

Mail Control Number: 649212
Docket Number : 3039349
License Number : 36-35713-01
Licensee Name : Cal-Cert Company

Received 8/8/25

August 7, 2025

Materials Licensing Section
U.S. Nuclear Regulatory Commission, Region IV
Attn: Antonio Gonzalez
1600 East Lamar Boulevard
Arlington, Texas 76011-4511
r4licensing@nrc.gov

Via Electronic Mail

**SUBJECT: Application for Approval of Indirect Transfer of Control: Radioactive
 Materials License No. 36-35713-01 (Docket No. 030-39349)**

Dear Sir or Madam:

Pursuant to Section 184 of the Atomic Energy Act of 1954, as amended ("AEA"), and 10 CFR § 30.34(b), Cal-Cert, Company, an Oregon corporation ("Cal-Cert" or "Licensee") and Aldinger Company, a Texas corporation ("Aldinger") (collectively, "Applicants") submit this application to notify the U.S. Nuclear Regulatory Commission ("NRC") of an anticipated change of indirect, intermediate ownership (although not ultimate control) of Cal-Cert, which holds NRC Materials License No. 36-35713-01 (the "License"), which Cal-Cert respectfully submits, does not amount to a change of control over Cal-Cert or the License. If, however, the NRC determines that consent is required, then Cal Cert requests the consent of the NRC to the Transaction (as defined below).

The License is currently held by Licensee. Aldinger is the direct parent company of Licensee, owning and controlling 100% of Licensee. Aldinger Holdings, L.P., a Delaware limited partnership ("Holdings"), is the indirect parent company of each of Aldinger and Licensee, indirectly owning and controlling 100% of each entity. Pursuant to a transaction agreement that is expected to be entered into in August 2025, the funds that currently own Holdings, which are Incline Ascent Fund, LP, Incline Ascent Fund A, LP and IEP Ascent Executive Fund, LP (collectively, "Incline Ascent"), expect to transfer their equity securities in Holdings to Incline Precision Fund, L.P. and Incline Precision Executive Fund, L.P. (collectively, "Incline Precision"), which will result in new intermediate holders of passive equity¹ in the Licensee, while the owners of the substantial majority of the controlling upstream interests will remain unchanged² (the transaction contemplated by the transaction agreement is the "Transaction").

¹ These passive holders have only limited, investor-protection-style rights, which do not include any ability to influence day-to-day operation or any use or possession of materials under the License.

² The ultimate share of controlling interests that remain in the hands of the current controlling interest holders will be determined in the coming weeks, but in no event will the current holders have less

While the Incline Precision entities were not previously in the chain of ownership, they are affiliates of Incline Ascent (with the same controlling owners) and are merely replacing the funds that currently own Holdings, and Licensee will, therefore, ultimately be managed and controlled by the same persons that manage and control it today.³ Following the consummation of the Transaction, Licensee will continue to be directly owned and controlled by Aldinger and indirectly owned and controlled by Holdings, and Licensee will retain control over the License, including all NRC licensed materials and licensed activities, as well as the authority to direct personnel involved in licensed activities. Incline Precision will have no right to direct the use of any licensed materials or the actions of personnel responsible for licensed activities (and Incline Precision will, in any event, be subject to management and control by the same entities that manage and control Incline Ascent). Accordingly, there will be no transfer of actual control of the License.

Licensee is an Oregon corporation headquartered in Clackamas, OR. The License is used by Licensee to perform nuclear gauge calibration. The gauges are used to determine the density of soil and asphalt compaction during construction. Licensee performs calibrations on-site at customer locations with the required radioactive materials equipment stored in a specially designed trailer. Employees wear a dosimeter to measure exposure and Licensee maintains all records as required by applicable regulations. Licensee's Technicians are trained and supported by the equipment manufacturer, Humboldt Scientific.

Following the consummation of the Transaction, Licensee will continue to exist as a separate entity, will continue as the holder of the License and will continue its operations as before the Transaction. Licensee will remain in possession and control of the licensed instruments, and the use of its licensed instruments. The day-to-day operations under the License will remain unchanged, with operations taking place at the same location and using the same materials, facility, and procedures - all under the same Radiation Safety Officer. No changes to Licensee's procedures, training program, or safety program are planned as a result of the Transaction. Accordingly, public health and safety will not be endangered by the indirect transfer of the ownership of Licensee.

