

FMRI, Inc.
10 Tantalum Place
Muskogee, Oklahoma 74403 U.S.A.
(P) 918-687-6303 • (F) 918-687-6112

VIA FEDEX

June 21, 2011

Attention: Document Control Desk
United States Nuclear Regulatory Commission
One White Flint North
11555 Rockville Pike
Rockville, Maryland 20852 U.S.A.

Copies To: Larry W. Camper, Director
Division of Waste Management and Environmental Protection
Office of Federal and State Materials and Environmental Management Programs
United States Nuclear Regulatory Commission

Keith McConnell, Deputy Director
Division of Waste Management and Environmental Protection
Office of Federal and State Materials and Environmental Management Programs
United States Nuclear Regulatory Commission

James Shepherd, Project Engineer
Division of Waste Management and Environmental Protection
Office of Federal and State Materials and Environmental Management Programs
United States Nuclear Regulatory Commission

Re: Application for Consent to Indirect Change of Control of FMRI, Inc.
NRC License No. SMB-911
Docket No. 40-7580

Dear Sir or Madam:

Please find enclosed for filing with the United States Nuclear Regulatory Commission ("NRC" or the "Commission") FMRI, Inc.'s ("FMRI" or "FMRI's") application (the "Application") for Consent to Indirect Change of Control with respect to FMRI's NRC License No. SMB-911 regarding its Muskogee, Oklahoma

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site (the "Muskogee Site").

FMRI is requesting the Commission's consent to the Application in connection with the proposed stock acquisition (the "Transaction") of FMRI by Green Lantern Acquisition 1, LLC ("GLA 1").

FMRI was incorporated under the laws of the State of Delaware on November 12, 2003 to acquire the Muskogee Site from Fansteel, Inc. ("Fansteel") as contemplated during Fansteel's Chapter 11 reorganization (Docket No. 02-10109, Delaware Bankruptcy Court). Fansteel's Second Amended Plan of Reorganization was declared effective on or about January 23, 2004 and one hundred percent (100%) of the ownership of the Muskogee, Oklahoma site, along with the remediation responsibility, was transferred to FMRI at that time. In addition, the Second Amended Plan of Reorganization established the funding mechanism whereby Fansteel would fund, in accordance with the confirmed plan and the Primary and Secondary Notes, FMRI. The transfer of property and execution of the remediation responsibility under the approved Decommissioning Plan occurred concurrent with the effectiveness of Fansteel's Second Amended Plan of Reorganization on or about January 23, 2004.

As more fully described in the Application, there will be no change to FMRI's operations, corporate structure, key operating personnel or licensed activities as a result of the Transaction. FMRI will continue to be the holder of NRC License No. SMB-911. Further, there are no anticipated changes in FMRI personnel and FMRI remains technically and financially qualified as the licensee and will continue to fulfill all responsibilities as the licensee. Moreover, the additional economic and technical resources of GLA 1 will substantially enhance FMRI's commitment to meet all of its obligations under the license and it is anticipated that a timelier remediation will be effected (i.e. the timeline to remediate the Muskogee site will be significantly shortened from what is currently planned). Current FMRI employees responsible for licensed materials and activities are anticipated to maintain responsibility for such materials and activities after the closing of the Transaction. Proposed supplements to the existing team include The Environmental Quality Company, as the licensed and bonded general contractor, and Integrated Environmental Management, Inc. ("IEM") the technical advisor for all radiation related matters.

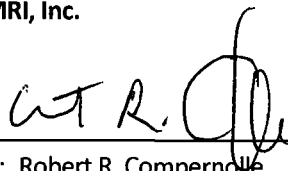
The indirect change of control of FMRI from Fansteel to GLA 1 will not affect the organizational or operational structure described in NRC License No. SMB-911. Further, there will be no change in the operating organization, location, facility(ies), equipment or procedures associated with the licensed activities; and there will be no change in the use, possession, locations or storage of licensed materials as a result of the Transaction. FMRI's licensed activities will continue in their current form without interruption of any kind resulting from the indirect change of control. It is favorably anticipated that the timeline for accomplishment of the planned remediation will be significantly shortened, facilitated by the enhancements to financial and technical resources represented by the proposed indirect change in control.

Therefore, FMRI respectfully requests that the NRC consent to the Application and the indirect change of control effective upon NRC Staff completing its review of said Application. FMRI will keep the NRC informed of any changes in the substance of this Application, if any such change or changes arise.

Should there be any questions regarding the Application or this matter, please contact the undersigned.

Very truly yours,

FMRI, Inc.


By: Robert R. Compernelle
Its: President

Enclosure: Application for Indirect Change of Control of FMRI, Inc.

cc: Shellie Chard-McClary, Director
Division of Water Quality
Oklahoma Department of Environmental Quality
707 North Robinson Avenue
Oklahoma City, Oklahoma 73102 U.S.A.

Carol Paden (PE), Manager of Industrial Permits Section
Division of Water Quality
Oklahoma Department of Environmental Quality
707 North Robinson Avenue
Oklahoma City, Oklahoma 73102 U.S.A.

Paul Johnson, Permit Writer Water Quality
Division of Water Quality
Oklahoma Department of Environmental Quality
707 North Robinson Avenue
Oklahoma City, Oklahoma 73102 U.S.A.

Curtis J. Zamec, II, President and Chief Executive Officer
Fansteel Inc.
1746 Commerce Road
Creston, Iowa 50801 U.S.A

Greg Marshall, President
Green Lantern Acquisition 1, LLC
190 Highland Drive
Medina, Ohio 44256 U.S.A.

With a copy to Counsel for GLA 1:

David Bell, Esquire
3040 Scarborough Road
Cleveland Heights, Ohio 44118 U.S.A.

APPLICATION OF FMRI, INC.
FOR CONSENT TO INDIRECT CHANGE OF CONTROL
WITH RESPECT TO NRC LICENSE NO. SMB-911

1.0 INTRODUCTION

Pursuant to 10 C.F.R. § 40.46, FMRI, Inc., a Delaware corporation ("FMRI"), requests that the United States Nuclear Regulatory Commission ("NRC" or the "Commission") grant its consent to the indirect change of control of FMRI from Fansteel Inc., a Delaware corporation ("Fansteel"), the parent company of FMRI, to Green Lantern Acquisition 1, LLC ("GLA 1"), a Delaware limited liability company and its direct parent company, Premium Environment Services, LLC ("PES"), a Delaware limited liability company.

FMRI currently holds NRC License No. SMB-911 issued by the NRC pursuant to applicable regulation.

Currently, FMRI is owned by Fansteel. On or about August 3, 2010 Fansteel and GLA 1 entered into that certain Stock Purchase Agreement (the "Transaction") whereby GLA 1, subject the terms and conditions therein and the satisfaction of certain pre-closing conditions, has agreed to purchase one hundred percent (100%) of the equity securities of FMRI (from Fansteel).

After completion of the Transaction, FMRI will remain the holder of NRC License No. SMB-911. There are no anticipated changes in FMRI personnel and FMRI remains technically and financially qualified as the licensee and will continue to fulfill all responsibilities as the licensee. Moreover, the additional economic and technical resources of GLA 1 will substantially enhance FMRI's commitment to meet all of its obligations under the license and it is anticipated that a timelier remediation, as per Exhibit "A" attached hereto, will be effected. Current FMRI employees responsible for licensed materials and activities are anticipated to maintain responsibility for such materials and activities after the closing of the Transaction. Proposed supplements to the existing team include The Environmental Quality Company ("EQ"), as the licensed and bonded general contractor, and Integrated Environmental Management, Inc. ("IEM") as the technical advisor for all radiation related matters.

The indirect change of control of FMRI from Fansteel to GLA 1 will not affect the organizational or operational structure described in NRC License No. SMB-911. Further, there will be no change in the operating organization, location, facility(ies), equipment or procedures associated with the licensed activities; and there will be no change in the use, possession, locations or storage of licensed materials as a result of the Transaction. FMRI's licensed activities will continue in their current form without interruption of any kind resulting from the indirect change of control. It is anticipated that the pace of remediation will be increased, facilitated by the enhancements to financial and technical resources represented by the proposed indirect change in control.

In accordance with NUREG-1556, Volume 15, Section 5 and Appendix F¹, FMRI provides the following information regarding the aforementioned Transaction to allow the Commission to review the proposed indirect change of control.

2.0 THE PARTIES

2.1 FMRI, Inc.

FMRI was incorporated under the laws of the State of Delaware on November 12, 2003 to acquire the Muskogee, Oklahoma site from Fansteel, Inc. ("Fansteel") as contemplated during Fansteel's Chapter 11 re-organization (Docket No. 02-10109, Delaware Bankruptcy Court). Fansteel's Second Amended Plan of Reorganization was declared effective on or about January 23, 2004 and one hundred percent (100%) of the ownership of the Muskogee, Oklahoma site (the "Muskogee Site"), along with the remediation responsibility, was transferred to FMRI at that time. In addition, the Second Amended Plan of Reorganization established the funding mechanism whereby Fansteel would fund, in accordance with the confirmed plan and the Primary and Secondary Notes, FMRI. The transfer of property, including the Muskogee Site, the remediation responsibility and the execution of the approved Decommissioning Plan occurred concurrent with the effectiveness of Fansteel's Second Amended Plan of Reorganization on or about January 23, 2004.

