

December 1, 2021

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

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

Ref. 1: **Application for Approval of Indirect Change of Control
NRC License No. 21-15281-02 (Docket No. 030-13918) (Nov. 12, 2021)**

Ref. 2: **Supplement to Application for Approval of Indirect Change of Control of NRC License No. 21-15281-02 (Docket No. 030-13918) (Nov. 17, 2021)**

To whom it may concern:

On November 12, 2021, Materials Testing Consultants, Inc. (“**MTC**”) (EIN: 38-1866284) submitted an application (Reference 1), followed by a supplemental application on November 17, 2021 (Reference 2), requesting consent from the U.S. Nuclear Regulatory Commission (“**NRC**”) for a proposed indirect transfer of control of its NRC license. This letter supersedes the November 12, 2021 and November 17, 2021 letters and removes the previous request for confidential treatment.

Pursuant to Section 184 of the Atomic Energy Act of 1954, as amended, and 10 C.F.R. § 30.34(b), MTC, on behalf of itself and MTC Corporate Holdings, Inc. (“**MTC Corporate Holdings**”), a Delaware corporation, (together with MTC, “**Applicants**”), hereby requests consent from the 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 31, 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 Corporate Holdings would acquire a majority of the outstanding equity of MTC from its current owners, as described more fully in the enclosed Application. MTC Corporate 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 Corporate 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. TMCH3 confirms that it agrees to the indirect change of control and has been made aware of any NRC inspection findings. Under the terms of the transaction, MTC will remain responsible for any possible resulting enforcement actions. MTC, as the holder of the license, will continue to abide by all commitments contained in the license. In addition, upon the closing of the transaction, TMCH3 understands that MTC will abide by all commitments made prior to the indirect change of control.

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 31, 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) 608-1530. Your prompt attention and response to this request is greatly appreciated.

Sincerely,

Materials Testing Consultants, Inc.

By: Steven M. Elliott

Name: Steven M. Elliott

Title: President

Materials Testing Consultants, Inc.

By: Timothy J. Lautenbach
Name: Timothy J. Lautenbach
Title: Radiation Safety Officer

TMCH Platform Three, LLC

By: 
Name: Michael O'Neill
Title: Chairman

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 Corporate Holdings entered into an agreement, subject to certain conditions, that provides for the acquisition by MTC Corporate Holdings of all of the issued and outstanding stock of MTC, giving a controlling interest in MTC to MTC Corporate 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 Corporate 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 Corporate Holdings. Day-to-day actions of TMCH3 will simply require approval by either Michael O’Neill or Erik Latterell, each of whom is a U.S. citizen as well as a founder and officer of TMCH3, except that authority to control licensed activities will remain with the Radiation Safety Officer. Michael O’Neill and Erik Latterell do not have involvement with day-to-day MTC operations related to license activities. **The personnel actually involved in the day-to-day operations are not substantially changed.** 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 Corporate Holdings, or TMCH3. Certain of the current owners of MTC plan to retain a minority ownership interest in MTC Corporate 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 the 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 Corporate 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 Corporate 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.

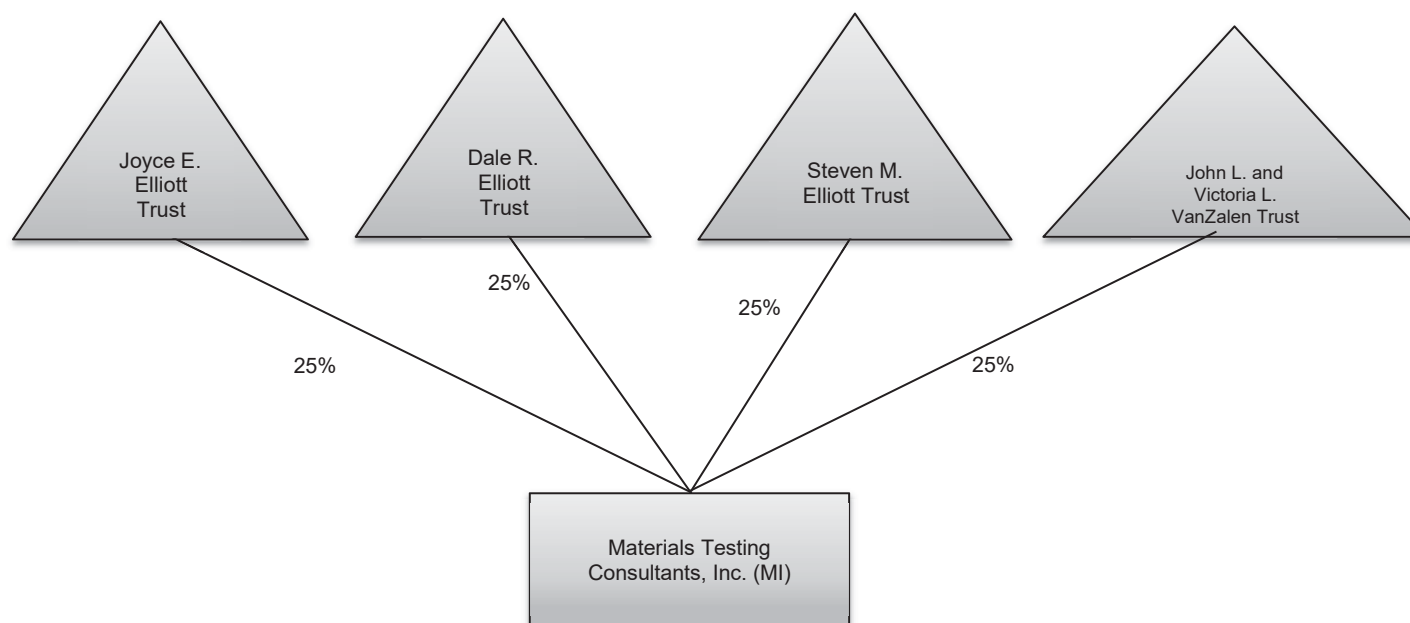
MTC, MTC Corporate Holdings, and TMCH3 will continue to abide by all constraints, conditions, requirements, representations, and commitments of MTC.

