



NUCLEAR REGULATORY COMMISSION

[Docket Nos. 40-3392, 11005938, 11006336, 11005360, and 11006183;

NRC-2025-0065]

In the Matter of Honeywell International, Inc.; Direct and Indirect Transfers of License

AGENCY: Nuclear Regulatory Commission.

ACTION: Order; issuance.

SUMMARY: The U.S. Nuclear Regulatory Commission (NRC) is issuing an order approving the application filed by Honeywell International, Inc. (Honeywell), dated January 24, 2025, as supplemented by letters dated February 14, 2025, March 3, 2025, March 7, 2025, April 9, 2025, and May 28, 2025. Specifically, the order approves the direct, and subsequent indirect, transfer of control of Source Material License No. SUB-526 and Export License Nos. XSOU8826/01 and XSOU8851/02 for the Honeywell Metropolis Works (MTW) uranium conversion facility in Metropolis, Illinois, and the indirect transfer of control of Honeywell's economic interest in ConverDyn, GP (ConverDyn) which holds NRC Export License Nos. XSOU8789/08 and XSOU8837.

DATES: The order was issued on June 17, 2025, and is effective immediately.

ADDRESSES: Please refer to Docket ID **NRC-2025-0065** when contacting the NRC about the availability of information regarding this document. You may obtain publicly available information related to this document using any of the following methods:

- **Federal Rulemaking Website:** Go to <https://www.regulations.gov> and search for Docket ID **NRC-2025-0065**. Address questions about Docket IDs in Regulations.gov to Bridget Curran; telephone: 301-415-1003; email: Bridget.Curran@nrc.gov. For technical questions, contact the individual listed in the "For Further Information Contact" section of this document.

- **NRC's Agencywide Documents Access and Management System**

(ADAMS): You may obtain publicly available documents online in the ADAMS Public

Documents collection at <https://www.nrc.gov/reading-rm/adams.html>. To begin the search, select "Begin Web-based ADAMS Search." For problems with ADAMS, please contact the NRC's Public Document Room (PDR) reference staff at 1-800-397-4209, at 301-415-4737, or by email to PDR.Resource@nrc.gov. The order and the NRC staff safety evaluation supporting the order are available in ADAMS under Package Accession No. ML25141A093.

- **NRC's PDR:** The PDR, where you may examine and order copies of publicly available documents, is open by appointment. To make an appointment to visit the PDR, please send an email to PDR.Resource@nrc.gov or call 1-800-397-4209 or 301-415-4737, between 8 a.m. and 4 p.m. eastern time (ET), Monday through Friday, except Federal holidays.

FOR FURTHER INFORMATION CONTACT: Osiris Siurano-Pérez, Office of Nuclear Material Safety and Safeguards, U.S. Nuclear Regulatory Commission, Washington, DC 20555-0001; telephone: 301-415-7827; email: Osiris.Siurano-Perez@nrc.gov.

SUPPLEMENTARY INFORMATION: The text of the order is attached.

Dated: June 18, 2025.

For the Nuclear Regulatory Commission.

Samantha Lav,
*Chief,
Fuel Facility Licensing Branch,
Division of Fuel Management,
Office of Nuclear Material Safety
and Safeguards.*

Attachment – Order Approving the Indirect Transfers of Control of License

UNITED STATES OF AMERICA

NUCLEAR REGULATORY COMMISSION

In the Matter of)	
)	
Honeywell International, Inc.)	Docket Nos.: 40-3392, 11005938,
)	11006336, 11005360, and
ConverDyn, GP)	11006183
)	
EAF-NMSS-2025-0127)	License Nos.: SUB- 526, XSOU8826/01,
)	XSOU8851/02,
)	XSOU8789/08, and
)	11006183

ORDER APPROVING THE INDIRECT
TRANSFERS OF CONTROL OF LICENSES

I.

Honeywell International Inc. (Honeywell), a publicly traded company listed on the NASDAQ stock exchange (HON), is the owner and licensee of the Metropolis Works Uranium Conversion Facility (“Metropolis Facility”) near Metropolis, Illinois. In addition, Honeywell, through its wholly owned subsidiary Honeywell Energy Services, Inc. (“HES”), holds a 50 percent ownership interest in ConverDyn, GP (ConverDyn) a joint venture between Honeywell and General Atomics. Currently, Honeywell is the holder of Title 10 of the *Code of Federal Regulations* (10 CFR) Part 40, “Domestic Licensing of Source Material,” source and byproduct materials license number SUB-526 and Export License numbers XSOU8826/01 and XSOU8851/02. ConverDyn, GP (“ConverDyn”), is the holder of U.S. Nuclear Regulatory Commission (NRC, the Commission) export license numbers XSOU8789/08 and XSOU8837.

