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 REGION 1

2007 OCT 10 PM 12: 41

October 8, 2007

NMSB 3

Nuclear Regulatory Commission, Region I
 Division of Nuclear Materials Safety
 475 Allendale Road
 King of Prussia, PA 19406-1415

RE: Project No. 0001.GB
Materials License Amendment
 License No. 07-17431-01
 (Amendment No. 16)
 Docket No. 03012739
 Control No. 132974

To Whom It May Concern:

We have prepared this correspondence to request an amendment to our referenced Materials License.

Duffield Associates, Inc.'s (Duffield Associates) main office remains in Wilmington, Delaware. Duffield Associates currently operates regional offices in Georgetown, Delaware and Philadelphia, Pennsylvania, as noted in our latest license amendment (No. 16). As noted in the enclosed documents, Duffield Associates will shortly complete the purchase of another NRC licensed firm, Cumberland Geotechnical Consultants, Inc. (Cumberland) located at 801 Belvedere Street in Carlisle, Pennsylvania, 17013 (NRC license No. 37-28511-01). These documents reference the proposed plan and procedures for transferring control of Cumberland's NRC licensed facility to Duffield Associates.

Guidance for the review of applicable NRC regulations and preparation of the enclosed documents was provided during a phone conversation with David J. Collins, Health Physicist, Division of Nuclear Material Safety for Region 1. (Mr. Collins performed an unannounced inspection of our Wilmington, Delaware facility on April 23, 2007.)

It was Duffield Associates' understanding that the State of Pennsylvania would likely become an Agreement State this fall, prior to the planned completion date of the Cumberland purchase. However, Duffield Associates recently became aware that Pennsylvania will not likely become an Agreement State until April 2008. Based on this most recent information, we are submitting the enclosed.

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NMSS/RGN1 MATERIALS-002

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 DUFFIELD
ASSOCIATES, INC.

We appreciate your assistance with this license amendment request. Please contact us if you have any questions or require further information.

Very truly yours,

DUFFIELD ASSOCIATES, INC.



Michael S. Johnson
Radiation Safety Officer



R. David Charles, P.E.
Chief Executive Officer

MSJRDC:lba
WORD\0001GB.1007-NRC AMENDMENT.COR

Enclosures: Application For Material License Amendment, dated October 4, 2007
Cumberland Geotechnical Consultants, Inc. (transferor) correspondence to
Duffield Associates, Inc., dated October 4, 2007
Duffield Associates, Inc. (transferee) correspondence to Cumberland
Geotechnical Consultants, Inc., dated October 4, 2007

NRC FORM 313

U. S. NUCLEAR REGULATORY COMMISSION

APPROVED BY OMB: NO. 3150-0120

EXPIRES:08/31/2002

(8-1999)
10 CFR 30, 32, 33
34, 35, 36, 39 and 40

APPLICATION FOR MATERIAL LICENSE

Estimated burden per response to comply with this mandatory information collection request: 7.4 hours. Submittal of the application is necessary to determine that the applicant is qualified and that adequate procedures exist to protect the public health and safety. Send comments regarding burden estimate to the Records Management Branch (T-6 E6), U.S. Nuclear Regulatory Commission, Washington, DC 20555-0001, or by internet e-mail to bjs1@nrc.gov, and to the Desk Officer, Office of Information and Regulatory Affairs, NEOB-10202, (3150-0120), Office of Management and Budget, Washington, DC 20503. If a means used to impose an information collection does not display a currently valid OMB control number, NRC may not conduct or sponsor, and a person is not required to respond to, the information collection.

INSTRUCTIONS: SEE THE APPROPRIATE LICENSE APPLICATION GUIDE FOR DETAILED INSTRUCTIONS FOR COMPLETING APPLICATION. SEND TWO COPIES OF THE ENTIRE COMPLETED APPLICATION TO THE NRC OFFICE SPECIFIED BELOW.

