

# ECKERT SEAMANS CHERIN & MELLOTT, LLC

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March 8, 2000

U.S. Regulatory Commission  
Document Control Desk  
Washington, D.C. 20555

Subject: Application for Transfer and Amendment of License  
Number TR-2, Docket Number 50-022

Boston

Fort Lauderdale

Haddonfield, NJ

Harrisburg

Philadelphia

Pittsburgh

Washington, D.C.

Gentlemen:

This letter will supplement the Application for Transfer and Amendment of License Number TR-2, Docket Number 50-022 ("Application") filed by CBS Corporation ("CBS") by letter from Louis J. Briskman, Executive Vice President and General Counsel of CBS to Mr. Samuel J. Collins of the Nuclear Regulatory Commission ("NRC") dated February 14, 2000. Attachment 1 to this letter is a list of directors and principal officers of Viacom as of the effective date of the merger, together with their addresses and citizenship. Enclosed with this letter is an executed copy of the letter from Viacom to the NRC confirming the agreement of Viacom to assume commitments, responsibilities and liabilities under the license to be transferred. (The form of this letter was included as Exhibit G to the Application.)

To provide financial assurance for decommissioning in accordance with NRC requirements, CBS previously has submitted to the NRC decommissioning financial assurance documents, consisting of Certifications of Financial Assurance, Irrevocable Standby Letters of Credit and Associated Standby Trust Agreements. (Letter dated March 30, 1999 from Mr. Joseph Nardi, Westinghouse Electric Company LLC to Mr. Louis M. Bykoski, Low Level Waste and Decommissioning Division of Waste Management, NMSS). Under the terms of the Standby Trust Agreement and Letters of Credit, and under applicable law, these documents, as applicable to the NRC licenses possessed by CBS, will remain valid and in force following the merger between CBS and Viacom. Specifically, under the Standby Trust Agreement, CBS is the "Grantor" and "Grantor" as defined in the Agreement as including "any successors or assigns of the Grantor." (Section 1. Definitions). As a result of the merger transaction, Viacom will be the successor to CBS and thus the Standby Trust Agreement will remain valid and in force after the merger. The Irrevocable Standby

ADD 1

Letters of Credit are, by their terms, "irrevocable". They were issued "at the request and for the account of CBS." Thus, the Irrevocable Letters of Credit also remain valid and in force after the merger.

In footnote 1 on page 2 of the Application, CBS stated that under certain circumstances specified in the Merger Agreement, CBS would merge with and into Viacom/CBS LLC, a wholly owned subsidiary of Viacom, rather than with and into Viacom. Those circumstances have not materialized and thus the merger will be between CBS and Viacom.

As noted in the Application, there will be no changes in the operation, organization, location, facilities, equipment or procedures associated with the licensed activities as a result of the merger. There will be no changes in the use, possession, location or storage of the licensed material as a result of the merger. All licensed activities will continue to be maintained in their existing state in accordance with applicable requirements. All surveillance items and records will be transferred to Viacom on the effective date of the merger. Such transfer will not involve any physical relocation of any records. On the effective date of the merger, the status of the licensed facility, including but not limited to the status of decontamination and decommissioning activities, will be identical to its status prior to the effective date. There also will be no changes in the schedules for the activities being conducted under the license as a result of the merger.

If any further information is required, please contact me.

Very truly yours,



Barton Z. Cowan  
Counsel to CBS Corporation

## POST-MERGER VIACOM

**Listed below are those persons who are expected to constitute the post-Merger Viacom Board of Directors. They include all of the current Viacom directors and 8 CBS designees**

Sumner M. Redstone  
Chairman of the Board and CEO  
Viacom, Inc.  
1515 Broadway  
New York, New York 10036

William Schwartz  
Counsel  
Cadwalader, Wickersham & Taft  
100 Maiden Lane  
New York, NY 10038

Ken Miller  
Vice Chairman  
Credit Suisse First Boston Corporation  
11 Madison Avenue  
New York, New York 10010

Ivan Seidenberg  
Chairman of the Board and CEO  
Bell Atlantic Corporation  
1095 Avenue of the Americas  
New York, New York 10036

Brent D. Redstone  
Director  
National Amusements, Inc.  
200 Elm Street  
Dedham, MA 02026

Frederic V. Salerno  
Senior Executive VP and  
Chief Financial Officer  
Bell Atlantic Corporation  
1095 Avenue of the Americas  
New York, New York 10036

Shari Redstone  
President and Director  
National Amusements, Inc.  
200 Elm Street  
Dedham, MA 02026

Philippe P. Dauman  
Deputy Chairman and Executive VP  
Viacom Inc.  
1515 Broadway  
New York, New York 10036