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.

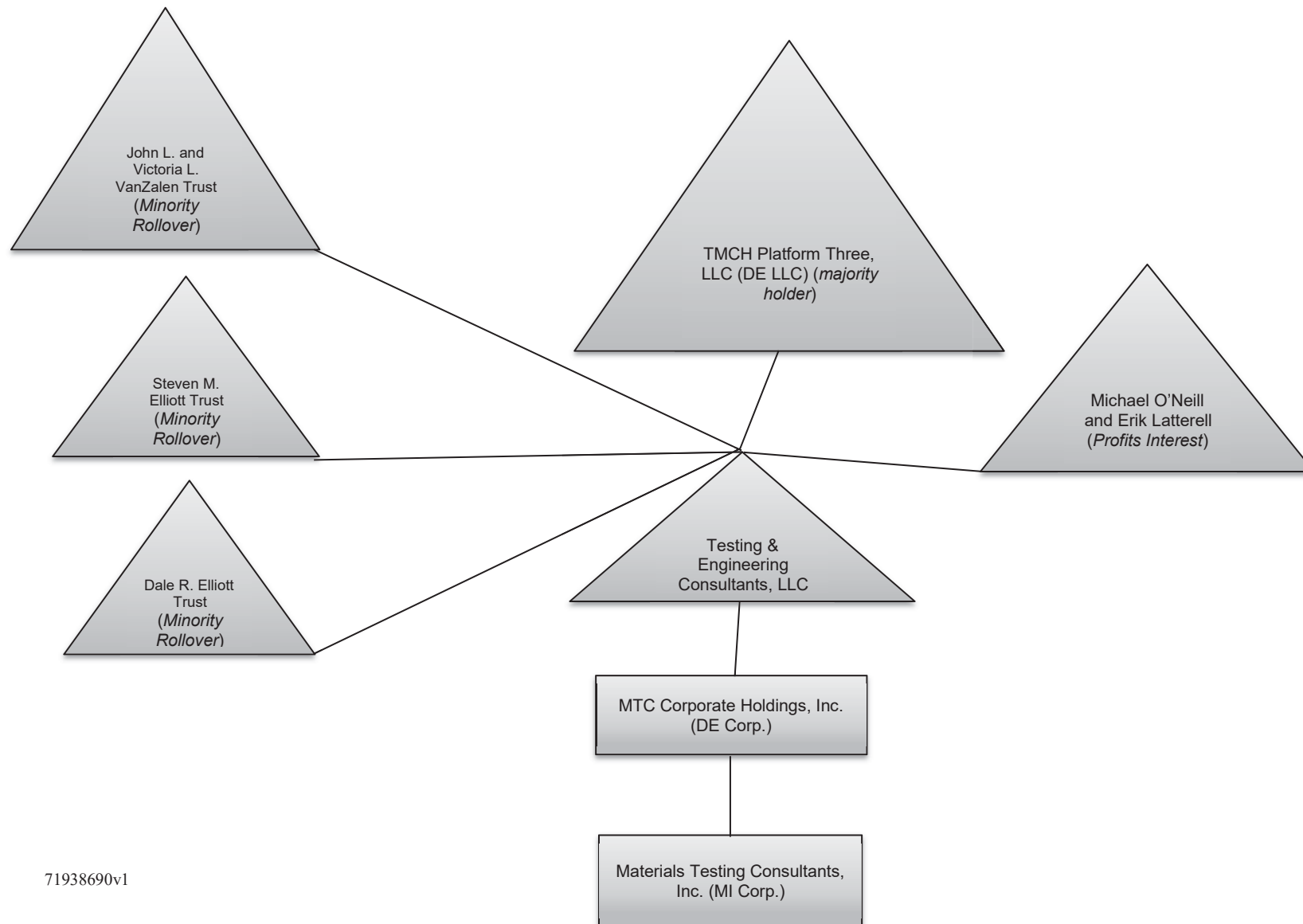
This question is not applicable for the License.