The only substantive change contemplated by the Transaction that is relevant to control of the License is the transfer of an indirect majority ownership interest of the Licensee to Incline Precision (which has the same controlling owners as its predecessors). Incline Precision is a new investment fund created to facilitate new equity investment in Holdings and its subsidiaries to further support the growth of the Applicants.

Attachment 1 hereto presents a simplified organization chart illustrating the ownership of Licensee prior to and following the consummation of the Transaction. Attachment 2 hereto

than a majority of control.

³ While Incline Precision technically does not have an existing relationship with the NRC, its controlling owners are the same controlling owners that controlled its predecessor, and, therefore, we respectfully submit that it should be considered to be a "known entity" for licensing purposes.

presents the information required by the NRC for transfer of control applications under its guidance in NUREG-1556, Volume 15, Appendix E.

Applicants are seeking to finalize the Transaction as soon as possible. Accordingly, Applicants request that NRC advise that no consent is required in connection with the Transaction as promptly as possible, but no later than September 8, 2025. Alternatively, if NRC determines that consent is necessary, then the Applicants request that the NRC provide its written consent to the Transaction as soon as possible and no later than October 8, 2025. If you have any questions or comments pertaining to this application, please contact counsel to Aldinger and Licensee for nuclear regulatory matters, Christine Jochim (+1 206 370 5816, Christine.Jochim@klgates.com), at K&L Gates LLP.

Respectfully,

Christine A. Jochim

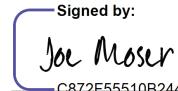
Enclosures:

Attachment 1, Simplified Organizational Chart Illustrating the Transaction

Attachment 2, NUREG-1556, Volume 15, Rev.1, Appendix E (Information Needed for Transfer of Control Application)

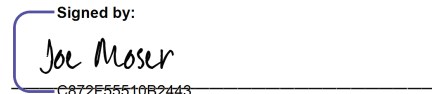
I declare under penalty of perjury under the laws of the United States of America that, to the best of my knowledge, the information contained in the above application pertaining to Cal-Cert, Company is true and correct.

Executed on August 7, 2025

Signed by:

C872F55510B2443...
Joe Moser, CEO
Cal-Cert, Company
PO Box 416
Clackamas, OR 97015

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 application pertaining to Aldinger Company is true and correct.

