



STATE OF MAINE
DEPARTMENT OF ENVIRONMENTAL PROTECTION
17 STATE HOUSE STATION, AUGUSTA, MAINE 04333-0017

DEPARTMENT ORDER

IN THE MATTER OF:

The acquisition by Texas Instruments)	
Incorporated of National Semiconductor)	LICENSE TRANSFER
Corporation facility located in)	Air Emissions;
South Portland, Maine.)	Site Location
# A-698-71-V-T)	
# L-7458-26-O-T)	

Pursuant to Maine law, the applicable provisions of the laws pertaining to the Maine Department of Environmental Protection's ("Maine DEP") *Organization and Powers*, 38 M.R.S.A. §§ 344(1) & (1-A), Maine DEP's *Rules Concerning the Processing of Applications*, 06-096 CMR 2; *Protection and Improvement of Air* laws, 38 M.R.S.A. §§ 581 to 610-D; *Site Location of Development* law, 38 M.R.S.A. §§ 481 to 490; and rules promulgated pursuant to these laws, the Maine DEP has considered the application of Texas Instruments Incorporated ("TI") with its supportive data, agency review comments, and other related materials on file and FINDS THE FOLLOWING FACTS:

1. APPLICATION SUMMARY

A. Application. TI submitted an application to Maine DEP for the transfer of licenses. The application sought to transfer to TI all active Maine DEP licenses, as defined in 06-096 CMR 2(1)(J), any modifications, condition compliance orders, all other approvals, and all applications pending in the name of National Semiconductor Corporation ("NSC") for facilities in South Portland, Maine (hereinafter referred to as the "Facilities"). A schedule of permits and applications that were the subject of that application, and this Department Order, is set forth in Appendix A. Maine DEP accepted TI's license transfer application as complete for processing on January 18, 2011. Under 06-096 CMR 2(21)(C)(1), before the Department may transfer a license a transferee is required to demonstrate to the Department's satisfaction the financial and technical capacity and intent to: (a) comply with all terms and conditions of the applicable license, and (b) satisfy all applicable statutory or regulatory criteria.

B. History

(1) **The Transaction.** On January 3, 2012, TI received a Release Deed from NSC for real property owned by NSC in South Portland, Maine.

(2) **Operations.** The facilities or activities which are the subject of the Maine DEP permits to be transferred are located in South Portland, Maine.

2. TRANSFER REQUIREMENTS

The following information regarding TI was submitted in support of the transfer application:

- A. Full Name and Address.** The full name and address of the applicant is:
Texas Instruments Incorporated
12500 TI Boulevard
Dallas, TX 75266-0199
- B. Certification.** TI certifies that there will be no increase in air emissions beyond that provided for in the existing air emission license, either in quantity or type, without prior written permission from the Department.
- C. Title, Right, or Interest.** TI submitted copy of the Release Deed for the property owned by National Semiconductor Corporation. The Release Deed is dated January 3, 2012 and was executed by Alan C. Boyd as Vice President of NSC as grantor. The release deed demonstrates TI's title, right, or interest in the facility that is the subject of the Maine DEP permits. Based on the foregoing, TI has provided sufficient evidence of title, right, or interest in the facility to allow the transfer to TI of the facility's licenses, permits, approvals, permits-by-rule, registrations, variances, certifications and amendments thereto, condition compliance orders, and pending applications.
- D. Financial Capacity and Intent.** TI submitted a statement of financial capacity and intent to comply with all terms and conditions of the Permits and to satisfy all applicable statutory and regulatory criteria. TI submitted consolidated balance sheets and consolidated statements of operations for TI for the years ending December 31, 2010, December 31, 2009, and December 31, 2008. TI's most recent annual financial statements reflect total assets of \$13,401 million and revenue of \$13,966 million. TI submitted an itemized estimate of total annual compliance-related costs for continued facility operation with Maine DEP permit of \$681,066. Based on the foregoing, TI has demonstrated sufficient financial capacity and intent to assure compliance with all Maine DEP licenses, permits, approvals, permits-by-rule, registrations, variances, certifications and amendments thereto, condition compliance orders, pending applications, as well as any statutory and regulatory criteria applicable to the facilities.
- E. Technical Capacity and Intent.** TI states that they have intent to comply with terms and conditions of the permits and all applicable environmental laws. TI submitted resumes for personnel responsible for technical and environmental management and compliance expertise. TI intends to use existing employees of NSC to operate the facility in compliance with DEP licenses. TI is listing John Dunn and Les Gardner as personnel that have responsibility for environmental compliance at the facility. The information submitted provides sufficient evidence that TI has the technical capacity and intent to comply with all Maine DEP licenses, permits, approvals, permits-by-rule, registrations, variances, certifications and amendments thereto, condition compliance orders, pending applications, and any statutory and regulatory criteria applicable to the Facility.

