

June 22, 2011

UNITED STATES OF AMERICA
NUCLEAR REGULATORY COMMISSION

BEFORE THE COMMISSION

In the Matter of:)	
)	
HONEYWELL INTERNATIONAL INC.)	Docket No. 40-3392
)	
(Metropolis Works Facility))	

REQUEST FOR HEARING ON DENIAL OF
DECOMMISSIONING LICENSE AMENDMENT REQUEST

INTRODUCTION

By letter dated April 1, 2009, as supplemented on October 13, 2009, Honeywell International, Inc. (“Honeywell”) filed a license amendment requesting that the Nuclear Regulatory Commission (“NRC”) authorize use of an alternate method for demonstrating decommissioning funding assurance for its Metropolis Works (“MTW”) uranium conversion facility in Metropolis, Illinois. Specifically, Honeywell was seeking, for the second time, an extension of the exemption granted from certain provisions of 10 C.F.R. § 40.36(e) and 10 C.F.R. Part 30, Appendix C.¹ Despite having approved the same amendment twice previously, the NRC Staff denied the amendment in late-2009. Honeywell appealed the NRC decision to the U.S. Court of Appeals for the District of Columbia, which found in favor of Honeywell, ruling that the NRC decision to deny of the amendment was arbitrary and capricious. On remand, the

¹ Section 40.36(e) states that a licensee may provide a guarantee of funds for decommissioning costs based on a financial test “if the guarantee and funds are as contained in appendix C to Part 30.” Appendix C to Part 30 states that for a self-guarantee a licensee must, among other requirements, have a “[t]angible net worth at least 10 times the total current decommissioning cost estimate for the total of all facilities or parts thereof” to pass the financial test.

NRC Staff denied the license amendment again in a letter dated April 25, 2011. Honeywell is requesting a hearing on the NRC's 2011 decision to deny the license amendment application.

BACKGROUND

Honeywell operates the MTW, which is the only conversion facility in the United States. However, the MTW is only a small piece of Honeywell, which is a diversified technology and manufacturing leader, serving customers worldwide with aerospace products and services; control technologies for buildings, homes and industry; automotive products; turbochargers; and specialty materials. Unlike electric utilities or mining companies that rely on a relatively narrow category of tangible assets to generate cash, multi-industry conglomerates such as Honeywell rely on a wide range of products and revenue streams. Through its diversified businesses, Honeywell has annual revenues in excess of \$30 billion dollars and generates more than \$3 billion of free cash flow annually. As another measure of its financial strength and stability, Honeywell has maintained a stable long-term credit rating (A, A2) for 17 straight years. The NRC has previously relied on Honeywell's stable and robust financial performance to provide assurance that decommissioning funds will be available when needed.

A. History of Self-Guarantee for MTW

Since 1994, Honeywell has relied upon a self-guarantee to provide decommissioning financial assurance for MTW. In order to use the self-guarantee mechanism, Honeywell must satisfy the financial test in 10 C.F.R. Part 30, Appendix C. The financial test includes, among other criteria, a minimum bond rating and certain financial ratios that must be met. Specifically, Appendix C specifies that licensees maintain a bond rating of "A" or better, as issued by Standard and Poor's or Moody's, and have a "[t]angible net worth at least 10 times the total current decommissioning cost estimate." 10 C.F.R. Part 30, Appendix C, at II.A.1. A

licensee must annually repeat passage of the financial test, including a showing that it meets the “10:1” ratio. *Id.* at II.B.3.

On November 3, 2006, Honeywell notified the NRC that it no longer satisfied the financial test for a self-guarantee in 10 C.F.R. Part 30, Appendix C. In the letter, Honeywell also notified the NRC that it intended to request an exemption (in the form of a license amendment) from the part of the financial test in Part 30, Appendix C, that requires licensees to have a tangible net worth at least 10 times the total current decommissioning cost estimate. *Id.*

B. Honeywell Submits First License Amendment Request

On December 1, 2006, Honeywell formally requested that the NRC approve an alternate financial test formula under 10 C.F.R. § 40.14. Letter to NRC from Honeywell Re: Request for Exemption from Decommissioning Financial Assurance Requirements (“Application to Use Alt. Financial Test”) (ADAMS Accession No. ML063390353) (Attachment A). Specifically, Honeywell sought to include the value of “goodwill” in calculating the 10:1 ratio in Appendix C. In accordance with generally accepted accounting practice, goodwill is an intangible asset that reflects the cash generating potential of a business.² Honeywell acknowledged that licensees traditionally have not been permitted to include the value of goodwill in the definition of tangible net worth under Appendix C to Part 30. But, Honeywell explained that allowance for goodwill would provide an equivalent level of assurance for several reasons.

