



**Westinghouse**

Westinghouse Electric Company  
Legal & Contracts, Environment, Health & Safety  
P.O. Box 355  
Pittsburgh, Pennsylvania 15230-0355  
U.S.A.

June 19, 2006

ATTN: Document Control Desk  
U.S. Nuclear Regulatory Commission  
One White Flint North  
11555 Rockville Pike  
Rockville, MD 20852

Noted Copy: Jack Strosnider, Director  
Office of Nuclear Material Safety and Safeguards  
U.S. Nuclear Regulatory Commission  
Two White Flint North  
11545 Rockville Pike  
Rockville, MD 20852

Subject: Westinghouse Electric Company LLC -- Application for Consent to Indirect Change of Control with Respect to Materials Licenses, Quality Assurance Program Approvals and Certificates of Compliance Dated April 21, 2006 (TAC L31948)

Dear Sir or Madam:

Reference is made to the subject Application for Consent to Indirect Change of Control (the "Application") filed by Westinghouse Electric Company LLC ("Westinghouse") with the US Nuclear Regulatory Commission ("NRC") by letter dated April 21, 2006. The Application relates to Westinghouse's materials licenses, quality assurance program approvals and certificates of compliance listed on Exhibit A to the Application and seeks NRC consent to the planned sale by British Nuclear Fuels plc ("BNFL"), the current parent company of Westinghouse, of its entire interest in Westinghouse to Toshiba Corporation ("Toshiba"), as more fully described in the Application (the "Transaction"). The purpose of this letter is to submit the following material and information in support of the Application:

1. Toshiba Concurrence in the Application. Enclosed herewith is an executed copy, dated June 13, 2006, of the letter from Toshiba to the NRC (the "Commitment Letter") included in draft form as Exhibit C to the Application. The Commitment Letter is signed by Mr. Masao Niwano, Executive Officer and Corporate Executive Vice President of Toshiba. As more fully stated in the letter, Toshiba confirms that it will abide by all constraints, conditions, requirements, representations, and commitments in Westinghouse's materials licenses, quality assurance program approvals and certificates of compliance and concurs in Westinghouse's Application request.

2. Decommissioning Financial Assurance. Westinghouse committed in the Application to inform the NRC of the decommissioning financial assurance mechanism it

Document Control Desk  
U.S. Nuclear Regulatory Commission  
June 19, 2006  
Page 2 of 2

intended to utilize following the closing of the Transaction. Westinghouse will keep in place the existing letters of credit and associated standby trust agreement it previously has submitted and that currently are on file and have been accepted by the NRC. Therefore, there will be no need to submit new financial instruments for review prior to the NRC consenting to the indirect change of control. Westinghouse's existing financial assurance instruments on file with the NRC will continue to comply with all applicable NRC requirements and will continue to be in an amount necessary to fulfill Westinghouse's decommissioning financial assurance responsibilities for the facilities associated with the materials licenses for which such assurance is required.

The enclosed Toshiba Commitment Letter and the foregoing confirmation of decommissioning financial assurance satisfies Westinghouse's commitment in the Application to provide the above material and information as it became available. As noted in the Application, Westinghouse requests that the NRC issue its consent to the indirect change of control to be effective as of the Closing Date of the Transaction. Closing is still scheduled to occur during the third quarter of 2006 and could possibly occur as soon as during the first half of August 2006. Accordingly, Westinghouse requests that the NRC issue its approval of the Application and provide its consent to the indirect change of control by no later than the end of July 2006. Thereafter, Westinghouse will promptly notify the NRC of the actual Closing Date of the Transaction once it occurs.

Should there be any questions regarding the Toshiba Commitment Letter or the other information provided in this letter, please contact the appropriate contact individual(s) listed in the Application.

