

Hoechst Marion Roussel

Hoechst Marion Roussel, Inc.

Mail: P.O. Box 156300
2110 East Galbraith Road
Cincinnati, OH 45215-6300
Telephone (513) 948-9111
Fax (513) 948-7076

June 4, 1997

Mr. Kevin Null, Senior Licensing Reviewer
U. S. Nuclear Regulatory Commission
Region III
801 Warrenville Road
Lisle, Illinois
60532-4351

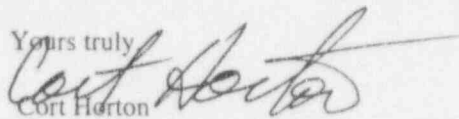
Re: Modification To The Standby Trust Agreement and Corporate Signature Authorizations for
Materials License # 34-03643-01, Control Number 00210

Dear Mr. Null;

Enclosed is the modification to the Standby Trust Agreement and the Corporate Signature
Authorizations for Materials License #34-03643-01. The original and a copy of each document is
provided.

Please contact me at 513-948-7554 if you need additional information.

Yours truly



Curt Horton
Radiation Safety Officer

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REGION III

Hoechst Marion Roussel
A member of the Hoechst Group

Hoechst 

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Amendment to
Standby Trust Agreement

This amendment to the Standby Trust Agreement dated as of May 29, 1991, by and between Hoechst Marion Roussel, Inc. (formerly Marion Merrell Dow Inc.), a Delaware Corporation, herein referred to as the "Grantor" and Commerce Bank of Kansas City, N.A., 922 Walnut, Kansas City, Missouri, 64106, the "Trustee" is dated as of November 1, 1995 and amends the Standby Trust Agreement.

WHEREAS, the U.S. Nuclear Regulatory Commission (NRC) an agency of the U.S. Government pursuant to the Atomic Energy Act of 1954, as amended, and the Energy Reorganization Act of 1974, stands as the potential beneficiary of the Standby Trust Agreement in accordance with regulations of Title 10, Chapter I of the Code of Federal Regulations, Part 30.

WHEREAS, the Standby Trust Agreement may be amended by an instrument in writing executed by the Grantor, the Trustee, and the NRC, or State Agency, or by the Trustee and the NRC or State Agency, if the Grantor ceases to exist; and

WHEREAS, the Grantor, the Trustee and the NRC desire to amend the Standby Trust Agreement.

NOW, THEREFORE, in consideration of the foregoing and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged the Grantor, the Trustee, and the NRC hereby agree as follows:

1. Amendment. The Standby Trust Agreement is hereby amended as follows:

(a)(1) The language of "Section 5. Payments for Required Activities Specified in the Plan." is amended to incorporate the following:

"No withdrawal from the fund can exceed 10% (ten percent) of the outstanding balance of the Fund or \$75,000 (seventy-five thousand dollars), whichever is greater, unless NRC approval is attached."

(b) Except as expressly amended hereby, the Standby Trust Agreement shall remain in full force and effect.

2. Effective Date of Amendment. The foregoing Amendment shall be effective April 1, 1997.

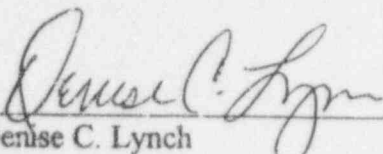
3. Governing Law. This Amendment shall be administered, construed and enforced according to the laws of the State of Missouri.

NON NEGOTIABLE

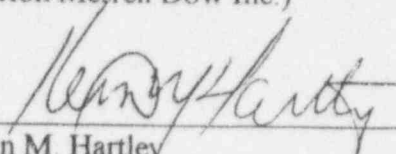
IN WITNESS WHEREOF the parties have caused this Amendment to be executed by the respective officers duly authorized and its corporate seal to be hereunto affixed and attested as of the effective date written above.

Attest:

Hoechst Marion Roussel, Inc.
(Formerly Marion Merrell Dow Inc.)



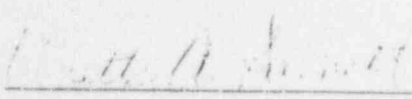
Denise C. Lynch
Vice President, Bus. Anal. & Reptg.



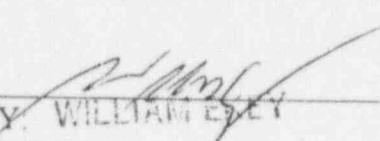
BY: Kevin M. Hartley
TITLE: Vice President, Finance & Treasury

Attest:

TRUSTEE: Commerce Bank of Kansas City, N.A.



VINETTA A. GARNETT
ASSISTANT SECRETARY



BY: WILLIAM E. ELY
TITLE: VICE PRESIDENT

Attest:

U.S. Nuclear Regulatory Commission

BY:
TITLE

NON NEGOTIABLE

Hoechst Marion Roussel

Hoechst Marion Roussel, Inc.

