



U.S. Nuclear Regulatory Commission  
ATTN: Document Control Desk  
Washington, DC 20555

DCS-NRC-000324  
30 August 2012

Subject: Docket Number 070-03098  
Shaw AREVA MOX Services  
Mixed Oxide Fuel Fabrication Facility  
Request for Consent to Indirect Transfer of Control of Construction  
Authorization No. CAMOX-001

Dear Sir/Madam:

Pursuant to Section 184 of the Atomic Energy Act of 1954, as amended (the "Act"), and 10 C.F.R. 70.36, Shaw AREVA MOX Services, LLC ("MOX Services") requests that the U.S. Nuclear Regulatory Commission ("NRC") consent to the indirect transfer of control of Construction Authorization No. CAMOX-001 (the "CA") for the Mixed Oxide Fuel Fabrication Facility ("MOX Facility") now being constructed at the U.S. Department of Energy ("DOE") Savannah River Site in Aiken, South Carolina. The indirect transfer would result from a proposed transaction whereby The Shaw Group Inc. ("Shaw"), a Louisiana corporation that is publicly traded on the New York Stock Exchange ("NYSE") and widely held in the United States, would be acquired by Chicago Bridge & Iron Company N.V. ("CB&I"), a public limited liability company with its registered corporate seat in Amsterdam, The Netherlands, whose stock is publicly traded on the NYSE and widely held in the United States.

MOX Services is currently owned as follows: (1) 30% by Shaw Environmental & Infrastructure, Inc. ("Shaw E&I"), a Louisiana corporation that is a wholly owned direct subsidiary of Shaw; (2) 40% by Shaw Project Services Group, Inc. ("SPSG"), a Delaware corporation that is a wholly owned direct subsidiary of Shaw E&I; and (3) 30% by AREVA NC, Inc., a Delaware corporation that is a wholly owned subsidiary of AREVA NC SA Inc., a French company which is a wholly owned subsidiary of AREVA SA, a French company that is majority owned by the government of France. Pursuant to a Transaction Agreement dated July 30, 2012, Crystal Acquisition Subsidiary, Inc, a wholly owned subsidiary of CB&I organized under the laws of the State of Louisiana, will acquire all outstanding shares of Shaw through a cash and stock transaction in accordance with its merger with and into Shaw. When the transaction is complete, the resulting corporation will be named CB&I Shaw Inc. ("CB&I Shaw"). CB&I will become the ultimate parent holding company of CB&I Shaw. CB&I Shaw will operate as a separate business sector under CB&I. Operational headquarters will remain unaffected.

Simplified organization charts showing the ownership of MOX Services before and after the proposed transaction are provided as Figures 1 and 2. Supporting information is provided as Enclosure 1, consistent with NRC's guidance for a license transfer request in Volume 15 of NUREG-1556 ("Consolidated Guidance About Materials Licenses – Guidance About Changes of Control and About Bankruptcy Involving Byproduct, Source, or Special Nuclear Materials Licenses").

This indirect transfer of Shaw E&I's and SPSPG's ownership interests in MOX Services does not involve any changes in the management or operations of MOX Services and does not change any of its existing obligations as the holder of the CA. Thus, there are no changes to the information provided in support of the CA as a result of this transaction, other than changes that reflect CB&I becoming the ultimate parent holding company for Shaw E&I and SPSPG.

CB&I's worldwide administrative headquarters are in The Woodlands, Texas. Its registered corporate seat is in The Netherlands. Although CB&I is incorporated in the Netherlands, it is publicly traded on the NYSE. Publicly available information in filings with the U.S. Securities and Exchange Commission and information available to CB&I reflect that a majority of CB&I's shares are held by U.S. individuals and institutions residing and operating in the United States and that no single investor holds more than 5% of CB&I stock. All members of CB&I's Board of Directors and all of its executive officers are U.S. citizens, except for one officer who is a U.S. permanent resident with Norwegian citizenship. One member of the Board also holds dual U.S. and Canadian citizenship.

In addition, as discussed in Enclosure 1, MOX Services holds a Facility Security Clearance ("FCL") administered by DOE/National Nuclear Security Administration ("NNSA"). DOE/NNSA will review compliance relating to any potential foreign ownership, control or influence ("FOCI") issues in connection with the FCL required for the MOX Facility.

