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October 16, 2014

U.S. Nuclear Regulatory Commission  
Region I  
Division of Nuclear Materials Safety  
Attention: Licensing Assistance Team  
2100 Renaissance Boulevard, Suite 100  
King of Prussia, PA 19406-2713

**Re: September 19, 2014 Notice and Request for Prior Written Consent to Deemed Indirect Transfer of Materials License held by URS Energy & Construction, Inc.  
Materials License No. 12-31469-01; Docket No. 030-38529**

Dear Sirs:

This is to inform you that as part of the transaction addressed in the September 19, 2014 filing the name of URS Energy & Construction, Inc.'s ("URS E&C") parent company, URS Corporation, will be changed to AECOM Global II, LLC following the merger. Accordingly background statements in the September 19 submittal regarding URS Corporation should be read as AECOM Global II, LLC. This appears in the background information at the top of page 2, and the responses to Questions 1 and 5. As stated in the September 19, 2014 submittal, the name of URS Energy & Construction, Inc. will be retained for the licensee following the merger.

Please note that the September 19 letter referenced above was directed to Region III and copied to Region I. Attached please find a copy of the September 19 letter for your convenience.

If you have any questions or need any additional information regarding this matter please contact the undersigned at (609) 720-2212 or by email at Margie.Zenes@urs.com.

Sincerely,

Margie Zenes  
Principal Contract Administrator  
URS Energy & Construction, Inc.  
510 Carnegie Center  
Princeton, NJ 08540

584909

NMSS/RGN1 MATERIALS-002

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Division of Nuclear Materials Safety  
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cc: Charles Szurgot, URS Corporation  
Mike Kolloway, AECOM Technology Corporation  
Jeffrey Sengenberger, URS Energy & Construction, Inc.  
David Wise, URS Energy & Construction, Inc.

## **Attachment 1**

**September 19, 2014 Notice and Request for Prior Written Consent to Deemed Indirect  
Transfer of Materials License held by URS Energy & Construction, Inc.  
Materials License No. 12-31469-01; Docket No. 030-38529**

September 19, 2014

U.S. Nuclear Regulatory Commission  
Region III  
Division of Nuclear Materials Safety  
Attention: Licensing Assistance Team  
2443 Warrenville Road, Suite 210  
Lisle, IL 60532-4352

**Re: Notice and Request for Prior Written Consent to Deemed Indirect  
Transfer of Control of Materials License held by URS Energy &  
Construction, Inc.**

Dear Sirs:

URS Energy & Construction, Inc. ("URS E&C"), located at 1437 South Bell School Road, Suite 8, Rockford, Illinois 61108, is currently the holder of the following license issued by the Nuclear Regulatory Commission ("NRC" or the "Commission"):

- Materials License No. 12-31469-01; Docket No. 030-38529

The purpose of this letter is to notify the NRC, and as a precaution, seek prior written consent for what the NRC may deem to be an indirect transfer of control of the above listed materials license.

Below is a summary of the proposed transaction and timing considerations.

Proposed Transaction. URS Corporation ("URS") and AECOM Technology Corporation ("AECOM") have entered into an Agreement and Plan of Merger ("Merger Agreement") under which AECOM will acquire all of the outstanding shares of URS (the "Merger Transaction"). The combined company will be a global industry-leading, fully integrated infrastructure firm serving clients across a broad range of markets, including transportation, facilities, environmental, energy, water, and government. Like URS, AECOM is one of the largest engineering and construction companies in the United States. Both San Francisco-based URS and Los Angeles-based AECOM are listed on the New York Stock Exchange (NYSE "URS" and "ACM," respectively). URS E&C is a wholly-owned subsidiary of URS, and will remain so following the merger.

Under the Merger Agreement, the merger of URS and AECOM will be completed in two steps. In the first step, URS and ACM Mountain I, LLC ("Merger Sub," a direct wholly-

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owned merger subsidiary of AECOM) will merge, with Merger Sub merging with and into URS and URS surviving the merger as a wholly-owned subsidiary of AECOM. In the second step, which will happen immediately following the first merger as part of a single integrated transaction, URS as the surviving corporation in the first merger will merge with and into ACM Mountain II, LLC ("Merger Sub I," a direct wholly-owned merger subsidiary of AECOM), with Merger Sub I, which will be named URS Corporation, surviving the second merger as a direct wholly-owned subsidiary of AECOM. Following the merger, URS board members will make up two of the thirteen members of the AECOM board of directors. The name of URS Energy & Construction, Inc. will be retained for the licensee following the merger.