APPLICATION FOR DISTRIBUTION OF EXEMPT PRODUCTS FILE APPLICATIONS WITH:

DIVISION OF INDUSTRIAL AND MEDICAL NUCLEAR SAFETY
OFFICE OF NUCLEAR MATERIALS SAFETY AND SAFEGUARDS
U. S. NUCLEAR REGULATORY COMMISSION
WASHINGTON, DC 20555-0001

ALL OTHER PERSONS FILE APPLICATIONS AS FOLLOWS:

IF YOU ARE LOCATED IN:

CONNECTICUT, DELAWARE, DISTRICT OF COLUMBIA, MAINE, MARYLAND,
MASSACHUSETTS, NEW HAMPSHIRE, NEW JERSEY, NEW YORK, PENNSYLVANIA,
RHODE ISLAND, OR VERMONT, SEND APPLICATIONS TO:

LICENSING ASSISTANT SECTION
NUCLEAR MATERIALS SAFETY BRANCH
U. S. NUCLEAR REGULATORY COMMISSION, REGION I
475 ALLENDALE ROAD
KING OF PRUSSIA, PA 19406-1415

ALABAMA, FLORIDA, GEORGIA, KENTUCKY, MISSISSIPPI, NORTH CAROLINA, PUERTO
RICO, SOUTH CAROLINA, TENNESSEE, VIRGINIA, VIRGIN ISLANDS, OR WEST VIRGINIA,
SEND APPLICATIONS TO:

SAM NUNN ATLANTA FEDERAL CENTER
U. S. NUCLEAR REGULATORY COMMISSION, REGION II
61 FORSYTH STREET, S W, SUITE 23T85
ATLANTA, GEORGIA 30303-8931

IF YOU ARE LOCATED IN:

ILLINOIS, INDIANA, IOWA, MICHIGAN, MINNESOTA, MISSOURI, OHIO, OR WISCONSIN,
SEND APPLICATIONS TO:

MATERIALS LICENSING SECTION
U. S. NUCLEAR REGULATORY COMMISSION, REGION III
801 WARRENVILLE RD.
LISLE, IL 60532-4351

ALASKA, ARIZONA, ARKANSAS, CALIFORNIA, COLORADO, HAWAII, IDAHO, KANSAS,
LOUISIANA, MONTANA, NEBRASKA, NEVADA, NEW MEXICO, NORTH DAKOTA,
OKLAHOMA, OREGON, PACIFIC TRUST TERRITORIES, SOUTH DAKOTA, TEXAS, UTAH,
WASHINGTON, OR WYOMING, SEND APPLICATIONS TO:

NUCLEAR MATERIALS LICENSING SECTION
U. S. NUCLEAR REGULATORY COMMISSION, REGION IV
611 RYAN PLAZA DRIVE, SUITE 400
ARLINGTON, TX 76011-8064

03012739

PERSONS LOCATED IN AGREEMENT STATES SEND APPLICATIONS TO THE U.S. NUCLEAR REGULATORY COMMISSION ONLY IF THEY WISH TO POSSESS AND USE LICENSED MATERIAL IN STATES SUBJECT TO U.S. NUCLEAR REGULATORY COMMISSION JURISDICTIONS.

1 THIS IS AN APPLICATION FOR (Check appropriate item)

- A. NEW LICENSE
- B. AMENDMENT TO LICENSE NUMBER 07-17431-01
- C. RENEWAL OF LICENSE NUMBER _____

2. NAME AND MAILING ADDRESS OF APPLICANT (Include Zip code)

DUFFIELD ASSOCIATES, INC.
5400 LIMESTONE ROAD
WILMINGTON DE 19808

3 ADDRESS(ES) WHERE LICENSED MATERIAL WILL BE USED OR POSSESSED

*see current license and attached proposed amendment documents

4 NAME OF PERSON TO BE CONTACTED ABOUT THIS APPLICATION

Michael S. Johnson, RSO

TELEPHONE NUMBER

(302) 239-6634

SUBMIT ITEMS 5 THROUGH 11 ON 8-1/2 X 11" PAPER. THE TYPE AND SCOPE OF INFORMATION TO BE PROVIDED IS DESCRIBED IN THE LICENSE APPLICATION GUIDE.

