



November 12, 2021

CONFIDENTIAL

U.S. NRC Region III
2443 Warrenville Road
Suite 210
Lisle, IL 60532-4352

Re: **Application for Approval of Indirect Change of Control
NRC License No. 21-15281-02 (Docket No. 030-13918)**

To whom it may concern:

Pursuant to Section 184 of the Atomic Energy Act of 1954, as amended, and 10 C.F.R. § 30.34(b), Materials Testing Consultants, Inc. (“**MTC**”), on behalf of itself and MTC Holdings Corp. (“**MTC Holdings**”) (together with MTC, “**Applicants**”), hereby requests consent from the U.S. Nuclear Regulatory Commission (“**NRC**”) for the proposed indirect transfer of control of the following NRC license:

- Materials Testing Consultants, Inc., License No. 21-15281-02 (Docket No. 030-13918) (the “**License**”).

For pressing business reasons, including the pending consummation of the Transaction (as defined below), the Applicants request expedited review and consent to the Transaction by December 12, 2021 and prompt posting of this application to the NRC website for the 30-day comment period.

The indirect transfer of control would occur upon the closing (the “**Closing**”) of a planned business succession transaction (the “**Transaction**”) under which MTC Holdings, a Delaware corporation, would acquire a majority of the outstanding equity of MTC from its current owners, as described more fully in the enclosed Application. MTC Holdings, in turn, will be ultimately controlled by TMCH Platform Three, LLC (“**TMCH3**”), a Delaware limited liability company. Post-Closing, MTC would still hold the License, with no changes to the employees, equipment, facilities, personnel and procedures who are responsible for licensed activities. The only change related to licensed activities is that the License held by MTC would be majority-owned by MTC Holdings and ultimately by TMCH3 (although certain of the current MTC owners would retain a



minority ownership interest on Exhibit B). Exhibit A provides the license transfer application. Exhibit B presents a simplified pre- and post-Closing organizational chart.

Applicants expect the Transaction to close upon receipt of the NRC approval. MTC therefore respectfully requests the NRC's expedited review and written approval of this application by December 12, 2021 to support the Closing schedule. MTC further requests that the NRC promptly post this application to its website for the 30-day comment period.

If you have any questions or comments concerning the Transaction or this request, please do not hesitate to contact me at (616) 456-5469. Your prompt attention and response to this request is greatly appreciated.

Sincerely,
Materials Testing Consultants, Inc

By: _____

Name: Timothy J. Lautenbach

Title: Radiation Safety Officer



Exhibit A

License Transfer Application

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.

MTC is currently owned by four trusts as shown on Exhibit B, each with equal ownership interests in MTC. On August 15, 2021, MTC and MTC Holdings entered into an agreement, subject to certain conditions, that provides for the acquisition by MTC Holdings of all of the issued and outstanding stock of MTC, giving a controlling interest in MTC to MTC Holdings. At the closing, TMCH Platform Three, LLC (“**TMCH3**”) would acquire indirect control over MTC through its 83.33% ownership of Testing & Engineering Consultants, LLC, the sole owner of MTC Holdings.

The Transaction will not impact licensed activities under the License. Following the Closing, MTC will still hold the license, with no changes to the employees, equipment, facilities, personnel and procedures responsible for licensed activities. MTC will remain in business at the same addresses and with the same Radiation Safety Officer listed in License. For certain activities other than those relating to licensed activities, TMCH3 will have control of MTC Holdings. Day-to-day actions of TMCH3 will simply require approval by either Michael O’Neill or Erik Latterell, except that authority to control licensed activities will remain with the Radiation Safety Officer. Major decisions, such as acquisitions, recapitalization, or a sale of the company require supermajority approval of the investors in TMCH3. The remainder of the owners in TMCH3 would be passive investors who have no control over any of the activities of MTC, MTC Holdings, LLC, or TMCH3. Certain of the current owners of MTC plan to retain a minority ownership interest in MTC Holdings.