As discussed below, the Merger Transaction will in no way change anything with regard to URS E&C's operation and compliance with the terms and conditions of the Materials License. Everything stays the same with regard to the Materials License. The operation of URS E&C with regard to the Materials License will be the same the day after the merger as the day before the merger, and unaffected by the merger of URS and AECOM.

Timing. The Merger Transaction is subject to customary closing conditions, including, in addition to this request from the Commission, approval of the stockholders of URS and AECOM, expiration of the waiting period under the Hart-Scott-Rodino Act (which was satisfied on August 4, 2014 when the Federal Trade Commission granted early termination of the waiting period), receiving antitrust clearance under the Competition Act (Canada) (which was satisfied on August 21, 2014 when the Canadian Competition Bureau issued a no action letter), effectiveness of the Securities and Exchange Commission registration Form S-4, and prior consent from the United Kingdom Nuclear Decommissioning Authority. URS and AECOM expect to have all required approvals in hand by October 13, 2014, and the closing of the transaction is scheduled to take place shortly thereafter on October 17, 2014. As discussed herein, in order to allow the timely closing of the Merger Transaction, **URS respectfully requests the Commission to act on this request by no later than October 13, 2014.**

In accordance with the regulatory guidance in NUREG-1556 and Information Notices Nos. 89-25 and 89-25, Rev. 1, URS provides the following information regarding the proposed Merger Transaction. In particular, we have provided information in accordance with the itemized list of information requested in Appendix E, "Information Needed for Transfer of Control Application," of NUREG-1556, Volume 2, below. Consistent with the regulatory guidance, if any items are not applicable, URS so states.

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1. *The new name of the licensed organization. If there is no change, the licensee should so state.*

Response: Not applicable. This request for prior consent does not include a change to the name of the licensee. As discussed above, through the merger URS will become a wholly-owned subsidiary of AECOM. URS E&C is a wholly owned subsidiary of URS, and will continue to be so after the merger.

2. *The new licensee contact and telephone number(s) to facilitate communications.*

Response: Not applicable. The licensee contacts and phone numbers will not change.

3. *Any changes in personnel having control over licensed activities (e.g., officers of a corporation) and any changes in personnel named in the license such as radiation safety officer, authorized users, or any other persons identified in previous license applications as responsible for radiation safety or use of licensed material. The licensee should include information concerning the qualifications, training, and responsibilities of new individuals.*

Response: Not applicable. There will be no changes in the personnel named in the license including the radiation safety officers, authorized users, or other persons identified in previous license applications as responsible for radiation safety or use of licensed material as a result of the merger transaction.

4. *An indication of whether the transferor will remain in non-licensed business without the license.*

Response: Not applicable. The materials license is not being transferred and will remain with URS E&C.

5. *A complete, clear description of the transaction, including any transfer of stocks or assets, mergers, etc., so that legal counsel is able, when necessary, to differentiate between name changes and transfer of control.*

Response: AECOM Technology Corporation (“AECOM”), ACM Mountain I, LLC (a direct wholly-owned subsidiary of AECOM (“Merger Sub”)), and ACM Mountain II, LLC (also a direct wholly-owned subsidiary of AECOM (“Merger Sub I”)) entered into an Agreement and Plan of Merger (the “Merger Agreement”) with URS Corporation (“URS”). Under the Merger Agreement, the merger of URS and AECOM will be completed in two steps. In the first step, URS and Merger Sub will merge, with Merger Sub merging with and into URS with URS surviving the merger as a direct wholly-owned subsidiary of AECOM. Immediately following the first

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merger and as part of a single integrated transaction, URS will merge with and into Merger Sub I, with Merger Sub I, which will be named URS Corporation, surviving the second merger as a direct wholly-owned subsidiary of AECOM. URS and AECOM intend that the mergers, taken together, will be treated as a single integrated transaction and qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended.

