

**Second Amendment  
to  
Application for Transfers and Amendments  
of  
Materials Licenses dated September 28, 1998  
as Amended January 18, 1999**

**February 22, 1999**

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The Application for Transfers and Amendments of Materials Licenses submitted to the U.S. Nuclear Regulatory Commission by letter dated September 28, 1998 (the "Original Application") as amended by letter dated January 18, 1999 (the "First Amendment") is further amended as set forth below in this Second Amendment. (References are to sections of the Original Application, as amended by the First Amendment.)

**I. INTRODUCTION**

The changes set forth below are made to the Original Application, Section I — Introduction, as amended by the First Amendment. Except for such changes, Section I as submitted by letter dated September 28, 1998 and amended by letter dated January 18, 1999 remains unchanged.

The correct legal name of the licensee will be Westinghouse Government Services Company LLC. (There is no comma in the name.)

The Closing Date originally was anticipated to be on or about December 1, 1998. However, as the NRC has been advised previously through communication with the Office of General Counsel and the NRC Staff, the Closing Date was postponed. 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 related applications by no later than the first week of March 1999, to be effective as of the Closing Date of the transaction. CBS will inform the NRC, in writing, of the actual calendar day on which the Closing Date occurs.

#### IV. GOVERNANCE

The changes set forth below are made to the Original Application, Section IV - Governance, as amended by the First Amendment. Except for such changes, Section IV as submitted by letter dated September 28, 1998 and amended by letter dated January 18, 1999 remains unchanged.

In the second paragraph of Section IV (as set forth in the First Amendment) delete the second sentence which reads:

"The current CEO of MK, who is a U.S. citizen, will serve as the Chairman of the WGS Board of Directors."

and replace it with the following sentence:

"The current MK Senior Vice President of Operations and President of MK's Engineers and Constructors Group, who is a U.S. citizen, will serve as the Chairman of the WGS Board of Directors."

Also, delete the text of Footnote 7 as referenced in the second paragraph of Section IV (as set forth in the First Amendment) which reads:

"Robert A. Tinstman, the current chairman of MK, will serve as President of WGS, under its current name MK WGS LLC, until the Closing Date."

and replace it with the following text:

"Thomas H. Zarges, the current MK Senior Vice President of Operations and President of MK's Engineers and Constructors Group, will serve as the

President of WGS, under its current name MK WGS LLC, until the Closing Date."

V. INFORMATION REQUIRED FOR TRANSFER OF LICENSES,

APPROVALS AND CERTIFICATES

The following changes are made to Section V of the Original Application as amended by the First Amendment. Except for such changes, Section V as submitted by letter dated September 28, 1998 and amended by letter dated January 18, 1999 remains unchanged.

The following information responds to Section C of Section V:

C. Organization and Management

Effective on the Closing Date, the names, addresses and county of citizenship of the directors and officers of WGS will be as stated in the First Amendment with the following additional changes:

WGS Directors:

Delete Robert A. Tinstman as a member of the WGS Board of Directors and add as a director Stephen G. Hanks, Executive Vice President and Chief Legal Officer and Secretary of MK, who is a U.S. citizen.

Address for Mr. Hanks

Morrison Knudsen Corporation  
P.O. Box 73  
Boise, Idaho 83729


Officers as of the Closing Date

Delete MK, Robert A. Tinstman as Chairman of WGS and add as Chairman Thomas H. Zarges, the current MK Senior Vice President of Operations and President of MK's Engineers and Constructors Group, who is a U.S. citizen.

Address for Mr. Zarges  
Morrison Knudsen Corporation  
1500 West Third Street  
Cleveland, OH 44113

Except as set forth above in this Second Amendment, the Original Application, as amended by the First Amendment, remains unchanged.

CBS Corporation

By:   
Lisa A. Campagna  
Assistant General Counsel

**Second Amendment  
to  
Application for Transfers and Amendments  
of  
Materials Licenses dated September 28, 1998  
as Amended January 18, 1999**

**February 22, 1999**

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**I. INTRODUCTION**

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The correct legal name of the licensee will be Westinghouse Electric Company LLC. (There is no comma in the name.)

The Closing Date originally was anticipated to be on or about December 1, 1998. However, as the NRC has been advised previously through communication with the Office of General Counsel and the NRC Staff, the Closing Date was postponed. 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 related applications by no later than the first week of March 1999, to be effective as of the Closing Date of the transaction. CBS will inform the NRC, in writing, of the actual calendar day on which the Closing Date occurs.

