, as applicable, effective, unless such officer otherwise resigns on an earlier date, as of the date such officer ceases to be an employee of a Mallinckrodt Entity; and

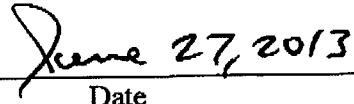
**RESOLVED:** That this consent be filed with the records of the meetings of the Board of Managers of the Company and that the action taken hereby be treated for all purposes as action taken by vote of the Board of Managers of the Company at a meeting of the Board of Managers held for that purpose.

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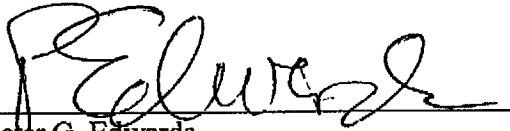
IN WITNESS WHEREOF, each of the undersigned has executed this consent, which may be signed in one or more counterparts, which taken together shall constitute one and the same consent as of the date last written below.



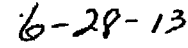
Robert T. Budenholzer  
Manager



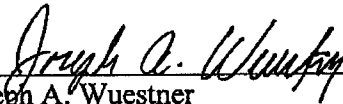
Date



Peter G. Edwards  
Manager



Date



Joseph A. Wuestner  
Manager



Date

## EXHIBIT A

### **BANK RESOLUTION**

**RESOLVED**, that the Vice President & Treasurer and any Assistant Treasurers of the Company and the Senior Treasury Manager, Cash Management and any designee authorized by either of them, in his or her sole discretion (such Officers, together with their designees, as may be changed from time to time, the "Authorized Officers") be, and each of them is, authorized and directed, from time to time, to designate one or more banks as either of them may from time to time deem appropriate (the "Banks") as a depository or depositories of the funds of the Company, and the Authorized Officers be, and each of them hereby is, authorized and directed to open and close bank accounts with the Banks, deposit with the Banks any and all checks, drafts, notes, bills of exchange and orders for the payment of money belonging to or coming into the possession of the Company, execute fund transfers, add or delete banking services with the Banks, approve overdraft facilities with the Banks, execute short-term cash investments within the guidelines of corporate treasury's cash investment policy, and approve and/or execute any and all documents necessary to carry out the foregoing activities, including any service or banking agreements with the Banks. Endorsement for deposit may be written or stamped endorsement of the Company without designation of the person making the endorsement;

**FURTHER RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed:

(a) to sign any and all checks, drafts, bills of exchange and orders, including orders or directions in letter or informal form, against any funds at any time standing to the credit of the Company in the Banks and/or against any account of the Company with the Banks;

(b) to designate such other person or persons as they shall deem necessary who are authorized to sign any and all checks, drafts and orders, including orders or directions in informal or letter form, against any funds at any time standing to the credit of the Company with the Banks, which names may be changed from time to time;

**FURTHER RESOLVED**, that the Banks hereby are authorized to honor and pay any and all checks, drafts and orders, including orders or directions in informal or letter form, signed in accordance with the authority of the foregoing resolution and charge the same against any funds at any time standing to the credit of the Company with the Banks;

**FURTHER RESOLVED**, that the Secretary, or, in his or her absence, any Assistant Secretary, of the Company hereby is authorized to certify to the Banks a copy of these resolutions, and the Banks hereby are authorized to act upon such certification until formally advised by like certificate of any changes therein;

**FURTHER RESOLVED**, that in connection with the foregoing, the Board of Managers hereby adopts and makes a part of these resolutions, as if fully recited herein, any

prescribed forms of resolutions or consents as may be required or specified by any Bank in connection with the designation of such Bank as a depository of funds of the Company;

**FURTHER RESOLVED**, that the Authorized Officers hereby are authorized and directed to take or cause to be taken such further actions as in their judgment are necessary or appropriate to carry out the purpose and intent of the foregoing resolutions;

**FURTHER RESOLVED**, that all actions, including execution and delivery of documents, heretofore or hereafter taken by the officers or agents of the Company in furtherance of the actions contemplated by the foregoing resolutions are hereby approved, adopted and ratified; and

**FURTHER RESOLVED**, that the foregoing resolutions shall supersede any and all resolutions previously adopted for the same purpose and that any and all such previously adopted resolutions are hereby rescinded.



**MALLINCKRODT LLC**  
**Consent in Lieu of Annual Meeting of the Board of Managers**

The undersigned, being all of the members of the Board of Managers of Mallinckrodt LLC, a Delaware limited liability company (the "Company"), in accordance with the Delaware Limited Liability Company Act, hereby consent to the following action and agree that such action shall have the same effect as if duly taken at a meeting of the Board of Managers held for the purpose:

WHEREAS, at meetings of the Board of Directors of Mallinckrodt plc ("Mallinckrodt") and of Covidien plc ("Covidien"), the respective Boards discussed and approved a separation of the pharmaceuticals business of Covidien (the "Business") from the rest of Covidien by means of the declaration of a dividend in specie of the Business, to be effected by the transfer of the Business from Covidien to Mallinckrodt and the issuance by Mallinckrodt of ordinary shares in its share capital, par value \$0.20 per share, credited as fully paid directly to Covidien's shareholders (the "Transaction");

WHEREAS, the Transaction shall be effective at 6:59 p.m., New York City time (the "Effective Time") on the date on which the Transaction is effected.

