

Raymond N. Dickes
Radiation Safety Officer
Explosives Safety Officer

Schlumberger

October 21, 2010

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OCT 25 2010
DNMS

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

**RE: Materials License No. 42-00090-03 (Docket No. 030-06388) and
Materials License No. 42-27055-01 (Docket No. 030-32023)
Corporate Ownership Reorganization of Schlumberger Technology Corporation
Request for Consent to Indirect License Transfer
ATTN: Roberto Torres**

Dear Mr. Torres:

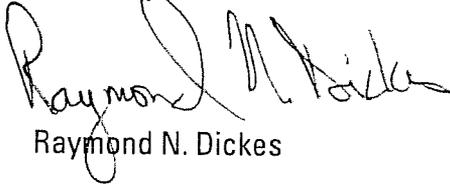
The purpose of this submittal is to supplement our notification to the NRC on September 10, 2010, regarding the restructuring of Schlumberger Limited ("Schlumberger"). In particular, it is planned that Schlumberger will undergo a further reorganization that could affect materials licenses held by its wholly-owned subsidiary, Schlumberger Technology Corporation ("STC"). This planned reorganization is intended to be effective on January 1, 2011. As described in our letter of September 10, 2010, STC is currently owned by Schlumberger BV ("SLBV"), which itself is a wholly-owned subsidiary of Schlumberger. STC is a United States corporation organized under the laws of the state of Texas. Following the planned reorganization, STC 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.

STC possesses two NRC materials licenses: Materials License No. 42-00090-03 (Docket No. 030-06388) and Materials License No. 42-27055-01 (Docket No. 030-32023). Notwithstanding the insertion of SL-Holdings above STC in the ownership structure, STC remains the licensee for each license and will remain in control of all licensed activities. The reorganization will not alter any of the terms and conditions of STC's conduct of licensed activities under either license. There will be no change in the organization, equipment or procedures relating to STC's Radiation Safety Program. I, Raymond N. Dickes, remain the named Radiation Safety Officer for each license.

In the circumstances here, Schlumberger remains the ultimate corporate parent of STC. SLBV is a wholly-owned subsidiary of Schlumberger and SL-Holdings will be a wholly-owned subsidiary of SLBV. STC will continue to be directly responsible for fully complying with all regulatory obligations under its two licenses. In addition, STC has reviewed the relevant guidance of NUREG-1556, Volume 15, Chapter 5 and Appendix D, and believes that the further corporate reorganization here does not, in the end, result in a transfer control of STC's licenses. Nevertheless, STC 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 STC'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 281-285-8775.

Sincerely,



Raymond N. Dickes

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

Enclosure (2): Simplified Organization Chart

SCHLUMBERGER TECHNOLOGY CORPORATION
Materials License No. 42-27055-01 and
Materials License No. 42-00090-03
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 Schlumberger Technology Corporation's ("STC") 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:

Schlumberger Technology Corporation is a wholly-owned subsidiary of Schlumberger B.V., a wholly-owned subsidiary of Schlumberger Limited, a multinational company organized under the laws of Curaçao.¹ Following the planned reorganization on January 1, 2011, it is intended that Schlumberger Technology Corporation 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.

The planned reorganization will not affect the operations of STC, nor will it affect any of the terms and conditions under which it carries out licensed activities under either of its two licenses. 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 STC, and it does not involve any changes to any existing permit requirements.

B. No name change

New name of licensed organization:

¹ As the 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 Curaçao became an autonomous country within the Kingdom of the Netherlands.

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 STC.

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 the two 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 two licenses.