BASED ON THE ABOVE FINDINGS OF FACT, the Maine DEP CONCLUDES that TI has demonstrated the technical and financial capacity and intent to comply with the conditions of all Maine DEP licenses, permits, approvals, permits-by-rule, registrations, variances, certifications and amendments thereto, condition compliance orders and pending applications associated with

the facilities described in this Order's findings, including specifically those licenses and applications listed in Appendix A, and to satisfy all applicable statutory and regulatory criteria.

THEREFORE the Maine DEP APPROVES the transfer application of TI:

DONE AND DATED AT AUGUSTA, MAINE THIS 24th DAY OF FEBRUARY, 2012.

DEPARTMENT OF ENVIRONMENTAL PROTECTION

By: Patricia W. Aho
Patricia W. Aho, Commissioner

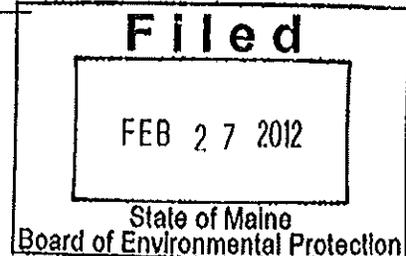
PLEASE NOTE ATTACHED SHEET FOR GUIDANCE ON APPEAL PROCEDURES

Date of initial receipt of application: January 17, 2012

Date application accepted for processing: January 18, 2012

Date filed with the Board of Environmental Protection: _____

This order written by Roy Krout, Office of the Commissioner



APPENDIX A: CURRENT LICENSES AND APPLICATIONS

AIR QUALITY ORDERS		
Number	Description	Approved
Air Emissions Licenses:		
A-698-71-U-R	Air Emission License	12/30/2009

AIR FACILITY TAX EXEMPTION ORDERS		
Number	Description	Approved
A-698-75-E-X	Tax Certificate regarding air pollution control equipment	05/27/1998
A-698-75-F-X	Tax Certificate regarding air pollution control equipment	10/13/1998
A-698-75-G-X	Tax Certificate regarding air pollution control equipment	02/04/1999
A-698-75-T-X	Tax Certificate regarding air pollution control equipment	03/12/2008

SITE LOCATION ORDERS		
Number	Description	Approved
Land Development Licenses:		
L-7458-39-A-X	Construction of 156,000 square foot expansion of existing building and 4.4 acre parking lot	07/22/1981
L-7458-39-B-X	Construction of nitrogen generating plant	08/25/1981
L-7458-39-C-X	Addition of 4,000 square feet to deionization water building	02/01/1983
L-7458-39-E-X	Construction of 21,800 chemical storage building	01/25/1984
L-7458-26-A-M	Installation of 3,000 gallon Argon tank (12x20 feet)	03/15/1984
L-7458-26-B-M	Installation of electrical switchyard	04/27/1984
L-7458-26-E-M	Installation of 2,400 square foot base to support transformers	02/02/1993
L-7458-26-F-A	Construction of 483,000 square foot fabrication building, transformer, and parking lot areas	10/06/1995
L-7458-26-G-M	Construction of temporary access and haul road and soil stockpile area	12/13/1995
L-7458-26-H-M	Increase of estimated wastewater flows from fabrication building	01/19/1996
L-7458-26-I-M	Changes of layout of fabrication building	08/05/1996
L-7458-26-J-M	Miscellaneous changes in service yard	09/05/1996
L-7458-26-K-M	Construction of 42,500 square foot parking lot	01/02/1997
L-7458-26-L-T	Division of site between National Semiconductor Corporation and Fairchild Semiconductor Corporation	02/07/1997
L-7458-26-M-M	Miscellaneous changes to building project	02/07/1997
L-7458-26-N-M	Removal of 3.5 acre portion of parking lot to create recreational ball field	05/13/2004

WATER FACILITY TAX EXEMPTION ORDERS

Number	Description	Approved
<i>W-008029-63-A-N</i>	Tax Certificate regarding water pollution control equipment	12/14/1998