



Services, Inc.

2733 Jason Road
Ashland, KY 41102
(606) 929-9199

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December 28, 2005

USNRC
Region I
475 Allendale Road
King of Prussia, PA 19406-1415

Attention: LAT-DNMS

03036858

RE: Transfer of Control / NRC License 16-31010-01

Code Services, Inc. will enter into an agreement to transfer control of its non-destructive testing services and heat treating operations to MISTRAS Holding Corporation, 195 Clarksville Road, Princeton Junction, NJ 08550, d/b/a CONAM Inspection & Engineering Services (Region III License # 12-16559-02). The accompanying document is a letter of notification based on NUREG 1556, Vol. 2, Appendix E.

If you have any questions, please contact us at 606-929-9199 (Cell # 304-638-5057) or contact Michael Lange of MISTRAS at 609-716-4157.

Sincerely,

Clyde W. May
President/Code Services

05-262

Customer Satisfaction Through Experience, Expertise and Innovation

138181

NMCC/RCM MATERIALS-002

December 28, 2005

Transfer of Control Application

In accordance with the requirements of NUREG 1556, Vol. 2, MISTRAS Holdings Group submits the following information applicable to Appendix E: Information Needed for Transfer of Control Application effective December 31, 2005

1. The new name of the licensed organization will be ***MISTRAS Holdings Group (MISTRAS), d/b/a CONAM Inspection & Engineering Services, Inc. , QSL Plus, CODE Services.***
2. The ***Code Services*** contact and telephone number(s) ***will remain the same.***
3. ***The officers of the controlling corporation are Sotirios Vahaviolos, Chairman, Michael Lange, CEO, Dennis Bertolotti, President. along with Scott Kvasnicka, Corporate Radiation Safety Officer, & Robert J Slack, Director of Regulatory Affairs.***
4. ***The transferor will remain in both licensed & non-licensed business.***
5. ***Pursuant to an Asset Purchase agreement, MISTRAS Holdings Group shall acquire Code Services, Inc. non-destructive testing business in which the licenses are used.***
6. ***There are no planned changes in organization, location, facility, or equipment. Any procedural changes will be through a merging of the O & E practices and will be equal to or more stringent than those existing for Code Services.***
7. ***Same as #6***
8. ***Same as #6***
9. ***All surveillance items and records (e.g., calibrations, leak tests, surveys, inventories, and accountability requirements) will be current at the time of transfer. A description of the status of surveillance requirements is as follows:***
 - ***Leak tests –6 months***
 - ***Depleted Uranium Camera Tests – Annually***
 - ***Periodic Device Maintenance – 3 months (Quarterly)***
 - ***Personnel Periodic Audits 6 months***
 - ***Survey Meter Calibration –6 months***
 - ***Dosimetry and Alarming Rate Meter Verification – Annually***
 - ***Source/Device Inventory - Quarterly***
10. ***All applicable 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 and will remain at the current licensed locations. There will be no termination of business at any of the licensed locations. Code Services will be added to MISTRAS Holdings Group NRC license (12-16559-02) by amendment and their current license (16-31010-01) will be terminated with the issuance of said amendment.***
11. ***All licensed facilities will remain viable, named facilities. There will be no change of status.***
12. ***All licensed facilities will remain viable, named facilities. There will be no change of status.***
13. ***MISTRAS agrees to abide by all commitments and representations previously made to NRC by the transferor. As regards open inspection items. the***

transferee confirms that it accepts full responsibility for open action items and/or any resulting enforcement actions.

- 14. *MISTRAS and Code Services agree to transferring control of the licensed material and activities. Upon completion of the sale, all activities for the licensed materials will be transferred to MISTRAS. Code Service verifies it has made MISTRAS aware of all open inspection items and its responsibility for possible enforcement actions.*
- 15. *MISTRAS agrees to abide by all constraints, conditions, requirements, representations, and commitments identified in the existing license*

Code Services. Inc.

By: *Clyde W. May*
Clyde W. May, President

(Please Print Name)

Date: *12-28-05*

MISTRAS Holdings Group

By: *[Signature]*
Michael Lange, CEO

(Please Print Name)

Date: *12/28/05*

This is to acknowledge the receipt of your letter/application dated

12/28/2005, and to inform you that the initial processing which includes an administrative review has been performed.

AMEND. 16-31010-01
There were no administrative omissions. Your application was assigned to a technical reviewer. Please note that the technical review may identify additional omissions or require additional information.

Please provide to this office within 30 days of your receipt of this card

A copy of your action has been forwarded to our License Fee & Accounts Receivable Branch, who will contact you separately if there is a fee issue involved.

Your action has been assigned **Mail Control Number** 138181.
When calling to inquire about this action, please refer to this control number.
You may call us on (610) 337-5398, or 337-5260.