FMRI is the holder of NRC License No. SMB-911 for Fansteel's former tantalum processing site near the City of Muskogee, State of Oklahoma. The Muskogee Site ceased active operations on or about December 11, 1989 and has been engaged in site reclamation activities, as specified in the approved Decommissioning Plan, as amended (the "DP"), since. FMRI continues to be the holder of NRC License No. SMB-911 and will continue to be the holder of said license following completion of the Transaction.

2.2 GREEN LANTERN ACQUISITION 1, LLC

GLA 1 was incorporated under the laws of the State of Delaware as a limited liability company on or about March 2010. The equity securities of GLA 1 are 100% owned by Premium Environmental Services, LLC ("PES") and its officers. All owners are U.S. citizens. The principal place of business of GLA 1 is located at 190 Highland Drive, Medina, Ohio. At this time, the only business expected to be conducted by GLA 1 will be the ownership and direction of FMRI, pursuant to the Transaction. GLA1 has entered into contracts with both EQ of Wayne, Michigan and IEM of Gaithersburg, Maryland to provide performance and technical support. EQ shall perform as the general contractor and IEM shall act as technical advisor on all radiation matters. Statements of experience and qualifications have been included for both EQ and IEM.

2.3 PREMIUM ENVIRONMENTAL SERVICES, LLC

PES is a limited liability company incorporated under the laws of the State of Delaware on or about November 2009. PES is entirely owned by a U.S. citizen. The principal business of PES includes advising clients as to remedial activity, and acquiring contaminated sites for purposes of completing remedial activities within available funding. The employees of PES have approximately twenty five (25) years of remedial construction and operation experience, including projects from small scale to large scale efforts. In addition, PES draws on well over a decade of hands-on liability management experience, and the people active in PES have undertaken projects bearing in excess of One Hundred Fifty Million and 00/100 Dollars (\$150,000,000) in related insurance coverage. PES has retained the services of both Miles Tolbert, Esquire, of Crowe & Dunlevy of Oklahoma City, Oklahoma and David Bell, Esquire, of Cleveland, Ohio to advise it on all regulatory matters. Statements of qualification and experience are attached for key PES personal and its advisors as Exhibit "B".

3.0 INFORMATION NEEDED FOR CONSENT TO INDIRECT CHANGE OF CONTROL

3.1 DESCRIPTION OF THE TRANSACTION

3.1.1 THE TRANSACTION

At present, Fansteel owns one hundred percent (100%) of the equity securities of FMRI, a special purpose entity created for the remediation of the Muskogee Site. Attachment "1" hereto provides the current organizational chart depicting FMRI's corporate structure as it presently exists.

After the proposed Transaction closes, GLA 1 will own one hundred percent (100%) of the equity securities of FMRI, a special purpose entity created for the remediation of the Muskogee Site, and will become the parent company of FMRI. Attachment "2" hereto provides the expected organization chart depicting the corporate structure after consummation of the Transaction.

The Transaction does not and will not change the name of FMRI. Therefore, the named holder of NRC License No. SMB-911 remains FMRI. From and after the date of closing of the proposed Transaction, the continuing licensee contact will be Greg Marshall, President, FMRI.

FMRI's current executive management structure comprises a Board of Directors with one (1) member, and one (1) corporate officer. The member and officer is currently the same person, who is a U.S. citizen.

Director(s)

Name	Title	Date Elected
Robert R. Compennolle	Director	April 23, 2010

Quorum
One (1)

Officer(s)

Name	Title	Date Elected
Robert R. Compennolle	President	April 23, 2010

The composition of the Board of Directors and corporate Officers will change as a result of the Transaction. At close, it is expected that Robert R. Compennolle will resign from the Board of Directors and as an officer of FMRI. Prior to resigning, Robert R. Compennolle will appoint, as directed by GLA 1, new Director(s) and new Officer(s). It is expected that Greg Marshall, a U.S. citizen, will be appointed as a Director and the sole corporate Officer, President, of FMRI. Additionally Todd Packard, a U.S. citizen, will be appointed as a Director. Until the NRC approves this change of indirect control request, Robert R. Compennolle will remain on the Board of Directors and as an Officer of FMRI.

3.1.2 REQUIRED NRC FINDINGS

With respect to materials licensing, under the Atomic Energy Act of 1954, as amended (the "AEA"), NRC must make a finding that the indirect change of control of NRC License No. SMB-911 will not be inimical to the common defense and security, and would not constitute an unreasonable risk to the health and safety of the public. See 42 U.S.C. §§ 2077(c), 2093(b) and 2112(b); 10 C.F.R. § 40.38. The indirect change of control of FMRI from Fansteel to GLA 1 meets this standard.

There will be no change to FMRI's operations, headquarters, corporate structure, key operating personnel (except as otherwise provided in this Application) or licensed activities as a result of the Transaction and the Indirect Change of Control.

3.2 CHANGES OF PERSONNEL

The Transaction (a) is not expected to result in any changes to FMRI personnel having direct operational responsibility for, and control over, licensed activities; (b) there will be one (1) change to the personnel who are listed on NRC License No. SMB-911, as specified in 3.1.1 above; and (c) there will not be any immediate changes to personnel responsible for radiation safety or use of licensed material under NRC License No. SMB-911 (d) there will be an addition of contractor support via contractual relationships with EQ and IEM that are anticipated to expedite the required work and bring efficiency. Resumes/CV's are attached as Exhibit "C" hereto, and will be submitted, upon Commission approval of the Transaction, to the NRC, by FMRI, in accordance with License Condition No. 50.

3.3 CHANGES OF LOCATION, EQUIPMENT & PROCEDURES

The Transaction will not result in changes in FMRI's headquarters or operational organization, location, facilities, equipment or procedures related to NRC License No. SMB-911. There will not be any changes in the use, possession, location or storage of licensed materials as a result of the Indirect Change of Control.

3.4 SURVEILLANCE RECORDS

The Indirect Change of Control does not affect FMRI's surveillance records. All licensed activities of FMRI, including all required surveillance, have been performed, documented and reviewed (including the results, as appropriate), and will continue on an ongoing basis without interruption. All required surveillance is current and will continue to be current at the time NRC approves the proposed Indirect Change of Control. All surveillance items and records have been and will continue to be maintained in their existing state and in accordance with applicable requirements.

3.5 DECOMMISSIONING AND RELATED RECORDS TRANSFERS

3.5.1 DECOMMISSIONING RECORDS

The Indirect Change of Control will not affect FMRI's decommissioning records. The Transaction will not involve the physical relocation of any records and all records concerning the safe and effective decommissioning of FMRI's Muskogee Site continue to remain with FMRI. The status of the licensed facilities, including but not limited to the status of decontamination and decommissioning activities, remains identical to their status prior to the Transaction. FMRI continues to maintain all records in the

same manner as done previously.

3.5.2 DECOMMISSIONING FINANCIAL ASSURANCE

The Indirect Change of Control will not affect FMRI's continued compliance with requirements for financial assurance for decommissioning. FMRI will continue to remain responsible for the current status and decommissioning and cleanup of all licensed facilities that are the subject of this Application. The current financial assurance includes a "Primary Note", payable by Fansteel to FMRI. That Primary Note will remain in place and continue to provide a source of funds to FMRI. Concurrent with the Commission's review of the Transaction, each of the parties hereto, including Fansteel, FMRI and GLA 1, respectfully asks the Commission to considering approving an amendment to the Primary Note whereby the maturity of the Primary Note shall be extended to December 31, 2023, while maintaining the current semi-annual payment amortization schedule, by eliminating the balloon payment currently due on or before December 31, 2013. As discussed with Staff, at this time, it is not anticipated that Fansteel will have sufficient funds available from operations or the ability to commercially finance the upcoming balloon payment of approximately Sixteen Million Two Hundred Eighty Six Thousand Two Hundred and Six and 00/100 Dollars (\$16,286,206). (Please note, the amount of the balloon payment is subject to reduction based on the settlement and collection of certain legacy insurance coverage(s), and the application of those proceeds as prescribed by Fansteel's Second Amended Plan of Reorganization, and by any additional payments Fansteel makes toward the principal balance.) However, by maintaining the current amortization, with the extended maturity that has been requested, it is expected that Fansteel will continue to be able to meet its semi-annual funding commitment of Seven Hundred Thousand and 00/100 Dollars (\$700,000) and thereby FMRI will continue to receive funding for the decommissioning of the Muskogee Site. Further, decommissioning financial assurance will be enhanced by the issuance of (a) performance bonds in the aggregate amount of Fifteen Million and 00/100 Dollars (\$15,000,000), (b) Pollution Legal Liability Insurance from the ACE Insurance Companies ("Ace"), in favor of FMRI, in the amount of Ten Million and 00/100 Dollars (\$10,000,000), and (c) modified Pollution Legal Liability Insurance from the Navigators Insurance Companies ("Navigators"), in favor of Fansteel, in the amount of Fifteen Million and 00/100 Dollars (\$15,000,000). With respect to the Pollution Legal Liability Insurance referred to in (b) and (c) in this Section, the coverage afforded includes, but is not limited to, costs resulting from changed regulation, changed conditions, migration off-site. The policy issued by Ace, policy (b) above, has a Two Hundred and Fifty Thousand and 00/100 Dollars (\$250,000) deductible. The policy issued by Navigators, policy (c) above, provides coverage for costs resulting from any claim against Fansteel. The Navigators policy, (c) above, has a Two Hundred and Fifty Thousand and 00/100 Dollars (\$250,000) deductible.

