



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

DCS-NRC-000366
02 January 2014

Subject: Docket Number 70-03098
Shaw AREVA MOX Services LLC
Mixed Oxide Fuel Fabrication Facility
Construction Authorization No. CAMOX-001
CB&I Internal Restructuring

- References: (1) Letter to MOX Services, NRC-DCS-000659, Order Approving Indirect Transfer of Control of Construction Authorization, Docket No. 70-03098 (January 31, 2013)
- (2) Letter to NRC, DCS-NRC-000341, Planned Closing of Indirect Transfer of Control of Construction Authorization No. CAMOX-001 (February 7, 2013)
- (3) Letter to NRC, DCS-NRC-000338, Supplemental Information in Support of Request for Consent to Indirect Transfer of Control of Construction Authorization No. CAMOX-001 (December 20, 2012)

In Reference (1) the Nuclear Regulatory Commission (NRC) issued an approval for an indirect transfer of the referenced Construction Authorization resulting from the transaction whereby The Shaw Group Inc. (Shaw) was acquired by and became a wholly-owned subsidiary of Chicago Bridge & Iron Company N.V. (CB&I). In Reference (2) Shaw AREVA MOX Services (MOX Services) notified the NRC of the closing date for that transaction of February 13, 2013.

At the time of closing of the prior transaction, Shaw became a direct subsidiary of CB&I. Shaw continued to hold a cumulative 70% share of MOX Services, as it does today, through subsidiaries as follows: (A) 30% held by Shaw Environmental & Infrastructure, Inc. (Shaw E&I), a Louisiana corporation that is a wholly-owned direct subsidiary of Shaw; and (B) 40% held by Shaw Project Services Group, LLC (SPSG), a Delaware LLC that is a wholly-owned direct subsidiary of Shaw E&I. (The remaining 30% interest in MOX Services is held by AREVA NC, Inc., which is not affiliated with CB&I.)

As explained in Reference (3), MOX Services holds a Facility Security Clearance (FCL) administered by the Department of Energy (DOE)/National Nuclear Security Administration (NNSA). Based on the NNSA review of the acquisition of Shaw by CB&I, CB&I and Shaw committed to establish a proxy agreement in accordance with the National Industrial Security Program (NISP) with respect to governance of SPSG. NNSA accepted the commitment.

The proxy agreement gives control of Shaw's interests in MOX Services to SPSG, acting as proxy for CB&I, Shaw, and Shaw E&I. This letter is to inform the NRC that CB&I has completed an internal restructuring whereby, effective January 1, 2014, Shaw is no longer a direct subsidiary of CB&I (the parent company). Shaw became a direct subsidiary of Chicago Bridge & Iron Company, a Delaware corporation (CB&I – Delaware). CB&I Delaware is a wholly-owned direct subsidiary of CB&I Holdings B.V., a Netherlands company (CB&I Holdings), which is a wholly-owned direct subsidiary of CB&I. Both CB&I – Delaware and CB&I Holdings are pre-existing subsidiaries of CB&I. The organization of Shaw, including Shaw E&I, SPSG, and MOX Services, will otherwise remain intact and will not be otherwise affected by the organizational restructuring.

CB&I and MOX Services have determined that the restructuring does not involve a transfer of control of MOX Services or the referenced Construction Authorization, and therefore NRC approval under 10 CFR 70.36 is not required. The restructuring will not change the direct ownership or operations of MOX Services. Nor will it change the ultimate ownership of the CB&I interests in MOX Services by CB&I, the ultimate parent. Finally, by virtue of the proxy agreement for SPSG, established for purposes of maintaining the FCL administered by NNSA, control of the CB&I interests in MOX Services is held by SPSG. Under the proxy agreement the interests of CB&I and its affiliates in MOX Services are independently controlled by SPSG proxy holders. There will be no material change in the proxy agreement and no change in control by the proxy holders.

Simplified organizational diagrams illustrating the restructuring are attached.

