

NON-NEGOTIABLE

ESCROW AGREEMENT

Escrow Account No: ~~XXXXXXXXXX~~

Paragraph 1. Establishment of Escrow Account

It is agreed between the parties that Cerac, Inc. ("licensee"), has elected to establish an escrow account with American National Bank and Trust Company of Chicago, as Escrow Agent ("Escrow Agent"), 33 North LaSalle Street, Chicago, Illinois 60690, to provide financial assurance for decommissioning of the facility in the amounts shown below:

Cerac, Incorporated
407 North 13th Street
P.O. Box 1178
Milwaukee, WI 53201
License #SMB-1402
Decommissioning Cost: \$505,273.00

Paragraph 2. Description of Property in Escrow Account

It is hereby acknowledged by the parties that the securities listed in the attached Schedule A have been delivered to Escrow Agent and will remain in the escrow account created by this agreement until one of the three conditions stated in Paragraph 3 of this agreement has been satisfied.

Cerac, Inc. warrants to and agrees with American National Bank and Trust Company of Chicago that, unless otherwise expressly set forth in this Agreement: there is no security interest in the property in the escrow account or any part thereof; no financing statement under the Uniform Commercial Code is on file in any jurisdiction claiming a security interest in or describing (whether specifically or generally) the escrow account or any part thereof; and the Escrow Agent shall have no responsibility at any time to ascertain whether or not any security interest exists or to file any financing statement under the Uniform Commercial Code with respect to the escrow account or any part thereof.

Paragraph 3. Conditions of Escrow Agreement

The property described in Paragraph 2, above, or equivalent value, will remain in the escrow account created by this agreement until one of the three following conditions has been satisfied: (1) the decommissioning activities required by 10 CFR 40 have been completed, the license has been terminated, the facility site is available for unrestricted use for any public or private purpose, and the escrow account has been terminated by joint notice, in writing, from Cerac, Inc. and the United States Nuclear Regulatory Commission ("NRC"); or (2) the Escrow Agent,

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May 10, 2000

VIA FACSIMILE AND FEDERAL EXPRESS
(630) 515-1259

Mr. Charles Gill
U.S. NRC - Region III
Materials Licensing Branch
801 Warrenville Road
Lisle, IL 60532-4351

RE: Transfer Authorization and License for the CERAC, Inc. Facility Located at 407
North 13th Street, Milwaukee, Wisconsin

Dear Mr. Gill:

In accordance with your recent discussions with Mr. Gerard Manley, enclosed please find the Consent and Assignment of Escrow Agreement which has been executed by the Assignor, Assignee and the Escrow Agent. Based upon my discussions with Mr. Manley, it is my understanding that upon receipt of this facsimile transmission of Consent and Assignment of Escrow Agreement, you will fax the transfer authorization and the new license directly to Mr. Manley. Mr. Manley's fax number is (414) 289-9805. I understand that the originals will be forwarded to Mr. Manley via overnight mail.

Please note that we will be providing ^{four (originals)} three copies of the Consent and Assignment of Escrow Agreement to you by overnight mail. I understand that Mr. Madera will execute the agreement in the space provided upon his return to the office and that a fully-executed copy will be forwarded to Mr. Manley. For your convenience, we have enclosed two Federal Express envelopes for the (i) transfer authorization and license for you to send to Mr. Manley today; and (ii) the fully-executed Consent and Assignment of Escrow Agreement to be provided following Mr. Madera's return to the office. Of course, if you should have any questions regarding these matters, please do not hesitate to contact Mr. Manley or the undersigned. Thank you for your cooperation and assistance in connection with this matter.

Very truly yours,

GODFREY & KAHN, S.C.

Diane M. Marchik
Diane M. Marchik

DMM:jep
Enclosure
cc: Mr. Gerard Manley (w/enc.)
MW417789_1.DOC



February 17, 2004

Mr. John Madera
U.S. Nuclear Regulatory Commission
Region III
801 Warrenville Road
Lisle, IL 60532-4351

A
040-08805
SMB-1402

Dear Mr. Madera:

In recent months you received a letter from JPMorgan's Institutional Trust Services informing you of our November 15th acquisition of Bank One's Corporate Trust business. Since that time, JPMorgan Chase and Bank One have announced an agreement to merge their entire organizations, which will create the second largest banking franchise in the United States. We are very excited about the enhanced service offerings and balanced business mix that this merger will afford all our customers.

The account changes addressed in this "welcome kit" package relate to the Corporate Trust conversion only.

JPMorgan will begin servicing your account(s) on our systems as of March 8, 2004, and we would like to take this opportunity to welcome you. The enclosed material provides you with your new operational instructions, JPMorgan account number(s), contact sheet and other pertinent information. For any bond payments, trades or other transactions to occur on or after March 8, 2004, please use the new, enclosed operational instructions. Please return the completed W-9 form and JP Morgan Funds Transfer Agreement in the enclosed envelope by Friday, February 27, 2004. These documents will be required for JPMorgan to process certain transactions on your account.

As a leading provider of corporate and municipal trust and escrow services, JPMorgan offers the expertise and innovation that your business requires. Our first priority is to ensure that this transition is as seamless as possible, and our overall aim is to provide you with the highest quality service now and throughout our relationship. To that end, we offer a dedicated team approach. This structure enables our clients to leverage the functional expertise of our entire organization, while maintaining a one-on-one rapport with the individuals who are familiar with their clients' requirements and expectations.

We look forward to working closely with you. If you have any questions about our services or your account transition, please do not hesitate to call any of the individuals on the enclosed contact sheet.

In addition, during the week of March 7th through March 12th, you may call our toll-free line for an update regarding the systems conversion at 877-722-1095.

Sincerely,

Jody Meth
Senior Vice President
Asset Servicing

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E0757

REC'D FEB 23 2004