3.6 TRANSFEREE'S COMMITMENT TO ABIDE BY THE TRANSFEROR'S COMMITMENTS

The Indirect Change of Control of FMRI from Fansteel to GLA 1 does not create a new licensee and does not change any of FMRI's existing commitments under NRC License No. SMB-911. FMRI, as the holder of this license, will continue to abide by all commitments contained in NRC License No. SMB-911. In addition, upon closing GLA 1 will abide by all of FMRI's commitments. Accordingly, Exhibit "D" is a proposed letter from GLA 1 to the Commission (the "Commitment Letter") that, upon execution by GLA 1, will confirm that GLA 1, as the new owner of FMRI, will abide by all constraints, license conditions, requirements, representations and commitments identified in and attributed to NRC License

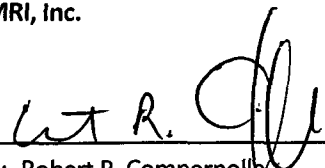
No. SMB-911. GLA 1 will submit an executed copy of the Commitment Letter to the Commission in support of the Commission's approval of this Application forthwith.

4.0 CONCLUSION

For the reasons stated above, FMRI respectfully requests that the Commission consent to the Indirect Change of Control of FMRI from Fansteel to GLA 1 as it relates to NRC License No. SMB-911. The closing of the transaction is scheduled to occur within five (5) business days of the NRC approval. As the Commission's approval is expected, the Transaction has proceeded in stages. The collateral has been bound, and work plans have been prepared for submission. Until approval of this request, Robert Compennolle will remain as a Director and Officer, and will retain control over all financial and operational matters. As set forth in the proposed Commitment Letter, GLA 1 joins in this request and will so notify the Commission under separate cover.

Respectfully submitted,

FMRI, Inc.

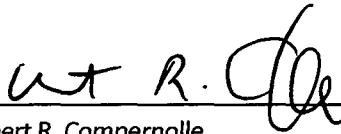

By: Robert R. Compennolle
Its: President

Footnotes

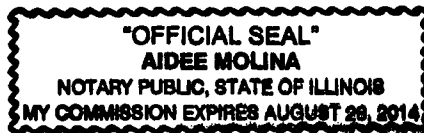
¹ NUREG-1556, Volume 15, Consolidated Guidance About Materials Licenses: Guidance About Changes of Control and About Bankruptcy Involving Byproduct, Source, or Special Nuclear Materials Licenses, dated November 2000, and NRC Regulatory Issue Summary 2001-004, Issuance of Updated Guidance on the Transfer of Ownership or Control of Licensed Activities (NUREG-1556, Volume 15), dated January 24, 2001

AFFIRMATION

I, Robert R. Compennolle, do hereby affirm that (a) I am the President of FMRI, Inc., (b) I am duly authorized to execute and file this certification on behalf of FMRI, Inc., and (c) the statements set forth in the attached Application for Consent to Indirect Change of Control are true and correct to the best of my information, knowledge and belief.


Robert R. Compennolle

STATE OF ILLINOIS)
) ss.
County of COOK)



On June 21, 2011 before me, the subscriber, a Notary Public of the State of Illinois, personally appeared Robert R. Compennolle, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which--the person acted, executed the instrument.

WITNESS my hand and official seal.


Notary Public

My Commission Expires: 8/28/14

INDEX TO ATTACHMENTS AND EXHIBITS

Section 1.0

- Exhibit “A”: Proposed Accelerated Remediation Timeline

Section 2.3

- Exhibit “B”: PES and GLA 1 Experience Summary

Section 3.1.1

- Attachment “1”: FMRI Corporate Organizational Chart
- Attachment “2”: GLA 1 and PES Corporate Organizational Chart

Section 3.2

- Exhibit “C”: Resumes’/CV’s
 - Jennifer L. Gutierrez, Health Physics Supervisor (HPS)
 - Ron Evenson, Construction Supervisor (CS), and
 - Billy R. Thomas, Quality Control Officer (QC)

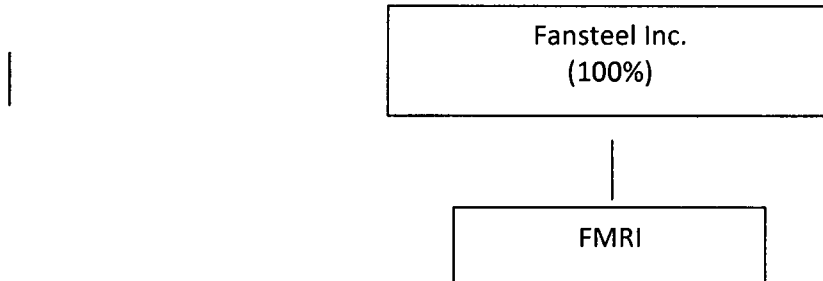
Section 3.6

- Exhibit “D”: Form of Parent Commitment Letter from GLA 1 and PES to the Commission

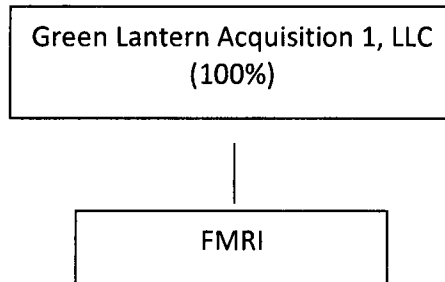
ATTACHMENT "1"

FMRI CORPORATE ORGANIZATIONAL CHART

CURRENT



UPON CONCLUSION OF THE TRANSACTION



ATTACHMENT "2

GLA 1 AND PES CORPORATE ORGANIZATIONAL CHART

Directors and Officers of Green Lantern Acquisition 1, LLC:

Directors

- Todd Packard, a U.S. citizen
- Greg Marshall, a U.S. citizen

President

- Greg Marshall

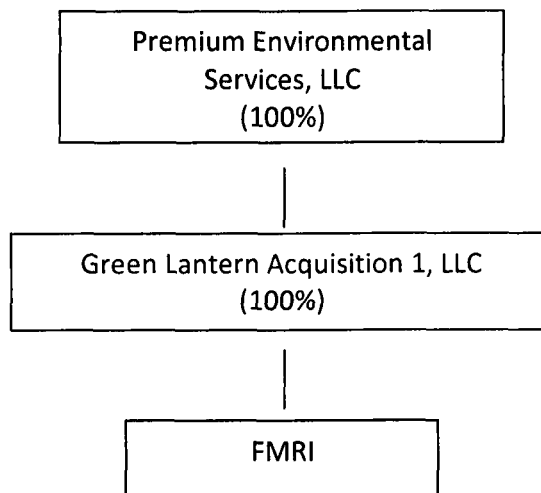
Vice President

- Todd Packard

Secretary

- Claire Boleck, a U.S. citizen

Organizational Chart:



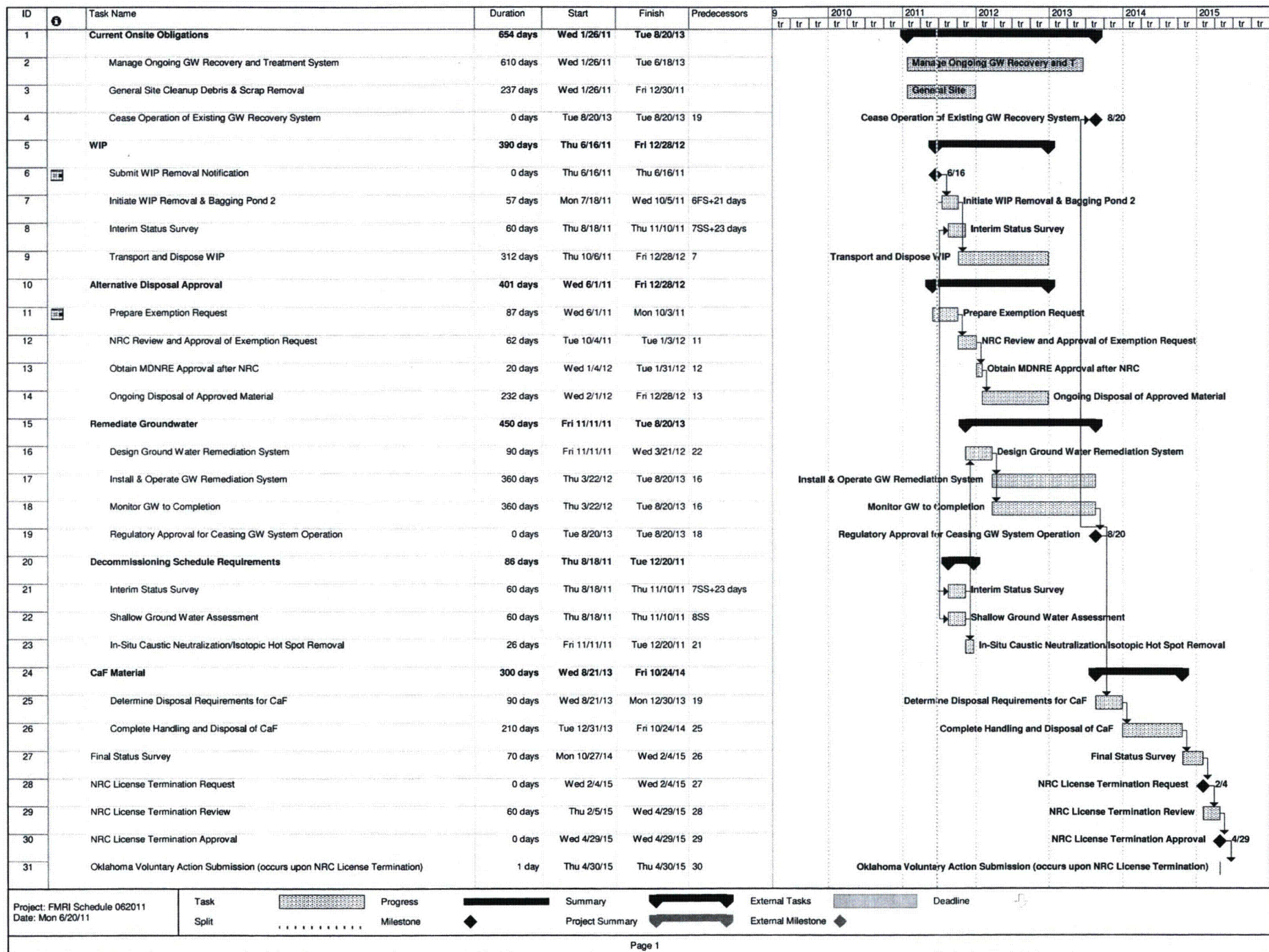


EXHIBIT "A"

< Timeline Comparison >

EXHIBIT "B"

PES AND GLA 1 EXPERIENCE SUMMARY

Todd Packard, Chief Executive Officer and Primary Shareowner

- Over a fourteen (14) year period, starting as a line manager, increased the company size and revenue by over 300%.
- Founded a captive insurance company in Bermuda that consistently outperforms the market in workers compensation claim management.

Greg Marshall, Vice President

- Twenty two (22) years of experience in environmental remediation and environmental risk management as the General Manager of Petro Environmental, a Vice President of Pollution Risk Services, a founder and Vice President of Environmental Risk Solutions, and General Manager of The Cleveland Group.
- Successfully performed and completed in excess of Fifty Million and 00/100 Dollars (\$50,000,000) of environmental construction and remediation.
- Directly participated in collateralized transfers of environmental risk totaling approximately Two Hundred Million and 00/100 Dollars (\$200,000,000).
- Advised and developed, on behalf of the City of Cleveland, an Industrial Land reuse plan that created capacity for dredge spoil from annual maintenance dredging and created sixty (60) acres of usable Industrial Land within the City of Cleveland.

Claire Boleck, Secretary

- Twenty five (25) years of experience in office management and property management.

The Environmental Quality Company, General Contractor, Remediation

- Over fifty (50) years in business, primarily focused on remediation.
- ISO 9001, 14001, and OHSAS 18001 certified.
- Twenty two (22) locations, over seven hundred (700) employees, and Two Hundred Fifty Million and 00/100 Dollars (\$250,000,000) annual revenue.

Integrated Environmental Management, Inc., NRC Compliance and Management of all Radiation

Exposure and Safety Issues

- Staffed by Certified Health Physicists, Certified Industrial Hygienists, Certified Safety Professionals and Registered Radiation Protection Technologists.
- Employees have an average of twenty five (25) years of experience in the nuclear field, working for the military, U. S. Department of Energy operating contractors, and U. S. Nuclear Regulatory Commission and Agreement State licensees.
- Each employee has in-depth, hands-on experience in the development and implementation of technically-sound, legally-defensible and readily implementable radiation safety programs and procedures.
- Quality assurance procedures and quality control methods are certified to the ISO 9001:2008 (without design) International Quality System Standard (Certificate No. 08.002.1).
- Successfully decontaminated and remediated more than sixty (60) sites and completed the final status surveys for more than forty (40) facilities.
- Served as radioactive waste broker for more than forty (40) clients and successfully shipped low level radioactive waste for licensed disposal.

Miles Tolbert, Esquire, Crowe & Dunlevy, Local Counsel

- Former Department of Interior Attorney responsible for Environmental compliance and enforcement.
- Former Secretary of Environment for State of Oklahoma.

David Bell, Esquire, General Counsel for PES

- Former Senior Counsel for British Petroleum overseeing Mergers and Acquisitions and Environmental Compliance.

EXHIBIT "C"

< Resumes' / CV's >



THE ENVIRONMENTAL QUALITY COMPANY

Exhibit "C"

RON EVENSON SENIOR PROJECT MANAGER

EXPERIENCE & QUALIFICATIONS:

Ron has over 20 years of experience with respect to research, consulting, and contracting of environmentally-related construction. Ron was responsible for implementation of a ground water recharge and pesticide infiltration study for the Kansas Geological Survey in central Kansas and later worked as an environmental consultant until 1995. Since 1995 he has managed soil and ground water remediation projects focused on brownfield redevelopment. He also was the operations manager for the environmental and demolition unit for a heavy equipment contractor. He has managed redevelopment projects that include demolition and remediation projects and in addition, has been responsible for successful disposal of over 1 million tons of soil from numerous sites in the Midwest on wide variety of contaminants including petroleum hydrocarbons, halogenated organics, PCBs, metals, pesticides, and asbestos related waste.

REPRESENTATIVE RESPONSIBILITIES:

Senior Project Manager of EQ Midwest Remediation Division:

Procure and manage environmentally-related construction projects including:

- ❑ Defined scope projects requiring both in-situ and off site treatment and disposal of soil and ground water, demolition, and civil construction. Responsible for the successful implementation and completion of project.
- ❑ Complex projects involving multiple disciplines, extended duration, and coordination of multiple contractors, engineers, and owners.

EDUCATION/TRAINING:

B.S. Geology

University of Louisiana –Lafayette, 1984

M.S. Geology

University of Kansas, 1988

CERTIFICATIONS:

Professional Geologist – State of Minnesota

HAZWOPER 40 Training maintained since 1989

AWARDS AND HONORS:

MINNESOTA CONSULTING ENGINEERS COUNCIL AWARDS

- ❑ CONTRACTOR FOR THE CHISAGO-ISANTI GROUND WATER REMEDIATION SYSTEM, 1996
- ❑ SITEWORK CONTRACTOR FOR THE ENERGY PARK REDEVELOPMENT OF THE FORMER KOPPERS KOKE FACILITY IN ST PAUL, MN, RYAN COMPANIES USA DEVELOPER. 2003

Billy R. Thomas

Professional Qualifications

Mr. Thomas has over 29 years of senior-level experience in radiological and industrial hygiene activities with emphasis on systems to minimize personnel exposures to radioactive and hazardous materials, compliance with federal and state regulations, site and facility audits. Mr. Thomas has developed and implemented comprehensive programs for radiation and chemical protection programs. Mr. Thomas is actively involved in all aspects of health and safety including regulatory compliance, site decommissioning, program evaluation, applied health physics, occupational safety, training and project management.

Education

M.S., Environmental Health, University of Oklahoma, 1981
B.S., Health Physics, Oklahoma State University, 1976

Certifications

Certified Health Physicist (Comprehensive Practice), American Board of Health Physics, 1988. Recertified: 2004.

Certified Industrial Hygienist (Comprehensive Practice), American Board of Industrial Hygiene, 1984. Recertified : 2007.

OSHA Hazardous Waste Operations and Emergency Response (HAZWOPER) Training. Initial training 1987 and updated each year.

Lead Abatement Training for Supervisors, University of Cincinnati. 1996.

Asbestos Abatement Supervisor Course, Asbestos Consulting and Training Systems, 1997.

Authorized User - Maryland Department of the Environment Radioactive Materials License No. MD-31-281-01.

Experience and Background

2002-Present *Vice President, Consulting Division, Integrated Environmental Management, Inc. Findlay, Ohio.* As the director of the company's consulting division, Mr. Thomas is responsible for selecting and coordinating the services of senior-level consultants in the areas of radiation safety and industrial hygiene. In addition, he maintains and ensures all members of the division maintain a track record of technical excellence, cost and schedule control, and innovation in solving environmental and health/safety problems for both government and commercial clients.

2008-Present *Adjunct Instructor, College of Science, University of Findlay, Findlay, Ohio.* Serves as instructor for Environmental, Safety and Occupational Health

Management program in the College of Science. Presents classes for both the graduate and undergraduate in topics related to safety management and industrial hygiene.

