



October 25, 2021

VIA Electronic Mail

Materials Licensing Branch
U.S. Nuclear Regulatory Commission, Region III
2443 Warrenville Rd., Suite 210
Lisle, IL 60532-4352

SUBJECT: Notification of Internal Reorganization
License No. 13-17732-01 (Docket No. 030-13245)
License No. 21-32807-01 (Docket No. 030-38345)
License No. 24-35467-01 (Docket No. 030-39089)

Atlas Technical Consultants, Inc. (“Atlas Inc.”), on behalf of itself and its wholly-owned subsidiaries, Atlas Technical Consultants LLC (“Atlas LLC”), and ATC Group Services, LLC (the “Licensee”), hereby provides notice of a planned internal reorganization that would involve transferring the above-captioned U.S. Nuclear Regulatory Commission (“NRC”) licenses (the “Licenses”) and all corresponding licensed activities from the current Licensee into Atlas LLC, which is an indirect, intermediate parent company of the current Licensee. As noted, both Atlas LLC and the current Licensee are wholly-owned subsidiaries of Atlas Inc.

Atlas Inc. and its subsidiaries provide professional testing, inspection, engineering and consulting services from more than 100 locations nationwide, to both public and private sector clients in the transportation, commercial, water, government, education and industrial markets.

Atlas Inc. is undertaking a reorganization to streamline its corporate structure, by consolidating various different licenses and licensed activities, including the current Licenses, into Atlas LLC. Under the planned reorganization, currently slated for January 1, 2022, all employees, the Licenses and corresponding licensed activities will be transferred from the current Licensee to its indirect, intermediate parent company Atlas LLC. Attachment 1 presents a simplified organizational chart describing the reorganization. Atlas LLC will hold the Licenses after the reorganization, but will continue to remain owned and managed by Atlas Inc. Therefore, ultimate control over the Licenses will remain unchanged as a result of the reorganization.

The internal reorganization will not impact control over licensed activities, or the personnel involved in licensed activities, as they will now be employees of Atlas LLC where the Licenses and licensed activities will be held. Post-reorganization the day-to-day operations under the Licenses will remain unchanged. Atlas LLC will conduct the same operations under the Licenses at the same locations, using the same materials, facilities, procedures, and Radiation Safety Officers as before, but the licensee’s name will change to “Atlas Technical Consultants LLC”.

The NRC has recently reviewed similar corporate streamlining activities undertaken by subsidiaries of Atlas Inc. as part of the same general plan of reorganization. The NRC has determined that such activities *do not* constitute transfers of control, because ultimate control is unchanged and the personnel, locations, and equipment involved in licensed activities remain unchanged.¹

¹ See Correspondence between NRC and Atlas, Inc. Nuclear Regulatory Counsel on Prior Atlas Affiliate Reorganization (last exchange on June 18, 2020), <https://adamswebsearch2.nrc.gov/webSearch2/main.jsp?AccessionNumber=ML20184A136>.

Atlas Inc., Atlas LLC, and the current Licensee therefore do not consider the above-described reorganization to be a change of control requiring prior review and approval. **Should you believe approval is required for the change, please consider this submission to be a request for approval for the change of control. Otherwise, we will notify you when the change has occurred in order to request the name change amendment to the Licenses.**

To assist in the agency's review of the reorganization, Attachment 2 presents the information generally required by the NRC for transfer of control applications under its guidance in NUREG-1556, Chapter 5 and Appendix E. The attachment provides more information about the above-described transaction.

If you have any questions or comments pertaining to this notification, please contact Atlas's counsel for nuclear regulatory matters, Amy Roma, at Hogan Lovells US LLP (202-637-6831, amy.roma@hoganlovells.com).

Enclosures: Attachment 1, Simplified Organizational Chart Describing the Reorganization
 Attachment 2, NUREG-1556, Chapter 5 (Change of Control) and Appendix E
 (Information Needed for Transfer of Control Application)

cc: Licensee's Radiation Safety Officer

I declare under penalty of perjury under the laws of the United States of America that to the best of my knowledge the information contained in the above notification is true and correct.

Executed on October 25, 2021

A handwritten signature in blue ink, appearing to read "L. Joe Boyer", written over a horizontal line.