2. Describe any changes in personnel or duties that relate to the licensed program. 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 program, use, possession, waste management, or other procedures that relate to the licensed program.

There are no such changes planned in connection with the Transaction.

4. Describe the status of the licensee’s 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 MTC's licensed equipment and radiation safety programs will not change in connection with the Transaction. 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 License.

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

MTC Holdings and TMCH3 have confirmed all such records will remain with MTC, are current, and will be current at the time of the change of control.

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.

MTC, MTC Holdings, and TMCH3 have agreed to the change in control over the License. There are no open inspection items pertaining to the License.

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.

MTC, MTC Holdings, and TMCH3 will continue to abide by all constraints, conditions, requirements, representations, and commitments of MTC.

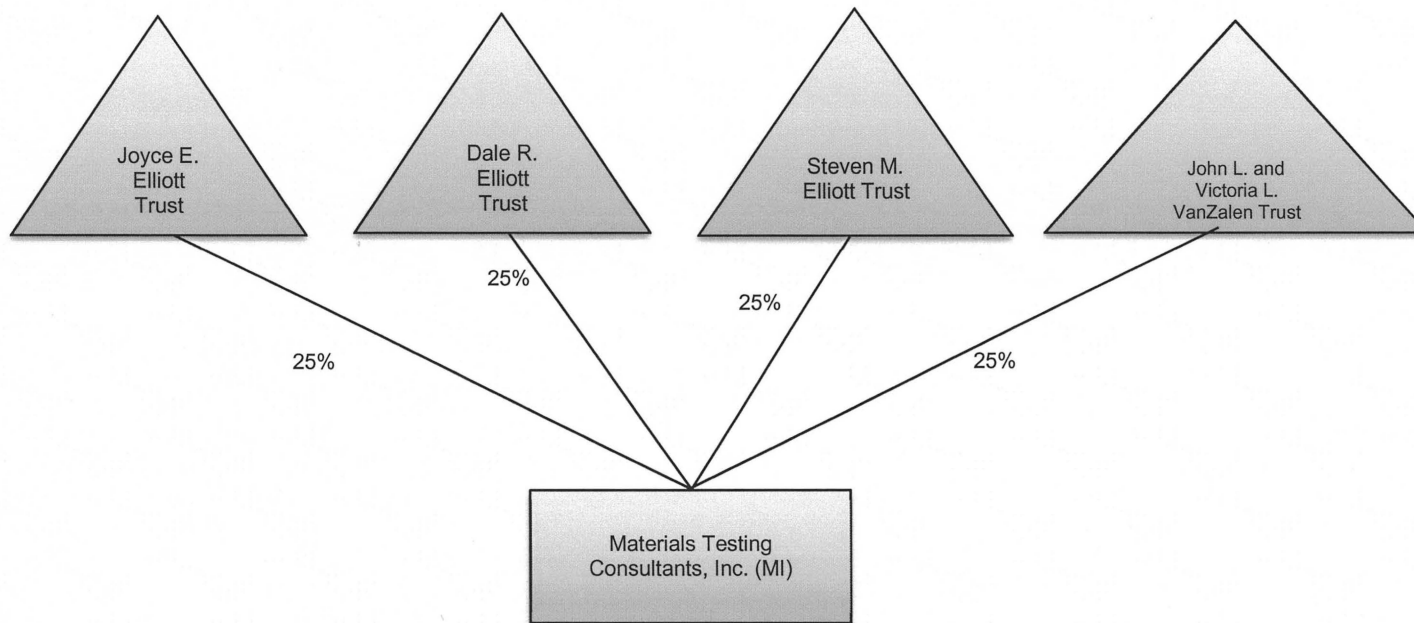
9. The transferee, in the case of fuel cycle facilities, shall provide documentation showing that it is financially qualified to conduct normal operations. The information can be in the form of income statements and balance sheet forecasts.