² In almost all business combinations, the consideration paid by the acquiring company exceeds the book value of the assets acquired and liabilities assumed from the target. The reason for this excess of goodwill is that the acquired company is valued on the basis of its cash flow or net income generating potential, not on the simple book value of its assets and liabilities. Thus, in the case of an acquisitive company like Honeywell, goodwill may make up a considerable portion of its assets. This is in contrast to “tangible assets,” which include, for example, a company’s buildings, factories, and machinery.

First, the tangible net worth test — as typically applied — does not accurately reflect the financial strength, stability and low risk of default of a multi-industry conglomerate such as Honeywell.³ Honeywell has maintained an “A” rating from both Moody’s and Standard & Poor’s since 1992, and in 2006 the company generated \$2.2 billion in free cash flow.⁴ Second, rigid application of the tangible net worth test would require Honeywell to divert substantial financial resources to obtain a letter of credit, surety bond, or some other third party credit support. No benefit to operational or public safety, or to the common defense and security, would accrue from this expenditure, and funds needed for operational improvements would be needlessly diverted. Honeywell also explained that, as required by 10 C.F.R. § 40.14, the alternate financial test criterion was authorized by law, “[would] not endanger life or property or the common defense and security and [was] otherwise in the public interest.”

C. NRC Issues First License Amendment Authorizing Honeywell To Apply Alternative Financial Test

The NRC addressed Honeywell’s proposal to use an alternate decommissioning test in a Technical Evaluation Report (“TER”) for renewal of the operating license for MTW, dated May 11, 2007. TER at 52-55 (ADAMS Accession No. ML062640369) (Attachment B). The NRC explained that the basis for decommissioning financial assurance is to assure that funds

³ Unlike electric utilities or mining companies that rely on a relatively narrow category of tangible assets to generate cash, diversified, multi-industry conglomerates such as Honeywell rely on a wide range of products and revenue streams. Application to Use Alt. Financial Test at 4. Like nearly all multi-industry conglomerates, Honeywell seeks to grow and diversify its businesses through acquisitions or other business combinations. As a result, between the ends of fiscal year 2002 and 2006, Honeywell made approximately 39 acquisitions and increased its revenues from \$22 billion to over \$30 billion. These acquisitions generated approximately \$3 billion of goodwill. *Id.*

⁴ By the end of 2010, Honeywell’s free cash flow had increased to more than \$3.6 billion.

for decommissioning are available when needed — both under normal circumstances and in times of financial distress. *Id.*

The NRC noted that a licensee's financial ability to pay under normal circumstances is regularly rated by the bond rating agencies, such as Moody's and Standard and Poor's, and that a rating of "A" or higher indicates a very low probability of default on a company's bonds. Consequently, the NRC concluded that Honeywell's "A" rating is a reliable indicator that it has the ability to pay its decommissioning obligations under normal circumstances.

For a licensee's ability to pay under conditions of financial distress, the NRC considers the ratio of assets to decommissioning liability. The NRC noted that, considering tangible assets alone, Honeywell did not meet the 10 to 1 ratio. But, if goodwill assets were considered in net worth, Honeywell's ratio exceeded the 10 to 1 ratio. *Id.* The NRC deemed these assets (tangible assets plus goodwill) sufficient to assure decommissioning funds in times of financial distress.

In view of the "A" bond rating and the high ratio of net worth (including goodwill) to decommissioning obligation, the NRC found use of the alternate test acceptable under the criteria in 10 C.F.R. § 40.14. Accordingly, the NRC imposed License Condition 27, which authorized Honeywell to use the alternate decommissioning financial assurance test, in conjunction with issuance of the renewed license for MTW. *Id.* Because the NRC was considering a rulemaking on decommissioning financial assurance, the NRC incorporated a one-year time limit on the amendment in order to consider comments on the proposed rule. The NRC was contemplating specifically allowing the value of goodwill to be included in the financial test. If it did so, the license amendment for MTW would no longer be needed.

