



6300 West I-20, Midland, TX 79706  
Office: (432) 688-9700  
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October 22, 2010

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OCT 25 2010

U.S. Nuclear Regulatory Commission – Region IV  
Nuclear Materials Licensing Section  
612 East Lamar Boulevard, Suite 400  
Arlington, TX 76011-4125

DNMR

**RE: Materials License No. 42-29370-01 (Docket No. 030-38193)  
Corporate Ownership Reorganization of E&P Wireline Services, LLC  
Request for Consent to Indirect License Transfer  
ATTN: Roberto Torres**

Dear Mr. Torres:

The purpose of this submittal is to supplement our notification to the NRC on September 21, 2010, regarding the restructuring of Schlumberger Limited (“Schlumberger”). In particular, it is planned that Schlumberger will undergo a further reorganization that could affect material license held by its indirectly held, wholly-owned subsidiary, E&P Wireline Services, LLC (“E&P”). This reorganization is intended to be effective on January 1, 2011. As described in our letter of September 21, 2010, E&P is currently owned by Smith International, Inc., a subsidiary of Schlumberger BV (“SLBV”), which itself is a wholly-owned subsidiary of Schlumberger. E&P is a United States corporation organized under the laws of the state of Texas. Following the planned reorganization, Smith International, Inc. will be owned by Schlumberger Holdings Corporation (“SL-Holdings”), incorporated in the state of Delaware, which will be a wholly owned subsidiary of Schlumberger BV (SLBV”), which will remain a wholly-owned subsidiary of Schlumberger.

E&P is the holder of one NRC materials license: Materials License No. 42-29370-01 (Docket No. 030-38193). Notwithstanding the insertion of SL-Holdings above E&P in the ownership structure, E&P remains the licensee for their license and will remain in control of all licensed activities. The reorganization will not alter any of the terms and conditions of E&P’s conduct of licensed activities under their license. There will be no change in the organization, equipment or procedures relating to E&P’s Radiation Safety Program. I, Norman M. Whitworth, remain the named Radiation Safety Officer for E&P’s license.

In the circumstances here, Schlumberger remains the ultimate corporate parent of E&P. SLBV is a wholly-owned subsidiary of Schlumberger and SL-Holdings will be a wholly-owned subsidiary of SLBV. E&P will continue to be directly responsible for fully



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complying with all regulatory obligations under its license. In addition, E&P has reviewed the relevant guidance of NUREG-1556, Volume 15, Chapter 5 and Appendix

D, and believes that the corporate reorganization here does not, in the end, result in a transfer of control of E&P's license. Nevertheless, E&P concludes that supplemental information in advance of the reorganization should be submitted.

Enclosure (1) provides information relating to the NRC's evaluation of an indirect transfer of control, as provided in Appendix F of NUREG-1556, Vol. 15, 'Consolidated Guidance About Materials Licenses: Guidance About Changes of Control and About Bankruptcy Involving Byproduct, Source, or Special Nuclear Material Licenses.' Enclosure (2) provides a simplified organization chart reflecting E&P's prospective ownership structure.

We appreciate your efforts to review the enclosed information, and would be pleased to meet with you and provide any additional information you might need to expedite your review. If you need further information, please contact me at 432-688-9700.

Sincerely,

A handwritten signature in black ink, appearing to read 'Norman M. Whitworth', with a long horizontal flourish extending to the right.

Norman M. Whitworth  
HSE Mgr/Corp RSO  
E&P Wireline Services, LLC

Enclosure (1): Information Supporting Request for Prior Written Consent to Indirect Transfer of Control of a Materials License

Enclosure (2): Simplified Organization Chart

**E&P Wireline Services, LLC  
Materials License No. 42-29370-01  
Information Supporting Request For Consent To  
Indirect Transfer Of Control Of A Materials License**

This information is submitted consistent with NUREG-1556, Vol. 15, Chapter 5 (November 2000), Consolidated Guidance About Materials Licenses – Guidance About Changes of Control and About Bankruptcy Involving Byproduct, Source, or Special Nuclear Materials Licenses. The information is submitted with respect to E&P Wireline Services, LLC (“E&P”) request for consent to the indirect transfer of control of a materials license.

1. Provide a complete description of the transaction (i.e., transfer of stocks or assets, or merger). Indicate whether the name has changed and include the new name. Include the name and telephone number of a licensee contact who NRC may contact if more information is needed.

