

From: Anthony Kirkwood
To: Brooke Poole
Date: Wed, Dec 27, 2000 7:24 AM
Subject: Re: Thermo-Retec, License no. 30-23706-01E Change of Ownership

Brooke,

Thanks for your help in interpreting all the confusing goings-on with Thermo-Retec. I'm close to Carrie's office and will try and get a copy of V.15 from her, but will use the Adams copy until she gets back from holiday. I've sent another potential change of ownership letter to Steve Lewis yesterday in the mail for TN Technologies, but will also look at the NUREG and maybe answer my own question. Thanks again for taking the time to look at Thermo-Retec,

Tony

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>>> Brooke Poole 12/26 4:47 PM >>>

Tony:

This is in response to your fax to Steve Lewis of December 11, 2000, referring a letter from the RSO of Thermo-Retec, and asking whether a license amendment is required on a potential change of control of Thermo-Retec's parent company.

OGC would agree with your conclusion that a license amendment is not required, on the basis of what the licensee has stated in its letter (dated November 28, 2000) - from the letter, it does not appear that the licensee will need to change its name, RSO, or any other current license conditions.

However, we do consider this transaction, if it takes place, to be a transfer of control over the license subject to prior written consent from the NRC. Thermo-Retec Nuclear Services' parent corporation, presently Thermo-Retec Corp., has authority to determine the licensee's activities by reason of the licensee's status as a wholly-owned subsidiary. Even if the parent company never chooses to exercise any authority over the licensee, it still has "dominion" over the licensee's licensed activities, and a transfer of ownership from the parent company to another company (which becomes the parent company) is considered an indirect transfer of control over the license.

Consequently, NRC should advise the licensee that it needs to contact the NRC and request prior written consent to the transfer of control (here, the stock sale from Thermo-Retec Corp. to Glenrose Partnership). In making its request, the licensee should follow the guidance contained in recently-issued NUREG-1556, Vol. 15, "Program-Specific Guidance About Changes of Control and About Bankruptcy Involving Byproduct, Source, or Special Nuclear Material Licenses." Perhaps we could send the licensee a copy of this NUREG? (I have a copy of the NUREG off of ADAMS, Accession Number ML003778305, but am trying to get bound copies from Carrie Brown, RGB - I can bring you one as soon as I get one, if you do not have it

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already.) I highlight to you Appendix D of that NUREG, which gives some examples of change of control involving parent corporations.

If you have any questions, please contact me at x2490.

Brooke Poole

CC: FCS , JPJ2, Stephen Lewis

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Subject: Re: Thermo-Retec, License no. 30-23706-01E Change of Ownership

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From: Anthony Kirkwood

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