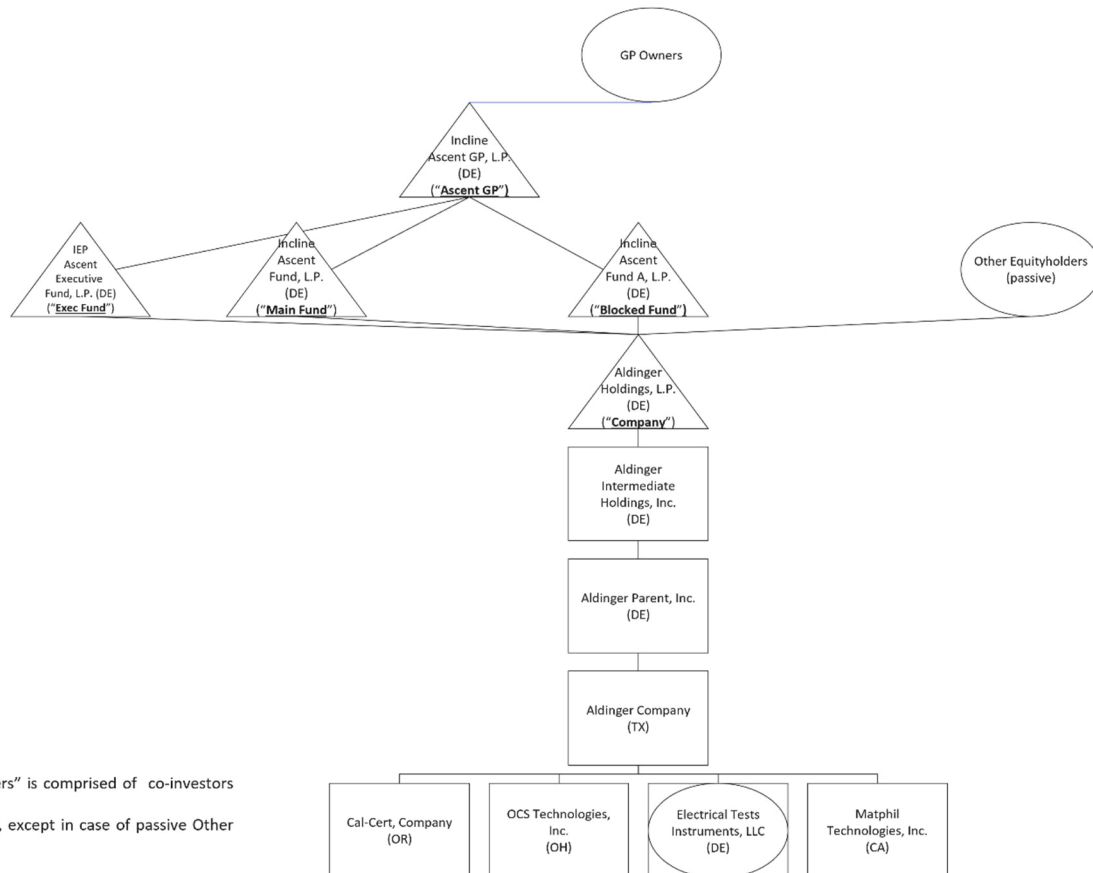
Executed on August 7, 2025

Signed by:

C872F55510B2443...
Joe Moser, CEO
Aldinger Company
PO Box 416
Clackamas, OR 97015

