

J-6

FURMANITE

Furmanite America, Inc.
10370 Richmond Avenue, Suite 600
Houston, Texas 77042
Phone: (713) 634 - 7777

December 22, 2015

Via E-MAIL to Dennis.Lawyer@nrc.gov
Dennis Lawyer
Commercial, Industrial, R&D and Academic Branch
Division of Nuclear Materials Safety
U.S. Nuclear Regulatory Commission, Region I
2100 Renaissance Boulevard, Suite 100
King of Prussia, PA 19406-2713

03020243

Re: Notice and Request for Approval of Potential Indirect Transfer of Control of NRC License No. 47-23076-01 and Name Correction

Dear Mr. Lawyer:

The primary purpose of this letter is to make application for approval of a potential indirect transfer of control of U.S. Nuclear Regulatory Commission (NRC) Materials License No. 47-23076-01 ("License"), as well as a correction in the name of the license holder, currently Huntington Testing & Technology, Inc. ("Huntington").

First, with respect to correcting the name of the license-holder, Furmanite America, Inc. is a Virginia Corporation and a wholly owned subsidiary of Furmanite Worldwide, Inc., which is itself a wholly owned subsidiary of Furmanite Corporation ("Furmanite"), a publicly traded company on the New York Stock Exchange (NYSE: FRM) formed under the laws of Delaware.

In 2013 Furmanite America, Inc. purchased all of the assets of Huntington, including the License, but not the legal entity itself. All of the employees of Huntington (save and except its owner, Charles Mike Skeens) became employees of Furmanite America, Inc. Prior to the acquisition, Huntington made application for approval of indirect transfer of control of the License on February 27, 2013. The original application is included in Appendix 1 and the response as Appendix 2. Through the acquisition, Furmanite acquired the right to use the name Huntington Testing & Technology and has used it as a trade name since the 2013 acquisition. However, we believe the name of the licensee should be corrected to the proper legal entity, "Furmanite America, Inc." and respectfully request such correction at this time. As used hereinafter, the term "Licensee" shall refer to Furmanite America, Inc.

REC'D IN LAT 12/23/15

589684

With respect to the current proposed indirect transfer of control of the License, Licensee and Team, Inc. (“Team”) are submitting this application to respectfully request written consent from the NRC for the potential indirect transfer of control of the License. Licensee and Team make this request in light of an anticipated merger, pursuant to which Team, a publicly traded company on the New York Stock Exchange (NYSE: TISI) formed under the laws of the state of Delaware, will become the indirect owner and ultimate parent of Licensee. Attachment 1 and Attachment 2 explain the details of the transaction forming the basis for this request. The parties request expedited review of this application, including a prompt posting of this application to the NRC’s website, if necessary, to support closing immediately upon receipt of the necessary federal and state nuclear regulatory approvals.

Licensee and Team each provide non-destructive testing (“NDT”) services. Licensee provides a full spectrum of conventional, advanced, and mechanical integrity inspection services to the oil and gas, pipeline, petrochemical, railcar, pulp and paper, manufacturing, utility, process, and oilfield services industries. Licensee’s NDT services include conventional and computed radiography, magnetic particle, magnetic flux leakage, liquid penetrate, automated and manual ultrasonics, visual, and leak testing and mechanical testing services, such as positive material identification and hardness testing. The License authorizes Licensee to possess and use various sealed sources, exposure devices, and source changers in industrial radiography.

Team offers the same and additional NDT services as Licensee, as well as a diverse range of industrial services to various industries, including, inter alia, inspection and certification services, analytical assessment services, advance lab testing services, and safety, performance and quality testing services. Team has annual revenues exceeding one billion dollars and holds radioactive materials licenses issued by various Agreement States and NRC Region IV under license No. 42-32219-01 through its wholly owned subsidiary Team Industrial Services, Inc.