Exhibit B

MATERIAL TESTING CONSULTANTS, INC. ORGANIZATION CHART BEFORE THE TRANSACTION



MATERIALS TESTING CONSULTANTS, INC. ORGANIZATION CHART AFTER THE TRANSACTION



71938690v1

MJ_DMS 33823996v1

From: [Tomczak, Tammy](#)
To: [Pavon, Sandy](#)
Cc: [Pavon, Martha](#)
Subject: FW: RE: RE: RE: RE: Acknowledgement - Amendment Request for License No. 21-15281-02
Date: Wednesday, December 01, 2021 2:03:59 PM
Attachments: [image001.png](#)
[MTC - NRC Consent \(Superseding Letter\) \(Executed\).PDF](#)
[Form 665 \(Revised COC Application - 12-1-2021\).pdf](#)

Hi Sandy and Martha,

This needs to be immediate release in ADAMS. Also, please let me know when you have an accession number.

Thank you!!
Tammy

From: Kelly, Jason <Jason.Kelly@nrc.gov>
Sent: Wednesday, December 01, 2021 1:48 PM
To: Tomczak, Tammy <Tammy.Tomczak@nrc.gov>
Cc: Pavon, Sandy <Sandy.Pavon@nrc.gov>; Pavon, Martha <Martha.Pavon@nrc.gov>; Orlikowski, Robert <Robert.Orlikowski@nrc.gov>; Chazell, Russell <Russell.Chazell@nrc.gov>
Subject: FW: RE: RE: RE: RE: Acknowledgement - Amendment Request for License No. 21-15281-02

Tammy,

The attached is a revised Transfer of Control Application for Materials License No. 21-15281-02. Please proceed with forwarding this to NMSS for posting to our public website. This will also need to be uploaded into ADAMS for immediate release. Attached is a Form 665.

They are requesting an expedited review and would like to have this posted as soon as possible. I am off the remainder of the afternoon, but if you have any questions or if any other action is required on my part, I do have my office phone forwarded to my cell phone.

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

From: Tim Lautenbach <tlautenbach@mtc-test.com>
Sent: Wednesday, December 1, 2021 1:32 PM
To: Kelly, Jason <Jason.Kelly@nrc.gov>
Cc: Steve Elliott <selliott@mtc-test.com>
Subject: [External_Sender] RE: RE: RE: RE: Acknowledgement - Amendment Request for License No. 21-15281-02

Mr. Kelly,

I appreciate the phone conversation you had with me today regarding our amendment request correspondence from 11-12-21 and 11-17-21. The attached letter supersedes those letters and provides clarification of the items we discussed.

We are hopeful this can be posted today in order to complete the public review period within this last month of the year. Your continued attention to this is very appreciated.

We are also still hopeful that this amendment will prove to be unnecessary.

If you have any questions, I can be contacted at any time at 616-608-1536.

Thanks,
Tim
RSO



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

From: Kelly, Jason <Jason.Kelly@nrc.gov>
Sent: Tuesday, November 30, 2021 10:38 AM
To: Tim Lautenbach <tlautenbach@mtc-test.com>
Cc: Steve Elliott <selliott@mtc-test.com>
Subject: RE: RE: RE: RE: Acknowledgement - Amendment Request for License No. 21-15281-02

Mr. Lautenbach:

I have forwarded your e-mail below to Russ Chazell, Regional Counsel, to request clarification.

