

September 30, 1999

Docket No. 030-03759

License No. 06-00221-08

127045

John T. Ferguson II
Vice President and General Counsel
Uniroyal Chemical Company, Incorporated
World Headquarters
Benson Road
Middlebury, CT 06749

Dear Mr. Ferguson II:

This refers to your letter dated September 21, 1999 describing the proposed transfer of your licensed activities to CK Witco Corporation. From your letter, we understand that this transfer will not result in any change to the licensed name, location of use, materials, persons using licensed material, or persons responsible for radiation safety at the licensed facility.

Based on the above understandings, we have no objection to this transfer. Future changes in the licensed name, use, location, persons responsible for licensed material require submission of a request to amend the license. NRC approval must be received prior to implementation of the proposed change.

Thank you for your cooperation in this matter.

Sincerely,

Original signed by Judith A. Joustra

Judith A. Joustra
Senior Health Physicist
Nuclear Materials Safety Branch 2
Division of Nuclear Materials Safety

cc:

William H. Harned, Ph.D., Radiation Safety Officer

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OFFICE	DNMS/RI	N	DNMS/RI				
NAME	JJoustra						
DATE	09/30/99		09/ /99		09/ /99		09/ /99

OFFICIAL RECORD COPY

**UNIROYAL
CHEMICAL**

Uniroyal Chemical Company, Inc.
World Headquarters
Middlebury, CT 06749

JOHN T. FERGUSON II
VICE PRESIDENT AND GENERAL COUNSEL

Telephone: (203) 573-4335
Telecopier: (203) 573-4301

*MS 16
P-8*

September 21, 1999

**CERTIFIED
RETURN RECEIPT REQUESTED**

Ms. J. Joustra
Licensing Assistance Team
U.S. NRC, Region I
475 Allendale Road
King of Prussia, PA 19406

**RE: Withdrawal of Transfer of Control Request
NRC License No. 06-00221-08**

Dear Ms. Joustra:

I am writing regarding the merger of Crompton & Knowles Corporation ("Crompton & Knowles") and Witco Corporation ("Witco") on September 1, 1999. Crompton & Knowles was formerly the parent of Uniroyal Chemical Company, Inc., the holder of license 06-00221-08 issued by the United States Nuclear Regulatory Commission ("NRC"). I believe that you have corresponded with William H. Harned of Uniroyal Chemical Company, Inc. ("UCCI") regarding this merger and whether or not it constituted a change of control under the regulations of the NRC. As a result of the merger, UCCI is now a wholly owned subsidiary of CK Witco Corporation ("CK Witco").

Both Crompton & Knowles and Witco were publicly held companies prior to the merger. CK Witco, the product of the merger, is also a publicly held company. By virtue of the exchange ratio applied to shares of Crompton & Knowles and Witco and the number of outstanding shares of each company at the time of the merger, former Crompton & Knowles shareholders owned approximately 55% of the shares of CK Witco at the time of the closing of the merger on September 1, 1999.

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Ms. J. Joustra
September 21, 1999
Page 2

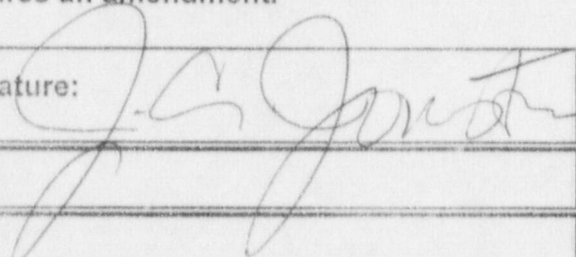
There has been no change in the ownership or control of the licensed material or activity that are governed by NRC license 06-00221-08. Both reside today, as they did prior to the merger, with the licensee, UCCI. As a result, UCCI hereby withdraws its transfer of control request of July 13, 1999.

Please let me know if you require additional information or have further questions regarding the merger of Crompton & Knowles and Witco.

Very truly yours,

John L. Serqueon PJM

cc: P. Missal

TELEPHONE CONVERSATION RECORD	Date: 8-2-99	Time: 2:00pm
Mail Control No.: 127045	License No.: 06-00221-08	Docket No.: 030-03759
Person Called: W. Harned, PhD	Organization: Uniroyal Chemical	Telephone Number: (203) 573-3682
Person Calling: J. Joustra		
Subject: Letter dated 7/13/99		
Summary: Need to submit additional information . I faxed a copy of IN on change of ownership.		
Action Required/Taken: wait for additional information and acknowledge notification of ownership. Amend the license only if additional info contains information which requires an amendment.		
Signature: 	Date: 8-2-99	

This is to acknowledge the receipt of your letter/application dated

7-13-99, and to inform you that the initial processing which includes an administrative review has been performed.

NOTIF. *06-00221-08*
There were no administrative omissions. Your application was assigned to a technical reviewer. Please note that the technical review may identify additional omissions or require additional information.

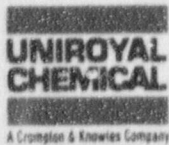
Please provide to this office within 30 days of your receipt of this card

A copy of your action has been forwarded to our License Fee & Accounts Receivable Branch, who will contact you separately if there is a fee issue involved.

Your action has been assigned Mail Control Number 127045.
When calling to inquire about this action, please refer to this control number.
You may call us on (610) 337-5398, or 337-5260.