To facilitate the transaction, Team formed a U.S. subsidiary, TFA, Inc. (a Delaware corporation), which it created solely to merge with and into Furmanite Corporation at closing. After closing, Team will become the indirect owner and ultimate parent company of Furmanite Worldwide, Inc. and all of its subsidiaries, including the Licensee. See Attachment 2, “Pre- and Post-Transaction Simplified Organizations.”

Importantly, following the transaction, the Licensee will continue to hold the License and Team’s new role as the indirect ultimate parent company of the Licensee will not result in any amendment to the License or any changes to the Licensee’s name, organization, licensed activities, or personnel responsible for such licensed activities, including the designated Radiation Safety Officer (“RSO”). The proposed transaction will not impact how Licensee will manage the use of licensed material for the purposes authorized, and Licensee will continue to have the same equipment, facilities, and procedures needed to protect public health and safety and secure the licensed material. To the extent that Team exercises indirect control over

Licensee, Team is committed to ensuring that Licensee continues to comply with all requirements under the License and all applicable regulations.

The parties executed a merger agreement on November 1, 2015 and intend to close the transaction after the respective shareholders of the publicly traded entities approve the merger and immediately upon receipt of all necessary regulatory approvals including nuclear regulatory approvals. Therefore, the Licensee and Team respectfully request that the NRC expedite its review and provide written approval of this application no later than January 31, 2016, if possible.

If you have any questions or comments regarding this transaction, please contact me at telephone number (304) 453-6111 or by e-mail at dadkins@htandt.com or our in-house counsel, Will Fry, wfry@furmanite.com, telephone number (713) 634-7742.

Sincerely,



Don Adkins

Corporate Radiation Safety Officer

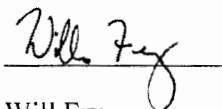
Enclosures: Appendix 1 – 2013 application
Appendix 2 – 2013 application response
Attachment 1 – Application
Attachment 2 – Org. Charts

cc: David Tebo, Corporate Radiation Safety Officer – Team
Jay Goodyear - EVP - Furmanite
Will Fry – General Counsel – Furmanite
Art Victorson – President IHT – Team
Butch Bouchard – General Counsel – Team

LICENSEE VERIFICATION

I declare under penalty of perjury that the matters set forth in the foregoing cover letter and attached application with respect to Licensee and its affiliates are true and correct to the best of my knowledge, information and belief.

Executed on December 22, 2015

A handwritten signature in cursive script, appearing to read "Will Fry", is written over a horizontal line.

Will Fry
General Counsel
Furmanite Corporation

TEAM VERIFICATION

I declare under penalty of perjury that the matters set forth in the foregoing cover letter and attached application with respect to Team and its affiliates are true and correct to the best of my knowledge, information and belief.

Executed on December 22, 2015

A handwritten signature in cursive script that reads "Art Victorson". The signature is written in black ink and is positioned above the printed name.

Art Victorson
President, Inspection & Heat Treating Business Unit
Team, Inc.

ATTACHMENT 1

This information is submitted consistent with NUREG-1556, Vol. 15, *Consolidated Guidance About Materials Licenses: Program-Specific Guidance About Changes of Control and About Bankruptcy Involving Byproduct, Source, or Special Nuclear Materials Licenses, at Section 5.1 through 5.6.*

SECTION 5.1 - DESCRIPTION OF TRANSACTION

- 1. 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 changes of ownership.*

Furmanite America, Inc., doing business as Huntington Testing & Technology ("Licensee"), holds NRC License No. 47-23076-01 ("License"). Licensee is a wholly owned subsidiary of Furmanite Worldwide, Inc., which is a wholly owned subsidiary of Furmanite Corporation ("Furmanite"), a publicly traded company on the New York Stock Exchange, NSYE: FRM. Licensee seeks NRC's prior written consent to the potential indirect transfer of control of its License, by virtue of the merger of FRM into TFA, Inc. ("TFA") a wholly owned subsidiary of Team, Inc. ("Team"), a publicly traded company on the New York Stock Exchange, NSYE: TISI.

