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April 8, 2015

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U.S. Nuclear Regulatory Commission, Region I
Attention: DNMS
475 Allendale Road
King of Prussia, Pennsylvania 19406

RE: Notice and Request for Prior Written Consent to Transfer of Control of Materials License held by URS Energy & Construction, Inc.

Ladies and Gentlemen:

URS Energy & Construction, Inc., an Ohio corporation ("URS E&C"), located at 1437 South Bell School Road, Suite 8, Rockford, Illinois 61108, is currently the holder of the following license (the "Materials License") issued by the U.S. Nuclear Regulatory Commission ("Agency"): Material License No. 12-31469-01 030-38329

The purpose of this letter is to notify and obtain the prior written consent of the Agency to the transfer of ownership and control of the Materials License from URS E&C to System One Holdings, LLC, a Delaware limited liability company ("System One").

Background of Proposed Transfer. URS E&C utilizes the Materials License exclusively in connection with its nondestructive testing and quality inspection services business (the "Business"), which is a business unit within URS E&C. URS E&C intends to sell substantially all of the assets related to the Business (including the Materials License) to System One, pursuant to that certain Asset Purchase Agreement, dated March 3, 2015, by and between URS E&C and System One.

The transfer of the Business from URS E&C to System One will have no effect on the day-to-day operations of the Business with regard to the Materials License. System One intends to employ all of the individuals who are working in the Business for URS E&C, and will continue providing services to the same Business customers. Both before and after the transfer of the Business, the licensee will continue to operate under the conditions, requirements, representations, and commitments identified in the Materials License, including the safety and control procedures required in the Materials License.

System One is familiar with the conditions and requirements of the Materials License, and holds its own Nuclear Regulatory Commission License, identified by License No. 37-27891-02, and originally issued to System One on August 29, 2008 (Corrected Copy License Date) and (June 26, 2008, Original Application Date).

Timing. The transfer of the Business from URS E&C to System One will occur as soon as all required approvals are in place. **URS E&C and System One respectfully request that the Agency act on this request as soon as possible, but no later than April 24, 2015.**

REC'D 141015 40559

In accordance with the regulatory guidance in NUREG-1556 and Information Notices Nos. 89-25 and 89-25, Rev. 1, URS E&C provides the following information regarding the proposed transfer of the Business from URS E&C to System One. In particular, we have provided information in accordance with the itemized list of information requested in Appendices E and F, "Information Needed for Transfer of Control Application," of NUREG-1556, Volume 2, below.

1. *The new name of the licensed organization. If there is no change, the licensee should so state.*

Response: System One Holdings, LLC. System One was formed in the state of Delaware.

2. *The new licensee contact and telephone number(s) to facilitate communications.*

Response: Mark Fenske, Executive Vice President; Office 412-995-1912 and Cell 412-841-5191 or Mr. Steve Huntington, Vice President, Quality Solutions; Office 724-490-8910 and Cell 724-212-6769.

3. *Any changes in personnel having control over licensed activities (e.g., officers of a corporation) and any changes in personnel named in the license such as radiation safety officer, authorized users, or any other persons identified in previous license applications as responsible for radiation safety or use of licensed material. The licensee should include information concerning the qualifications, training, and responsibilities of new individuals.*

Response: Not applicable. There will be no changes in personnel named in the license including radiation safety officer, authorized users, or any other persons identified in previous license applications as responsible for radiation safety or use of licensed material.

4. *An indication of whether the transferor will remain in non-licensed business without the license.*

Response: No. URS E&C will no longer operate the Business without the Materials License.

5. *A complete, clear description of the transaction, including any transfer of stocks or assets, mergers, etc., so that legal counsel is able, when necessary, to differentiate between name changes and transfer of control.*

Response: URS E&C is selling substantially all of the assets related to the Business (including the Materials License) to System One pursuant to that certain Asset Purchase Agreement, dated March 3, 2015, by and between URS E&C and System One. The transfer of the Business from URS E&C to System One will have no effect on the day-to-day operations of the Business with regard to the Materials License. System One intends to employ all of the individuals who are working in the Business for URS E&C, and will continue providing services to the same Business customers. Both before and after the transfer of the Business, the licensee will continue to operate under the conditions, requirements, representations, and commitments

identified in the Materials License, including the safety and control procedures required for the Materials License.

6. *A complete description of any planned changes in organization, location, facility, equipment, or procedures (i.e., changes in operating or emergency procedures).*

Response: Not applicable. There are no planned changes in organization, location, facility, equipment, or procedures related to the materials license or radiological safety as a result of the transaction.

7. *A detailed description of any changes in the use, possession, location, or storage of the licensed materials.*

Response: Not applicable. There are no changes in the use, possession, location, or storage of the licensed materials as a result of the transaction.

8. *Any changes in organization, location, facilities, equipment, procedures, or personnel that would require a license amendment even without the transfer of control.*

Response: Not applicable. There are no changes in organization (other than a transfer to System One as described herein), location, facilities, equipment, procedures, or personnel that would require a license amendment even without the transfer of control as a result of the transaction.