A. Description of the transaction:

E&P Wireline Services, LLC (“E&P”) is a wholly-owned subsidiary of Smith International, Inc., which, in turn, is a subsidiary of Schlumberger B.V., a wholly-owned subsidiary of Schlumberger Limited, a multinational company organized under the laws of Curacao<sup>1</sup>. Following the planned reorganization on January 1, 2011, it is intended that Smith International, Inc. will become a wholly-owned subsidiary of Schlumberger Holdings Corporation, organized under the laws of Delaware. Schlumberger Holdings Corporation will be a wholly-owned subsidiary of Schlumberger B.V. which will remain a wholly-owned subsidiary of Schlumberger Limited. E&P will remain a subsidiary of Smith International, Inc.

The planned reorganization will not affect the operations of E&P, nor will it affect any of the terms and conditions under which we carry out licensed activities under its license. None of the individuals with control over licensed activities will change as a result of the reorganization. The reorganization does not change the existing financial and technical qualifications of E&P, and it does not involve any changes to any existing permit requirements.

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<sup>1</sup> As a result of constitutional reforms agreed to by the Netherlands Antilles and the Kingdom of the Netherlands, effective October 10, 2010, the Netherlands Antilles were dissolved and Curacao became an autonomous country within the Kingdom of the Netherlands.

B.  No name change

New name of licensed organization:

C.  No change in contact

New contact:

New telephone number:

2. Describe any changes in personnel or duties that relate to the licensed program. Include training and experience for new personnel.

A.  No changes in personnel having control over licensed activities.

Changes in personnel having control over licensed activities (e.g. officers of a corporation):

B.  No changes in personnel named in the license.

Changes in personnel named in the license (e.g., RSO, AUs) - include training, experience and responsibilities:

3. Describe, in detail, any changes in the organization, location, facilities, equipment or procedures that relate to the licensed program.

Organization:

Equipment:

Location:

Procedures:

Facility:

Not applicable

There will be no changes in the organization, location, facilities, equipment, or procedures that relate to any licensed program of E&P.

4. Describe the status of the surveillance program (i.e., surveys, wipe tests, quality control) at the present time and the expected status at the time that control is to be transferred.

A. Description of the status of all surveillance programs:

The surveillance program outlined in our licenses shall remain the same as before the reorganization. There shall be no change in surveillance activities including calibrations, leak tests, surveys, inventories, and other accountability requirements.

B. Surveillance Items & Records: calibrations, leak tests, surveys, inventories, and accountability requirements will be current at the time of transfer for the license.

Yes  No (explain)

5. Confirm that all records concerning the safe and effective decommissioning of the facility will be transferred to the transferee or to NRC, as appropriate. These records include documentation of surveys of ambient radiation levels and fixed and/or removable contamination, including methods and sensitivity.

Records transferred to:

New licensee  NRC for license termination  Not applicable

6. Confirm that the transferee will abide by all constraints, conditions, requirements and commitments of the transferor or that the transferee will submit a complete description of the proposed licensed program.

