

August 25, 2023

VIA CERTIFIED MAIL

Division of Nuclear Materials Safety
U.S. Nuclear Regulatory Commission, Region IV
1600 East Lamar Blvd.
Arlington, Texas 76011-4511

**RE: Application of Approval of Indirect Transfer of Control;
NRC License No. 43-35140-01, as amended (Docket Number 030-38731)**

Expedited Review Requested (by or before September 8, 2023)

Pursuant to 10 C.F.R. § 30.34(b), Horrocks Engineers, Inc., a Utah corporation ("Horrocks"), and Trilon Transportation Holdings, LLC, a Delaware limited liability company ("Trilon", and together with Horrocks, collectively, the "Applicants"), hereby request written approval by the U.S. Nuclear Regulatory Commission ("NRC") for the proposed indirect transfer of control of NRC License No. 43-35140-01, as amended (Docket Number 030-38731) (the "License"), currently held by Horrocks, as "Licensee."

For pressing business reasons, the Applicants request expedited review and approval of this application by September 8, 2023, or sooner, if possible, 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 of a planned transaction (the "Closing") under which Trilon plans to acquire 100% of the equity interests of the Licensee from its equityholders. Post-Closing, the Licensee would still hold the License, with all the same employees, equipment, facilities, personnel and procedures. The only material change is that the Licensee would be 100% owned by Trilon (although the current owners plan to retain an indirect minority interest in the Licensee). Attachment 1 provides the license transfer application. Attachment 2 presents a simplified pre- and post-Closing organizational chart.

Horrocks is a civil engineering firm headquartered in Pleasant Grove, Utah, that provides engineering, survey, testing and consulting services. As part of its business, Horrocks uses radioactive sealed sources to measure the physical properties of materials. Horrocks is currently owned by a group of individuals, many of whom are current or former employees or affiliates of Horrocks.

Trilon provides engineering and design services across North America and is based in Denver, Colorado. Trilon has invested substantial resources into creating a portfolio of infrastructure engineering firms and entities.

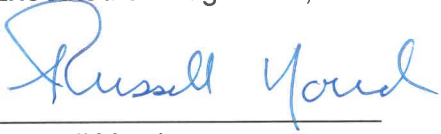
The Applicants expect the transaction to close upon receipt of the NRC license transfer approval. The Applicants therefore respectfully request the NRC's expedited review and written approval of this planned license transfer by September 8, 2023, or sooner, if possible, to support the closing schedule. The Applicants further request that the NRC promptly post this application to its website for the 30-day comment period.

If you have any questions or comments pertaining to this transaction, please contact any of the individuals listed within the license transfer application in Attachment 1.

[Signature Pages to Follow]

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 license transfer application pertaining to Horrocks, its subsidiaries and its affiliates, is true and correct.

Executed on August 25, 2023

A handwritten signature in blue ink that reads "Russell Youd". The signature is written in a cursive style with a large, looped initial "R".

Russell Youd
Chief Executive Officer, Horrocks Engineers, Inc.
2162 West Grove Parkway
Suite 400
Pleasant Grove, UT 84062

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 license transfer application pertaining to Trilon, its subsidiaries and its affiliates, is true and correct.

Executed on August 25, 2023

DocuSigned by:

Michael Renshaw

34165A1AA468452
Michael Renshaw
President, Trilon Transportation Holdings, LLC
1200 17th St. Suite 860
Denver, CO 80202

Attachment 1

License Transfer Application

APPLICATION FOR APPROVAL OF INDIRECT TRANSFER OF CONTROL

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 of the 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.

A. License and Contact Information

License

NRC License No. 43-35140-01, as amended (Docket Number 030-38731) (the "License"), held by Horrocks Engineers, Inc.

Current Licensee and Contract Information

Licensee: Horrocks Engineers, Inc., a Utah corporation ("Horrocks").

Owner: Horrocks is currently owned by a group of individuals, many of whom are current or former employees or affiliates of Horrocks (the "Current Owners").

Address: 2162 West Grove Parkway, Suite 400
Pleasant Grove, UT 84062

Attention: David Dillman
Dave@horrocks.com
(801) 763-5142

Acquiring Company and Contract Information

Acquirer: Trilon Transportation Holdings, LLC, a Delaware limited liability company ("Trilon")

Owner: Trilon is indirectly owned by (i) Alpine Investors, a private equity firm, as the majority owner, and (ii) a combination of current and former service providers.

Address: c/o Trilon Group Holdings, LLC
1200 17th St. Suite 860
Denver, CO 80202

Attention: Julia Stutz, Senior Vice President, Legal & Risk, General Counsel

B. Description of Transaction

The Current Owners and Trilon plan to consummate a planned transaction pursuant to which Trilon will acquire a 100% of the equity interests of Horrocks (the "Transaction"). The Transaction will involve a restructuring of Horrocks, followed by a purchase of the equity interests of Horrocks from the Current Owners in exchange for a combination of cash and indirect equity interests in Trilon.

