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Applus⁺ RTD

Valley Industrial X-Ray & Inspection Services, Inc.
6201 Knudsen Drive - Bakersfield, CA 93308-2117
PH: (661) 399-8497 FAX: (661) 393-8497
www.ApplusRTD.com - www.vxray.com

*RTD
9-30-2010*

Attn: USNRC Region IV
Licensing Assistant

612 East Lamar Blvd., Suite 400
Arlington, Texas 76011-4125

Re: Change of Ownership
License 04-29076-02

Dear Sir,

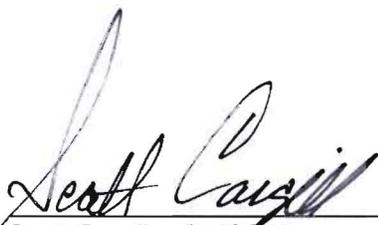
Please find enclosed our request to amend our license to reflect the change in ownership of Valley Industrial X-Ray and Inspection Services, Inc.

Libertytown USA 2, Inc., has purchased Valley Industrial X-Ray and Inspection Services, Inc. via purchase of all privately held stock. No personnel changes have been made, nor are expected to be made. All controlling decisions remain with individuals currently recognized by our license.

All procedures including O&E remain current and valid with no significant future changes expected.

All records continue to be maintained and held for department inspection at our primary facility listed on our license.

Please do not hesitate to contact me with any questions.



Scott Cargill – QA/QC Manager
Radiation Safety Officer
Valley Industrial X-Ray and Inspection Services, Inc.

Office: 661-399-8497
Cell: 661-979-1682
Email: scott@vxray.com

Branch offices: Westminster, CA; Oxnard, CA; Pinedale, WY



Information Required for Change of Control and/or Change of Ownership
(to include a name change)

Source: Appendix F of NUREG-1556, Volume 15 (Date Published: November 2000)

Please provide the following information concerning changes of control (transferor and/or transferee, as appropriate). If any items are not applicable, so state.

1. Provide a complete description of the transaction (i.e., 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.

A. Description of the transaction:

100% of outstanding and privately held stock was purchased wholly.

B. No name change

New name of licensed organization: Libertytown USA 2, Inc. dba Valley Industrial X-Ray and Inspection Services, Inc.

C. No change in contact

New contact: _____

New telephone number: _____

2. Describe any changes in personnel or duties that relate to the licensed program. Include training and experience for new personnel.

A. No changes in personnel having control over licensed activities.

Changes in personnel having control over licensed activities (e.g. officers of a corporation):

B. No changes in personnel named in the license.

Changes in personnel named in the license (e.g. RSO, AUs) - including training, experience and responsibilities:

3. Describe, in detail, any changes in the organization, location, facilities, equipment or procedures that relate to the licensed program.

Organization: Valley Industrial X-Ray and Inspection Services, Inc. has been wholly purchased via stock purchase. See attached Org. Chart. Internal organization remains the same with no personnel changes, equipment, location, procedures or facilities changes.

Valley Industrial X-Ray and Inspection Services, Inc. NRC License 04-29076-02

4. Describe the status of the surveillance program (i.e., surveys, wipe tests, quality control) at the present time and the expected status at the time that control is to be transferred.

A. Description of the status of all surveillance program:

All radiation protection aspects including surveys, wipe tests and QC continue unchanged and unabated, all required and mandated rules and regulations continue to be followed at or above minimum limits.

B. Surveillance Items & Records: calibrations, leak tests, surveys, inventories, and accountability requirements will be current at the time of transfer

Yes No (explain)

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.

Records transferred to:

New licensee NRC for license termination Not applicable

All records continue to be maintained and current and available for department review at our primary facility located at 6201 Knudsen Dr. Bakersfield, Ca. 93308, USA

Valley Industrial X-Ray and Inspection Services, Inc. NRC License 04-29076-02

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.

Description of proposed licensed program attached

OR

Libertytown USA 2, Inc will abide by all constraints, conditions,
(transferee)
requirements and commitments of Valley Industrial X-Ray and Inspection Services, Inc.
(transferor)



Signature/Title
Transferee
7/6/2010
date



Signature/Title
Transferor
7/6/2010
date

OR

Not applicable (name change only)

Certifying Officer - Signature

Date

Certifying Officer - Typed name and title

CERTIFICATE OF INCORPORATION

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:29 PM 10/30/2007
FILED 01:15 PM 10/30/2007
SRV 071169378 - 4448993 FILE

OF

LIBERTYTOWN USA 2 INC.

FIRST: The name of the corporation (hereinafter sometimes referred to as the "Corporation") is:

Libertytown USA 2 Inc.

SECOND: The address of the registered office of the Corporation in the State of Delaware is 615 S. DuPont Highway, Kent County, Dover, Delaware 19001. The name of its registered agent at such address is National Corporate Research, Ltd.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

FOURTH: The aggregate number of all classes of shares of capital stock which the Corporation shall have the authority to issue is one thousand (1,000) shares of common stock, with a par value of \$0.01 per share (the "Common Stock").