Attachment 1

Simplified Organizational Chart Illustrating the Transaction

Pre-Transaction



U.S. Income Tax Legend

Corporation

Disregarded Entity

Partnership

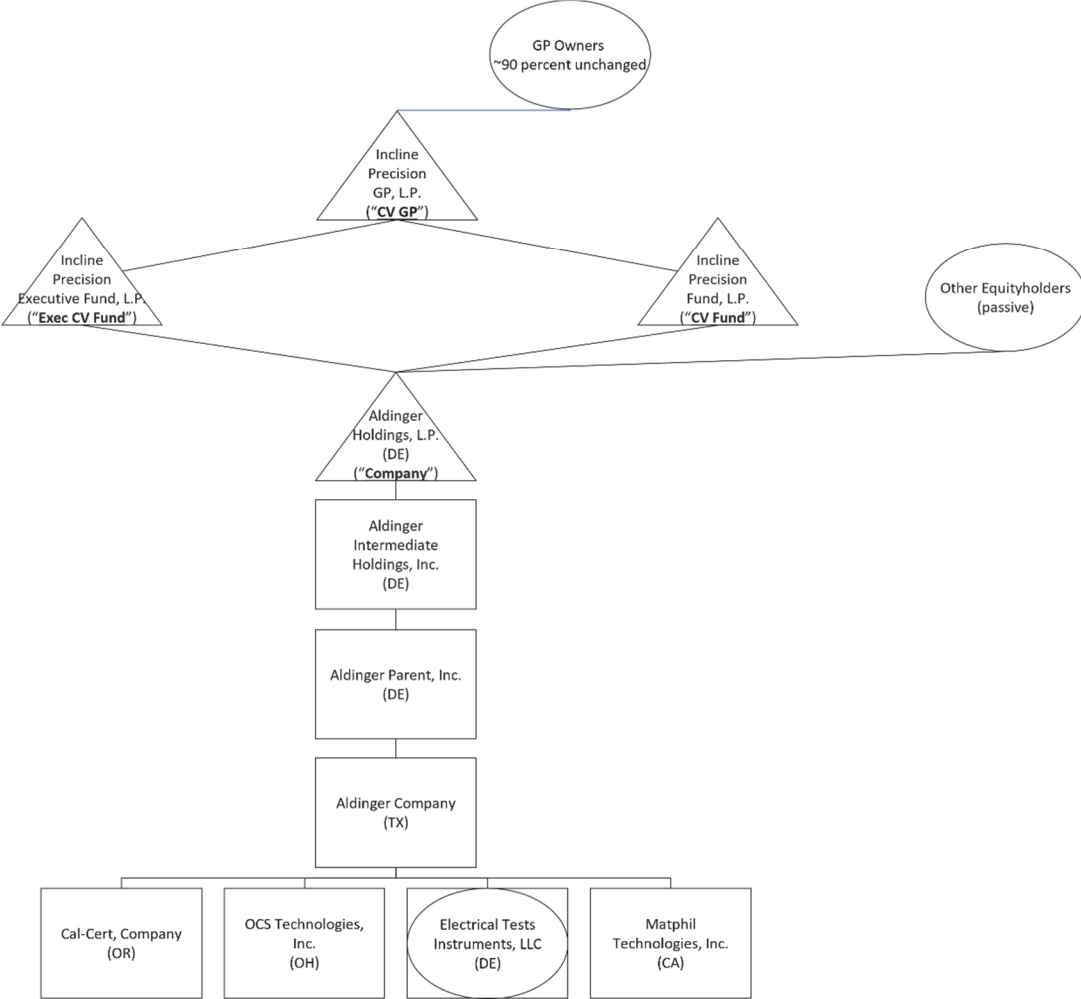
Individual or Other

Lender

Notes:

- "Other Equityholders" is comprised of co-investors and management.
- Lines show control, except in case of passive Other Equityholders.

Post-Transaction



- Notes:**
- Precise share of unchanged GP ownership subject to post-signing confirmation; 90%+ expected.
 - Lines show control, except in case of passive Other Equityholders.

Attachment 2

NUREG-1556, Volume 15, Rev. 1, Appendix E (Information Needed for Transfer of Control Application)

Information Needed For Transfer of Control Application

Include a contact name and either U.S. Nuclear Regulatory Commission (NRC) regional office or Headquarters telephone numbers for follow-up information, as required.

NRC Region:	IV	Contact:	Antonio Gonzalez
Telephone:	(817) 200-1472	Email:	Antonio.Gonzalez@nrc.gov

Fax:

Definitions:

Control: Control of a license is in the hands of the person or persons who are empowered to decide when and how that license will be used. That control is to be found in the person or persons who, because of ownership or authority explicitly delegated by the owners, possess the power to determine corporate policy and, thus, the direction of the activities under the license.

Transferee: A transferee is an entity that proposes to purchase or otherwise gain control of an NRC- licensed operation.

Transferor: A transferor is an NRC licensee selling or otherwise giving up control of a licensed operation.

Information Needed for Transfer of Control

Licensees must provide full information and obtain NRC's **prior written consent** before transferring control of the license. Provide the following information concerning changes of control by the applicant (transferor and/or transferee, as appropriate). If any items are not applicable, so state.

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.*

RESPONSE: U.S. Nuclear Regulatory Commission License No. 36-35713-01 ("License") is currently held by Cal-Cert Company ("Licensee"). Licensee is an Oregon corporation headquartered in Clackamas, OR. Licensee's direct owner is Aldinger Company, a Texas corporation ("Aldinger" and collectively with Licensee, "Applicants"). The License is used by Licensee to perform nuclear gauge calibration. Applicants respectfully submit that the transaction is not a change of control over Applicants or the License.

Pursuant to a transaction agreement expected to be entered into in August 2025, Incline Precision Executive Fund, L.P. and Incline Precision Fund, L.P. (collectively "Incline Precision") will acquire a majority of the outstanding equity securities of Aldinger Holdings, L.P., a Delaware limited partnership and the indirect parent company of each of Licensee and Aldinger ("Holdings"). The transaction contemplated by the foregoing transaction agreement is referred to herein as the "Transaction." Incline Precision is ultimately managed and controlled by the same people that manage and control the current majority owners of Holdings. That is, even though the Transaction affects intermediate ownership of Holdings and the Licensee, ultimate management and control of Incline Precision after the Transaction will be the same as existed through Incline Precision's predecessors before the Transaction.⁴ Moreover, following the consummation of the Transaction, Licensee will retain control over the License, including all NRC licensed materials and licensed activities, as well as the authority to direct personnel involved in licensed activities. Incline Precision will have no right to direct the use of any licensed materials or the actions of personnel responsible for licensed activities under the License. In light of the foregoing, there will be no transfer—direct or indirect—of actual control of the License.

