

VERITAS
CAPITAL

Christian H. Mittweg
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April 24, 2017

U.S. Nuclear Regulatory Commission, Region 1
Division of Nuclear Materials Safety
2100 Renaissance Blvd., Suite 100
King of Prussia, PA 19406-2713

Re: Transfer of Control of NRC Materials License No. 20-³21340-01/03037850
dmw

Division of Nuclear Materials Safety,

The Veritas Capital Fund V, L.P. and affiliates (“Veritas”) is a party to the “Transaction” described in the Transfer of Control Letter sent to the U. S. Nuclear Regulatory Commission (“NRC”) from CB&I Federal Services and dated March 15, 2017 (referred to herein as “Letter” and attached as Exhibit A).

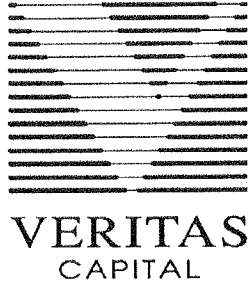
Veritas has reviewed the Letter and concurs with all factual representations therein, except that there has been a recent change in the proposed Post-Transaction Organization described in the Letter and visually represented in the Post-Transaction Organization Chart in Appendix A. Originally, CSVC Holdings LLC was going to be owned by The Veritas Capital Fund V, L.P. only.

However, now CSVC Holdings LLC will be owned by both The Veritas Capital Fund V, L.P. and The Veritas Capital Fund VI, L.P. While the precise split of equity between the two funds has not been determined yet, Veritas is highly confident that Fund V’s equity percentage will not drop below 51%. Overall, the Funds V and VI will be a part of the corporate structure acquiring the new holding company created by The Shaw Group Inc.

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following the Transaction. Veritas has provided an amended Post-Transaction Organization Chart visually representing the proposed change attached as Exhibit B.

Also, as described in the Letter, Veritas will work with CB&I Federal Services to notify NRC when the name of the new holding company is selected following the Transaction.

Aside from the modest change to the Post-Transaction Organization, Veritas agrees with all representations remaining in the Letter. Specifically, Veritas agrees with the representations related to personnel, location, equipment, and operation procedures. There will be no changes at the time of the Transaction, and any future changes in personnel will be those which occur in the ordinary course of business.

Should you have any questions or concerns, please do not hesitate to contact us.

Sincerely,

A handwritten signature in black ink, appearing to read "Christian H. Mittweg". The signature is fluid and cursive, with a large initial "C" and "M".

Christian H. Mittweg
Chief Legal & Compliance Officer
Veritas Capital Fund Management, L.L.C.

Exhibit A

**Letter dated March 15, 2017 from CB&I Federal Services to NRC
Re: Transfer of Control of NRC Materials License No. 20-21340-01**

[on next page]



CB&I Federal Services
1725 Duke Street Suite 400
Alexandria, VA 22314
Telephone: 202 261-1900
Fax: 202 261-1947

March 15, 2017

U.S. Nuclear Regulatory Commission, Region 1
Division of Nuclear Materials Safety
2100 Renaissance Blvd., Suite 100
King of Prussia, PA 19406-2713

Re: Transfer of Control of NRC Materials License No. 20-21340-01

Division of Nuclear Materials Safety,

Pursuant to Section 184 of the Atomic Energy Act of 1954, as amended, 42 U.S.C. §2234, and 10 C.F.R. §30.34(b), CB&I Federal Services LLC ("Licensee") submits this notification to the U.S. Nuclear Regulatory Commission ("NRC") to obtain its consent to the indirect transfer of control of NRC Materials License No. 20-21340-01 (the "License"), issued by the NRC to Licensee on November 25, 2014.

Licensee is a limited liability company organized under the laws of Louisiana. Currently, 100% of the membership interests of Licensee are held by CB&I Government Solutions Inc., a Louisiana corporation. CB&I Government Solutions Inc. is a wholly-owned subsidiary of The Shaw Group Inc. ("Shaw"), a Louisiana corporation. Shaw is a wholly-owned subsidiary of CB&I US Holding Company Inc., a Delaware corporation. CB&I US Holding Company Inc. is a wholly-owned subsidiary of Chicago Bridge & Iron Company N.V. ("CB&I"), an entity registered in the Netherlands. CB&I is the ultimate parent company of Licensee.