FIFTH: The rights, preferences, privileges and restrictions granted or imposed upon the Common Stock are as follows:

1. Dividends. The holders of the Common Stock shall be entitled to the payment of dividends when and as declared by the board of directors of the Corporation (the "Board") out of funds legally available therefor and to receive other distributions from the Corporation, including distributions of contributed capital, when and as declared by the Board. Any dividends declared by the Board to the holders of the then outstanding Common Stock shall be paid to the holders thereof pro rata in accordance with the number of shares of Common Stock held by each such holder as of the record date of such dividend.

2. Liquidation, Dissolution or Winding Up. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the funds and assets of the Corporation that may be legally distributed to the Corporation's stockholders shall be distributed among the holders of the then outstanding

Common Stock pro rata, in accordance with the number of shares of Common Stock held by each such holder.

3. Voting. Each holder of Common Stock shall have full voting rights and powers equal to the voting rights and powers of each other holder of Common Stock and shall be entitled to one (1) vote for each share of Common Stock held by such holder. Each holder of Common Stock shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of the Corporation (as in effect at the time in question) and applicable law on all matters put to a vote of the stockholders of the Corporation.

SIXTH: The name and address of the Sole Incorporator is as follows:

Rebecca H. Klinger
Latham & Watkins LLP
885 Third Ave.
New York, N.Y. 10022

The powers of the sole Incorporator shall terminate upon the filing of this Certificate of Incorporation.

SEVENTH: The initial number of members of the Board shall be three (3). The following persons shall serve as the directors of the Corporation until their successors have been duly elected and qualified:

Joaquim Coello Brufau
Jorge Lluch
Jonathan Donado

The address of the directors of the Corporation is c/o Libertytown USA 2 Inc., 444 North Michigan Avenue, Suite 110, Chicago, IL 60610.

EIGHTH: In furtherance and not in limitation of the power conferred by statute, the Board is expressly authorized to make, alter or repeal the bylaws of the Corporation subject to any limitations contained therein.

NINTH: No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for the breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL as the same exists or may hereafter be amended. Any amendment, modification or repeal of the

foregoing sentence shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

TENTH: Election of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

ELEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the DGCL. All rights conferred upon stockholders herein are granted subject to this reservation.

TWELFTH: To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) agents of the Corporation (and any other persons to which the DGCL permits the Corporation to provide indemnification) through bylaw provisions or agreements with such agents or other persons, by vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the DGCL, subject only to limits created by the DGCL and applicable decisional law, with respect to actions for breach of duty to the Corporation, its stockholders, and others.

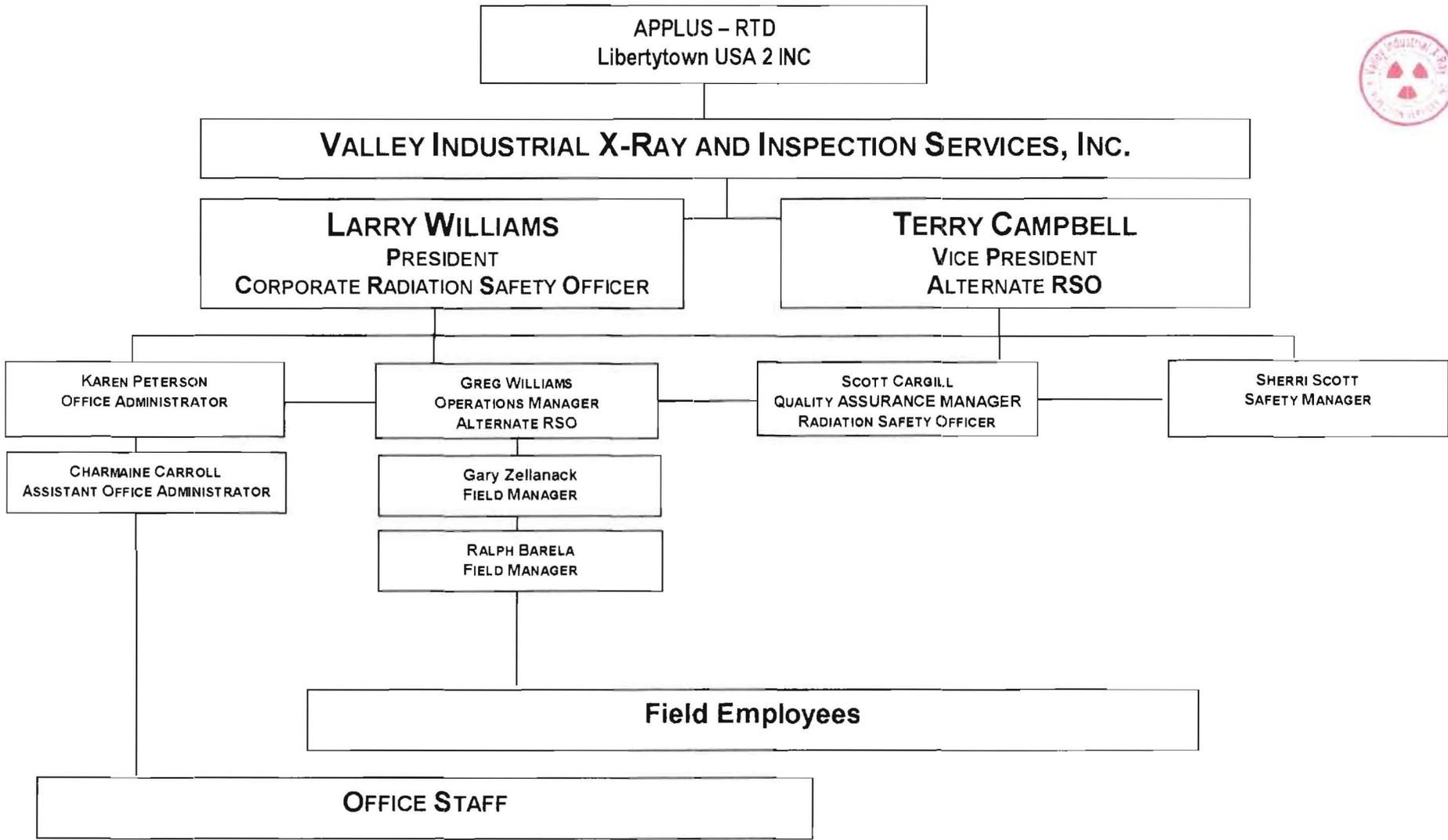
I, THE UNDERSIGNED, being the sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the DGCL, do make this certificate, herein declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 30th day of October, 2007.