II.

By letter dated January 24, 2025 (Agencywide Documents Access and Management

System (ADAMS) Accession Number ML25024A105), as supplemented by letters dated February 14, 2025 (ML25049A139), March 3, 2025 (ML25062A232), March 7, 2025 (ML25066A215), April 9, 2025 (ML25100A077), and May 28, 2025 (ML25148A428), Honeywell submitted an application requesting that the NRC consent to the direct and indirect transfer of control of the materials license and the export licenses held by Honeywell and the indirect transfer of control of Honeywell's economic interest in ConverDyn. In the submittal, Honeywell stated that the application and consent were necessitated by a proposed transaction to implement Honeywell's publicly announced plan to spin off its advanced materials business (including the Metropolis Facility and Honeywell's interest in the ConverDyn joint venture) to existing Honeywell shareholders. Honeywell stated that, to effectuate the announced spinoff, it will create two new subsidiaries. Because the name of one subsidiary is not yet known, it is referred to in the Application as "NewCo Corp." The other subsidiary has been formed and is currently named US Athens SpinCo LLC, though its name may be changed prior to the completion of the Spin (as defined below). NewCo Corp. will be a direct subsidiary of US Athens SpinCo LLC.

The proposed transaction will then occur in two steps. The first step involves both a direct and two indirect transfers of control. In the first step, (i) the direct transfer of control will occur when Honeywell, the current licensee of the Metropolis Facility and holder of the 100 percent ownership of the facility's interests, transfers its materials and Export licenses for the facility (and ownership of the relevant assets and operations related to it) to NewCo Corp., and NewCo Corp. will become the new licensee, (ii) an indirect transfer of control will occur when Honeywell transfers ownership of HES to NewCo Corp., which will occur substantially concurrently with the direct transfer of control of the license for the Metropolis Facility described in clause (i), and (iii) an indirect transfer of control will occur when Honeywell transfers ownership of NewCo Corp. to US Athens SpinCo LLC. As a result of the first indirect transfer,

NewCo Corp. will become an indirect intermediate corporate parent of Honeywell's indirect 50 percent ownership interest in the ConverDyn joint venture. As a result of clause (iii) of this first step, US Athens SpinCo LLC will be (1) the direct intermediate corporate parent of NewCo Corp. and (2) the indirect intermediate corporate parent of HES, which holds the 50 percent ownership interest in the ConverDyn joint venture. The first step (including the direct and indirect transfers of control resulting therefrom) is referred to as the "Internal Reorganization." For the sake of clarity, before and after the first step, US Athens SpinCo LLC will be wholly owned by Honeywell.

The second step (the "Spin") (together, with the Internal Reorganization, the "Transaction") involves an indirect transfer of control. After US Athens SpinCo LLC converts to a corporation ("US Athens SpinCo Corp."), Honeywell will distribute shares in US Athens SpinCo Corp. to Honeywell's existing common shareholders on a pro rata basis according to their ownership of Honeywell's common stock at such time. As a result of the Spin, US Athens SpinCo Corp. will become the new ultimate parent company for NewCo Corp. and HES, and the ultimate corporate owner of 50 percent of the ConverDyn joint venture. Because the Internal Reorganization and the Spin are both required to effectuate the Transaction, and the Spin would not occur without the Internal Reorganization, Honeywell is submitting a single Application and requests that the NRC grant its consent to each of the two steps of the Transaction. More information on the proposed transaction is provided in the enclosed Application.

The current corporate organizational structure of Honeywell, as it relates to the licensed entities that are the subject of this Application before the Transaction, is depicted in an organization chart provided in Exhibit F-1 of Revision 2 (ML25149A078) of Honeywell's Application. Exhibit F-2 of Revision 2 of Honeywell's Application provides an organization chart showing the structure relating to the licensed entities after the Internal Reorganization. Exhibit

F-3 of Revision 2 of Honeywell's Application provides an organization chart showing the structure relating to the licensed entities after the Spin and completion of the Transaction.

