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November 21, 2017

VIA FEDERAL EXPRESS

Attention: Document Control Desk
U.S. Nuclear Regulatory Commission, Region III
2443 Warrenville Rd, Suite 210
Lisle, Illinois 60532-4352

RE: Application for Consent to Indirect Transfer of Control of
Monsanto Company ("Monsanto") License No. 24-32488-01 (the "License")

Dear Sir or Madam:

Please find enclosed Monsanto's application for consent by the United States Nuclear Regulatory Commission (the "Commission") to the indirect transfer of control of the License resulting from the acquisition of Monsanto by Bayer Aktiengesellschaft ("Bayer AG"). Bayer AG will acquire ownership of Monsanto through a reverse triangular merger, which will result in Monsanto becoming an indirect wholly-owned subsidiary of Bayer AG (the "Transaction"). Monsanto anticipates that the Transaction will be completed in the first quarter of 2018. Prior to and after completion of the Transaction, Monsanto will remain the holder of the License and will continue to fulfill all responsibilities as the licensee. Monsanto respectfully requests that the Commission consent by no later than January 15, 2018, to the indirect transfer of control of the License to Bayer AG.

Please do not hesitate to contact us if you require any additional information to process this request.

Sincerely yours,

Monsanto Company

Enclosure

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November 21, 2017
U.S. Nuclear Regulatory Commission, Region III
Page 2

With a copy to:

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**APPLICATION OF MONSANTO COMPANY FOR
CONSENT TO INDIRECT TRANSFER OF CONTROL OF
NRC LICENSE NO. 24-32488-01**

I. INTRODUCTION

Pursuant to 10 C.F.R. § 30.34(b)(1), Monsanto Company (“Monsanto”) hereby requests that the United States Nuclear Regulatory Commission (“NRC” or the “Commission”) consent to the indirect transfer of control of NRC License No. 24-32488-01 resulting from the acquisition of Monsanto by Bayer Aktiengesellschaft (“Bayer AG” and, together with its consolidated subsidiaries, “Bayer”).

Monsanto, headquartered in St. Louis, Missouri, is a leading supplier of seeds, biotechnology trait products, and herbicides. Monsanto is a publicly-owned company that is listed on the New York Stock Exchange. In 2016, Monsanto employed approximately 20,800 regular employees worldwide. Monsanto holds License No. 24-32488-01 associated with byproduct materials used in research and development activities conducted at its facilities located at 800 North Lindbergh Boulevard in St. Louis, Missouri and at 700 Chesterfield Parkway in St. Louis, Missouri (the “License”).¹ Prior to and after completion of the transaction described in this application, Monsanto will remain the holder of the License and will continue to fulfill all responsibilities as the licensee. No amendment to the License is anticipated.

With operations in the U.S. dating to the mid-19th century, Bayer AG, headquartered in Leverkusen, Germany, is currently a leading supplier of prescription and non-prescription pharmaceuticals, crop protection products, and seeds. Bayer AG is listed on the Frankfurt Stock Exchange and all other German stock exchanges. Additional information regarding Bayer’s corporate profile and structure is included in Bayer AG’s 2016 annual report to its shareholders (<http://www.annualreport2016.bayer.com>). At the end of 2016, Bayer had approximately 115,200 employees worldwide and employed approximately 15,800 employees in North America. Bayer currently has U.S. operations licensed and regulated by the NRC.²

Pursuant to an Agreement and Plan of Merger dated September 14, 2016, by and between Monsanto (a Delaware corporation); Bayer AG (a German stock corporation); and KWA Investment Co. (a Delaware corporation and an indirect wholly-owned subsidiary of Bayer AG) (the “Merger Agreement”), Bayer AG will acquire ownership of Monsanto through a reverse triangular merger, which will result in Monsanto becoming an indirect wholly-owned subsidiary of Bayer AG (the “Transaction”). (The Merger Agreement can be found at <https://www.sec.gov/Archives/edgar/data/1110783/000119312516714915/d234658dex21.htm>.) Monsanto anticipates that the Transaction will be completed in the first quarter of 2018.

¹ Monsanto’s wholly-owned subsidiary, P4 Production, L.L.C., holds License No. 11-27361-01 associated with nuclear material used in sealed sources, rod sources, and sealed neutron sources at its Soda Springs, Idaho facility. A separate application to the Commission regarding License No. 11-27361-01 is also being filed.

² Bayer CropScience LP, a wholly owned subsidiary of Bayer AG, currently holds at least two NRC licenses: No. 24-03830-01 for operations in Kansas City, Missouri and No. 47-04373-01 for operations in Institute, West Virginia.

II. INFORMATION REQUIRED FOR INDIRECT TRANSFER OF CONTROL APPLICATION

In accordance with NUREG-1556 Volume 15 Revision 1, Monsanto provides the following information regarding the Transaction to allow the Commission to review the proposed indirect transfer of control.

