



UNITED STATES
NUCLEAR REGULATORY COMMISSION
REGION III
2443 Warrenville Road, Suite 210
Lisle, Illinois 60532-4352

TELEFAX TRANSMITTAL

DATE: 27 April 2010 NUMBER OF PAGES: 9
(including this page)

SEND TO: VALERIE S. REICH

LOCATION: Polsinelli SHUGHART

FAX NUMBER: 312 - 873 - 2967 VERIFY BY CALLING SENDER

FROM: BILL REICHHOLD
(SENDER)

TELEPHONE NUMBER: 630 - 829 - 9839 FAX NUMBER: 630 - 515 - 1078

If you do not receive the complete fax transmittal, please contact the sender as soon as possible at the telephone number provided above.

MESSAGE

THIS IS A COPY OF THE INFORMATION SENT TO GERBER MEMORIAL HEALTH SERVICES. THE CHANGE OF OWNERSHIP INFORMATION IS INCLUDED. PLEASE SEE THE ACCOMPANYING DOCUMENTS. PLEASE CALL ME IF YOU HAVE ANY QUESTIONS.

NOTICE

This message is intended only for the use of the individual or entity to which it is addressed and may contain information that is privileged, confidential, or exempt from disclosure under applicable law. If the reader of this message is not the intended recipient or the employee responsible for delivering the message to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please notify the sender immediately by telephone and return the original to the above address, by U.S. Mail. Thank you.

TRANSMISSION VERIFICATION REPORT

TIME : 04/27/2010 08:28
NAME : USNRC RIII
FAX : 6308299782
TEL :
SER.# : 000A7J925774

DATE, TIME 04/27 08:26
FAX NO./NAME 83128191910
DURATION 00:01:33
PAGE(S) 09
RESULT OK
MODE STANDARD
ECM

NRC FORM 386 (R111)
(4-2004)



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SEND TO: VALERIE S. REICH

LOCATION: Polsinelli SHUGHART

FAX NUMBER: (312) - 819 - 1910 **VERIFY BY CALLING SENDER**
~~819 - 1910~~ 4/27/10 - VAK received.

FROM: BILL REICHHOLD
(SENDER)

TELEPHONE NUMBER: 630 - 829 - 9839 FAX NUMBER: 630 - 515 - 1078

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MESSAGE
THIS IS A COPY OF THE INFORMATION SENT TO

TRANSMISSION VERIFICATION REPORT

TIME : 04/27/2010 08:17
NAME : USNRC RIII
FAX : 6308299782
TEL :
SER. # : 000A7J925774

DATE, TIME 04/27 08:17
FAX NO./NAME 73128732967
DURATION 00:00:00
PAGE(S) 00
RESULT BUSY
MODE STANDARD

BUSY: BUSY/NO RESPONSE

NRC FORM 386 (RIII)
(4-2004)



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Bill Reichhold

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LISLE, ILLINOIS 60532-4352

DATE April 27, 2010

PAGES 8

SEND TO Debra M. Dillon, D.O., Radiation Safety Officer, c/o Diane Niederstadt, Director of Radiology

LOCATION Gerber Memorial Health Services (NRC License 21-32068-01)

FAX NUMBER (231) 924-1132

VERIFY BY CALLING

FROM: Bill Reichhold

TELEPHONE (630) 829-9838

FAX (630) 515-1078

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MESSAGE See accompanying documents.

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The following additional information is needed to complete the review of your request.

Thank you for your letter dated April 22, 2010, signed by Randall J. Stasik, President and Chief Executive Officer and Debra M. Dillon, D.O., Radiation Safety Officer, informing the Nuclear Regulatory Commission (NRC) of the transaction between Gerber Memorial Health Services (GMHS) and Spectrum Health System (Spectrum). Your letter dated March 22, 2010, was signed by Valerie S. Smith, however, past correspondence was signed by Diane Niederstadt, the Director of Radiology for GMHS. In the future, please have correspondence signed by an individual authorized to make binding commitments and to sign official documents on behalf of the licensee (GMHS). An amendment for a medical facility must be signed by the licensee's management. Please identify by title of the office held by the individual who signed the amendment request. If Valerie S. Smith is authorized to make binding commitments and sign official documents on behalf of GMHS, please state so. Please see Section 8.31, Item 13 Certification in NUREG-1556, Volume 9, Revision 2.

The following is the typical information we request for a "Change of Control" of the license. We may need additional information depending upon your specific circumstances.

Change of Control Information

Control: Control of a license is in the hands of the person or persons who are empowered to decide when and how that license will be used. That control is to be found in the person or persons who, because of ownership or authority explicitly delegated by the owners, possess the power to determine corporate policy and thus the direction of the activities under the license.