D. NRC Publishes Proposed Decommissioning Rule Authorizing Considerations of Goodwill

On January 22, 2008, the NRC published a proposed rule on facility decommissioning. 73 Fed. Reg. 3812 (Attachment N). The NRC proposed to adopt the alternate financial test used for MTW with respect to the value of goodwill. Specifically, the proposed rule would add language to the financial test in Section II.A of Appendices A, C and D of Part 30 to include the value of goodwill when calculating net worth and performing the financial test.⁵ *Id.* at 3831. The NRC Staff concluded that permitting the use of intangible assets (*i.e.*, goodwill) in conjunction with an investment grade bond rating would not materially increase the risk of a shortfall in decommissioning funding. *Id.* at 3825. Thus, the NRC proposed to expand its conclusion that the value of goodwill could be used in the financial test for a self-guarantee to encompass all NRC licensees required to provide decommissioning funding assurance, not just Honeywell.⁶

E. NRC Issues Second License Amendment Authorizing Honeywell To Apply Alternative Financial Test

Because of the time-limited nature of License Condition 27 and because the proposed rulemaking was not complete, Honeywell sought to extend its ability to use the alternate financial test in a license amendment request, dated April 11, 2008. Letter to NRC from Honeywell Re: Request for Exemption of Decommissioning Financial Assurance Requirements at 1 (“First Request for Extension”) (Attachment C). Honeywell stated that “[t]he rationale for seeking an extension of the exemption granted to Honeywell in the May 11, 2007

⁵ Net worth was defined to exclude the value of the nuclear facility itself (*i.e.*, there is no credit for the facility that will be decommissioned). 73 Fed. Reg. at 3831.

⁶ Subsequent to denying the license amendment, the NRC Staff published the final decommissioning planning rule. 76 Fed. Reg. 35512 (June 17, 2011). As did the proposed rule, the final rule permits use of goodwill when performing the financial test.

[TER] is largely the same as” in Honeywell’s initial request. *Id.* Honeywell further explained that the “[t]he NRC should also grant Honeywell’s request for an extension to the exemption granted in May 2007 because the exemption is entirely consistent with a proposed rule promulgated by the NRC on January 22, 2008.” *Id.* After discussing the request with the NRC, Honeywell provided additional information to the NRC regarding its tangible net worth. Letter to NRC from Honeywell, dated May 15, 2008 (“Supplemental Information on First Request for Extension”) (ADAMS Accession No. ML081410585) (Attachment D).

On August 22, 2008, the NRC authorized Honeywell to continue to use goodwill in performing the financial test. Letter to Honeywell from NRC Re: Granting Extension of One-Year Exemption (“Second Approval”) (ADAMS Accession No. ML082250707) (Attachment E). The NRC noted that if the value of goodwill is included in Honeywell’s net worth test, Honeywell’s net worth to decommissioning liability was approximately 21 to 1.⁷ The NRC also observed that Honeywell continued to maintain a long-term credit rating of “A” as assigned by Standard & Poor’s. “Because the basis for granting the original exemption still applies,” the NRC again permitted use of the alternate financial test. *Id.*

F. NRC Denies License Amendment To Extend Authorization For Honeywell To Apply Alternative Financial Test

In 2009, the rulemaking on decommissioning planning was not finalized. Accordingly, on April 1, 2009, Honeywell again sought to extend the license amendment to permit continued use of goodwill. Letter to NRC from Honeywell Re: Request for Extension of

⁷ Although the NRC calculated the financial test ratio to be 21:1, the actual ratio was approximately 34:1. Honeywell’s total decommissioning liability was \$225 million, which included \$156 million for MTW and another \$68 million for self-guarantees for other Federal or State agencies (*e.g.*, EPA). The NRC apparently included the liability for MTW twice (\$156 million + \$156 million + \$68 million = \$380 million). Second Approval, Encl. 1, at 2. Regardless, the ratio was well beyond the requisite 10:1.