Given CB&I's ownership and management by U.S. entities and individuals, the indirect transfer of the ownership interests in MOX Services from Shaw to CB&I does not permit any foreign interest, either directly or indirectly, to direct or decide matters affecting the management or operations of MOX Services. In addition, any questions relating to this issue will be reviewed and addressed by DOE/NNSA as part of the FOCI determination process. Thus, there is no basis for concluding that the indirect transfer of the CA "would be inimical to the common defense and security or would constitute an unreasonable risk to the health and safety of the public." 10 C.F.R. 70.31(d).

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The transaction is subject to approval by the shareholders of both parties as well as approvals of U.S. and foreign government authorities, but is expected to close in the first quarter of 2013. Accordingly, MOX Services requests the NRC issue its consent to the proposed indirect transfer of control on or before January 2, 2013.

If you have any questions, please feel free to contact me at (803) 819-2156, or Dealis Gwyn, Licensing Manager, at (803) 819-2780.

Sincerely,



Kelly D. Trice  
President and Chief Operating Officer  
Shaw AREVA MOX Services

Enclosures:

Figure 1

Figure 2

- (1) Information Supporting Request for NRC Approval of Indirect Transfer of Control of Construction Authorization No. CAMOX-001

cc: w/encl.

Sam Glenn, NNSA/SRS  
William Gloersen, USNRC/RII  
Dealis Gwyn, MOX Services  
Stephen Marr, MOX Services  
Kevin Morrissey, USNRC/HQ  
Clay Ramsey, NNSA/SRS  
Deborah Seymour, USNRC/RII  
Melvin Shannon, USNRC/SRS  
Donald Silverman, ML&B  
David Tiktinsky, USNRC/HQ  
Rodney Whitley, MOX Services  
EDMS: Corresp\Outgoing\NRC\2012 NRC