5 RADIOACTIVE MATERIAL

a. Element and mass number, b chemical and/or physical form, and c. maximum amount which will be possessed at any one time. *

6. PURPOSE(S) FOR WHICH LICENSED MATERIAL WILL BE USED *

7. INDIVIDUAL(S) RESPONSIBLE FOR RADIATION SAFETY PROGRAM AND THEIR TRAINING EXPERIENCE *

8. TRAINING FOR INDIVIDUALS WORKING IN OR FREQUENTING RESTRICTED AREAS*

9. FACILITIES AND EQUIPMENT *

10. RADIATION SAFETY PROGRAM. *

11. WASTE MANAGEMENT *

12. LICENSEE FEES (See 10 CFR 170 and Section 170.31)

FEE CATEGORY

AMOUNT ENCLOSED \$ N/A

13 CERTIFICATION. (Must be completed by applicant) THE APPLICANT UNDERSTANDS THAT ALL STATEMENTS AND REPRESENTATIONS MADE IN THIS APPLICATION ARE BINDING UPON THE APPLICANT.

THE APPLICANT AND ANY OFFICIAL EXECUTING THIS CERTIFICATION ON BEHALF OF THE APPLICANT, NAMED IN ITEM 2, CERTIFY THAT THIS APPLICATION IS PREPARED IN CONFORMITY WITH TITLE 10, CODE OF FEDERAL REGULATIONS, PARTS 30, 32, 33, 34, 35, 36, 39 AND 40, AND THAT ALL INFORMATION CONTAINED HEREIN IS TRUE AND CORRECT TO THE BEST OF THEIR KNOWLEDGE AND BELIEF.

WARNING 18 U.S.C. SECTION 1001 ACT OF JUNE 25, 1948 62 STAT 749 MAKES IT A CRIMINAL OFFENSE TO MAKE A WILLFULLY FALSE STATEMENT OR REPRESENTATION TO ANY DEPARTMENT OR AGENCY OF THE UNITED STATES AS TO ANY MATTER WITHIN ITS JURISDICTION.

CERTIFYING OFFICER -- TYPED/PRINTED NAME AND TITLE

R. David Charles, P.E., Chief

SIGNATURE

DATE

10/4/07

FOR NRC USE ONLY

TYPE OF FEE	FEE LOG	FEE CATEGORY	AMOUNT RECEIVED	CHECK NUMBER	COMMENTS
			\$		

APPROVED BY

DATE

Duffield Associates, Inc. (Duffield Associates) has prepared this correspondence to inform the U.S. Nuclear Regulatory Commission (NRC) and amend our current NRC license no. 07-17431-01 regarding the planned purchase of Cumberland Geotechnical Consultants, Inc. (CGC), located at 801 Belvedere Street, Carlisle, Pennsylvania, 17013. NRC regulation references utilized to prepare this correspondence include NUREG-1556, Vol. 1, Rev. 1, titled "Consolidated Guidance About Materials Licenses, Program-Specific Guidance About Portable Gauge Licenses, Final Report," dated November 2001, and NUREG-1556, Vol. 15, titled "Consolidated Guidance About Materials Licenses, Guidance About Changes of Control and About Bankruptcy Involving Byproduct, Source, or Special Nuclear Materials Licenses, Final Report," dated November 2000.

Duffield Associates owns twelve (12) Troxler nuclear moisture-density gauges and is continuing control of these gauges during the purchase transaction period without change to the terms of our current NRC license.

CGC owns seven (7) Troxler nuclear moisture-density gauges utilized for construction materials testing under NRC license no. 37-28511-01. CGC has agreed to continue control of these gauges without change to their current NRC license until the completion of the purchase transaction. David C. Gassert, P.E., will continue to serve as CGC's Radiation Safety Officer (RSO) during this transitional period (contact phone number is 717-245-9100).

