



Br. 2

REC'D 10411 15 AM 1004

April 7, 2016

Mr. James Trapp  
Director, Division of Nuclear Materials Safety  
U.S. Nuclear Regulatory Commission - Region I  
2100 Renaissance Boulevard  
Suite 100  
King of Prussia, PA 19406

**Canberra Industries, Inc.** 03008362 03036154  
**Materials License Numbers 06-15099-01 and 06-15099-03E**  
**Request for Written Consent to Indirect Transfer of Control of License**

Dear Mr. Trapp:

In accordance with 10 CFR §§ 30.34(b) and 70.36, Canberra Industries, Inc. ("Canberra U.S.") and Mirion Technologies, Inc. ("Mirion") hereby jointly request the consent of the Nuclear Regulatory Commission ("NRC") to the indirect transfer of control of Materials License Numbers 06-15099-01 and 06-15099-03E from AREVA Inc. ("AREVA") to Mirion in conjunction with the purchase and sale of the shares of Canberra U.S. from AREVA by Mirion.

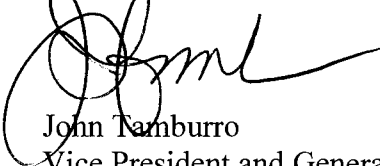
Enclosure 1 to this letter provides the information required to be provided to the NRC for an indirect transfer of control of a license under 10 CFR §§ 30.34(b) and 70.36, as well as information responsive to the guidance provided in NUREG 1556, Volume 15, *Consolidated Guidance about Material Licenses – Guidance About Changes of Control and About Bankruptcy Involving Byproduct, Source or Special Nuclear Materials Licenses*.

The parties have signed a share purchase agreement and intend to close the purchase and sale of the shares of Canberra U.S. from AREVA by Mirion on or before June 30, 2016. Accordingly, Canberra U.S. and Mirion respectfully request that the NRC issue its written consent as expeditiously as possible, but in any event, on or before June 23, 2016.

Mr. Trapp  
April 7, 2016  
Page Two

If you have any questions regarding this matter, please contact me at 203-639-2187 or  
john.tamburro@canberra.com.

Sincerely,



John Tamburro  
Vice President and General Counsel

Mirion Technologies, Inc.

By: \_\_\_\_\_

Its: \_\_\_\_\_

Copy to:  
Brett Klukan, Esq.  
Regional Counsel  
U.S. Nuclear Regulatory Commission - Region I

Enclosures: As stated

Mr. Trapp  
April 7, 2016  
Page Two

If you have any questions regarding this matter, please contact me at 203-639-2187 or [john.tamburro@canberra.com](mailto:john.tamburro@canberra.com).

Sincerely,

John Tamburro  
Vice President and General Counsel

Mirion Technologies, Inc.

By: 

Its: EVP & General Counsel

Copy to:  
Brett Klukan, Esq.  
Regional Counsel  
U.S. Nuclear Regulatory Commission - Region I

Enclosures: As stated

**REQUEST FOR NRC CONSENT TO THE INDIRECT TRANSFER OF  
CONTROL OF MATERIALS LICENSE NUMBERS 06-15099-01 and  
06-15099-03E FROM AREVA INC. TO MIRION TECHNOLOGIES, INC.**

April 7, 2016

## I. INTRODUCTION

This application requests written consent from the U.S. Nuclear Regulatory Commission (“NRC”), pursuant to 10 CFR §§ 30.34(b) and 70.36, for the indirect transfer of control over NRC Materials License Numbers 06-15099-01 and 06-15099-03E (the “Licenses”) currently held by Canberra Industries Inc. (“Canberra U.S.”).<sup>1</sup> Canberra U.S. is a corporation organized under the laws of Delaware, having its principal place of business at 800 Research Parkway, Meriden, Connecticut. Canberra U.S. is currently a wholly-owned subsidiary of AREVA Inc. (“AREVA”) which is owned by AREVA NP (SA), which is in turn owned by AREVA (SA).<sup>2</sup>

Canberra U.S. is the world’s leading provider of nuclear measurement solutions, providing nuclear detection, measurement, analysis and monitoring products, systems and services that enable its customers to meet critical safety, security and environmental requirements and regulations. Canberra U.S. offers its wide range of products and systems to customers including nuclear power plants, fuel cycle facilities, decommissioning and dismantling contractors, laboratories, as well as military, security and safeguards organizations.<sup>3</sup> Canberra U.S.’s nuclear measurement products and services have been critical in supporting the safe operation of nuclear facilities.