Figure 1: SIMPLIFIED ORGANIZATION CHART – CURRENT

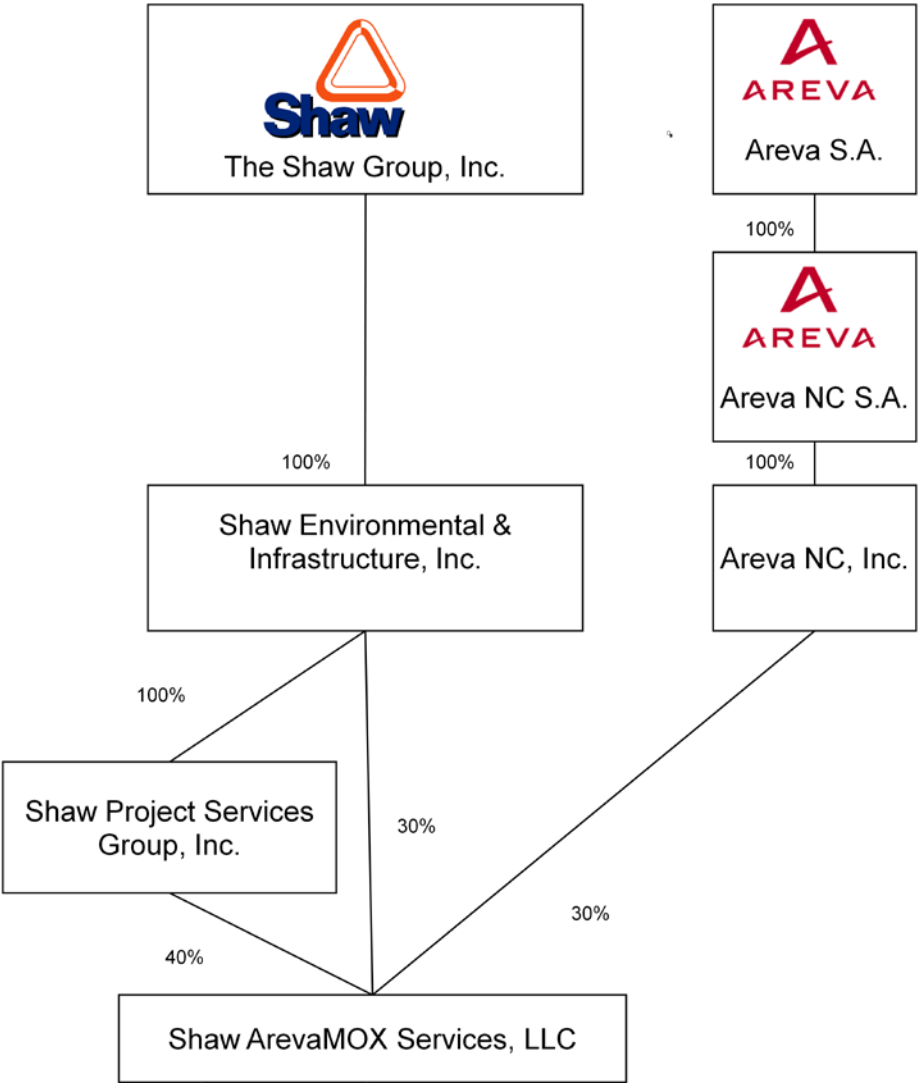
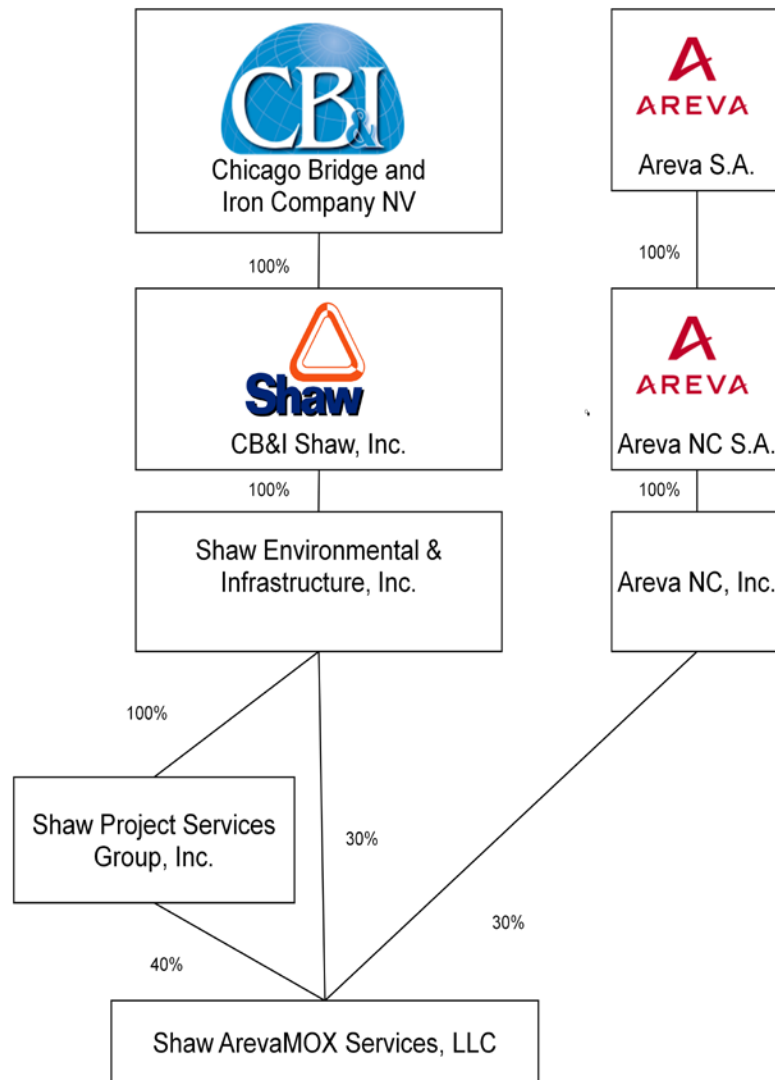


Figure 2: SIMPLIFIED ORGANIZATION CHART – POST-TRANSACTION



Enclosure 1

Information Supporting Request for NRC Approval of  
Indirect Transfer of Control of Construction Authorization No. CAMOX-001

This information is submitted consistent with "Consolidated Guidance About Materials Licenses – Guidance About Changes of Control and About Bankruptcy Involving Byproduct, Source, or Special Nuclear Materials Licenses," U.S. Nuclear Regulatory Commission, NUREG – 1556, Vol. 15 (November 2000).

## **Section 5.1 DESCRIPTION OF TRANSACTION**

1. *A complete clear description of the transaction, including any transfer of stocks or assets, mergers, etc., so that legal counsel is able, when necessary, to differentiate between name changes and changes of ownership.*

Pursuant to Section 184 of the Atomic Energy Act of 1954, as amended (the "Act"), and 10 C.F.R. 70.36, Shaw AREVA MOX Services, LLC ("MOX Services") requests that the U.S. Nuclear Regulatory Commission ("NRC") consent to the indirect transfer of control of Construction Authorization No. CAMOX-001 (the "CA") for the Mixed Oxide Fuel Fabrication Facility ("MOX Facility") now being constructed at the U.S. Department of Energy ("DOE") Savannah River Site in Aiken, South Carolina. The indirect transfer would result from a proposed transaction whereby The Shaw Group Inc. ("Shaw"), a Louisiana corporation that is publicly traded on the New York Stock Exchange ("NYSE") and widely held in the United States, would be acquired by Chicago Bridge & Iron Company N.V. ("CB&I"), a public limited liability company with its registered corporate seat in Amsterdam, The Netherlands, whose stock is publicly traded on the NYSE and widely held in the United States.

