



CBS CORPORATION  
51 WEST 52 STREET  
NEW YORK, NEW YORK 10019-6188

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February 22, 1999

Mr. Hubert J. Miller  
Regional Administrator, Region I  
U.S. Nuclear Regulatory Commission  
475 Allendale Road  
King of Prussia, PA 19406-1415

Noted Copy: Dr. Carl J. Paperiello, Director,  
Office of Nuclear Material Safety and Safeguards

Re: Second Amendment to Application for Transfers and Amendments of Materials  
Licenses

Dear Mr. Miller:

Enclosed for filing is a Second Amendment (the "Second Amendment") to the Application for Transfers and Amendments previously filed with the Nuclear Regulatory Commission ("NRC") by letters dated September 28, 1998 (the "Original Application") and January 18, 1999 (the "First Amendment") (collectively, the Original Application, the First Amendment and the Second Amendment are referred to as the "Application"). The Application relates to certain materials licenses more specifically listed on Exhibit A to the Original Application. Please note that the correct legal name of the licensee will be Westinghouse Government Services Company LLC. (There is no comma in the name.)

The Second Amendment is necessitated by a minor change, subsequent to the submittal of the First Amendment, in the individuals designated to serve on the Board of Directors of one of the companies formed by the consortium consisting of Morrison Knudsen Corporation and BNFL USA Group, Inc. (the "Purchasers") to effect the sale (with certain exceptions) of the assets of the nuclear and government operations business of CBS Corporation, formerly Westinghouse Electric Corporation ("CBS"). The Second Amendment does not affect the demonstration in the Original Application that the proposed transfers will not involve any change in the operating organization, location, facilities, equipment or procedures associated with the licensed activities; and that there will be no changes in the use, possession, locations or storage of licensed material as a result of the sale transaction. Each company formed by the Purchasers to effect the sale transaction to which licenses, approvals or certificates will be transferred will meet all requirements for a NRC licensee and holder of approvals and certificates, including

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financial and technical qualifications. These companies have agreed to abide by all commitments and representations made to the NRC prior to the transfers, as well as all of the terms and conditions of the licenses, approvals and certificates.

The applications for transfers and amendments of other NRC and Agreement State licenses, approvals and certificates filed by letters dated September 28, 1998 and January 18, 1999 also are being amended concurrently with the Second Amendment. CBS continues to request the NRC to make the transfers and amendments requested by the Application effective as of the Closing Date of the sale transaction. It currently is contemplated that the Closing Date will occur during March 1999. Accordingly, CBS requests that the NRC issue its approval of the transfers and the license amendments requested by this Application and the other applications by no later than the first week of March 1999. CBS will inform the NRC, in writing, of the actual calendar day on which the Closing Date occurs.

Should there be any questions regarding this matter please contact Mr. A. Joseph Nardi, License Administrator, Regulatory Affairs at: (412) 374-4652, Fax: (412) 374-3357, email: nardiaj@Westinghouse.com.

Very truly yours,



Lisa A. Campagna  
Assistant General Counsel

Enclosure

GESCO CHESWICK Amendment