

Exhibit A



Fiscal Year:
Quarter Period:

10/01/2012 - 09/30/2013
09/23/2012 - 12/29/2012

Vendor:

HONEYWELL INTERNATIONAL, INC.
PO BOX 430
METROPOLIS, IL 62960-0000

Remit To:

Office of the Chief Financial Officer
U.S. Nuclear Regulatory Commission
P.O. Box 979051
St. Louis, MO 63197

Invoices for Period:

Invoice Number	Date	Due Date	Amount	Docket
LFB 13-2061	Jan 24, 2013	Feb 23, 2013	\$660,888.00	04003392

If there are any questions, contact (301) 415-7554. For NRC debt collection procedures, including interest and penalty provisions, see 31 U.S.C. 3717, 4 CFR 101-105, AND 10 CFR 15. Additional terms and conditions are attached.

Make checks payable to The U.S. Nuclear Regulatory Commission. Interest will accrue from the invoice date at an annual rate of 1%. Interest will be waived if payment is received by the due date. Please reference the invoice number on the remittance.

Billing Details:**Docket #:** 04003392**License #:** SUB-526**PART 170:**

TAC/IR Number	TAC/IR Name	Payment Period End Date	Regular Hours	Non- Regular Hours	Hour Rate	Hourly Costs	Contract Costs	Total Costs
L32759	HONEYWELL-POND CLOSURE	Oct 6, 2012	84.00	0.00	\$274.00	\$23,016.00	\$0.00	\$23,016.00
L32759	HONEYWELL-POND CLOSURE	Oct 20, 2012	72.25	0.00	\$274.00	\$19,796.50	\$0.00	\$19,796.50
L32759	HONEYWELL-POND CLOSURE	Nov 3, 2012	70.50	0.00	\$274.00	\$19,317.00	\$0.00	\$19,317.00
L32759	HONEYWELL-POND CLOSURE	Nov 17, 2012	89.75	0.00	\$274.00	\$24,591.50	\$0.00	\$24,591.50
L32759	HONEYWELL-POND CLOSURE	Dec 1, 2012	113.00	0.00	\$274.00	\$30,962.00	\$0.00	\$30,962.00
L32759	HONEYWELL-POND CLOSURE	Dec 15, 2012	130.50	0.00	\$274.00	\$35,757.00	\$0.00	\$35,757.00
L32759	HONEYWELL-POND CLOSURE	Dec 29, 2012	91.50	1.00	\$274.00	\$25,345.00	\$0.00	\$25,345.00
L32777	HONEYWELL METROPOLIS WORKS LICENSE AMENDMAENT REQUEST TO GRA	Oct 6, 2012	7.50	0.00	\$274.00	\$2,055.00	\$0.00	\$2,055.00
L32777	HONEYWELL METROPOLIS WORKS LICENSE AMENDMAENT REQUEST TO GRA	Oct 20, 2012	2.00	0.00	\$274.00	\$548.00	\$0.00	\$548.00
L32777	HONEYWELL METROPOLIS WORKS LICENSE AMENDMAENT REQUEST TO GRA	Nov 3, 2012	1.00	0.00	\$274.00	\$274.00	\$0.00	\$274.00
L32787	HONEYWELL- NOTIFICATION OF WASTE DISPOSAL	Oct 6, 2012	0.50	0.00	\$274.00	\$137.00	\$0.00	\$137.00

Billing Details:**Docket #:** 04003392**License #:** SUB-526**PART 170:**

TAC/IR Number	TAC/IR Name	Payment Period End Date	Regular Hours	Non- Regular Hours	Hour Rate	Hourly Costs	Contract Costs	Total Costs
L32788	"HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES"	Oct 6, 2012	110.50	0.00	\$274.00	\$30,277.00	\$0.00	\$30,277.00
L32788	"HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES"	Oct 20, 2012	84.50	8.50	\$274.00	\$25,482.00	\$0.00	\$25,482.00
L32788	"HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES"	Nov 3, 2012	115.50	3.50	\$274.00	\$32,606.00	\$0.00	\$32,606.00
L32788	"HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES"	Nov 17, 2012	148.00	11.50	\$274.00	\$43,703.00	\$0.00	\$43,703.00
L32788	"HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES"	Dec 1, 2012	114.50	9.50	\$274.00	\$33,976.00	\$0.00	\$33,976.00
L32788	"HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES"	Dec 15, 2012	312.25	12.75	\$274.00	\$89,050.00	\$0.00	\$89,050.00
L32788	"HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES"	Dec 29, 2012	170.75	15.50	\$274.00	\$51,032.50	\$0.00	\$51,032.50
L32792	HONEYWELL METROPOLIS WORKS EMERGENCY PREPAREDNESS EXERCISE S	Dec 1, 2012	4.50	1.00	\$274.00	\$1,507.00	\$0.00	\$1,507.00
L32792	HONEYWELL METROPOLIS WORKS EMERGENCY PREPAREDNESS EXERCISE S	Dec 15, 2012	5.00	0.00	\$274.00	\$1,370.00	\$0.00	\$1,370.00
L60413	HONEYWELL - PROJECT MANAGEMENT	Oct 6, 2012	34.50	0.00	\$274.00	\$9,453.00	\$0.00	\$9,453.00

Billing Details:**Docket #:** 04003392**License #:** SUB-526**PART 170:**

TAC/IR Number	TAC/IR Name	Payment Period End Date	Regular Hours	Non- Regular Hours	Hour Rate	Hourly Costs	Contract Costs	Total Costs
L60413	HONEYWELL - PROJECT MANAGEMENT	Oct 20, 2012	6.50	0.00	\$274.00	\$1,781.00	\$0.00	\$1,781.00
L60413	HONEYWELL - PROJECT MANAGEMENT	Nov 3, 2012	15.50	1.00	\$274.00	\$4,521.00	\$0.00	\$4,521.00
L60413	HONEYWELL - PROJECT MANAGEMENT	Nov 17, 2012	24.00	3.00	\$274.00	\$7,398.00	\$0.00	\$7,398.00
L60413	HONEYWELL - PROJECT MANAGEMENT	Dec 1, 2012	36.50	6.00	\$274.00	\$11,645.00	\$0.00	\$11,645.00
L60413	HONEYWELL - PROJECT MANAGEMENT	Dec 15, 2012	26.50	2.00	\$274.00	\$7,809.00	\$0.00	\$7,809.00
L60413	HONEYWELL - PROJECT MANAGEMENT	Dec 29, 2012	23.00	3.00	\$274.00	\$7,124.00	\$0.00	\$7,124.00

Adjustments**No Adjustments Found**

Total TAC Due for Docket	1,894.50	78.25		\$540,533.50	\$0.00	\$540,533.50
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Inspection Report Details

2012001/04003392	2012001/04003392	Nov 3, 2012	2.00	0.00	\$274.00	\$548.00	\$0.00	\$548.00
2012004/04003392	2012004/04003392	Oct 6, 2012	29.50	1.50	\$274.00	\$8,494.00	\$0.00	\$8,494.00
2012004/04003392	2012004/04003392	Oct 20, 2012	22.00	0.00	\$274.00	\$6,028.00	\$0.00	\$6,028.00
2012004/04003392	2012004/04003392	Nov 3, 2012	48.00	0.00	\$274.00	\$13,152.00	\$0.00	\$13,152.00
2012005/04003392	2012005/04003392	Oct 20, 2012	4.50	0.00	\$274.00	\$1,233.00	\$0.00	\$1,233.00
2012005/04003392	2012005/04003392	Nov 3, 2012	12.75	0.00	\$274.00	\$3,493.50	\$0.00	\$3,493.50
2012005/04003392	2012005/04003392	Nov 17, 2012	171.75	18.75	\$274.00	\$52,197.00	\$0.00	\$52,197.00
2012005/04003392	2012005/04003392	Dec 1, 2012	70.00	4.00	\$274.00	\$20,276.00	\$0.00	\$20,276.00
2012005/04003392	2012005/04003392	Dec 15, 2012	29.50	0.00	\$274.00	\$8,083.00	\$0.00	\$8,083.00

Billing Details:**Docket #:** 04003392**License #:** SUB-526**PART 170:**

TAC/IR Number	TAC/IR Name	Payment Period End Date	Regular Hours	Non- Regular Hours	Hour Rate	Hourly Costs	Contract Costs	Total Costs
Inspection Report Details								
2012005/04003392	2012005/04003392	Dec 29, 2012	25.00	0.00	\$274.00	\$6,850.00	\$0.00	\$6,850.00
Adjustments								
No Adjustments Found								
Total IR Due for Docket			415.00	24.25		\$120,354.50	\$0.00	\$120,354.50

TOTAL PART 170:**\$660,888.00****Total for License/Docket:****\$660,888.00**

Remittance Information:

Remit To: Office of the Chief Financial Officer
U.S. Nuclear Regulatory Commission
P.O. Box 979051
St. Louis, MO 63197

Invoice Number	Due Date	Docket	Amount
LFB 13-2061	Feb 23, 2013	04003392	\$660,888.00
		Total Due:	\$660,888.00

NRC FORM 629
(9-2008)

U.S. NUCLEAR REGULATORY COMMISSION

APPROVED BY OMB: NO. 3150-0190

EXPIRES: 05/31/2011

**AUTHORIZATION FOR PAYMENT
BY CREDIT CARD**

Estimated burden per response to comply with this voluntary collection request: 5 minutes. Requested information will allow respondents to transfer funds electronically. Send comments regarding burden estimate to the Records and FOIA/Privacy Services Branch (T-5 F53), U.S. Nuclear Regulatory Commission, Washington, DC 20555-0001, or by internet e-mail to infocollect@nrc.gov, and to the Desk Officer, Office of Information and Regulatory Affairs, NEOB-10202, (3150-0190), Office of Management and Budget, Washington, DC 20503. If a means used to impose an information collection does not display a currently valid OMB control number, the NRC may not conduct or sponsor, and a person is not required to respond to, the information collection.

The NRC is currently accepting credit card payment of fees and other debts. If you wish to pay by credit card, complete the authorization below. If you have any questions, contact NRC's collection service provider, Department of Interior/National Business Center at 303-969-5880.

NAME OF CARDHOLDER		ACCOUNT NUMBER	CARD EXPIRATION DATE
ADDRESS		CARDS ACCEPTED (Check card you are using) <input type="checkbox"/> VISA <input type="checkbox"/> MASTERCARD <input type="checkbox"/> NOVUS (DISCOVER) <input type="checkbox"/> AMERICAN EXPRESS	
TELEPHONE	LICENSE NUMBER	SIGNATURE OF CARDHOLDER	
INVOICE NUMBER OR DESCRIPTION	TOTAL AMOUNT OF TRANSACTION		

If you are paying an application or registration fee (including new licenses, amendments, etc.), mail the completed form with your application to the appropriate regional office.

For all other payments, send completed form to:

**U.S. Bank
U.S. Nuclear Regulatory Commission
Accounts Receivable Team
P. O. Box 975051
St. Louis, MO 63197-9000**

PRIVACY ACT STATEMENT

Pursuant to 5 U.S.C. 552a(e)(3), enacted into law by Section 3 of the Privacy Act of 1974 (Public Law 93-579), the following statement is furnished to individuals who supply information to the U.S. Nuclear Regulatory Commission (NRC) on NRC Form 629. This information is maintained as part of a system of records designated as NRC-32 and described at 71 Federal Register 59636 (October 10, 2006), or the most recent Federal Register publication of the NRC's "Republication of Systems of Records Notices" that is located in the NRC's Agencywide Documents Access and Management System.

- 1. AUTHORITY:** 5 U.S.C. 552a; 5 U.S.C. 5514; 15 U.S.C. 1681; 26 U.S.C. 6103(m)(2); 31 U.S.C. 37, subchapters I and II; 31 U.S.C. 3701(a)(3); 31 U.S.C. 3711; 31 U.S.C. 3716; 31 U.S.C. 3717; 31 U.S.C. 3718; 31 U.S.C. 3720; 42 U.S.C. 2201; 42 U.S.C. 5841; Cash Management Improvement Act Amendments of 1992 (Pub. L. 102-589); Debt Collection Improvement Act of 1996 (Pub. L. 104-134); 31 CFR Chapter IX, Parts 900-904; 10 CFR Parts 15, 16, 170, 171; Executive Order (E.O.) 9397; E.O. 12101; and E.O. 12731.
- 2. PRINCIPAL PURPOSE(S):** To collect credit card account information and provide authorization for its use to collect a payment or debt.
- 3. ROUTINE USE(S):** In addition to the disclosures permitted under subsection (b) of the Privacy Act, NRC may disclosed information to debt collection contractors or to other Federal agencies for the purpose of collecting and reporting on delinquent debts and to banks enrolled in the Treasury Credit Card Network to collect a payment or debt when the individual has given his or her credit card number for this purpose. Information may be disclosed in accordance with any of the routine uses listed in the Prefatory Statement of General Routine Uses which includes to an appropriate agency in the event the information indicates a violation or potential violation of law; in the course of an administrative or judicial proceeding; to an appropriate agency to the extent relevant and necessary for an NRC decision about you or to the extent relevant and necessary for that agency's decision about you; in the course of discovery under a protective order issued by a court of competent jurisdiction, and in presenting evidence; to a Congressional office to respond to their inquiry made at your request; to NRC-paid experts, consultants, and others under contract with the NRC, on a need-to-know basis; and to appropriate persons and entities for purposes of response and remedial efforts in the event of a suspected or confirmed breach of data from this system of records.
- 4. WHETHER DISCLOSURE IS MANDATORY OR VOLUNTARY AND EFFECT ON INDIVIDUAL OF NOT PROVIDING INFORMATION:** Providing this information is voluntary. However, not providing the requested information will not provide the NRC the information and authorization required to use your credit card to collect a payment or debt.
- 5. SYSTEM MANAGER(S) AND ADDRESS:** Director, Division of Financial Management, Office of the Chief Financial Officer, U.S. Nuclear Regulatory Commission, Washington, DC 20555-0001.

Exhibit B



Fiscal Year:
Quarter Period:

10/01/2012 - 09/30/2013
12/30/2012 - 03/23/2013

Vendor:

HONEYWELL INTERNATIONAL, INC.
PO BOX 430
METROPOLIS, IL 62960-0000

Remit To:

Office of the Chief Financial Officer
U.S. Nuclear Regulatory Commission
P.O. Box 979051
St. Louis, MO 63197

Invoices for Period:

Invoice Number	Date	Due Date	Amount	Docket
LFB 13-3439	Apr 18, 2013	May 18, 2013	\$855,428.00	04003392

If there are any questions, contact (301) 415-7554. For NRC debt collection procedures, including interest and penalty provisions, see 31 U.S.C. 3717, 4 CFR 101-105, AND 10 CFR 15. Additional terms and conditions are attached.

