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September 19, 2016

US Nuclear Regulatory Commission  
Region 1,  
Division of Nuclear Materials Safety  
475 Allendale Road  
King of Prussia, PA 19408-1416

Attention: Licensing Assistance Team

03037788

Subject: System One Holdings, LLC NRC License No. 37-27891-02, Expiration Date 7-31-18  
Pending Change of Control Event / Transfer of Licensed Activities

Dear Sirs:

System One Holdings, LLC, a Delaware limited liability company (the "**Licensee**"), is party to that certain NRC License No. 37-27891-02 (Expiration Date 7/31/18) (the "**NRC License**").

This letter is to notify you in accordance with NUREG1556, Volume 15, that the current members of All Systems Holding LLC, a Delaware limited liability company and the direct parent of the Licensee ("**Parent**"), intend to sell substantially all the direct and indirect ownership interests in the Parent to THL S1 Buyer LLC, a Delaware limited liability company ("**Buyer**") and Buyer's affiliate, (the "**Parent Transaction**"), pursuant to that certain Transactions Agreement, dated as of September 5, 2016, by and among Buyer, Parent, MidOcean Partners III, L.P., a Cayman limited partnership, MidOcean Partners III-A, L.P., a Cayman limited partnership, MidOcean Partners III-D, L.P., a Delaware limited partnership, and certain other parties thereto (the "**Transactions Agreement**") provided, that in connection with the consummation of the Parent Transaction, certain members of management of the Licensee and co-investors shall have a minority indirect interest in the Licensee.

As background, Buyer is an affiliate of Thomas H. Lee Partners, L.P., a U.S. private equity firm headquartered in Boston, Massachusetts, that invests in growth-oriented businesses, headquartered primarily in North America, across three sectors: Business and Financial Services; Consumer and Healthcare; and Media and Information Services.

Licensee will continue to be a wholly-owned subsidiary of Parent following the Parent Transaction. Further, it is not anticipated there will be any change to Licensee's EIN number. The name of the Licensee will continue to be System One Holdings, LLC following the consummation of the Parent Transaction.

The executive officers of Licensee will not change as a result of the Parent Transaction.

The pending Parent Transaction WILL NOT impact the operating structure of Licensee specific to:

1. current executive management team or structure;

2. senior operations staff and radiation safety management personnel;
3. corporate headquarters;
4. records concerning the safe and effective decommissioning of the facility, pursuant to 10 CFR 30.35(g), 40.360, 70.25(g), and 72.30(d); public dose; and waste disposal by release to sewers, incineration, radioactive material spills, and on-site burials; or
5. primary location(s) of our US NRC licensed activities

Licensee's Quality Solutions and Nondestructive Testing business unit, located in Cheswick, Pennsylvania, which maintains the responsibility for its Industrial Radiography Testing Services, including Licensee's radioactive materials, licensed activities, equipment and radiation safety program in accordance with US NRC standards will remain unchanged. We do not anticipate any changes to the day-to-day operations of the business that utilizes the subject NRC Radioactive Materials license following the Parent Transaction. The Parent Transaction will NOT materially impact:

1. Radiation Safety Officer (RSO);
2. Assistant RSO;
3. Security (Trust & Reliability) Officer
4. Field radiographers;
5. Training processes;
6. Location, use or storage of the licensed materials; or
7. Operating Procedures or Safety Manuals.

Upon our receipt of your acknowledgement and response to this notification, we will be prepared to schedule a conference call or provide addition correspondence with you or any other appropriate NRC representative to discuss our continued understanding of our obligations for maintenance of a positive safety culture, records management, calibrations, leak tests, surveys, inventories, and accountability requirements, etc.

Further, in response to your request for additional information sent via email from Health Physicist, Mr. Scott Wilson, Licensee offers the following responses to the following questions:

1. 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.

*As noted above, this transaction will not result in any changes to personnel or duties in relation to the licensed activities, including training of new personnel or of the training program itself.*

2. 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.

*All requirements of our licensed activities are current and will not be affected by this action. Facilities, personnel, equipment and safety program are active and up to date and will not be changed in any way. All records, leak tests, surveys, wipe tests, training, quality control and records are current and will remain current as of the date of the transaction. There have been no incidents*

*of contamination or decontamination during Licensee's control of sealed sources used in our performance of industrial radiography services.*

3. 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.

*Upon consummation of the subject transaction, all records concerning the safe and effective control, transport and decommissioning of the facility, cameras and source materials will be maintained by Licensee at the current locations. All records of public dose, waste disposal, shipping, receiving and storage will be maintained by the Licensee at the current locations. All licensed activities including records storage will remain unchanged.*

*Please note that we have included a copy of our most current NRC Safety Inspection Report and Compliance Inspection Report (June and Aug, 2016) which is responsive to Items 1, 2 and 3 above.*

Our current best estimate for completion of the Parent Transaction is on or about October 20, 2016. Please accept this notification as Licensee's and Buyer's authorization for the NRC to immediately post and begin the 30-day public notification and comment period. Please feel free to contact me, Mark Fenske at (412) 995-1912, if you have any further questions or concerns about the Parent Transaction or other items. Please send all written correspondence and inquiries regarding this request to the following address:

System One Holdings, LLC  
Attn: Mark Fenske  
12 Federal Street  
Suite 205  
Pittsburgh, PA 15212  
[mark.fenske@systemone.com](mailto:mark.fenske@systemone.com)

The signatures of the parties shall serve to confirm:

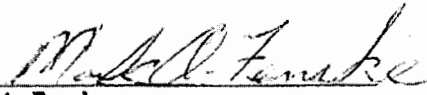
- (1) the intentions of respective parties relevant to the pending Parent Transaction;
- (2) that the executive management of Licensee is fully aware of the specific obligations as defined by the US NRC that are the basis for the possession and operation of controlled radioactive materials and license;
- (3) that Licensee understands and agrees to continue to abide by all constraints, conditions, requirements, commitments and representations identified in the existing NRC License referenced above and consistent with our administration of our NRC-regulated; and
- (4) that Buyer is fully aware of the Licensee's specific obligations as defined by the NRC that are the basis for the possession and operation of controlled radioactive materials and license.

(Signatures provided on following page)

Licensee and Buyer respectfully request that the Agency act on this request as soon as possible.


Respectfully,

System One Holdings, LLC,  
a Delaware limited liability company

By:   
Mark A. Fenske  
Executive Vice President

By:   
Dan Moran  
Chief Financial Officer

THL S1 Buyer LLC,  
a Delaware limited liability company

By:   
Joshua Bresler, President