Upon completion of the legal transaction of sale, the "new name" of the NRC licensed organization will be Duffield Associates, Inc., and will assume control of CGC's seven (7) gauges, resulting in control of a total of nineteen (19) gauges. CGC will cease to exist as a separate entity and will apply to terminate their current NRC license. Upon termination of CGC's NRC license, Duffield Associates' current RSO, Michael S. Johnson, will assume RSO responsibilities for what will become Duffield Associates' Carlisle, Pennsylvania, regional office. Michael S. Johnson will also continue RSO duties for Duffield Associates' main office in Wilmington, Delaware (contact phone number is 302-239-6634), as well as for Duffield Associates' regional offices in Georgetown, Delaware, and in Philadelphia, Pennsylvania. R. David Charles, P.E. will continue serving as Duffield Associates' Chief Executive Officer and provider of ownership oversight for Duffield Associates' nuclear gauge use and radiation safety program.

Preparation of this correspondence was not completed earlier due the assumption that the State of Pennsylvania would likely become an Agreement State this fall, prior to the planned completion date of the CGC purchase transaction. Duffield Associates recently became aware that Pennsylvania will not likely become an Agreement State until April 2007. We understand that the NRC will contact licensees with a office in Pennsylvania early next year and will likely divide our (proposed) amended NRC license into two (2) separate licenses (one license for the Wilmington and Georgetown, Delaware, offices and a second license for the Philadelphia and Carlisle, Pennsylvania, offices) to facilitate transfer of the Pennsylvania regional offices to an Agreement State license.

The proposed purchase transaction will consist of Duffield Associates purchasing all of the outstanding CGC stock from S. Jeffrey Barnes, P.E. For a short time, CGC will be a wholly owned subsidiary of Duffield Associates. Subsequently, by October 10, 2007, Duffield Associates and CGC will merge and the resulting entity will be Duffield Associates, Inc., and CGC's facility will become a Duffield Associates regional office. The Carlisle regional office will do business as "Cumberland Geoscience Consultants, A Division of Duffield Associates;" however, the only corporate entity that will exist at the completion of the merger will be Duffield Associates, Inc.

S. Jeffrey Barnes, P.E., the current President of CGC, will become the Regional Manager of Duffield Associates' Carlisle regional office and, as a part of the transaction, will become a stockholder in Duffield Associates. No other changes in the organization of Duffield Associates will occur.

The seven (7) nuclear gauges, currently controlled by CGC, will continue to be stored and utilized, as noted in their current NRC license. Similarly, Duffield Associates will continue to store and utilize our twelve (12) nuclear gauges, as noted in our current license. Upon completion of the merger and license amendment process, no changes in storage or use are proposed; however, a copy of the Carlisle regional office's current and future nuclear gauge related records will be provided to and stored at Duffield Associates' main office in Wilmington, Delaware, as required by NRC regulations. Consequently, no decommissioning of the Carlisle facility will be necessary. CGC has provided correspondence (copy attached) to Duffield Associates indicating that they have provided full disclosure regarding their previous and current compliance with the terms of their NRC license (including absence of detectable radiation contamination); they will provide to Duffield Associates a copy of all applicable records documenting ongoing compliance with their NRC license (including inventories, calibrations, leak tests, personal radiation dose badge monitoring results, etc.), and they will comply with the conditions of Duffield Associates' amended license upon completion of the merger. Similarly, Duffield Associates has provided correspondence to CGC that, upon completion of the merger, Duffield Associates will accept full control and financial liability for the Carlisle facility and its six (7) nuclear gauges (copy attached) upon termination of CGC's current NRC license.

We appreciate your assistance with this license amendment request. Please do not hesitate to contact us if you have any questions or require further information.

MSJ\TMT\RDC:jst
WORD\1GB.1007-NRC AMENDMENT.COR

Enclosures: Cumberland Geotechnical Consultants, Inc. (transferor) correspondence to Duffield Associates, Inc. dated October 4, 2007.

Duffield Associates, Inc. (transferee) correspondence to Cumberland Geotechnical Consultants, Inc. dated October 4, 2007.