Transferee: A transferee is an entity that proposes to purchase or otherwise gain control of an NRC-licensed operation.

Transferor: A transferor is an NRC licensee selling or otherwise giving up control of a licensed operation.

Licensees must provide full information and obtain NRC's prior written consent before transferring control of the license. Provide the following information concerning changes of control by the applicant (transferor and/or transferee, as appropriate). If any items are not applicable, so state.

1. Provide a complete description of the transaction (transfer of stocks or assets, or merger). Indicate whether the name has changed and include the new name. Include the name and telephone number of a licensee contact who NRC may contact if more information is needed.
2. Describe any changes in personnel or duties that relate to the licensed program. Include training and experience for new personnel.
3. Describe any changes in the organization, location, facilities, equipment or procedures that relate to the licensed program.
4. Describe the status of the surveillance program (surveys, wipe tests, quality control) at the present time and the expected status at the time that control is to be transferred.
5. Confirm that all records concerning the safe and effective decommissioning of the facility will be transferred to the transferee or to NRC, as appropriate. These records include documentation of surveys of ambient radiation levels and fixed and/or removable contamination, including methods and sensitivity.
6. Confirm that the transferee will abide by all constraints, conditions, requirements and commitments of the transferor or that the transferee will submit a complete description of the proposed licensed program.
7. Provide documentation that the transferor and transferee agree to the change in ownership or control of the licensed material and activity, and the conditions of transfer; and the transferee is made aware of all open inspection items and its responsibility for possible resulting enforcement actions.
8. The letter dated March 22, 2010, stated that Gerber Memorial Health Services (GMHS) and Spectrum Health System (Spectrum) are entering into a transaction whereby Spectrum will become the sole corporate member of GMHS. Please provide more information concerning the transaction. Also please indicate if this transaction will include transfer of stocks or assets, or merger?

9. The unsigned letter dated April 15, 2010, states in part, that the transaction between GMHS and Spectrum does not seem to be a change of control, however, the letters dated March 22, 2010, and April 15, 2010, also state that as sole corporate member, Spectrum will have authority over the future direction of GMHS. Since Spectrum will have authority of the future direction of GMHS, please explain why Spectrum will no have the authority to decide the direction of activities under the nuclear license. Does GMHS have documentation that states Spectrum will have not authority to direct activities under the nuclear license of GMHS?

10. As sole corporate members of the corporate board, please explain why Spectrum will not have the authority to determine corporate policy and thus direct the activities under the nuclear license of GMHS. Does GMHS have documentation that states that Spectrum will not have authority to determine corporate policy to direct the activities under the nuclear license of GMHS?

Please send a facsimile (630-515-1078) of your response to the above within days 7 and refer to control 318945. Please call me at 630-829-9839 if you have any questions.

In accordance with 10 CFR 2.390 of the NRC's "Rules of Practice", a copy of this facsimile and the attached documents will be available electronically for public inspection in the NRC Public Document Room or from the Publicly Available Records (PARS) component of the NRC's document system (ADAMS). The NRC's document system is accessible from the NRC Web site at <http://www.nrc.gov/reading-rm/adams.html> (the Public Electronic Reading Room).

From the desk of:



Bill Reichhold

8.30 ITEM 12: FEES

Regulation: 10 CFR 170.31.

On NRC Form 313, enter the appropriate fee category from 10 CFR 170.31 and the amount of the fee enclosed with the application.

Note: There is no fee category associated with the authorization under 10 CFR 30.32(j) for the production of PET radioactive drugs for noncommercial distribution to medical use consortium members.

Part 35	Applicability
100	✓
200	✓
300	✓
400	✓
500	✓
600	✓
1000	✓

➔ **8.31 ITEM 13: CERTIFICATION**

Individuals acting in a private capacity are required to date and sign NRC Form 313. Otherwise, representatives of the corporation or legal entity filing the application should date and sign NRC Form 313. These representatives must be authorized to make binding commitments and to sign official documents on behalf of the applicant. An application for licensing a medical facility must be signed by the applicant's or licensee's management. The individual who signs the application should be identified by title of the office held. As discussed previously in Section 3, "Management Responsibility," signing the application acknowledges management's commitment and responsibilities for the Radiation Protection Program. Management includes the chief executive officer or other individual having the authority to manage, direct, or administer the licensee's activities, or those persons' delegate or delegates. The NRC will return all unsigned applications for proper signature.

Part 35	Applicability
100	✓
200	✓
300	✓
400	✓
500	✓
600	✓
1000	✓

Note: It is a criminal offense to make a willful false statement or representation on applications or correspondence (18 U.S.C. 1001).

