



PETER J. GANZ

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December 22, 2008

BY HAND DELIVERY ON DECEMBER 23, 2008

U.S. Nuclear Regulatory Commission
ATTN: Document Control Desk
E. William Brach, Director,
Division of Spent Fuel Storage and Transportation,
Office of Nuclear Material Safety Safeguards
One White Flint North
11555 Rockville Pike
Rockville, MD 20852

SUBJECT: Foster Wheeler Environmental Corporation
Idaho Spent Fuel Facility

Commitment to Suspend All Activities Authorized by
Special Nuclear Materials License No. 2512 and Consenting to
Immediately Effective Order or Other NRC Action to Implement Same

Special Nuclear Materials License No. 2512 (Docket No. 072-00025)

Dear Mr. Brach:

On December 11, 2008, Foster Wheeler Environmental Corporation (FWENC) submitted a request seeking NRC's prior written consent to a planned indirect transfer of control of Special Nuclear Materials License No. 2512 (SNM-2512). As detailed in this submittal, the indirect transfer of control would result from a proposed restructuring whereby Foster Wheeler AG will become the new parent holding company of FWENC and other Foster Wheeler companies, taking the place of the current parent holding company, Foster Wheeler Ltd. The corporate restructuring will not impact FWENC, the individuals with control over the licensed activity, or the license itself. Moreover, Foster Wheeler AG will have the same officers, directors and shareholders as Foster Wheeler Ltd. As part of its request, FWENC requested that the NRC expedite its approval process in order to support consummation of the transaction in January 2009.

FOSTER WHEELER LTD.
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FWENC Commitment and Requested Regulatory Action: In support of FWENC's request for NRC consent to an indirect license transfer, FWENC hereby commits to formally suspend all licensed activities authorized by SNM-2512,¹ pending (1) approval of the transfer of SNM-2512 to the U.S. Department of Energy (DOE) or, if such transfer is not approved, (2) further review of the indirect transfer of control of the license from Foster Wheeler Ltd. to Foster Wheeler AG. FWENC proposes that suspension of its authority to conduct licensed activity be imposed as a condition to the requested expedited approval of the indirect transfer of control from Foster Wheeler Ltd to Foster Wheeler AG. A copy of the license, SNM-2512, is attached.

Specific to this commitment, FWENC will continue to maintain the license administratively and fulfill its responsibilities under the license, but it will do so without engaging in the activities authorized by SNM-2512. In particular, Paragraphs 9 and 10 of the license authorize FWENC to receive, possess, store or transfer into the Idaho Spent Fuel Facility the types of material identified in paragraphs 6 through 8 of the license. Any such licensed activity will be suspended by FWENC. In addition, FWENC also hereby consents to NRC's issuance of an immediately effective order (or other formal action by the NRC) to impose a condition to enforce the foregoing commitment to suspend licensed activity in connection with approving the indirect transfer of control of the license to Foster Wheeler AG.

FWENC has never constructed the facility authorized by paragraph 10 of SNM-2512, and it does not now possess, nor has it ever possessed, the material authorized by paragraph 9 of SNM-2512. In addition, no physical activities are planned or currently being conducted pursuant to the license, and FWENC is not in possession, or planning to be in possession in the foreseeable future, of any of the spent nuclear fuel that it would be authorized to possess at the proposed facility under the license. In essence, FWENC's current role with respect to the license is as a custodian to maintain the license administratively pending transfer of the license to DOE. Therefore, FWENC is in a position to commit to formally suspend the licensed activities authorized by SNM-2512. As such, there is no public health and safety issue with respect to the license, and there can be no potential issue of regulatory concern in connection with the proposed indirect transfer of control of the license.

If the NRC should have any questions concerning this submittal, please contact Mr. John E. Matthews at Morgan, Lewis & Bockius, LLP, 1111 Pennsylvania Avenue, NW, Washington, DC 20004 (tel: 202.739.5524; email: jmatthews@morganlewis.com).

¹ SNM-2512 was issued to authorize FWENC to construct and operate an independent spent fuel storage installation called the "Idaho Spent Fuel Facility." 69 Fed. Reg. 71081 (Dec. 8, 2004).

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I declare under penalty of perjury that the information in this letter is true and correct.

Executed on this 22nd day of December, 2008.

Sincerely,

A handwritten signature in black ink, appearing to read 'P. Ganz', with a stylized flourish at the end.

Peter J. Ganz
Executive Vice-President and Secretary
Foster Wheeler Environmental Corporation

Enclosure: SNM-2512