This question is not applicable for the License.



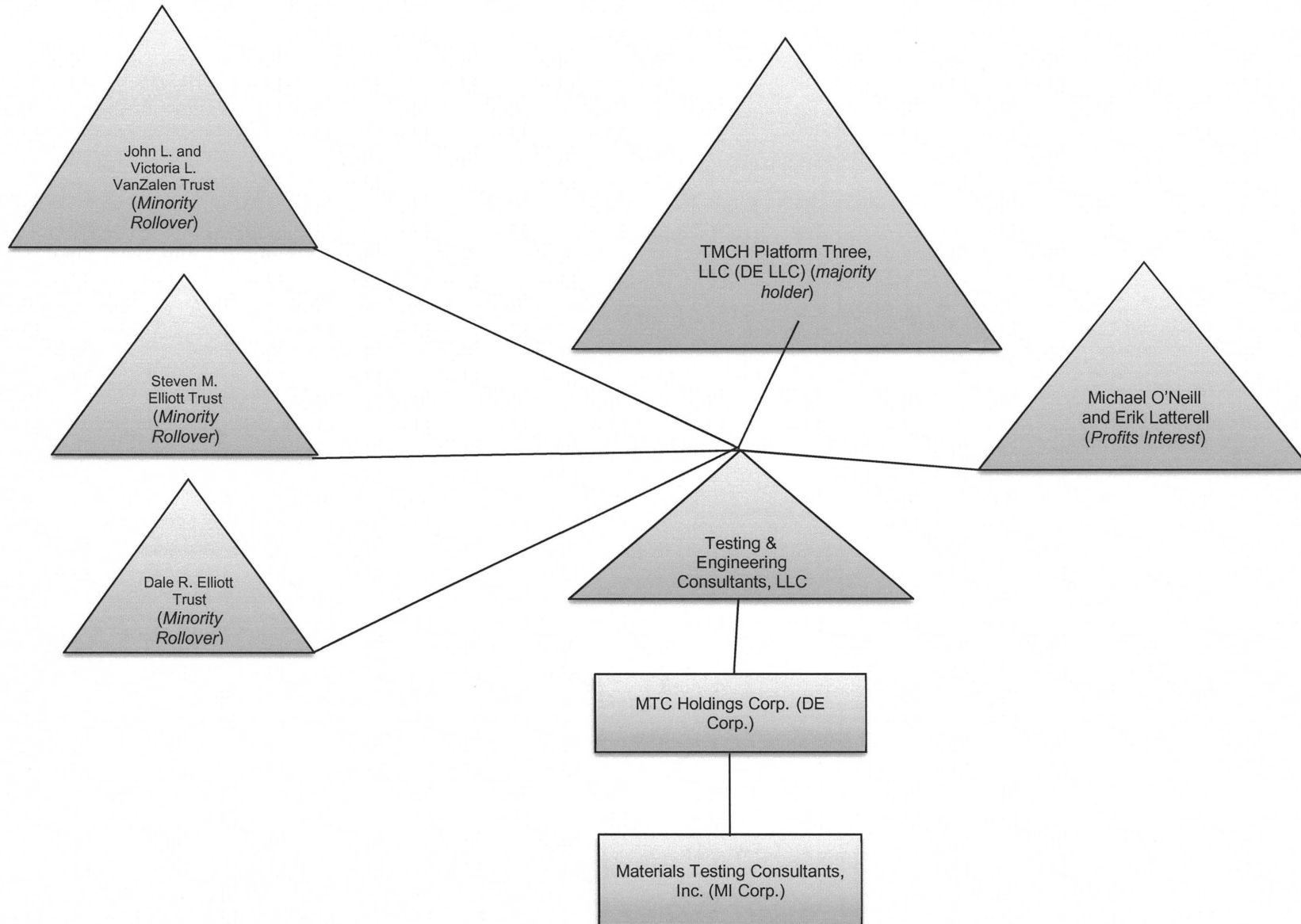
Exhibit B

MATERIAL TESTING CONSULTANTS, INC. ORGANIZATION CHART BEFORE THE TRANSACTION





MATERIALS TESTING CONSULTANTS, INC. ORGANIZATION CHART AFTER THE TRANSACTION



Pavon, Martha

From: Tomczak, Tammy
Sent: Monday, November 15, 2021 11:02 AM
To: Pavon, Sandy
Cc: Pavon, Martha
Subject: FW: Change of Control Amendment for Materials Testing Consultants (21-15281-02)
Attachments: MTC - NRC Consent_33610885v10.pdf

Good morning, Pavon sisters 😊

Can you please add the attached to ADAMS?

Thank you!!
Tammy

From: Orlikowski, Robert <Robert.Orlikowski@nrc.gov>
Sent: Monday, November 15, 2021 10:50 AM
To: Tomczak, Tammy <Tammy.Tomczak@nrc.gov>
Subject: FW: Change of Control Amendment for Materials Testing Consultants (21-15281-02)

Good morning Tammy,

Can you please process this in as a change of control request?

Thanks,

Bob

From: Sulaiman, Zahid <Zahid.Sulaiman@nrc.gov>
Sent: Friday, November 12, 2021 3:08 PM
To: Orlikowski, Robert <Robert.Orlikowski@nrc.gov>
Cc: Tim Lautenbach <tlautenbach@mtc-test.com>
Subject: FW: Change of Control Amendment for Materials Testing Consultants (21-15281-02)

Hi Bob,

Forwarding you the amendment request from Mr. Tim Lautenbach, RSO, Materials Testing Consultants. If need additional information, please contact Mr. Lautenbach.

Thanks
Zahid Sulaiman

From: Tim Lautenbach <tlautenbach@mtc-test.com>
Sent: Friday, November 12, 2021 3:01 PM
To: Sulaiman, Zahid <Zahid.Sulaiman@nrc.gov>
Subject: [External_Sender] Change of Control Amendment for Materials Testing Consultants (21-15281-02)

Zahid,