**CUMBERLAND
GEOTECHNICAL
CONSULTANTS, INC.**

October 4, 2007

Mr. R. David Charles, P.E.
Chief Executive Officer
Duffield Associates, Inc.
5400 Limestone Road
Wilmington, DE 19808

RE: Pending Transfer of NRC Licensed Facility

Dear Mr. Charles:

Cumberland Geotechnical Consultants, Inc. (CGC) has prepared this correspondence to summarize our full disclosure of the applicable conditions and records as a proposed transferor of our U.S. Nuclear Regulatory Commission (NRC) licensed operation located at 801 Belvedere Street, Carlisle, Pennsylvania, 17013-4002 (current NRC license no. 37-28511-01, to Duffield Associates, Inc. (DAI), 5400 Limestone Road, Wilmington, Delaware, 19808 (current NRC license no. 07-17431-01).

The proposed purchase transaction will consist of DAI purchasing all of the outstanding CGC stock from S. Jeffrey Barnes, P.E. For a short time, CGC will be a wholly owned subsidiary of DAI. Subsequently, by October 10, 2007, DAI and CGC will merge and the resulting entity will be Duffield Associates, Inc., and CGC's facility will become a DAI regional office. The Carlisle regional office will do business as "Cumberland Geoscience Consultants, A Division of Duffield Associates;" however, the only corporate entity that will exist at the completion of the merger will be Duffield Associates, Inc.

CGC currently owns seven (7) Troxler nuclear moisture-density gauges under NRC license no. 37-28511-01. CGC agrees to continue control of these gauges until the completion of the purchase transaction. David C. Gassert, P.E., will continue to serve as CGC's Radiation Safety Officer (RSO) during this transitional period (contact phone number is 717-245-9100).

After the completion of the transaction, the "new name" of the licensed organization will be Duffield Associates, Inc. (DAI), and will assume control of CGC's seven (7) gauges, resulting DAI's control of a total of nineteen (19) gauges. CGC will cease to exist as a separate entity and DAI has agreed at that time to accept and assume full legal and financial responsibility control of CGC's NRC licensed operation. Consequently, CGC will apply to terminate their current NRC license. Upon termination of the CGC's NRC license, DAI's current RSO, Michael S. Johnson, will assume RSO responsibilities for what will become DAI's Carlisle, Pennsylvania regional office. Michael S. Johnson will

also continue RSO duties for DAI's main office in Wilmington, Delaware (contact phone number is 302-239-6634), as well as for DAI's regional offices in Georgetown, Delaware, and in Philadelphia, Pennsylvania. R. David Charles, P.E. will continue serving as DAI's Chief Executive Officer and provider of ownership oversight for the DAI's nuclear gauge use and radiation safety program.

As a transferor of our NRC licensed operation to DAI, CGC certifies that:

- CGC will provide DAI full access to review all of CGC's nuclear gauge storage facility and nuclear gauge and radiation safety program surveillance requirements records, including, but not limited to, leak test results, physical inventories, annual license audit documents, RSO logs, personal radiation monitoring dose reports, and NRC inspection reports, prior to the completion of the transaction.
- CGC has and continues to operate their NRC licensed operation in compliance with the terms our NRC license.
- CGC has no unresolved or open NRC inspection and/or enforcement issues.
- CGC's facility has been recently reviewed and determined to be free of radioactive contamination (facility radioactive measurements equaled background radioactivity levels when measured after temporary removal of stored nuclear gauges).
- CGC does not possess other licensable radioactive source material
- CGC will continue to maintain surveillance requirements and will maintain surveillance records until our NRC licensed operation is transferred to DAI. CGC will at that time transfer all surveillance records to DAI, keeping a copy of the records at CGC's current facility.
- CGC will apply to terminate our current NRC license upon completion of the purchase of CGC by DAI and DAI's receipt of an amended NRC license designating CGC's current facility as a DAI regional office.
- DAI is in acceptance and agreement to all of the above.

Very truly yours,

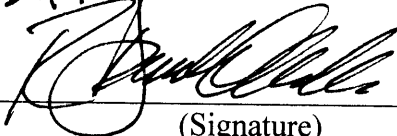
CUMBERLAND GEOTECHNICAL CONSULTANTS, INC.