Make checks payable to The U.S. Nuclear Regulatory Commission. Interest will accrue from the invoice date at an annual rate of 1%. Interest will be waived if payment is received by the due date. Please reference the invoice number on the remittance.

Billing Details:**Docket #:** 04003392**License #:** SUB-526**PART 170:**

TAC/IR Number	TAC/IR Name	Payment Period End Date	Regular Hours	Non- Regular Hours	Hour Rate	Hourly Costs	Contract Costs	Total Costs
L32759	HONEYWELL-POND CLOSURE	Jan 12, 2013	75.50	0.00	\$274.00	\$20,687.00	\$0.00	\$20,687.00
L32759	HONEYWELL-POND CLOSURE	Jan 26, 2013	117.25	1.00	\$274.00	\$32,400.50	\$0.00	\$32,400.50
L32759	HONEYWELL-POND CLOSURE	Feb 9, 2013	105.50	0.00	\$274.00	\$28,907.00	\$0.00	\$28,907.00
L32759	HONEYWELL-POND CLOSURE	Feb 23, 2013	59.00	0.00	\$274.00	\$16,166.00	\$0.00	\$16,166.00
L32759	HONEYWELL-POND CLOSURE	Mar 9, 2013	14.00	0.00	\$274.00	\$3,836.00	\$0.00	\$3,836.00
L32759	HONEYWELL-POND CLOSURE	Mar 23, 2013	52.00	0.00	\$274.00	\$14,248.00	\$0.00	\$14,248.00
L32788	"HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES"	Jan 12, 2013	189.50	14.00	\$274.00	\$55,759.00	\$0.00	\$55,759.00
L32788	"HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES"	Jan 26, 2013	263.00	13.00	\$274.00	\$75,624.00	\$0.00	\$75,624.00
L32788	"HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES"	Feb 9, 2013	398.50	31.50	\$274.00	\$117,820.00	\$0.00	\$117,820.00
L32788	"HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES"	Feb 23, 2013	309.50	17.50	\$274.00	\$89,598.00	\$0.00	\$89,598.00
L32788	"HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES"	Mar 9, 2013	328.75	8.50	\$274.00	\$92,406.50	\$0.00	\$92,406.50
L32788	"HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES"	Mar 23, 2013	226.50	4.25	\$274.00	\$63,225.50	\$0.00	\$63,225.50

Billing Details:**Docket #:** 04003392**License #:** SUB-526**PART 170:**

TAC/IR Number	TAC/IR Name	Payment Period End Date	Regular Hours	Non- Regular Hours	Hour Rate	Hourly Costs	Contract Costs	Total Costs
L36006	HONEYWELL-HONEYWELL METROPOLIS WORKS DECOMMISSIONING COST ES	Feb 23, 2013	5.25	0.00	\$274.00	\$1,438.50	\$0.00	\$1,438.50
L36006	HONEYWELL-HONEYWELL METROPOLIS WORKS DECOMMISSIONING COST ES	Mar 9, 2013	5.75	0.00	\$274.00	\$1,575.50	\$0.00	\$1,575.50
L36006	HONEYWELL-HONEYWELL METROPOLIS WORKS DECOMMISSIONING COST ES	Mar 23, 2013	3.75	0.00	\$274.00	\$1,027.50	\$0.00	\$1,027.50
L60413	HONEYWELL - PROJECT MANAGEMENT	Jan 12, 2013	12.00	4.00	\$274.00	\$4,384.00	\$0.00	\$4,384.00
L60413	HONEYWELL - PROJECT MANAGEMENT	Jan 26, 2013	24.00	5.00	\$274.00	\$7,946.00	\$0.00	\$7,946.00
L60413	HONEYWELL - PROJECT MANAGEMENT	Feb 9, 2013	21.50	3.00	\$274.00	\$6,713.00	\$0.00	\$6,713.00
L60413	HONEYWELL - PROJECT MANAGEMENT	Feb 23, 2013	24.50	1.75	\$274.00	\$7,192.50	\$0.00	\$7,192.50
L60413	HONEYWELL - PROJECT MANAGEMENT	Mar 9, 2013	21.00	0.50	\$274.00	\$5,891.00	\$0.00	\$5,891.00
L60413	HONEYWELL - PROJECT MANAGEMENT	Mar 23, 2013	38.00	0.00	\$274.00	\$10,412.00	\$0.00	\$10,412.00
Adjustments								
L32788	"HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES"	Oct 6, 2012	41.00	8.00	\$274.00	\$13,426.00	\$0.00	\$13,426.00
Total TAC Due for Docket			2,335.75	112.00		\$670,683.50	\$0.00	\$670,683.50

Billing Details:**Docket #: 04003392****License #: SUB-526****PART 170:**

TAC/IR Number	TAC/IR Name	Payment Period End Date	Regular Hours	Non- Regular Hours	Hour Rate	Hourly Costs	Contract Costs	Total Costs
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Inspection Report Details

2012001/04003392	2012001/04003392	Jan 12, 2013	3.00	0.00	\$274.00	\$822.00	\$0.00	\$822.00
2012001/04003392	2012001/04003392	Jan 26, 2013	10.50	0.00	\$274.00	\$2,877.00	\$0.00	\$2,877.00
2013001/04003392	2013001/04003392	Feb 9, 2013	3.00	0.00	\$274.00	\$822.00	\$0.00	\$822.00
2013001/04003392	2013001/04003392	Feb 23, 2013	21.75	0.00	\$274.00	\$5,959.50	\$0.00	\$5,959.50
2013001/04003392	2013001/04003392	Mar 9, 2013	21.00	0.00	\$274.00	\$5,754.00	\$0.00	\$5,754.00
2013001/04003392	2013001/04003392	Mar 23, 2013	15.00	0.00	\$274.00	\$4,110.00	\$0.00	\$4,110.00
2013002/04003392	2013002/04003392	Jan 12, 2013	72.00	5.50	\$274.00	\$21,235.00	\$0.00	\$21,235.00
2013002/04003392	2013002/04003392	Jan 26, 2013	139.00	14.00	\$274.00	\$41,922.00	\$0.00	\$41,922.00
2013002/04003392	2013002/04003392	Feb 9, 2013	103.00	16.50	\$274.00	\$32,743.00	\$0.00	\$32,743.00
2013002/04003392	2013002/04003392	Feb 23, 2013	9.00	0.00	\$274.00	\$2,466.00	\$0.00	\$2,466.00
2013002/04003392	2013002/04003392	Mar 9, 2013	98.00	10.50	\$274.00	\$29,729.00	\$0.00	\$29,729.00
2013002/04003392	2013002/04003392	Mar 23, 2013	55.00	0.00	\$274.00	\$15,070.00	\$0.00	\$15,070.00
2013003/04003392	2013003/04003392	Mar 23, 2013	5.50	0.00	\$274.00	\$1,507.00	\$0.00	\$1,507.00
2013401/04003392	2013401/04003392	Mar 9, 2013	72.00	0.00	\$274.00	\$19,728.00	\$0.00	\$19,728.00

Adjustments**No Adjustments Found**

Total IR Due for Docket	627.75	46.50	\$184,744.50	\$0.00	\$184,744.50
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TOTAL PART 170:	\$855,428.00
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Billing Details:

Docket #: 04003392 License #: SUB-526

PART 170:

TAC/IR Number	TAC/IR Name	Payment Period End Date	Regular Hours	Non- Regular Hours	Hour Rate	Hourly Costs	Contract Costs	Total Costs
Total for License/Docket:								\$855,428.00

Remittance Information:

Remit To: Office of the Chief Financial Officer
U.S. Nuclear Regulatory Commission
P.O. Box 979051
St. Louis, MO 63197

Invoice Number	Due Date	Docket	Amount
LFB 13-3439	May 18, 2013	04003392	\$855,428.00
		Total Due:	\$855,428.00

Exhibit C



Fiscal Year:
Quarter Period:

10/01/2012 - 09/30/2013
03/24/2013 - 06/29/2013

Vendor:

HONEYWELL INTERNATIONAL, INC.
PO BOX 430
METROPOLIS, IL 62960-0000

Remit To:

Office of the Chief Financial Officer
U.S. Nuclear Regulatory Commission
P.O. Box 979051
St. Louis, MO 63197

Invoices for Period:

Invoice Number	Date	Due Date	Amount	Docket
LFB 13-4946	Jul 25, 2013	Aug 24, 2013	\$881,389.50	04003392

For questions, contact (301) 415-7554 or by email at fees.resource@nrc.gov. For NRC debt collection procedures, including interest and penalty provisions, see 31 U.S.C. 3717, 4 CFR 101-105, AND 10 CFR 15. Additional terms and conditions are attached.

Make checks payable to The U.S. Nuclear Regulatory Commission. Interest will accrue from the invoice date at an annual rate of 1%. Interest will be waived if payment is received by the due date. Please reference the invoice number on the remittance.

Billing Details:**Docket #:** 04003392**License #:** SUB-526**PART 170:**

TAC/IR Number	TAC/IR Name	Payment Period End Date	Regular Hours	Non- Regular Hours	Hour Rate	Hourly Costs	Contract Costs	Total Costs
L32759	HONEYWELL-POND CLOSURE	Apr 6, 2013	40.50	0.00	\$274.00	\$11,097.00	\$0.00	\$11,097.00
L32759	HONEYWELL-POND CLOSURE	Apr 20, 2013	52.00	0.00	\$274.00	\$14,248.00	\$0.00	\$14,248.00
L32759	HONEYWELL-POND CLOSURE	May 4, 2013	55.00	4.00	\$274.00	\$16,166.00	\$0.00	\$16,166.00
L32759	HONEYWELL-POND CLOSURE	May 18, 2013	28.00	2.50	\$274.00	\$8,357.00	\$0.00	\$8,357.00
L32759	HONEYWELL-POND CLOSURE	Jun 1, 2013	40.50	0.00	\$274.00	\$11,097.00	\$0.00	\$11,097.00
L32759	HONEYWELL-POND CLOSURE	Jun 15, 2013	70.50	1.00	\$274.00	\$19,591.00	\$0.00	\$19,591.00
L32759	HONEYWELL-POND CLOSURE	Jun 29, 2013	28.00	2.00	\$274.00	\$8,220.00	\$0.00	\$8,220.00
L32788	"HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES"	Apr 6, 2013	250.75	8.50	\$274.00	\$71,034.50	\$0.00	\$71,034.50
L32788	"HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES"	Apr 20, 2013	196.25	9.25	\$274.00	\$56,307.00	\$0.00	\$56,307.00
L32788	"HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES"	May 4, 2013	190.50	4.50	\$274.00	\$53,430.00	\$0.00	\$53,430.00
L32788	"HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES"	May 18, 2013	224.00	11.75	\$274.00	\$64,595.50	\$0.00	\$64,595.50
L32788	"HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES"	Jun 1, 2013	218.50	6.50	\$274.00	\$61,650.00	\$0.00	\$61,650.00

Billing Details:**Docket #: 04003392****License #: SUB-526****PART 170:**

TAC/IR Number	TAC/IR Name	Payment Period End Date	Regular Hours	Non- Regular Hours	Hour Rate	Hourly Costs	Contract Costs	Total Costs
L32788	"HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES"	Jun 15, 2013	267.25	14.75	\$274.00	\$77,268.00	\$0.00	\$77,268.00
L32788	"HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES"	Jun 29, 2013	269.75	17.75	\$274.00	\$78,775.00	\$0.00	\$78,775.00
L36006	HONEYWELL-HONEYWELL METROPOLIS WORKS DECOMMISSIONING COST ES	Apr 6, 2013	4.50	0.00	\$274.00	\$1,233.00	\$0.00	\$1,233.00
L36006	HONEYWELL-HONEYWELL METROPOLIS WORKS DECOMMISSIONING COST ES	Apr 20, 2013	6.50	0.00	\$274.00	\$1,781.00	\$0.00	\$1,781.00
L36006	HONEYWELL-HONEYWELL METROPOLIS WORKS DECOMMISSIONING COST ES	May 4, 2013	14.50	0.00	\$274.00	\$3,973.00	\$0.00	\$3,973.00
L36006	HONEYWELL-HONEYWELL METROPOLIS WORKS DECOMMISSIONING COST ES	May 18, 2013	6.00	0.50	\$274.00	\$1,781.00	\$0.00	\$1,781.00
L36006	HONEYWELL-HONEYWELL METROPOLIS WORKS DECOMMISSIONING COST ES	Jun 1, 2013	8.00	0.00	\$274.00	\$2,192.00	\$0.00	\$2,192.00
L36006	HONEYWELL-HONEYWELL METROPOLIS WORKS DECOMMISSIONING COST ES	Jun 15, 2013	12.00	0.00	\$274.00	\$3,288.00	\$0.00	\$3,288.00

Billing Details:**Docket #:** 04003392**License #:** SUB-526**PART 170:**

TAC/IR Number	TAC/IR Name	Payment Period End Date	Regular Hours	Non- Regular Hours	Hour Rate	Hourly Costs	Contract Costs	Total Costs
L36006	HONEYWELL-HONEYWELL METROPOLIS WORKS DECOMMISSIONING COST ES	Jun 29, 2013	6.50	1.00	\$274.00	\$2,055.00	\$0.00	\$2,055.00
L36007	HONEYWELL-HONEYWELL METROPOLIS WORKS CONFIGURATION CHANGES F	Apr 20, 2013	1.00	0.00	\$274.00	\$274.00	\$0.00	\$274.00
L36007	HONEYWELL-HONEYWELL METROPOLIS WORKS CONFIGURATION CHANGES F	Jun 29, 2013	3.50	0.00	\$274.00	\$959.00	\$0.00	\$959.00
L60413	HONEYWELL - PROJECT MANAGEMENT	Apr 6, 2013	24.50	0.00	\$274.00	\$6,713.00	\$0.00	\$6,713.00
L60413	HONEYWELL - PROJECT MANAGEMENT	Apr 20, 2013	40.50	0.00	\$274.00	\$11,097.00	\$0.00	\$11,097.00
L60413	HONEYWELL - PROJECT MANAGEMENT	May 4, 2013	25.00	0.00	\$274.00	\$6,850.00	\$0.00	\$6,850.00
L60413	HONEYWELL - PROJECT MANAGEMENT	May 18, 2013	36.00	8.00	\$274.00	\$12,056.00	\$0.00	\$12,056.00
L60413	HONEYWELL - PROJECT MANAGEMENT	Jun 1, 2013	17.50	1.50	\$274.00	\$5,206.00	\$0.00	\$5,206.00
L60413	HONEYWELL - PROJECT MANAGEMENT	Jun 15, 2013	21.50	0.00	\$274.00	\$5,891.00	\$0.00	\$5,891.00
L60413	HONEYWELL - PROJECT MANAGEMENT	Jun 29, 2013	11.50	0.00	\$274.00	\$3,151.00	\$0.00	\$3,151.00
Adjustments								
L32788	"HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES"	Feb 9, 2013	6.00	0.00	\$274.00	\$1,644.00	\$0.00	\$1,644.00

