

WACHOVIA BANK OF NORTH CAROLINA, N.A.
301 NORTH MAIN STREET
WINSTON-SALEM, NORTH CAROLINA 27150
ATTN: STANDBY LETTER OF CREDIT UNIT

29-19396001
03017541

IRREVOCABLE STANDBY LETTER OF CREDIT NO.: [REDACTED]

FEBRUARY 14, 1994

BENEFICIARY:
U.S. NUCLEAR REGULATORY COMMISSION
WASHINGTON, DC 20555

APPLICANT:
EXXON BIOMEDICAL SCIENCES, INC.
METTLERS ROAD, CN 2350
EAST MILLSTONE, NJ 08875-2350

AMOUNT: * US \$250,000.00 *
* TWO HUNDRED FIFTY THOUSAND
AND 00/100 ONLY U.S. DOLLARS *

EXPIRATION: JANUARY 31, 1995
OR ANY FUTURE EXTENDED DATE
AS PROVIDED HEREIN
AT OUR COUNTERS FOR PAYMENT

DEAR SIR OR MADAM:

WE HEREBY ESTABLISH OUR IRREVOCABLE STANDBY LETTER OF CREDIT NO. [REDACTED] IN YOUR FAVOR, AT THE REQUEST AND FOR THE ACCOUNT OF EXXON BIOMEDICAL SCIENCES, INC., METTLERS ROAD, EAST MILLSTONE, NJ 08875-2350, UP TO THE AGGREGATE AMOUNT OF TWO HUNDRED FIFTY THOUSAND U.S. DOLLARS (\$250,000.00 U.S.) AVAILABLE UPON PRESENTATION OF:

(1) YOUR SIGHT DRAFT, BEARING REFERENCE TO THIS LETTER OF CREDIT NO. [REDACTED], AND

(2) YOUR SIGNED STATEMENT READING AS FOLLOWS: "I CERTIFY THAT THE AMOUNT OF THE DRAFT IS PAYABLE PURSUANT TO REGULATIONS ISSUED UNDER AUTHORITY OF THE U.S. NUCLEAR REGULATORY COMMISSION."

THIS LETTER OF CREDIT IS ISSUED IN ACCORDANCE WITH REGULATIONS ISSUED UNDER THE AUTHORITY OF 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. THE NRC HAS PROMULGATED REGULATIONS IN TITLE 10, CHAPTER I OF THE CODE OF FEDERAL REGULATIONS, PART 30, WHICH REQUIRE THAT A HOLDER OF, OR AN APPLICANT FOR, A LICENSE ISSUED UNDER 10 CFR PART 30 PROVIDE ASSURANCE THAT FUNDS WILL BE AVAILABLE WHEN NEEDED FOR DECOMMISSIONING.

THIS LETTER OF CREDIT IS EFFECTIVE AS OF FEBRUARY 1, 1994 AND SHALL EXPIRE ON JANUARY 31, 1995, BUT SUCH EXPIRATION DATE SHALL BE AUTOMATICALLY EXTENDED FOR A PERIOD OF ONE YEAR AND ON EACH SUCCESSIVE EXPIRATION DATE, UNLESS, AT LEAST 90 DAYS BEFORE THE CURRENT EXPIRATION DATE, WE NOTIFY BOTH YOU AND EXXON BIOMEDICAL SCIENCES, INC., BY CERTIFIED MAIL, AS SHOWN ON THE SIGNED RETURN RECEIPTS.

NONNEGOTIABLE

-CONTINUED-

OUR IRREVOCABLE STANDBY LETTER OF CREDIT NO.: [REDACTED]

PAGE 2


IF EXXON BIOMEDICAL SCIENCES, INC. IS UNABLE TO SECURE ALTERNATIVE FINANCIAL ASSURANCE TO REPLACE THIS LETTER OF CREDIT WITHIN 30 DAYS OF NOTIFICATION OF CANCELLATION THE NRC MAY DRAW UPON THE FULL VALUE OF THIS LETTER OF CREDIT PRIOR TO CANCELLATION. THE BANK SHALL GIVE IMMEDIATE NOTICE TO THE APPLICANT AND THE NRC OF ANY NOTICE RECEIVED OR ACTION FILED ALLEGING (1) THE INSOLVENCY OR BANKRUPTCY OF THE FINANCIAL INSTITUTION OR (2) ANY VIOLATIONS OF REGULATORY REQUIREMENTS THAT COULD RESULT IN SUSPENSION OR REVOCATION OF THE BANK'S CHARTER OR LICENSE TO DO BUSINESS. THE FINANCIAL INSTITUTION ALSO SHALL GIVE IMMEDIATE NOTICE IF THE BANK, FOR ANY REASON, BECOMES UNABLE TO FULFILL ITS OBLIGATION UNDER THE LETTER OF CREDIT.

WHENEVER THIS LETTER OF CREDIT IS DRAWN ON UNDER AND IN COMPLIANCE WITH THE TERMS OF THIS LETTER OF CREDIT, WE SHALL DULY HONOR SUCH DRAFT UPON ITS PRESENTATION TO US WITHIN 30 DAYS, AND WE SHALL DEPOSIT THE AMOUNT OF THE DRAFT DIRECTLY INTO THE STANDBY TRUST FUND OF EXXON BIOMEDICAL SCIENCES, INC. IN ACCORDANCE WITH YOUR INSTRUCTIONS.

EACH DRAFT MUST BEAR ON ITS FACE THE CLAUSE: "DRAWN UNDER LETTER OF CREDIT NO. [REDACTED], DATED FEBRUARY 14, 1994, AND THE TOTAL OF THIS DRAFT AND ALL OTHER DRAFTS PREVIOUSLY DRAWN UNDER THIS LETTER OF CREDIT DOES NOT EXCEED U.S. \$250,000.00."

THIS LETTER OF CREDIT IS SUBJECT TO THE UNIFORM CUSTOMS AND PRACTICE FOR DOCUMENTARY CREDITS, 1993 REVISION, INTERNATIONAL CHAMBER OF COMMERCE PUBLICATION NO. 500.

VERY TRULY YOURS,
WACHOVIA BANK OF NORTH CAROLINA, N.A.

BY: 
ASSISTANT VICE PRESIDENT
FEBRUARY 14, 1994

/KCS