

**SAFETY EVALUATION REPORT
PROPOSED CHANGE OF CONTROL FOR BYPRODUCT MATERIALS LICENSE
NUMBER 24-32488-01, MONSANTO COMPNAY**

DATE: January 30, 2018

DOCKET NO.: 030-36488

LICENSE NO.: 24-32488-01

LICENSEE: Monsanto Company
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TECHNICAL REVIEWER: Jennifer L. Bishop

SUMMARY AND CONCLUSIONS

Monsanto Company is authorized by NRC License 24-32488-01 for the possession and use of byproduct material for purposes of laboratory research as defined in 10 CFR 30.4. The U.S. Nuclear Regulatory Commission (NRC) staff reviewed a request for consent to an indirect license transfer submitted by Monsanto Company that will result from a reverse triangular merger between Monsanto Company and Bayer Aktiengesellschaft (Bayer AG). KWA Investment Company is currently a wholly-owned subsidiary of Bayer AG. KWA Investment Company will merge with Monsanto Company, with Monsanto Company surviving the merger. Monsanto Company will retain its name and become a wholly owned subsidiary of Bayer AG. The indirect transfer of control is described in Agency Documents Access and Management System (ADAMS) accession number ML17328A227.

The request for consent was reviewed by NRC staff for an indirect change in control of a 10 CFR Part 30 license using the guidance in NUREG 1556, Volume 15, Revision 1, "Consolidated Guidance About Materials Licenses - Guidance About Changes of Control and About Bankruptcy Involving Byproduct, Source, or Special Nuclear Materials Licenses," dated June 2016. The NRC staff finds that the information submitted by Monsanto Company sufficiently describes and documents the transaction and commitments made by Bayer AG and Monsanto Company.

As required by 10 CFR 30.34 and section 184 of the Atomic Energy Act of 1954, as amended (the Act), NRC staff has reviewed the application and finds that the proposed change in control is in accordance with the Act. The staff finds that, after the change of control, Monsanto Company will remain qualified to use byproduct material for the purpose requested, and will continue to have the equipment, facilities, and procedures needed to protect public health and safety, and promotes the security of licensed material.

SAFETY AND SECURITY REVIEW

According to data obtained from the NRC's Web Based Licensing System (WBL), Monsanto Company has been an NRC licensee since January 23, 2004. The NRC conducted a main office inspection of Monsanto Company on December 18, 2014, and no violations were

identified during this inspection. The commitments made by Bayer AG and Monsanto Company state that Monsanto Company (*License No. 24-32488-01*):

- A. will not change the radiation safety officer listed in the NRC license;
- B. will not change the personnel involved in licensed activities;
- C. will not change the locations, facilities, and equipment authorized in the NRC license;
- D. will not change the radiation safety program authorized in the NRC license;
- E. will not change the organization's name listed in the NRC license; and
- F. will keep regulatory required surveillance records and decommissioning records.

Bayer AG has one subsidiary that possess two active NRC licenses, Bayer CropScience LP (*License No. 24-03830-01* and *License No. 47-04373-01*) that authorizes the use of fixed gauging devices and gas chromatographs. Therefore, for security purposes, Bayer AG is considered a known entity following the guidance provided by the NRC's Office of Federal and State Materials and Environmental Management Programs (FSME) 'Checklist to provide a basis for confidence that radioactive materials will be used as specified on the license', September 3, 2008 revision. The purpose of this checklist is for the NRC to obtain reasonable assurance from new license applicants or NRC licensees transferring control of licensed activities that the licensed material will be used for its intended purpose and not for malevolent use.

Monsanto Company is required to have decommissioning financial assurance based on the types and amount of material authorized in *License No. 24-32488-01*. Since Monsanto Company will still maintain the license, no changes to the financial assurance documents is expected.

REGULATORY FRAMEWORK

Monsanto Company's *License No. 24-32488-01*, was issued under 10 CFR Part 30, Rules of General Applicability to Domestic Licensing of Byproduct Material. The Commission is required by 10 CFR 30.34 to determine if the change of control is in accordance with the provisions of the Act and give its consent in writing.

10 CFR 30.34(b) states: "No license issued or granted pursuant to the regulations in this part and parts 31 through 36, and 39 nor any right under a license shall be transferred, assigned or in any manner disposed of, either voluntarily or involuntarily, directly or indirectly, through transfer of control of any license to any person, unless the Commission shall, after securing full information, find that the transfer is in accordance with the provisions of the Act and shall give its consent in writing."

As previously indicated, the staff evaluation is based on guidance in NUREG-1556, Volume 15, Revision 1. As discussed in NUREG-1556, Volume 15, Revision 1, NRC is generally using the term "change of control" rather than the statutory term "transfer" to describe the variety of events that could require prior notification and written consent of the NRC. The central issue is whether the authority over the license has changed. Monsanto Company's request for consent describes an indirect change of control resulting from a planned reverse triangular merger

between Monsanto Company and Bayer AG. KWA Investment Company is currently a wholly-owned subsidiary of Bayer AG. KWA Investment Company will merge with Monsanto Company, with Monsanto Company surviving the merger and will become a wholly owned subsidiary of Bayer AG and, as such, the transfer requires NRC consent.

DESCRIPTION OF TRANSACTION

The transaction is described in ADAMS accession number ML17328A227. After completion of the merger, Monsanto Company will continue as the licensee and remain in control of all licensed activities under Materials License No. 24-32488-01. The NRC staff finds that the request for consent adequately provides a complete and clear description of the transaction, and is consistent with the guidance provided in Appendix E of NUREG-1556, Volume 15, Revision 1.

TRANSFeree'S COMMITMENT TO ABIDE BY THE TRANSFEROR'S COMMITMENTS

The NRC staff finds that the information submitted by Monsanto Company sufficiently describes and documents the commitments made by Bayer AG and Monsanto Company, and is consistent with the guidance in NUREG-1556, Volume 15, Revision 1.

ENVIRONMENTAL REVIEW

An environmental assessment for this action is not required since this action is categorically excluded under 10 CFR 51.22(c)(14)(xi).

CONCLUSION

The staff has reviewed the request for consent submitted by both parties with regard to an indirect change of control of byproduct materials license No. 24-32488-01 and approves the application pursuant to 10 CFR 30.34(b).

The submitted information sufficiently describes the transaction; documents the understanding of the license and commitments; demonstrates that personnel have the experience and training to properly implement and maintain the license and that they will maintain the existing records; And, in the future, will abide by all existing commitments to the license, consistent with the guidance in NUREG-1556, Volume 15, Revision 1.

Therefore, the staff concludes that the proposed change in control would not alter the previous findings, made under 10 CFR Part 30, that licensed operations will not be inimical to the common defense and security, or to the health and safety of the public.