Billing Details:**Docket #:** 04003392**License #:** SUB-526**PART 170:**

TAC/IR Number	TAC/IR Name	Payment Period End Date	Regular Hours	Non- Regular Hours	Hour Rate	Hourly Costs	Contract Costs	Total Costs
L32788	"HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES"	Mar 23, 2013	-6.00	0.00	\$274.00	(\$1,644.00)	\$0.00	(\$1,644.00)
Total TAC Due for Docket			2,170.50	93.50		\$620,336.00	\$0.00	\$620,336.00

Inspection Report Details

2013001/04003392	2013001/04003392	May 4, 2013	3.00	0.00	\$274.00	\$822.00	\$0.00	\$822.00
2013001/04003392	2013001/04003392	Jun 15, 2013	5.00	0.00	\$274.00	\$1,370.00	\$0.00	\$1,370.00
2013002/04003392	2013002/04003392	Apr 6, 2013	7.50	0.00	\$274.00	\$2,055.00	\$0.00	\$2,055.00
2013003/04003392	2013003/04003392	Apr 6, 2013	58.75	0.00	\$274.00	\$16,097.50	\$0.00	\$16,097.50
2013003/04003392	2013003/04003392	Apr 20, 2013	196.25	12.25	\$274.00	\$57,129.00	\$0.00	\$57,129.00
2013003/04003392	2013003/04003392	May 4, 2013	119.00	9.00	\$274.00	\$35,072.00	\$0.00	\$35,072.00
2013003/04003392	2013003/04003392	May 18, 2013	227.00	23.50	\$274.00	\$68,637.00	\$0.00	\$68,637.00

Billing Details:**Docket #:** 04003392**License #:** SUB-526**PART 170:**

TAC/IR Number	TAC/IR Name	Payment Period End Date	Regular Hours	Non- Regular Hours	Hour Rate	Hourly Costs	Contract Costs	Total Costs
Inspection Report Details								
2013003/04003392	2013003/04003392	Jun 1, 2013	93.00	0.00	\$274.00	\$25,482.00	\$0.00	\$25,482.00
2013003/04003392	2013003/04003392	Jun 15, 2013	142.00	16.00	\$274.00	\$43,292.00	\$0.00	\$43,292.00
2013003/04003392	2013003/04003392	Jun 29, 2013	35.00	0.00	\$274.00	\$9,590.00	\$0.00	\$9,590.00
2013004/04003392	2013004/04003392	May 18, 2013	0.50	0.00	\$274.00	\$137.00	\$0.00	\$137.00
2013004/04003392	2013004/04003392	Jun 29, 2013	5.00	0.00	\$274.00	\$1,370.00	\$0.00	\$1,370.00

Adjustments**No Adjustments Found**

Total IR Due for Docket	892.00	60.75	\$261,053.50	\$0.00	\$261,053.50
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TOTAL PART 170:**\$881,389.50****Total for License/Docket:****\$881,389.50**

Remittance Information:

Remit To: Office of the Chief Financial Officer

U.S. Nuclear Regulatory Commission

P.O. Box 979051

St. Louis, MO 63197

Invoice Number

LFB 13-4946

Due Date

Aug 24, 2013

Docket

04003392

Total Due:

Amount

\$881,389.50

\$881,389.50

Exhibit D



Fiscal Year:
Quarter Period:

10/01/2013 - 09/30/2014
06/30/2013 - 09/21/2013

Vendor:

HONEYWELL INTERNATIONAL, INC.
PO BOX 430
METROPOLIS, IL 62960-0000

Remit To:

Office of the Chief Financial Officer
U.S. Nuclear Regulatory Commission
P.O. Box 979051
St. Louis, MO 63197

Invoices for Period:

Invoice Number	Date	Due Date	Amount	Docket
LFB 14-0391	Oct 24, 2013	Nov 23, 2013	\$356,286.50	04003392

For questions, contact (301) 415-7554 or by email at fees.resource@nrc.gov. For NRC debt collection procedures, including interest and penalty provisions, see 31 U.S.C. 3717, 4 CFR 101-105, AND 10 CFR 15. Additional terms and conditions are attached.

Make checks payable to The U.S. Nuclear Regulatory Commission. Interest will accrue from the invoice date at an annual rate of 1%. Interest will be waived if payment is received by the due date. Please reference the invoice number on the remittance.

Billing Details:**Docket #:** 04003392**License #:** SUB-526**PART 170:**

TAC/IR Number	TAC/IR Name	Payment Period End Date	Regular Hours	Non- Regular Hours	Hour Rate	Hourly Costs	Contract Costs	Total Costs
L32759	HONEYWELL-POND CLOSURE	Jul 13, 2013	24.00	0.00	\$274.00	\$6,576.00	\$0.00	\$6,576.00
L32759	HONEYWELL-POND CLOSURE	Jul 27, 2013	48.00	0.00	\$274.00	\$13,152.00	\$0.00	\$13,152.00
L32759	HONEYWELL-POND CLOSURE	Aug 10, 2013	45.50	2.50	\$274.00	\$13,152.00	\$0.00	\$13,152.00
L32759	HONEYWELL-POND CLOSURE	Aug 24, 2013	47.00	0.00	\$274.00	\$12,878.00	\$0.00	\$12,878.00
L32759	HONEYWELL-POND CLOSURE	Sep 7, 2013	92.50	0.00	\$274.00	\$25,345.00	\$0.00	\$25,345.00
L32759	HONEYWELL-POND CLOSURE	Sep 21, 2013	96.50	1.00	\$272.00	\$26,520.00	\$0.00	\$26,520.00
L32788	"HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES"	Jul 13, 2013	138.00	17.25	\$274.00	\$42,538.50	\$0.00	\$42,538.50
L32788	"HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES"	Jul 27, 2013	5.25	0.00	\$274.00	\$1,438.50	\$0.00	\$1,438.50
L32788	"HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES"	Aug 10, 2013	1.25	0.00	\$274.00	\$342.50	\$0.00	\$342.50
L32788	"HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES"	Aug 24, 2013	3.00	0.00	\$274.00	\$822.00	\$0.00	\$822.00
L32788	"HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES"	Sep 7, 2013	9.00	0.00	\$274.00	\$2,466.00	\$0.00	\$2,466.00
L32788	"HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES"	Sep 21, 2013	16.00	5.00	\$272.00	\$5,712.00	\$0.00	\$5,712.00

Billing Details:**Docket #:** 04003392**License #:** SUB-526**PART 170:**

TAC/IR Number	TAC/IR Name	Payment Period End Date	Regular Hours	Non- Regular Hours	Hour Rate	Hourly Costs	Contract Costs	Total Costs
L36006	HONEYWELL-HONEYWELL METROPOLIS WORKS DECOMMISSIONING COST ES	Jul 13, 2013	15.50	0.00	\$274.00	\$4,247.00	\$0.00	\$4,247.00
L36006	HONEYWELL-HONEYWELL METROPOLIS WORKS DECOMMISSIONING COST ES	Jul 27, 2013	12.50	0.00	\$274.00	\$3,425.00	\$0.00	\$3,425.00
L36006	HONEYWELL-HONEYWELL METROPOLIS WORKS DECOMMISSIONING COST ES	Sep 7, 2013	5.25	0.00	\$274.00	\$1,438.50	\$0.00	\$1,438.50
L36006	HONEYWELL-HONEYWELL METROPOLIS WORKS DECOMMISSIONING COST ES	Sep 21, 2013	0.75	0.00	\$272.00	\$204.00	\$0.00	\$204.00
L60413	HONEYWELL - PROJECT MANAGEMENT	Jul 13, 2013	13.00	3.50	\$274.00	\$4,521.00	\$0.00	\$4,521.00
L60413	HONEYWELL - PROJECT MANAGEMENT	Jul 27, 2013	24.00	2.00	\$274.00	\$7,124.00	\$0.00	\$7,124.00
L60413	HONEYWELL - PROJECT MANAGEMENT	Aug 10, 2013	23.50	1.50	\$274.00	\$6,850.00	\$0.00	\$6,850.00
L60413	HONEYWELL - PROJECT MANAGEMENT	Aug 24, 2013	26.00	2.00	\$274.00	\$7,672.00	\$0.00	\$7,672.00
L60413	HONEYWELL - PROJECT MANAGEMENT	Sep 7, 2013	24.00	0.00	\$274.00	\$6,576.00	\$0.00	\$6,576.00
L60413	HONEYWELL - PROJECT MANAGEMENT	Sep 21, 2013	21.00	3.50	\$272.00	\$6,664.00	\$0.00	\$6,664.00

Adjustments

Billing Details:**Docket #:** 04003392**License #:** SUB-526**PART 170:**

TAC/IR Number	TAC/IR Name	Payment Period End Date	Regular Hours	Non- Regular Hours	Hour Rate	Hourly Costs	Contract Costs	Total Costs
L32788	"HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES"	Nov 17, 2012	-1.25	3.00	\$274.00	\$479.50	\$0.00	\$479.50
L32788	"HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES"	Dec 1, 2012	0.00	4.00	\$274.00	\$1,096.00	\$0.00	\$1,096.00
L32788	"HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES"	Feb 9, 2013	7.00	0.00	\$274.00	\$1,918.00	\$0.00	\$1,918.00
L32788	"HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES"	Jun 29, 2013	0.00	0.75	\$274.00	\$205.50	\$0.00	\$205.50
Total TAC Due for Docket			697.25	46.00		\$203,363.00	\$0.00	\$203,363.00

Inspection Report Details

2013004/04003392	2013004/04003392	Jul 13, 2013	18.00	9.00	\$274.00	\$7,398.00	\$0.00	\$7,398.00
2013004/04003392	2013004/04003392	Jul 27, 2013	55.00	8.75	\$274.00	\$17,467.50	\$0.00	\$17,467.50
2013004/04003392	2013004/04003392	Aug 10, 2013	9.75	3.00	\$274.00	\$3,493.50	\$0.00	\$3,493.50
2013004/04003392	2013004/04003392	Aug 24, 2013	70.00	4.50	\$274.00	\$20,413.00	\$0.00	\$20,413.00
2013004/04003392	2013004/04003392	Sep 7, 2013	168.75	18.00	\$274.00	\$51,169.50	\$0.00	\$51,169.50
2013004/04003392	2013004/04003392	Sep 21, 2013	183.50	7.25	\$272.00	\$51,884.00	\$0.00	\$51,884.00

Adjustments

2013001/04003392	2013001/04003392	Jun 15, 2013	-5.00	0.00	\$274.00	(\$1,370.00)	\$0.00	(\$1,370.00)
2013003/04003392	2013003/04003392	Jun 15, 2013	5.00	0.00	\$274.00	\$1,370.00	\$0.00	\$1,370.00
2013004/04003392	2013004/04003392	Jun 29, 2013	0.00	4.00	\$274.00	\$1,096.00	\$0.00	\$1,096.00

Total IR Due for Docket			505.00	54.50		\$152,921.50	\$0.00	\$152,921.50
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Billing Details:

Docket #: 04003392

License #: SUB-526

PART 170:

TAC/IR Number	TAC/IR Name	Payment Period End Date	Regular Hours	Non- Regular Hours	Hour Rate	Hourly Costs	Contract Costs	Total Costs
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Inspection Report Details

TOTAL PART 170:								\$356,284.50
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Total for License/Docket:								\$356,284.50
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Remittance Information:

Remit To: Office of the Chief Financial Officer
U.S. Nuclear Regulatory Commission
P.O. Box 979051
St. Louis, MO 63197

Invoice Number	Due Date	Docket	Amount
LFB 14-0391	Nov 23, 2013	04003392	\$356,286.50
		Total Due:	\$356,286.50

Exhibit E



Fiscal Year: 10/01/2013 - 09/30/2014
Quarter Period: 09/22/2013 - 12/28/2013

Vendor:

HONEYWELL INTERNATIONAL, INC.
PO BOX 430
METROPOLIS, IL 62960-0000

Remit To:

Office of the Chief Financial Officer
U.S. Nuclear Regulatory Commission
P.O. Box 979051
St. Louis, MO 63197

Invoices for Period:

Invoice Number	Date	Due Date	Amount	Docket
LFB 14-1691	Jan 24, 2014	Feb 23, 2014	\$130,134.00	04003392

For questions, contact (301) 415-7554 or by email at fees.resource@nrc.gov. For NRC debt collection procedures, including interest and penalty provisions, see 31 U.S.C. 3717, 4 CFR 101-105, AND 10 CFR 15. Additional terms and conditions are attached.

Make checks payable to The U.S. Nuclear Regulatory Commission. Interest will accrue from the invoice date at an annual rate of 1%. Interest will be waived if payment is received by the due date. Please reference the invoice number on the remittance.