Very truly yours,



F. Ramsey Coates  
Senior Vice President and General Counsel

Enclosure

cc: Administrator, USNRC Region I and Nuclear Material Section  
Administrator, USNRC Region II and Material Licensing/Inspection Branch  
Administrator, USNRC Region III and Material Licensing Section  
Mary T. Adams, Sr. Project Manager, Fuel Cycle Facilities Branch, FCSS, NMSS  
Stuart Treby, Esq., Office of General Counsel  
Jason Zorn, Esq., Office of General Counsel

Document Control Desk  
US Nuclear Regulatory Commission  
Washington, DC 20555

June 13, 2006

**Subject: Westinghouse Electric Company LLC -- Application for Consent to Indirect Change of Control with Respect to Materials Licenses, Quality Assurance Program Approvals and Certificates of Compliance (TAC L31948)**

Gentlemen:

This letter is in furtherance of and a part of the Application for Consent to Indirect Change of Control of Westinghouse Electric Company LLC ("Westinghouse") (the "Application") filed on April 21, 2006, with the US Nuclear Regulatory Commission ("NRC") and related to the Materials Licenses, Quality Assurance Program Approvals and Certificates of Compliance of Westinghouse referenced in the Application (*See* TAC number L31948). The need for the requested NRC consent arises from the sale by British Nuclear Fuels plc ("BNFL") to Toshiba Corporation ("Toshiba") of BNFL's entire interest in Westinghouse (the "Transaction"). Included in the Transaction, as more fully described in the Application, is the transfer by BNFL, through its wholly-owned UK subsidiary BNFL (Investments US) Ltd., of 100% of the stock of BNFL USA Group Inc., a Delaware corporation ("BNFL USA") and wholly-owned BNFL subsidiary, which is the holding company through which BNFL operates in the US. BNFL USA, in turn, owns 100% of the shares of BNFL Nuclear Services Inc., a Delaware corporation, which, in turn, owns 100% of Westinghouse. Thus, the sale by BNFL to Toshiba of 100% of BNFL USA will result in the indirect change of control from BNFL to Toshiba of Westinghouse, which holds the licenses, approvals and certificates more fully described in the Application.

In accordance with NUREG-1556, Volume 15, Section 5.6, dated November 2000, and in order to support Westinghouse's request for NRC consent to the indirect change of control of Westinghouse from BNFL to Toshiba as it relates to the licenses, approvals and certificates held by Westinghouse, Toshiba hereby makes the following statements and representations:

1. I am an Executive Officer and Corporate Executive Vice President of Toshiba Corporation

and am authorized to file this letter with the NRC on behalf of Toshiba.

2. After the closing of the Transaction discussed above, Toshiba will become the indirect majority owner of and have a controlling interest in Westinghouse, which will remain the licensee and holder of the licenses, approvals and certificates set forth in the Application.
3. The Transaction will result in no changes in Westinghouse personnel or direct management having direct operational responsibility for, and control of, licensed activities. There will be no changes in personnel of Westinghouse who are listed on the licenses, approvals and certificates or referred to in the supporting documentation as a result of the Transaction. There will be no changes in personnel responsible for radiation safety or use of licensed material in the licenses, approvals and certificates possessed by Westinghouse.
4. The Transaction will not result in changes in Westinghouse's headquarters, or operational organization, location, facilities, equipment or procedures related to the licenses, approvals and certificates possessed by Westinghouse. There will be no changes in the use, possession, location or storage of the licensed material as a result of the indirect change of control under the Transaction.
5. Toshiba, as the new majority and controlling owner of Westinghouse, will abide by all constraints, license conditions, requirements, representations, and commitments identified in and attributed to Westinghouse in its existing licenses, approvals and certificates.
6. Toshiba agrees to accept responsibility for the provision by Westinghouse of the decommissioning financial assurance required by the NRC with respect to the materials licenses set forth in the Application. Westinghouse will continue to provide decommissioning financial assurance through appropriate financial instruments that comply with the NRC's requirements upon the closing of the indirect change of control described in the Application.
7. Toshiba concurs in Westinghouse's request that the NRC provide its consent to the indirect change of control of Westinghouse from BNFL to Toshiba as it relates to the materials licenses, quality assurance program approvals and certificates of compliance listed in the Application, with such consent to be effective as of the Closing Date of the Transaction.

**TOSHIBA**

---

Toshiba would be pleased to respond to any further questions that the NRC may have with regard to this letter.

Very truly yours,



Masao Niwano

Executive Officer

Corporate Executive Vice President

Toshiba Corporation