

Mallinckrodt**COVIDIEN**

April 2, 2013

Mr. Will Stripling
H.E. Butt Grocery Company
Email: stripling.will@heb.com

Re: CII Bid Award -- The Retail Group

Dear Mr. Stripling:

On January 18, 2013, Mallinckrodt LLC ("Mallinckrodt") submitted a response to solicitation from HEB Grocery Company, Giant Eagle, and Schnuck Markets, Inc. (collectively, "Retailers") for Generic Drugs CII. Subsequently, Mallinckrodt was awarded certain of its products by Retailers. At present, each of the Retailers is negotiating a Term Sheet with Mallinckrodt which will set forth their respective mutually agreeable terms and conditions regarding the purchase and supply of the awarded products.

As a showing of good faith toward completing the negotiations of each Term Sheet and in appreciation for the product awards and Retailers' ongoing support of Mallinckrodt products, Mallinckrodt hereby extends the following pricing offer to each Retailer:

1. **Effective April 10, 2013**, Mallinckrodt will honor Retailers' CII Bid Award pricing on all purchases of awarded products by each Retailer from April 10, 2013, through the end of the term of the new Term Sheet, unless such pricing offer is earlier terminated as provided herein.
2. Subject to paragraph 4 below, all previous pricing for the awarded products is hereby null and void.
3. Retailers' CII Bid Award pricing on all awarded products will continue to be honored by Mallinckrodt as set forth in the 2013 Term Sheets provided that each Retailer return to Mallinckrodt its respective signed 2013 Term Sheet by the close of business on April 30, 2013.
4. If the respective 2013 Term Sheets for each Retailer are not received by Mallinckrodt by the close of business on April 30, 2013, the CII Bid Award pricing for all awarded products will expire effective as of 12:00 AM CDT on May 7, 2013.

Please indicate your acceptance of the foregoing by signing and returning this Letter no later than **5:00 PM CDT, April 3, 2013**. If your signed copy of this Letter is not returned within the specified time frame, this offer will be null and void and all pricing in effect as of April 3, 2013, will remain in effect for all products offered to Retailers (subject to the terms and conditions of any existing Term Sheets and/or Pricing Letters). You may return your signed copy of this letter electronically via PDF sent to Stephanie Pellham at stephanie.pellham@covidien.com or by fax to 314-654-3383.


We look forward to finalizing the Term Sheets and continuing our excellent relationship. If you have questions about these changes, please contact Pete Romer at (281) 655-9409 or Stephanie Pellham at (800) 833-1717, ext. 43586.

875 McDonnell Blvd.
St. Louis, MO
63042

314 654.2000 [T]

Mr. Will Stripling
H.E. Butt Grocery Company
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Best Regards,


Walt Kaczmarek
Vice President & General Manager, Specialty Generics
Mallinckrodt LLC

cc: Pete Romer

ACCEPTED:
(must be signed and returned to be effective)

H.E. Butt Grocery Company

By: 

Name: ERIK S. PATEK
Business Development Mgr
HEB Pharmacy

Title: _____

Date of Acceptance: 4/2/2013

Exhibit A

Products

NDC# 0406	Product/Description	Size	Wholesaler Contract Price	Actual Contract Price	Case Qty
8960-01	Dextroamphetamine ER Capsules, 5 mg, CII	100's	\$159.50	\$159.50	12
8961-01	Dextroamphetamine ER Capsules, 10 mg, CII	100's	\$198.17	\$198.17	12
8962-01	Dextroamphetamine ER Capsules, 15 mg, CII	100's	\$251.33	\$251.33	12
8958-01	Dextroamphetamine IR Tablets, USP 5mg, CII	100's	\$99.29	\$99.29	12
8959-01	Dextroamphetamine IR Tablets, USP 10 mg, CII	100's	\$106.01	\$106.01	12
5755-01	Methadone Hydrochloride Tablets USP, 5mg CII	100's	\$4.68	\$3.74	12
5771-01	Methadone Hydrochloride Tablets USP, 10mg CII	100's	\$6.10	\$4.95	12
1142-01	Methylphenidate 5mg Tablets CII	100's	\$5.47	\$5.00	12
8003-24	Morphine Sulfate IR Concentrated Oral Solution (Raspberry Flavored) 20 mg per mL, CII	240mL	\$62.10	\$48.57	6
8315-01	Morphine Sulfate 15mg ER Tablets, USP CII	100's	\$12.08	\$12.08	12
8330-01	Morphine Sulfate 30mg ER Tablets, USP CII	100's	\$17.89	\$17.89	12
8380-01	Morphine Sulfate 60mg ER Tablets, USP CII	100's	\$32.87	\$32.87	12
8390-01	Morphine Sulfate 100mg ER Tablets, USP CII	100's	\$51.54	\$51.54	12