To facilitate the transaction, Team formed TFA solely to merge with and into Furmanite at closing. After closing, Team will acquire all of the issued and outstanding shares of FRM and become the indirect owner and ultimate parent company of Furmanite Worldwide, Inc. and all its subsidiaries, including the Licensee. See Attachment 2, "Pre- and Post- Transaction Simplified Organizations." Following the proposed transaction, the Licensee will continue to hold the License and operate as a wholly owned subsidiary of Furmanite Worldwide, Inc. There will be no change in location, facilities, equipment, or procedures related to the licensed program as a result of the transaction. The proposed transaction will not require any amendment to the License, or any changes to the Licensee's name or organization. The Furmanite directors and personnel who serve as officers will be replaced by individuals designated by Team. Team may designate additional individuals to serve as officers and directors from time to time. However, there will be no changes to the personnel named in the License as being responsible for licensed activity in connection with the transaction. To the extent that Team exercises indirect control over the Licensee, Team is committed to assuring that the Licensee continues to comply with all requirements under the License and all applicable regulations. The proposed transaction will not impact the Licensees financial or technical qualifications.

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

Following the transaction, Furmanite America, Inc. will remain the Licensee. As discussed above, the License currently identifies Huntington Testing & Technology, Inc. as the Licensee due to some confusion arising from Furmanite America, Inc.'s acquisition of Huntington Testing & Technology in 2013. In 2013, Furmanite America, Inc. purchased all of the assets of

Huntington Testing & Technology, Inc. and all of its employees (save and except for its owner, Charles Mike Skeens) became employees of Furmanite America, Inc. Furmanite America, Inc. did not purchase the legal entity Huntington Testing & Technology, Inc. Through the acquisition, Furmanite acquired the right to use the name Huntington Testing & Technology and has used it as a trade name since the 2013 acquisition. Based on this information, we believe the name of the licensee should be corrected to "Furmanite America, Inc." and respectfully request such correction at this time.

3. *The new licensee contact and telephone number to facilitate communications.*

The Licensee contact and telephone information will remain the same. The contact information for the Licensee's Corporate Radiation Safety Officer is as follows:

Donald J. Adkins
Corporate Radiation Safety Officer
(304) 453-6111
dadkins@htandt.com

SECTION 5.2. CHANGES OF PERSONNEL

1. *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.*

As previously noted, the Furmanite directors and Furmanite personnel who serve as officers will be replaced by individuals designated by Team. In addition, Team may designate additional individuals to serve as officers and directors from time to time. However, there will be no changes to the personnel named in the License such as the RSO, authorized users, or any other persons identified in previous license applications as responsible for radiation safety or use of licensed material in connection with the proposed transaction.

SECTION 5.3. CHANGES OF LOCATION, EQUIPMENT & PROCEDURES

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

There are no planned changes in the organization, location, facility, equipment, or procedures in connection with the proposed transaction.

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

There are no planned changes in the use, possession, location or storage of the radioactive materials to occur in connection with the transaction.

- 3. Any changes in organization, location, facilities, equipment, procedures, or personnel that would require a license amendment even without the change of ownership.*

There are no planned changes in the organization, facilities, equipment, procedures, or personnel that would require a license amendment even without the change of ownership.

SECTION 5.4. SURVEILLANCE RECORDS

- 1. 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. A description of the status of all surveillance requirements and records should also be provided.*

The proposed transaction will not involve the direct transfer of the License. Furmanite America, Inc. will remain Licensee following the transaction and will continue to abide by all commitments and representations previously made to the NRC. Licensee is currently in compliance with all surveillance items and related records required under the License and will be in compliance at the time of the proposed transaction. Such records will continue to be maintained in their existing state and in accordance with applicable requirements.