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

Sincerely,



Kelly Trice
President and COO

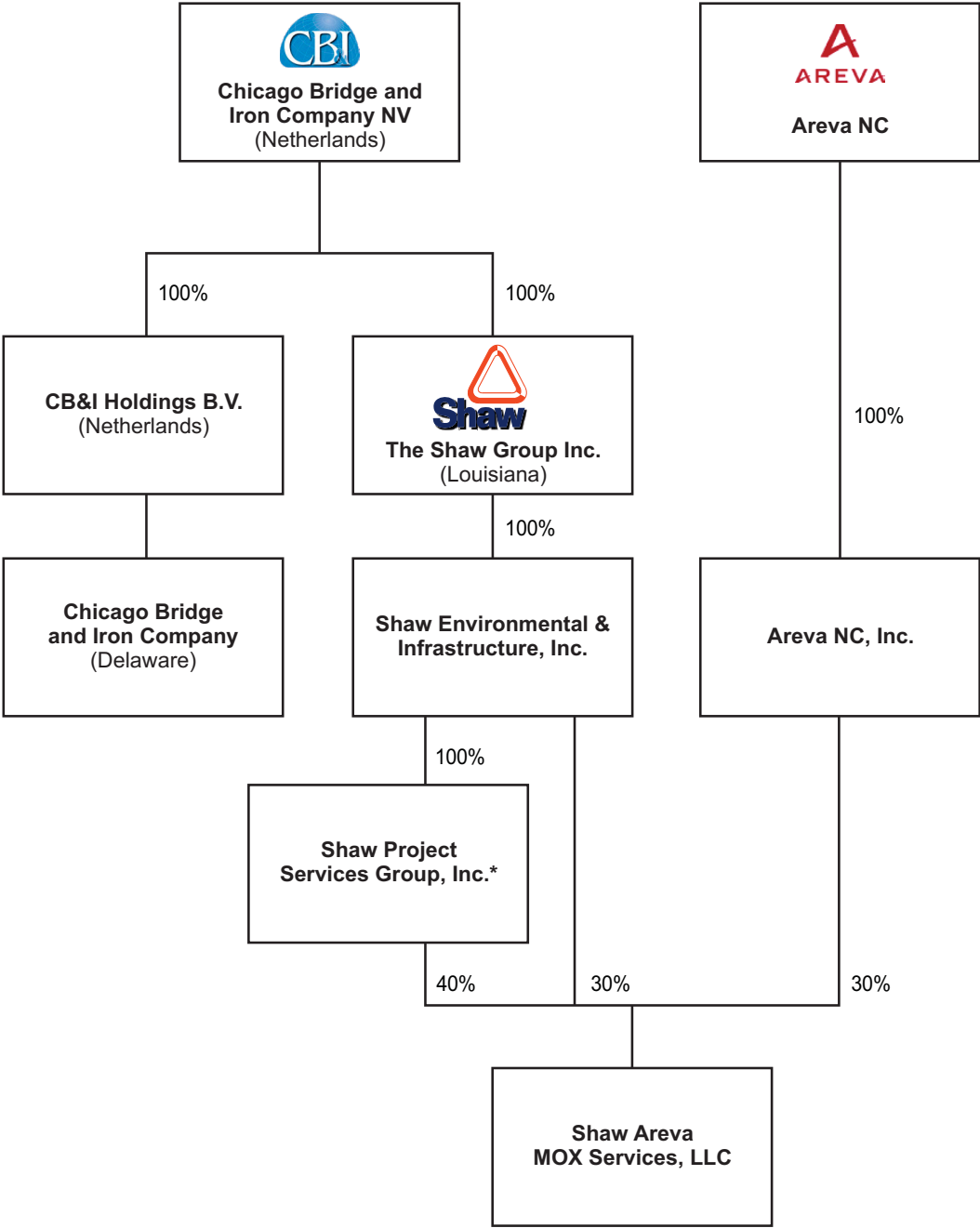
Attachments: Figure 1: Simplified Organization Chart – Pre-Transaction
 Figure 2: Simplified Organization Chart – Post-Transaction