Exemption from Decommissioning Financial Assurance Requirements at 1 (“Second Request for Extension”) (ADAMS Accession No. ML090920087) (Attachment F). The request was nearly identical to the 2008 request. Honeywell explained that “[t]he rationale for seeking an extension of the exemption granted to Honeywell in the August 22, 2008 action is largely the same as” in Honeywell’s initial request. *Id.* And, as before, Honeywell noted that “[t]he NRC should also grant Honeywell’s request for an extension to the exemption granted in August 2008 because the exemption is entirely consistent with a proposed rule published on January 22, 2008.”

The NRC subsequently sought additional, clarifying information from Honeywell regarding the license amendment request. On October 13, 2009, Honeywell submitted supplemental information to the NRC. Letter from Honeywell to NRC Providing Supplemental Information to Request for Extension of Exemption from Decommissioning Financial Assurance Requirements (“Supp. Info.”) (ADAMS Accession No. ML092940177) (Attachment G). In the supplement, Honeywell provided updated information regarding the low risk of default for companies with bonds rated “A.” *Id.* at 6. Honeywell also explained that there was no apparent basis for the NRC to alter its conclusions regarding the proposed license amendment.⁸ *Id.* at 8. The bases that the NRC articulated for granting the exemption previously had not changed (*e.g.*, bond rating, accounting standards, annual re-passage).

Nevertheless, on December 11, 2009, the NRC denied Honeywell’s request to continue using goodwill in performing the financial test. Letter from NRC to Honeywell

⁸ Consistent with the value of its goodwill, Honeywell noted that it generates significant annual free cash flow that is available for decommissioning the MTW when necessary. Supp. Info. at 4. Honeywell generated \$3.1 billion in free cash flow in 2007 and in 2008, up from \$1.7 billion in free cash flow in 2004, \$1.8 billion in 2005, and \$2.2 billion in 2006. *Id.* Moreover, Honeywell had more than \$22.5 billion in assets in the United States at the end of 2008 (compared to \$20.3 billion and \$21.3 billion at the end of 2006 and 2007, respectively). *Id.*

Providing a Denial of the Honeywell Request for an Exemption from Decommissioning Financial Assurance Requirements at 3 (“2009 Denial Letter”) (ADAMS Accession No. ML093170604) (Attachment H). The NRC stated only that it found unpersuasive Honeywell’s argument that the proposed exemption was “consistent” with the then-pending proposed decommissioning rule. *Id.* at 2. The NRC noted that the draft rule proposed adding a minimum tangible net worth requirement of \$19 million. *Id.* The NRC did not explain why it reached a different conclusion than in the two prior years — it did not disavow its prior conclusions that goodwill could be used in performing the financial test or that the bond rating, in conjunction with the alternate financial test, provides reasonable assurance that sufficient funds will be available for decommissioning. Nor did the NRC address the supplemental information submitted by Honeywell on October 13, 2009.

As a result of the NRC’s decision, Honeywell was required to make alternate decommissioning financial assurance arrangements by April 11, 2010. Honeywell subsequently purchased and executed a costly surety bond to provide decommissioning financial assurance. On April 6, 2010, Honeywell submitted the surety bond, with supporting documentation, to the NRC.

G. Honeywell Successfully Appealed the Denial of the License Amendment

Honeywell appealed the NRC’s decision to deny the license amendment to the U.S. Court of Appeals for the District of Columbia Circuit. Honeywell argued that the NRC’s decision was arbitrary and capricious for failing to adequately explain the reasoning for the denial of the license amendment. The Court agreed. *Honeywell v. NRC*, 628 F.3d 568 (D.C.Cir 2010) (Attachment I). The Court found that the NRC’s decision denying the amendment was inconsistent with its precedent addressing Honeywell’s prior exemption requests. The Court also

found that the NRC's explanation for its denial in the December 11, 2009, letter was inadequate. The Court explained that the fact that Honeywell's tangible net worth declined does not provide a reasonable basis to distinguish the 2009 decision because Honeywell's tangible net worth was declining when it granted the 2007 and 2008 exemptions. *Id.* at 581. The Court also noted that the fact that Honeywell had a negative tangible net worth in 2009 cannot serve as the basis for the denial because its 2008 tangible net worth was also negative. *Id.* The Court also reasoned that a proposed rule requiring a licensee to have \$19 million in tangible net worth before allowing consideration of goodwill was irrelevant as the governing regulations have remained unchanged since Honeywell received its exemption in 2007. *Id.* Accordingly, the Court vacated the NRC's December 11, 2009 denial, and remanded Honeywell's April 11, 2009 exemption request to the NRC for further proceedings.

