



UNITED STATES
NUCLEAR REGULATORY COMMISSION
WASHINGTON, D.C. 20555-0001

September 21, 2021

Adrian Wolff, Corporate Counsel
Mirion Technologies (Canberra), Inc.
800 Research Parkway
Meriden, CT 06450

SUBJECT: MIRION TECHNOLOGIES (CANBERRA), INC., CONSENT TO PROPOSED
TRANSFER, MAIL CONTROL NO. 627304

Dear Wolff:

By the letter dated June 29, 2021 (Agencywide Documents Access and Management System (ADAMS) Accession Number ML21200A144), Mirion Technologies (Canberra), Inc. (Mirion (Canberra)). Mirion (Canberra) and its parent company, Mirion Technologies, Inc (Mirion) requested written consent by the U.S. Nuclear Regulatory Commission (NRC) to a proposed indirect transfer of control of NRC Materials License No. 06-15099-03E. In accordance with Section 184 of the Atomic Energy Act of 1954, as amended (AEA), and Title 10 of the *Code of Federal Regulations* (10 CFR) 30.34, the NRC consents to the transfer.

Mirion (Canberra) is authorized by the NRC for the possession and use of byproduct material under Part 30 and for the distribution of ionizing radiation measuring instruments and check sources under Part 32. By the letter dated June 29, 2021, Mirion (Canberra) requested written consent to the indirect transfer of control of its license from the NRC. Because the license was issued under 10 CFR Part 32, "Specific Domestic Licenses To Manufacture Or Transfer Certain Items Containing Byproduct Material," the NRC must find that the transfer is in accordance with the provisions of the AEA and, if so, must give its consent in writing prior to the transfer, in accordance with Section 184 of the AEA and 10 CFR 30.34(b). Additionally, the NRC staff reviewed the indirect transfer of control request using the guidance in NUREG-1556, Volume 15, Revision 1, "Consolidated Guidance About Materials Licenses – Guidance About Changes of Control and About Bankruptcy Involving Byproduct, Source, or Special Nuclear Materials Licenses," dated June 2016.

10 CFR 30.34(b) states:

- (1) No license issued or granted pursuant to the regulations in [parts 30] through 36, and 39 nor any right under a license shall be transferred, assigned or in any manner disposed of, either voluntarily or involuntarily, directly or indirectly, through transfer of control of any license to any person, unless the Commission shall, after securing full information, find that the transfer is in accordance with the provisions of the Act and shall give its consent in writing.
- (2) An application for transfer of license must include:
 - (i) The identity, technical and financial qualifications of the proposed transferee; and

- (ii) Financial assurance for decommissioning information required by [10 CFR] 30.35.

As described in ADAMS package accession number ML21200A143, the indirect transfer will result from Mirion (Canberra)'s ultimate parent company, Mirion Technologies (TopCo), Ltd becoming a subsidiary of GS Acquisition Holdings Corp II (GSAH). Based on the information you provided, we understand that Mirion will become a publicly-traded company. The NRC staff finds that the licensee request adequately provides a complete and clear description of the proposed transaction, consistent with 10 CFR 30.34(b) and Chapter 5 and Appendix E of NUREG-1556, Vol. 15, Rev. 1. The sufficiency of the description is evaluated below.

The request for an indirect transfer of ownership was posted for public comment on the NRC Web site for 30 days in accordance with 10 CFR Part 2, Subpart M and as described in NRC's Regulatory Issue Summary 2014-08, Revision 1. No comments were received from members of the public.

Mirion (Canberra) is not required to have financial assurance for decommissioning because of the types and amount of material authorized in its license. The NRC staff finds that the licensee's request adequately provided information for financial assurance for decommissioning, consistent with 10 CFR 30.34(b) and Chapter 5 and Appendix E of NUREG-1556, Vol. 15, Rev. 1.

Further, the NRC conducted an inspection of Mirion (Canberra) on April 21 and May 20, 2021, at 800 Research Parkway, Meriden, CT. The NRC identified a Severity Level IV violation and a Non-Cited violation of security requirements.

Additionally, as described in its request, Mirion (Canberra) commits that it:

- A. Will maintain records important to decommissioning;
- B. Will continue to abide by all the constraints, conditions, requirements, representations and commitments of the current license.

Based on these commitments, the NRC staff finds that the licensee request adequately documents the constraints, license conditions, requirements, representations, and commitments made by the transferee, consistent with 10 CFR 30.34(b) and Chapter 5 and Appendix E of NUREG-1556, Vol. 15, Rev. 1.

GSAH is a special purpose acquisition company established in 2018. It is registered in Delaware and has an office in New York, NY. As part of the request for written consent to the transfer of control, the NRC staff virtually met, because of the ongoing Covid-19 Public Health Emergency, with the Chief Executive Officer (CEO) of GSAH. During this meeting, the CEO of GSAH provided additional information regarding GSAH and its acquisition of Mirion Technologies (TopCo), Ltd. Based on the submissions of Mirion and the virtual meeting with the CEO of GSAH, the NRC has reasonable assurance that the licensed material and licensed activities will be used for its intended purpose and not for malevolent use.

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

The staff has reviewed the request for indirect transfer of control of License No. 06-15099-03E. The NRC staff finds that the indirect transfer of control is in accordance with Section 184 of the

AEA and 10 CFR 30.34(b) and consents to the 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 sales agreement confirming completion of the transaction. If this planned sale has not been consummated within 30 days of the date of this letter, please notify us in writing.

Future changes in the licensee's name, licensed use, licensed materials, licensed location, persons responsible for licensed material, or other changes to the corporate organizational structure require submission of a request to amend the license or a request to transfer the license. NRC approval must be received prior to implementation of any such proposed change.

In accordance with 10 CFR 2.390, a copy of this letter will be available electronically for public inspection in the NRC Public Document Room or from the Publicly Available Records component of NRC's ADAMS. ADAMS is accessible from the NRC Web site at <https://www.nrc.gov/reading-rm/adams.html>. If you have any questions regarding this letter, please contact Shirley Xu at 301-415-7640 or via electronic mail at Shirley.xu@nrc.gov.

Sincerely,

Materials Safety and Tribal Liaison Branch
Division of Materials Safety, Security, State,
and Tribal Program
Office of Nuclear Material Safety
and Safeguards

Docket No. 030-36154
Mail Control No. 627304

Enclosure:
License No. 06-15099-03E

SUBJECT: MIRION TECHNOLOGIES (CANBERRA), INC., CONSENT TO PROPOSED TRANSFER, MAIL CONTROL NO. 627304

DATE: September 21, 2021

ADAMS Accession Number: ML21200A143

OFFICE	MSST/MSTB	OGC/NLO	MSST/MSTB	MSST/MSTB
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DATE	09/16/2021	9/17/2021	9/20/2021	9/21/2021

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