



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

DCS-NRC-000338
20 December 2012

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

Reference: DCS-NRC-000324, Letter from K.D. Trice to Document Control Desk
(August 30, 2012) (ML12243A498) and DCS-NRC-000328, Letter from K.
Trice to Document Control Desk (October 1, 2012)

By the Reference letter dated August 30, 2012 (August 30 Letter), as supplemented on October 1, 2012 (October 1 Letter), Shaw AREVA MOX Services, LLC (MOX Services) requested that the U.S. Nuclear Regulatory Commission (the 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) would be acquired by and become a wholly owned subsidiary of Chicago Bridge & Iron Company N.V. (CB&I).

As discussed in the August 30 Letter, Shaw holds a 70% ownership interest in MOX Services, through its subsidiaries Shaw Environmental & Infrastructure, Inc. (Shaw E&I) (a direct 30% interest in MOX Services) and Shaw Project Services Group, Inc. (SPSG) (a subsidiary of Shaw E&I holding a 40% interest in MOX Services).

The August 30 Letter indicated that MOX Services holds a Facility Security Clearance (FCL) administered by the DOE/National Nuclear Security Administration (NNSA), and that DOE/NNSA would review compliance relating to any potential foreign ownership, control or influence (FOCI) in connection with the FCL for the MOX Facility. That review is now proceeding in parallel with the NRC's review of the August 30 Letter.

The purpose of this letter is to inform the NRC that a proxy agreement will be established in accordance with the National Industrial Security Program (NISP) with respect to governance of SPSG. The agreement will give control of Shaw's interests in MOX Services to SPSG, acting as a proxy for CB&I, Shaw, and Shaw E&I, to insulate SPSG and MOX Services from any potential FOCI in order to maintain the FCL held by MOX Services.

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Under the proxy agreement, and consistent with the NISP, proxy holders, with certain exceptions specified in the agreement, will be appointed and will be vested with sole and absolute discretion to vote on and consent to all acts of SPSG and MOX Services. The proxy agreement does not alter the corporate ownership structure reflected in the simplified post-merger organization chart included as Figure 2 in the October 1 Letter.

Shaw is also considering conversion of SPSG from a Delaware corporation to a Delaware limited liability company. If this conversion were to take place, it would occur by operation of Delaware law based upon a filing with the Delaware Secretary of State. The corporate entity would remain the same, but with the new corporate form and new name of Shaw Project Services Group, LLC. It would not alter the corporate ownership structure provided in Figure 2. Nor would it alter the obligations under and protections afforded by the proxy agreement.

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

cc:

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