Subsequent to the Transaction, Licensee will continue to exist as a separate entity, continue as the holder of the License and continue its operations as before the Transaction. Licensee will remain in possession and control of the licensed instruments, and the use of the licensed instruments. The day-to-day operations under the License will remain unchanged, with operations taking place at the same location and using the same materials, facility, and procedures - all under the same Radiation Safety Officer. No changes to Licensee's procedures, training program, or safety program are planned as a result of the Transaction. Accordingly, the public health and safety will not be endangered by the indirect transfer of ownership of the Licensee. Moreover, the ultimate controlling owners of Licensee will also be unchanged. As these entities are unchanged, we respectfully submit that they should be considered "known entities" to the NRC.

Licensee respectfully submits that the absence of changes to actual control over the License, combined with the absence of changes to the ultimate upstream controllers, mean that there is no direct or indirect transfer of control of the License.

The only change contemplated by the Transaction is the transfer of indirect ownership of the Licensee to Incline Precision. Incline Precision is a new investment fund created to facilitate new passive⁵ equity investment in Holdings (although not new control) and its subsidiaries to further support the Applicants' growth.

2. *Describe any changes in personnel or duties that relate to the licensed program.*

⁴ The ultimate share of controlling interests that remain in the hands of the current controlling interest holders will be determined in the coming weeks, but in no event will the current holders have less than a majority.

⁵ The holders of non-controlling interests in Incline Precision solely have investor-protection-style consent rights, with no ability to direct actions of Holdings or the Licensee, let alone any licensed activities.

Include training and experience for new personnel and any changes in the training program.

RESPONSE: There are no changes in personnel nor any of the licensed programs, including the training program. The Radiation Safety Officer will remain Anthony Lewandowski.

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.*

RESPONSE: No such changes have occurred or are 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.*

RESPONSE: There are no changes in the status of facilities, equipment, or radiation safety program due to the Transaction. Licensee is in compliance with respect to calibrations, leak tests, area surveys, wipe tests, training, quality control, and related records.

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.*

RESPONSE: Licensee's operations are unchanged. To the extent that a decommissioning funding plan is required, it will not change as a result of the Transaction.

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

RESPONSE: The Applicants confirm that such records remain with Licensee.

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.*

RESPONSE: The controlling owners of Incline Precision will be the same as those of its predecessors. As such, there is no ultimate change of control. Moreover, the Licensee will not transfer control over any license material or activity. There are no open inspection items

pertaining to licensed activities.

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.*

RESPONSE: Licensee will remain the holder of the License after the Transaction and will continue to abide by all constraints, conditions, requirements, representations, and commitments identified in and attributed to existing licensed activities after closing the Transaction.

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.*

RESPONSE: This question is not applicable to the licensed activities.

From: [Kalbfleisch, Derek B.](#)
To: [R4 Licensing Action Submittals](#)
Cc: [Jochim, Christine A.](#)
Subject: [External_Sender] Indirect Transfer of Control Application - Materials License No. 36-35713-01 (Docket No. 030-39349)
Date: Friday, August 8, 2025 2:10:51 PM
Attachments: image001.png
NRC - Materials License Transfer - 36-35713-01 (Docket No. 030-39349).pdf

NRC Region IV Licensing,

This email is sent on behalf of Christine Jochim. Please find attached the application for indirect transfer of control for Materials License No. 36-35713-01 (Docket No. 030-39349).



Derek Kalbfleisch (he/him)
Associate
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925 Fourth Ave, Suite 2900
Seattle, WA 98104
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Derek.Kalbfleisch@klgates.com
www.klgates.com



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BETWEEN:

Accounts Receivable/Payable
and
Regional Licensing Branches

[FOR ARPB USE]
INFORMATION FROM WBL

Program Code: 03225
Status Code: Pending Amendment
Fee Category: 3N
Exp. Date: 11/30/2038
Fee Comments:
Decom Fin Assur Req: N

License Fee Worksheet - License Fee Transmittal

A. REGION

1. APPLICATION ATTACHED

Applicant/Licensee: Cal-Cert Company
Received Date: 08/11/2025
Docket Number: 3039349
Mail Control Number: 649212
License Number: 36-35713-01
Action Type: Change of Control

