

NOTE: Attachments to this document contain confidential information submitted under 10 CFR 2.390. This information is Business Confidential to the sender and is identified with brackets as such [] or in the case of attachments in their entirety.

May 30, 2012

ATTENTION: Document Control Desk
U.S. Nuclear Regulatory Commission
White Flint North
11555 Rockville Pike
Rockville, MD 20852-2738

AEROTEST RADIOGRAPHY AND RESEARCH REACTOR
DOCKET NO. 50-228/LICENSE NO. R-98.

**APPLICATION FOR APPROVAL OF INDIRECT TRANSFER OF
CONTROL OF LICENSE PURSUANT TO 10 C.F.R. § 50.80**

Ladies and Gentlemen:

Pursuant to Section 184 of the Atomic Energy Act, as amended, and 10 C.F.R. § 50.80, Aerotest Operations, Inc. ("Applicant" or "Aerotest") hereby submits an application, attached hereto, seeking U.S. Nuclear Regulatory Commission ("NRC") consent to the indirect transfer of control of the Aerotest Radiography and Research Reactor Facility Operating License No. R-98 ("the License"). The indirect transfer of control will result from the proposed sale of Aerotest to Nuclear Labyrinth LLC ("Nuclear Labyrinth"). Nuclear Labyrinth joins in this application.

The information contained in the application demonstrates that Aerotest will continue to possess the requisite qualifications to own and operate the licensed facility in accordance with the License. The proposed indirect transfer of control will not result in any change in the role of Aerotest as the licensed operator of the facility and Aerotest will continue to be financially and technically qualified. No physical changes will be made to the facility. The transfer will require conforming amendments to the license and the Technical Specifications. The indirect transfer will neither have any adverse impact on the public health and safety, nor be inimical to the common defense and security. Finally, this request for consent to the indirect transfer of control of the License will not result in the licensee becoming owned, controlled, or dominated by a foreign entity. Aerotest and Nuclear Labyrinth

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therefore respectfully request that the NRC consent to the indirect transfer of control in accordance with 10 C.F.R. § 50.80.

The parties to the proposed transaction anticipate closing on or before September 30, 2012. Aerotest requests that the NRC review this application on a schedule that will permit the NRC to issue its consent to the indirect license transfer as promptly as possible. Aerotest and Nuclear Labyrinth are prepared to work closely with the NRC staff to expedite the Application's review, but request approval, in any event, by September 30, 2012. The Applicant further requests that such consent become immediately effective upon issuance and that it permit the indirect transfer of control to be implemented at any time after the NRC's consent and the closing of the transaction.

Should you have any questions or require additional information regarding this request for transfer of control of license, please contact Jay Silberg, counsel to Aerotest at 202-663-8063 or jay.silberg@pillsburylaw.com. Service of any comments, hearing requests, intervention petitions, or other filings should be made to: Jay Silberg, Pillsbury Winthrop Shaw Pittman LLP 2300 N Street, NW, Washington, DC 20037-1122.

Sincerely yours,



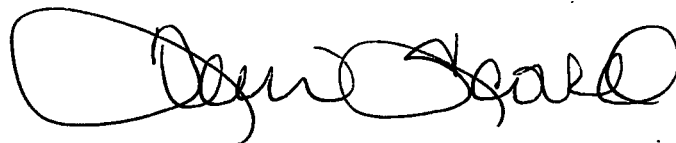
Dario Brisighella
President
Aerotest Operations, Inc.



Dr. David M. Slaughter
Chief Executive Officer
Nuclear Labyrinth LLC

Attachments

*Subscribed and sworn to me on May 25, 2012
in the State of Utah*

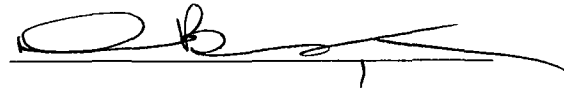


my commission expires 10/20/2012

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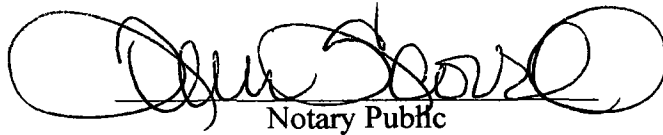
STATE OF UTAH :
COUNTY OF WEBER : TO WIT:
:

I, Dario Brisighella, state that I am the President of Aerotest Operations, Inc., and that I am duly authorized to execute and file this application on behalf of Aerotest Operations, Inc. To the best of my knowledge and belief, the statements contained in this document with respect to Aerotest Operations, Inc. are true and correct.



Subscribed and sworn before me, a Notary Public in and for the State of Utah and County of Weber, this 25 day of May 2012.

WITNESS my Hand and Notarial Seal:


Notary Public

My Commission Expires: 10/20/2012



May 30, 2012

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- Attachments
- (1) Application for Consent to Indirect Transfer of Control of License
 - (2) Commitment Letter
 - (3) Pre- and Post-Sale Simplified Organizational Charts
 - (4) Directors and Principal Officers of Nuclear Labyrinth LLC and Aerotest Operations, Inc.
 - (5) Professional Background of Dr. David M. Slaughter
 - (6) Initial Year Income Estimate for Aerotest Operations
 - (7) 5 Year Projected Income Statement for Aerotest Operations, Inc.
 - (8) Energy Solutions Decommissioning Cost Study
 - (9) Decommissioning Financial Assurance Projection
 - (10) Conforming Amendments
 - (11) Request for Withholding of Proprietary Information

cc: U.S. NRC Office of Nuclear Reactor Regulation/NRLPO
U.S. NRC Region IV, Regional Administrator
NRC, NRR (Traiforos)
NRC, OGC (Uttal)
NRC, OGC (Safford)