



UNITED STATES
NUCLEAR REGULATORY COMMISSION
REGION I
2100 RENAISSANCE BLVD.
KING OF PRUSSIA, PA 19406-2713

October 7, 2019

L. Joe Boyer, Chief Executive Officer
Atlas Technical Consultants Holdings GP LLC
ATC Group Services, LLC
13215 Bee Cave Parkway
Building A, Suite 260
Austin, TX 78738

SUBJECT: ATC ASSOCIATES, INC. AND ATC GROUP SERVICES, LLC, CONSENT TO PROPOSED TRANSFER, MAIL CONTROL NOS. 613853 AND 613854

Dear MR. Boyer:

By the letter dated August 13, 2019, Atlas Technical Consultants Holdings LP requested written consent by the U.S. Nuclear Regulatory Commission (NRC) to a proposed indirect transfer of control of the ATC Associates, Inc. NRC Materials License No. 19-19822-01 and Atlas Group Services LLC NRC Materials License No. 29-30863-01 to Boxwood Merger Corporation (Boxwood), a publicly traded company. Based on the information you provided, we understand that Boxwood will acquire a majority ownership through the purchase of equity shares from Atlas TC Holdings LLC (Atlas), a newly-created intermediate parent company, and Atlas will become a minority owner. We understand that this transfer will not result in any change to the location of use, materials, persons using licensed material, or persons responsible for radiation safety at the licensed facilities. ATC Associates, Inc. and Atlas Group Services LLC will continue to hold the NRC licenses.

Based on the above understandings, as more fully detailed in the enclosed NRC staff's Safety Evaluation Report, which documents the NRC staff's safety review of the request, the NRC consents to the proposed transfer. Please note that you will need to notify us promptly, in writing, after the transaction has been finalized and include a signed copy of the sale agreement confirming completion of the transaction. Please notify the NRC in writing, if this planned sale has not been consummated within 30 days of the expected transaction date, which is expected to occur on September 23, 2019, or this consent may be deemed null and void. If you have any questions regarding this letter, please contact Betsy Ullrich at (610) 337-5040 or by electronic mail to Elizabeth.Ullrich@nrc.gov.

Future changes in the license's name, licensed use, licensed materials, licensed locations, or persons responsible for licensed material require submission of a request to amend the license. NRC approval must be received prior to implementation of the proposed change.

An environmental assessment for this action was not required because this action is categorically excluded under 10 CFR 51.22(c)(21).

In accordance with 10 CFR 2.390 of the NRC's "Rules of Practice," a copy of this letter and its enclosure will be available electronically for public inspection in the NRC Public Document Room or from the NRC's document system (ADAMS). ADAMS is accessible from the NRC Web Site at: <http://www.nrc.gov/reading-rm/adams.html>.

Thank you for your cooperation in this matter.

Sincerely,

A handwritten signature in cursive script, appearing to read "Betsy Ullrich".

Betsy Ullrich, Senior Health Physicist
Commercial, Industrial, R&D
and Academic Branch
Division of Nuclear Materials Safety
Region I

License No. 19-19822-01 and 29-30863-01
Docket No. 030-19282 and 030-36466
Mail Control No. 613853 and 613854

cc: Dennis Raver, Radiation Safety Officer
Robert S. Hawthorne, Jr., Radiation Safety Officer

Enclosure:
Safety Evaluation Report

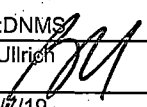
ATC ASSOCIATES, INC. AND ATC GROUP SERVICES, LLC, CONSENT TO PROPOSED TRANSFER, MAIL CONTROL NOS. 613853 AND 613854 DATED OCTOBER 7, 2019

DOCUMENT NAME: G:\WBL Documents\WBL License Cover Letter\L19-19882-01.613853.29-30863-01.613854.docx

SUNSI Review Complete: Betsy Ullrich

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