On February 27, 2017, CB&I and Shaw entered into a purchase agreement ("Agreement") with CSVAC Acquisition Corp., a Delaware corporation, which is an indirect wholly-owned subsidiary of The Veritas Capital Fund V, L.P. and affiliates ("Veritas"), a Delaware limited partnership, under which CSVAC Acquisition Corp. is to acquire the Capital Services business segment of CB&I (the "Transaction"). As a result of the Transaction, ultimate corporate control over Licensee, CB&I Federal Services LLC, will transfer from CB&I to Veritas. Specifically, the Agreement calls for Shaw to create a new holding company, into which CB&I Government Solutions, Inc. and its subsidiaries, including Licensee, will be contributed. CSVAC Acquisition Corp. will acquire this holding company from Shaw, and the holding company will exist as a subsidiary of CSVAC Acquisition Corp. CSVAC Acquisition Corp. is a wholly-owned subsidiary of CSVAC Holding Corp., which, in turn, is a wholly-owned subsidiary of CSVAC Holdings LLC, a single-member LLC managed by Veritas.

Pre- and Post-Transaction organization charts showing the corporate structure of Licensee and its parent companies are included in Appendix A.

Licensee will remain the holder of the License when the Transaction closes. There are no planned changes to Licensee's operations relating to radioactive materials, including with respect to personnel, locations, facilities, equipment, or other licensed program elements.



Pursuant to Section 5 and Appendix E of the NRC's Consolidated Guidance About Materials Licenses, Final Report (NUREG-1556), Volume 15, Rev. 1 (June 2016), Licensee submits the following information regarding the indirect transfer of control of the License for your consideration. Licensee requests your consent to this transfer of indirect control of the License pursuant to the Transaction.

1. Description of the Transaction

The Transaction is described above and in Appendix A.

Pursuant to the Agreement, within 30 days after closing, Licensee intends to file the necessary paper work with pertinent governmental bodies to change its registered corporate name in order to remove the CB&I label. The future name of Licensee following the closing of the Transaction has not yet been determined as of the date of this filing. Licensee intends to separately submit an application with the NRC for a license amendment to reflect this name change shortly after closing, once the new name of the company is identified. This post-closing name change will not involve a transfer of control of the License. We are submitting this application to you now because your prior approval is separately required for the indirect transfer control of the License, which will occur when the Transaction closes.

The technical and financial qualifications of Licensee will not change as a result of the Transaction, as the same corporate entity will remain the Licensee.

Founded in 1992, Veritas is a leading U.S. private equity firm located in New York City with extensive sector experience in engineering and construction services. Since 1998, Veritas has originated and managed over 70 acquisitions and as of February 2017, has approximately \$8.8 billion in total assets under its management. This is evidence of, among other things, Veritas' successful ownership and management of portfolio companies in engineering services and similar sectors.

Financial assurance for decommissioning from Licensee, CSVC Holding Corp., or Veritas is not a requirement of the License.

2. Changes of Personnel

There are no planned changes in personnel or duties relating to the licensed program. Any future changes in personnel will be those that occur in the ordinary course of business.

3. Changes of Location, Equipment, and Procedures

There are no planned changes to the location, facilities, equipment, radiation safety program, use, possession, waste management, or other procedures that relate to the licensed program.

The License authorizes Licensee's possession and use of radioactive materials at temporary job sites under federal jurisdiction. Currently, Licensee uses the License (in conjunction with California Radioactive Materials License No. 7889-07) with respect to its handling of radioactive materials at Hunters Point, San Francisco, California, where Licensee is performing



environmental remediation of soils and infrastructure (roads, foundations) and providing radiological assistance to other site contractors. The primary radionuclides of concern known or suspected at the Hunters Point Naval Shipyard are Radium-226, Cesium-137, and Strontium-90.

Licensee's work at Hunters Point and other temporary job sites where the License is from time to time required to be invoked is governed by Licensee's Radiation Safety Program ("RSP"). The RSP prescribes the requirements for site-specific Radiation Protection Plans ("RPPs") for all of Licensee's sites and projects where work-related activities may result in workers and/or the public being exposed to ionizing radiation above background levels. The RSP and RPPs ensure safe, efficient, and compliant work with radioactive materials and sources of ionizing radiation. The Transaction will not result in changes to the RSP or RPPs.

In the future, Licensee may use the License to authorize its work at additional temporary job sites. Licensee will comply with all applicable notification requirements associated with the initiation of such work. See License Conditions 15.A and 19.