A. CHANGES IN ORGANIZATION

The indirect transfer of control will take place upon the completion of a reverse triangular merger pursuant to which KWA Investment Co., an indirect wholly-owned Bayer AG subsidiary, will be merged with and into Monsanto, with Monsanto surviving the merger and retaining its name. Upon completion of the Transaction (anticipated in the first quarter of 2018), Monsanto will be a wholly-owned subsidiary of Bayer AG. Monsanto will not be directly owned by Bayer AG. Instead, there will be additional wholly-owned subsidiaries between Bayer AG and Monsanto.

Pursuant to Section 3.1 of the Merger Agreement, the directors of KWA Investment Co. will become the directors of Monsanto as of the effective date of the Transaction. The Transaction is not expected to result in any immediate change in Monsanto's officers; pursuant to Section 3.2 of the Merger Agreement, the officers of Monsanto will remain Monsanto's officers as of the effective date of the Transaction.

No name change will occur as of the effective date of the Transaction. In addition, the Transaction will not result in any change in Monsanto's contact information, including its phone number, mailing address, or email address as of the effective date of the Transaction.

B. CHANGES IN PERSONNEL OR DUTIES

The Transaction will not result in any changes in Monsanto personnel having control over the licensed activities, including the personnel named in the License and the duties of such personnel. In addition, the Transaction will not result in any changes to the training, qualifications and experience, and responsibilities required of new personnel, nor in any changes to Monsanto's training program.

C. CHANGES IN LOCATION, FACILITIES, EQUIPMENT, RADIATION SAFETY PROGRAM, USE, POSSESSION, WASTE MANAGEMENT, OR OTHER PROCEDURES

Related to the License, the Transaction will not result in any changes in Monsanto's location, facilities, equipment, radiation safety program, use, possession, waste management, or other procedures, including the place of use and potentially affected adjacent areas, the nature and amount of licensed materials used and possessed, and the purpose for such use and possession.

D. STATUS OF FACILITIES, EQUIPMENT, AND RADIATION SAFETY PROGRAM

To Monsanto's knowledge, there is no contamination of Monsanto's facilities or equipment that would exceed the NRC criteria of free release for unrestricted use and no decontamination is therefore planned to occur prior to the effective date of the Transaction.

The Transaction does not affect Monsanto's surveillance records. Monsanto's licensed facilities and equipment have been operated and will continue to be operated pursuant to Monsanto's radiation safety program, with all calibrations, leak tests, area surveys, wipe tests, trainings, and quality control measures performed, documented, and reviewed (including the results, if appropriate) as required. All surveillance items and records are expected to be current as of the effective date of the Transaction. In addition, Monsanto has maintained and will continue to maintain records of all activities relating to its facilities, equipment, and radiation safety program.

E. CHANGES IN DECOMMISSIONING FUNDING PLANS

Monsanto is complying with the License's financial assurance requirements with a surety bond and supporting standby trust. The Transaction will not affect Monsanto's compliance with financial assurance requirements. Because Monsanto will continue to operate as the licensee, no changes to its financial assurance documents will be necessary due to the Transaction. All financial assurance instruments associated with the License will continue to be held in Monsanto's name.

F. TRANSFER OF DECOMMISSIONING RECORDS

The Transaction will not affect Monsanto's decommissioning records. Because Monsanto will continue to operate as the licensee, all records relating to the License, including those required for safe and effective decommissioning, will remain the property of Monsanto after the effective date of the Transaction. Monsanto will continue to maintain records as required by law and by its License.

G. CONFIRMATION OF AGREEMENT TO INDIRECT TRANSFER

Both Monsanto and Bayer AG agree to the Transaction and, as a result, the indirect transfer of control of the licensed material and activity to Bayer AG. Bayer AG has been made aware of its responsibility and the responsibility of its subsidiaries with any ownership interest and/or control of Monsanto and/or the License for any open inspection items and/or any resulting enforcement actions against Monsanto relating to the License. To Monsanto's knowledge, there are no open inspection items.

H. CONFIRMATION OF TRANSFEREE'S AGREEMENT TO ABIDE BY CONSTRAINTS, CONDITIONS, REQUIREMENTS, REPRESENTATIONS, AND COMMITMENTS

The Transaction does not create a new licensee and does not change any of Monsanto's existing commitments under the License. Monsanto will continue to abide by all constraints, conditions, requirements, representations, and commitments of its License. Once the Transaction is complete, Bayer AG, as the new indirect parent of Monsanto, will abide by, and will ensure that its subsidiaries with any ownership interest and/or control of Monsanto and/or the License will abide by, all such constraints, conditions, requirements, representations, and commitments of Monsanto. Accordingly, a letter from Bayer AG to the Commission confirming Bayer AG's commitment is attached hereto as Exhibit A.

I. FINANCIAL QUALIFICATIONS

No fuel cycle facility is involved in the Transaction, so submission of documentation regarding Bayer AG's financial qualifications is not required.