10236 Marion Park Drive
Mail: P.O. Box 9627
Kansas City, MO 64134-0627
Telephone (816) 966-5000

May 9, 1997

To Whom It May Concern:

RE: Standby Trust Agreement Dated May 24, 1996
Merrell Pharmaceuticals Inc. as Grantor
Commerce Bank, N.A. as Trustee

Dear Sir:

Enclosed is a Certificate of Resolutions of the Board of Directors of Hoechst Marion Roussel, Inc. (formerly Marion Merrell Dow Inc.) which sets forth my authority to authorize and cause to be executed and delivered bonds, guarantees and other similar instruments.

Merrell Pharmaceuticals is a wholly-owned subsidiary of Hoechst Marion Roussel, Inc.

The person named below occupies the officership position at Merrell Pharmaceuticals Inc. listed opposite his name. The signature set opposite his name is that officer's genuine signature:

NAME

OFFICE

SIGNATURE

Edward H. Stratemeier

Vice President



This letter shall serve as authorization for this individual to sign the Standby Trust Agreement dated as of May 24, 1996 by and between Merrell Pharmaceuticals Inc., as Grantor, and Commerce Bank, N.A., as Trustee.

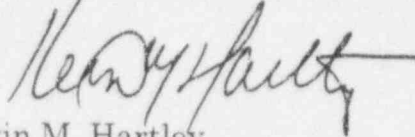
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May 9, 1997
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This notice supersedes all prior documentation provided to you and shall remain in effect until Hoechst Marion Roussel, Inc. notifies you in writing that the authorizations have been officially modified.

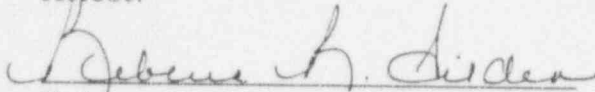
Sincerely,

HOECHST MARION ROUSSEL, INC.



Kevin M. Hartley
Vice President Finance and Treasurer

Attest:



Rebecca R. Tilden
Vice President and Secretary

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**CERTIFIED COPY OF
CORPORATE RESOLUTIONS**

I, Rebecca R. Tilden, Secretary of Hoechst Marion Roussel, Inc. (formerly Marion Merrell Dow Inc.), a Delaware corporation (the "Corporation"), do hereby certify that the following is a true and correct excerpt from the Restated Authorization Policy of the Corporation, that such Restated Authorization Policy has been duly authorized and approved by the Board of Directors of the Corporation, and that such excerpt is in full force and effect on the date hereof:

6.03 Loans and Loan Guarantees: General Authority of the Board and Certain Officers.

- (e) Authority of Certain Officers with Respect to Letters of Credit, Bonds and other similar instruments. Subject to the condition that the provisions of this subsection will not expand the authority delegated by the Board pursuant to any other section of this Policy or otherwise, the Chief Executive Officer, the Chief Financial Officer and the Treasurer may authorize and cause to be executed and delivered letters of credit, bonds, guarantees and other similar instruments that guarantee or secure payment or other performance in connection with any authorized transaction, including any transaction entered into as part of any normal business operations. Such instruments may contain such terms and conditions as any such officer may approve. The authority granted hereunder includes the authority to approve, execute and deliver any comfort letter, letter of awareness or similar instrument. Such comfort letters, letters of awareness, and other similar instruments may contain such terms and conditions as any such officer may approve.

I do further certify that Merrell Pharmaceuticals Inc. is a wholly-owned subsidiary of Hoechst Marion Roussel, Inc. and the provisions of the Restated Authorization Policy apply to any transaction undertaken or contemplated by HMRI or any Subsidiary.

I do further certify that there is no provision in the charter or bylaws of the Corporation limiting the power of the Board of Directors to adopt the foregoing Restated Authorization Policy, and I do certify and warrant that the same are in conformity with the provisions of said charter and the bylaws of the Corporation and within its corporate and lawful powers.

I do further certify that the below-named person has been duly elected or appointed, has duly qualified and is, on the date hereof, an officer of Hoechst

Marion Roussel, Inc. holding the respective office set forth opposite his name, and the signature set forth below is his genuine signature:

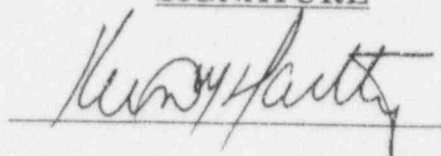
NAME

OFFICE

SIGNATURE

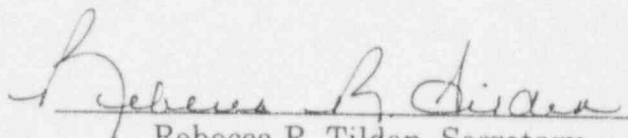
Kevin M. Hartley

Vice President Finance
and Treasurer



I do further certify that the person named above is authorized to cause to be executed the Standby Trust Agreement dated May 24, 1996.

Witness my hand and the seal of the Corporation on the 9th day of May, 1997.



Rebecca R. Tilden, Secretary

(S E A L)

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