[7590-01-P]

NUCLEAR REGULATORY COMMISSION

[Docket Nos. 70-36, 70-1151]

Notice of Consideration of Request

for Consent to Transfer of Materials Licenses

Westinghouse Electric Company

AGENCY: Nuclear Regulatory Commission.

ACTION: Notice of consideration of request from Westinghouse Electric Company for consent to transfer of materials licenses.

FOR FURTHER INFORMATION CONTACT: Mary Adams, Senior Project Manager, Fuel Cycle Facilities Branch, Division of Fuel Cycle Safety and Safeguards, Office of Nuclear Material Safety and Safeguards, U.S. Nuclear Regulatory Commission, Washington, DC 20555. Telephone: (301) 415-7249; fax number: (301)415-5955; e-mail: mta@nrc.gov.

SUPPLEMENTARY INFORMATION:

I. Introduction

The U.S. Nuclear Regulatory Commission (NRC) is considering approval of an application (the application) from Westinghouse Electric Company (Westinghouse), submitted on April 21, 2006, for consent to indirect change of control with respect to materials licenses, from its parent company British Nuclear Fuels PLC (BNFL) to Toshiba Corporation (Toshiba).

The filing and requested NRC consent is necessitated by the planned sale by BNFL of its entire interest in Westinghouse to Toshiba. The applicant described the transaction as follows: BNFL currently controls all interest in Westinghouse through its wholly owned holding company, BNFL USA Group, Inc. (BNFL USA). To accomplish the purchase of all of BNFL's interest in Westinghouse, Toshiba would form an intermediate holding company (NewCo), which would subsequently issue its shares to Toshiba and possibly other minority investors. Toshiba, however, would maintain ownership over a majority of shares in NewCo (51% or more of the membership interest). Once complete, BNFL will sell 100% of its shares of BNFL USA (and Westinghouse) to NewCo. Therefore, through its majority ownership of NewCo, and NewCo's entire ownership of Westinghouse, Toshiba would maintain indirect control of Westinghouse. The applicant stated that Toshiba would at all times maintain majority control of at least 51% of the membership interest in Westinghouse, and that no minority ownership would constitute a change of control of Westinghouse.

The application states that there would be no change to Westinghouse's operations, corporate structure, key operating personnel or licensed activities as a result of the transaction and the indirect change of control. Westinghouse would remain a U.S. company and would continue to be headquartered in Pittsburgh, PA. Westinghouse would continue to be the holder of the licenses, approvals, and certificates listed above after the closing of the transaction and the indirect change of control. Westinghouse will remain technically and financially qualified as the licensee and will continue to fulfill all responsibilities as the licensee. The application states that no amendments to the licenses, approvals, and certificates will be necessary in connection with this request for consent.

This license transfer, if approved, would affect Special Nuclear Material Licenses SNM-33 and SNM-1107. License SNM-33 authorizes Westinghouse to possess and use source, special nuclear, and byproduct material at its former fuel fabrication facility in Hematite, Missouri, for the purpose of decommissioning the facility. License SNM-1107 authorizes Westinghouse to possess and use source, special nuclear, and byproduct material at the Columbia Fuel Fabrication Facility in Columbia, South Carolina.

Pursuant to 10 CFR § 70.36, no license granted under the regulations in Part 70 and no right to possess or utilize special nuclear material granted by any license issued pursuant to the regulations in Part 70 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 Atomic Energy Act of 1954, as amended (AEA), and shall give its consent in writing. The Commission will approve an application for the transfer of a license if the Commission determines that the proposed transferee is qualified to hold the license, and that the transfer is otherwise consistent with applicable provisions of law, regulations, and orders issued by the Commission pursuant thereto. An Environmental Assessment (EA) will not be performed because this action is categorically excluded from the requirement to perform an EA pursuant to 10 CFR § 51.22(c)(21).

II. Further Information

Documents related to this action, including the application for amendment and supporting documentation, are available electronically at the NRC's Electronic Reading Room at http://www.nrc.gov/reading-rm/adams.html. From this site, you can access the NRC's

Agencywide Document Access and Management System (ADAMS), which provides text and image files of NRC's public documents. The ADAMS accession number for the document related to this notice is ML061160195. If you do not have access to ADAMS or if there are problems in accessing the documents located in ADAMS, contact the NRC Public Document Room (PDR) Reference staff at 1-800-397-4209, 301-415-4737 or by email to pdr@nrc.gov.

These documents may also be viewed electronically on the public computers located at the NRC's PDR, O 1 F21, One White Flint North, 11555 Rockville Pike, Rockville, MD 20852. The PDR reproduction contractor will copy documents for a fee.

Dated at Rockville, Maryland, this 21st day of June, 2006.

For the Nuclear Regulatory Commission.

/RA/

Gary S. Janosko, Chief,
Fuel Cycle Facilities Branch,
Division of Fuel Cycle Safety
and Safeguards,
Office of Nuclear Material Safety
and Safeguards