As part of the Internal Reorganization described above, Honeywell will transfer the materials and export licenses for the Metropolis Facility to NewCo Corp. The principal officers and members of the NewCo Corp. board of directors will all be U.S. citizens. Also, as part of the Internal Reorganization, Honeywell will insert US Athens SpinCo LLC into the corporate ownership chain as an intermediate holding company and direct intermediate corporate parent of NewCo Corp. and indirect intermediate corporate parent of Honeywell's 50 percent ownership of the ConverDyn joint venture. At this step, US Athens SpinCo LLC will be wholly owned by Honeywell. US Athens SpinCo LLC is managed by two managers. Prior to the Spin, US Athens SpinCo LLC will be converted into a Delaware corporation and, thereafter, Honeywell will distribute its shares in US Athens SpinCo Corp. to Honeywell's existing common shareholders on a pro rata basis according to their ownership of Honeywell's common stock at such time (thus, the ultimate beneficial ownership of the Metropolis Facility and indirect 50% ownership interest in the ConverDyn joint venture will be unchanged relative to that immediately prior to the second step). Once a corporation, US Athens SpinCo Corp. will be managed by a board of directors. The principal officers of US Athens SpinCo Corp. and members of the board of directors have yet to be identified, but Honeywell expects a majority will be U.S. citizens. The size of the board of directors, and the names and citizenship of expected officers and directors will be provided to the NRC when they become available.

For significant corporate business purposes, Honeywell seeks to affect the Internal Reorganization by the end of the second quarter of 2025 and the Spin by the third quarter of 2025. Honeywell would not undertake the Internal Reorganization but for the planned Spin, and Honeywell therefore requests consent to both the Internal Reorganization and the Spin in this Application. Honeywell's request for consent to both the Internal Reorganization and the

Spin is consistent with other requests for NRC consent to single transactions involving multiple steps.

There are no anticipated changes in the operations, key operating personnel or management having direct operational responsibility for, and control of, licensed activities resulting from the Transaction. Honeywell will transfer all employees responsible for licensed materials and activities at the Metropolis Facility to NewCo Corp. as part of the Internal Reorganization, and those employees will remain responsible for such materials and activities after the closing of the Transaction. Accordingly, NewCo Corp. will remain technically qualified to hold the Metropolis Facility license and will fulfill all responsibilities as the licensee. There are no changes anticipated in the location of the regulated activities, or operational organization, location, facilities, equipment, or procedures related to the Metropolis Facility license, because of the Transaction. Similarly, there are no anticipated changes at ConverDyn as a result of the transfer of Honeywell's indirect 50 percent ownership of the ConverDyn joint venture. Honeywell will notify the NRC if changes become anticipated as part of the Transaction.

NewCo Corp. will be financially qualified to engage in NRC-licensed activities. Honeywell currently relies on a standby trust and irrevocable standby letters of credit to demonstrate decommissioning funding assurance for the Metropolis Facility. Prior to closing, and upon approval of the transfers of control, US Athens SpinCo Corp. will replace the standby trust. Honeywell will either transfer the irrevocable letters of credit to US Athens SpinCo Corp. or US Athens SpinCo Corp. will replace the letters of credit with a new financial assurance instrument; that instrument is likely to take the form of a surety bond, insurance, bank or third-party lender guarantee, or new letters of credit. Honeywell or US Athens SpinCo Corp. will submit the actual form of any replacement financial assurance instrument to the NRC in a supplemental filing. This replacement financial assurance instrument will be in an amount

sufficient to satisfy the most recent decommissioning cost estimate.

The Transaction is not anticipated to affect the organizational or operational structure described in the license for the Metropolis Facility nor any procedures associated with the licensed activities that would require NRC approval. Further, there are no anticipated changes in the use, possession, locations, or storage of licensed materials at the Metropolis Facility because of the Transaction. Licensed activities will continue in their current form without interruption resulting from the Transaction. Similarly, the transfer of Honeywell's indirect 50 percent ownership of the ConverDyn joint venture as part of the Transaction is not anticipated to have any effect on the export license held by ConverDyn or any of ConverDyn's licensed activities. Honeywell will inform the NRC if changes become anticipated as part of the Transaction.

Honeywell currently anticipates that the Internal Reorganization will close in the second quarter of 2025 and the Spin by the third quarter of 2025. In its Application, Honeywell requested the NRC to provide its consent by no later than June 24, 2025, and that such consent be effective for one year subject to extension for good cause shown.