4. Surveillance Records

Licensee has conducted a review of the status of its surveillance requirements, and has confirmed that its surveillance program is current and is anticipated to be current at the time of indirect transfer of control. The surveillance program includes annual programmatic effectiveness reviews using the NUREG 1556, Volume 18, checklist C methodology. Additionally, Licensee's radiation safety procedures require annual audits and periodic self-assessments of radiation safety programs and activities to facilitate problem identification and resolution, program improvement, and increased efficiency in operations.

Source leakage tests are performed as required by applicable regulations, and instrumentation and other measurement and test equipment ("M&TE") are calibrated in accordance with vendor specifications and, as appropriate, standard ANSI 3.23, "Calibration Standard for Portable Radiological Instruments."

5. Decommissioning and Related Records Transfers

Records related to Licensee's radioactive materials program will remain in Licensee's possession following the Transaction. Records of information important to decommissioning are maintained at each temporary job site where Licensee performs work pursuant to the License. These records are made available to the customer upon request. At the completion of activities at a temporary job site, records are transferred to the customer for retention. See License Condition 17.

Licensee is not responsible for establishing decommissioning financial assurance. See License Condition 16.

6. Transferee's Commitment to Abide by the Transferor's Commitments

Licensee agrees to the indirect transfer of control of the License.



Because CB&I Federal Services LLC will remain the Licensee, CB&I Federal Services LLC will remain responsible for any open inspection items and possible resulting enforcement action. Licensee will continue to abide by all constraints, conditions, requirements, representations, and commitments it has previously made in connection with the License. These include but are not limited to information submitted in support of license amendment; maintenance of decommissioning records; and completion of corrective actions for open inspection items and enforcement actions.

Licensee anticipates that the Transaction will close in the second quarter of 2017. Accordingly, Licensee requests that the NRC issue its consent to the indirect transfer of control of the License on or before May 1, 2017.

Should you have any questions or concerns regarding this submittal or require further information, please contact Mark O. Somerville MPH, Ph.D., CHP, Director-Radiation Safety at 925-222-0848, or by email at mark.somerville@cbifederalservices.com.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'David Boone', written over a horizontal line.

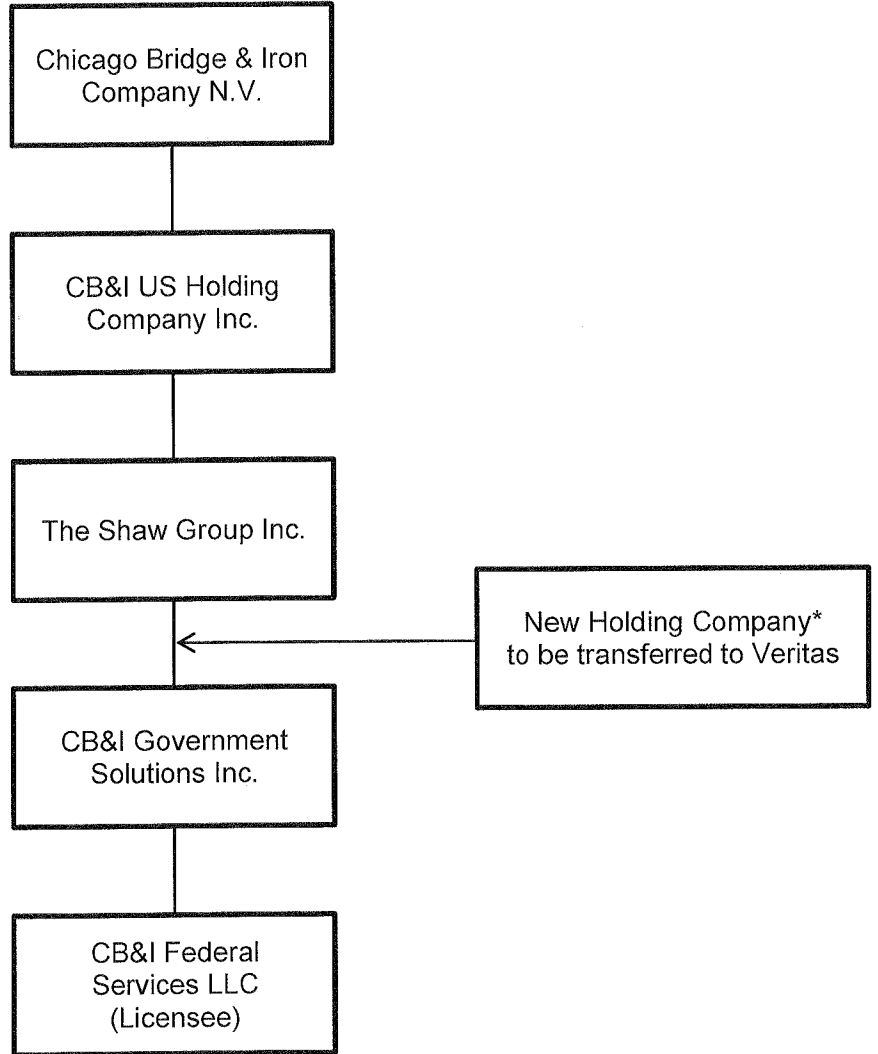
David Boone
President
CB&I Federal Services LLC

