



BioStorage Technologies, Inc.
2910 Fortune Circle West, Suite E
Indianapolis, IN 46241

November 17, 2015

United States Nuclear Regulatory Commission/ Region III
2443 Warrenville Road, Suite 210
Lisle, Illinois 60532-4352

RE: Control Change: BioStorage Technologies acquisition by Brooks Automation, Inc.
BioStorage Byproduct Material License No. 13-32822-01

Dear Applicable Parties:

It was announced on November 5, 2015 that Brooks Automation, Inc. ("Brooks") had entered into an agreement to acquire BioStorage Technologies, Inc. ("BST") by way of a merger. Per NUREG-1558 volume 15, Appendix F, the following information is being provided to the NRC about the control change.

1. Provide a complete description of the transaction

Pursuant to the merger agreement, a wholly-owned subsidiary of Brooks will be merged with and into BST, whereupon the separate existence of such subsidiary will cease, and BST will be the surviving corporation and a wholly-owned subsidiary of Brooks. The name of the surviving corporation will remain BioStorage Technologies, Inc. The acquisition is tentatively scheduled to close in late November or December 2015 upon satisfaction of customary closing conditions and regulatory approvals.

Transferor: BioStorage Technologies, Inc.
Transferee: Brooks Automation, Inc.

2. Describe any changes in personnel or duties that relate to the licensed program.

All of the existing personnel related to the licensed program will remain in place following the closing of the merger, including the existing Radiation Safety Officer (Thomas Schumacher) and Assistant Radiation Safety Officer (Russ Hager).

3. Describe any changes to the organization, location, facilities, equipment, or procedures that relate to the licensed program.

The physical radioactive storage business will remain at the same address in Indianapolis (2910 Fortune Circle West, Suite E, Indianapolis, IN 46241). There is no change in organization, facilities, equipment, or procedures related to the licensed program.

4. Describe the status of the surveillance program (surveys, wipe tests, quality control) at the present time and the expected status at the time that control is to be transferred.

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Our radiation surveillance program and practices will continue uninterrupted with this change in ownership. The same controls and handling precautions will apply to all samples we receive and store

5. Confirm that all records concerning the safe and effective decommissioning of the facility will be transferred to the transferee or to the NRC as appropriate.

Not applicable -- as the address facility and equipment are not changing, decommission is not required

6. Confirm that the transferee will abide by all constraints, conditions, requirements, and commitments of the transferor.

By signing below, both the transferee and transferor both agree to abide by all constraints, conditions, requirements of NRC rules and Byproduct Material License No. 13-32622-01

Transferee (Brooks Automation, Inc.)


Maurice Tenney, President, Brooks Life Science Systems,
a division of Brooks Automation, Inc. Date: 18 Nov 15

Transferor (BioStorage Technologies, Inc.)


Greg Swenberg, Chief Executive Officer, BioStorage Date: 18 Nov 15

Please direct us in further steps for this control change and if you have any questions, or need further information or documentation, do not hesitate to contact Global Quality Assurance Director, Bryan Hudson at (317) 452-8513 or bryan.hudson@biostorage.com

Thank you for your assistance.

Sincerely,



Bryan Hudson
Global Quality Assurance Director - BioStorage Technologies

Dalzell-Bishop, Jennifer

From: Bryan Hudson <Bryan.Hudson@Biostorage.com>
Sent: Monday, November 23, 2015 12:33 PM
To: Dalzell-Bishop, Jennifer
Subject: [External_Sender] RE: Additional Information Needed for Transfer of Control
Attachments: NRC Amendment for Brooks Automation Acquisition Ver 2.docx; NRC Amendment for Brooks Automation Acquisition Ver 2 signed.pdf

Jennifer,

I wanted to follow up on the email below where I sent the revised BioStorage change of ownership letter. Hopefully, the letter was well received and completes the notification process from BioStorage. Please let me know if you have any questions regarding the letter.

Per our phone conversation last Wednesday, I asked about the process to potentially obtain NRC approval to finalize the BioStorage/Brooks merger closing. I am not aware if there is a formal "approval" process, but we want to ensure that there would be no license violations if we finalized merger closing on 30Nov2015 (ahead of the 30 day public comment period on BioStorage ownership change that ends 16Dec2015).

Please let me your thoughts as soon as possible; as you can imagine, there are many interested Executive level parties from BioStorage/Brooks awaiting NRC input since the 30th is rapidly approaching. Thank you. Bryan

From: Bryan Hudson
Sent: Wednesday, November 18, 2015 3:32 PM
To: 'Dalzell-Bishop, Jennifer'
Subject: RE: Additional Information Needed for Transfer of Control

Hi Jennifer,

Per our discussion yesterday, attached is a revised letter that now includes Brooks Automation agreement to maintain the license and follow commitments. I included both a fully signed PDF document and the native Word document (unsigned). Please let me know if you have any questions and the process going forward. Thank you. Bryan

Kind Regards,
Bryan Hudson

Director of Global Quality Assurance
BioStorage Technologies, Inc. - The benchmark in sample management™

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From: Dalzell-Bishop, Jennifer [<mailto:Jennifer.Dalzell-Bishop@nrc.gov>]

Sent: Tuesday, November 17, 2015 10:56 AM

To: Bryan Hudson

Subject: Additional Information Needed for Transfer of Control

Dear Mr. Hudson,

Attached is the template of information needed for a transfer of control. As we discussed, most of the information was included in the letter that was sent to the NRC, however we do need the confirmation that Brooks Automation agrees that they will maintain the license and follow the commitments.

Please let me know if you have any additional questions.

Sincerely,

Jennifer Bishop
Health Physicist

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Division of Nuclear Materials Safety
Materials Licensing Branch
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