Billing Details:**Docket #:** 04003392**License #:** SUB-526**PART 170:**

TAC/IR Number	TAC/IR Name	Payment Period End Date	Regular Hours	Non- Regular Hours	Hour Rate	Hourly Costs	Contract Costs	Total Costs
L32759	HONEYWELL-POND CLOSURE	Oct 5, 2013	14.50	0.00	\$272.00	\$3,944.00	\$0.00	\$3,944.00
L36006	HONEYWELL-HONEYWELL METROPOLIS WORKS DECOMMISSIONING COST ES	Oct 5, 2013	0.00	1.00	\$272.00	\$272.00	\$0.00	\$272.00
L36026	HONEYWELL - REVIEW REVISED ISA SUMMARY SUBMITTAL FOR CONFIRM	Nov 30, 2013	46.75	1.25	\$272.00	\$13,056.00	\$0.00	\$13,056.00
L36026	HONEYWELL - REVIEW REVISED ISA SUMMARY SUBMITTAL FOR CONFIRM	Dec 14, 2013	109.00	0.75	\$272.00	\$29,852.00	\$0.00	\$29,852.00
L36026	HONEYWELL - REVIEW REVISED ISA SUMMARY SUBMITTAL FOR CONFIRM	Dec 28, 2013	63.50	1.50	\$272.00	\$17,680.00	\$0.00	\$17,680.00
L60413	HONEYWELL - PROJECT MANAGEMENT	Oct 5, 2013	29.50	0.00	\$272.00	\$8,024.00	\$0.00	\$8,024.00
L60413	HONEYWELL - PROJECT MANAGEMENT	Oct 19, 2013	8.00	0.00	\$272.00	\$2,176.00	\$0.00	\$2,176.00
L60413	HONEYWELL - PROJECT MANAGEMENT	Nov 2, 2013	33.00	0.00	\$272.00	\$8,976.00	\$0.00	\$8,976.00
L60413	HONEYWELL - PROJECT MANAGEMENT	Nov 16, 2013	11.00	1.00	\$272.00	\$3,264.00	\$0.00	\$3,264.00
L60413	HONEYWELL - PROJECT MANAGEMENT	Nov 30, 2013	14.50	2.00	\$272.00	\$4,488.00	\$0.00	\$4,488.00
L60413	HONEYWELL - PROJECT MANAGEMENT	Dec 14, 2013	11.50	0.50	\$272.00	\$3,264.00	\$0.00	\$3,264.00
L60413	HONEYWELL - PROJECT MANAGEMENT	Dec 28, 2013	25.00	1.00	\$272.00	\$7,072.00	\$0.00	\$7,072.00

Adjustments

Billing Details:**Docket #: 04003392****License #: SUB-526****PART 170:**

TAC/IR Number	TAC/IR Name	Payment Period End Date	Regular Hours	Non- Regular Hours	Hour Rate	Hourly Costs	Contract Costs	Total Costs
L32788	"HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES"	Sep 7, 2013	-9.00	0.00	\$274.00	(\$2,466.00)	\$0.00	(\$2,466.00)
L32788	"HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES"	Sep 21, 2013	-16.00	-5.00	\$272.00	(\$5,712.00)	\$0.00	(\$5,712.00)
Total TAC Due for Docket			341.25	4.00		\$93,890.00	\$0.00	\$93,890.00

Inspection Report Details

2013004/04003392	2013004/04003392	Oct 5, 2013	29.75	0.00	\$272.00	\$8,092.00	\$0.00	\$8,092.00
2013004/04003392	2013004/04003392	Oct 19, 2013	4.00	0.00	\$272.00	\$1,088.00	\$0.00	\$1,088.00
2013005/04003392	2013005/04003392	Nov 2, 2013	24.00	0.00	\$272.00	\$6,528.00	\$0.00	\$6,528.00
2013005/04003392	2013005/04003392	Nov 16, 2013	32.00	0.00	\$272.00	\$8,704.00	\$0.00	\$8,704.00
2013005/04003392	2013005/04003392	Nov 30, 2013	5.00	0.00	\$272.00	\$1,360.00	\$0.00	\$1,360.00
2013005/04003392	2013005/04003392	Dec 14, 2013	23.50	0.00	\$272.00	\$6,392.00	\$0.00	\$6,392.00
2013005/04003392	2013005/04003392	Dec 28, 2013	15.00	0.00	\$272.00	\$4,080.00	\$0.00	\$4,080.00

Adjustments**No Adjustments Found**

Total IR Due for Docket	133.25	0.00	\$36,244.00	\$0.00	\$36,244.00
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TOTAL PART 170:	\$130,134.00
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Total for License/Docket:	\$130,134.00
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Remittance Information:

Remit To: Office of the Chief Financial Officer

U.S. Nuclear Regulatory Commission

P.O. Box 979051

St. Louis, MO 63197

Invoice Number

LFB 14-1691

Due Date

Feb 23, 2014

Docket

04003392

Amount

\$130,134.00

Total Due:

\$130,134.00

Exhibit F

WINSTON & STRAWN LLP

BEIJING
CHARLOTTE
CHICAGO
GENEVA
HONG KONG
HOUSTON
LONDON
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101 CALIFORNIA STREET
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www.winston.com

MOSCOW
NEW YORK
NEWARK
PARIS
SAN FRANCISCO
SHANGHAI
WASHINGTON, D.C.

February 22, 2013

U. S. Nuclear Regulatory Commission
Office of the Chief Financial Officer
Division of Financial Management
License Fee Team Mailstop T9 E10
Washington, DC 20555-0001

TYSON R. SMITH
Partner
(415) 591-6874
trsmith@winston.com

Re: **Fee Dispute – Invoice No. LFB 13-206**
Honeywell International Inc.
Metropolis Works Facility (SUB-526), Docket No. 40-3392:

I am writing on behalf of Honeywell International Inc., which operates the Metropolis Works uranium conversion facility in Metropolis, Illinois. On January 24, 2013, the NRC sent Invoice Number LFB 13-2061 in the amount of \$660,888.00 to Honeywell. The invoice for Part 170 fees is for the period from September 23, 2012 through December 29, 2012.

In accordance with 10 C.F.R. § 15.31, Honeywell is disputing a portion of the invoice within the period provided by rule. In brief, some of the activities for which the NRC assessed fees in LFB 13-2061 fall outside the categories of fees that the NRC is authorized to charge to individual licensees under 10 C.F.R. Part 170. As a result, the fees should not be specifically allocated to Honeywell. A detailed explanation of our position is provided below.

Background

Temporary Instruction 2600/015

The NRC's TI 2600/015, "Evaluation of Licensee Strategies for the Prevention and/or Mitigation of Emergencies at Fuel Facilities," inspection at Metropolis Works was in response to the March 2011 Tohoku-Taiheiyoku-Oki earthquake near Honshu, Japan, which caused significant damage to the Fukushima Daiichi nuclear power station (Fukushima). The purpose of TI 2600-015 was to independently verify that fuel cycle licensees were adequately prepared to prevent and/or mitigate the consequences of selected licensing basis events and to evaluate the adequacy of those emergency prevention and mitigation strategies for dealing with the consequences of selected beyond licensing basis events. The one-time inspection was performed in response to the events at Fukushima. The inspection was not part of the NRC's

WINSTON & STRAWN_{LLP}February 22, 2013
Page 2

normal inspection process, nor was the inspection the result of any action or inaction by Honeywell. Inspections under TI 2600-015 were performed at all major fuel cycle facilities.

Issuance of Order

The NRC conducted the TI 2600/015 inspection at Metropolis on May 24-27, 20012. On August 9, 2012, the NRC issued Inspection Report 40-3392/2012-006 (EA-12-157) to Honeywell. The Inspection Report presents the results of the NRC's inspection under TI 2600-015, including two apparent violations and an unresolved item. The NRC and Honeywell discussed the inspection results at a predecisional enforcement conference at the Region II offices on August 27, 2012.

Subsequently, on October 15, 2012, the NRC issued an Order to Honeywell (ADAMS Accession No. ML12289A800), directing it to take a number of actions at MTW (specified as Items 1-6 in Section IV). The Order, which was issued pursuant to 10 C.F.R. § 2.202, specifically amends the MTW license (SUB-526) and requires, in part, that Honeywell submit an evaluation of external events, provide a safety basis for seismic and wind design, revise its Emergency Response Plan, and document necessary modifications to MTW. The NRC also directed Honeywell to submit a revised ISA Summary (License Condition 18.D) to the NRC no later than six months after resuming licensed operations at MTW.

Honeywell Response to Order

Honeywell has submitted documentation that addresses several of the requirements of the Confirmatory Order. On November 8, 2012, Honeywell submitted the Quality Assurance documentation as directed by Section IV.2. On November 30, 2012, Honeywell submitted its Design Basis Report, which responds to Section IV.1. The NRC subsequently completed its acceptance review of the submittal, as documented in a letter to Honeywell, dated December 26, 2012. Honeywell has also begun to implement the required modifications, and NRC inspectors have conducted field inspections of that work.

The 4Q 2012 invoice includes charges for both the technical reviews of the submittals and the related inspection activities. Only the fees for these activities are being disputed. These activities were performed as a result of the Order, not at the request of Honeywell. A detailed explanation of the basis for the dispute and a list of the specific charges are below.

Fee Dispute

Basis for Dispute

Honeywell is disputing those charges on its 4Q 2012 invoice (LFB 13-2061), dated January 24, 2012, for the NRC activities involving amendments associated with the Order.

Under the NRC's fee regulations, these activities are excluded from the Part 170 fees and therefore should not be specifically allocated to Honeywell. Instead, these activities are indirect costs associated with the NRC's enforcement program. Enforcement-related activities are included in the annual fee calculation, in part because the benefits of the program inure to the general public welfare, rather than to a specific licensee. Charging Honeywell both a Part 170 and a Part 171 fee for the same activities would result in double payment.

The NRC's fee rule draws a distinction between enforcement activities, which benefit the public at large, and specific inspection/licensing reviews. There is no mention of fees for enforcement in the Part 170 fee schedules. And, note 2 of 10 C.F.R. § 170.31 states that "[f]ees will not be charged for orders related to civil penalties or other civil sanctions issued by the Commission under 10 CFR 2.202 or for amendments resulting specifically from the requirements of these orders." Here, Section IV of the Order issued to Honeywell specifically invokes 10 C.F.R. § 2.202.¹ Section IV also amends the MTW license (SUB-526). And, these amendments are civil sanctions.² Consequently, the fees resulting from the Confirmatory Order and associated amendments should not be charged to Honeywell under the NRC's fee-related regulations.³

Based on the above, fees that relate to activities mandated by the Order should not be allocated to Honeywell. The costs incurred during the technical reviews and inspections are the result of the NRC's decision to impose additional requirements to protect the public rather than a voluntary request by Honeywell for a change in its license or authorized activities. Honeywell should not be charged for reviews and inspections stemming from the NRC's decision to amend the MTW license. Instead, these indirect costs, which support the generic regulatory services that the NRC provides, are captured under Part 171 (10 C.F.R. § 171.5) as overhead or general and administrative costs.

¹ Section IV of the Confirmatory Order states: "Accordingly, pursuant to Sections 61, 63, 161b, 161i, 161o, 182 and 186 of the Atomic Energy Act of 1954, as amended, and the Commission's regulations in 10 CFR 2.202 and 10 CFR Part 40, IT IS HEREBY ORDERED THAT LICENSE NO. SUB-526 IS MODIFIED AS FOLLOWS:"

² The Administrative Procedures Act ("APA") definition of a "sanction" includes agency actions imposing a licensing requirement or directing other compulsory or restrictive actions. 7 U.S.C. § 551(10).

³ Additional discussion in note 2 supports this conclusion. Note 2 explains that "for orders *unrelated to ... civil sanctions*, fees will be charged for any resulting licensee-specific activities not otherwise exempted." This implies that, for orders related to civil sanctions — like the Order issued to Honeywell — fees will not be charged for the resulting licensee-specific activities, such as the NRC's licensing and inspection activities.

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Fees Being Disputed

Honeywell is disputing fees for both technical reviews and inspection activities that relate to the amendments imposed by the Order. Attachment 1 provides a detailed list, by line, of those charges being disputed. A summary of the disputed charges is below:

Licensing Activities				
TAC/IR Number	TAC/IR Name	Regular Hours	Non-Regular Hours	Total Costs
L32788	HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES	1056.00	61.25	\$306,126.50
L32792	HONEYWELL METROPOLIS WORKS EMERGENCY PREPAREDNESS EXERCISES	9.50	1.00	\$2,877.00
L60413	HONEYWELL - PROJECT MANAGEMENT	166.50	15.00	\$49,731.00

Inspection Activities				
TAC/IR Number	TAC/IR Name	Regular Hours	Non-Regular Hours	Total Costs
2012005/04003392	2012005/04003392	313.50	22.75	\$92,132.50

Summary of Disputed Fees	
Licensing Fees	\$358,734.50
Inspection Fees	\$92,132.50
TOTAL DISPUTE	\$450,867.00

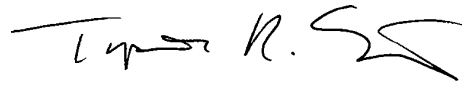
Although the fees in dispute are only a portion of what NRC has invoiced Honeywell in LFB 13-2061, Honeywell has nevertheless submitted the full invoice payment to the NRC's fee and accounts receivable office pending a final determination of the amount of the debt. As a result, we would appreciate your prompt review of this matter. If you have any

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Page 5

questions or would like to meet to discuss the dispute, please contact me at trsmith@winston.com or (415) 591-6874.

Sincerely,

A handwritten signature in black ink, appearing to read "Tyson R. Smith", with a stylized flourish at the end.