2. FEE ATTACHED

Amount: N/A

Check No.: N/A

3. COMMENTS

Signed: Giavanna Muffelletto

Date: 08/11/25

B. LICENSE FEE MANAGEMENT BRANCH (Check when milestone 03 is entered / /)

1. Fee Category and Amount: _____

2. Correct Fee Paid. Application may be processed for:

Amendment: _____

Renewal: _____

License: _____

3. OTHER _____

Signed: _____

Date: _____

Agency: NRC

WBL WORKSHEET

DOCKET NUMBER: 3039349	LICENSE NUMBER: 36-35713-01	STATUS: Pending Amendment	
MAIL CONTROL NUMBER: 649212	RECEIPT DATE: 08/11/2025	ACTION TYPE: Change of Control	
DUE DATE: 02/07/2026	INST. CODE: 35713	LICENSE REGION: Region 4	
LICENSE TYPE: 30	ENTITY TYPE: C	LICENSE GROUP: Industrial	
ISSUE DATE:	ORIGINAL DATE: 11/01/2023	EXPIRATION DATE: 11/30/2038	
DECOMMISSIONING CATEGORY: Group 1	LAST ISSUE DATE:		
LICENSEE NAME: Cal-Cert Company	DECOM FIN ASSUR REQD: N SUBM: N		
MAILING ADDRESS LINE1: PO Box 416	CONT PLAN REQD: N APPRV: N		
MAILING ADDRESS LINE 2:			
CITY: Clackamas	STATE: OR	ZIP: 97015	
CONTACT PERSON: PREFIX:	FIRST NAME: Anthony	MIDDLE INITIAL:	
LAST NAME: Lewandowski	SUFFIX:		
JOB TITLE:	PHONE: 503-654-9620 IFAX:	EMAIL: Tonyl@cal-cert.com	
BILLING ADDRESS LINE 1:			
BILLING ADDRESS LINE 2:			
CITY:	STATE: Oregon	ZIP:	
BILLING CONTACT PERSON: FIRST NAME:	MIDDLE INITIAL:	LAST NAME:	
PHONE:	EMAIL:	FAX:	
PRIMARY PGM CODE: 03225	SECONDARY PGM CODE:		
INSPECTION REGION: Region 4	PRIORITY: 5		
RSO: PREFIX:	FIRST NAME: Anthony	MIDDLE INITIAL:	LAST NAME Lewandowski
SUFFIX:	RSO JOB TITLE: Radiation Safety Officer		
RSO PHONE: 503-654-9620 X121	RSO FAX:	RSO EMAIL: tonyl@cal-cert.com	
STATES WHERE USE IS AUTHORIZED:	0- ALL LISTED STATES 1- SAME AS STATE IN ADDRESS 2- ALL STATES 3- NON-AGREEMENT-STATES		
AUTHORIZED STATES (USE ONLY IF ABOVE IS ZERO):			



ACKNOWLEDGEMENT - RECEIPT OF CORRESPONDENCE

Name and Address of Applicant and/or Licensee

Cal-Cert Company
Anthony Lewandowski, RSO
PO Box 416
Clackamas, OR 97015

Date

08/11/2025

License Number(s)

36-35713-01

Mail Control Number(s)

649212

Licensing and/or Technical Reviewer or Branch

Giavanna Muffelletto

This is to acknowledge receipt of your: ☒ Letter and/or ☐ Application Dated: 08/07/2025

The initial processing, which included an administrative review, has been performed.

☒ Amendment ☐ Termination ☐ New License ☐ Renewal

☐ There were no administrative omissions identified during our initial review.

☐ This is to acknowledge receipt of your application for renewal of the material(s) license identified above. Your application is deemed timely filed, and accordingly, the license will not expire until final action has been taken by this office.

☐ Your application for a new NRC license did not include your taxpayer identification number. Please complete and submit NRC Form 531, Request for Taxpayer Identification Number, located at the following link: <http://www.nrc.gov/reading-rm/doc-collections/forms/nrc531.pdf>
Follow the instructions on the form for submission.

☐ The following administrative omissions have been identified:

Your application has been assigned the above listed MAIL CONTROL NUMBER. When calling to inquire about this action, please refer to this control number. Your application has been forwarded to a technical reviewer. Please note that the technical review, which is normally completed within 180 days for a renewal application (90 days for all other requests), may identify additional omissions or require additional information. If you have any questions concerning the processing of your application, our contact information is listed below:

Select a location (Use keyboard arrows to select). . .