SECTION 5.5 DECOMMISSIONING AND RELATED RECORDS TRANSFERS

- 1. Confirmation that all records concerning the safe and effective decommissioning/closure of the facility; 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.*

There is no need for the transfer of any records since the proposed transaction will not result in a change to the Licensee. Furmanite America, Inc. will remain the Licensee following the transaction and licensed activities will continue by the current Licensee at the same locations. All records regarding safe and effective decommissioning/closure of the facilities, along with any public dose and waste disposal by release to sewers, incineration, radioactive material spills, and on-site burials, shall continue to be maintained by Licensee, where applicable.

- 2. 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, is the transferee knowledgeable of the extent and levels of contamination and applicable decommissioning requirements, and does the transferee agree to assume full liability for the decontamination of the facility or site?*

There is no known contamination present on any of Licensee's facilities. Following the transaction, the Licensee will continue to perform licensed activities and all responsibilities and

liability for any contamination, decontamination and decommissioning will continue to be borne by the Licensee.

- 3. A description of any decontamination plans, including financial surety arrangements of the transferee. This should 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.*

As described above, no division of assets or direct transfer of the License or authorized equipment is taking place. Furmanite America, Inc. will continue as the Licensee without modification, and no cleanup or decontamination of the Licensee's facilities is currently necessary as there is no known contamination present on any of Licensee's facilities. Licensee will continue to maintain all existing decontamination plans and financial surety arrangements.

SECTION 5.6. TRANSFEREE'S COMMITMENT TO ABIDE BY THE TRANSFEROR'S COMMITMENTS

- 1. An agreement to abide by all constraints, conditions, requirements, representations, and commitments identified in and attributed to the existing license, including but not limited to, information submitted in support of license amendments and the maintenance of decommissioning records.*

The proposed transaction will not create a new licensee and will not change the Licensee's existing commitments under the License. Following the proposed transaction, the Licensee agrees to continue to abide by all constraints, conditions, requirements, representations and commitments identified in and attributed to the existing License, including but not limited to, information submitted in support of license amendments and the maintenance of decommissioning records. The proposed change in the Licensee's ultimate parent company will not affect these commitments and representations. To the extent that Team exercises indirect control over the Licensee, Team is committed to assuring that the Licensee continues to comply with all requirements under its license and all applicable regulations.

- 2. With regard to open inspection items and/or enforcement actions, the transferee should confirm, in writing, that it is knowledgeable of and accepts full responsibility for open inspection items and/or any resulting enforcement actions.*

The Licensee is aware of and agrees to continue to accept full responsibility for any open inspection items and resulting enforcement actions. Through this application, Team has documented its agreement that any indirect control over Licensee will not interfere with the Licensee continuing to meet its existing commitments.

