

November 24, 2015

Patricia Pelke
Chief, Materials Licensing Branch
Division of Nuclear Materials Safety
U.S. Nuclear Regulatory Commission, Region III
2443 Warrenville Road
Suite 210
Lisle, Illinois 60532-4352

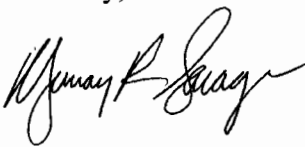
SUBJECT: Notice of Closing Related to Indirect Transfer of Control of NRC License No. 12-16941-01; Docket No. 030-11906

Dear Ms. Pelke:

Professional Service Industries, Inc. ("PSI") hereby notifies the U.S. Nuclear Regulatory Commission ("NRC") of the completion of the indirect transfer of control of the above-captioned license. The NRC had requested to be notified promptly after the transaction was finalized. The transaction closed on November 23, 2015. Attached is a document providing evidence that the transaction closed.

If you have any questions or comments, please contact me at (630) 691-1496 ext. 411.

Sincerely,



Murray Savage
Chief Executive Officer
Professional Service Industries, Inc.

Enclosure

cc:

J. Thomas, Intertek Group plc
J. Matthews, Morgan Lewis & Bockius, LLP
A. Roma, Hogan Lovells US LLP

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"HAWKS ACQUISITION SUB, INC.", A DELAWARE CORPORATION, WITH AND INTO "PSI ACQUISITIONS, INC." UNDER THE NAME OF "PSI ACQUISITIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF NOVEMBER, A.D. 2015, AT 12:28 O`CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

4038510 8100M
SR# 20151037012

Authentication: 10473724
Date: 11-23-15

You may verify this certificate online at corp.delaware.gov/authver.shtml

CERTIFICATE OF MERGER

of

HAWKS ACQUISITION SUB, INC.
(a Delaware corporation)

with and into

PSI ACQUISITIONS, INC.
(a Delaware corporation)

Pursuant to Title 8, Section 251(c) of the General Corporation Law of the State of Delaware (the "DGCL"), PSI Acquisitions, Inc., a Delaware corporation (the "Company"), hereby certifies the following information relating to the merger (the "Merger") of Hawks Acquisition Sub, Inc., a Delaware corporation (the "Merger Sub"), with and into the Company:

1. The name and state of incorporation of each of the constituent corporations in the Merger (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
PSI Acquisitions, Inc.	Delaware
Hawks Acquisition Sub, Inc.	Delaware

2. An Agreement and Plan of Merger, dated as of October 13, 2015 by and among the Company, Merger Sub and the other parties thereto (the "Merger Agreement") has been approved, adopted, executed and acknowledged by each of the Constituent Corporations in accordance with Section 251 and Section 228 of the DGCL.

3. The Company shall be the surviving corporation (the "Surviving Corporation") in the Merger, and the name of the Surviving Corporation shall be: PSI Acquisitions, Inc.

4. The Amended and Restated Certificate of Incorporation of the Surviving Corporation shall be amended and restated in its entirety to read as set forth in Exhibit A attached hereto and made a part hereof and, as so amended, shall be the effective Certificate of Incorporation of the Surviving Corporation until thereafter amended in accordance with the terms thereof and the DGCL.

5. The Merger is to become effective at the date and time of the acceptance of this Certificate of Merger by the Secretary of State of the State of Delaware.

6. The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation located at: 1901 S. Meyers Road, Suite 400, Oakbrook Terrace, Illinois 60181.

7. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either Constituent Corporation.

This Certificate of Merger has been executed by the undersigned, a duly authorized officer of the Surviving Corporation, on behalf of the Surviving Corporation as of November 23, 2015.

PSI ACQUISITIONS, INC.

By: 

Name: Murray Savage

Title: Chief Executive Officer

EXHIBIT A

CERTIFICATE OF INCORPORATION OF SURVIVING CORPORATION

[See Attached]

**SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
PSI ACQUISITIONS, INC.**

**ARTICLE I
Name**

The name of the corporation is **PSI Acquisitions, Inc.** (the "*Corporation*").

**ARTICLE II
Registered Office and Agent**

The Corporation's registered office in the State of Delaware is 2711 Centerville Road Suite 400 Wilmington, DE 19808, New Castle County. The name of the Corporation's registered agent at such address is Corporation Service Company.

**ARTICLE III
Purpose**

The purpose or purposes of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "*DGCL*") and to possess and exercise all of the powers and privileges conferred by the laws of the State of Delaware upon corporations formed under the DGCL.

**ARTICLE IV
Authorized Capital**

The total number of shares of stock which the Corporation has authority to issue is 5,000 shares of Common Stock, par value \$0.001 per share.

The powers, preferences and rights and the qualifications, limitations or restrictions of the Corporation's shares of Common Stock shall be determined by the Corporation's Board of Directors. The Corporation's Board of Directors may classify and reclassify any unissued shares of capital stock by setting or changing in any one or more respects the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications or terms or conditions of such shares of capital stock.