March 22, 2010

CERTIFIED MAIL/RETURN RECEIPT

Colleen Casey
License Reviewer, Materials Branch
United States Nuclear Regulatory Commission
2443 Warrenville Road, Suite 210
Lisle, IL 60532

03034665

Re: Materials License No. 21-32068-01

Dear Ms. Casey:

This letter is being sent to advise you that Gerber Memorial Health Services ("GMHS") is entering into a transaction with Spectrum Health System ("Spectrum") whereby Spectrum will become the sole corporate member of GMHS. As the sole corporate member, Spectrum will have authority over the future direction of GMHS. The transaction will not result in a change of name, location, or tax or corporate identification numbers of GMHS, and a certificate of need is not required. The transaction is expected to become effective on May 1, 2010.

Per NUREG 1556, Volume 9, Appendix G, GMHS must obtain the consent of the United States Nuclear Regulatory Commission to transfer control. Below please find the following information required by NUREG for transfer of control of GMHS:

- No name change will occur as a result of the transaction;
- Licensee contact: Joseph John Marous, III, M.D.
- No changes in personnel or duties related to the licensed program;
- No changes in the organization, location, facilities, equipment or procedures related to the licensed program;
- All records will remain with GMHS and its licensed program; and
- GMHS will retain control over its licensed program.

Please feel free to contact me with any questions or concerns regarding the transaction.

318945

Sincerely,

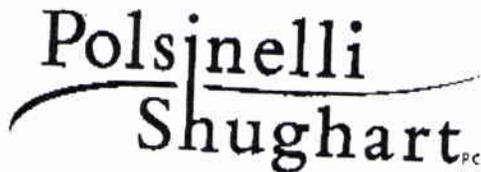


Valerie S. Smith

VSS:das

RECEIVED MAR 25 2010

MU1008471087



161 N. Clark Street, Suite 4200
 Chicago, IL 60601
 (312) 819-1900
 Facsimile: (312) 819-1910
 www.polsinelli.com

Valerie S. Reich
 (312) 873-3602
 vreich@polsinelli.com

April 15, 2010

FAX: (630) 515-1078

Bill Reichhold
 License Reviewer, Materials Branch
 United States Nuclear Regulatory Commission
 2443 Warrenville Road, Suite 210
 Lisle, IL 60532

Re: Materials License No. 21-32068-01

Dear Mr. Reichhold:

As you know, Gerber Memorial Health Services ("GMHS") is set to enter into a transaction with Spectrum Health System ("Spectrum") in which Spectrum will become the sole corporate member of GMHS. As the sole corporate member, Spectrum will have authority over the future direction of GMHS. Top tier management will not change as a result of the transaction, although the Chief Executive Officer and Chief Financial Officer will report to Spectrum after the transaction. The transaction will not result in a change of location, tax identification number or corporate identification number of GMHS, and a pursuant to the Michigan Department of Community Health, the transaction is not a change of ownership and a certificate of need is not required.

In reviewing NUREG 1556, Volume 15, Appendix D, it does not seem that the transaction constitutes a change of control for the following reasons:

- The personnel having control over the licensed activities (including the Radiation Safety Officer) will not change;
- The use, possession, location or storage of licensed materials will not change;
- GMHS' corporate member will change, but the facility will still operate under GMHS management as it has in the past;
- GMHS' facility will remain the same;
- GMHS' equipment will be under the control of GMHS personnel; and

Bill Reichhold
April 15, 2010
Page 2

- All of GMHS' procedures will remain the same.

After speaking with both GMHS and Spectrum, GMHS will maintain control and management over the licensed activities including the Radiation Safety Officer and equipment. Spectrum will respect the decisions of GMHS related to licensed activities.

Please note that Newaygo County General Hospital Association d/b/a Gerber Memorial Health Services will be Newaygo County General Hospital Association d/b/a Spectrum Health Gerber Memorial after the closing of the transaction.

I realize that the determination of whether change in control has occurred is up to the Nuclear Regulatory Commission. Please let me know if I can provide any additional information to assist you in your decision.

Sincerely,

Valerie S. Reich



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LISLE, ILLINOIS 60532-4352

DATE April 27, 2010

PAGES 8

SEND TO Debra M. Dillon, D.O., Radiation Safety Officer, c/o Diane Niederstadt, Director of Radiology

LOCATION Gerber Memorial Health Services (NRC License 21-32068-01)

FAX NUMBER (231) 924-1132

VERIFY BY CALLING

X 4/27/10

Diane Niederstadt

FROM: Bill Reichhold

TELEPHONE (630) 829-9838

FAX (630) 515-1078

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MESSAGE See accompanying documents.

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From the desk of:

Bill Reichhold

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FAX NO./NAME	82319241132
DURATION	00:01:16
PAGE(S)	08
RESULT	OK
MODE	STANDARD ECM



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LOCATION Gerber Memorial Health Services (NRC License 21-32068-01)

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