Subject to the terms and conditions of the Merger Agreement, holders of URS common stock will receive per share consideration valued at \$56.31 per share (based on the closing price of AECOM common stock, par value \$0.01 per share, on July 11, 2014), or approximately \$4.0 billion. Each outstanding share of URS common stock, par value \$0.01 per share, will be exchanged in the Merger Transaction for per-share consideration consisting of 0.734 shares of AECOM common stock and \$33.00 in cash. Under the Merger Agreement, URS stockholders may elect to receive cash or stock consideration, subject to proration in the event of oversubscription. The stock consideration is expected to be tax free to URS stockholders. In accordance with the Merger Agreement, the actual value of the merger consideration to be paid at the closing of the Merger will depend on the average closing price of AECOM common stock in the five business days prior to closing of the Merger Transaction.

The respective boards of directors of URS and AECOM have unanimously approved the Merger Agreement, and the URS board has agreed to recommend that the stockholders of URS adopt the Merger Agreement. The AECOM board has agreed to recommend that AECOM's stockholders approve the issuance of AECOM common stock in connection with the Merger Transaction.

Upon closing of the Merger Transaction, the AECOM board of directors will consist of all 11 members of the existing AECOM board of directors and two additional members from the URS board of directors, for a total of 13 members.

6. *A complete description of any planned changes in organization, location, facility, equipment, or procedures (i.e., changes in operating or emergency procedures).*

Response: Not applicable. There are no planned changes in organization, location, facility, equipment, or procedures related to the materials license or radiological safety as a result of the merger transaction.

7. *A detailed description of any changes in the use, possession, location, or storage of the licensed materials.*

Response: Not applicable. There are no changes in the use, possession, location or storage of the licensed materials as a result of the merger transaction.

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8. *Any changes in organization, location, facilities, equipment, procedures, or personnel that would require a license amendment even without the transfer of control.*

Response: Not applicable. There are no changes in organization, location, facilities, equipment, procedures or personnel that would require a license amendment even without the deemed transfer of control as a result of the merger transaction.

9. *An indication of whether all surveillance items and records (e.g., calibrations, leak tests, surveys, inventories, and accountability requirements) will be current at the time of transfer. Provide a description of the status of all surveillance requirements and records.*

Response: Not applicable. The materials license and all related surveillance items and records will remain with the licensee URS E&C in the merger transaction.

10. *Confirmation that all records concerning the safe and effective decommissioning of the facility, pursuant to 10 CFR 30.35(g), 40.36(f), 70.25(g), and 72.30(d); public dose; and waste disposal by release to sewers, incineration, radioactive material spills, and on-site burials, have been transferred to the new licensee, if licensed activities will continue at the same location, or to the NRC for license terminations.*

Response: Not applicable. The materials license and all related records concerning decommissioning, public dose, and waste disposal will remain with the licensee URS E&C in the merger transaction.

11. *A description of the status of the facility. Specifically, the presence or absence of contamination should be documented. If contamination is present, will decontamination occur before transfer? If not, does the successor company agree to assume full liability for the decontamination of the facility or site?*

Response: Not applicable. The materials license will remain with the licensee URS E&C and there will be no change in the facilities as a result of the merger transaction.

12. *A description of any decontamination plans, including financial assurance arrangements of the transferee, as specified in 10 CFR 30.35, 40.36, and 70.25. Include information about how the transferee and transferor propose to divide the transferor's assets, and responsibility for any cleanup needed at the time of transfer.*

Response: Not applicable. The materials license will remain with the licensee URS E&C and all related decommissioning plans and financial assurance arrangements will remain unchanged in the merger transaction.