1999-2002 *Senior Health Physicist, Integrated Environmental Management, Inc. Findlay, Ohio.* Provides high-quality radiation protection services to commercial and government clients. As a member of the client's response team, works with clients to promote an understanding of what is required to achieve and/or maintain compliance in the eyes of all pertinent regulatory agencies, individually or jointly; develop and overall strategy for achieving compliance and reduce liabilities in a technically-sound, legally defensible, and fiscally-conservative business manner; recommend specific solutions that are compatible with the client's operating philosophy; and provide insights into future regulatory issues and their impact as input to the client's longrange business planning and cost forecasting process.

Mr. Thomas served as the task manager to develop a baseline human health risk assessment for a confidential client who previously processed enriched uranium and manufactured fuel pellets. The risk assessment was developed for potential exposures both hazardous chemicals and radioactive materials found in soil and groundwater. The assessment incorporated the requirements of the USEPA Risk Assessment Guidance for Superfund (RAGS) as well as requirements established by the State authorities.

Mr. Thomas developed an Emergency Response and Preparedness Manual for a Canadian client who manufactured uranium pellets for nuclear power reactors. The manual was prepared in accordance with the guidance provided by the Canadian Nuclear Safety Commission (CNSC) and the U.S. Nuclear Regulatory Commission (USNRC). The manual addressed the resources to mobilize to an emergency, involving both hazardous chemicals and radioactive uranium in several different chemical forms. The manual was implemented by the client and approved by the CNSC.

A commercial client, licensed by the Nuclear Regulatory Commission, required an evaluation of their internal dosimetry program. Mr. Thomas prepared a procedure to measure both internal and external exposure. The procedure satisfied the recommendations established by the NCRP and ANSI as well as requirements established by the USNRC.

Mr. Thomas worked as part of a project team to develop decommissioning plans for six (6) different facilities licensed to process radioactive materials. The decommissioning plans established the derived concentration guidelines levels for a variety of radioactive isotopes, including enriched uranium, thorium and byproduct radioactive materials. The potential exposures to future residents were limited to less than twenty-five millirem per year and evaluated over a period of 1,000 years. The plans were compliant with the requirements established by the USNRC and NUREG 1757. Each plan was approved by the USNRC and

implemented by the client in order to decommission the facility and terminate the license.

A commercial client required a plan to survey, remediate and ultimately release the building surfaces for unrestricted use. Mr. Thomas established the release criteria using and developed a procedure to complete the radiation survey. The procedure was consistent with the requirements established by the USNRC and NUREG 1575, MARSSIM.

Mr. Thomas completed radiation surveys to evaluate potential exposures to electromagnetic frequency (EMF) radiation in commercial manufacturing facilities. The evaluation of personal exposures were compared to recommendations published by the ACGIH and OSHA. Recommendations were provided to the clients to limit personnel radiation exposures and verify that exposures were acceptable.

1993-1999 *Director of Health and Safety, The IT Group, Findlay, Ohio.* Originally joined OHM Remediation Services in 1993. The IT Group purchased OHM in 1998. Duties including conducting site and facility health and safety audits, determination of personal protective equipment and respiratory protection equipment, supervising the development and implementation of site specific health and safety plans, and providing industrial hygiene training and services. He had direct accountability for health and safety compliance, including regulatory compliance with federal, state and local agencies. He implemented a comprehensive health and safety program for demolition and remediation activities by the Midwest region, which accumulated 2.3 million man-hours from March, 1994 to July, 1997 without a single lost time injury.

Safety and Health Manager, Kansas City PRAC II, Kansas City District. Duties on this HTRW contract included the development of safety and health plans as well as procedures to be implemented at each of the KC PRAC projects. Developed SSHP for specific KC PRAC projects including, Ottawa, Illinois, Galena, Kansas, Mead Nebraska, and Fort Riley, Kansas. Mr. Thomas provided specific support on the KC PRAC projects including:

Project CIH, Project CHP, Ottawa Radiation Sites, Ottawa, Illinois September 1994 – August 1997. Developed the site specific health and safety plan and radiation protection plan to excavate soil contained radioactive radium generated by a luminous processing company. This project involved the excavation of radioactive contamination from nearby residences and selected sites in the city. Worked with State of Illinois and the EPA to implement an effective contamination control program, including air sampling and personnel monitoring for radium. Provided radiation worker training for the work crew and directed the on-site health physics and industrial hygiene program for the initial phases of the project. Conducted site inspections and project audits on a periodic basis.

Safety and Health Manager, USACE, Omaha District Rapid Response II. Duties on this HTRW contract included the development of program procedures and policies to work on multiple USACE projects. Developed SSHP for specific Rapid projects, including work at Joliet, Illinois, Ames, Iowa and Des Moines, Iowa. Mr. Thomas conducted site inspections and provided technical support for the implementation of the site safety and health program for RR/IR task orders. Mr. Thomas provided support on each Rapid project, including:

Project CIH, Project CHP; Ames Laboratory Chemical Disposal Site, Ames, Iowa. July 1994 – November 1994. Developed the site specific health and safety plan for the excavation and disposal of approximately 1,000 cubic yards of radioactive uranium wastes and contaminated soils. Developed the radiation protection program to be implemented by project employees to reduce exposures to ionizing radiation to as low as reasonable achievable. Contaminated materials were packaged and shipped for disposal in Clive, Utah.

Safety and Health Manager, USACE, TERC Number 1. Duties on this contract included the development of SSHP for work at Ellsworth AFB in Rapid City SD and KI Sawyer AFB in Michigan. Mr. Thomas provided support for some of the TERC projects including:

Project CIH, Ellsworth AFB, OU2 and OU7, Rapid City South Dakota. November 1996 – September 1997. Developed the site specific health and safety plan to excavate radioactive materials from disposal trenches at OU2 and OU 7. Developed radiation protection plan as well as the release criteria to be implemented to document that the site was free of contamination. Worked with the USAF Radiation Safety Committee to establish protocols to identify plutonium in soil and verify that debris was handled correctly.

Project CIH, Tarracorp Industries, Granite City, Illinois April, 1993 – May, 1997. USACE Omaha PRAC II. Developed the site specific safety and health plan for this project to excavate and treat lead-contaminated soil from smelter emissions. Treatment was completed by stabilizing the soil using a pugmill. This process delists the soils to a "special waste" classification, resulting in key cost savings in disposal. To date, over 300 residential sites have been remediated, and over 100,000 tons of soil have been processed. Excavation, transportation, and disposal of wastes containing battery chips have also taken place. Developed the elements of the air monitoring program. The air monitoring program was sufficient to evaluate the personnel exposures to airborne lead dust, as well as the fugitive emission from the exclusion zone. Performed periodic site visits to review results of the air sampling program and confirm that exposures were acceptable.

Health and Safety Manager, Department of Energy, Weldon Spring Site Remedial Action Program (WSSRAP), April 1993 – July, 1995. OHM was contracted to excavate contaminated construction debris from the WSSRAP quarry. Materials in the quarry were accumulated from a munitions manufacturing facility at

Weldon Spring, as well as the demolition of buildings from the Mallinckrodt site used during the Manhattan project. Personnel exposures to uranium and thorium were documented, as well as nitroaromatics and asbestos. Mr. Thomas completed site inspections to evaluate the effectiveness of the health and safety plan and review the results of employee exposure monitoring.

Health and Safety Manager during the demolition of selected manufacturing buildings at the WSSRAP. The demolition projects involved the controlled demolition of nine buildings. Employees encountered radioactive uranium as well as asbestos containing materials and cadmium based paints. Mr. Thomas evaluated the construction safety program as well as industrial hygiene program during the demolition tasks.

Health and Safety Manager during the remediation of facilities at the Piketon Gaseous Diffusion Plant in Portsmouth, Ohio. OHM was contracted to remediate a chromic acid tank, including the removal of the lead liner in Building X700. OHM also demolished the incinerator in Building X705A. Mr. Thomas prepared the health and safety plan to document the methods necessary to reduce employee exposure to hazardous materials, both chemical and radiation exposures. OHM employees encountered hot environments in Building X700 where chromic acid and uranium were present.

Health and Safety Manager during the remediation of mixed waste that was buried in several burial pits at the Ames Laboratory in Ames, Iowa. Mr. Thomas participated in the planning and execution of the project, including presentations at the public hearings that were provided by the DOE to the public. The waste in the burial pits contained a variety of hazardous materials, including radioactive uranium, thorium, and asbestos as well as volatile organics including methyl ethyl ketone and trichloroethylene. Mr. Thomas prepared the health and safety plan for the project which described the industrial hygiene practice, the construction safety requirements, and the elements of the health physics program. Mr. Thomas evaluated the controls that were implemented and verified that employee exposures were reduced to as low as reasonably achievable.

1990-1993 *Health and Safety Manager, IT Corporation, St. Louis, Missouri.* Provided direction day-to-day for laboratory operations in the areas of health physics, industrial hygiene, hazardous waste management, and laboratory safety. Served as the Radiation Safety Officer for the USNRC Broad Scope license for the use of byproduct and source material at the laboratory. Collateral assignment as Department Manager of a radiochemistry laboratory to analyze samples from a variety of commercial and government facilities, including facilities operated by the DOE. Services were provided to a variety of DOE facilities including Fernald, Idaho National Energy Laboratory, Lawrence Livermore National Laboratory, Nevada Test Site, Oak Ridge National Laboratory, Paducah Gaseous Diffusion Plant, Rocky Flats, WSSRAP, and the Y12 Production Facility.