III. CONSISTENCY OF INDIRECT TRANSFER WITH PUBLIC INTEREST

Pursuant to the Atomic Energy Act of 1954, the Commission must find that the transfer of control will not be "inimical to the common defense and security, and would not constitute an unreasonable risk to the health and safety of the public." The indirect transfer of control of NRC License No. 24-32488-01 resulting from Monsanto's acquisition by Bayer AG meets this standard for the following reasons:

- One of Bayer AG's wholly-owned subsidiaries, Bayer CropScience LP, currently holds at least two NRC licenses: No. 24-03830-01 for operations in Kansas City, Missouri and No. 47-04373-01 for operations in Institute, West Virginia. The Commission has therefore already determined that Bayer AG's indirect ownership and control of corporations that are licensed to use byproduct and source material is acceptable for purposes of those activities.
- The Transaction will not result in any changes in Monsanto's corporate officers or in personnel having control over the licensed activities, including the personnel named in the License and the duties of such personnel.

Because the Commission has already approved Bayer AG's control of licensed operations and because of the lack of significant changes that Monsanto will experience due to the Transaction, Monsanto requests that the Commission find that the indirect transfer of control to Bayer AG pursuant to the Transaction is not "inimical to the common defense and security, and would not constitute an unreasonable risk to the health and safety of the public."

IV. CONCLUSION

For the reasons stated above, Monsanto respectfully requests that the Commission consent by no later than January 15, 2018, to the indirect transfer of control of NRC License No.

24-32488-01 resulting from Monsanto's acquisition by Bayer AG. As set forth in the attached commitment letter, Bayer AG joins in this request.

Respectfully submitted,

MONSANTO COMPANY

By:  ^{11/11/15}
Name: Jennifer L. Woods
Its: Assistant Secretary

Attachment:

Exhibit A Bayer AG Commitment Letter



Document Control Desk
U.S. Nuclear Regulatory Commission, Region III
2443 Warrenville Rd, Suite 210
Lisle, Illinois 60532-4352
USA

**Application for Consent to Indirect Transfer of Control of
Monsanto Company ("Monsanto") License No. 24-32488-01
(the "License")**

7. November 2017

Prof. Dr. Kai van Laak

Bayer AG
Corporate Health, Safety
and Sustainability

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Vorsitzender des Aufsichtsrats:
Werner Wenning

Sitz der Gesellschaft:
Leverkusen
Amtsgericht Köln
HRB 48248

Dear Sir or Madam:

In accordance with NUREG-1556 Volume 15 Revision 1, this letter is filed to support Monsanto's application (the "Application") seeking the consent of the U.S. Nuclear Regulatory Commission (the "Commission") to the indirect transfer of control of the License resulting from the acquisition of Monsanto by Bayer Aktiengesellschaft ("Bayer AG"). Bayer AG will acquire ownership of Monsanto through a reverse triangular merger, which will result in Monsanto becoming an indirect wholly-owned subsidiary of Bayer AG (the "Transaction").

In support of the Application, Bayer AG hereby represents that:

1. I am authorized to file this letter with the Commission on behalf of Bayer AG.
2. Bayer AG agrees to the Transaction and, as a result, the indirect transfer of control of the licensed material and activity to Bayer AG.
3. Once the Transaction is complete, Bayer AG, as the new indirect parent of Monsanto, will abide by, and will ensure that its subsidiaries with any ownership interest and/or control of Monsanto and/or the License will abide by, all constraints, license conditions, requirements, representations, and commitments identified in and attributed to Monsanto in the License.
4. Bayer AG is aware of and agrees to its responsibility and the responsibility of its subsidiaries with any ownership interest and/or control of Monsanto and/or the License for any open inspection items and/or any resulting enforcement actions against Monsanto relating to the License.



Page 2 of 2

5. Bayer AG concurs in Monsanto's request that the Commission consent by no later than December 1, 2017, to the indirect transfer of control of the License to Bayer AG.

Please do not hesitate to contact me if you need any additional information with respect to this letter or the Application.

Sincerely yours,

Bayer AG

A handwritten signature in black ink, appearing to read "Kai van Laak".

Prof. Dr. Kai van Laak

Senior Vice President
Corporate Health, Safety and
Sustainability



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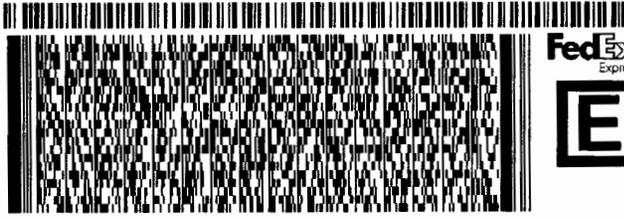
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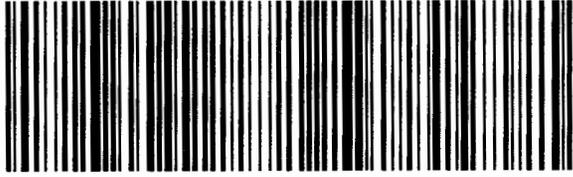
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