George S. Abrams  
Winer & Abrams  
60 State Street  
Boston, MA 02109

Thomas E. Dooley  
Deputy Chairman and Executive VP  
Viacom Inc.  
1515 Broadway  
New York, New York 10036

Mel Karmazin  
President and CEO  
CBS Corporation  
51 W 52<sup>nd</sup> Street  
New York, New York 10019

Leslie Moonves  
President and CEO  
CBS Television  
7800 Beverly Boulevard  
Los Angeles, CA 90036

ATTACHMENT 1

George H. Conrades  
Chairman & CEO  
Akamai Technologies  
201 Broadway, 4<sup>th</sup> Floor  
Cambridge, MA 02139

Jan Leschly  
Chief Executive Officer  
SmithKline Beecham  
1 Franklin Plaza  
PO Box 7929  
Philadelphia, PA 19101

David T. McLaughlin  
Chairman & CEO  
Orion Safety Products  
The Gallery – Suite 205  
46 Newport Road  
New London, NH 03257

William H. Gray III  
President and CEO  
The College Fund/UNCF  
8260 Willow Oaks Corporate Drive  
PO Box 10444  
Fairfax, VA 22031

Patty Stonesifer  
Co-Chair & President  
Bill and Melinda Gates Foundation  
PO Box 23350  
Seattle, WA 98102

Robert D. Walter  
Chairman & CEO  
Cardinal Heath, Inc.  
7000 Cardinal Place  
Dublin, OH 43017

**Listed below are those persons expected to serve as the principal executive officers of post-Merger Viacom**

Sumner M. Redstone  
Chairman and CEO

Mel Karmazin  
President and COO

Fredric G. Reynolds  
Executive Vice President and Chief  
Financial Officer

Michael D. Fricklas  
Senior Vice President and General  
Counsel

William A. Roskin  
Senior Vice President,  
Human Resources and Administration

All of the persons expected to constitute the post-merger Viacom Board of Directors are citizens of the United States except for Mr. Jan Leschly who is a citizen of Denmark.

All of the persons expected to serve as principal executive officers of post-merger Viacom are citizens of the United States.

Viacom Inc.  
1515 Broadway  
New York, NY 10036-5794

**Michael D. Fricklas**  
Senior Vice President  
General Counsel & Secretary

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February 28, 2000

**VIACOM**

Document Control Desk  
U.S. Nuclear Regulatory Commission  
Washington, DC 20555

Re: Applications of CBS Corporation for Transfers and Amendments of Licenses

Gentlemen:

This letter is in furtherance of and a part of the Applications for Transfers and Amendments of Materials Licenses and the TR-2 License of CBS Corporation ("CBS") filed with the NRC on February 14, 2000 (the "Applications"). The need for the requested transfers and amendments arises from the merger of CBS with and into Viacom Inc. ("Viacom"), as more fully described in the Applications (the "Merger").

As provided by NRC regulations and NRC Information Notice 89-25, Revision 1, dated December 7, 1994, to support the transfers of the licenses requested by the Applications, the undersigned hereby makes the following statements and representations:

1. I am Senior Vice President, General Counsel and Secretary of Viacom and I am authorized to file this letter with the NRC on its behalf.
2. On the date of the closing of the Merger (the "Closing Date"), Viacom will become the licensee and holder of the licenses set forth in the Applications.
3. Viacom agrees to the transfers and amendments of the licenses issued by the NRC and currently held by CBS, to the change in ownership and control of the licensed activities and to the conditions of the transfers and those contained in the licenses in accordance with the Applications.
4. Viacom acknowledges that CBS has made or will make it aware of all open inspection items as of the Closing Date of the Merger, and Viacom accepts the responsibility for possible resulting enforcement actions.

5. Viacom agrees to abide by all commitments and representations previously made to the NRC by CBS for the licenses being transferred by the NRC pursuant to the Applications, including: maintaining decommissioning records required by 10 C.F.R. 30.35(g), 40.36(f), 50.75(g) and 70.25(g); implementing decontamination activities and decommissioning of the facilities and sites; and completing corrective actions for open inspection items and enforcement actions.
6. Viacom agrees to accept responsibility and liability for decommissioning and decontamination of the facilities and sites being transferred. As of the Closing Date, Viacom will provide adequate resources to fund the decommissioning for which it is responsible through appropriate mechanisms, as described in the Applications.
7. Viacom agrees to abide by all other constraints, conditions, requirements, representations and commitments identified in the existing licenses issued by the NRC.

We would be pleased to respond to any further questions that the NRC may have with regard to this letter.

Very truly yours.

Viacom Inc.

By: 

Michael D. Fricklas  
Senior Vice President,  
General Counsel and Secretary