Supervised the analysis of various environmental media to be analyzed for specific radioactive isotopes including uranium, plutonium, thorium, and radium. Other analyses were performed for fission products and gross methods including alpha and beta analysis. Served as the RSO for the broad-scope license issued to the laboratory by the NRC.

Performed waste management assessment for four different DOE facilities. Principal investigator for hazardous and mixed waste policies, procedures and practices. Recommended program changes and upgrades. Worked at the following facilities, including: Portsmouth Gaseous Diffusion Plant, Piketon, Ohio; K25 Gaseous Diffusion Plant, Oak Ridge, Tennessee; Paducah Gaseous Diffusion Plant, Paducah, Kentucky; and Oak Ridge National Laboratory, Oak Ridge, Tennessee.

Served as project manager for the Industrial Hygiene department at Los Alamos National Laboratory (HSE-5). Responsibilities included reviewing and making recommendations for several of the programs being implemented by HSE-5 for the National Laboratory. These programs included asbestos controls, carcinogen control, sampling strategies and hazardous waste site characterization. Mr. Thomas also developed a sampling strategy to evaluate personnel exposures to hazardous materials. Mr. Thomas evaluated the asbestos management program at Los Alamos Laboratory. He reviewed the work performed by the IH department, including project oversight and air monitoring. He inspected work sites established by contractors including Pan American Services to assess compliance with LANL procedures and OSHA regulations.

Served as project manager to prepare mixed waste and radiative waste management plans and programs for waste generated during the remedial investigation at the Nevada Test Site. The programs required coordination between the Remedial Investigation contractor, the DOE Operations Area office and the facility receiving the waste for disposal.

1988-1990 *Director of Corporate Health and Safety, Burlington Environmental, Columbia, Illinois.* Responsible for designing and implementing health and safety programs to limit exposures to hazardous chemicals and radioactive material during sampling and remediation activities. Developed procedures and conducted training classes for field service personnel to correctly use personal protective equipment and perform air monitoring to evaluate personnel exposures.

Mr. Thomas also served on several audit teams to review the health physics programs at DOE site, including Rocky Flats, Los Alamos and the Nevada Test Site. The criteria for the audits were based on the DOE Technical Safety Appraisal objectives. Mr. Thomas worked with the program personnel to correct deficiencies and measure the effectiveness of the programs. Member of Technical

Advisory Group for Martin-Marietta Energy Systems. The Advisory Group provided oversight of the Federal Facility Agreement regarding the operation of the Low Level Radioactive Waste Tank Systems implemented for Oak Ridge National Laboratory. Made recommendations to implement standard industry practices for the purposes of reducing personnel exposures to hazardous and radioactive materials. Reviewed the elements of the industrial hygiene relating to the engineering controls and administrative controls implemented to reduce exposures to hazardous materials. Evaluated the effectiveness of the health physics programs for the purposes of reducing personnel exposures to radiation to as low as reasonably achievable.

Mr. Thomas reviewed the industrial hygiene and health physics programs being implemented at each facility. Used the Technical Safety Appraisal guidelines developed by DOE to critique the effectiveness of the programs being implemented. Worked with each respective program managers, responsible for the H&S program, to develop an action plan to upgrade the program and track the progress of the changes.

Member of the Management Advisory Team for Martin Marietta Energy Systems Gaseous Diffusion Plants. The Advisory team reviewed the effectiveness of the Health and safety programs being implemented including the health physics and industrial hygiene programs. The Advisory Group was responsible for reviewing each of the health and safety programs and making recommendations for areas of improvement.

1983-1988 *Senior Health Physicist, IT Corporation, Oak Ridge, Tennessee.* Provided health physics and industrial hygiene consulting to government and commercial clients. Served as the project manager for several remedial decontamination projects involving hazardous and radioactive materials. His experience included:

Project CIH, Fernald Feed Materials Production Center, US Department of Energy Cincinnati, Ohio. May, 1987 – June, 1988. Performed health-and-safety review of engineering improvements at DOE uranium metals production facility. Improvements included new ventilation systems, radioactive materials handling systems, and decontamination of the facility. Recommended health physics and industrial hygiene controls to minimize worker's exposure, and updated air monitoring programs for both workplace exposures and effluent sampling.

Task Manager, Fernald Feed Materials Production Center, US Department of Energy Cincinnati, Ohio. August, 1985 – June, 1986. Mr. Thomas developed and implemented the collection and analysis of radiation measurement to assess the concentration of uranium in the soil surrounding the manufacturing facility. This work was performed as part of the site wide Remedial Investigation/ Feasibility study.

Health Physics Supervisor, Joliet, Illinois, Commonwealth Edison, September, 1984 – December, 1985. Provided support for the chemical cleaning of the primary cooling system at Dresden Nuclear Power Station, Unit 1. Mr. Thomas was responsible for assessment of engineering controls to reduce personnel exposures to radiation. The techniques were successful to remove more than 750 curies of cobalt-60 and other activation corrosion products. Personnel exposures were less than 7 man-Rems for the total project.

Health Physics Supervisor, Confidential Client, August 1983 - July, 1984.. Provided support to decommission a facility that manufactured neutron sources (Am-Be) for nuclear power plants and radiography applications. The hot cells and glove boxes were segmented and packages in Type B shipping containers; the TRU waste shipped to Idaho Falls for storage and ultimate disposal by the USDOE. Drums of remote handled TRU were repackaged and characterized in order to satisfy the waste acceptance criteria for the USDOE. All work was performed in containments designed to minimize the spread of radioactive contamination, both airborne and surface contamination. Exposures to remediation workers was maintained below 1,000 millirem per person for the 15 month project; external exposures to gamma and neutron radiation were minimized. Internal exposures to TRU, including plutonium and americium were evaluated and verified to satisfy the requirements of the USNRC.

1976-1983 *Senior Research Industrial Hygienist, Dow Chemical, Midland, Michigan and Tulsa, Oklahoma.* Provided health and safety support for employees in manufacturing facilities, including plastic and other intermediate chemical production. Assigned as lead health physicist for decontamination projects at several nuclear power plants. From 1977 to 1980, Mr. Thomas served as the radiation safety officer for a NRC broad scope license to authorize the use of mixed fission products and special nuclear material used in manufacturing and research applications at Dow Chemical. The program included a TRIGA reactor, two small accelerators, sealed radioactive sources and tracers for a variety of research programs. Mr. Thomas directed all elements of the health physics program including training, standard operating procedures, exposure assessment and documentation. Mr. Thomas later (1981 - 1983) served as the radiation safety officer for the field services division where sealed sources and mixed fission products were used in treatment systems. This assignment had responsibilities in 22 states for approximately 3,000 employees. Mr. Thomas directed the use of radioactive materials licenses in 16 different states and a NRC license for the use of these radioactive materials.

Professional Society Membership

Health Physics Society (Plenary member)
American Academy of Health Physics
American Industrial Hygiene Association
American Academy of Industrial Hygiene

Bibliography

Mr. Thomas has authored/coauthored many papers and technical reports. In addition, he has developed/presented training courses in the field of health physics, industrial hygiene and safety.

Other Appointments/Awards

Ohio Radiation Advisory Council. Appointed by Governor Taft in 2002. Elected Chair of the Council each year from 2004 through 2008. Appointment expires in 2010.

Ohio Utility Radiological Safety Board, Citizen's Advisory Council. Elected Chair in 2001 and 2002.

Member of the Working Group for the ANSI/HPS N43.8 Standard, *Classification of Industrial Ionizing Radiation Gauging Devices*, 2006-2008.

Director of the State of Ohio Low Level Radioactive Waste Facility Development Authority Board. Appointment by the Speaker of the Ohio State Legislature in 1997.

Chairman's Award for Safety Excellence, OHM Remediation Services, 1996, 1997

Senior Technical Associate, International Technology Corporation, 1991.

Member of the People to People Ambassador Delegation visiting the People's Republic of China, 1987. Invited speaker to review health physics practices.

Bernd W. Rehm, C.P.G., P.G.
Environmental Solutions Manager

Experience

Bernd has 33 years of experience with a focus on hydrogeology and remediation of contaminated sites. This experience includes a variety of investigative tools for soil, sediment, groundwater, and surface water. He has extensive knowledge and experience in defining groundwater flow systems in complex hydrogeologic settings and in the selection and implementation of environmental remedies. Bernd has developed communication and negotiation skills in the application of science and engineering to environmental problem-solving, including client presentations, regulatory agency interaction, public forums, and project team participation.

Bernd spent from late 1977 through 1981 as a research scientist with the University of North Dakota. Research activities focused on improving the understanding of the impact of coal strip mining, coal ash disposal, and mine reclamation on the environment of the Northern Great Plains.