NIC FORM 532 (R)
(8-98)

Sincerely,
Licensing Assistance Team Leader



Uniroyal Chemical Company, Inc.
World Headquarters
Middlebury, CT 06749
(203) 573-2000

030 - 03759

July 13, 1999

Licensing Assistance Team
US NRC, Region I
475 Allendale Road
King of Prussia, PA 19406

re: NRC License No. 06-00221-08
Uniroyal Chemical Co., Inc., Middlebury, CT

Transfer of Control

In late September, 1999, the parent company of Uniroyal Chemical Co., Inc., plans to merge with another company to form a new company, thereby creating a transfer of control of the NRC Materials License No. 06-00221-08. This merger has not yet been approved by the stockholders of either corporation nor by the necessary Agencies of the federal government and may or may not take place as planned. However, in accordance with Section 184 of the AEA and 10 CFR 30.34(b), a request for NRC consent for the transfer of control is being made at this time.

1. The following is a description of the transaction:

Uniroyal Chemical Co., Inc., the Licensee, is a wholly owned subsidiary of Crompton & Knowles Corporation. As of May 31, 1999, Crompton & Knowles Corporation, a Massachusetts corporation ("Crompton"), Park Merger Co., a Delaware corporation and a wholly owned subsidiary of Crompton ("Newco"), and Witco Corporation, a Delaware corporation ("Witco"), entered into an Agreement and Plan of Reorganization (the "Agreement"). Pursuant to the Agreement, Crompton with and into Newco, with Newco as the surviving corporation (the "First Step Merger"). Witco will then merge with and into Newco, with Newco as the surviving corporation (the "Second Step Merger"). Each share of Witco common stock, par value \$5.00 per share, will be exchanged for the right to receive 0.9242 shares of Newco stock. The Newco will be named C & K Witco Corporation ("C & K Witco"). The shareholders of Crompton will own 55% of C & K Witco and shareholders of Witco will own 45% of C & K Witco. Consummation of the transaction is conditional on satisfaction or waiver of the following conditions:

1 2 7 0 4 5

(i) approval of the First Step Merger by a vote of the requisite affirmative votes of the holders of Crompton common stock; (ii) approval of the Second Step Merger by a vote of the requisite affirmative votes of the holders of Witco common stock; (iii) expiration or other termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976; and (iv) satisfaction or waiver of the other conditions customary in transactions of this kind. The transaction is scheduled to close no later than five business days after satisfaction or waiver of the conditions set forth in Article VIII of the Agreement.

The transferor is Crompton & Knowles Corporation. The transferee is C & K Witco. The Crop Protection Division of Uniroyal Chemical Co., Inc. will continue the direct administration of the license and be responsible for all work under the license. Further questions pertaining to the details of the merger may be addressed to the Uniroyal Chemical Co., Inc. Legal Department:

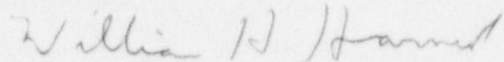
Mr. Barry Shainman
Senior Corporation Counsel
(203) 573-3313

2. The staff and structure of the licensee, Uniroyal Chemical Co., Inc. are not expected to change. All personnel and duties associated with administration and supervision of licensed activities will remain as present. Those persons working directly with radioisotopes under the license will be unchanged except for normal turnover of personnel.
3. The organization, location, facilities and equipment related to licensed activities will not change under the new control.
4. The surveillance program consists of monthly wipe tests of all areas where radioactive materials are used, and less frequent wipe test of "clean" areas such as offices. Personal monitoring is not required with the isotopes used. General surveys of specific work areas are made as the need arises. The status of surveillance is current and ongoing. No change in these procedures will occur when transfer of control occurs.
5. All records pertaining to decommissioning will remain at Uniroyal and be under control of C & K Witco. The restricted areas will remain restricted areas under the new corporate ownership. Levels of fixed contamination are determined by calibrated survey meters. Removable contamination is determined by wipe testing a known area and liquid scintillation testing of the wipe. Nominal detection limits (^{14}C) are approximately 300 dpm/ 10 cm^2 for survey meters and twice background or 60 dpm for wipe tests.

6. C & K Witco and Uniroyal Chemical Co., Inc., as a subsidiary of C & K Witco, will abide by all constraints, conditions, requirements and commitments currently in place with Uniroyal as a subsidiary of Crompton and Knowles. If future changes in the License become necessary, they will be obtained through amendment as is currently done.

Questions pertaining to Items 2-6 above should be addressed to the individual below.

Sincerely,



William H. Harned, PhD, RSO
Environmental Chemistry
Crop Protection Chemistry

(203) 573-3682

(203) 573-3660 (FAX)

BETWEEN:

License Fee Management Branch, ARM
and
Regional Licensing Sections

Program Code: 03610
Status Code: 0
Fee Category: 3L
Exp. Date: 20051130
Fee Comments:
Decom Fin Assur Req: Y

LICENSE FEE TRANSMITTAL

A. REGION

1. APPLICATION ATTACHED

Applicant/Licensee: UNIROYAL CHEMICAL CO., INC.
Received Date: 19990715
Docket No: 3003759
Control No.: 127045
License No.: 06-00221-08
Action Type: Notifications

2. FEE ATTACHED

Amount: /-----
Check No.: /-----

3. COMMENTS

Signed R. J. Brown
Date 7/16/99

B. LICENSE FEE MANAGEMENT BRANCH (Check when milestone 03 is entered /__/)

1. Fee Category and Amount: -----

2. Correct Fee Paid. Application may be processed for:

Amendment -----
Renewal -----
License -----

3. OTHER -----

Signed -----
Date -----