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In the second paragraph of Section IV (as set forth in the First Amendment) delete the second sentence which reads:

"The current CEO of MK, who is a U.S. citizen, will serve as the Chairman of the WGS Board of Directors."

and replace it with the following sentence:

"The current MK Senior Vice President of Operations and President of MK's Engineers and Constructors Group, who is a U.S. citizen, will serve as the Chairman of the WGS Board of Directors."

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and replace it with the following text:

"Thomas H. Zarges, the current MK Senior Vice President of Operations and President of MK's Engineers and Constructors Group, will serve as the

President of WGS, under its current name MK WGS LLC, until the Closing Date."

Except as set forth above, the Original Application, as amended by the First Amendment, remains unchanged.

CBS Corporation

By:   
Lisa A. Campagna  
Assistant General Counsel



CBS CORPORATION  
81 WEST 82 STREET  
NEW YORK, NEW YORK 10019-6188

February 22, 1999

Mr. Carl J. Paperiello, Director  
Office of Nuclear Material Safety and Safeguards  
U.S. Nuclear Regulatory Commission  
Washington, DC 20555-0001

Noted Copy: Mr. Louis A. Reyes  
Regional Administrator, Region II  
U.S. Nuclear Regulatory Commission

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

Dear Mr. Paperiello:

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 Electric 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

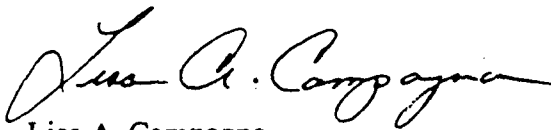
Mr. Carl J. Paperiello, Director  
Office of Nuclear Material Safety and Safeguards  
February 22, 1999

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

WELCO COLUMBIA Amend02

**Second Amendment  
to  
Application for Transfers and Amendments  
of  
Materials Licenses dated September 28, 1998  
as Amended January 18, 1999**

**February 22, 1999**

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The Application for Transfers and Amendments of Materials Licenses submitted to the U.S. Nuclear Regulatory Commission by letter dated September 28, 1998 (the "Original Application") as amended by letter dated January 18, 1999 (the "First Amendment") is further amended as set forth below in this Second Amendment. (References are to sections of the Original Application, as amended by the First Amendment.)

**I. INTRODUCTION**

The changes set forth below are made to the Original Application, Section I — Introduction, as amended by the First Amendment. Except for such changes, Section I as submitted by letter dated September 28, 1998 and amended by letter dated January 18, 1999 remains unchanged.

The correct legal name of the licensee will be Westinghouse Electric Company LLC. (There is no comma in the name.)

The Closing Date originally was anticipated to be on or about December 1, 1998. However, as the NRC has been advised previously through communication with the Office of General Counsel and the NRC Staff, the Closing Date was postponed. 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 related applications by no later than the first week of March 1999, to be effective as of the Closing Date of the transaction. CBS will inform the NRC, in writing, of the actual calendar day on which the Closing Date occurs.

#### IV. GOVERNANCE

The changes set forth below are made to the Original Application, Section IV - Governance, as amended by the First Amendment. Except for such changes, Section IV as submitted by letter dated September 28, 1998 and amended by letter dated January 18, 1999 remains unchanged.

In the second paragraph of Section IV (as set forth in the First Amendment) delete the second sentence which reads:

"The current CEO of MK, who is a U.S. citizen, will serve as the Chairman of the WGS Board of Directors."

and replace it with the following sentence:

"The current MK Senior Vice President of Operations and President of MK's Engineers and Constructors Group, who is a U.S. citizen, will serve as the Chairman of the WGS Board of Directors."

Also, delete the text of Footnote 7 as referenced in the second paragraph of Section IV (as set forth in the First Amendment) which reads:

"Robert A. Tinstman, the current chairman of MK, will serve as President of WGS, under its current name MK WGS LLC, until the Closing Date."


and replace it with the following text:

"Thomas H. Zarges, the current MK Senior Vice President of Operations and President of MK's Engineers and Constructors Group, will serve as the

President of WGS, under its current name MK WGS LLC, until the Closing Date."

Except as set forth above, the Original Application, as amended by the First Amendment, remains unchanged.