Restructuring and Name Change

Prior to the closing of the Transaction (the "Closing"), Horrocks and the Current Owners will consummate a restructuring of Horrocks, pursuant to which the Current Owners will form a new holding company, HEI Holdings, Inc., a Utah corporation ("HEI"), and the Current Owners will contribute all of their equity interests in Horrocks to HEI in exchange for equity interests of HEI, with each Current Owner owning the same proportionate share of HEI as such Current Owner owned in Horrocks, and having the same rights and obligations as such Current Owner had with respect to Horrocks (the "Restructuring"). As a result of the Restructuring, Horrocks will become a wholly-owned subsidiary of HEI. The board of directors and officers of HEI will be identical to the board of directors of Horrocks prior to the Restructuring, and the ownership and operations of Horrocks will be substantially unchanged as a result of the Restructuring.

As part of the Restructuring, Horrocks will convert to a limited liability company organized under the laws of Delaware, and will change its name to "Horrocks LLC".

Transaction

After the consummation of the Restructuring, Trilon and HEI will consummate the Transaction, pursuant to which Trilon will acquire all of the equity interests of Horrocks from HEI, and HEI will receive in exchange a combination of cash and equity interests. The equity interests received in the Transaction will be equity interests of Trilon Management Holdings, LLC, a Delaware limited liability company ("Management Holdings"). Management Holdings is owned by other service providers of Trilon or its subsidiaries as well as other persons who were involved in transactions with Trilon, and is a part owner of Trilon Group Holdings, LLC, a Delaware limited liability company and the sole owner of Trilon ("Trilon TopCo"). Attachment 2 to this transmittal presents a simplified pre- and post-closing organizational chart.

C. Planned Changes in the Organization

As described above, the intended end result of the Transaction is that Horrocks will be a wholly-owned subsidiary of Trilon. It is currently contemplated that all employees of Horrocks will continue to be employed by Horrocks after the Closing. Certain of the Current Owners will retain minority interests in Horrocks through equity interests they will indirectly receive in Management Holdings, which is an ultimate parent company of Trilon.

The Transaction will not impact the day-to-day operation of Horrocks. Following the Closing, Horrocks will still hold the License, with all the same employees, equipment, facilities, personnel and procedures previously held. Horrocks will remain in business at the same addresses and with the same Radiation Safety Officer listed in the License - David Dillman.

The changes described above are the only changes expected from this transaction.

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 Transaction.

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 NRC-regulated 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(1), 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.

The Applicants confirm that such records will remain with the Licensee, 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.

The Applicants confirm that they have agreed to the change in control over the Licensee. 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.

The transferee confirms that the NRC Licensees, and to the extent necessary, the transferee, will continue to abide by all constraints, conditions, requirements, representations and commitments identified in and attributed to the existing License post-Closing.

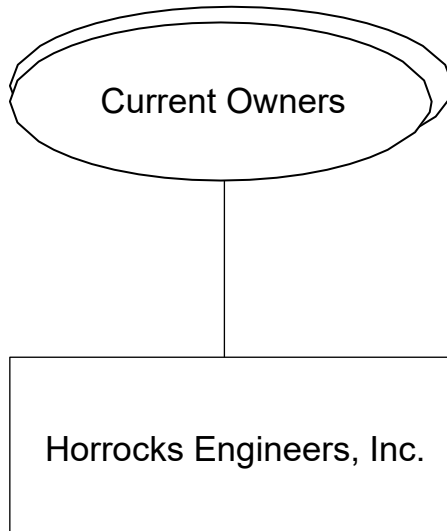
9. The transferee, in the case of fuel cycle facilities, shall provide documentation showing that it is financially qualified to conduct normal operations. The information can be in the form of income statements and balance sheet forecasts.

This question is not applicable for this License.

Attachment 2

Simplified Organizational Chart Describing the Transaction

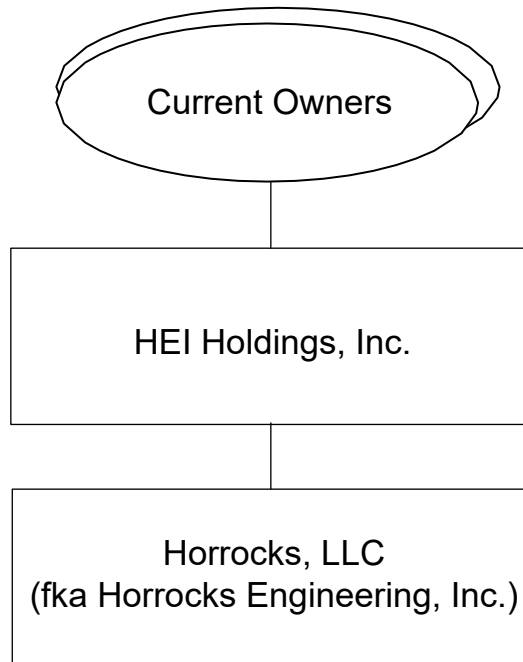
Current Licensee Structure



Notes:

1. Horrocks Engineers, Inc., a Utah corporation ("Horrocks"), is currently owned by a group of individuals, many of whom are current or former employees or affiliates of Horrocks (the "Current Owners").