H. NRC Denies License Amendment on Remand

Following the Court's decision, Honeywell met with the NRC to discuss the path forward on the license amendment.⁹ At that meeting, Honeywell provided the NRC with information regarding its current financial position and explained why the bases for its request continued to satisfy the NRC's regulations. The NRC did not request additional information from Honeywell on its current financial position or the financial performance of other "A"-rated companies. Nevertheless, on April 25, 2011, the NRC Staff denied the license amendment. Letter from NRC to Larry Smith, Plant Manager, Honeywell ("2011 Denial Letter") (ADAMS Accession No. ML110600286) (Attachment K).

⁹ See Presentation to NRC Staff, "Financial Assurance for Decommissioning," dated March 14, 2011, at 11 (ADAMS Accession No. ML110740344) (end-of-year 2010 data) (Attachment J); Meeting Notice (ADAMS Accession No. ML110480737).

DISCUSSION

Honeywell is requesting a hearing on the NRC's decision to deny the license amendment. As a regulated entity and the licensee involved in the NRC Staff's decision, Honeywell has a direct interest in the license amendment proceeding. Honeywell participated in the underlying agency proceeding and is aggrieved by the NRC's decision, which affects the license for Honeywell's Metropolis Works facility. Thus, Honeywell has standing to request a hearing under 10 C.F.R. § 2.309(d). The request for hearing is timely because it was filed within 60 days of the NRC decision. *See* 10 C.F.R. § 2.309(b)(4)(ii). In addition, the NRC Staff has previously acknowledged the Honeywell could request a hearing on an NRC decision to deny the license amendment request. *See* NRC Staff Brief, dated August 9, 2010, D.C. Cir. Docket No. 10-1022, at 32 (noting that Honeywell could "elect[] to demand a hearing before the Board" on the NRC Staff decision to deny the license amendment); *id.* ("NRC hearing rules at 10 C.F.R. § 2.103(b) afford Honeywell the right to a plenary hearing before the NRC on its amendment application seeking an exemption.").

As discussed in greater detail below, the NRC Staff's 2011 Denial Letter is flawed in that it:

- (a) Ignores substantial evidence on the record that is contrary to its conclusions;
- (b) Gives reasons for the decision that are arbitrary and capricious on their face;
- (c) Relies on new rationales for denying the amendment without providing Honeywell an opportunity to respond; and
- (d) Applies criteria that are not found in NRC regulations.

Honeywell's position is supported by the substantial evidence already on the record. To the extent necessary, Honeywell will provide the expert testimony of Honeywell

officials, including the corporate treasurer, to further support its position that the amendment should be granted.

On remand, the NRC Staff asserts that the basis for granting the two prior exemptions no longer applies. Despite the information presented by Honeywell regarding its current financial conditions (including end-of-year 2009 and 2010 data),¹⁰ the NRC focused exclusively on Honeywell's 2008 financial data. For example, the NRC Staff states that Honeywell's tangible net worth "continued to deteriorate" and relies on the supposedly "continued and increased magnitude of Honeywell's failure to meet the criteria." Those statements are directly contradicted by the more recent information that Honeywell (2009 and 2010 data) presented to the NRC. The NRC Staff cannot selectively ignore information available to it that undercuts its position on remand.