As described in this request, AREVA, AREVA NC (SA) (which is owned by AREVA (SA)), and Mirion Technologies, Inc. (“Mirion”) have entered into a stock purchase agreement under which Mirion will, through itself or through a subsidiary(-ies) or affiliate(s) formed or yet to be formed, purchase 100% of the outstanding shares of Canberra U.S. and Canberra France. As a result, there will be an indirect transfer of control of the Licenses upon the acquisition and transfer of the shares of Canberra U.S. Mirion is an international organization operating globally with headquarters in San Ramon, California and is a portfolio company of Charterhouse Capital Partners LLP (“Charterhouse”), a U.K. private-equity firm. Mirion is a worldwide supplier of detectors and instruments for monitoring, measurement and analysis of ionizing radiation, and monitoring products and services for the civilian and military nuclear, defense, research and healthcare markets.

For the reasons described below, the indirect transfer of control of the Licenses is consistent with the applicable provisions of the Atomic Energy Act of 1954, as amended, and NRC regulations. In addition, the proposed transfers are not inimical to public health

---

<sup>1</sup> The original Canberra Industries, Inc. changed its name to Packard BioScience Company in 1997. Canberra Industries (no INC.) became a division of Packard BioScience Company at that time. Compagnie Générale des Matières Nucléaires (“COGEMA”), which later became AREVA NC SA, bought the assets of the Canberra Industries division from Packard on February 27, 2001. The current Canberra Industries, Inc. was incorporated at that time

<sup>2</sup> As further described below, Canberra U.S. is a sister company of Canberra France SAS (“Canberra France”). Canberra U.S. and Canberra France are each indirectly wholly owned by AREVA (SA). As a result of the anticipated transaction, Mirion will, through itself or through a subsidiary(-ies) or affiliates formed or yet to be formed prior to the contemplated transaction, acquire a 100% interest in Canberra U.S. and Canberra France. Only Canberra U.S. holds NRC licenses, and therefore NRC jurisdiction reaches only to the acquisition by Mirion of control over the Licenses held by Canberra U.S.

<sup>3</sup> A description of Canberra U.S.’s business and product line is available at [www.canberra.com](http://www.canberra.com).

and safety or the common defense and security of the United States. Accordingly Canberra U.S. and Mirion respectfully request, pursuant to 10 CFR §§ 30.34(b) and 70.36, that the NRC grant its consent, in writing, to the proposed indirect transfer of control of the Licenses.

It is the intention of the parties to close on the purchase and sale of the stock of Canberra U.S. on or before June 30, 2016. Accordingly, Canberra U.S. and Mirion respectfully request that the NRC issue its written consent as expeditiously as possible, but in any event, on or before June 23, 2016.

## **II. INFORMATION PROVIDED IN ACCORDANCE WITH 10 CFR §§ 30.34(b) and 70.36**

### ***1. Mirion***

Mirion has a well-established history in the nuclear measuring industry, providing innovative solutions in radiation protection. Mirion has evolved from more than fifty years of acquisitions and integrations of companies in the nuclear measuring industry. Mirion's headquarters are in San Ramon, California, yet its operations span the globe. Mirion has been controlled since 2015 by Charterhouse, one of the longest established private equity firms operating in Europe. Charterhouse is owned and led by an investment team of twenty executives. Charterhouse has acquired twenty-seven companies since 2006 and successfully supported many investments that have recorded lasting growth, both in terms of organic and external growth.

A central component of the Charterhouse investment strategy is to support the management team in place at its investments. Charterhouse does not seek to impose its strategy on its investments but instead endeavors to understand the strategy of the management team in place in order to support them in their decisions. Charterhouse does not interfere with management teams in the implementation of the jointly agreed strategies nor does it play a role in the day-to-day management of the companies it acquires.

### ***2. Technical Qualifications***

Information on the identity of Mirion is provided in Section II(1) above. Mirion maintains extensive knowledge of, and experience in, the nuclear industry sector. Mirion is organized into five divisions: (1) Radiation Monitoring Systems Division; (2) Sensing Systems Division; (3) Health Physics Division; (4) Dosimetry Services Division; and (5) Imaging Systems Division. Mirion has a global infrastructure and employs nearly 1,000 people on 11 production sites in Europe and North America. Mirion's international presence has allowed it to develop strong relationships with the nuclear reactor designers and operators. Mirion has a broad customer portfolio in the nuclear, healthcare, industrial and internal security and defense sectors. The acquisition of Canberra U.S. will be advantageous for both Canberra U.S. and Mirion given the highly complementary activities and products offered by both Mirion and Canberra U.S.

Canberra U.S. is currently technically qualified to conduct the licensed activities under the Licenses. There will be no change in the management or technical personnel

responsible for licensed activities as a result of the proposed transaction. Following the transaction, Mirion certifies that it will assure that Canberra U.S. continues to have sufficient funding to permit it to abide by all terms of the Licenses and all Licensee obligations to the NRC.

### **3. Financial Qualifications**

As described in Section I above, Mirion is a portfolio company of Charterhouse, an independent private equity firm based in the U.K. Charterhouse has completed 140 transactions worth an aggregate in excess of €50 billion in value.