Tyson Smith
Counsel for Honeywell International Inc.

cc: Larry Smith, MTW Plant Manager
Mark Wolf, MTW Nuclear Compliance Director
Michael Ferrans, General Counsel – Fluorine Products

ATTACHMENT 1 - List of Disputes Fees

TAC/IR Number	TAC/IR Name	Payment Period End Date	Regular Hours	Non- Regular Hours	Hour Rate	Hourly Costs	Contract Costs	Total Costs
L32788	HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES	6-Oct-2012	110.50	0.00	\$274.00	\$30,277.00	\$0.00	\$30,277.00
L32788	HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES	20-Oct-2012	84.50	8.50	\$274.00	\$25,482.00	\$0.00	\$25,482.00
L32788	HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES	3-Nov-2012	115.50	3.50	\$274.00	\$32,606.00	\$0.00	\$32,606.00
L32788	HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES	17-Nov-2012	148.00	11.50	\$274.00	\$43,703.00	\$0.00	\$43,703.00
L32788	HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES	1-Dec-2012	114.50	9.50	\$274.00	\$33,976.00	\$0.00	\$33,976.00
L32788	HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES	15-Dec-2012	312.25	12.75	\$274.00	\$89,050.00	\$0.00	\$89,050.00
L32788	HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES	29-Dec-2012	170.75	15.50	\$274.00	\$51,032.50	\$0.00	\$51,032.50
L32792	HONEYWELL METROPOLIS WORKS EMERGENCY PREPAREDNESS EXERCISES	1-Dec-2012	4.50	1.00	\$274.00	\$1,507.00	\$0.00	\$1,507.00
L32792	HONEYWELL METROPOLIS WORKS EMERGENCY PREPAREDNESS EXERCISES	15-Dec-2012	5.00	0.00	\$274.00	\$1,370.00	\$0.00	\$1,370.00

L60413	HONEYWELL - PROJECT MANAGEMENT	6-Oct-2012	34.50	0.00	\$274.00	\$9,453.00	\$0.00	\$9,453.00
L60413	HONEYWELL - PROJECT MANAGEMENT	20-Oct-2012	6.50	0.00	\$274.00	\$1,781.00	\$0.00	\$1,781.00
L60413	HONEYWELL - PROJECT MANAGEMENT	3-Nov-2012	15.50	1.00	\$274.00	\$4,521.00	\$0.00	\$4,521.00
L60413	HONEYWELL - PROJECT MANAGEMENT	17-Nov-2012	24.00	3.00	\$274.00	\$7,398.00	\$0.00	\$7,398.00
L60413	HONEYWELL - PROJECT MANAGEMENT	1-Dec-2012	36.50	6.00	\$274.00	\$11,645.00	\$0.00	\$11,645.00
L60413	HONEYWELL - PROJECT MANAGEMENT	15-Dec-2012	26.50	2.00	\$274.00	\$7,809.00	\$0.00	\$7,809.00
L60413	HONEYWELL - PROJECT MANAGEMENT	29-Dec-2012	23.00	3.00	\$274.00	\$7,124.00	\$0.00	\$7,124.00
TAC/IR Number	TAC/IR Name	Payment Period End Date	Regular Hours	Non- Regular Hours	Hour Rate	Hourly Costs	Contract Costs	Total Costs
2012005/04003392	2012005/04003392	20-Oct-2012	4.50	0.00	\$274.00	\$1,233.00	\$0.00	\$1,233.00
2012005/04003392	2012005/04003392	3-Nov-2012	12.75	0.00	\$274.00	\$3,493.50	\$0.00	\$3,493.50
2012005/04003392	2012005/04003392	17-Nov-2012	171.75	18.75	\$274.00	\$52,197.00	\$0.00	\$52,197.00
2012005/04003392	2012005/04003392	1-Dec-2012	70.00	4.00	\$274.00	\$20,276.00	\$0.00	\$20,276.00
2012005/04003392	2012005/04003392	15-Dec-2012	29.50	0.00	\$274.00	\$8,083.00	\$0.00	\$8,083.00
2012005/04003392	2012005/04003392	29-Dec-2012	25.00	0.00	\$274.00	\$6,850.00	\$0.00	\$6,850.00

Exhibit G

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May 17, 2013

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Division of Financial Management
License Fee Team Mailstop T9 E10
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TYSON R. SMITH
Partner
(415) 591-6874
trsmith@winston.com

Re: **Fee Dispute – Invoice No. LFB 13-3439**
Honeywell International Inc.
Metropolis Works Facility (SUB-526), Docket No. 40-3392:

I am writing on behalf of Honeywell International Inc., which operates the Metropolis Works uranium conversion facility in Metropolis, Illinois. On April 18, 2013, the NRC sent Invoice Number LFB 13-3439 in the amount of \$855,428.00 to Honeywell. The invoice for Part 170 fees is for the period from December 30, 2012 through March 23, 2013.

In accordance with 10 C.F.R. § 15.31, Honeywell is disputing a portion of the invoice within the period provided by rule. In brief, some of the activities for which the NRC assessed fees in LFB 13-3439 fall outside the categories of fees that the NRC is authorized to charge to individual licensees under 10 C.F.R. Part 170. As a result, the fees should not be specifically allocated to Honeywell.

Honeywell is in receipt of the NRC's response, dated April 24, 2013, to an earlier letter disputing a portion of invoice LFB 13-2061, dated January 24, 2013. In that letter, the NRC concluded that the exclusion in 10 C.F.R. § 170.31, note 2, did not apply to Honeywell's circumstances. Honeywell disagrees with the NRC's rationale and conclusions, as discussed further below, and is still considering its options in response to the April 24 letter. Furthermore, in order to preserve the option of seeking judicial review for the entirety of the fees charged to Honeywell for activities involving the amendments in the Confirmatory Order, Honeywell is disputing a portion of invoice LFB 13-3439. A detailed explanation of our position is provided below. Honeywell also specifically incorporates by reference the background, rationale, and basis for the fee dispute included in the letter from myself to the NRC, dated February 22, 2013, regarding LFB 13-2061.

WINSTON & STRAWN_{LLP}

May 17, 2013

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Fee Dispute*Basis for Dispute*

Honeywell is disputing the charges on its 1Q 2013 invoice (LFB 13-3439), dated April 18, 2013, for the NRC activities involving amendments associated with the Confirmatory Order issued to Honeywell on October 15, 2012 (ADAMS Accession No. ML12289A800). That Order directs Honeywell to take a number of actions at MTW (specified as Items 1-6 in Section IV). Under the NRC's fee regulations, these activities are specifically excluded, by rule, from the Part 170 fees and therefore should not be specifically allocated to Honeywell.

Note 2 of 10 C.F.R. § 170.31 states that “[f]ees will not be charged for orders related to civil penalties or other civil sanctions issued by the Commission under 10 CFR 2.202 or for amendments resulting specifically from the requirements of these orders.” Here, Section IV of the Order issued to Honeywell specifically invokes 10 C.F.R. § 2.202.¹ Section IV also amends the MTW license (SUB-526). The Order constitutes a civil sanction by imposing specific enforceable obligations.² Consequently and under the plain meaning of the NRC's regulation, the fees resulting from NRC reviews associated with the amendments in the Confirmatory Order should not be charged to Honeywell.³

In the response to an earlier fee dispute involving the Order, the NRC cites 10 C.F.R. § 170.12(d), which authorizes the NRC to collect user fees associated with specific services provided by the Commission, including responses to Confirmatory Action Letters (“CALs”). However, the fees charged to Honeywell were associated with a Confirmatory Order, not a CAL.⁴ Further, Section 170.12(d) states the user fees would apply “unless otherwise

¹ Section IV of the Confirmatory Order states: “Accordingly, pursuant to Sections 61, 63, 161b, 161i, 161o, 182 and 186 of the Atomic Energy Act of 1954, as amended, and the Commission's regulations in 10 CFR 2.202 and 10 CFR Part 40, IT IS HEREBY ORDERED THAT LICENSE NO. SUB-526 IS MODIFIED AS FOLLOWS:”

² The Administrative Procedures Act (“APA”) definition of a “sanction” includes agency actions imposing a licensing requirement or directing other compulsory or restrictive actions. 5 U.S.C. § 551(10).

³ Additional discussion in note 2 supports this conclusion. Note 2 explains: “for orders *unrelated to ... civil sanctions*, fees will be charged for any resulting licensee-specific activities not otherwise exempted.” This implies that, for orders related to civil sanctions — like the Order issued to Honeywell — fees will not be charged for the resulting licensee-specific activities, such as the NRC's licensing and inspection activities.

⁴ In Section II, the Confirmatory Order explicitly supersedes the CAL issued to Honeywell on July 13, 2012. Unlike a Confirmatory Order, a CAL is not directly enforceable.

exempt from fees.” Fees associated with amendments in a Confirmatory Order are specifically exempted, by rule, in note 2 of 10 C.F.R. § 170.31. As a result, section 170.12(d) does not provide an independent basis for charging fees for amendments in the Confirmatory Order that are otherwise exempted by note 2 of 10 C.F.R. § 170.31.

Citing *Mississippi Power & Light Co. v. NRC*, the NRC also states that the legality of the NRC’s fee schedule, including its ability to charge for technical reviews and inspections has been sustained by the courts. The NRC, therefore, disagrees with Honeywell’s claims that the NRC is precluded from assessing Part 170 user fees to recover its costs for conducting these activities. To be clear, Honeywell is not disputing the NRC’s *authority* under applicable statutes to issue regulations imposing charges for technical reviews and inspections, including for amendments associated with a Confirmatory Order. Whether the NRC has such authority or not, the fee rule language itself is clear that the NRC will not charge fees for reviews of amendments imposed in the Confirmatory Order. Indeed, we are hard pressed to identify circumstances that would fall more squarely within the exemption in note 2 of 10 C.F.R. § 170.31 than the present. Honeywell is therefore disputing the NRC’s application of 10 C.F.R. § 170.31, not the NRC’s overall authority to charge for licensing reviews or inspections.

The NRC concludes its letter by asserting that 10 C.F.R. § 170.31, note 2, does not apply to Honeywell’s circumstances because Honeywell voluntarily consented to undertaking the actions imposed by the Order. But, the fact that Honeywell consented to the Order’s issuance by waiving its right to a hearing does not, in any sense, make the requirements of the Order voluntary.⁵ To the contrary, the NRC’s Enforcement Manual (at 3-32) explains that issuance of an Order, instead of a CAL, is needed to ensure that a legally binding requirement is in place. The Order therefore was specifically intended to impose (and has the effect of imposing) binding obligations on Honeywell in accordance with the Administrative Procedures Act (“APA”). Moreover, as a practical matter, NRC representatives had indicated a willingness to unilaterally issue an order had Honeywell not consented to undertaking the actions imposed by the Order. The actual circumstances were therefore coercive in effect, in addition to being legally binding.

The NRC letter also asserts that the term “civil sanctions” implies a level of coercion and a lack-of-choice on the part of the licensee. According to the letter, because the Order merely “confirmed” Honeywell’s proposed actions, it cannot be formally viewed as an order that relates to a civil sanction under a commonsense understanding of those terms.⁶ But, if

⁵ There is also no distinction between an Order and a Confirmatory Order in the NRC’s rules — they are both Orders. *See also* 10 C.F.R. § 2.202(d) (“An order that has been consented to shall have the same force and effect as an order made after hearing by a presiding officer or the Commission, and shall be effective as provided in the order.”).

⁶ According to the court in *Welch v. Spangler*, consent decrees or consent orders, which are analogs to NRC confirmatory orders, are specifically intended to have a coercive effect. 939 F.2d 570, 572 (8th Cir. 1981).

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that were the case, then there would be no need for the NRC to issue an Order in the first instance. The NRC could have elected to simply monitor Honeywell's actions in response to the TI inspection findings as part of the normal regulatory process. Once the NRC elected to amend Honeywell's license through the Confirmatory Order, the actions were no longer voluntary commitments that could be changed by Honeywell — they became compulsory obligations, imposed by amending Honeywell's license (SUB-526).

Further, the term “sanction” has a specific meaning under the APA. A “sanction,” as defined in 5 U.S.C. § 551(10), includes agency actions imposing a licensing requirement or directing other compulsory or restrictive actions. The Order undoubtedly imposed new and binding obligations on Honeywell. The fact that Honeywell consented to issuance of the Order by waiving its right to request a hearing does not render its obligations any less compulsory or change the legal nature of the Order.⁷

Based on the above, fees that relate to activities mandated by the Order should not be allocated to Honeywell. The costs incurred during the technical reviews and inspections are the result of the NRC's decision to impose additional requirements by Order. Honeywell should not be charged for reviews and inspections stemming from the NRC's decision to amend the MTW license. Instead, these indirect costs, which support the generic regulatory process, must be captured under Part 171 (10 C.F.R. § 171.5).

Fees Being Disputed

Honeywell is disputing fees for both technical reviews and inspection activities that relate to the amendments imposed by the Order. Attachment 1 provides a detailed list, by line, of those charges being disputed. A summary of the disputed charges is below:

⁷

There is no support in the caselaw for the NRC's assertion that Honeywell's consent to the order changes the Order from a civil sanction to something else. Courts have consistently treated “consent orders” or “consent decrees,” which are terms used by other agencies for the same administrative vehicle as the NRC's Confirmatory Order, as civil sanctions despite the fact that the parties voluntarily entered into the agreement. *See, e.g., U.S. v. Hudson*, 14 F.3d 536 (10th Cir. 1994); *U.S. v. Morgan*, 51 F.3d 1105 (2d Cir. 1995); *Armstrong v. Asarco Inc.*, 138 F.3d 382, 388 (8th Cir. 1998); *U.S. v. Marcus Schloss & Co., Inc.*, 724 F.Supp. 1123 (S.D.N.Y. 1989).

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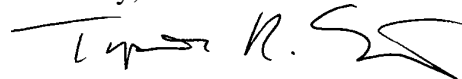
Licensing Activities				
TAC/IR Number	TAC/IR Name	Regular Hours	Non-Regular Hours	Total Costs
L32788	HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES	1756.75	96.75	\$507,859

Inspection Activities				
TAC/IR Number	TAC/IR Name	Regular Hours	Non-Regular Hours	Total Costs
2013001/04003392	2013001/04003392	74.25	0	\$20,344.50
2013002/04003392	2013002/04003392	476.00	46.50	\$143,165.00
2013003/04003392	2013003/04003392	5.50	0	\$1507.00
2013401/04003392	2013401/04003392	72.00	0	\$19,728.00

Summary of Disputed Fees	
Licensing Fees	\$507,859
Inspection Fees	\$184,744
TOTAL DISPUTE	\$692,603.00

Although the fees in dispute are only a portion of what NRC has invoiced Honeywell in LFB 13-3439, Honeywell has nevertheless submitted the full invoice payment to the NRC's fee and accounts receivable office pending a final determination of the amount of the debt. As a result, we would appreciate your prompt review of this matter. If you have any questions or would like to meet to discuss the dispute, please contact me at trsmith@winston.com or (415) 591-6874.