The NRC Staff also ignores, without explanation, the test that it had applied previously in evaluating Honeywell's amendment request: ability to pay in normal circumstances and in times of financial distress. The NRC Staff did not address these criteria in detail in the 2011 Denial Letter. The NRC Staff asserts that bond ratings, which the NRC had previously used as surrogate for ability pay under normal circumstances, are not as reliable as previously thought. However, rather than turn to the same publicly-available sources of information that it

¹⁰ See, e.g., Letter from David Anderson, Senior Vice President and Chief Financial Officer, Honeywell, to NRC Document Control Desk, dated March 24, 2010 (end-of-year 2009 data) (Attachment L) and Presentation to NRC Staff, "Financial Assurance for Decommissioning," dated March 14, 2011, at 11 (ADAMS Accession No. ML110740344) (end-of-year 2010 data); see also Letter from Larry Smith, Plant Manager, Honeywell, to NRC Document Control Desk, dated March 8, 2011 (ADAMS Accession No. ML110680249) (noting that all of the key financial indicators, including net worth, tangible net worth, and goodwill, show improving trends relative to end-of-year 2008 numbers for the second straight year) (Attachment M); *id.* (including data on goodwill in attached CFO letter, dated March 7, 2011).

had relied upon in granting the license amendment previously (*e.g.*, Moody’s Reports), the NRC Staff made unsupported statements regarding the risk of default for companies with an “A” bond rating. And, the NRC Staff again ignored information in the record presented by Honeywell that contained updated, timely information showing the low risk of default.¹¹ The NRC Staff also relied on a proposed \$21 million minimum tangible net worth criterion. As Honeywell explained previously, this criterion is arbitrary and is not supported by the record, as the research on which it was based considered only “net worth,” not “tangible net worth.”¹² The NRC Staff’s decision is therefore arbitrary and capricious based on the limited and outdated record before it.

The NRC Staff also argues that it is not asking Honeywell to assume any burden that is different than the burden applied to other NRC materials licensees, despite the cost of compliance and the other companies’ financial positions.¹³ And, the NRC Staff asserts that Honeywell has provided no credible argument for why it should be treated differently than other similarly situated licensees when their failure to meet the regulations is not a temporary condition. However, neither of these purported criteria for reviewing a license amendment (or an exemption) can be found in NRC regulations or in prior NRC decisions. Thus, Honeywell had no way of knowing that NRC wanted this information and therefore could not be expected to

¹¹ See March 14, 2011 Presentation at 13 (highlighting low risk of default for a company that has had a rating of A in the three prior years based on 2009 information).

¹² Honeywell has a net worth of more than \$4 billion — far more than the minimum considered in the research relied upon by the NRC.

¹³ Although the NRC Staff argues that the costs to Honeywell are not relevant, cost was explicitly given as a reason for establishing the self guarantee as a form of decommissioning financial assurance. See “Self-Guarantee as an Additional Financial Assurance Mechanism; Final Rule,” 58 Fed. Reg. 68,726, 68,727 (Dec. 29, 1993) (explaining that the purpose of the mechanism was “to ‘reduce the licensee’s cost burden’ in annual fees for letters of credit, surety bonds, and other forms of third-party financial assurance, but ‘without causing adverse effects on public health and safety’”) (internal citations omitted).

provide such information. Agencies cannot invent new criteria for evaluating licensing actions without, at a minimum, providing regulated entities the opportunity to address the agency's change in position. Moreover, license amendments are routinely approved so long as the licensee demonstrates that the amendment is adequate to protect health and minimize danger to life and property. *See* 10 C.F.R. § 40.44 (referencing standards for amendments in 10 C.F.R. § 40.32).¹⁴ Here, the NRC's "new" requirements for a license amendment ignore the applicable regulatory standard and are, in any event, unnecessary to achieve the underlying regulatory objective, which is to provide assurance that funds will be available to pay for decommissioning when needed.

Finally, the NRC Staff argues that the requested exemption is inconsistent with the proposed decommissioning planning rule. The D.C. Circuit already reversed the NRC Staff's decision to deny the same license amendment request, in part because the NRC Staff relied on a non-final decommissioning planning rulemaking. 628 F.3d at 581. Agency rules have legal consequences only for the future and only after they are finalized (and effective). As the NRC's proposed minimum tangible net worth criterion has not been promulgated, the proposed requirement cannot be applied prospectively to Honeywell. Any other conclusion would allow the NRC to evade the commands of the Administrative Procedure Act ("APA") whenever it desires, and yet coerce the regulated industry into compliance. Allowing the NRC to enforce a non-final rule in subsequent adjudications trivializes the APA's rulemaking procedures.

