



December 20, 2019

Division of Nuclear Materials Safety
U.S. Nuclear Regulatory Commission, Region III
2443 Warrenville Rd., Suite 210
Lisle, IL 60532-4352

**SUBJECT: Application for Approval of Transfer of Control
License No. 13-35179-02 (Docket No. 030-38841)
License No. 13-35179-03 (Docket No. 030-38903)**

Review & Approval Requested by or before February 21, 2020

Pursuant to 10 C.F.R. § 30.34(b), Curium US Holdings LLC (“Curium”), and Illinois Health and Science (“IHS”) (collectively the “Applicants”) hereby request written approval by the U.S. Nuclear Regulatory Commission (“NRC”) for the proposed transfer of control of the following NRC Licenses, held by Global Isotopes, LLC, d/b/a Zevacor Molecular (the “Licensee” or “Zevacor Molecular”), an indirect subsidiary of IHS:

- License No. 13-35179-02 (Docket No. 030-38841)
- License No. 13-35179-03 (Docket No. 030-38903)

Collectively, these licenses are referred to as the “Licenses.”

The Applicants request review and approval of this application by February 21, 2020, and prompt posting of this application to the NRC website for the 30-day comment period.

The transfer of control of the Licenses would occur upon the closing of a planned transaction (the “Closing”), which would take place over two steps on or around the same day:

- **Step 1:** A subsidiary of Curium created to effectuate the transaction, Curium US PET LLC (“Curium US PET”), acquires all membership interests (i.e., all equity) of the Licensee.
- **Step 2:** The Licensee merges into Curium US PET, with Curium US PET being the surviving entity. After the merger, all of the rights, privileges, power and property of the Licensee will vest in the surviving entity, Curium US PET.

**Patent Owner Exhibit 2106
IPR2025-01582**

Accordingly, post-Closing, the Licensee would now be Curium US PET. The same Radiation Safety Officer, equipment, facilities, and procedures needed to protect public health and safety and to secure the licensed material that were in place prior to the Closing would continue in place under, and then remain with, Curium US PET post-Closing. Attachment 1 provides the license transfer application. Attachment 2 presents a simplified pre- and post-Closing organizational chart.

Curium has its executive offices in St. Louis, Missouri and is the direct parent of one of the largest U.S. byproduct material licensees, Curium US LLC. Curium and its affiliate companies constitute the world leader in the manufacture and distribution of life-saving radiopharmaceuticals, producing a range of Single-photon Emission Computed Tomography ("SPECT"), Positron Emission Topography ("PET"), and therapeutic radiopharmaceuticals. Curium supplies more than half of the Technetium-99 generators used in North America, a critical radiopharmaceutical used in over 100 different nuclear medicine applications, from diagnosing heart disease and brain disorders to treating cancer. Curium's direct subsidiary, Curium US LLC, owns a large radiopharmaceutical processing and manufacturing facility in Maryland Heights, Missouri and holds three NRC radioactive materials licenses related to its nuclear medicine operations: License Nos. 24-04206-01, 24-04206-02, and 24-04206-05MD.¹

The Licensee Zevacor Molecular, like Curium US LLC, develops, manufactures and distributes PET and SPECT radiopharmaceuticals used in nuclear medicine and molecular imaging. Zevacor Molecular is an Illinois limited liability company and an indirect subsidiary of IHS, a non-profit Illinois corporation and healthcare system that specializes in enhancing patient care through strategic investments in healthcare-related opportunities. Following the Closing, Zevacor Molecular's business will continue to operate as part of Curium US PET, a sister company to Curium US LLC.

The Applicants expect the transaction to close around February 28, 2020. The Applicants therefore respectfully request the NRC's review and written approval of this planned license transfer by February 21, 2020 to support the closing schedule. The Applicants further request that the NRC promptly post this application to its website for the 30-day comment period.

¹ Curium is ultimately owned by investment funds managed by CapVest Partners LLP and its affiliates. This is described in a prior license transfer filing with the NRC dated September 2, 2016 (Accession No. ML16250A581) and approved on Dec. 1, 2016 (Accession No. ML16336A274) (at that time, Curium was known as "GLO US BidCo, LLC" and Curium US LLC was known as "Mallinckrodt Nuclear Medicine LLC").