MOX Services is currently owned as follows: (1) 30% by Shaw Environmental & Infrastructure, Inc. ("Shaw E&I"), a Louisiana corporation that is a wholly owned direct subsidiary of Shaw; (2) 40% by Shaw Project Services Group, Inc. ("SPSG"), a Delaware corporation that is a wholly owned direct subsidiary of Shaw E&I; and (3) 30% by AREVA NC, Inc., a Delaware corporation that is a wholly owned direct subsidiary of AREVA NC SA Inc., a French company which is a wholly owned subsidiary of AREVA SA, a French company that is majority owned by the government of France. Pursuant to a Transaction Agreement dated July 30, 2012, Crystal Acquisition Subsidiary, Inc, a wholly owned subsidiary of CB&I organized under the laws of the State of Louisiana, will acquire all outstanding shares of Shaw through a cash and stock transaction in accordance with its merger with and into Shaw. When the transaction is complete, the resulting corporation will be named CB&I Shaw Inc. ("CB&I Shaw"). CB&I will become the ultimate parent holding company of CB&I Shaw, which will be operated as a separate business sector under CB&I. CB&I Shaw's operational headquarters will remain unaffected.

This indirect transfer of Shaw E&I's and SPSG's ownership interests in MOX Services does not involve any changes in the management or operations of MOX Services and does not change any of MOX Services' existing obligations as the holder of the CA. Thus, there are no changes to the information provided in support of the CA as a result of this transaction, other than changes that reflect CB&I becoming the ultimate parent holding company for Shaw E&I and SPSG.

CB&I's worldwide administrative headquarters are in The Woodlands, Texas. Its registered corporate seat is in The Netherlands. Although CB&I is incorporated in The Netherlands, it is publicly traded on the NYSE. Publicly available information in filings with the U.S. Securities and Exchange Commission ("SEC") and information available to CB&I reflects that a majority of CB&I's shares are held by U.S. individuals and institutions residing and operating in the U.S. In addition, Section 13(d) of the Securities Exchange Act of 1934, as amended, 15 U.S.C. 78m(d), requires that a person or entity that owns or controls more than 5% of the securities of a company must file notice with the SEC. Based upon these filings, MOX Services is not aware of any alien, foreign corporation, foreign government, or other single investor that holds or may hold beneficial ownership of more than 5% of the securities of CB&I. All members of CB&I's Board of Directors and all of its executive officers are U.S. citizens, except for one officer who is a U.S. permanent resident with Norwegian citizenship. One member of the Board also holds dual U.S. and Canadian citizenship.

In addition, MOX Services holds a Facility Security Clearance ("FCL") administered by DOE/National Nuclear Security Administration ("NNSA"). A Security Control Agreement between Shaw AREVA MOX Services, LLC and the United States Department of Energy, dated February 1, 2010, ("SCA") reflects the commitment by the owners of MOX Services to notify and obtain the approval of DOE/NNSA prior to carrying out any change in ownership interest in or control of MOX Services. MOX Services provided notification of the proposed transaction to DOE/NNSA by letter dated August 1, 2012. DOE/NNSA will review compliance relating to any potential foreign ownership, control or influence ("FOCI") issues in connection with the FCL required for the MOX Facility.

Given CB&I's ownership and management by U.S. entities and individuals, the indirect transfer of the ownership interests in MOX Services from Shaw to CB&I does not permit any foreign interest, either directly or indirectly, to direct or decide matters affecting the management or operations of MOX Services. In addition, any questions relating to this issue will be reviewed and addressed by DOE/NNSA as part of the FOCI determination process. Thus, there is no basis for concluding that the indirect transfer of the CA "would be inimical to the common defense and security or would constitute an unreasonable risk to the health and safety of the public." 10 C.F.R. 70.31(d).