Jason M Kelly, MPH
Health Physicist
Materials Licensing Branch
U.S. Nuclear Regulatory Commission
Region III
2443 Warrenville Road, Suite 210
Lisle, IL 60532-4352

Office: (630) 829-9737

Fax: (630) 515-1078



<http://www.nrc.gov/>

From: Tim Lautenbach <tlautenbach@mtc-test.com>

Sent: Tuesday, November 30, 2021 7:49 AM

To: Kelly, Jason <Jason.Kelly@nrc.gov>

Cc: Steve Elliott <selliott@mtc-test.com>

Subject: [External_Sender] RE: RE: RE: Acknowledgement - Amendment Request for License No. 21-15281-02

Dear Mr. Kelly:

Reference is made to our above-referenced Amendment Request (due to change in majority stock ownership of Materials Testing Consultants) and information presented in the NRC link :

<https://www.nrc.gov/about-nrc/radiation/protects-you/hppos/hppos124.html>

Our situation is similar to that in the link in that :

“(1) the name of the licensee does not change, and (2) the personnel actually involved in the day-to-day licensed operations are not substantially changed”

In our situation we only have a change in majority stock ownership. Our current shareholders will continue to be shareholders but at a minority percentage. Our company name does not change, our personnel actually involved in the day-to-day operations are not changed and our address does not change. Given this information, Is the requested amendment required? If it is not required we would want to withdraw the request for amendment.

We ask this because of our desired transaction closing date in mid-December.

Your timely review and response would be greatly appreciated.

Tim

Timothy J. Lautenbach, P.E.

Materials Testing Consultants, Inc.

o: 616.456.5469

d: [616.608.1536](tel:616.608.1536)

w: mtc-test.com



From: Tomczak, Tammy <Tammy.Tomczak@nrc.gov>
Sent: Monday, November 22, 2021 12:04 PM
To: Tim Lautenbach <tlautenbach@mtc-test.com>
Cc: Steve Elliott <selliott@mtc-test.com>; Kelly, Jason <Jason.Kelly@nrc.gov>
Subject: RE: RE: RE: Acknowledgement - Amendment Request for License No. 21-15281-02

Good morning, Mr. Lautenbach,

Your case was just assigned to Jason Kelly this morning, so it has not been posted to the website yet.

I believe this is the link to see your posting: <https://www.nrc.gov/about-nrc/regulatory/adjudicatory/hearing-license-applications.html>

I have included Jason on this email, so you have a technical contact for any questions you may have that I cannot answer.

Have a great holiday!

Tammy

From: Tim Lautenbach <tlautenbach@mtc-test.com>
Sent: Thursday, November 18, 2021 9:26 AM
To: Tomczak, Tammy <Tammy.Tomczak@nrc.gov>
Cc: Steve Elliott <selliott@mtc-test.com>
Subject: [External_Sender] RE: RE: Acknowledgement - Amendment Request for License No. 21-15281-02

Tammy,

I'm sending you another letter related to this amendment. I'm hoping electronic transmittal directly to you is acceptable but please let me know if this should go elsewhere. A hard copy of this letter is being sent by mail.

This letter adjusts the name of the buyer entity for change of control as previously given. The Buyer will now be MTC Corporate Holdings, Inc.

Again, please contact me if this should be directed elsewhere or if there are any questions I can

answer.

Thank you,
Tim



Timothy J. Lautenbach, P.E.

Materials Testing Consultants, Inc.

o: 616.456.5469

d: [616.608.1536](tel:616.608.1536)

w: mtc-test.com

From: Tomczak, Tammy <Tammy.Tomczak@nrc.gov>

Sent: Tuesday, November 16, 2021 8:52 AM

To: Tim Lautenbach <tlautenbach@mtc-test.com>

Subject: RE: RE: Acknowledgement - Amendment Request for License No. 21-15281-02

Thank you, Mr. Lautenbach!

Have a great day.

From: Tim Lautenbach <tlautenbach@mtc-test.com>

Sent: Tuesday, November 16, 2021 7:37 AM

To: Tomczak, Tammy <Tammy.Tomczak@nrc.gov>

Subject: [External_Sender] RE: Acknowledgement - Amendment Request for License No. 21-15281-02

Tammy,

Thank you for sending over the acknowledgement form for receipt of our amendment letter dated 11-12-21. I have attached Form 531, Request for Taxpayer ID Number, requested on that document. If there is anything else I can help you with, please let me know.

Thanks,
Tim



Timothy J. Lautenbach, P.E.

Materials Testing Consultants, Inc.

o: 616.456.5469

d: [616.608.1536](tel:616.608.1536)

w: mtc-test.com

From: Tomczak, Tammy <Tammy.Tomczak@nrc.gov>

Sent: Monday, November 15, 2021 2:51 PM

To: Tim Lautenbach <tlautenbach@mtc-test.com>

Subject: Acknowledgement - Amendment Request for License No. 21-15281-02

Good afternoon, Mr. Lautenbach,

I am electronically transmitting the acknowledgement form that you would normally receive in the mail.

Please let me know if you have any questions, or require any additional information.

Thank you,

Tammy Tomczak
Licensing Assistant
630-829-9564

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