**RESOLVED:** That effective as of the Effective Time, all of the present officers of the Company be, and they hereby are, removed as officers of the Company; and

**RESOLVED:** That the following persons be, and they hereby are, elected to serve as officers of the Company, effective as of the date hereof to hold office until their successors are duly elected and qualified:

<u>Name</u>	<u>Office</u>
Kathleen A. Schaefer	President
Marvin Haselhorst	Vice President
John E. Einwalter	Vice President & Treasurer
Miriam R. Singer	Vice President & Secretary
C. Stephen Kriegh	Vice President & Assistant Secretary
Eric Berry	Vice President & Assistant Secretary
Joseph A. Wuestner	Vice President & Assistant Secretary
Robert T. Budenholzer	Vice President & Assistant Secretary
Mairi Lough	Vice President & Assistant Secretary
Lamar Agard	Vice President & Assistant Treasurer
Matthew Mainer	Vice President & Assistant Treasurer
Stephanie Kardasz	Assistant Secretary
Stephanie Re	Assistant Secretary
Stephen A. Welch	Assistant Secretary
Kenneth D. Goetz	Assistant Secretary

- RESOLVED:** That, if the Company ceases to do business in any jurisdiction in which it is qualified, and, in the discretion of the officers of the Company it is deemed necessary or appropriate for the Company to withdraw from such jurisdiction(s), the appropriate officers of the Company are hereby authorized and directed to take such action as is necessary to withdraw from said jurisdiction(s), including, revoking any appointment of agent or attorney for service of process and/or filing such certificates, reports, revocation of appointment or surrender of authority of the Company to do business in any such jurisdiction; and
- RESOLVED:** That the President or any Vice President be authorized and empowered to change the primary place of business of the Company, as he/she feels necessary, to execute and deliver the documentation pursuant to such change, and to take such steps required or advisable to carry this out; and
- RESOLVED:** That any form of resolution required to be adopted and filed in connection with any of the foregoing acts in any jurisdiction, be attached to this unanimous consent and such resolution is hereby adopted with the same force and effect as if set forth in full herein; and
- RESOLVED:** That, the Vice President & Treasurer and any Assistant Treasurers of the Company and the Senior Treasury Manager, Cash Management and each of them hereby is, acting singly or jointly, authorized and empowered to cause one or more accounts to be opened, maintained and closed from time to time in the name of the Company at banks that they deem appropriate, pursuant to the resolutions attached hereto as Exhibit A, and the Company may use such account or accounts to transact such business with such banks as is customary for business corporations to transact with such banks; and
- RESOLVED:** That the Company is hereby authorized to enter into debt and equity agreements, including loan agreements, deposit agreements, cash management agreements, assignment agreements, contribution agreements, capital subscription agreements and share purchase agreements, solely with other direct and indirect subsidiaries of Mallinckrodt plc with such terms as the officers of the Company determine to be acceptable (the "Intercompany Financing Agreements"); provided that the Intercompany Financing Agreements have been duly approved pursuant to the duly adopted delegation of authority of Mallinckrodt plc; and
- RESOLVED:** That the officers of the Company be, and each of them hereby is, acting singly or jointly, authorized to execute in the name and on behalf of the Company, and to deliver when so executed, the Intercompany Financing Agreements, and any other documents or instruments that are necessary to accomplish the purpose of the foregoing resolution, and to do all such other acts and things as they deem necessary or appropriate to carry out fully the intent and purposes of the foregoing resolution and the execution thereof; and

# FedEx

# Express

From: (314) 654-3462  
BARBARA L JOHNSON  
Tycos Mallinckrodt  
675 McDonnell Blvd

Origin ID: ALNA

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Express



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Bryan A. Parker  
US Nuclear Regulatory Commission  
Materials Licensing Branch, Reg.III  
2443 Warrensville Rd., Suite 210  
LISLE, IL 60532

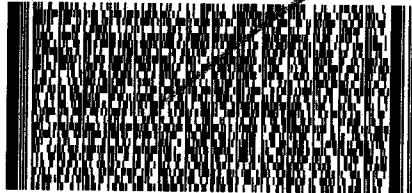
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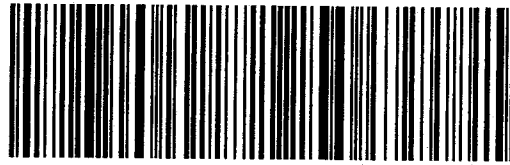
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The World In Time.

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# Envelope

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