Although 10 C.F.R. 70.40 does contain an additional restriction against foreign ownership, control or domination ("FOCD"), this restriction does not apply to MOX Services. Rather, this restriction only applies to "[t]he Corporation." The term "Corporation" is specifically defined in 10 C.F.R. 70.4 as "the United States Enrichment Corporation (USEC), or its successor," or other entities authorized to lease or operate the specified gaseous diffusion enrichment plants or other facilities pursuant to the USEC privatization plan. See also "USEC Privatization Act: Certification and Licensing of Uranium Enrichment Facilities," 62 FR 6664, 6669 (Feb. 12, 1997). As such, this restriction does not affect consideration of the instant request.

2. *The new name of the licensed organization. If there is no change, the licensee should so state.*

There will be no change in the name of the licensed organization as a result of the planned transaction.

3. *The new licensee contact and telephone number(s) to facilitate communications.*

The licensee contact and telephone information will remain the same.

## **Section 5.2 CHANGES OF PERSONNEL**

*Any changes in personnel having control over licensed activities (e.g., officers of a corporation and any changes in personnel named in the license such as radiation safety officer, authorized users, or any other persons identified in previous license applications as responsible for radiation safety or use of licensed material). The licensee should include information concerning the qualifications, training and responsibilities of new individuals.*

This indirect transfer of Shaw E&I's and SPSG's ownership interests in MOX Services does not involve any planned changes in the management personnel or members of the MOX Services Board of Governors. Any future changes in management personnel or the Board of Governors will be those that occur in the ordinary course of business.

## **Section 5.3 CHANGES OF LOCATION, EQUIPMENT & PROCEDURES**

*A description of any planned changes in location, facility, equipment, or procedures.*

There are no planned changes in the location, facility, equipment, or procedures relating to the CA as a result of the planned transaction.

#### **Section 5.4 SURVEILLANCE RECORDS**

*An indication of whether all surveillance items and records (e.g., calibrations, leak tests, surveys, inventories, and accountability requirements) will be current at the time of transfer. A description of the status of all surveillance requirements and records should also be provided.*

MOX Services will remain the licensee. Surveillance items and records contemplated by the CA will be implemented and maintained as described therein.

#### **Section 5.5 DECOMMISSIONING AND RELATED RECORDS TRANSFERS**

1. *Confirmation that all records concerning the safe and effective decommissioning of the facility have been transferred to the new licensee if licensed activities will continue at the same location.*

MOX Services will remain the licensee and will retain all records concerning the safe and effective decontamination of the facility in accordance with any applicable obligations under the CA. MOX Services is not yet authorized to possess radioactive material and does not have any obligations under the CA related to decommissioning of the MOX facility. DOE is responsible for any decommissioning, and the proposed transaction does not change any plans regarding decommissioning responsibilities.

2. *A description of the status of the facility. Specifically, the presence or absence of contamination should be documented. If contamination is present, will decontamination occur before transfer? If not, is the transferee knowledgeable of the extent and levels of contamination and applicable decommissioning requirements, and does the transferee agree to assume full liability for the decontamination of the facility or site?*

MOX Services is not yet authorized to possess radioactive material and does not have any obligations under the CA related to reporting the presence or absence of contamination and ambient radiation levels or for decontamination.

3. *A description of how the parties agree to assume the responsibility for decontamination and decommissioning.*

MOX Services is not yet authorized to possess radioactive material and does not have any obligations under the CA related to decommissioning of the MOX facility. DOE is responsible for any decommissioning, and the proposed transaction does not change any plans regarding decommissioning responsibilities.

## **Section 5.6 TRANSFEREE'S COMMITMENT TO ABIDE BY THE TRANSFEROR'S COMMITMENTS**

*Confirmation that the transferee agrees to abide by all constraints, license conditions, requirements, representations, and commitments previously made to the NRC by the transferor. These include, but are not limited to: information submitted in support of license amendments; maintenance of decommissioning records and completion of corrective actions for open inspection items and enforcement actions.*

*With regard to open inspection items, etc., the transferee should confirm, in writing, that it is knowledgeable of and accepts full responsibility for open inspection items and/or any resulting enforcement actions; or the transferee may propose alternative measures for meeting the requirements; or the transferor may provide a commitment to close out all such actions with NRC before license transfer.*

MOX Services agrees to abide by all commitments and representations previously made by MOX Services in connection with the CA. These commitments and representations remain unaffected by the proposed change in ownership. To the extent changes to such commitments are proposed, they will be subject to review and approval consistent with applicable NRC requirements. MOX Services is knowledgeable of and accepts full responsibility for open inspection items and/or any resulting enforcement actions, and its commitments to do so are unaffected by the proposed change in ownership.