S. Jeffrey Barnes, P.E.
President

DUFFIELD ASSOC. INC.

ACCEPTED BY:



(Signature)

DATE: 10/4/07

R. David Charles, P.E.
Chief Executive Officer
Duffield Associates, Inc.

MSJRDC:
WORD\1.GB\CGC LETTER TO DAI



DUFFIELD
ASSOCIATES
Consultants in the Geosciences

Duffield Associates, Inc.
5400 Limestone Road
Wilmington, DE 19808-1232
Phone: 302.239.6634
Fax: 302.239.8485
duffnet.com

October 4, 2007

S. Jeffrey Barnes, P.E.
Cumberland Geotechnical Consultants, Inc.
801 Belvedere Street
Carlisle, PA 17013

RE: Project No. 1.GB
Pending Transfer of NRC Licensed Facility

Dear Mr. Barnes:

Duffield Associates, Inc. (Duffield Associates) has prepared this correspondence to summarize our acceptance of responsibility as transferee for the U.S. Nuclear Regulatory Commission (NRC) licensed operation of Cumberland Geotechnical Consultants, Inc. (CGC), the proposed transferor of control of their NRC licensed operation.

The proposed purchase transaction will consist of Duffield Associates purchasing all of the outstanding CGC stock from S. Jeffrey Barnes, P.E. For a short time, CGC will be a wholly owned subsidiary of Duffield Associates. Subsequently, by October 10, 2007, Duffield Associates and CGC will merge and the resulting entity will be Duffield Associates, Inc., and CGC's facility will become a Duffield Associates regional office. The Carlisle regional office will do business as "Cumberland Geoscience Consultants, A Division of Duffield Associates;" however, the only corporate entity that will exist at the completion of the merger will be Duffield Associates, Inc.

CGC currently owns seven (7) Troxler nuclear moisture-density gauges under NRC License No. 37-28511-01. CGC is continuing control of these gauges until the completion of the purchase transaction. David C. Gassert, P.E., will continue to serve as CGC's Radiation Safety Officer (RSO) during this transitional period (contact phone number is 717-245-9100).

After the legal completion of the transaction, the "new name" of the licensed organization will be Duffield Associates, Inc., and will assume control of CGC's seven (7) gauges, resulting in control of a total of nineteen (19) gauges. **CGC will cease to exist as a separate entity and Duffield Associates agrees to accept and assume full legal and financial responsibility control of CGC's NRC licensed operation upon receipt of NRC and legal completion of the transaction.** Consequently, CGC will at that time apply to terminate their current NRC license. Upon termination of CGC's NRC license, Duffield Associates' current RSO, Michael S. Johnson, will assume RSO responsibilities for what will become Duffield Associates' Carlisle, Pennsylvania, regional office. Michael S. Johnson will also continue RSO duties for Duffield Associates' main office in Wilmington, Delaware (contact phone number is

S. Jeffrey Barnes, P.E.
RE: Project No. 1.GB
October 4, 2007
Page 2



302-239-6634), as well as for Duffield Associates' regional offices in Georgetown, Delaware, and in Philadelphia, Pennsylvania. R. David Charles, P.E. will continue serving as Duffield Associates' Chief Executive Officer and provider of ownership oversight for the Duffield Associates' nuclear gauge use and radiation safety program.

Very truly yours,

DUFFIELD ASSOCIATES, INC.

R. David Charles, P.E.
Chief Executive Officer

MSJTMT\RDC:jst
WORD\1GB.1007-DAI LETTER TO CGC.COR

ACCEPTED BY:

(Signature)

S. JEFFREY BARNES, P.E., P.A.S.

(Please Print Name & Title)

FOR:

S. Jeffrey Barnes, P.E. - President
Cumberland Geotechnical Consultants, Inc

DATE:

10/4/07

This is to acknowledge the receipt of your letter/application dated 10/8/2007, and to inform you that the initial processing which includes an administrative review has been performed.

Amend. 07-17431-01 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** 141170.
When calling to inquire about this action, please refer to this control number.
You may call us on (610) 337-5398, or 337-5260.