

NUCLEAR REGULATORY COMMISSION

In the Matter of)	
)	
Sigma-Aldrich Co. LLC)	Docket Nos. 11005754,
)	11005831, 11005919,
)	11005954, 11005977
)	License Nos. XMAT410/02,
)	XMAT411/01, XMAT416/01,
)	XMAT417/03, XMAT418/01
)	

Order Approving Indirect Transfer of Import and Export Licenses

I.

Sigma-Aldrich Co. LLC (or “the Licensee”) holder of five U.S. Nuclear Regulatory Commission (NRC) export licenses is being indirectly acquired by Merck KGaA. This indirect acquisition will occur by the acquisition of all of the outstanding shares of Sigma-Aldrich, LLC. by means of a merger of Mario II Finance Corp (a wholly owned subsidiary of Merck KGaA) and Sigma-Aldrich Co. LLC.

II.

Sigma-Aldrich Co. LLC submitted an application for approval of transfer of control of export license(s) to the NRC on June 3, 2015. This letter notified NRC of the proposed indirect transfer of control of export licenses XMAT410/02, XMAT411/01, XMAT416/01, XMAT417/03, and XMAT418/01, and requested that NRC consent to the proposed indirect transfer of control of these export licenses.

The indirect transfer would result from the merger of Mario II Finance Corporation, a wholly owned subsidiary of Merck KGaA and Sigma-Aldrich Co. LLC. Sigma-Aldrich Co. LLC will be the surviving corporation in the merger, as a result of which its corporate existence

remains unaffected. As a result of the merger, Sigma-Aldrich Co. LLC and its direct and indirect subsidiaries will become indirect wholly owned subsidiaries of Merck KGaA.

Sigma-Aldrich Co. LLC and Merck KGaA represent that the indirect transfer will not result in any change in the current organization, location, facility, equipment, procedures or surveillance records in connection with this transaction. All records concerning the safe and effective decommissioning and closure of the facility in the United States will remain in the same physical location. The status of the facility will remain unchanged after the transaction closes, and the liability for decommissioning or decontamination activities for the Licensee's facility in the United States will remain with the Licensee.

Sigma-Aldrich Co. LLC requests approval of the proposed indirect transfer of the license under Section 184 of the Atomic Energy Act of 1954, as amended (AEA) (42 U.S.C. § 2234). Sigma-Aldrich Co. LLC's June 3rd letter was made publicly available by NRC in ADAMS at ML15154B293. NRC did not receive any requests for a hearing or comments.

Under Section 184 of the AEA, no license granted under 10 CFR Part 110, shall be transferred, assigned, or in any manner disposed of, directly or indirectly, through transfer of control of any license to any person unless the Commission, after securing full information, finds that the transfer is in accordance with the provisions of the AEA, and gives its consent in writing. Upon review of the information received from Sigma-Aldrich Co. LLC, and relying upon the representations and agreements contained in the Transfer Application, the NRC staff finds that the qualifications of Sigma-Aldrich Co. LLC regarding the proposed indirect transfer of control of XCOM410/02, XCOM411/01, XCOM416/01, XCOM417/03 and XCOM418/01 are not changed,

and are otherwise consistent with applicable provisions of laws, regulations and orders issued by the Commission pursuant thereto because the proposed indirect transfer does not involve any amendment to the existing licenses and would not result in any change to the Licensee's organization or personnel responsible for licensed activities.

III.

Accordingly, pursuant to Section 184 of the AEA, IT IS HEREBY ORDERED that the indirect transfer of five licenses of Sigma-Aldrich Co. LLC, as described herein, is approved.

IT IS FURTHER ORDERED that after receipt of all required regulatory approvals of the proposed indirect transfer, Sigma-Aldrich Co. LLC or Merck KGaA shall inform the Director of the Office of International Programs, in writing, of such receipt no later than one (1) business day prior to the closing of the proposed indirect transfer. Should the proposed indirect transfer not be completed within 60 days from the date of issuance of this Order, the Order shall become null and void; however, on written application and for good cause shown, such date may be extended by order.

This Order is effective upon issuance.

For further details with respect to this Order, see the application dated June 3, 2015, (which can be found at Agencywide Documents Access and Management System [ADAMS] Accession Number ML15154B293). Publicly-available records will be accessible electronically from the ADAMS Public Electronic Reading Room on the Internet at the NRC web site

<http://www.nrc.gov/reading-rm/adams.html>. Persons who do not have access to ADAMS or counter problems in accessing the documents located in ADAMS should contact the NRC PDR Reference staff by telephone at 1-800-397-4209, or 301-415-4737 or by e-mail to pdr@nrc.gov.

Dated at Rockville, Maryland this 20th day of August, 2015.

For the Nuclear Regulatory Commission

/RA/

David L. Skeen, Deputy Director
Office of International Programs