We have been assembling a letter for the NRC to amend our license for a change of control. From the guidance documents I see an amendment should be sent by mail, but I know on my last amendments I was instructed to send by email. If electronic submittal is permissible, could you please forward this to the right person to get this processed? My understanding is there is some urgency with ownership due to the 30-day public comment period so anything you can do to expedite receipt of this communication is appreciated.

Thank you,

Tim Lautenbach
MTC RSO



Timothy J. Lautenbach, P.E.
Materials Testing Consultants, Inc.
o: 616.456.5469
d: 616.608.1536
w: mtc-test.com

From: Sulaiman, Zahid Zahid.Sulaiman@nrc.gov
Sent: Wednesday, July 7, 2021 5:34 PM
To: Tim Lautenbach tlautenbach@mtc-test.com
Subject: NRC Safety and Compliance Inspection Report - Materials Testing Consultants

Attached is the NRC Form 591M Part 1, Safety and Compliance Inspection report for the routine inspection that was conducted remotely on June 22, 2021. There was no findings and it was a clear inspection. In accordance with Title 10 of the Code of Federal Regulations 2.390 of the NRC's "Rules of Practice," a copy of the inspection report will be available electronically in the NRC's Public Document Room or from the NRC's Agencywide Documents Access and Management System (ADAMS), accessible from the NRC's website at <http://www.nrc.gov/reading-rm/adams.html>, search under your license number or docket number. If you have any question or need additional information, please contact me at 630-829-9752.

Thanks

Zahid Sulaiman

Health Physicist

US Nuclear Regulatory Commission - Region III
Division of Nuclear Materials Safety
2443 Warrenville Road, Suite 210
Lisle, IL 60532
Telephone: 630-829-9752
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