In 1982, Bernd began his career as a consultant. Bernd's project roles typically relate to developing regulatory and technical direction for projects, quality assurance, and regulatory agency and public presentations or negotiations. He has also served as the manager for projects ranging in size from several thousand dollars to millions of dollars. Bernd's experience as a consultant includes the following:

- Hydrogeological characterization in a variety of geologic settings through planning, implementation, evaluation, and reporting
- Investigation of sediment, soil, and groundwater contamination (trace elements, petroleum, and solvents)
- Remedial design and implementation for metals solvents, petroleum hydrocarbons, and PCBs
- Integrating investigation and remediation with human and ecological risk assessment
- Environmental monitoring system design, implementation, and evaluation (including statistical applications)
- CERCLA, RCRA, and state corrective action regulatory programs
- Integration of environmental concerns with property redevelopment
- Hazardous waste facility permitting

In recent years, Bernd has applied his consulting background to the development of chemistry solutions for the remediation of organic and inorganic contaminants in soil and groundwater. Solutions are developed to meet project-specific goals and often include remedial alternatives that incorporate risk-based regulatory negotiations, project-specific testing requirements, and unique application techniques.

Projects/Accomplishments

Bernd has provided guidance and direction for CERCLA remediation investigations performed during USEPA-lead (NPL), state-lead Superfund actions, state-lead, and voluntary remedial actions in Iowa, Indiana, Michigan, Minnesota, New York, North Carolina, North Dakota, Ohio, South Carolina, and Wisconsin. These sites include active and closed industrial facilities, lagoons, drum burials, and spills; government and privately-owned landfills; an Air Force base; and non-point source agricultural applications. Bernd has also conducted and managed hydrogeologic investigations and corrective actions under RCRA for industrial and waste disposal facilities in Arkansas, Illinois, Indiana, Michigan, Ohio, and Wisconsin. He has also provided technical support to litigation efforts and served as an expert witness.

The principal contaminants addressed included chlorinated solvents, fuel-derived aromatic compounds, PCBs, polycyclic aromatic hydrocarbons, arsenic, chromium, and lead. Environmental media affected by contaminated releases included soil, groundwater, surface water, sediment, and public and private supplies. The work has included design implementation, data analysis, reporting, and regulatory liaison and strategy development; the design of groundwater monitoring systems to meet USEPA 40 CFR 264/265 and state criteria; and the coordination of laboratory issues, which have included chemical interference, detection limits, accuracy, and reproducibility under USEPA SW-846 methods. Remedial technologies Bernd has applied include metals stabilization with *in situ* and *ex situ* management; excavation and disposal; *in situ* engineered reductive dechlorination, chemical oxidation, and aerobic cometabolic degradation of organic compounds; monitored natural attenuation; physical and hydraulic containment; and capping.

Education and Training

Bernd has an M.S. in Earth Sciences (hydrogeology) from the University of Waterloo in Ontario, Canada. Bernd also has a B.S. in Geology from Allegheny College in Meadville, Pennsylvania. Additional training includes 40-hour Hazardous Waste Operations Training and courses and seminars addressing hydrogeology, remediation, statistics, project management, and negotiation.

Registrations and Certifications

Professional Geologist - Wisconsin (No. 537)
Professional Geologist - Kentucky (No. 2058)
Licensed Professional Geologist - Indiana (No. 448)
American Institute of Professional Geologists - (No. 9658)

Professional Affiliations

American Chemical Society
American Geophysical Union

American Institute of Professional Geologists

Association of Groundwater Scientists and Engineers

Publications and Presentations

Bernd has authored, coauthored, or presented over 35 papers. Examples of his publications include the following:

Rehm, B. W., R. Kondelin, and S. Markesic. 2007. " *In situ* stabilization of zinc in soil and groundwater." 23rd Annual International Conf. on Soils, Sediments, and Water. October 2007, University of Massachusetts- Amherst.

Rehm, B.W., A.K. Chowdhury, W.J. Deutsch, C.C. Staib, and J.F. Greiner. 2002. "The Chemical Stabilization of Arsenic and Lead Using EnviroBlend at the Former Ashepoo Fertilizer Works, Charleston, SC." 2nd International Conf. Oxidation and Reduction Technologies for In-situ Treatment of Soil and Groundwater. Toronto, Ontario, Canada.

Rehm, B.W. 2001. "Characterization of Natural Attenuation of a Solvent Plume in a Carbonate Rock Aquifer." In Kueper, B.H. et al. (eds.), *Fractured Rock 2001*, Toronto, Ontario, Canada. [Proceedings on CD].

Buss, J.A., B. W. Rehm, G.A. Davis. 2001. "Natural Degradation of a TCE Plume in Peat." In Leeson et al. (eds.), *Sixth International In situ and On-site Bioremediation Symposium*. Columbus, Ohio: Battelle Press. 6(2):97-104.

Rehm B.W., T.S. Silverman, J.W. Anderson, and D. Haak. 2001. "Aerobic Cometabolic Degradation of Chlorethenes: Pilot Test and Full-Scale design." In Leeson et al. (eds.), *Sixth International In Situ and On-Site Bioremediation Symposium*. Columbus, Ohio: Battelle Press. 6(10):201-209.

Rehm, B.W., J.W. Anderson, and L.D. Tickanen. 1999. "In Situ Remediation of Hexavalent Chromium with Ferrous Iron." 15th Annual International Conference on Contaminated Soils and Water Proceedings. October 1999. University of Massachusetts-Amherst.

Buss, J.A., and B.W. Rehm. 1998. Using a Conceptual Model to Identify Features Controlling DNAPL Migration in a Complex Geologic Setting. National Ground Water Association, Annual Meeting. December 1998. Las Vegas, Nevada.

McLinn, E.L., and B.W. Rehm. 1997. Biodegradation of Petroleum Hydrocarbons in Fractured, Unsaturated Dolomite at a Field Site. Ground Water Monitoring and Remediation, 17(4):73-80.

Betterman, A.D., L.L. Graham, B.W. Rehm, and C.A. Shanke. 1997. "Biological Treatability Studies for Remediation of TCE-Contaminated Groundwater." In

Proceeding, Fourth International Symposium on *In Situ* and On-Site Bioremediation. New Orleans, Louisiana. April 1997.

Rehm, B.W. 1992, 1993, 1994, and 1995. "Design of Field Investigations, in Design of Corrective Action Systems for the Cleanup of Flammable Liquid and Solvent Contamination." Course instructor, College of Engineering, University of Wisconsin-Madison.

Rehm, B.W., B.J. Christel, T.R. Stolzenburg, D.G. Nichols, B. Lowery, and B.J. Andraski. 1987. "Field Evaluation of Instruments for the Measurement of Unsaturated Hydrological Properties of Fly Ash." Report EA-5011. Electric Power Research Institute. Palo Alto, California.

Rehm, B.W., T.R. Stolzenburg, D.G. Nichols, R. Taylor, W. Kean, and B. Lowery. 1985. "Field Measurement Methods or Hydrogeologic Investigation: A Critical Review of the Literature." 328 pp. Electric Power Research Institute, Rept. EP-4301. Palo Alto, California.

Rehm, B.W., S.R. Moran, and G.H. Groenewold. 1982. "Natural Groundwater Recharge in an Upland Area of Central North Dakota, USA." Hydrology. 59:293-314.

Groenewold, G.H., and B.W. Rehm. 1982. "Instability of Contoured Surface-Mined in Landscapes in the Northern Great Plains: Causes and Implications." Reclamation Res. 1(2):161-176.

Groenewold, G.H., B. W. Rehm, and J.A. Cherry. 1981. "Depositional Setting and Ground Water Quality in Coal-Bearing Sediments and Spoils in Western North Dakota," in F.G. Ethridge and R.M. Flores (eds.). Recent and Ancient Nonmarine Depositional Environments: Models for Exploration: Soc. Econ. Paleontologists and Mineralogists. Spec. Publ. No. 31. p. 157-168.

Rehm, B.W., G.H. Groenewold, and K.A. Morin. 1980. "Hydraulic Properties of Coal and Related Materials, Northern Great Plains." Ground Water. 18(6):551-561.

Jennifer L. Gutierrez

Professional Qualifications

Ms. Gutierrez has a broad knowledge and skill set in the area of applied health physics and radiation protection. She has a proven track record of directing work groups on proper radiological procedures and practices, a solid understanding of regulatory and license requirements, and team coordination. Jennifer has provided lead technician coverage during spent fuel replacement, interpreted and verified field data accumulated from surveys and monitoring activities, developed reports for MARSSIM and final status survey purposes, coordinated the shipping and receiving of approved Radioactive Material Storage Bins, conducted field and laboratory sampling surveys in accordance with 10CFR 835 and 10CFR 20, participated in regulatory and operational policy/procedure development, and reviewed permit applications and amendment requests for licenses and work authorizations.

Qualifications

1997-2001 Hampton University, Hampton VA (Aviation Management)

NAVSEA 108.1-qualified Radiological Control Technician

ANSI 3.1 Nuclear Energy Institute Senior Radiation Protection Technician

ANSI N18.1 Radiation Protection Professional

DOD Secret Security Clearance (inactive)

DOT Category III Mixed Waste Generator

DOT Hazardous Materials Transportation

OSHA 40 Hour HAZWOPER (plus Physical and current 8-hour refresher)

CRP and First Aid Training

Experience and Background

2011 to Present - Health Physics Technician, Integrated Environmental Management, Inc. (Gaithersburg, MD) - Duties include surveillance activities, instrumentation usage/control, training, project support, emergency response and applied health physics. Ms. Gutierrez has been qualified as a Health Physics Technician pursuant to Radiation Safety Procedure No. RSP-006, "Training and Qualification of Radiation Protection Personnel" and as an Authorized User pursuant to License No. MD-31-281-01.

