



Goodrich Corporation
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Frank A. DiPiero
 Vice President & Segment Counsel
 Electronic Systems and Secretary

July 12, 2012

**VIA CERTIFIED MAIL RETURN RECEIPT
 REQUESTED**

U.S. Nuclear Regulatory Commission Region I
 Attn: LAT
 2100 Renaissance Park
 King of Prussia, PA 19406

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 RECEIVED
 REGION I

Re: Application for Consent to Indirect Change in Control with respect to Goodrich Corporation, Materials License No. 06-20581-01

Dear Sir or Madam:

This letter serves as Goodrich Corporation's ("Goodrich") application requesting that the United States Nuclear Regulatory Commission ("NRC") consent to the indirect change of control (as such term is used by NRC) of Goodrich whereby Goodrich will become a wholly owned subsidiary of United Technologies Corporation ("UTC") as described below.

Currently, Goodrich holds a NRC Materials License, License No. 06-20581-01 (the "License") that was issued to Goodrich's ISR Systems' facility located at 100 Wooster Heights Road, M/S 839, Danbury, CT (the "Facility"). Following the closing, Goodrich, with no change in name or relevant operations or personnel, will continue to own and operate the Facility and will continue to perform the activities authorized by the License. Accordingly, Goodrich requests NRC's timely consent to this application as the transaction is scheduled to close July 25, 2012.

I. Relevant Entities and Description of the Transaction

Goodrich Corporation. Goodrich is a publically traded New York corporation, and is one of the largest worldwide suppliers of aerospace components, systems and services to the commercial and general aviation airplane markets. Goodrich is a leading supplier of systems and products to the global defense and space markets. Goodrich's principal offices are located at Four Coliseum Centre, 2730 West Tyvola Road, Charlotte, North Carolina 28217.

Goodrich's Facility was issued the License on August 11, 2004, and the License was amended on January 9, 2008. The License permits the Facility to use Cadmium 109 to test electronic devices. This material is a sealed source and the Facility is permitted to possess up to 15 millicurie at any one time. The License is scheduled to expire on September 30, 2014.

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United Technologies Corporation. UTC is a publically traded Delaware corporation, and is a diversified company providing high technology products and services to the global aerospace and building industries. UTC products include Pratt & Whitney aircraft engines, Sikorsky helicopters, Carrier heating, air conditioning and refrigeration systems, Hamilton Sundstrand aerospace systems and industrial products, Otis elevators and escalators, UTC Fire & Security systems and UTC Power fuel cells. UTC's principal executive offices are located at One Financial Plaza, Hartford, Connecticut 06101.

Charlotte Lucas Corporation. Charlotte Lucas Corporation ("Merger Sub"), a privately held New York corporation, is a wholly owned subsidiary of UTC formed solely for the purpose of effecting the merger with Goodrich. Merger Sub has not conducted any activities unrelated to its formation. Merger Sub's principal executive offices are located at One Financial Plaza, Hartford, Connecticut 06101.

The Transaction. Goodrich, UTC, and Merger Sub entered into an Agreement and Plan of Merger ("Merger Agreement"), which provides that, upon the terms and subject to the conditions set forth in the Merger Agreement, Merger Sub will merge with and into Goodrich, with Goodrich continuing as the surviving corporation and as a wholly owned subsidiary of UTC. Currently, the effective date of the merger is scheduled for July 25, 2012. Additional information regarding the Merger (as well as a copy of the Merger Agreement) can be found in Goodrich's February 7, 2012 DEFM Schedule 14A SEC filing. *A copy of this filing can be found at:* <http://ir.goodrich.com/phoenix.zhtml?c=60759&p=irol-sec>.

Following the Merger, Goodrich will retain its name and remain a New York corporation. Goodrich's principal offices will also remain at the address listed above. Further, Goodrich's business, subsidiaries and divisions (including the Facility) will continue to operate under the Goodrich entity providing the same products and services. Goodrich, however, will become a privately held company wholly owned by UTC, and Goodrich's current Board of Directors will be replaced with different individuals appointed by UTC. UTC intends to appoint only U.S. citizens to Goodrich's Board of Directors.