Sincerely,



Tyson Smith
Counsel for Honeywell International Inc.

cc: Larry Smith, MTW Plant Manager
Mark Wolf, MTW Nuclear Compliance Director
Michael Ferrans, General Counsel – Fluorine Products

ATTACHMENT 1 - List of Disputes Fees

TAC/IR Number	TAC/IR Name	Payment Period End Date	Regular Hours	Non- Regular Hours	Hour Rate	Hourly Costs	Contract Costs	Total Costs
L32788	HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES	6-Oct-2012	41.00	8.00	\$274.00	\$13,426.00	\$0.00	\$13,426.00
L32788	HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES	12-Jan-2013	189.50	14.00	\$274.00	\$55,759.00	\$0.00	\$55,759.00
L32788	HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES	26-Jan-2013	263.00	13.00	\$274.00	\$75,624.00	\$0.00	\$75,624.00
L32788	HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES	9-Feb-2013	398.50	31.50	\$274.00	\$117,820.00	\$0.00	\$117,820.00
L32788	HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES	23-Feb-2013	309.50	17.50	\$274.00	\$89,598.00	\$0.00	\$89,598.00
L32788	HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES	9-Mar-2013	328.75	8.50	\$274.00	\$92,406.50	\$0.00	\$92,406.50
L32788	HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES	23-Mar-2013	226.50	4.25	\$274.00	\$63,225.50	\$0.00	\$63,225.50

Inspection Report Details

TAC/IR Number	TAC/IR Name	Payment Period End Date	Regular Hours	Non- Regular Hours	Hour Rate	Hourly Costs	Contract Costs	Total Costs
2012001/04003392	2012001/04003392	12-Jan-2013	3.00	0.00	\$274.00	\$822.00	\$0.00	\$822.00
2012001/04003392	2012001/04003392	26-Jan-2013	10.50	0.00	\$274.00	\$2,877.00	\$0.00	\$2,877.00
2013001/04003392	2013001/04003392	9-Feb-2013	3.00	0.00	\$274.00	\$822.00	\$0.00	\$822.00
2013001/04003392	2013001/04003392	23-Feb-2013	21.75	0.00	\$274.00	\$5,959.50	\$0.00	\$5,959.50
2013001/04003392	2013001/04003392	9-Mar-2013	21.00	0.00	\$274.00	\$5,754.00	\$0.00	\$5,754.00
2013001/04003392	2013001/04003392	23-Mar-2013	15.00	0.00	\$274.00	\$4,110.00	\$0.00	\$4,110.00
2013002/04003392	2013002/04003392	12-Jan-2013	72.00	5.50	\$274.00	\$21,235.00	\$0.00	\$21,235.00
2013002/04003392	2013002/04003392	26-Jan-2013	139.00	14.00	\$274.00	\$41,922.00	\$0.00	\$41,922.00
2013002/04003392	2013002/04003392	9-Feb-2013	103.00	16.50	\$274.00	\$32,743.00	\$0.00	\$32,743.00
2013002/04003392	2013002/04003392	23-Feb-2013	9.00	0.00	\$274.00	\$2,466.00	\$0.00	\$2,466.00
2013002/04003392	2013002/04003392	9-Mar-2013	98.00	10.50	\$274.00	\$29,729.00	\$0.00	\$29,729.00
2013002/04003392	2013002/04003392	23-Mar-2013	55.00	0.00	\$274.00	\$15,070.00	\$0.00	\$15,070.00
2013003/04003392	2013003/04003392	23-Mar-2013	5.50	0.00	\$274.00	\$1,507.00	\$0.00	\$1,507.00
2013401/04003392	2013401/04003392	9-Mar-2013	72.00	0.00	\$274.00	\$19,728.00	\$0.00	\$19,728.00

Exhibit H

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TYSON R. SMITH
Partner
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trsmith@winston.com

Re: **Fee Dispute – Invoice No. LFB 13-4946**
Honeywell International Inc.
Metropolis Works Facility (SUB-526), Docket No. 40-3392:

I am writing on behalf of Honeywell International Inc., which operates the Metropolis Works uranium conversion facility in Metropolis, Illinois. On July 25, 2013, the NRC sent Invoice Number LFB 13-4946 in the amount of \$881,389.50 to Honeywell. The invoice for Part 170 fees is for the period from March 24, 2013 through June 29, 2013.

In accordance with 10 C.F.R. § 15.31, Honeywell is disputing a portion of the invoice within the period provided by rule. In brief, some of the activities for which the NRC assessed fees in LFB 13-4946 fall outside the categories of fees that the NRC is authorized to charge to individual licensees under 10 C.F.R. Part 170. As a result, the fees should not be specifically allocated to Honeywell.

Honeywell is in receipt of the NRC's response, dated April 24, 2013, to an earlier letter disputing a portion of invoice LFB 13-2061, dated January 24, 2013. In that letter, the NRC stated that the exclusion in 10 C.F.R. § 170.31, note 2, did not apply to Honeywell's circumstances. In a letter from Honeywell to the NRC, dated May 17, 2013, Honeywell explained its basis for disagreeing with the NRC's rationale and conclusions. In the May 17 letter, Honeywell also disputed a portion of invoice LFB 13-3439. Honeywell has not to date received a response to its May 17 letter.

In order to preserve the option of seeking judicial review for the entirety of the fees charged to Honeywell for activities involving the amendments in the Confirmatory Order, Honeywell is disputing a portion of invoice LFB 13-4946. Rather than repeat the detailed explanation of our position provided previously, Honeywell specifically incorporates by reference the background, rationale, and basis for the fee dispute included in the letters from

WINSTON & STRAWN_{LLP}

August 13, 2013

Page 2

myself to the NRC, dated February 22 and May 17, 2013, regarding LFB 13-2061 and LFB 13-3439, respectively. A summary of the basis for the fee dispute with a portion of LFB 13-4946, as well as a detailed listing of the specific fees being challenged, is provided below.

Fee Dispute

Basis for Dispute

Honeywell is disputing the charges on its 2Q 2013 invoice (LFB 13-4946), dated July 25, 2013, for the NRC activities involving amendments associated with the Confirmatory Order issued to Honeywell on October 15, 2012 (ADAMS Accession No. ML12289A800). That Order directs Honeywell to take a number of actions at MTW (specified as Items 1-6 in Section IV). Under the NRC's fee regulations, these activities are specifically excluded, by rule, from the Part 170 fees and therefore should not be specifically allocated to Honeywell.

Note 2 of 10 C.F.R. § 170.31 states that “[f]ees will not be charged for orders related to civil penalties or other civil sanctions issued by the Commission under 10 CFR 2.202 or for amendments resulting specifically from the requirements of these orders.” Here, Section IV of the Order issued to Honeywell specifically invokes 10 C.F.R. § 2.202.¹ Section IV also amends the MTW license (SUB-526). The Order constitutes a civil sanction by imposing specific enforceable obligations. Consequently and under the plain meaning of the NRC's regulation, the fees resulting from NRC reviews associated with the amendments in the Confirmatory Order should not be charged to Honeywell.²

Fees Being Disputed

Honeywell is disputing fees for both technical reviews and inspection activities that relate to the amendments imposed by the Order. Attachment 1 provides a detailed list, by line, of those charges being disputed. A summary of the disputed charges is below:

¹ Section IV of the Confirmatory Order states: “Accordingly, pursuant to Sections 61, 63, 161b, 161i, 161o, 182 and 186 of the Atomic Energy Act of 1954, as amended, and the Commission's regulations in 10 CFR 2.202 and 10 CFR Part 40, IT IS HEREBY ORDERED THAT LICENSE NO. SUB-526 IS MODIFIED AS FOLLOWS:”

² Additional discussion in note 2 supports this conclusion. Note 2 explains: “for orders *unrelated to ... civil sanctions*, fees will be charged for any resulting licensee-specific activities not otherwise exempted.” This implies that, for orders related to civil sanctions — like the Order issued to Honeywell — fees will not be charged for the resulting licensee-specific activities, such as the NRC's licensing and inspection activities.

WINSTON & STRAWN_{LLP}August 13, 2013
Page 3

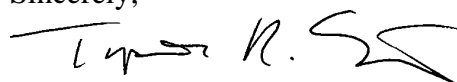
Licensing Activities				
TAC/IR Number	TAC/IR Name	Regular Hours	Non-Regular Hours	Total Costs
L32788	HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES	1617.00	73.00	\$463,060.00

Inspection Activities				
TAC/IR Number	TAC/IR Name	Regular Hours	Non-Regular Hours	Total Costs
2013001/04003392	2013001/04003392	8.00	0	\$2,192.00
2013002/04003392	2013002/04003392	7.50	0	\$2,055.00
2013003/04003392	2013003/04003392	871.00	60.75	\$255,299.50
2013004/04003392	2013004/04003392	5.50	0	\$1,507.00

Summary of Disputed Fees	
Licensing Fees	\$463,060.00
Inspection Fees	\$261,053.50
TOTAL DISPUTE	\$724,113.50

Although the fees in dispute are only a portion of what NRC has invoiced Honeywell in LFB 13-4946, Honeywell has nevertheless submitted the full invoice payment to the NRC's fee and accounts receivable office pending a final determination of the amount of the debt. As a result, we would appreciate your prompt review of this matter. Separately, we believe that it would be beneficial at this time to discuss this matter by telephone or in person to assist in understanding the basis for the fee dispute and your response. During that discussion, we could also explore whether there are alternative methods to address the issues raised in our letters. I will contact the persons identified in your earlier correspondence to arrange such a discussion. In the meantime, if you have any questions, please contact me at trsmith@winston.com or (415) 591-6874.

Sincerely,



Tyson Smith
Counsel for Honeywell International Inc.

WINSTON & STRAWN_{LLP}

August 13, 2013
Page 4

cc: Larry Smith, MTW Plant Manager
Mark Wolf, MTW Nuclear Compliance Director
Michael Ferrans, General Counsel – Fluorine Products

ATTACHMENT 1 - List of Disputed Fees

TAC/IR Number	TAC/IR Name	Payment Period End Date	Regular Hours	Non- Regular Hours	Hour Rate	Hourly Costs	Contract Costs	Total Costs
L32788	HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES	6-Apr-2013	250.75	8.50	\$274.00	\$71,034.50	\$0.00	\$71,034.50
L32788	HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES	20-Apr-2013	196.25	9.25	\$274.00	\$56,307.00	\$0.00	\$56,307.00
L32788	HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES	4-May-2013	190.50	4.50	\$274.00	\$53,430.00	\$0.00	\$53,430.00
L32788	HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES	18-May-2013	224.00	11.75	\$274.00	\$64,595.50	\$0.00	\$64,595.50
L32788	HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES	1-Jun-2013	218.50	6.50	\$274.00	\$61,650.00	\$0.00	\$61,650.00
L32788	HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES	15-Jun-2013	267.25	14.75	\$274.00	\$77,268.00	\$0.00	\$77,268.00
L32788	HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES	29-Jun-2013	269.75	17.75	\$274.00	\$78,775.00	\$0.00	\$78,775.00

Inspection Report Details

TAC/IR Number	TAC/IR Name	Payment Period End Date	Regular Hours	Non- Regular Hours	Hour Rate	Hourly Costs	Contract Costs	Total Costs
2013001/04003392	2013001/04003392	4-May-2013	3.00	0.00	\$274.00	\$822.00	\$0.00	\$822.00
2013001/04003392	2013001/04003392	15-Jun-2013	5.00	0.00	\$274.00	\$1,370.00	\$0.00	\$1,370.00
2013002/04003392	2013002/04003392	6-Apr-2013	7.50	0.00	\$274.00	\$2,055.00	\$0.00	\$2,055.00
2013003/04003392	2013003/04003392	6-Apr-2013	58.75	0.00	\$274.00	\$16,097.50	\$0.00	\$16,097.50
2013003/04003392	2013003/04003392	20-Apr-2013	196.25	12.25	\$274.00	\$57,129.00	\$0.00	\$57,129.00
2013003/04003392	2013003/04003392	4-May-2013	119.00	9.00	\$274.00	\$35,072.00	\$0.00	\$35,072.00
2013003/04003392	2013003/04003392	18-May-2013	227.00	23.50	\$274.00	\$68,637.00	\$0.00	\$68,637.00
2013003/04003392	2013003/04003392	1-Jun-2013	93.00	0.00	\$274.00	\$25,482.00	\$0.00	\$25,482.00
2013003/04003392	2013003/04003392	15-Jun-2013	142.00	16.00	\$274.00	\$43,292.00	\$0.00	\$43,292.00
2013003/04003392	2013003/04003392	29-Jun-2013	35.00	0.00	\$274.00	\$9,590.00	\$0.00	\$9,590.00
2013004/04003392	2013004/04003392	18-May-2013	0.50	0.00	\$274.00	\$137.00	\$0.00	\$137.00
2013004/04003392	2013004/04003392	29-Jun-2013	5.00	0.00	\$274.00	\$1,370.00	\$0.00	\$1,370.00

Exhibit I

WINSTON & STRAWN LLP

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November 21, 2013

U. S. Nuclear Regulatory Commission
Office of the Chief Financial Officer
Division of Financial Management
License Fee Team Mailstop T9 E10
Washington, DC 20555-0001

TYSON R. SMITH
Partner
(415) 591-6874
trsmith@winston.com

Re: **Fee Dispute – Invoice No. LFB 14-0391**
Honeywell International Inc.
Metropolis Works Facility (SUB-526), Docket No. 40-3392:

I am writing on behalf of Honeywell International Inc., which operates the Metropolis Works (“MTW”) uranium conversion facility in Metropolis, Illinois. On October 24, 2013, the NRC sent Invoice Number LFB 14-0391 in the amount of \$356,286.50 to Honeywell. The invoice for Part 170 fees is for the period from June 30, 2013 through September 21, 2013.

In accordance with 10 C.F.R. § 15.31, Honeywell is disputing a portion of the invoice within the period provided by rule. In brief, some of the activities for which the NRC assessed fees in LFB 14-0391 fall outside the categories of fees that the NRC is authorized to charge to individual licensees under 10 C.F.R. Part 170. As a result, the fees should not be specifically allocated to Honeywell.

Honeywell is in receipt of the NRC’s responses, dated April 24, 2013, September 3, 2013, and October 9, 2013, to earlier fee disputes involving the same set of circumstances. Honeywell continues to believe that the NRC is incorrectly applying its fee regulations in 10 C.F.R. § 170.31. In order to preserve the option of seeking judicial review for the entirety of the fees charged to Honeywell for activities involving the amendments in the Confirmatory Order, Honeywell is disputing a portion of invoice LFB 14-0391. Rather than repeat the detailed explanation of our position provided previously, Honeywell specifically incorporates by reference the background, rationale, and basis for the fee dispute included in the letters from myself to the NRC, dated February 22, 2013, May 17, 2013, and August 13, 2013, regarding LFB 13-2061, LFB 13-3439, and LFB 13-4946, respectively. A summary of the basis for the fee dispute with a portion of LFB 14-0391, as well as a detailed listing of the specific fees being challenged, is provided below.