or

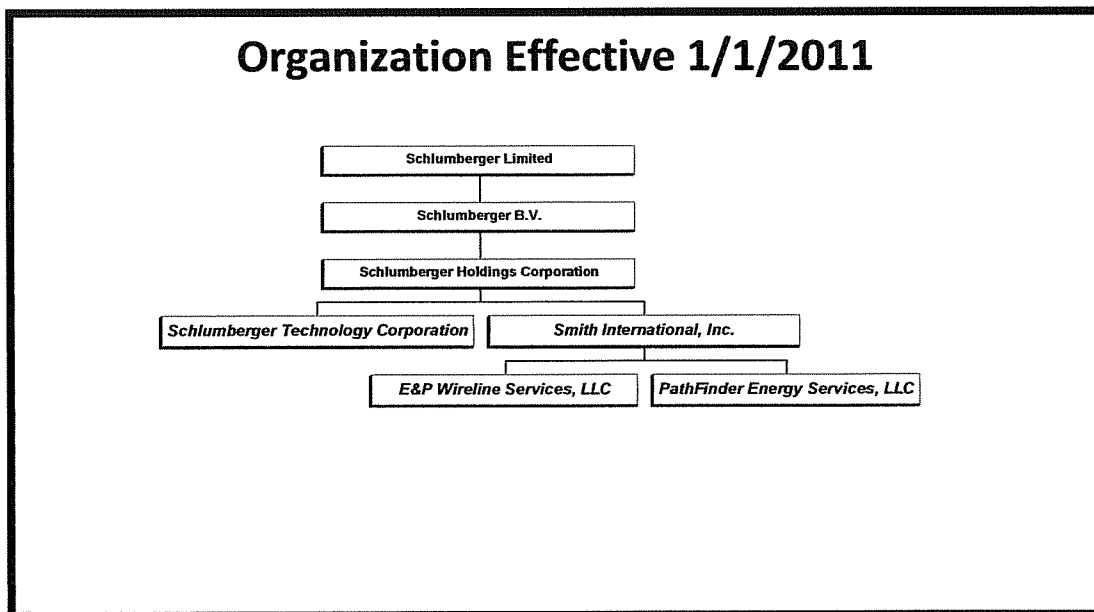
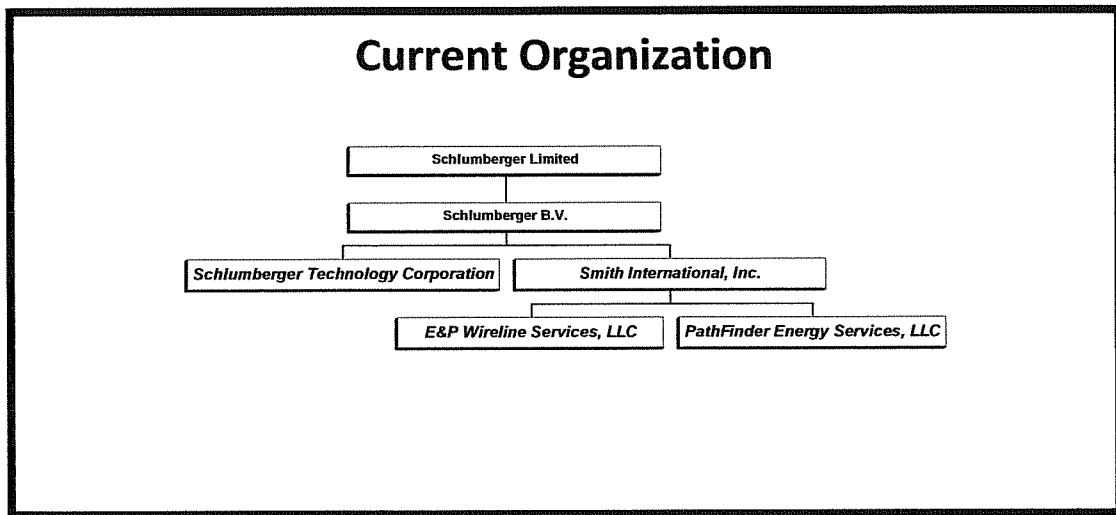
Description of proposed licensed program from transferee attached (with signature)

or

Not applicable (name change only)

As discussed in the forwarding letter, following the reorganization of E&P's ownership structure, E&P will remain the licensee under its license. This confirms that E&P will continue to be responsible for adhering to all constraints, conditions, requirements and commitments of its license.

# Simplified Organization Chart for Schlumberger Technology Corporation, E&P Wireline Services, LLC, and PathFinder Energy Services, LLC



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Sandra Duffey  
Schlumberger  
200 Gillingham Lane  
Room 207  
Sugar Land, TX 77478



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CAD: 100112641/INET3090

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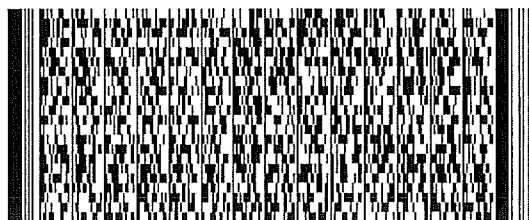
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**Roberto Torres**  
Nuclear Regulatory Agency  
612 E LAMAR BLVD STE 400

ARLINGTON, TX 76011

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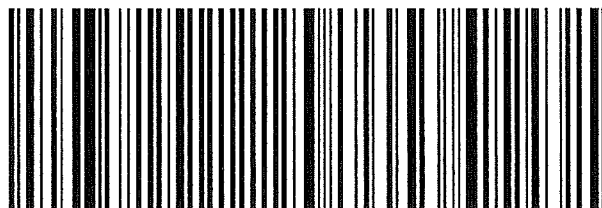


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Use of this system constitutes your agreement to the service conditions in the current FedEx Service Guide, available on fedex.com. FedEx will not be responsible for any claim in excess of \$100 per package, whether the result of loss, damage, delay, non-delivery, misdelivery, or misinformation, unless you declare a higher value, pay an additional charge, document your actual loss and file a timely claim. Limitations found in the current FedEx Service Guide apply. Your right to recover from FedEx for any loss, including intrinsic value of the package, loss of sales, income interest, profit, attorney's fees, costs, and other forms of damage whether direct, incidental, consequential, or special is limited to the greater of \$100 or the authorized declared value. Recovery cannot exceed actual documented loss. Maximum for items of extraordinary value is \$500, e.g. jewelry, precious metals, negotiable instruments and other items listed in our Service Guide. Written claims must be filed within strict time limits, see current FedEx Service Guide.

