

Date: 05/12/15

Jennifer Bishop
Nuclear Regulatory Commission
Region III Office
801 Warrenville Road
Lisle, IL 60532-4351

Subject: Pending Acquisition by Merck KGaA of Sigma-Aldrich Corporation (NRC Licenses # 24-16273-01 for Ft. Mims Drive and #24-16607-03 for 3300 South Second Street/2909 Laclede Ave., St. Louis, MO)

Dear Ms. Bishop:

This notification is being provided for Sigma Aldrich Company's NRC License Nos. 24-16273-01 for Ft. Mims Drive and 24-16607-03 for 3300 South Second Street/2909 Laclede Ave., St. Louis, Missouri based on your conversations with Max McCombs, a technical advisor with the law firm of Thompson Coburn LLP in St. Louis, Missouri, and Thomas Spencer, the Radiation Safety Officer (RSO) for Sigma-Aldrich Corporation (Sigma-Aldrich).

Sigma-Aldrich and Merck KGaA (Merck) are jointly submitting this notification related to the pending acquisition by Merck of Sigma-Aldrich. The acquisition should be completed in mid-2015. Sigma-Aldrich will remain a wholly-owned subsidiary of Merck (see Section 5.1 response below) and will continue to hold the above-referenced licenses. Both parties are aware of the legal obligations associated with these licenses and intend to continue to maintain existing programs and records to ensure compliance with applicable requirements.

The acquisition will have no immediate impact on operations and operations at both facilities will continue through the transfer process, as will on-going surveillance and decommissioning activities. Relevant records will continue to be maintained by Sigma-Aldrich for both facilities. Thomas Spencer will continue to be your primary point of contact in his role as Radiation Safety Officer at both locations.

Specifically, you requested that we provide responses to the following questions based on Section 5 of NUREG – 1556, Volume 15 – Consolidated Guidance About Materials Licenses Program Specific Guidance About Changes of Control and About Bankruptcy Involving Byproduct, Source, or Special Nuclear Material Licenses. Those responses follow.

5.1 DESCRIPTION OF TRANSACTION: Sigma-Aldrich is in the process of being acquired by Merck. The transaction is expected to close mid-2015. Merck will indirectly acquire all of the outstanding shares of Sigma-Aldrich. Sigma-Aldrich's corporate existence remains unaffected. As a result of the merger, Sigma-Aldrich will become an indirect wholly-owned subsidiary of Merck. The current name of the licensed organization will not change and facility name and facility contact information will remain unchanged.

5.2 CHANGES OF PERSONNEL: There are no changes to facility personnel listed on the license and the current Radiation Safety Officer, Thomas Spencer, remains the same.

5.3 CHANGES OF LOCATION, EQUIPMENT & PROCEDURES: There will be no changes to the way materials will be controlled, used, or stored. Plant facilities, equipment and procedures will not change as a result of the acquisition.

5.4 SURVEILLANCE RECORDS: All required surveillance has been performed, documented and reviewed, including the results, where appropriate. All records will continue to be maintained by Sigma-Aldrich for both facilities. Audits of film badge reports, receiving records, surveys, training, inventory and waste disposal was completed and found to be satisfactory. No sealed sources exist that require leak testing. The overall radiation safety program is in compliance with NRC regulations and the spirit of the recognized radiation safety principle of ALARA (As Low As Reasonably Achievable).

5.5 DECOMMISSIONING AND RELATED RECORDS TRANSFERS: All required records will be retained in their current location under direct control of the current Radiation Safety Officer, Thomas Spencer, who will also be responsible for collecting and maintaining future records required under the licenses.

As described below, decommissioning will not take place until after the transaction. The extent and levels of contamination and decommissioning requirements have been communicated to Merck and are summarized below:

License 24-16273-01 is for the purpose of decommissioning and applies to the Fort Mims site. The site is undergoing final soil surveys to bound the vertical and horizontal extent of contamination, which is anticipated to be followed by ground water sampling to support termination of the license. If appropriate, a revised decommissioning plan will be submitted to the NRC. The decommissioning project is being managed by U.S. NRC Headquarters, with George Alexander as the NRC project manager. All activities to date are documented in NRC's ADAMS public library.

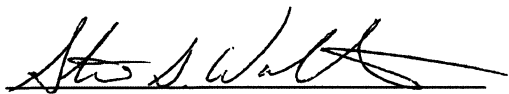
License 24-16707-03 is a specific license of limited scope for the purpose of analytical testing and applies to laboratories in facilities at 3300 South Second Street and 2909 Laclede Avenue. These laboratories will continue normal operations up to and through the acquisition by Merck and are subject to regular radiological surveys consistent with the license. Possession limits are 5 mCi each for C14, H3, P32, P33, I125. No decontamination activities are needed at these facilities. The laboratory at 3300 South Second Street uses H3 and C14 on an analytical scale, typically < 250 microcuries per analysis. Contamination levels are very low and typically within releasable values. Decommissioning is expected to only require a final status survey of the lab by an outside firm (e.g., R.M. Wester). The Laclede laboratory is a non-factor for decommissioning because all usage is P32 (short half- life). Two other inactive labs, known as Dekalb Crossover and Cherokee 1143, would also need a final status survey by an outside firm, with no expected decontamination requirements.

5.6 TRANSFEREE'S COMMITMENT TO ABIDE BY THE TRANSFEROR'S

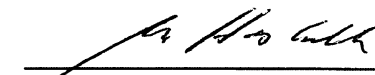
COMMITMENTS: Sigma-Aldrich and Merck agree to abide by all constraints, license conditions, requirements, representations, and commitments identified in and attributed to the existing license or a description of the existing program to ensure compliance with the license and regulations. There are no open inspection or enforcement issues related to either of the licenses.

Should you have any questions please contact Thomas Spencer at 314-286-6600 Ext. 3186.

Sincerely,



Steven G. Walton, CSP, CIH, CHMM
Vice President
EHS, Compliance and Sustainability



Martin Hostalek
Senior Vice President
Environment, Health, Safety
Security & Quality

Dalzell-Bishop, Jennifer

From: Tom Spencer <thomas.spencer@sial.com>
Sent: Tuesday, May 26, 2015 2:48 PM
To: Dalzell-Bishop, Jennifer
Subject: Pending Acquisition by Merck KGaA of Sigma-Aldrich Corporation (NRC licenses 24-16273-01 and 24-16607-03)
Attachments: Sigma-Aldrich Merk Notification 2015-05-12.pdf

Jennifer,

Attached please find the notification we discussed regarding the referenced acquisition.

After your review of the document, please contact me if you have any questions or concerns.

Best regards,

Tom Spencer
Radiation Safety Officer

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