WINSTON & STRAWN_{LLP}

November 21, 2013

Page 2

Fee Dispute*Basis for Dispute*

Honeywell is disputing the charges on its 3Q 2013 invoice (LFB 14-0391), dated October 24, 2013, for the NRC activities involving amendments associated with the Confirmatory Order issued to Honeywell on October 15, 2012 (ADAMS Accession No. ML12289A800). That Order directs Honeywell to take a number of actions at MTW (specified as Items 1-6 in Section IV). Under the NRC's fee regulations, these activities are specifically excluded, by rule, from the Part 170 fees and therefore should not be specifically allocated to Honeywell.

Note 2 of 10 C.F.R. § 170.31 states that “[f]ees will not be charged for orders related to civil penalties or other civil sanctions issued by the Commission under 10 CFR 2.202 or for amendments resulting specifically from the requirements of these orders.” Here, Section IV of the Order issued to Honeywell specifically invokes 10 C.F.R. § 2.202.¹ Section IV also amends the MTW license (SUB-526). The Order constitutes a civil sanction by imposing specific enforceable obligations and by amending the MTW license. Consequently and under the plain meaning of the NRC's regulation, the fees resulting from NRC reviews associated with the amendments in the Confirmatory Order should not be charged to Honeywell.²

Fees Being Disputed

Honeywell is disputing fees for technical reviews that relate to the amendments imposed by the Order. A summary of the disputed charges is below:

¹ Section IV of the Confirmatory Order states: “Accordingly, pursuant to Sections 61, 63, 161b, 161i, 161o, 182 and 186 of the Atomic Energy Act of 1954, as amended, and the Commission's regulations in 10 CFR 2.202 and 10 CFR Part 40, IT IS HEREBY ORDERED THAT LICENSE NO. SUB-526 IS MODIFIED AS FOLLOWS:”

² Additional discussion in note 2 supports this conclusion. Note 2 explains: “for orders *unrelated to ... civil sanctions*, fees will be charged for any resulting licensee-specific activities not otherwise exempted.” This implies that, for orders related to civil sanctions — like the Order issued to Honeywell — fees will not be charged for the resulting licensee-specific activities, such as the NRC's licensing and inspection activities.

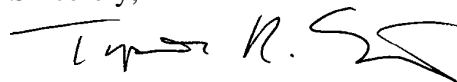
WINSTON & STRAWN_{LLP}November 21, 2013
Page 3

Licensing Activities (including adjustments)				
TAC/IR Number	TAC/IR Name	Regular Hours	Non-Regular Hours	Total Costs
L32788	HONEYWELL - RESOLUTION OF ERP BASES AND RESPONSES	178.25	30.00	\$57,018.50

Although the fees in dispute are only a portion of what NRC has invoiced Honeywell in LFB 14-0391, Honeywell has nevertheless submitted the full invoice payment to the NRC's fee and accounts receivable office pending a final determination of the amount of the debt.

Separately, we believe that it would be beneficial at this time to discuss this matter by telephone or in person to assist in understanding the basis for the fee dispute and your response. During that discussion, we could also explore whether there are alternative methods to address the issues raised in our letters. I will contact the persons identified in your earlier correspondence to arrange such a discussion. In the meantime, if you have any questions, please contact me at trsmith@winston.com or (415) 591-6874.

Sincerely,



Tyson Smith
Counsel for Honeywell International Inc.

cc: Larry Smith, MTW Plant Manager
Mark Wolf, MTW Nuclear Compliance Director
Michael Ferrans, General Counsel – Fluorine Products

Exhibit J

WINSTON & STRAWN LLP

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February 21, 2014

U. S. Nuclear Regulatory Commission
Office of the Chief Financial Officer
Division of Financial Management
License Fee Team Mailstop T9 E10
Washington, DC 20555-0001

TYSON R. SMITH
Partner
(415) 591-6874
trsmith@winston.com

Re: **Fee Dispute – Invoice No. LFB 14-1691**
Honeywell International Inc.
Metropolis Works Facility (SUB-526), Docket No. 40-3392:

I am writing on behalf of Honeywell International Inc., which operates the Metropolis Works uranium conversion facility in Metropolis, Illinois. On January 24, 2014, the NRC sent Invoice Number LFB 14-1691 in the amount of \$130,134.00 to Honeywell. The invoice for Part 170 fees is for the period from September 22, 2013 through December 28, 2013.

In accordance with 10 C.F.R. § 15.31, Honeywell is disputing a portion of the invoice within the period provided by rule. In brief, some of the activities for which the NRC assessed fees in LFB 14-1691 fall outside the categories of fees that the NRC is authorized to charge to individual licensees under 10 C.F.R. Part 170. As a result, the fees should not be specifically allocated to Honeywell.

Honeywell is in receipt of the NRC's responses, dated April 24, 2013, September 3, 2013, and October 9, 2013, to earlier fee disputes involving the same set of circumstances. Honeywell continues to believe that the NRC is incorrectly applying its fee regulations in 10 C.F.R. § 170.31. In order to preserve the option of seeking judicial review for the entirety of the fees charged to Honeywell for activities involving the amendments in the Confirmatory Order, Honeywell is disputing a portion of invoice LFB 14-1691. Rather than repeat the detailed explanation of our position provided previously, Honeywell specifically incorporates by reference the background, rationale, and basis for the fee dispute included in the letters from myself to the NRC, dated February 22, 2013, May 17, 2013, August 13, 2013, and November 21, 2013, regarding LFB 13-2061, LFB 13-3439, LFB 13-4946, and LFB 14-0391, respectively. A summary of the basis for the fee dispute with a portion of LFB 14-1691, as well as a detailed listing of the specific fees being challenged, is provided below.

WINSTON & STRAWN LLPFebruary 21, 2014
Page 2Fee Dispute*Basis for Dispute*

Honeywell is disputing the charges on its 4Q 2013 invoice (LFB 14-1691), dated January 24, 2013, for the NRC activities involving amendments associated with the Confirmatory Order issued to Honeywell on October 15, 2012 (ADAMS Accession No. ML12289A800). That Order directs Honeywell to take a number of actions at MTW (specified as Items 1-6 in Section IV). Under the NRC's fee regulations, these activities are specifically excluded, by rule, from the Part 170 fees and therefore should not be specifically allocated to Honeywell.

Note 2 of 10 C.F.R. § 170.31 states that “[f]ees will not be charged for orders related to civil penalties or other civil sanctions issued by the Commission under 10 CFR 2.202 or for amendments resulting specifically from the requirements of these orders.” Here, Section IV of the Order issued to Honeywell specifically invokes 10 C.F.R. § 2.202.¹ Section IV also amends the MTW license (SUB-526). The Order constitutes a civil sanction by imposing specific enforceable obligations and by amending the MTW license. Consequently and under the plain meaning of the NRC's regulation, the fees resulting from NRC reviews associated with the amendments in the Confirmatory Order should not be charged to Honeywell.²

Fees Being Disputed

Honeywell is disputing fees for technical reviews that relate to the amendments imposed by the Order. Although the fees in dispute are only a portion of what NRC has invoiced Honeywell in LFB 14-01691, Honeywell has nevertheless submitted the full invoice payment to the NRC's fee and accounts receivable office pending a final determination of the amount of the debt. The disputed charges are listed below by TAC/IR Number:

¹ Section IV of the Confirmatory Order states: “Accordingly, pursuant to Sections 61, 63, 161b, 161i, 161o, 182 and 186 of the Atomic Energy Act of 1954, as amended, and the Commission's regulations in 10 CFR 2.202 and 10 CFR Part 40, IT IS HEREBY ORDERED THAT LICENSE NO. SUB-526 IS MODIFIED AS FOLLOWS:”

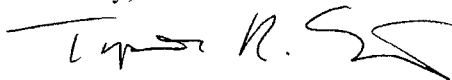
² Additional discussion in note 2 supports this conclusion. Note 2 explains: “for orders *unrelated to ... civil sanctions*, fees will be charged for any resulting licensee-specific activities not otherwise exempted.” This implies that, for orders related to civil sanctions — like the Order issued to Honeywell — fees will not be charged for the resulting licensee-specific activities, such as the NRC's licensing and inspection activities.

WINSTON & STRAWN LLPFebruary 21, 2014
Page 3

Licensing Activities				
TAC/IR Number	TAC/IR Name	Regular Hours	Non-Regular Hours	Total Costs
L36026	HONEYWELL – REVIEW REVISED ISA SUMMARY SUBMITTAL FOR CONFIRM	219.25	3.5	\$60,588

Separately, we believe that it would be beneficial at this time to discuss this matter by telephone or in person to assist in understanding the basis for the fee dispute and your response. During that discussion, we could also explore whether there are alternative methods to address the issues raised in our letters. I will contact the persons identified in your earlier correspondence to arrange such a discussion. In the meantime, if you have any questions, please contact me at trsmith@winston.com or (415) 591-6874.

Sincerely,



Tyson Smith
Counsel for Honeywell International Inc.

cc: James Pritchett, MTW Plant Manager
Mark Wolf, MTW Nuclear Compliance Director
Michael Ferrans, General Counsel – Fluorine Products

Exhibit K



UNITED STATES
NUCLEAR REGULATORY COMMISSION
WASHINGTON, D.C. 20555-0001

CHIEF FINANCIAL
OFFICER

April 24, 2013

Mr. Tyson Smith, Partner
Winston & Strawn LLP.
101 California Street
San Francisco, CA 94111

Dear Mr. Smith:

On behalf of the U.S. Nuclear Regulatory Commission (NRC), I am responding to your letter of February 22, 2013, disputing a portion of the fees for Honeywell International Inc., (Honeywell) Metropolis Works uranium conversion facility. Your letter disputed \$358,734.50 in technical-review fees and \$92,132.50 in inspection fees, as stated on the fourth quarter invoice dated January 24, 2012. These fees relate to actions Honeywell committed to taking in response to findings in an NRC inspection report. The NRC initially captured Honeywell's commitment to take certain actions by issuing a Confirmatory Action Letter (CAL)¹ dated July 13, 2012. To resolve two apparent violations of NRC regulations emanating from NRC's inspection findings, Honeywell later agreed to a Confirmatory Order², which the NRC issued on October 15, 2012. The Confirmatory Order more specifically addresses Honeywell's commitments described in the CAL; makes those commitments legally enforceable; and, assuming Honeywell satisfies its commitments, forecloses NRC enforcement action based on the two apparent violations. Consistent with NRC's longstanding practice, the NRC did not assess Honeywell any fees to recover the agency's costs in preparing the CAL or the Order.

In response to the Confirmatory Order, and consistent with its commitments described in the CAL, Honeywell submitted technical documents to the NRC addressing issues raised by the NRC's inspection findings. Honeywell also submitted additional Quality Assurance documentation and a revised Design Basis Report. The NRC reviewed and accepted these technical submittals. After acceptance, Honeywell began implementing the required changes and the NRC inspected Honeywell's work. Honeywell now disputes the fees associated with the NRC's technical review and inspection activities.

The NRC disagrees with Honeywell's conclusion that the NRC is precluded for charging fees for these activities.

The NRC properly assesses Part 170 "user fees" for specific regulatory activities. 10 CFR § 170.12(d), for instance, provides in relevant part:

(d) *Special Project Fees.*

(1) All special projects performed by the Commission, unless otherwise exempt from fees or for which fees are otherwise specified in this part, will be assessed fees to recover the full cost of the service provided. Special projects means

¹ See ADAMS Accession No. ML12195A212

² See ADAMS Accession No. ML12289A800

T. Smith

- 2 -

specific services provided by the Commission, including but not limited to- . . .
(iii) Responses to Confirmatory Action Letters.

This regulation, therefore, encompasses the work that the NRC spent reviewing Honeywell's technical submissions because those submittals related to the Confirmatory Action Letter that the NRC had previously issued to Honeywell. The \$358,734.50 in technical-review fees that the NRC assessed Honeywell were proper because they resulted from the work that the NRC spent reviewing Honeywell's technical submissions. Honeywell was the direct recipient and beneficiary of these NRC regulatory services. As such, the NRC properly assessed Honeywell Part 170 user fees for these licensing activities.

The \$92,132.50 in inspection fees were also properly assessed by the NRC. These inspection fees resulted from the NRC staff's performance of follow-up inspections to ensure that Honeywell adequately complied with the Confirmatory Order. These NRC inspections, therefore, were fee-recoverable regulatory activities under 10 CFR Part 170.12(c)(2). That regulations provides:

Inspection fees will be assessed to recover the full cost for each specific inspection, including plant-or licensee-specific performance reviews and assessments, evaluations, and incident investigations. For inspections that result in the issuance of an inspection report, fees will be assessed for costs incurred up to approximately 30 days after the inspection report is issued. The costs for these inspections include preparation time, time on site, documentation time, and follow-up activities and any associated contractual service costs, but exclude the time involved in the processing and issuance of a notice of violation or civil penalty.

The legality of NRC's fee schedule, including its ability to charge for technical reviews and inspections has been sustained by the courts. *Mississippi Power & Light Co. v. NRC*, 601 F.2d 223 (5th Cir.1979), cert. denied, 444 U.S. 1102 (1980). The NRC, therefore, disagrees with Honeywell's claims that the NRC is precluded from assessing Part 170 user fees to recover its costs for conducting these activities.

The NRC notes Honeywell's argument that the NRC's fee rule draws a distinction between enforcement activities (which benefit the public at large) and specific licensing reviews. We agree with Honeywell that the fee rule does not assess fees for enforcement activities in the Part 170 fee schedules. See 10 CFR § 170.31 n.2 ("Fees will not be charged for orders related to civil penalties or other civil sanctions issued by the Commission under 10 CFR 2.202 or for amendments resulting specifically from the requirements of these orders.").

But we must disagree with Honeywell's assertion that the exclusion in 10 CFR § 170.31 note 2 applies here. The Confirmatory Order issued to Honeywell states on page 6, "Consistent with Section 3.7 of the NRC's Enforcement Policy, the NRC is issuing this Confirmatory Order *in lieu of issuance of a Notice of Violation and consideration of civil penalties for the apparent violations described above.*" And on the same page, the Confirmatory Order explains, "Honeywell consented to issuance of this Order with the commitments described in Section IV below." Honeywell's *voluntary* consent to undertaking certain actions outlined in the

T. Smith

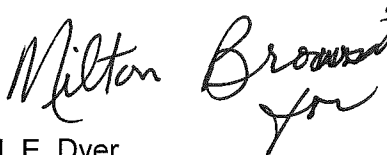
- 3 -

Confirmatory Order renders the costs that the NRC bore in reviewing those actions fee-recoverable. The terms "civil sanctions" and "civil penalties" imply a level of coercion and a lack-of-choice on the part of the licensee. But here, *before* the NRC issued its Order, Honeywell voluntarily agreed to take certain steps in response to its previous failed inspection.