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

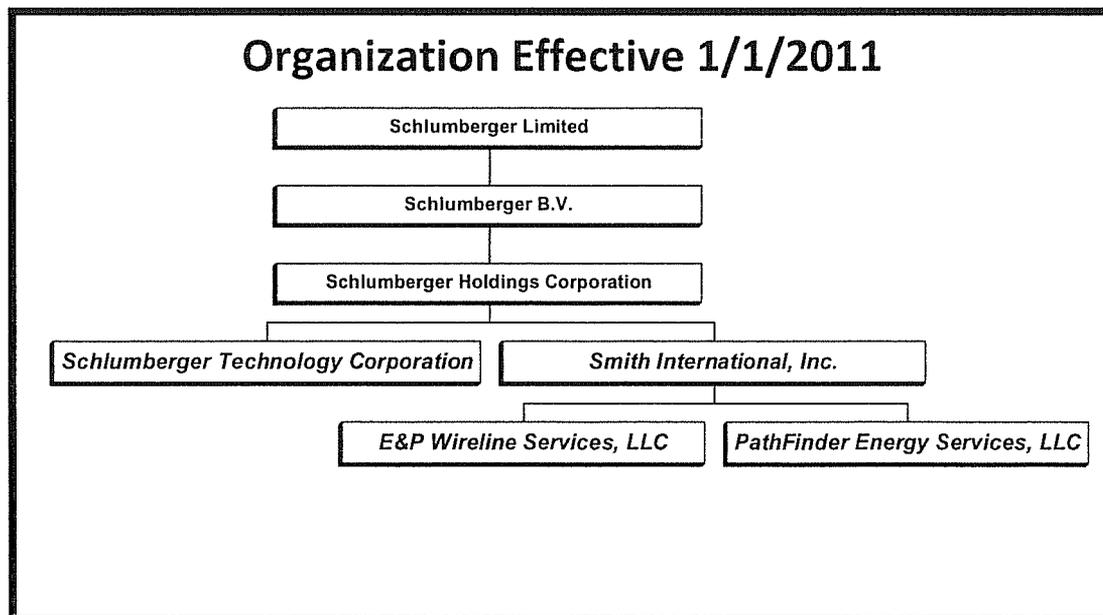
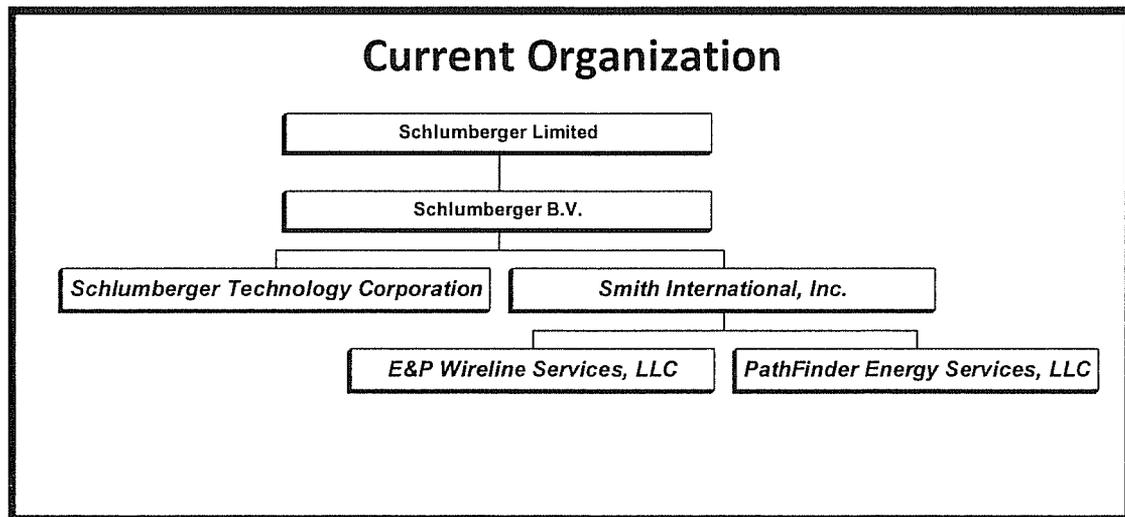
Description of proposed licensed program from transferee attached (with signature)

or

Not applicable (name change only)

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

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



From: Origin ID: SGRA (281) 285-8492
Sandra Duffey
Schlumberger
200 Gillingham Lane
Room 207
Sugar Land, TX 77478



J10301010840225

Ship Date: 22OCT10
ActWgt: 1.0 LB
CAD: 100112641/INET3090

Delivery Address Bar Code

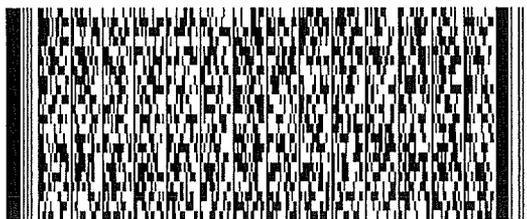


Ref # DICKES
Invoice #
PO #
Dept #

SHIP TO: (817) 860-8100 BILL SENDER

Roberto Torres
Nuclear Regulatory Agency
612 E LAMAR BLVD STE 400

ARLINGTON, TX 76011



TRK# 7963 7149 7880
0201

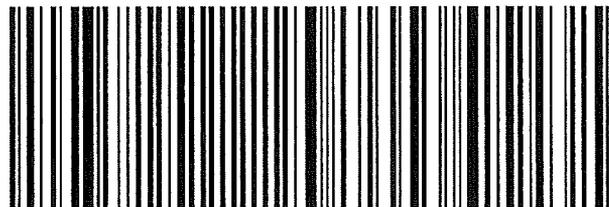
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Raymond N. Dickes
Radiation Safety Officer
Explosives Safety Officer

Schlumberger

September 10, 2010

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

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**RE: Materials License No. 42-00090-03 (Docket No. 030-06388) and
Materials License No. 42-27055-01 (Docket No. 030-32023)
Corporate Ownership Reorganization of Schlumberger Technology Corporation
Request for Consent to Indirect License Transfer
ATTN: Jack Whitten**

Dear Mr. Whitten:

The purpose of this submittal is to notify the NRC that Schlumberger Limited ("Schlumberger") has undergone a reorganization that could affect materials licenses held by its wholly-owned subsidiary, Schlumberger Technology Corporation ("STC"). Following the merger of Schlumberger and Smith International, Inc. ("Smith") on August 27, 2010, Schlumberger effected a reorganization of the corporate ownership of STC. This reorganization was effective on August 30, 2010. Prior to this reorganization, STC was owned by Schlumberger, with no intermediate Schlumberger affiliate in the ownership structure. Following the reorganization, STC is now owned by Schlumberger BV ("SLBV"), which itself is a wholly-owned subsidiary of Schlumberger. STC is a United States corporation organized under the laws of the state of Texas. Please note that the NRC also transferred certain Smith materials licenses to Schlumberger consistent with this merger.