13. *Confirmation that the transferee agrees to abide by all commitments and representations previously made to NRC by the transferor. These include, but are not*



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*limited to: maintaining decommissioning records required by 10 CFR 30.35(g); implementing decontamination activities and decommissioning of the site; and completing corrective actions for open inspection items and enforcement actions.*

*With regard to contamination of facilities and equipment, the transferee should confirm, in writing, that it accepts full liability for the site, and should provide evidence of adequate resources to fund decommissioning; or the transferor should provide a commitment to decontaminate the facility before transferring control.*

*With regard to open inspection items, etc., the transferee should confirm, in writing, that it accepts full responsibility for open inspection items and/or any resulting enforcement actions; or the transferee proposes alternative measures for meeting the requirements; or the transferor provides a commitment to close out all such actions with NRC before license transfer.*

Response: Not applicable. The materials license will remain with the licensee URS E&C in the merger. In order to provide additional assurance, URS E&C and AECOM agree that the licensee will abide by all commitments and representations previously made to the NRC by URS E&C with regard to the materials license.

14. *Documentation that the transferor and transferee agree to transferring control of the licensed material and activity; documentation of the conditions of transfer; and documentation that the transferee is made aware of all open inspection items and its responsibility for possible resulting enforcement actions.*

Response: Not applicable. The materials license will remain with the licensee URS E&C in the merger.

15. *A commitment by the transferee to abide by all constraints, conditions, requirements, representations, and commitments identified in the existing license. Lacking this, the transferee must provide a description of its program, to ensure compliance with the license and regulations.*

Response: Not applicable. The materials license will remain with the licensee URS E&C in the merger. In order to provide additional assurance, URS E&C and AECOM commit that the licensee will abide by all constraints, conditions, requirements, representations, and commitments identified in the existing materials license.

As the responses above make clear, the Merger Transaction between URS and AECOM will have no effect on the day-to-day operations of the licensee URS E&C with regard to the materials license. Both before and after the merger, the licensee will continue

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to operate under the conditions, requirements, representations, and commitments identified in the NRC license, including the safety and control procedures.

If you have any questions or need any additional information regarding the Merger Transaction and the prior written consent requested herein, please contact William R. Hollaway of Gibson, Dunn & Crutcher LLP at (202) 955-8592 or via e-mail at [whollaway@gibsondunn.com](mailto:whollaway@gibsondunn.com). Please address all correspondence and inquiries regarding this request to:

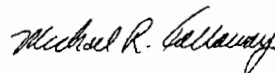
William R. Hollaway, Ph.D.  
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1050 Connecticut Avenue, N.W.  
Washington D.C. 20036-5306  
Email: [whollaway@gibsondunn.com](mailto:whollaway@gibsondunn.com)

Since we anticipate the Merger Transaction closing on October 17, 2014, we would greatly **appreciate your prompt consideration and action on this request for prior written consent by no later than October 13, 2014.**

Respectfully,

**URS Corporation**

**AECOM Technology Corporation**



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Charles Szurgot  
Securities and Corporate Counsel  
URS Corporation  
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Margie Zenes  
Principal Contract Administrator  
Export Control Coordinator

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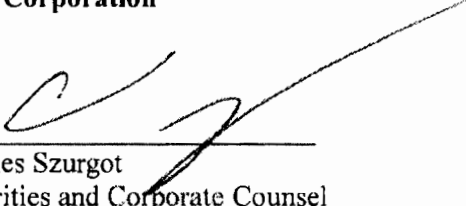
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Respectfully,

**URS Corporation**



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Securities and Corporate Counsel  
URS Corporation  
(415) 774-2700  
[Charles.Szurgot@urs.com](mailto:Charles.Szurgot@urs.com)

**AECOM Technology Corporation**

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Senior Vice President and Assistant  
General Counsel  
AECOM Technology Corporation  
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Margie Zenes  
Principal Contract Administrator  
Export Control Coordinator  
Legal Department

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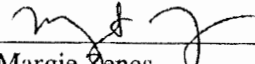
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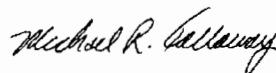
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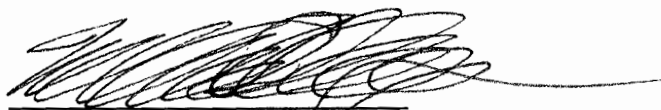
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URS Energy & Construction, Inc.

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cc. U.S. Nuclear Regulatory Commission, Licensing Assistance Team, Region I  
U.S. Nuclear Regulatory Commission, Licensing Assistance Team, Region IV