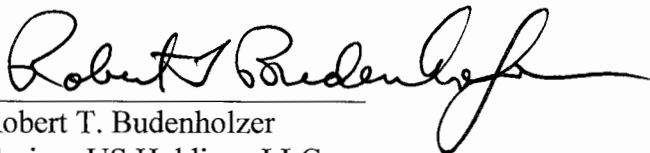
If you have any questions or comments pertaining to this transaction, please contact Curium's counsel for nuclear regulatory matters, Amy Roma, at Hogan Lovells US LLP (202-637-6831/amy.roma@hoganlovells.com).

Enclosures: Attachment 1, License Transfer Application
 Attachment 2, Simplified Organizational Chart Describing the Transaction

cc: Amy Roma, Hogan Lovells US LLP
 Curium Radiation Safety Officer
 Licensee Radiation Safety Officer

I declare under penalty of perjury under the laws of the United States of America that to the best of my knowledge the information contained in the Application for Approval of Transfer of Control, pertaining to Curium US Holdings LLC and its affiliates, is true and correct.

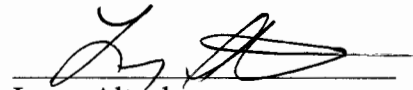
Executed on December 20, 2019

A handwritten signature in black ink, appearing to read "Robert T. Budenholzer", with a long horizontal flourish extending to the right.

Robert T. Budenholzer
Curium US Holdings LLC
Vice President and General Counsel
111 Westport Plaza Drive, Suite 800
St. Louis, MO 63146

I declare under penalty of perjury under the laws of the United States of America that to the best of my knowledge the information contained in the Application for Approval of Transfer of Control, pertaining to Illinois Health and Science and Global Isotopes, LLC, d/b/a Zevacor Molecular, is true and correct.

Executed on December 20, 2019

A handwritten signature in black ink, appearing to read 'Larry Altenbaumer', is written over a horizontal line.

Larry Altenbaumer
Illinois Health and Science
President and CEO
2300 N. Edward Street
Decatur, IL 62526

Attachment 1

License Transfer Application

This information is submitted consistent with Chapter 5 (Change of Control) and Appendix E (Information Needed for Transfer of Control Application) of NUREG-1556, Vol. 15, Rev. 1, *Consolidated Guidance About Materials Licenses: Guidance About Changes of Control and About Bankruptcy Involving Byproduct, Source, or Special Nuclear Materials Licenses*.

1. Describe any planned changes in the organization, including but not limited to, transfer of stocks or assets and mergers, change in members on Board of Directors, etc. Provide the new licensee name, mailing address, and contact information, including phone numbers. Clearly identify when the amendment request is due to a name change only.

Illinois Health and Science (“IHS”) indirectly owns Global Isotopes, LLC, doing business as Zevacor Molecular (the “Licensee” or “Zevacor Molecular”), which holds NRC License Nos. 13-35179-02 and 13-35179-03 (the “Licenses”). Curium US Holdings LLC (“Curium”), through its newly formed direct subsidiary Curium US PET LLC (“Curium US PET”),² intends to acquire the Licensee from IHS (Curium, together with IHS, are the “Applicants”). The transfer of control of the Licenses would occur upon the closing of a planned transaction (the “Closing”), which would take place over two steps on or around the same day:

- **Step 1:** Curium US PET acquires all membership interests (i.e., all equity) of the Licensee.
- **Step 2:** The Licensee merges into Curium US PET, with Curium US PET being the surviving entity.

Attachment 2 to this transmittal presents a simplified pre- and post-closing organizational chart.

Following the Closing, Curium US PET would hold the Licenses, with the result being that the Licenses would be indirectly controlled by Curium.³ However, the same Radiation Safety Officer, equipment, facilities, and procedures needed to protect public health and safety and to secure the licensed material that were in place prior to the Closing would continue in place under, and then remain with, Curium US PET post-Closing, minimizing the day to day changes to operations.

The changes described above are the only changes expected from this transaction with respect to the Licenses.

² Curium US PET has been newly formed specifically to effectuate this transaction.