9. *An indication of whether all surveillance items and records (e.g., calibrations, leak tests, surveys, inventories, and accountability requirements) will be current at the time of transfer. Provide a description of the status of all surveillance requirements and records.*

Response: All surveillance items and records will be current at the time of transfer.

10. *Confirmation that all records concerning the safe and effective decommissioning of the facility, pursuant to 10 CFR 30.35(g), 40.360, 70.25(g), and 72.30(d); public dose; and waste disposal by release to sewers, incineration, radioactive material spills, and on-site burials, have been transferred to the new licensee, if licensed activities will continue at the same location, or to the NRC for license terminations.*

Response: Upon consummation of the transaction, all records concerning the safe and effective decommissioning of the facility, pursuant to 10 CFR 30.35(g), 40.360, 70.25(g), and 72.30(d); public dose; and waste disposal by release to sewers, incineration, radioactive material spills, and on-site burials, will have been transferred to the new licensee, if licensed activities will continue at the same location, or to the NRC for license terminations.

11. *A description of the status of the facility. Specifically, the presence or absence of contamination should be documented. If contamination is present, will decontamination occur before transfer? If not, does the successor company agree to assume full liability for the decontamination of the facility or site?*

Response: Not applicable. There is no contamination present.

12. *A description of any decontamination plans, including financial assurance arrangements of the transferee, as specified in 10 CFR 30.35, 40.36, and 70.25. Include information about how the transferee and transferor propose to divide the transferor's assets, and responsibility for any cleanup needed at the time of transfer.*

Response: All related decontamination plans and financial assurance arrangements will remain unchanged in the transaction. Not applicable with respect to any contamination and clean-up.

13. *Confirmation that the transferee agrees to abide by all commitments and representations previously made to NRC by the transferor. These include, but are not limited to: maintaining decommissioning records required by 10 CFR 30.35(g); implementing decontamination activities and decommissioning of the site; and completing corrective actions for open inspection items and enforcement actions.*

With regard to contamination of facilities and equipment, the transferee should confirm, in writing, that it accepts full liability for the site, and should provide evidence of adequate resources to fund decommissioning; or the transferor should provide a commitment to decontaminate the facility before transferring control.

With regard to open inspection items, etc., the transferee should confirm, in writing, that it accepts full responsibility for open inspection items and/or any resulting enforcement actions; or the transferee proposes alternative measures for meeting the requirements; or the transferor provides a commitment to close out all such actions with NRC before license transfer.

Response: URS E&C and System One agree that the licensee will abide by all commitments and representations previously made to the Agency with regard to the Materials License.

14. *Documentation that the transferor and transferee agree to transferring control of the licensed material and activity; documentation of the conditions of transfer; and documentation that the transferee is made aware of all open inspection items and its responsibility for possible resulting enforcement actions.*

Response: URS E&C is transferring ownership and control over the Materials License to System One subject to the terms and conditions that of certain Asset Purchase Agreement, dated March 3, 2015, by and between URS E&C and System One. URS E&C has made System One aware of all open inspection items and its responsibility for possible resulting enforcement actions.

15. *A commitment by the transferee to abide by all constraints, conditions, requirements, representations, and commitments identified in the existing license. Lacking this, the transferee must provide a description of its program, to ensure compliance with the license and regulations.*

Response: Systems One commits that it will abide by all constraints, conditions, requirements, representations, and commitments identified in the existing materials license.

The transfer of the Business from URS E&C to System One will have no effect on the day-to-day operations of the Business with regard to the Materials License. Both before and after the transfer of the Business, the licensee will continue to operate under the conditions, requirements, representations, and commitments identified in the Materials License, including the safety and control procedures required for the Materials License.

* * * *


If you have any questions or need any additional information regarding the transfer of the Materials License from URS E&C to System One or the prior written consent requested herein, please contact D. Glenn Wise at (803) 335-6624 or via e-mail at david.wise@URS.com. Please send all written correspondence and inquiries regarding this request to the following address:

AECOM
Attn: Preston Hopson, Senior Corporate Counsel
1999 Avenue of the Stars, Ste 2600
Los Angeles, CA 90067
Email: preston.hopson@aecom.com


URS E&C and System One respectfully request that the Agency act on this request as soon as possible, but no later than April 24, 2015.

Respectfully,

URS Energy & Construction, Inc.,
an Ohio corporation

By: 
Preston Hopson, Senior Corporate Counsel

System One Holdings, LLC,
a Delaware limited liability company

By: 
Mark Fenske, Executive Vice President

This is to acknowledge the receipt of your letter application dated

04/08/2015, and to inform you that the initial processing which includes an administrative review has been performed.

12-31469-01 (notification)
There were no administrative omissions. Your application was assigned to a technical reviewer. Please note that the technical review may identify additional omissions or require additional information.

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

A copy of your action has been forwarded to our License Fee & Accounts Receivable Branch, who will contact you separately if there is a fee issue involved.

Your action has been assigned Mail Control Number 586570
When calling to inquire about this action, please refer to this control number.
You may call us on (610) 337-5398, or 337-5260.