Mirion's considerable experience in the nuclear industry sector and support offered by Charterhouse will give the combined organization the means to grow and become one of the leaders in the radioactivity measurement and detection sector. The proposed acquisition will be financed by Mirion, through its own funding, and through external financing sources. Mirion will assure that Canberra U.S. will have the capital necessary to continue to meet all License conditions and Licensee obligations to the NRC and pledges that Canberra U.S. will continue to abide by all License conditions and all Licensee obligations to the NRC.

### **III. INFORMATION SUBMITTED IN ACCORDANCE WITH NUREG-1556, VOL. 15 (NOVEMBER 2000) CONSOLIDATED GUIDANCE ABOUT MATERIALS LICENSES-GUIDANCE ABOUT CHANGES OF CONTROL AND ABOUT BANKRUPTCY INVOLVING BYPRODUCT, SOURCE OR SPECIAL NUCLEAR MATERIALS LICENSES**

The following information is submitted in accordance with the guidance in NUREG-1556, Vol. 15 (November 2000), *Consolidated Guidance about Material Licenses – Guidance About Changes of Control and About Bankruptcy Involving Byproduct, Source or Special Nuclear Materials Licenses* and in response to the questions in NUREG-1556, Vol. 15 Appendix F.

#### **1. Provide a complete description of the transaction (transfer of stocks or assets, or merger).**

The acquisition of Canberra U.S. is part of a global transaction in which Mirion will, through itself or through a subsidiary(-ies) or affiliate(s) formed or yet to be formed, acquire AREVA's interests in Canberra U.S. and AREVA NC (SA)'s interests in Canberra France. Subject to further review and analysis, it is intended that Canberra U.S. and Canberra France will remain stand-alone entities and direct or indirect subsidiaries of Mirion's indirect parent, Mirion Technologies (Global), Ltd, as a result of this transaction. It is not envisaged that either Canberra U.S. or Canberra France will be merged within the Mirion entities. An organizational chart of the post-acquisition corporate structure, subject to further review and adjustment, is set forth in the attached Exhibit A.

As illustrated in Exhibit A, it is envisioned that following the closing of the transaction, Canberra U.S. and Canberra France will continue their separate corporate existences as indirect subsidiaries of Mirion Technologies (Global) Ltd. Canberra U.S., as the licensed organization, will retain its name, location and contract information that

has previously been provided to the NRC. Canberra U.S. will remain as the holder of the Licenses. Canberra will operate as a subsidiary of Mirion in the same manner that it has operated as a wholly-owned subsidiary of AREVA.

***2. Describe any changes in personnel having control over licensed activities.***

There are no planned changes in personnel or duties associated with the proposed transaction. Senior executives and managers of Canberra U.S. will not change as a result of the proposed transaction. The qualifications, responsibilities and authorities for managerial positions that have principal responsibilities important to the licensed activities and environmental, health, safety, safeguards, security and quality will not change as a result of the proposed change in stock ownership. There will be no change in the personnel named in the Licenses, radiation safety officers, authorized users or any other person identified in previous license applications as responsible for radiation safety or use of licensed material as a result of the proposed transaction.

Mirion holds Canberra U.S.'s management, along with its employees, in high regard, viewing them as key components to a successful transaction. The employment agreements that may exist between personnel and Canberra U.S. will not be impacted or otherwise amended as a result of the transaction. Charterhouse, as the ultimate owner of Mirion, will not interfere with Canberra U.S.'s management teams nor will Charterhouse play a role in the day-to-day management of Canberra U.S..

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

There are no planned changes in the organization, location, facility, equipment or procedures associated with the Licenses. There will be no changes in the use, possession, location or storage of the licensed materials made in connection with the transaction. The NRC licensed activities will be the same before and after the transfer. The proposed transaction will not have any adverse impact on the public health and safety or be inimical to the common defense and security. No amendment to the Licenses will be necessary as a result of the proposed transaction.

***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.***

There are no changes anticipated in the status of surveillance items and records associated with the Licenses and the surveillance program will continue to be maintained in the same fashion without regard to the change in stock ownership. All licensed activities will continue without interruption from and after the time of the closing of the proposed stock sale.

***5. Confirmation that all records concerning the safe and effective decommissioning of the facility will be transferred to the transferee.***

All records concerning the safe and effective decommissioning will continue to be maintained in the same manner as they have been prior to the closing of the proposed transaction. After the transaction, Canberra U.S. will continue to maintain decommissioning plans and comply with all financial assurance requirements. Mirion



agrees to assume the full responsibility and liability for the decommissioning of both the Connecticut site and the Tennessee site relating to the Licenses, including any contaminated facilities and equipment.