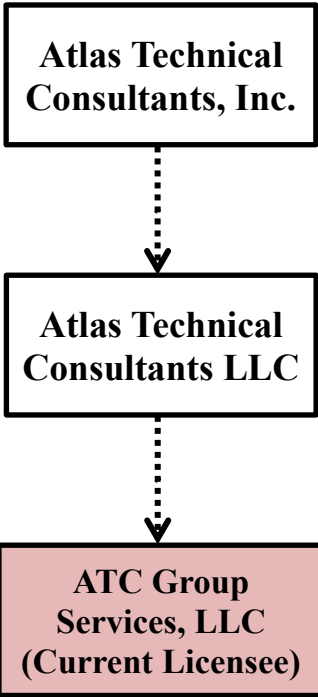
L. Joe Boyer
Chief Executive Officer
Atlas Technical Consultants, Inc.
13215 Bee Cave Pkwy., Bldg. B, Ste. 230
Austin, TX 78738

Attachment 1

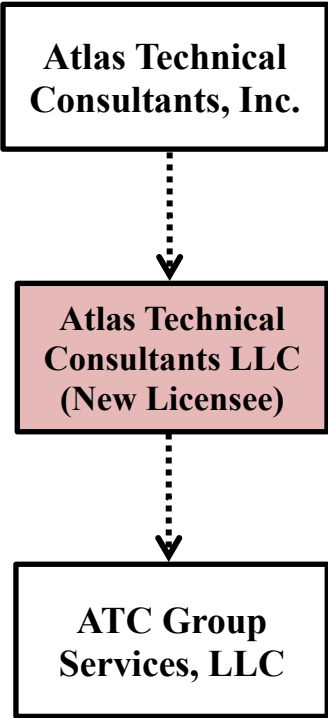
Simplified Organizational Chart Describing the Reorganization

Simplified Organizational Chart Describing the Reorganization

PRE-REORGANIZATION



POST-REORGANIZATION



.....> *Indirect ownership and control*

Attachment 2

**NUREG-1556, Chapter 5 (Change of Control) and Appendix E
(Information Needed for Transfer of Control Application)**

This information is submitted consistent with Chapter 5 (Change of Control) and Appendix E (Information Needed for Transfer of Control Application) of NUREG-1556, Vol. 15, Rev. 1, *Consolidated Guidance About Materials Licenses: Guidance About Changes of Control and About Bankruptcy Involving Byproduct, Source, or Special Nuclear Materials Licenses*.

1. Describe any planned changes in the organization, including but not limited to, transfer of stocks or assets and mergers, change in members on Board of Directors, etc. Provide the new licensee name, mailing address, and contact information, including phone numbers. Clearly identify when the amendment request is due to a name change only.

ATC Group Services, LLC (the “Licensee”) currently holds Radioactive Materials License Nos. **13-17732-01, 21-32807-01, and 24-35467-01** (the “Licenses”), regulated by the U.S. Nuclear Regulatory Commission (“NRC”).

Atlas Technical Consultants, Inc. (“Atlas Inc.”) and its subsidiaries provide professional testing, inspection, engineering and consulting services from more than 100 locations nationwide, to both public and private sector clients in the transportation, commercial, water, government, education and industrial markets.

Atlas Inc. is undertaking a reorganization to streamline its corporate structure, by consolidating various different licenses and licensed activities, including the current Licenses, into Atlas LLC. Under the planned reorganization, currently slated for January 1, 2022, all employees, the Licenses and corresponding licensed activities will be transferred from the current Licensee to its indirect, intermediate parent company Atlas LLC. Attachment 1 above presents a simplified organizational chart describing the reorganization. Atlas LLC will hold the Licenses after the reorganization, but will continue to remain owned and managed by Atlas Inc. Therefore, ultimate control over the Licenses will remain unchanged as a result of the reorganization.

The internal reorganization will not impact control over licensed activities, or the personnel involved in licensed activities, as they will now be employees of Atlas LLC where the Licenses and licensed activities will now be held. Post-reorganization the day-to-day operations under the Licenses will remain unchanged. Atlas LLC will conduct the same operations under the Licenses at the same locations, using the same materials, facilities, policies, procedures, and Radiation Safety Officers as before, but the licensee will become “Atlas Technical Consultants LLC”. Atlas LLC will promptly notify the NRC upon the conclusion of the reorganization so that amended Licenses can be issued with the updated name.

2. Describe any changes in personnel or duties that relate to the licensed programs. Include training and experience for new personnel and any changes in the training program.

There are no planned changes in personnel or duties that relate to the licensed programs.

3. Describe any changes in the location, facilities, equipment, radiation safety programs, use, possession, waste management, or other procedures that relate to the licensed program.

There are no such changes planned in connection with the internal reorganization.