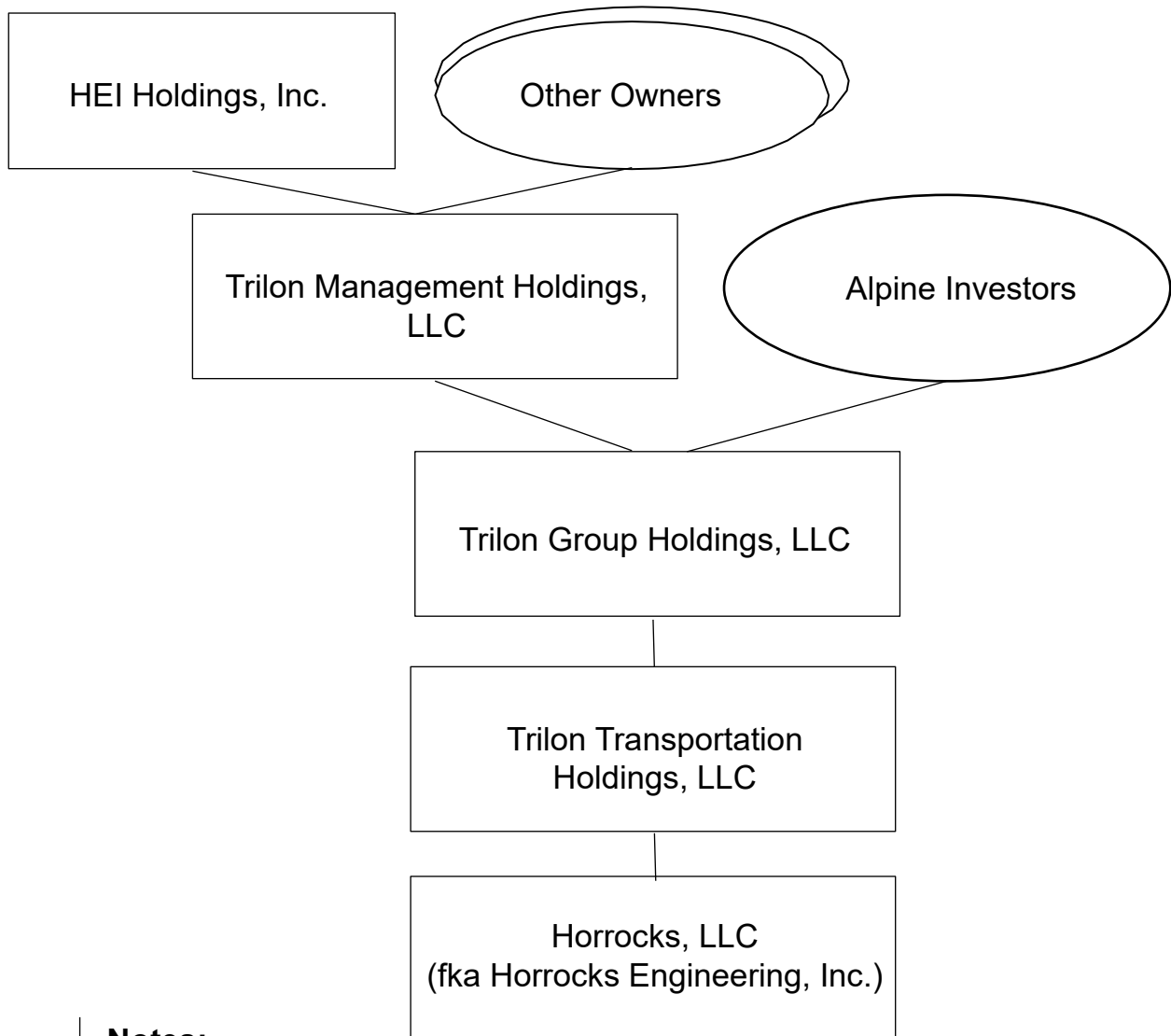
Licensee Structure After the Restructuring and Prior to the Closing of the Transaction



Notes:

1. The Current Owners will form HEI Holdings, Inc., a Utah corporation ("HEI"), and contribute all of their equity interests in Horrocks to HEI in exchange for equity interests of HEI.
2. Each Current Owner will receive the same proportionate share of equity of HEI as such Current Owner owned in Horrocks, and will have the same rights and obligations as such Current Owner had with respect to Horrocks.
3. Horrocks will become a wholly-owned subsidiary of HEI.
4. Horrocks will convert to a limited liability company organized in Delaware, and will change its name to Horrocks, LLC.

Licensee Structure After the Closing of the Transaction



Notes:

1. Trilon Transportation Holdings, LLC, a Delaware limited liability company ("Trilon"), will acquire all of the equity interests of Horrocks, and Horrocks will become a wholly-owned subsidiary of Trilon. In exchange, HEI will receive a combination of cash and equity interests of Trilon Management Holdings, LLC, an indirect ultimate owner of Trilon (and consequently, Horrocks). Certain of the Current Owners (as previously defined) will remain equityholders of HEI and, consequently, indirect equityholders of Horrocks.
2. Following the Closing, Horrocks will continue to hold the License, with all the same employees, equipment, facilities, personnel and procedures previously held.