Attachment 2

PRE- AND POST-TRANSACTION SIMPLIFIED ORGANIZATIONS

PRE-MERGER

Publicly held
company

Furmanite
Corporaiton,
publilcy held,
NYSE: FRM

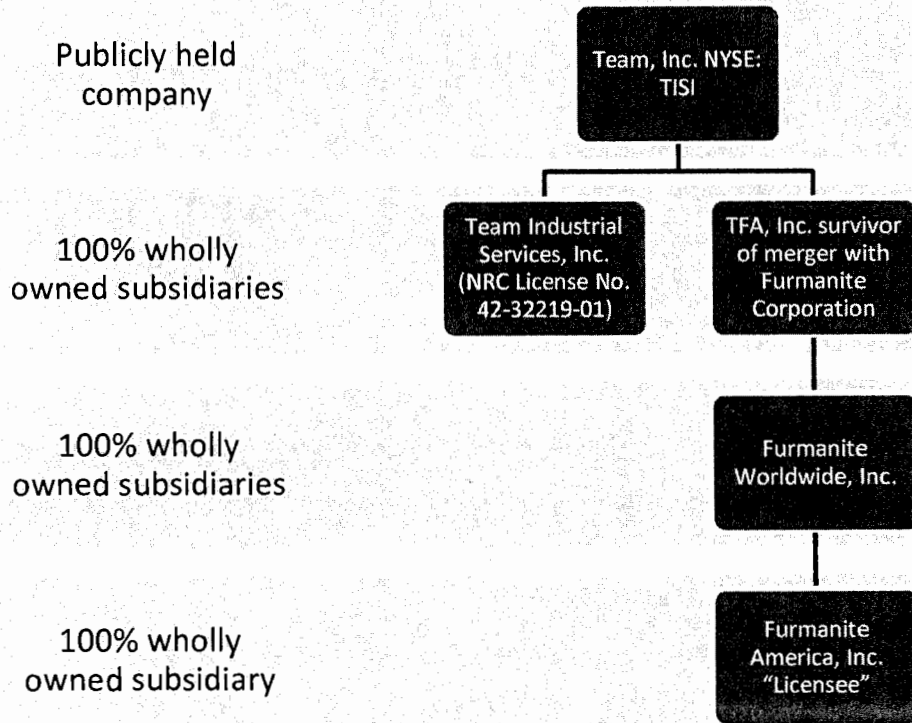
100% wholly
owned
subsidiary

Furmanite
Worldwide, Inc.

100% wholly
owned
subsidiary

Furmanite
America, Inc.
"Licensee"

POST – MERGER



Appendix 1

2013 APPLICATION FOR APPROVAL OF TRANSFER OF CONTROL OF NRC
LICENSE No. 47-23076-01



Huntington

TESTING & TECHNOLOGY INC
1116 RT. 52
KENOVA, WV 25530
304-453-6111

Feb 27, 2013

Randy Ragland

Attn: DNMS-IAT
US Nuclear Regulatory Commission
Region I
2100 Renaissance Blvd, Suite 100
King of Prussia, PA 19406-2713

Subject: Request for Change of Control
License No.: 47-23076-01
Docket No.: 030-20243

Re: Sale of Huntington Testing and Technology to Furmanite America

In accordance with the requirements of NUREG 1556, Vol. 15, Huntington Testing and Furmanite Corporation submits the following information applicable to Appendix F: Information needed for Transfer of Control effective March 1, 2013.

- 1) The name of the licensed organization will remain Huntington Testing and Technology.
- 2) At this time the facility contact and telephone number(s) will remain the same.
- 3) The officers of the controlling corporation are Jay Goodyear, EVP Operations, Clint Jordan EVP Service Delivery Centers, Chad Murray, EVP Service Lines, and William Fry, Counsel & VP Compliance.
- 4) Donald Adkins will remain as RSO on this license.
- 5) There are no planned changes in organization, location, facility or equipment. Any procedural changes will be thru a merging of the operating and Emergency Procedures and will be equal to or more stringent than those of Huntington Testing and Technology.
- 6) All surveillance items and records (e.g., calibration, leak tests, surveys, inventories and accountability requirements will be current at the time of the transfer. A description of the status of surveillance requirements is as follows:

- Leak Tests-6 months
- Depleted Uranium Device Test-Annually
- Periodic Device maintenance-3 months (quarterly)
- Personal Periodic Audits-6 months
- Survey Meter Calibration-6 months
- Dosimeter and Alarming Rate Meter Verification- Annually
- Source/Device Inventory-Quarterly

580139

NMSS/RGNI MATERIALS-002

Feb 27, 2013

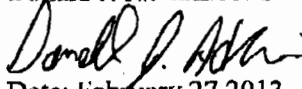
Attn: DNMS-LAT
US Nuclear Regulatory Commission
Region I
2100 Renaissance Blvd, Suite 100
King of Prussia, PA 19406-2713

Subject: Request for Change of Control
License No.: 47-23076-01
Docket No.: 030-20243

Re: Sale of Huntington Testing and Technology to Furmanite

- 7) Furmanite will maintain all records concerning the safe and effective decommissioning of the facility.
- 8) Furmanite and Huntington Testing and Technology agree to transfer the licensed material and activities upon completion of the sale.
- 9) Furmanite agrees to abide by all constraints, conditions, requirements, representations and commitments in the existing license.