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cc: w/ Attachments

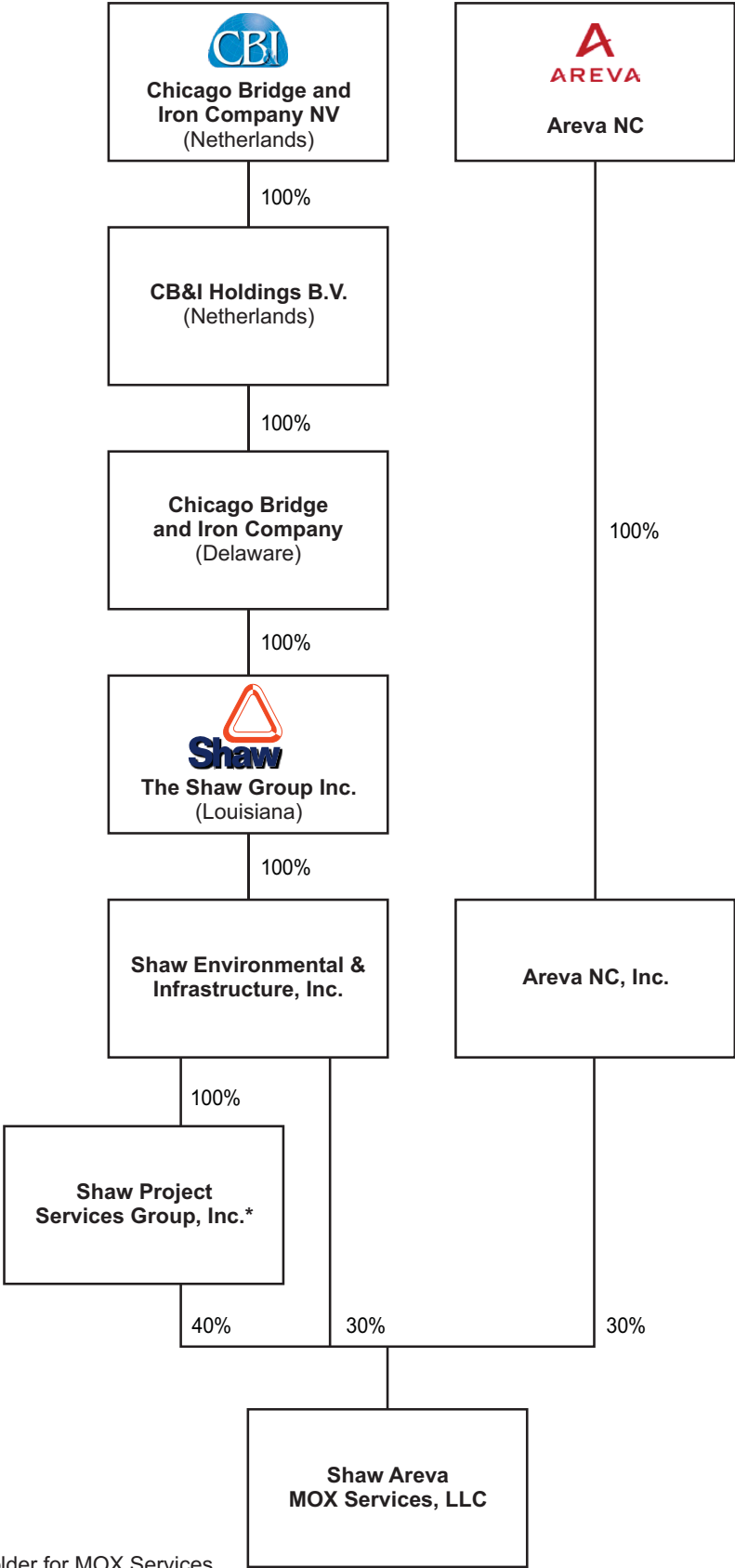
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Paul Whittingham, MOX Services
Lauren Wylie, MOX Services
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Figure 1: Simplified Organization Chart
Pre-Transaction



* Proxy Holder for MOX Services.

Figure 2: Simplified Organization Chart
Post-Transaction



* Proxy Holder for MOX Services.