CBS Corporation

By:   
Lisa A. Campagna  
Assistant General Counsel



CBS CORPORATION  
51 WEST 52 STREET  
NEW YORK, NEW YORK 10019-6128

February 22, 1999

Mr. Carl J. Paperiello, Director  
Office of Nuclear Material Safety and Safeguards  
U.S. Nuclear Regulatory Commission  
Washington, DC 20555-0001

Re: Second Amendment to Application for Transfers and Amendments of Quality Assurance Program Approvals and Certificates of Compliance

Dear Mr. Paperiello:

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 Electric 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 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.

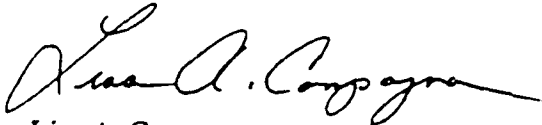
The applications for transfers and amendments of other NRC and Agreement State licenses, approvals and certificates filed by letters dated September 28, 1998 and January 18, 1999

Mr. Carl J. Paperiello, Director  
Office of Nuclear Material Safety and Safeguards  
February 22, 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

WELCOQA Amend#2

**Second Amendment  
to  
Application for Transfers and Amendments  
of  
Quality Assurance Program Approvals and Certificates of Compliance  
dated September 28, 1998  
as Amended January 18, 1999**

**February 22, 1999**

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The Application for Transfers and Amendments of Materials Licenses submitted to the U.S. Nuclear Regulatory Commission by letter dated September 28, 1998 (the "Original Application") as amended by letter dated January 18, 1999 (the "First Amendment") is further amended as set forth below in this Second Amendment. (References are to sections of the Original Application, as amended by the First Amendment.)

**I. INTRODUCTION**

The changes set forth below are made to the Original Application, Section I — Introduction, as amended by the First Amendment. Except for such changes, Section I as submitted by letter dated September 28, 1998 and amended by letter dated January 18, 1999 remains unchanged.

The correct legal name of the licensee will be Westinghouse Electric Company LLC. (There is no comma in the name.)

The Closing Date originally was anticipated to be on or about December 1, 1998. However, as the NRC has been advised previously through communication with the Office of General Counsel and the NRC Staff, the Closing Date was postponed. 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 related applications by no later than the first week of March 1999, to be effective as of the Closing Date of the transaction. CBS will inform the NRC, in writing, of the actual calendar day on which the Closing Date occurs.

#### IV. GOVERNANCE

The changes set forth below are made to the Original Application, Section IV - Governance, as amended by the First Amendment. Except for such changes, Section IV as submitted by letter dated September 28, 1998 and amended by letter dated January 18, 1999 remains unchanged.

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"The current CEO of MK, who is a U.S. citizen, will serve as the Chairman of the WGS Board of Directors."

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President of WGS, under its current name MK WGS LLC, until the Closing Date."

Except as set forth above, the Original Application, as amended by the First Amendment, remains unchanged.

CBS Corporation

By: 

Lisa A. Campagna  
Assistant General Counsel



CBS CORPORATION  
61 WEST 62 STREET  
NEW YORK, NEW YORK 10019-6166

February 22, 1999

Mr. Carl J. Paperiello, Director  
Office of Nuclear Material Safety and Safeguards  
U.S. Nuclear Regulatory Commission  
Washington, DC 20555-0001

Re: Second Amendment to Application for Transfers and Amendments of Quality Assurance Program Approvals and Certificates of Compliance

Dear Mr. Paperiello:

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 Electric 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 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.

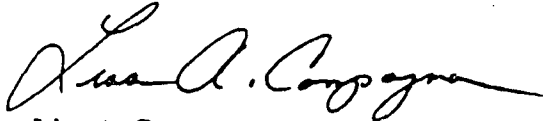
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Mr. Carl J. Paperiello, Director  
Office of Nuclear Material Safety and Safeguards  
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Very truly yours,



Lisa A. Campagna  
Assistant General Counsel

Enclosure

WELCOQA Amend#2

**Second Amendment  
to  
Application for Transfers and Amendments  
of  
Quality Assurance Program Approvals and Certificates of Compliance  
dated September 28, 1998  
as Amended January 18, 1999**

**February 22, 1999**

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CBS Corporation

By: 

Lisa A. Campagna  
Assistant General Counsel