The Confirmatory Order merely "confirmed" Honeywell's proposed actions. So it cannot be formally viewed as an order that relates to a civil sanction/penalty under a commonsense understanding of those terms. The exclusion in 170.31 note 2, therefore, does not apply.

The NRC would like to thank Honeywell International Inc. for already submitting payment for the full invoice to the NRC in a timely manner. Please do not hesitate to contact Patty Silva, NMSS, at 301-492-3114 or Arlette Howard, of my staff, at 301-415-1481 for any fee-related questions.

Sincerely,

A handwritten signature in black ink that reads "Milton Brown" with a stylized flourish underneath.

J. E. Dyer
Chief Financial Officer

Exhibit L



CHIEF FINANCIAL
OFFICER

UNITED STATES
NUCLEAR REGULATORY COMMISSION
WASHINGTON, D.C. 20555-0001

September 3, 2013

Tyson R. Smith, Esquire
Winston & Strawn, LLP
101 California Street
San Francisco, CA 94111

Dear Mr. Smith:

On behalf of the U.S. Nuclear Regulatory Commission (NRC), I am responding to your letter dated May 17, 2013, which disputes a portion of the fees that the NRC assessed for the Honeywell International Inc., Metropolis Works uranium conversion facility. Your letter disputes \$507,859 in licensing fees and \$184,744 in inspection fees (for a total of \$692,603). The NRC submitted these fees to Honeywell in an invoice dated April 18, 2013.

The fees that Honeywell disputes are fees that relate to corrective actions that Honeywell voluntarily committed to take in response to findings in an NRC inspection report. The NRC initially captured Honeywell's commitment to take these actions through issuance of a confirmatory action letter (CAL)¹ dated July 13, 2012. Honeywell later agreed to a confirmatory order,² issued by NRC on October 15, 2012. Through this confirmatory order, Honeywell agreed to take actions to correct two apparent violations of NRC regulations that the NRC discovered during an inspection. The confirmatory order more specifically addresses Honeywell's voluntary commitments originally described in the CAL, makes those commitments legally enforceable, and (assuming Honeywell satisfies its commitments) forecloses NRC enforcement action based on the two apparent violations. Consistent with NRC's longstanding practice, the agency did not assess Honeywell any fees to recover the agency's costs in preparing the CAL or the confirmatory order. The NRC did, however, collect fees for the inspection and licensing activities associated with evaluating compliance with the Honeywell confirmatory order.

Notably, Honeywell previously disputed fees that arose from this same set of operative facts in a letter dated January 24, 2013, to the NRC. In that letter, Honeywell challenged the assessment of \$450,867 by the NRC for licensing and inspection fees that arose from this confirmatory order. NRC denied Honeywell's dispute in a letter dated April 24, 2013.

Once again, Honeywell has not identified any applicable specific fee exemption that applies to its situation. I must continue, therefore, to disagree with Honeywell's conclusion that the NRC is precluded from charging fees for these activities.

¹ See *Agencywide Document Access and Management System (ADAMS) Accession No. ML12195A212*

² See *ADAMS Accession No. ML12289A800*

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Honeywell does not dispute NRC's authority to impose fees under *Title 10 of the Code of Federal Regulations* (10 CFR) Section 170, Part 12, "Payment of Fees." Instead, Honeywell repeats its argument that footnote 2 of 10 CFR 170.31, "Schedule of Fees for Materials Licenses and Other Regulatory Services, Including Inspections, and Import and Export Licenses," provides an applicable fee exemption. Title 10 of the CFR 170, Part 31.2 states, "Fees will not be charged for orders related to civil penalties or other civil sanctions issued by the Commission under 10 CFR 2.202 or for amendments resulting specifically from the requirements of these orders." Honeywell argues that under the "plain meaning" of this regulation, the NRC cannot assess any fees to Metropolis that resulted from the confirmatory order. I disagree with Honeywell. As stated in my April letter, the exclusion in 10 CFR 170.31, footnote 2 cannot apply here because Honeywell *consented* to undertaking the actions described in the confirmatory order.

Honeywell downplays its voluntary consent to the confirmatory order by emphasizing that the order also contains legally binding requirements. Honeywell argues, "...the fact that Honeywell consented to the order's issuance by waiving its right to a hearing does not, in any sense, make the requirements of the order voluntary." This is erroneous; Honeywell's interpretation of the footnote 2 exclusion assumes that *every* NRC order would lead to a fee exemption. Yet this is simply not the case. Some orders do, in fact, result in NRC charging fees. As stated in 10 CFR Part 170 Section 31 footnote 2, "For orders unrelated to civil penalties or other civil sanctions, fees will be charged for any resulting licensee-specific activities not otherwise exempted from fees under this chapter."

All "orders" contain legally enforceable requirements and impose compulsory obligations. Therefore, the confirmatory order issued by the NRC to Honeywell imposed "binding obligations" on Honeywell. The relevant question is not whether this order is legally binding-it is-but rather whether the order "relates" to a civil penalty or sanction. It does not. As the order states on Page 6, "consistent with Section 3.7 of the NRC's Enforcement Policy, the NRC is issuing this Confirmatory Order *in lieu of issuance of a Notice of Violation and consideration of civil penalties for the apparent violations described above*," (emphasis added). Page 6 of the order further explains that "Honeywell consented to issuance of this Order with the commitments described in Section IV below." The confirmatory order, therefore, merely "confirmed" Honeywell's own proposed voluntary actions to remedy the inspection violation. Honeywell had committed to taking voluntary action *before* the NRC issued this order. Honeywell's voluntarily agreement to take the actions that were eventually included in the order renders the exclusion in 10 CFR 170.31, footnote 2 inapplicable to this situation. A plain meaning understanding of the terms *sanction* and *penalty* shows why—"penalties" are usually not proposed by the punishee and are not agreed-to in advance.

In its latest dispute, Honeywell analogizes confirmatory orders to consent decrees or consent orders, arguing that *Welch v. Spangler*³ supports its position. But Honeywell's reading of the case ignores the distinction between legally binding requirements and penalties.

³ 939 F.2d 570, 572 (8th Cir. 1981).

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The court in *Welch* noted, "Without enforcement mechanisms such as fines or similar remedial sanctions, consent decrees cannot have their intended coercive effect."⁴ This important distinction between the "enforcement mechanisms" within the consent decree and the substantive terms of the consent decree itself supports my reading of the exclusion. The fines or "other remedial sanctions" for *violating* a consent decree (or, in our instance, a confirmatory order) would probably qualify as an order that relates to a civil penalty. However, the consent decree *itself* is not a "fine" or "remedial sanction" and nor is a confirmatory order. If Honeywell ignored the terms of the confirmatory order, *then* the NRC could issue an order that penalized Honeywell for noncompliance. The confirmatory order, standing alone, simply does not relate to a civil sanction or penalty under a reasonable understanding of those terms. The exclusion in 10 CFR 170.31, footnote 2, therefore, does not apply.

Ultimately, the \$507,859 in licensing fees that the NRC assessed to Honeywell resulted from NRC staff work reviewing Honeywell's technical submissions in response to the confirmatory order. As noted above, the NRC charges its licensees for its activities relating to evaluating compliance with such orders. Honeywell was the direct recipient and beneficiary of these NRC regulatory services. As such, NRC properly assessed to Honeywell 10 CFR Part 170 user fees for these licensing activities (see, e.g., *Mississippi Power & Light Co v. NRC*, 601 F.2d 223 (5th Cir.1979), *cert. denied*, 444 U.S. 1102 (1980)).

The \$184,744 in inspection fees were also properly assessed by the NRC. To recap, these inspection fees resulted from the NRC staff's performance of follow-up inspections to ensure that Honeywell adequately complied with the confirmatory order. These NRC inspections, therefore, were fee-recoverable regulatory activities under 10 CFR, Part 170, Section 12. Other than the exclusion in 10 CFR 170.3.2, Honeywell's fee-dispute letter does not point to any regulatory text to show that these inspection fees were improperly assessed to Honeywell. For the reasons stated above, Honeywell cannot claim 10 CFR 170.31, footnote 2, as a basis to avoid paying inspection fees for the Metropolis site.

In conclusion, the order issued to Honeywell simply does not impose civil sanctions or penalties. Therefore, the assessment of fees in the invoice dated April 18, 2013, were properly assessed to Honeywell by the NRC. If you have any questions, please do not hesitate to contact Patty Silva, NMSS, at (301) 492-3114 or Arlette Howard, of my staff, at 301-415-1481 for any fee-related questions.

Sincerely,



J. E. Dyer
Chief Financial Officer

⁴ *Id.* at 572.

Exhibit M



CHIEF FINANCIAL
OFFICER

UNITED STATES
NUCLEAR REGULATORY COMMISSION
WASHINGTON, D.C. 20555-0001

October 9, 2013

Mr. Tyson Smith, Partner
Winston & Strawn, LLP
101 California Street
San Francisco, CA 94111

Dear Mr. Smith:

On behalf of the U.S. Nuclear Regulatory Commission (NRC), I am responding to your letter dated August 13, 2013, which disputes a portion of the fees that the NRC assessed for the Honeywell International Inc., Metropolis Works uranium conversion facility. Your letter disputes \$463,060 in licensing fees and \$261,053.50 in inspection fees (for a total of \$724,113.50). The NRC submitted these fees to Honeywell in invoice no. LFB 13-4946 dated July 25, 2013. Your letter also states that Honeywell has not received NRC's response to Honeywell's letter dated May 17, 2013, disputing a portion of invoice no. LFB 13-3439. We responded to Honeywell's May 17th letter on September 3, 2013.

This is Honeywell's third fee dispute that arises from the same set of operative facts. We hereby incorporate by reference the facts as set forth in the NRC's previous two responses to Honeywell-*i.e.*, our April 24, 2013, response, and our September 3, 2013, response. As stated in both responses, we disagree with Honeywell's rationale and basis for disputing these fees. In its most recent (August 13, 2013) letter, Honeywell does not provide the NRC with any new arguments to support its fee dispute; therefore, the NRC must deny Honeywell's request for the reasons set forth in our previous letters.

The NRC would like to thank Honeywell International Inc. for already submitting payment for the full invoice to the NRC in a timely manner. Please do not hesitate to contact Patricia Silva, NMSS, at 301-492-3114 or Arlette Howard, of my staff, at 301-415-1481 for any fee-related questions.

Sincerely,

A handwritten signature in cursive script, appearing to read "J. E. Dyer", is positioned above the printed name.

J. E. Dyer
Chief Financial Officer

Exhibit N



**UNITED STATES
NUCLEAR REGULATORY COMMISSION**
WASHINGTON, D.C. 20535-0001

December 18, 2014

Tyson R. Smith, Esquire
Winston & Strawn LLP
101 California Street
San Francisco, CA 94111

Dear Mr. Smith:

On behalf of the U.S. Nuclear Regulatory Commission (NRC), I am responding to your letter dated February 21, 2014¹, which disputes a portion of the fees the NRC assessed for the Honeywell International Inc., Metropolis Works uranium conversion facility.² Specifically, your letter disputes \$60,588.00 in licensing fees. The NRC submitted these fees to Honeywell in invoice LFB 14-1691, dated January 24, 2014.

As a basis for the dispute, Honeywell incorporates by reference the letters to the NRC dated February 22, 2013, May 17, 2013, August 13, 2013, and November 21, 2013, regarding LFB 13-2061, LFB 13-3439, LFB 13-4946, and LFB 14-0391, respectively. Honeywell asserts that footnote 2 of 10 CFR 170.31 precludes the NRC from collecting fees for the inspection and licensing activities associated with evaluating compliance with the Honeywell confirmatory order dated October 15, 2012.³ The confirmatory order specifically addresses Honeywell's voluntary commitments originally defined in a confirmatory action letter (CAL) dated July 13, 2012.⁴ The pertinent part of footnote 2 of 10 CFR 170.31 states, "Fees will not be charged for orders related to civil penalties or other civil sanctions issued by the Commission under 10 CFR 2.202 or for amendments resulting specifically from the requirements of these orders." Honeywell asserts that the mutually agreed upon confirmatory order imposes a civil sanction or penalty upon it.

We disagree with Honeywell's assessment. The disputed fees contained in invoice LFB 14-1691 resulted from the NRC staff's review of technical documents that Honeywell submitted in accordance with the confirmatory order. As stated in our previous letters, the exclusion in 10 CFR 170.31 footnote 2 does not apply to this situation because Honeywell consented to the confirmatory order, which was issued with Honeywell's agreement in lieu of a notice of violation and potential civil penalty. Because the confirmatory order does not impose a civil sanction or penalty, the NRC properly assessed Honeywell the fees listed in the January 24, 2014, invoice.

As a separate matter, while researching Honeywell's fee dispute, the NRC staff became aware of an improper billing associated with the preparation of the October 15, 2012, confirmatory

¹ See Agencywide Documents Access and Management System (ADAMS) ML14073A125 (Winston & Strawn Fee Dispute Invoice LFB 14-1691)

² See Docket Number 40-3392

³ See Confirmatory Order; *In the Matter of Honeywell International Inc.; Metropolis, Illinois*, 77 Fed. Reg. 64,831 (Oct. 23, 2012)

⁴ See ADAMS Accession No. ML12195A212 (Confirmatory Action Letter-Honeywell Facility Commitments to Resolve Safety Concerns Before Restarting NRC Licensed Operations)

T. R. Smith

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order⁵. The NRC has determined that approximately 370 hours were charged to Honeywell for the preparation of the confirmatory order. These hours were billed at the FY 2012 hourly rate of \$274 per hour, for an approximate sum of \$100,000.00. As a result, the NRC will issue a refund to Honeywell for the amount collected.

If you have any technical questions regarding this matter, please contact Ms. Tilda Liu, Office of Nuclear Materials Safety and Safeguards, at (404) 997-4730. Please contact Mr. Alexander S. Balkin, of my staff, at (301) 415-5835 for any fee-related questions.

Sincerely,



Maureen E. Wylie
Chief Financial Officer

⁵ *Id.* Footnote 3