4. Describe the status of the licensees’ facilities, equipment, and radiation safety program, including any known contamination and whether decontamination will occur

prior to transfer. Include the status of calibrations, leak tests, area surveys, wipe tests, training, quality control, and related records.

The status of the Licensee's regulated equipment and radiation safety programs will not change in connection with the internal reorganization. There is no known contamination. All calibrations, leak tests, area surveys, wipe tests, training, quality control, and related records are current.

5. If current decommissioning funding plans (DFP) will be changed as a result of the transfer, the revised DFP should be submitted. If other financial assurance documents will be changed as a result of the transfer, confirm that all financial assurance instruments associated with the license will be held in the transferee's name before the license is transferred, and as required by 10 CFR 30.35(f), the licensee must, within 30 days, submit financial instruments reflecting such changes.

DFP or financial assurance instruments are not required under the Licenses.

6. Confirm that all records concerning the safe and effective decommissioning of the facility will be transferred to the transferee or to the regulator, as appropriate. These records include documentation of surveys of ambient radiation levels and fixed and/or removable contamination, including methods and sensitivity.

Collectively, the Atlas companies confirm that such records will be transferred directly to Atlas LLC, that they are current, and that they will be current at the time of the transfer.

7. Confirm that both transferor and transferee agree to transferring control of the licensed material and activity, and the conditions of transfer, and that the transferee has been made aware of any open inspection items and its responsibility for possible resulting enforcement actions.

Collectively, the Atlas companies confirm that they have agreed to the internal reorganization. There are no open inspection items pertaining to the Licenses.

8. Confirm that the transferee will abide by all constraints, conditions, requirements, representations, and commitments of the transferor or that the transferee will submit a complete description of the proposed licensed program.

Collectively, the Atlas companies confirm that Atlas LLC will continue to abide by all constraints, conditions, requirements, representations and commitments identified in and attributed to the existing Licenses post-reorganization.

9. The transferee, in the case of fuel cycle facilities, shall provide documentation showing that it is financially qualified to conduct normal operations. The information can be in the form of income statements and balance sheet forecasts.

This question is not applicable for these Licenses.

From: [Kelly, Jason](#)
To: [Tomczak, Tammy](#)
Cc: [Pavon, Sandy](#); [Pavon, Martha](#)
Subject: FW: Transfer of Control Notice - Atlas Technical Consultants, Inc.
Date: Monday, October 25, 2021 1:20:24 PM
Attachments: [Atlas-ATC NRC Region III License Transfer Notice \(10-25-21\).pdf](#)

Tammy,

Good afternoon. Attached is an incoming notice of a possible transfer of control and/or apparent change of legal name for:

License No. 13-17732-01 (Docket No. 030-13245)

License No. 21-32807-01 (Docket No. 030-38345)

License No. 24-35467-01 (Docket No. 030-39089)

These requests will need to be assigned to a license reviewer for further evaluation and action as needed.

Jason M Kelly, MPH
Health Physicist
U.S. NRC Region III – DNMS MLB
Phone: (630) 829-9737
E-mail: Jason.Kelly@nrc.gov

From: Matsick, Rob <rob.matsick@hoganlovells.com>
Sent: Monday, October 25, 2021 12:31 PM
To: Kelly, Jason <Jason.Kelly@nrc.gov>; RidsRgn3MailCenter Resource <RidsRgn3MailCenter.Resource@nrc.gov>
Cc: Roma, Amy C. <amy.roma@hoganlovells.com>
Subject: [External_Sender] Transfer of Control Notice - Atlas Technical Consultants, Inc.

Dear Mr. Kelly and Region III:

Please find attached a transfer of control notice for the referenced licenses. Based on NRC precedent as stated in the notice, we do not believe that prior approval is required for the internal reorganization. However, if you disagree and believe approval is required, please consider the attached as a formal change of control request.

Please confirm receipt and let us know if you have any questions. Thank you for your attention to this matter.

Best regards,

Rob

Rob Matsick

Associate

Hogan Lovells US LLP

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Please consider the environment before printing this e-mail.

If you would like to know more about how we are managing the impact of the COVID-19 pandemic on our firm then take a look at our brief [Q&A](#). If you would like to know more about how to handle the COVID-19 issues facing your business then take a look at our [information hub](#).

About Hogan Lovells

Hogan Lovells is an international legal practice that includes Hogan Lovells US LLP and Hogan Lovells International LLP. For more information, see www.hoganlovells.com.

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