No New Contact Information. Goodrich's contact with responsibility over the License will remain the same following the Merger. The current contact with responsibility over the License is Steven W. Peterson, Goodrich ISR Systems EHS Manager and Radiation Safety Officer, who is located at the Facility and can be reached at (203) 797-5571.

Required NRC Findings. Pursuant to 10 CFR §40.38, NRC must find that the indirect change in control of the License would not result in the transfer of the License to (1) a corporation that is owned, controlled, or dominated by an alien, foreign corporation, or foreign



government, or (2) inimical to the common defense and security of the United States, or the maintenance of reliable and economical domestic source of enrichment services.

Following the Merger, neither Goodrich's nor the Facility's location, structure, operations and key operating personnel with control over the licensed activities will change. Further, UTC is a domestic corporation and Goodrich's new Board of Directors will hold U.S. citizenship as discussed above. Thus, the indirect change in control described in this application meets the above requirements.

II. Changes in Personnel or Duties Relating to License.

The Merger will not result in any changes in Goodrich's personnel or management having control over the licensed activities. Following the Merger, Steven W. Peterson and Michael Toth will remain the authorized individuals with control over the licensed activities. Both individuals are currently listed on the License and have been certified through Radiation Safety Officer Training.

III. Changes in Organization, Location and Facilities Relating to the License

The Merger will not result in any changes to the organization, location, facility, equipment or procedures that relate to the licensed activities. All organizational changes that will result from the Merger will not affect the Facility or its operations, including the Board of Directors changes described in Item I above.

IV. Status of Surveillance Program

The Merger will not affect Goodrich's and/or the Facility's surveillance records. The Facility currently performs all required surveillance, reviews the results and maintains all appropriate records at the Facility. The Facility's surveillance, review and recordkeeping will continue on an ongoing basis without interruption throughout and following the Merger. The Facility currently is in compliance with the License and will remain in compliance following the Merger.

V. Decommissioning and Related Records Transfer

The Merger will not affect Goodrich and/or the Facility's decommissioning records. The Merger will not involve the physical relocation of any records and all records concerning the safe and effective decommissioning of the Facility will remain with the Facility. As noted above, the licensed activities will continue at the Facility following the Merger, and the status of all decommissioning activities and plans remains identical to their status prior to the Merger. The Facility will continue to maintain all records in the same manner following the Merger. No decontamination is needed to prepare the Facility prior to the Merger, and the Facility is knowledgeable of all decommissioning activities that will be required following the Merger.



Under the terms of the License, Goodrich is not required to provide financial assurance for decommissioning activities at the Facility. As noted above, no changes in the Facility are planned following the Merger that would change the Facility's exemption from these requirements.

VI. Transferee's Commitment to Abide by Transferor's Commitments

The Merger does not create a new license and does not change Goodrich's existing commitments under the License. Goodrich will remain the Licensee, and Goodrich will continue to abide by the License's terms and all applicable laws and regulation following the Merger. Further, UTC as the new owner of Goodrich following the Merger, agrees to abide by all of Goodrich's constraints, conditions, requirements, representations and commitments attributed to the License.

VII. Conclusions

Accordingly, Goodrich hereby submits this application requesting NRC's consent to the indirect change in control that is scheduled to be effective July 25, 2012. Due to the imminent nature of this transaction, Goodrich respectfully requests NRC's prompt consideration and response to this application prior to this date.

This application is submitted consistent with NRC's Guidance About Changes of Control and About Bankruptcy Involving Byproduct, Source, or Special Nuclear Materials Licenses (NUREG-1156, Volume 15) and all applicable laws and regulations. As stated above, and agreed to below, UTC joins this application and agrees to abide by Goodrich's commitments under the License.

Please do not hesitate to contact Steven W. Peterson at (203) 797-5571 if you have any questions regarding the License, or Frank DiPiero at (704) 423-8684 for information regarding the Merger.

Respectfully submitted,

GOODRICH CORPORATION

UNITED TECHNOLOGIES CORPORATION

By: Frank A. DiPiero
Name: Frank A. DiPiero
Date: July 13, 2012

By: Cheryl Cundall
Name: Cheryl Cundall
Date: July 12, 2012