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September 21, 2010

U.S. Nuclear Regulatory Commission - Region IV  
Nuclear Materials Licensing Section  
612 East Lamar Boulevard, Suite 400  
Arlington, TX 76011-4125

RE: E&P Wireline Services, LLC  
NRC Materials Licenses Nos. 42-29370-01 (Docket No. 030-38193)  
Notification of Completion of Merger and of Modification of Corporate Structure

Dear Sir or Madam:

In the NRC's August 23, 2010 consent to the indirect transfer of E & P Wireline Services LLC (NRC Materials Licenses Nos. 42-29370-01 (Docket No. 030-38193)), the NRC required that the licensee notify the NRC "promptly, in writing, after the transaction has been finalized and include a signed copy of the merger agreement confirming completion of the transaction." As discussed by our counsel, Lawrence Chandler, Morgan Lewis & Bockius, with by Tracey Stokes, NRC Office of the General Counsel, on August 24, 2010, a document literally conforming to the requested "merger agreement confirming completion of the transaction" does not exist. Therefore, as they agreed, in order to satisfy the foregoing requirement, we are enclosing, as Enclosure (1), a copy of the Form 8-K, filed with the Securities and Exchange Commission on August 27, 2010, documenting completion of the merger of Schlumberger Ltd. and Smith International, Inc..

In addition, as discussed by Virginia Abugattas, General Counsel, PathFinder, a Schlumberger Company, with Roberto Torres and Jack Whitten, NRC, on September 2, 2010, following the merger of Schlumberger and Smith International, Inc. ("Smith") on August 27, 2010, Schlumberger effected a reorganization of the corporate ownership of Smith. This reorganization was effective on August 30, 2010. Prior to this reorganization, Smith, the parent of NRC Materials Licensee E&P Wireline Services, LLC, was to be directly owned by Schlumberger, with no intermediate Schlumberger affiliate in the ownership structure. Following the reorganization, Smith is owned by Schlumberger BV ("SLBV"), which itself is a wholly-owned subsidiary of Schlumberger.





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This change in the corporate structure described in the Enclosures 1 and 2 to the E & P Wireline Services LLC July 1, 2010, request for consent to indirect transfer of NRC Materials Licenses Nos. 42-29370-01 (Docket No. 030-38193) is not, in our view, material to the NRC's consent. In particular, this change does not affect the character of the transfer described in the July 1, 2010 requests and approved by the NRC on August 23, 2010, in that the new corporate subsidiary does not exercise any control or influence over the activities authorized by the NRC license; as represented in the respective requests, the current NRC licensee, E & P Wireline continues to be responsible for conducting all activities under its license and for discharging all responsibilities and obligations to the NRC under the terms of its license and NRC regulations. In addition, Schlumberger continues to be the ultimate parent. A simplified summary chart depicting the foregoing is attached as Enclosure (2).

Prior notification of the foregoing could not be provided because the arrangement was not finalized until immediately following closure of the Schlumberger-Smith International merger and it does not appear that the entities within Schlumberger making this modification were aware of the possible need for advanced NRC approval and/or notification of this reorganization.

If you need any further information, please contact N. M. "Tootie" Whitworth at 432-688-9700.

Sincerely,

A handwritten signature in black ink, appearing to read 'N. M. Whitworth', written over a horizontal line.

N. M. "Tootie" Whitworth  
Radiation Safety Officer

Enclosure (1) Smith International, Inc., Form 8-K, filed with the Securities and Exchange Commission on August 27, 2010.

Enclosure (2) Simplified Summary Organization Chart

cc:

8-K 1 d8k.htm FORM 8-K

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 27, 2010

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**SCHLUMBERGER N.V. (SCHLUMBERGER LIMITED)**  
(Exact name of registrant as specified in its charter)

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Netherlands Antilles  
(State or other jurisdiction  
of incorporation)

1-4601  
(Commission  
File Number)

52-0684746  
(IRS Employer  
Identification No.)

42, rue Saint-Dominique, Paris, France 75007  
5599 San Felipe, 17th Floor, Houston, Texas 77056  
Parkstraat 83, The Hague, The Netherlands 2514 JG  
(Addresses of principal executive offices and zip or postal codes)

Registrant's telephone number in the United States, including area code: (713) 513-2000

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
- 
-

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**Item 2.01. Completion of Acquisition or Disposition of Assets.**

On August 27, 2010, Schlumberger Limited (“Schlumberger”) completed its previously announced merger with Smith International, Inc. (“Smith”). Pursuant to the terms of the Agreement and Plan of Merger dated as of February 21, 2010 (the “Merger Agreement”) among Schlumberger, Smith and Turnberry Merger Sub Inc., a wholly owned subsidiary of Schlumberger (“Merger Sub”), Merger Sub merged with and into Smith (the “Merger”), with Smith continuing as the surviving corporation and a wholly owned subsidiary of Schlumberger.