¹⁴ The NRC Staff's new "criteria" are also not found in the requirements for an exemption. *See* 10 C.F.R. § 40.14 (authorizing exemptions that are authorized by law, do not endanger life or property or the common defense and security, and are otherwise in the public interest).

For the above reasons, Honeywell requests a hearing on the NRC Staff decision to deny the license amendment. The application should be reviewed ab initio by the Commission or a designated presiding officer.¹⁵

Respectfully submitted,

/s/ signed electronically by
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COUNSEL FOR HONEYWELL
INTERNATIONAL, INC.

Dated at Washington, District of Columbia
this 22nd day of June 2011

¹⁵ *Wisconsin Electric Power Co.* (Point Beach Nuclear Plant, Unit 2), ALAB-78, 5 AEC 319, 322 (1972).

Attachment	Description
Attachment A	Letter to NRC from Honeywell Re: Request for Exemption from Decommissioning Financial Assurance Requirements, dated December 1, 2006 (ADAMS Accession No. ML063390353).
Attachment B	Technical Evaluation Report for renewal of the operating license for MTW, dated May 11, 2007 (ADAMS Accession No. ML062640369).
Attachment C	Letter to NRC from Honeywell Re: Request for Exemption of Decommissioning Financial Assurance Requirements, dated April 11, 2008.
Attachment D	Letter to NRC from Honeywell, "Supplemental Information," dated May 15, 2008 (ADAMS Accession No. ML081410585).
Attachment E	Letter to Honeywell from NRC Re: Granting Extension of One-Year Exemption, dated August 22, 2008 (ADAMS Accession No. ML082250707).
Attachment F	Letter to NRC from Honeywell Re: Request for Extension of Exemption from Decommissioning Financial Assurance Requirements, dated April 1, 2009 (ADAMS Accession No. ML090920087).
Attachment G	Letter from Honeywell to NRC Providing Supplemental Information to Request for Extension of Exemption from Decommissioning Financial Assurance Requirements, dated October 13, 2009 (ADAMS Accession No. ML092940177).
Attachment H	Letter from NRC to Honeywell Providing a Denial of the Honeywell Request for an Exemption from Decommissioning Financial Assurance Requirements, dated December 11, 2009 (ADAMS Accession No. ML093170604).
Attachment I	<i>Honeywell v. NRC</i> , 628 F.3d 568 (D.C. Cir. 2010).
Attachment J	Presentation to NRC Staff, "Financial Assurance for Decommissioning," dated March 14, 2011 (ADAMS Accession No. ML110740344).
Attachment K	Letter from NRC to Larry Smith, Plant Manager, Honeywell, denying amendment request, dated April 25, 2011 (ADAMS Accession No. ML110600286).
Attachment L	Letter from David Anderson, Senior Vice President and Chief Financial Officer, Honeywell, to NRC Document Control Desk, dated March 24, 2010.
Attachment M	Letter from Larry Smith, Plant Manager, Honeywell, to NRC Document Control Desk, dated March 8, 2011 (ADAMS Accession No. ML110680249).
Attachment N	"Decommissioning Planning; Proposed Rule," 73 Fed. Reg. 3812 (Jan. 22, 2008).

June 22, 2011

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NUCLEAR REGULATORY COMMISSION

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HONEYWELL INTERNATIONAL INC.)	Docket No. 40-3392
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(Metropolis Works Facility))	

NOTICES OF APPEARANCE

Notice is hereby given that the following attorneys enter an appearance in the captioned matter on behalf of the Applicant, Honeywell International Inc. Each attorney is duly authorized, has been admitted to practice in the jurisdiction noted, and is in good standing. In accordance with 10 C.F.R. § 2.314(b), the following information is provided:

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COUNSEL FOR HONEYWELL
INTERNATIONAL INC.

Dated at Washington, District of Columbia
this 22nd day of June 2011

UNITED STATES OF AMERICA
NUCLEAR REGULATORY COMMISSION

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CERTIFICATE OF SERVICE

I hereby certify that copies of "REQUEST FOR HEARING" and "NOTICES OF APPEARANCES" in the captioned proceeding have been served via the Electronic Information Exchange ("EIE") this 22nd day of June 2011, which to the best of my knowledge resulted in transmittal of the foregoing to those on the EIE Service List for the captioned proceeding.

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