The applicants requested the NRC's consent to the indirect transfers of control pursuant to Section 184 of the Atomic Energy Act of 1954, as amended, and the NRC's implementing regulations in 10 CFR 40.46, 110.50, and 110.51. A notice of receipt of the application and opportunity to request a hearing and provide written comments was published in the *Federal Register* on April 1, 2025 (90 FR 14396). The NRC received one comment (ML25098A039) on the Application and no requests for a hearing in response to the notice. In its comment, the commenter recommended "...not approving the transfer because the American taxpayer could be affected and have to pay for an expensive decommissioning of radioactive industries." The commenter, however, provided no additional justification for the NRC to deny its consent to

transfer control of Honeywell's licenses. As such, the NRC took no action in response to the comment.

The regulation in 10 CFR 40.46, "Inalienability of licenses," states that "No license issued or granted pursuant to the regulations in this part shall be transferred, assigned or in any manner disposed of, either voluntarily or involuntarily, directly or indirectly, through transfer of control of any license to any person, unless the Commission shall after securing full information, find that the transfer is in accordance with the provisions of this act, and shall give its consent in writing." The regulation in 10 CFR 110.50(d) states that "A specific license may be transferred, disposed of or assigned to another person only with the approval of the Commission".

Upon review of the information in Honeywell's application, as supplemented, and other information before the NRC, and relying on the representations contained in the application, the NRC staff has determined that NewCo Corp. is qualified to directly hold the NRC license for the Metropolis facility, to the extent described in the application, and that the indirect transfers of the licenses, as described by Honeywell in its Application, are otherwise consistent with applicable provisions of law, regulations, and orders issued by the Commission pursuant thereto.

The NRC staff has also determined that: (1) there is reasonable assurance that the health and safety of the public will not be endangered by operation in the proposed manner, (2) there is reasonable assurance that such activities will be conducted in compliance with the Commission's regulations, and (3) the transfers will not be inimical to the common defense and security or to the health and safety of the public. The findings set forth above are supported by an NRC staff technical evaluation dated the same date as this order, which is available at ADAMS Accession No. ML25141A095.

III.

Accordingly, pursuant to Sections 161b, 161i, and 184 of the Act, 42 U.S.C.

§§ 2201(b), 2201(i), and 2234; and 10 CFR 40.46 and 110.50(d), IT IS HEREBY ORDERED that the license transfer application, as described herein, be approved subject to the following conditions:

(1) Honeywell must certify, at least 10 days prior to closing the Transaction, that a majority of corporate officers and board of directors remain U.S. Citizens.

(2) Honeywell must provide, at least 10 business days prior to closing, executed financial assurance instruments in the name of the new licensee which will cover the most recently approved decommissioning cost estimate.

(3) Honeywell must provide, at least 10 business days prior to closing, an executed letter from NewCo Corp. confirming that it agrees to the direct and indirect transfer of control within the meaning of 10 CFR 40.46.

(4) Honeywell shall provide, at least 10 business days prior to the closure of the transaction, Certificates of Incorporation in the name of the new licensee.

(5) Should the proposed indirect transfers not be completed within 1 year of the date of the Order, the Order shall become null and void provided that, upon timely written application and for good cause shown, such date may be extended by order.

(6) After receipt of all required regulatory approvals of the proposed transaction, Honeywell shall inform the Director of the Office of Nuclear Material Safety and Safeguards in writing of such receipt at least one (1) business day before all actions necessary to accomplish the direct and indirect transfers of control are completed.

(7) Should the proposed indirect transfers not be completed within 1 year of the date of this order, this order shall become null and void, provided, however, that upon timely written application and for good cause shown, such date may be extended by order.

This order is effective upon issuance.

For further details with respect to this order, see the application dated January 24, 2025,

as supplemented by letters dated February 14, 2025 (ML25049A139), March 3, 2025 (ML25062A232), March 7, 2025 (ML25066A215), April 9, 2025 (ML25100A077), and May 28, 2025 (ML25148A428), and the associated NRC staff technical evaluation dated the same date as this order. Publicly available documents created or received at the NRC are accessible electronically through ADAMS in the NRC Library at <https://www.nrc.gov/reading-rm/adams.html>. Persons who do not have access to ADAMS or who encounter problems in accessing the documents located in ADAMS should contact the NRC Public Document Room (PDR) reference staff by telephone at 1-800-397-4209 or 301-415-4737 or by email to PDR.Resource@nrc.gov.

Dated: June 17, 2025.

FOR THE NUCLEAR REGULATORY COMMISSION.

/RA/

John W. Lubinski, Director,
Office of Nuclear Material Safety
and Safeguards.

[FR Doc. 2025-11486 Filed: 6/20/2025 8:45 am; Publication Date: 6/23/2025]