Under the terms of the Merger Agreement, each outstanding share of Smith common stock (other than those held by Smith or its subsidiaries) was cancelled and converted into the right to receive 0.6966 shares of Schlumberger common stock. Smith stockholders will receive cash in lieu of any fractional shares of Schlumberger common stock that they would otherwise be entitled to receive in the Merger.

In connection with the Merger, Schlumberger issued approximately 176 million shares of its common stock (of which approximately 76 million were issued from its treasury shares), which represents approximately 12.9% of its outstanding common stock after giving effect to such issuance. In addition, Schlumberger reserved for issuance approximately 0.7 million additional shares of Schlumberger common stock in connection with the exercise or conversion of Smith’s outstanding equity awards, which became exercisable for or convertible into Schlumberger common stock pursuant to the Merger Agreement.

The foregoing description of the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement, which was filed with the Securities and Exchange Commission (the “SEC”) as Exhibit 2.1 to Schlumberger’s Current Report on Form 8-K filed with the SEC on February 22, 2010 and is incorporated by reference herein.

**Item 7.01 Regulation FD Disclosure.**

On August 27, 2010, Schlumberger and Smith issued a joint press release announcing the completion of the Merger. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.****(a) Financial Statements of Businesses Acquired.**

The audited financial statements of Smith required by Item 9.01(a) of Form 8-K are incorporated herein by reference to Smith’s Annual Report on Form 10-K for the year ended December 31, 2009, and the unaudited financial statements of Smith required by Item 9.01(a) of Form 8-K are incorporated herein by reference to Smith’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2010.

**(b) Pro Forma Financial Information.**

To the extent required by this item, pro forma financial information will be filed as part of an amendment to this Current Report on Form 8-K not later than 71 calendar days after the date this Current Report is required to be filed.

**(d) Exhibits**

- 2.1 Agreement and Plan of Merger among Schlumberger Limited, Turnberry Merger Sub Inc. and Smith International, Inc., dated February 21, 2010 (incorporated by reference to Exhibit 2.1 of Schlumberger’s Current Report on Form 8-K filed on February 22, 2010).
- 23.1 Consent of Deloitte & Touche LLP.
- 99.1 Press release dated August 27, 2010.

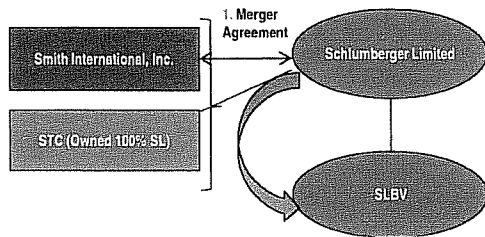


## Summary of Reorganization

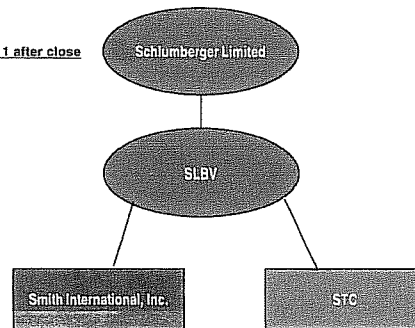
As depicted on the following organization chart, Smith International, Inc. (“Smith”), the parent of NRC licensee E&P Wireline Services LLC, was to become a wholly-owned subsidiary of Schlumberger Limited upon the merger of Schlumberger Limited and Smith International, Inc. (Deal Structure I). Schlumberger B.V. (“SLBV”) was also a wholly-owned subsidiary of Schlumberger Limited prior to the ownership reorganization. Following the ownership reorganization, Smith became a wholly-owned subsidiary of SLBV, which remains a wholly-owned subsidiary of Schlumberger Limited (Deal Structure II).

### Deal Structure

I. At close SL contributes both SII and STC to SLBV



II. Day 1 after close



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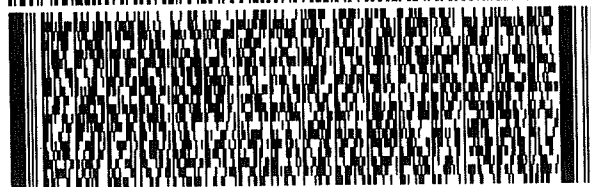
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