cc: Charlie King, CB&I



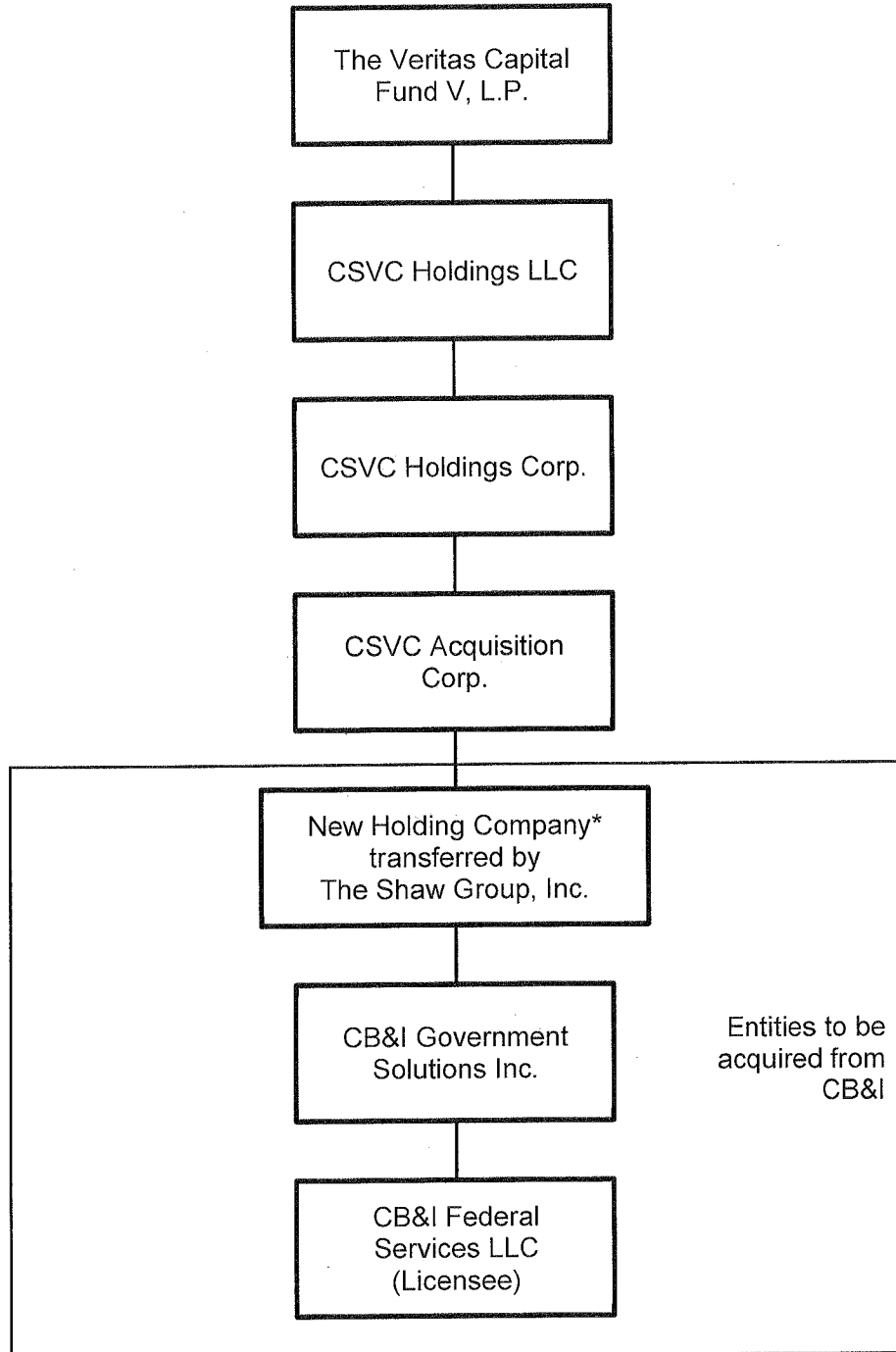
Appendix A

Pre-Transaction Organization Chart





Post-Transaction Organization Chart



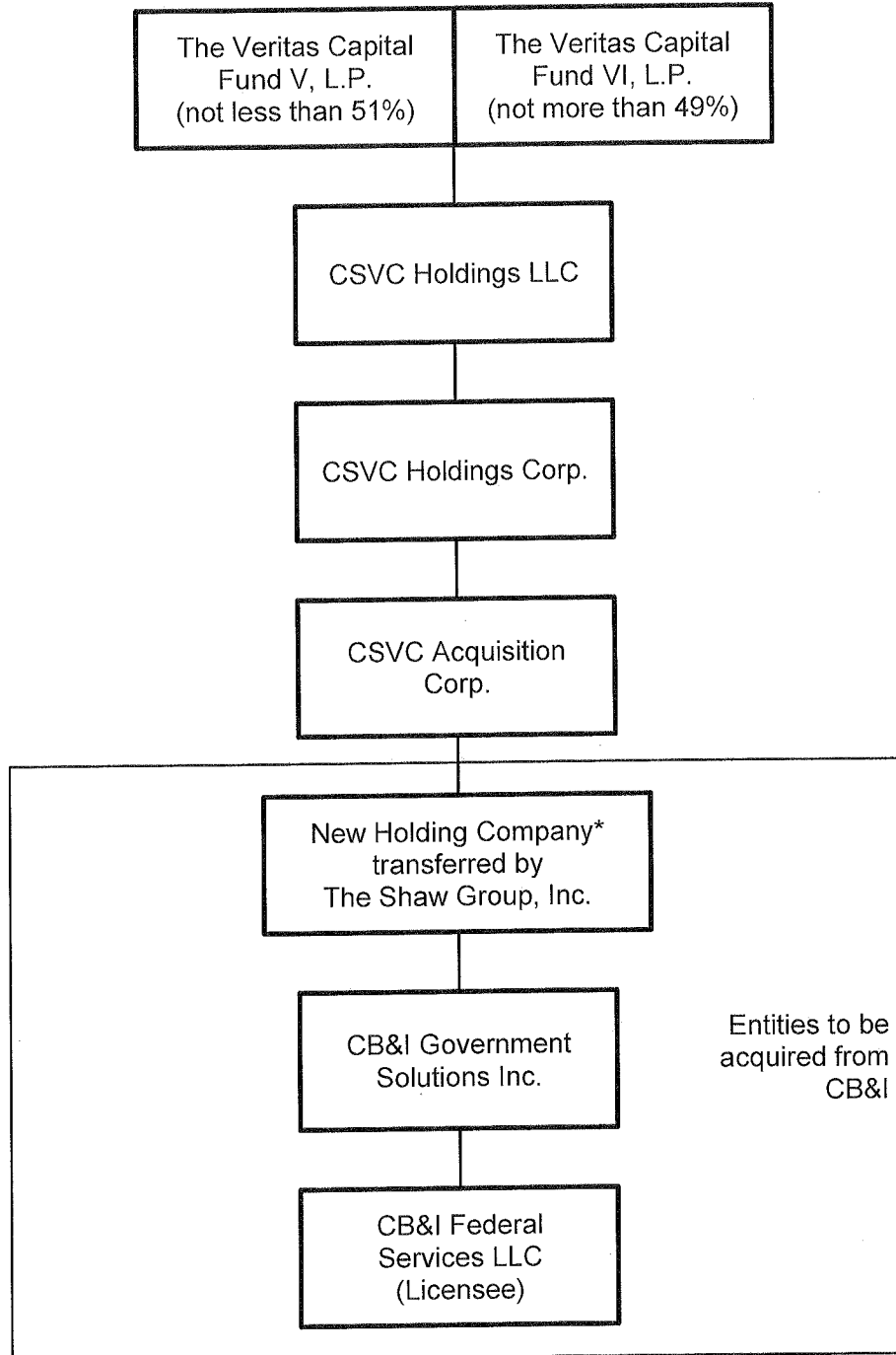
* Name of the New Holding Company will be determined at a later date.

Exhibit B

**Amended Post-Transaction Organization Chart
described as Appendix A in the Letter**

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Post-Transaction Organization Chart



* Name of the New Holding Company will be determined at a later date.