Donald J. Adkins/RSO



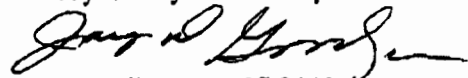
Date: February 27, 2013
Huntington Testing and Tech. Inc.

Charles M. Skeens/President



Date: February 27, 2013
Huntington Testing and Tech. Inc.

Jay Goodyear/EVP Operations



Date: February 27, 2013
Furmanite America

This is to acknowledge the receipt of your letter application dated

02/27/2013, and to inform you that the initial processing which includes an administrative review has been performed.

Amendment (47-23076-01)

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 580139.
When calling to inquire about this action, please refer to this control number.
You may call us on (610) 337-5398, or 337-5260.

Appendix 2

NRC RESPONSE TO 2013 APPLICATION FOR APPROVAL OF TRANSFER OF
CONTROL OF NRC LICENSE No. 47-23076-01



UNITED STATES
NUCLEAR REGULATORY COMMISSION
REGION I
2100 RENAISSANCE BOULEVARD, SUITE 100
KING OF PRUSSIA, PENNSYLVANIA 19406-2713

April 17, 2013

Docket No. 03020243
Control No. 580139

License No. 47-23076-01

Donald Adkins
Corporate Radiation Safety Officer
Huntington Testing & Technology, Inc.
1200 Airport Road
Huntington, WV 25704

SUBJECT: HUNTINGTON TESTING & TECHNOLOGY, INC. LICENSE AMENDMENT,
CONTROL NO. 580139

Dear Mr. Adkins:

This refers to your license amendment request. Enclosed with this letter is the amended license. This license amendment acknowledges that Huntington Testing & Technology, Inc. was purchased by Furmanite America, but will continue to operate under the name of Huntington Testing & Technology, Inc.

Please review the enclosed document carefully and be sure that you understand and fully implement all the conditions incorporated into the amended license. If there are any errors or questions, please notify the U.S. Nuclear Regulatory Commission, Region I Office, Licensing Assistance Team, (610) 337-5239, so that we can provide appropriate corrections and answers.

An environmental assessment for this action is not required, since this action is categorically excluded under 10 CFR 51.22(c)(14).

Current NRC regulations and guidance are included on the NRC's website at www.nrc.gov; select **Nuclear Materials; Med, Ind, & Academic Uses**; then **Licensee Toolkits**, see our **toolkit index page**. You may also obtain these documents by contacting the Government Printing Office (GPO) toll-free at 1-866-512-1800. The GPO is open from 8:00 a.m. to 5:30 p.m. EST, Monday through Friday (except Federal holidays).

The NRC's Safety Culture Policy Statement became effective in June 2011. While a policy statement and not a regulation, it sets forth the agency's *expectations* for individuals and organizations to establish and maintain a positive safety culture. You can access the policy statement and supporting material that may benefit your organization on NRC's safety culture Web site at <http://www.nrc.gov/about-nrc/regulatory/enforcement/safety-culture.html>. We strongly encourage you to review this material and adapt it to your particular needs in order to develop and maintain a positive safety culture as you engage in NRC-regulated activities.

D. Adkins

2

Thank you for your cooperation.

Sincerely,

Original signed by Michael Reichard

Michael Reichard
Health Physicist
Materials Security and Industrial Branch
Division of Nuclear Materials Safety

Enclosure:
Amendment No. 16

DOCUMENT NAME: G:\WordDocs\Current\Lic Cvr Letter\L47-23076-01.580139.doc

SUNSI Review Complete: MReichard

To receive a copy of this document, indicate in the box: "C" = Copy w/o attach/encl "E" = Copy w/ attach/encl "N" = No copy

OFFICE	DNMS/RI	N	DNMS/RI	DNMS/RI			
NAME	RRagland/RCR		MReichard/MCR				
DATE	4/17/2013		4/17/13				

OFFICIAL RECORD COPY