³ Curium is ultimately owned by investment funds managed by CapVest Partners LLP and its affiliates. This is described in a prior license transfer filing with the NRC dated September 2, 2016 (Accession No. ML16250A581) and approved on Dec. 1, 2016 (Accession No. ML16336A274) (at that time, Curium was known as “GLO US BidCo, LLC” and Curium US LLC was known as “Mallinckrodt Nuclear Medicine LLC”).

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

There are no planned changes resulting from the transfer in the Radiation Safety Officer or duties that relate to the licensed programs.

3. Describe any changes in the location, facilities, equipment, radiation safety programs, use, possession, waste management, or other procedures that relate to the licensed program.

There are no such changes planned in connection with the transaction.

4. Describe the status of the licensee's facilities, equipment, and radiation safety program, including any known contamination and whether decontamination will occur prior to transfer. Include the status of calibrations, leak tests, area surveys, wipe tests, training, quality control, and related records.

The status of the facilities, equipment, and radiation safety programs as they related to the Licenses will not change in connection with the transaction. There is no known contamination. All calibrations, leak tests, area surveys, wipe tests, training, quality control, and related records are current.

5. If current decommissioning funding plans (DFP) will be changed as a result of the transfer, the revised DFP should be submitted. If other financial assurance documents will be changed as a result of the transfer, confirm that all financial assurance instruments associated with the license will be held in the transferee's name before the license is transferred, and as required by 10 CFR 30.35(f), the licensee must, within 30 days, submit financial instruments reflecting such changes.

The Licensee's current decommissioning plans and DFP will remain unchanged as a result of the planned transaction and will be adopted by Curium US PET post-Closing, and the liability for any decommissioning or decontamination will remain with Curium US PET. Please note that the latest revised DFP was submitted by Zevacor Molecular to the NRC in March 2019.

All financial assurance instruments required to satisfy NRC decommissioning funding requirements are in place. These instruments will remain in place until such time as replacement instruments reflecting the new name of the Licensee as "Curium US PET LLC" are submitted to the NRC for review, and are approved by the agency.

Subject to the exceptions stated above, the rights and obligations of the Licensee under such documents will, as a result of the transfer, be rights and obligations of Curium US PET. The replacement instruments will be submitted to the NRC within 30 days of the name change resulting from the transfer, in accordance with 10 CFR 30.35(f) and the NRC's guidance set

forth in NUREG-1757, Vol. 3, Rev. 1, "Consolidated Decommissioning Guidance: Financial Assurance, Recordkeeping, and Timeliness."

6. Confirm that all records concerning the safe and effective decommissioning of the facility will be transferred to the transferee or to NRC, as appropriate. These records include documentation of surveys of ambient radiation levels and fixed and/or removable contamination, including methods and sensitivity.

The Applicants confirm that such records will remain with Curium US PET following the Closing, that they are current, and that they will be current at the time of the transfer.

7. Confirm that both transferor and transferee agree to transferring control of the licensed material and activity, and the conditions of transfer, and that the transferee has been made aware of any open inspection items and its responsibility for possible resulting enforcement actions.

The Applicants confirm that they have agreed to the change in control over the Licenses. There are no open inspection items pertaining to the Licenses.

8. Confirm that the transferee will abide by all constraints, conditions, requirements, representations, and commitments of the transferor or that the transferee will submit a complete description of the proposed licensed program.

Curium confirms that post-Closing Curium US PET, and to the extent necessary, Curium, will continue to abide by all constraints, conditions, requirements, representations and commitments identified in and attributed to the existing Licenses.