**ARTICLE V
Board of Directors; Bylaws**

The number of directors of the Corporation (the "*Directors*") shall be at least two, which number may be increased or decreased pursuant to the bylaws of the Corporation (the "*Bylaws*"), but shall never be less than the minimum number permitted by the DGCL. No Director need be a stockholder of the Corporation. In furtherance and not in limitation of the powers conferred by statute, the Corporation's Board of Directors is expressly authorized to make, adopt, amend, alter or repeal the Bylaws.

ARTICLE VI
Limitation on Liability

No Director or officer of the Corporation ("**Officer**") shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such Director or Officer as a Director or Officer. Notwithstanding the foregoing sentence, a Director and Officer shall be liable to the extent provided by applicable Delaware law, (i) for breach of the Director's or Officer's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL, or (iv) for any transaction from which the Director or Officer derived an improper personal benefit. No amendment to or repeal of this Article VI shall apply to or have any effect on the liability or alleged liability of any Director or Officer for or with respect to any acts or omissions of such Director or Officer occurring prior to such amendment.

ARTICLE VII
Indemnification

(a) Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative ("**Proceeding**"), by reason of the fact that such person or a person of whom such person is the legal representative, is or was a Director or Officer or is or was serving at the request of the Corporation as a director or officer of another corporation, or as a controlling person of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such Proceeding is alleged action in an official capacity as a Director or Officer, or in any other capacity while serving as a Director or Officer, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the DGCL, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment) against all expenses, liability and loss reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of such Director's or Officer's heirs, executors and administrators; provided, however, that except as provided in the Bylaws, the Corporation shall indemnify any such person seeking indemnity in connection with a Proceeding (or part thereof) initiated by such person only if (a) such indemnification is expressly required to be made by law, (b) the Proceeding (or part thereof) was authorized by the Corporation's Board of Directors, (c) such indemnification is provided by the Corporation, in its sole discretion, pursuant to the powers vested in the Corporation under the DGCL, or (d) the Proceeding (or part thereof) is brought to establish or enforce a right to indemnification or advancement under an indemnity agreement or any other statute or law or otherwise as required under Section 145 of the DGCL. The rights hereunder shall be contract rights and shall include the right to be paid expenses incurred in defending any such Proceeding in advance of its final disposition; provided, however, that the payment of such expenses incurred by a Director or Officer in such Director's or Officer's capacity as a Director or Officer (and not in any other capacity in which service was or is tendered by such person while a Director or Officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of such Proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such Director or Officer, to repay all amounts so advanced if it should be determined ultimately by final judicial decision from which there is no

further right to appeal that such Director or Officer is not entitled to be indemnified under this Article VII or otherwise.

(b) The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification, and to the advancement of related expenses, to any employee, advisor or agent of the Corporation to the fullest extent of the provisions of this Article VII with respect to the indemnification of and advancement of expenses to Directors and Officers.

(c) The rights conferred on any person in this Article VII shall not be exclusive of any other right which such persons may have or hereafter acquire under any statute, provision hereof, bylaw, agreement, vote of stockholders or disinterested Directors or otherwise.

(d) Any amendment, repeal or modification of any provision of this Article VII shall not adversely affect any right or protection of an indemnitee or such indemnitee's successor existing at the time of such amendment, repeal or modification.

ARTICLE VIII **Amendments**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.

ORIGIN ID:ENLA (630) 691-1490
KIMBERLIE NITZ
PSI
1901 S. MEYERS ROAD, SUITE 400

OAKBROOK TERRACE, IL 60181
UNITED STATES US

SHIP DATE: 24NOV15
ACTWGT: 1.00 LB
CAD: 105398651/NET3670

BILL SENDER

TO **PATRICIA PELKE**
US NUCLEAR REGULATORY COMM. REG III
DIV OF NUCLEAR MATERIALS SAFETY
2443 WARRENVILLE ROAD, SUITE 210
LISLE IL 60532

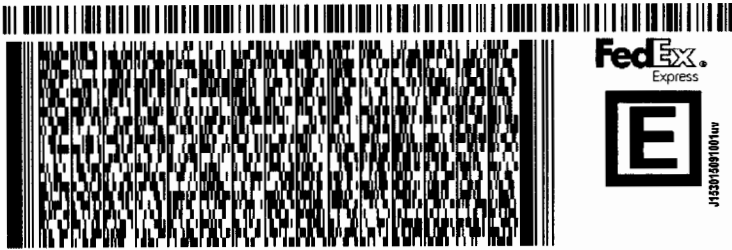
(630) 829-9500

REF: 921

INV:
PO

DEPT:

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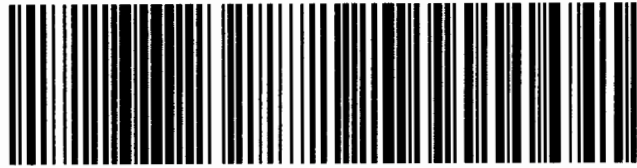


WED - 25 NOV 10:30A
PRIORITY OVERNIGHT

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IL-US **60532**
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RECEIVED NOV 25 2015

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