/s/ Rebecca H. Klinger

Rebecca H. Klinger
Sole Incorporator



573606



10-01-2010

DATE

This is to acknowledge the receipt of your letter/application dated 7-14-2010, and to inform you that the initial processing, which includes an administrative review, has been performed.

There were no administrative omissions. Your application will be assigned to a technical reviewer. Please note that the technical review may identify other omissions or require additional information.

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

The action you requested is normally processed within 90 days.

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** 573606.
When calling to inquire about this action, please refer to this mail control number.
You may call me at (817) 860-8103.

Sincerely,

Colleen Murnahan

Licensing Assistant

BETWEEN:

Accounts Receivable/Payable
and
Regional Licensing Branches

[FOR ARPB USE]
INFORMATION FROM LTS

Program Code: 03320
Status Code: Pending Amendment
Fee Category: 2B 3L 3O
Exp. Date:
Fee Comments:
Decom Fin Assur Req: N

License Fee Worksheet - License Fee Transmittal

A. REGION

1. APPLICATION ATTACHED

Applicant/Licensee: VALLEY INDUSTRIAL X-RAY AND INSPECTION SERVICES, INC.
Received Date: 07/14/2010
Docket Number: 3038291
Mail Control Number: 573606
License Number: 04-29076-02
Action Type: Amendment

2. FEE ATTACHED

Amount: _____
Check No.: _____

3. COMMENTS

Signed: Colleen Murnahan
Date: 9-29-2010

B. LICENSE FEE MANAGEMENT BRANCH (Check when milestone 03 is entered / /)

1. Fee Category and Amount: _____

2. Correct Fee Paid. Application may be processed for:

Amendment: _____
Renewal: _____
License: _____

3. OTHER _____

Signed: _____
Date: _____

From: Origin ID: BFLA (661) 399-8497
Scott Cargill
Valley Industrial X-Ray
6201 Knudsen Dr

Bakersfield, CA 93308



Ship Date: 13JUL10
ActWgt: 0.5 LB
CAD: 1592094/INET3060

Delivery Address Bar Code



SHIP TO: (661) 399-8497

BILL SENDER

Licensing Assistant
USNRC Region IV
612 E LAMAR BLVD STE 400

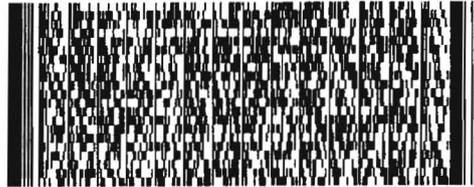
ARLINGTON, TX 76011

Ref #
Invoice #
PO #
Dept #

TRK# 7937 2136 8980
0201

WED - 14 JUL A1

PRIORITY OVERNIGHT

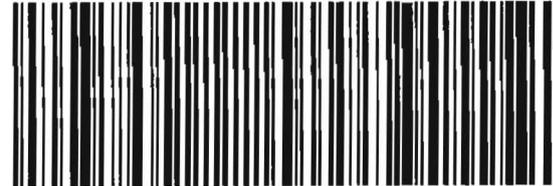


76011

TX-US

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