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

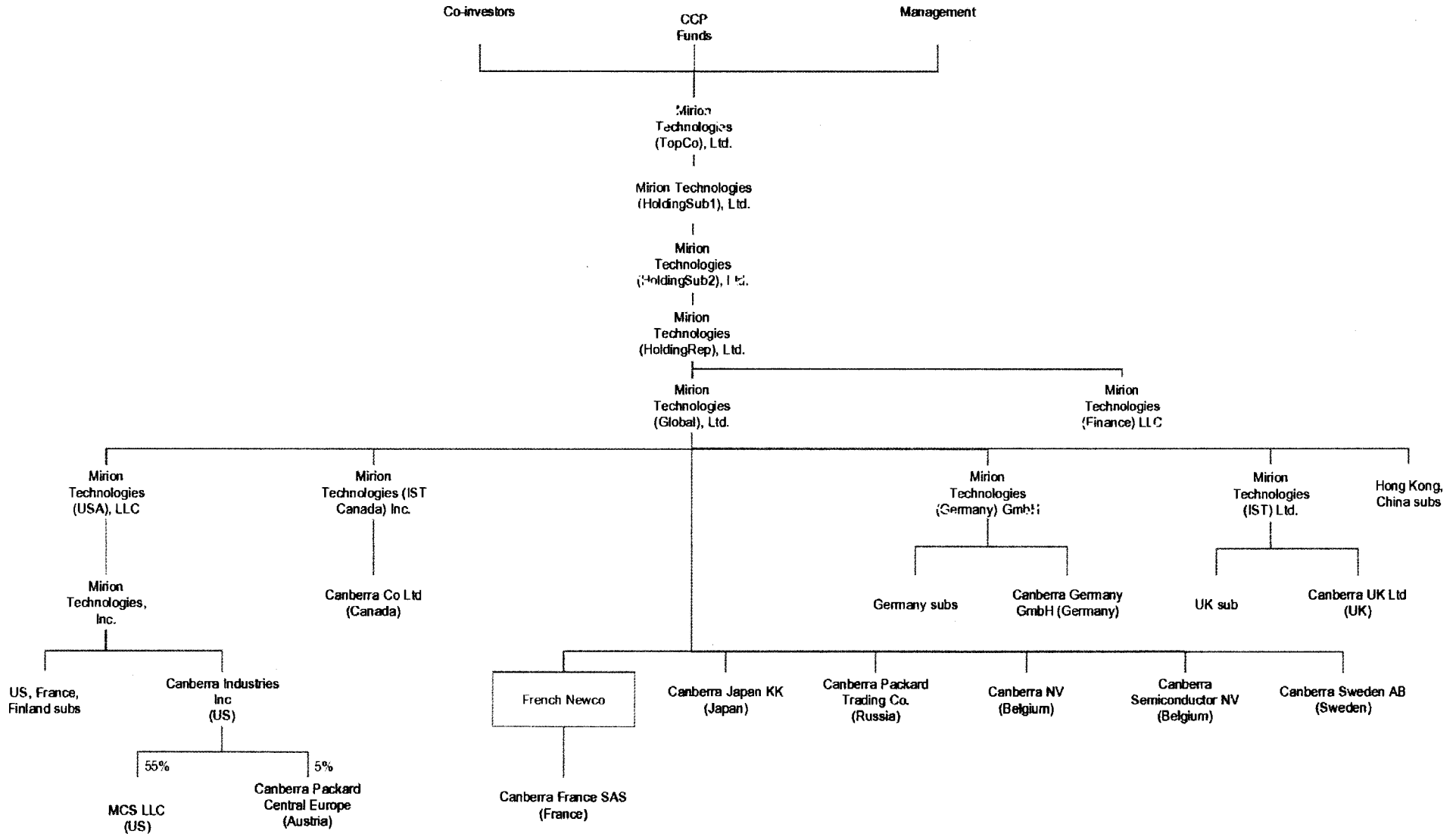
Mirion will, by its officer's signature on this request, agree to abide by all constraints, conditions, requirements, representation and commitments previously made by Canberra U.S. to the NRC in relation to its ownership of Canberra U.S. and the corresponding Licenses.

**III. CONCLUSION**

For the reasons stated above, Canberra U.S. and Mirion respectfully request that the NRC grant its written consent to the indirect transfer of control of the above-referenced Licenses pursuant to 10 CFR §§ 30.34(b) and 70.36.

# EXHIBIT A

## Preliminary Post Acquisition Corporate Structure



This is to acknowledge the receipt of your letter/application dated

04/07/2016, and to inform you that the initial processing which includes an administrative review has been performed.

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 590643/590645  
When calling to inquire about this action, please refer to this control number.  
You may call us on (610) 337-5398, or 337-5260.

NRC FORM 532 (RI)  
(6-96)

Sincerely,  
Licensing Assistance Team Leader.