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October 15, 2010

Via Facsimile: 610-337-5248

US Nuclear Regulatory Commission, Region 1  
475 Allendale Road  
King of Prussia, PA  
19406-1415

Q-9

Attn: Licensing Assistance Team, DNMS

# 030-37575

RE: License Number 20-20633-02, **CHANGE OF OWNERSHIP REQUEST**

Dear Sirs,

Bartlett Holdings, Inc., ("Licensee") possesses Materials License No. 20-20633-02, issued July 16, 2008. Currently, the majority of shares in Licensee are owned by two private equity firms: Berkshire Partners LLC ("Berkshire") and Summit Partners, L.P. ("Summit"). Berkshire and Summit desire to sell their majority ownership in Licensee to a newly created entity owned by another private equity fund, Harvest Partners LLC.

Please note that there will be no changes in the operations of Licensee as a result of the proposed transaction, as set forth more fully in Exhibit 1. The purpose of this submission is to request the written consent of the U.S. Nuclear Regulatory Commission ("NRC") to the indirect change of control of Licensee to the new majority shareholder, pursuant to the requirements of 10 CFR 30.34(b) and NUREG – 1556 Vol. 15. Our understanding is that an amendment to the License is not necessary in this circumstance. Therefore, we have not included an NRC Form 313. We also understand that no fee is required in connection with this request. If our understanding is in error, please let us know and we will promptly submit the required form and/or fee.

**Because the parties wish to close the transaction as soon as possible, we respectfully request expedited review by your office and a written response as soon as your review is completed.**

573710  
NMSS/RGN1 MATERIALS-002

Should you have any questions or need additional information regarding the Licensee, please contact one of the following individuals:

Jerry W. Hiatt, CHP  
Chief Technical Officer  
508-591-1286  
[jerry.hiatt@bhienergy.com](mailto:jerry.hiatt@bhienergy.com)

Chris Messier  
Radiation Safety Officer  
508-591-1300  
[chris.messier@bartlettinc.com](mailto:chris.messier@bartlettinc.com)

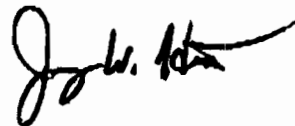
Should you have any questions or need additional information regarding the new majority owner of the Licensee, Harvest Partners, LLC, please contact:

Zori G. Ferkin, Esq.  
White & Case LLP  
202-626-6483  
[zferkin@whitecase.com](mailto:zferkin@whitecase.com)

or

Oliver C. Brahmst, Esq.  
White & Case LLP  
212-819-8219  
[obrahmst@ny.whitecase.com](mailto:obrahmst@ny.whitecase.com)

Respectfully submitted  
on behalf of Licensee,



Jerry W. Hiatt, CHP  
Chief Technical Officer &  
Executive Vice President – ES&H  
BHI Energy, Inc.

Enclosure

## Exhibit 1

### NUREG 1556, Vol. 15, Appendix F : Faxable Version of Information Needed for Transfer of Control Application

Be sure to include a contact name and either Regional or Headquarters telephone numbers for follow-up information, as required.

USNRC Region 1

Contact: Jerry W. Hiatt

Telephone: 508-591-1286

Fax: 508-746-8588

### Information Needed for Transfer of Control

#### Definitions:

**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.

Bartlett Holdings, Inc., ("Licensee") possesses Materials License No. 20-20633-02, issued July 16, 2008. Currently, the majority of shares in Licensee are owned by two private equity firms: Berkshire Partners LLC ("Berkshire") and Summit Partners, L.P. ("Summit"). Berkshire and Summit desire to sell their majority ownership in Licensee to a newly created entity owned by another private equity fund, Harvest Partners LLC. The address for Harvest is as follows:

Harvest Partners, LLC  
280 Park Avenue, 25th Floor  
New York, NY 10017  
www.harvpart.com

Prior to the deal, Berkshire and Summit each own approximately 40% (collectively 80%) of the shares of Licensee. In connection with the proposed transaction, Harvest Partners has established a wholly owned subsidiary, Fission Holdings, LLC, which in turn owns 100% of Fission Merger Sub, Inc. Upon the closing of the transaction, Fission Merger Sub, Inc. will merge with Bartlett Holdings, Inc., and the surviving corporation will be Bartlett Holdings, Inc. In this way, the entity that is the named Licensee is - and will remain - Bartlett Holdings, Inc. An indirect change of control will result because the majority ownership of Bartlett Holdings, Inc. will transfer from Berkshire and Summit to Harvest.

Please note that there will be no changes in the Licensee's operations as a result of the proposed transaction.

Should you have any questions or need additional information regarding the Licensee, please contact one of the following individuals:

Jerry W. Hiatt, CHP  
Chief Technical Officer  
508-591-1286  
[jerry.hiatt@bhienergy.com](mailto:jerry.hiatt@bhienergy.com)

Chris Messier  
Radiation Safety Officer  
508-591-1300  
[chris.messier@bartlettinc.com](mailto:chris.messier@bartlettinc.com)

Should you have any questions or need additional information regarding the new majority owner of the Licensee, Harvest Partners, LLC, please contact:

Zori G. Ferkin, Esq.  
White & Case LLP  
202-626-6483  
[zferkin@whitecase.com](mailto:zferkin@whitecase.com)

or

Oliver C. Brahmst, Esq.  
White & Case LLP  
212-819-8219  
[obrahmst@ny.whitecase.com](mailto:obrahmst@ny.whitecase.com)

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

None. All personnel named in the License, including the Radiation Safety Officer, will remain unchanged.

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

None.

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.

All of the above required elements will be current as of the transaction closing date, and the required surveillance records will remain with Licensee.

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.

Not Applicable. Licensee does not possess any licensed "facilities" where the above-described activities are or have been performed under this License. The License authorizes activities only at temporary work locations controlled by other parties.

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.

Harvest Partners, LLC, acknowledges that the Licensee must continue to abide by all constraints, conditions, requirements, representations, and commitments identified in the existing License.