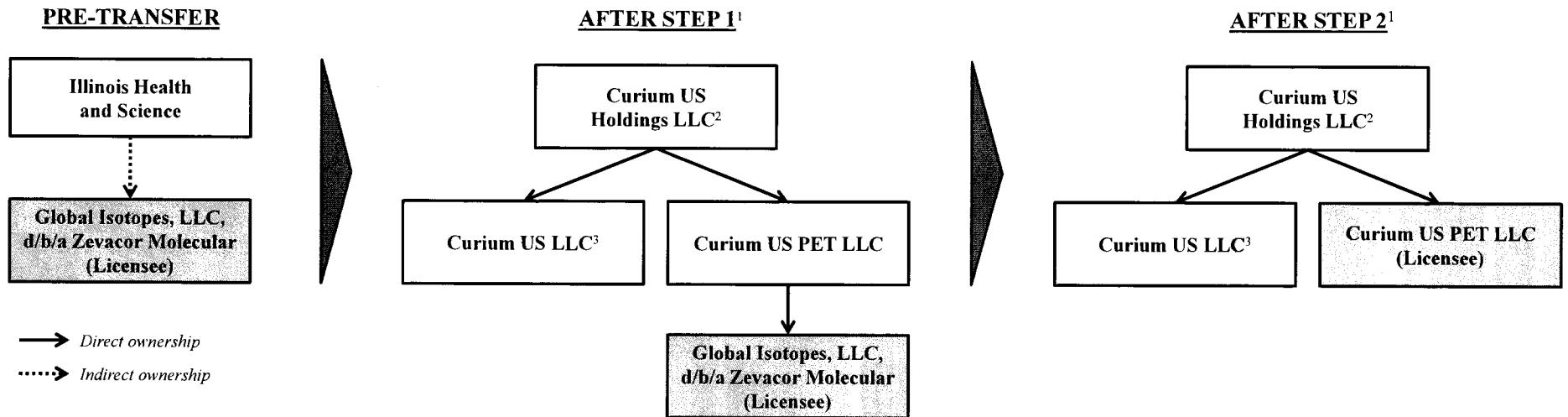
9. The transferee, in the case of fuel cycle facilities, shall provide documentation showing that it is financially qualified to conduct normal operations. The information can be in the form of income statements and balance sheet forecasts.

This question is not applicable for these Licenses.

Attachment 2

Simplified Organizational Chart Describing the Transaction

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¹ Steps 1 and 2 of the transaction would occur on or around the same day.

² Curium US Holdings LLC is ultimately owned by investment funds managed by CapVest Partners LLP and its affiliates.

³ Holder of NRC License Nos. 24-04206-01, 24-04206-02, and 24-04206-05MD.

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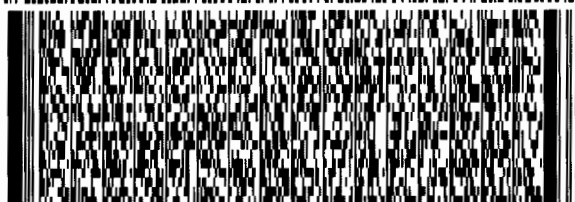
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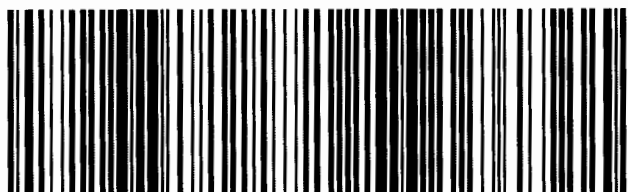
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1. Fold the first printed page in half and use as the shipping label.
2. Place the label in a waybill pouch and affix it to your shipment so that the barcode portion of the label can be read and scanned.
3. Keep the second page as a receipt for your records. The receipt contains the terms and conditions of shipping and information useful for tracking your package.

Legal Terms and Conditions

Tendering packages by using this system constitutes your agreement to the service conditions for the transportation of your shipments as found in the applicable FedEx Service Guide, available upon request. FedEx will not be responsible for any claim in excess of the applicable declared value, whether the result of loss, damage, delay, non-delivery, misdelivery, or misinformation, unless you declare a higher value, pay an additional charge, document your actual loss and file a timely claim. Limitations found in the applicable FedEx Service Guide apply. Your right to recover from FedEx for any loss, including intrinsic value of the package, loss of sales, income interest, profit, attorney's fees, costs, and other forms of damage whether direct, incidental, consequential, or special is limited to the greater of 100 USD or the authorized declared value. Recovery cannot exceed actual documented loss. Maximum for items of extraordinary value is 500 USD, e.g. jewelry, precious metals, negotiable instruments and other items listed in our Service Guide. Written claims must be filed within strict time limits, see applicable FedEx Service Guide. FedEx will not be liable for loss or damage to prohibited items in any event or for your acts or omissions, including, without limitation, improper or insufficient packaging, securing, marking or addressing, or the acts or omissions of the recipient or anyone else with an interest in the package. See the applicable FedEx Service Guide for complete terms and conditions. To obtain information regarding how to file a claim or to obtain a Service Guide, please call 1-800-GO-FEDEX (1-800-463-3339).

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