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Deutsche Bank



DEUTSCHE BANK AG, NEW YORK BRANCH
GLOBAL LOAN OPERATIONS
STANDBY LETTER OF CREDIT, 38TH FLOOR
60 WALL STREET, MAIL STOP NYC60-3812
NEW YORK, NY 10005

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NOVEMBER 17, 2004

U.S. NUCLEAR REGULATORY COMMISSION
ATT: REGIONAL ADMINISTRATOR
REGION #1
475 ALLENDALE ROAD
KING OF PRUSSIA, PA

06-00221-08
03003759

DEAR SIR OR MADAM:

WE HEREBY AMEND OUR IRREVOCABLE STANDBY LETTER OF CREDIT NO. [REDACTED] IN YOUR FAVOR, AT THE REQUEST AND FOR THE ACCOUNT OF CROMPTON CORPORATION, 199 BENSON ROAD, MIDDLEBURY, CT 06749 ON THE BEHALF OF UNIROYAL CHEMICAL CO., INC. AS FOLLOWS:

THE LETTER OF CREDIT AMOUNT IS HEREBY INCREASED BY \$75,000.00 TO \$225,000.00.

THE THIRD PARAGRAPH IS DELETED AND REPLACED AS FOLLOWS:

THE LETTER OF CREDIT IS EFFECTIVE AS OF OCTOBER 14 2004 AND SHALL EXPIRE ON OCTOBER 14, 2005, BUT SUCH EXPIRATION DATE SHALL BE AUTOMATICALLY EXTENDED FOR A PERIOD OF AT LEAST ONE (1) YEAR ON OCTOBER 14, 2005 AND ON EACH SUCCESSIVE EXPIRATION DATE, UNLESS AT LEAST 90 DAYS BEFORE THE CURRENT EXPIRATION DATE, WE NOTIFY BOTH YOU AND CROMPTON CORPORATION BY CERTIFIED MAIL AS SHOWN IN THE SIGNED RETURN RECEIPTS THAT WE DO NOT CHOOSE TO EXTEND THIS LETTER OF CREDIT FOR ANY SUCH ADDITIONAL PERIOD. IF CROMPTON CORPORATION IS UNABLE TO SECURE ALTERNATIVE FINANCIAL ASSURANCE TO REPLACE THIS LETTER OF CREDIT WITHIN 30 DAYS OF NOTIFICATION OF CANCELLATION THE NRC MAY DRAW UPON THE FULL VALUE OF THIS LETTER OF CREDIT PRIOR TO CANCELLATION. THE BANK SHALL GIVE IMMEDIATE NOTICE TO CROMPTON CORPORATION AND THE U.S. NUCLEAR REGULATORY COMMISSION OF ANY NOTICE RECEIVED OR ACTION FILED ALLEGING (1) THE INSOLVENCY OR BANKRUPTCY OF DEUTSCHE BANK AG NEW YORK BRANCH OR ANY VIOLATIONS OF REGULATORY REQUIREMENTS THAT COULD RESULT IN SUSPENSION OR REVOCATION OF DEUTSCHE BANK AG NEW YORK BRANCH'S CHARTER OR LICENSE TO DO BUSINESS. DEUTSCHE BANK AG NEW YORK BRANCH ALSO SHALL GIVE IMMEDIATE NOTICE IF DEUTSCHE BANK AG NEW YORK BRANCH, FOR ANY REASON, BECOMES UNABLE TO FULFILL ITS OBLIGATION UNDER THIS LETTER OF CREDIT.

ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED.

VERY TRULY YOURS,

DEUTSCHE BANK AG NEW YORK BRANCH

AUTHORIZED SIGNATURE

AUTHORIZED SIGNATURE

NONNEGOTIABLE

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