2009 to 2010 - Senior Health Physics Technician, Bartlett Nuclear Inc. /Calvert Cliffs Nuclear Power Plant (Lusby, Maryland) - Provides radiation protection services to many of the active nuclear power plants and Department of Energy (DOE) facilities in the USA.

Also provides services to many decontamination and decommission facilities. Work included lead technician coverage for the replacement of the Spent Fuel Handling Machine, disseminating up to the minute conditions as the environment or job scope changed, coordinating with all project managers and supervisors constantly to reformat goals and enforcing criteria of the NRC and the local procedures per the site.

2008 to 2009 - Senior Health Physics Technician/Data Analyst, New World Environmental (San Francisco, CA) - Lead the coordination of a team of field radiation protection technicians and labor staff to conduct yard operations; accepted a role as a team leader to help facilitate the legitimacy and accuracy of the data collected; interpreted and verified field data accumulated from surveys and monitoring activities using standards set by the project and prepared reports for the site through the site wide database; developed reports for MARSIM and FSS documentation; coordinated the shipping and receiving of approved Radioactive Material Storage Bins and documented all of the shipping activities; conducted field and laboratory sampling surveys in accordance with 10CFR 835 and 10CFR 20; performed dose and shielding assessments per EPA standards for environmental remediation; assisted site characterization and excavation of contaminated soil; and performed Gamma Walkover surveys.

2008 - Senior Health Physics Technician, Bartlett Nuclear Inc. (Plymouth, MA) - Successfully performed as the lead radiological control technician for the Spent Fuel Handling Machine replacement project; participated as an integral part of the process to develop regulatory policies via lessons learned and ensured the integration of corrective actions into field work practices; reviewed Permit applications for new authorizations as well as amendment requests for existing authorizations; provided dedicated radiological coverage as a lead technician for significant steam generator repair and inspection; assisted with gradient survey calculations; and conducted radiological site scanning, decontamination, and segregation of radioactive material.

2006 to 2008 - Senior Health Physics Technician, Catawba Nuclear Power Plant (South Hill, South Carolina) - Conducted technical review and evaluation of licenses for possession and use of radioactive sources in support of radiography; provided dedicated radiological surveillance during spent fuel pool operations; collected air, soil, and water samples and calculated for content in order to maintain safe working limits; disposed of sample residual analytical waste per procedure; performed radioactive contaminant surveys for airborne contaminants and particulates; responsible for radioactive package receipt, retention, and processing; and responsible for interpreting the US NRC regulations that govern the possession and use of radioactive materials.

2006 - Senior Health Physics Technician, McGuire Nuclear Power Plant (Huntersville, North Carolina) - Principle Senior Health Physics Technician for refueling floor operations; covered highly radioactive and highly contaminated work associated with the inspection and repair of the Nuclear Reactor; assembled and lead a team of deconners to conduct Reactor Cavity decontamination without an personnel being contaminated;

oversaw work operations surrounding the Nuclear Reactor via remote camera and audio capabilities; and supported Eddy Current and Refueling operations.

2006 - Senior Health Physics Technician, Surry Nuclear Power Plant (Surry, Virginia) -

Operated air sampling equipment, dose rate meters, contamination detectors; briefed work crew prior to entering High Radiation and Locked High radiation environments; provided coverage for valve removal and inspection; provided coverage for all Balance of plant operations; conducted briefings for radiological workers prior to them starting work or entering the environment; and provided coverage for the shipping and receiving of radioactive waste.

2006 - Senior Health Physics Technician, Beaver Valley Power Station (Shippingport, Pennsylvania) -

Conducted formal pre job briefing to workers before performing highly radioactive work in and around the Nuclear Reactor and the Reactor Vessel; provided job coverage during the replacement of the Nuclear Reactor Head and three Steam Generators; provided coverage during the cutting of hot and cold legs on the steam generators; provided job coverage on the refueling floor during refueling operations; provided coverage on the platforms during Steam Generator removal; documented post radiation and contamination surveys after the removal of the Reactor head and the Steam Generators; and provided coverage during Tripod removal.

2001 to 2006 - Senior Health Physics Technician and Radiological Control Monitor at a variety of commercial nuclear power facilities, including Northrup Grumman Newport News, Virginia -

Attended RCTQS and earned the Navy 108.1 Designation; successfully participated in periodic drills, oral boards, and testing to maintain qualifications; learned and utilized Geiger-Mueller detectors, Gamma Spectroscopy, and Liquid Scintillation instrumentation; provided coverage for all operations in the Spent Fuel Pool; provided radiological monitoring for refueling and overhaul operations; assisted in the development of procedures and work practices for the control and movement of radioactive material as a DOD field representative; utilized familiarity with 10 CFR 19, 10 CFR 20, 10 CFR 21, 10 CFR 49, and NAVSEA Article 108.1 to ensure safe operations and regulatory requirements; reviewed documents required by license for possession and transport of radioactive material for completeness and accuracy; and enforced Navy, NRC, and Northrup Grumman radiological control work practices to prevent and minimize personnel radiation exposure during refueling and overhaul operations.

EXHIBIT "D"

FORM OF PARENT COMMITMENT LETTER NRC LICENSE NO. SMB-911

June __, 2011

Attn: Document Control Desk
United States Nuclear Regulatory Commission
One White Flint North
11555 Rockville Pike
Rockville, Maryland 20852 U.S.A.

**Re: Parent Commitment Letter in Support of the Application for Consent to Indirect Change of Control of FMRI, Inc.
NRC License No. SMB-911
Docket No. 40-7580**

Dear Sir or Madam:

This letter is in furtherance of and a part of the Application for Consent to Indirect Change of Control of FMRI, Inc. ("FMRI") filed on or about June 21, 2011 (the "Application") with the U.S. Nuclear Regulatory Commission ("NRC" or the "Commission") as related to NRC License No. SMB-911 (the "License").

The Commission's consent to the Application is sought in connection with the pending acquisition of FMRI by Green Lantern Acquisition 1, LLC ("GLA 1").

In accordance with NUREG-1556, Volume 15, Section 5.6, dated November of 2000, and in support of FMRI's request for the Commission's consent to the indirect change of control of FMRI from Fansteel Inc. ("Fansteel") to GLA 1, as it relates to the License, GLA 1 and its direct parent, Premium Environmental Services, LLC ("Premium") hereby makes the following statements and representations to the Commission:

- a. The undersigned is the President of Premium Environmental Services, LLC and I am authorized to file this letter with the Commission on behalf of Premium;
- b. The undersigned is the President of Green Lantern Acquisitions 1, LLC and I am authorized to file this letter with the Commission on behalf of GLA 1;

- c. At the completion of GLA 1's acquisition of FMRI (the "Transaction"), GLA 1 will become the parent of, and have control over FMRI, which will remain the licensee and holder of NRC License No. SMB-911;
- d. Except as set forth in the Application: (1) the Transaction is not expected to result in changes in FMRI personnel or management having direct operational responsibility for, and control of, licensed activities; (2) the only change in personnel who are listed on NRC License No. SMB-911 or referred to in the supporting documentation as a result of the acquisition of FMRI by GLA 1 are identified in the Application; and (3) there will be no changes in personnel responsible for radiation safety or use of licensed material in NRC License No. SMB-911;
- e. The Transaction will not result in changes in FMRI's headquarters or operational organization, location, facilities, equipment or procedures related to NRC License No. SMB-911. There will be no changes in the use, possession, location or storage of licensed materials as a result of the indirect change of control effected by the acquisition of FMRI by GLA 1;
- f. Effective upon closing GLA 1, as the new indirect parent of FMRI, having control over FMRI, will abide by all the constraints, license conditions, requirements, representations and commitments identified in and attributed to FMRI in NRC License No. SMB-911;
- g. Effective upon closing Premium, as the parent of GLA 1, having control over GLA 1, will ensure that GLA 1 abides by all the constraints, license conditions, requirements, representations and commitments identified in and attributed to FMRI in NRC License No. SMB-911;
- h. Effective upon and with closing, GLA 1 freely agrees to accept responsibility for the provision by FMRI of the decommissioning financial assurance in the form of a combination of surety and insurance as required by the Commission. GLA 1 will provide, itself and through FMRI, on an ongoing basis, decommissioning financial assurance through appropriate financial instruments that comply with the Commission's requirements from and after conclusion of the GLA 1's acquisition of FMRI; and
- i. GLA 1 and Premium concur in FMRI's request that the Commission give its consent to the indirect change of control of FMRI from Fansteel to GLA 1 as it relates to NRC License No. SMB-911, with such consent to be effective as of the closing date of the acquisition of FMRI by GLA 1.

Premium and GLA 1 would be pleased to respond to any further questions that the Commission may have with regard to this letter or the Application.

Very truly yours,

Premium Environmental Services, LLC
Green Lantern Acquisitions, LLC

By: Greg Marshall
Its: President