STC possesses two NRC materials licenses: Materials License No. 42-00090-03 (Docket No. 030-06388) and Materials License No. 42-27055-01 (Docket No. 030-32023). Notwithstanding the insertion of SLBV above STC in the ownership structure, STC remains the licensee for each license and will remain in control of all licensed activities. The reorganization will not alter any of the terms and conditions of STC's conduct of licensed activities under either license. There will be no change in the organization, equipment or procedures relating STC's Radiation Safety Program. I, Raymond N. Dickes, remain the named Radiation Safety Officer for each license.

In the circumstances here, Schlumberger remains the ultimate corporate parent of STC and SLBV is a wholly-owned subsidiary of Schlumberger; and, as before, STC will continue to be directly

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responsible for fully complying with all regulatory obligations under its two licenses. STC concludes that with these circumstances, the NRC may expect that a material licensee submit a license transfer request for approval in advance of the reorganization. However, NRC guidance documents are not clear in this regard. Schlumberger has reviewed the relevant guidance of NUREG-1556, Volume 15, Chapter 5 and Appendix D, STC believes that the corporate reorganization does not implicate a change of control.

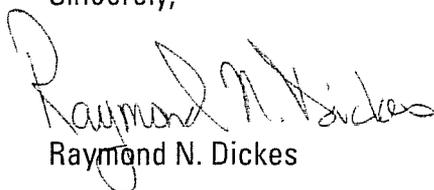
Prior notification of the foregoing could not be provided because the arrangement was not finalized until immediately following closure of the Schlumberger-Smith merger and it does not appear that the entities within Schlumberger making this modification were aware of the possible need for advanced NRC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

As a conservative measure, STC is providing in hindsight, this request for approval of an indirect transfer of its materials licenses. To the extent that the NRC determines that the reorganization constitutes an indirect transfer of control, we request that the NRC consent to such a transfer pursuant to Section 184 of the Atomic Energy Act of 1954, as amended, and 10 CFR § 30.34(b). If the NRC concludes that this request for approval is not necessary, please so advise.

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 summary of the merger and a simplified organization chart reflecting STC's pre-merger and post-merger ownership structures.

If you need further information, please contact me at 281-285-8775.

Sincerely,



Raymond N. Dickes

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

Enclosure (2): Summary of Merger and Simplified Organization Chart

**SCHLUMBERGER TECHNOLOGY CORPORATION
Materials License No. 42-27055-01 (Docket No. 030-32023) and
Materials License No. 42-00090-03 (Docket No. 030-06388)
Information Supporting Request For Consent To
Indirect Transfer Of Control Of A Materials License**

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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:

Prior to the corporate ownership reorganization, STC was a wholly-owned subsidiary of Schlumberger Limited, a multinational company organized under the laws of the Netherlands Antilles. Following the reorganization, STC became a wholly-owned subsidiary of Schlumberger B.V., a company incorporated in the Netherlands. Schlumberger B.V. is a wholly-owned subsidiary of Schlumberger Limited.

The reorganization will not affect the operations of STC, nor will it affect any of the terms and conditions under which it carries out licensed activities under either of its two licenses. 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 STC, and it does not involve any changes to any existing permit requirements.

- 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 STC.

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 the two 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 two licenses
- 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)

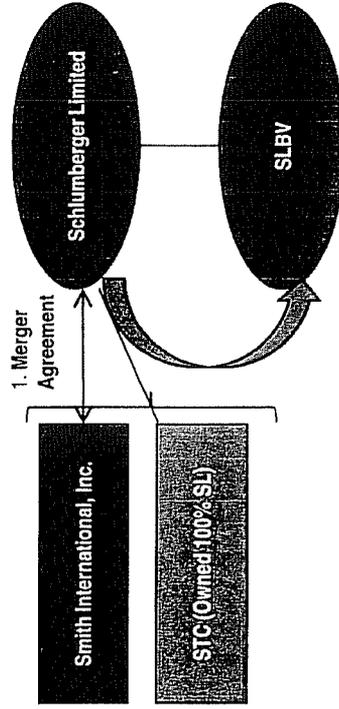
As discussed in the forwarding letter, following the reorganization of STC's ownership structure, STC will remain the licensee under the two licenses. This confirms that STC will continue to be responsible for adhering to all constraints, conditions, requirements and commitments of the two licenses.

Summary of Reorganization

As depicted on the following organization chart, NRC licensee Schlumberger Technology Corporation (“STC”) was a wholly-owned subsidiary of Schlumberger Limited prior to the ownership reorganization following 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, STC 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

