

BE 21st Century Oncology

December 19, 2019

U.S. Nuclear Regulatory Commission
Nuclear Material Section B, Region I
ATTN: Materials Licensing
2100 Renaissance Blvd., Suite 100
King of Prussia, PA 19406-2713

Br. 1

Re: 21st Century Oncology 03037316
Byproduct Material License Number: 09-31177-01

To Whom It May Concern

21st Century Oncology, Inc. ("Licensee") operates and manages radiation treatment centers in West Virginia under U.S. Nuclear Regulatory Commission ("NRC") Byproduct Material License No. 09-31177-01. Pursuant to 10 C.F.R § 30.34(b) and the Nuclear Regulatory Commission Consolidated Guidance About Materials Licenses, NUREG-1556 Volume 15 ("NRC Guidance"), licensees must notify the NRC that they are undergoing a possible transfer of control for purposes of obtaining NRC consent to the transfer. Accordingly, per this letter, Licensee is providing notice to the NRC of an anticipated transaction (the "Transaction") to allow the NRC to review and consent to the Transaction.

Licensee is a wholly-owned subsidiary of 21st Century Oncology Holdings, Inc., a Delaware Corporation ("21st Century Holdings"). Pursuant to the contemplated Transaction, Orion US Holdings, Inc., a Delaware corporation ("Orion"), will acquire all of the issued and outstanding shares of 21st Century Holdings. Therefore, effective on the closing date of the Transaction, Orion will become the new owner of 21st Century Holdings. Licensee will remain owned by 21st Century Holdings. No direct change in ownership or control of Licensee will occur as a result of the Transaction. 21st Century Holdings will retain its existing subsidiary structure.

Licensee has its own management and operational staff who control and conduct the activities covered by the License (the "Licensed Program"). The Licensed Program will not change as a result of the Transaction. In addition, there will be no changes to Licensee's day-to-day activities or operations covered by the License as a result of the Transaction.

After reviewing the NRC's regulations and the NRC Guidance, it is unclear to Licensee whether the Transaction will constitute a transfer of control. However, to the extent that NRC views this transaction to be a transfer of control, Licensee asks that the NRC provide its consent to the Transaction pursuant to 10 C.F.R. §§ 30.34(b) and 40.46 to the extent required. The information required to obtain consent to a transfer of control, as described in Appendix E of the NRC Guidance, is set forth below. For further information, NRC may contact Leandro Barreca,

REC'D IN LAT.

12/23/19

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ONE DREAM TEAM

617596
NRC/ITEM MATERIAL-002

Executive Director of Regulatory Affairs for 21st Century Oncology, Inc., by e-mail (Leandro.Barreca@21co.com) or by telephone ((239) 690-5915). NRC may also contact Amy Garrigues, Chief Legal Officer and Executive Vice President of 21st Century Oncology, Inc., by e-mail (Amy.Garrigues@21co.com) or by telephone ([REDACTED]).

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.**

Licensee is a wholly-owned subsidiary of 21st Century Holdings. The Transaction involves an upstream restructuring of the equity interests in 21st Century Holdings.

Pursuant to an Agreement and Plan of Merger dated December 12, 2019 (“Merger Agreement”), Orion Merger Sub, Inc., a Delaware corporation and a direct wholly-owned subsidiary of Orion, will merge with and into 21st Century Holdings, with 21st Century Holdings as the surviving entity. Following the Transaction, 21st Century Holdings will continue to own Licensee, 21st Century Oncology, Inc.. The name, mailing address, and contact information of Licensee will not change as a result of the Transaction. Nor, as discussed above, will the Transaction result in any change to the Licensed Program. Licensee will continue to conduct its Licensed Program at the same location, and under the same legal entity name and federal tax identification number. Licensee’s personnel, equipment, and operations will also remain the same.

Orion is a wholly-owned subsidiary of Genesis Specialist Care UK Limited, a U.K. Limited Company, which is, in turn, a wholly-owned subsidiary of Genesis Care Finance Pty Ltd, an Australian proprietary limited company. Genesis Care Finance Pty Ltd is a wholly-owned subsidiary of GenesisCare Pty Ltd., an Australian proprietary limited company.

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.**

Licensee will retain the same management for the activities contemplated under the License. There will be no changes in personnel or the duties that relate to the Licensed Program as a result of the Transaction.

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 will be no changes in the organization, use, location, facilities, equipment, or procedures relating to the Licensed Program. The management and operations of the Licensed Program will not change as a result of 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.**

There will be no changes to Licensee's facilities, equipment, and radiation safety program as a result of the Transaction. All current conditions and practices will be maintained, and all required surveillance has been performed, documented, and reviewed. Licensee's facilities, equipment, and radiation safety program are currently in compliance and are expected to remain in compliance after the Transaction. There is no known contamination of Licensee's facilities or equipment.

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.**

This item is not applicable to the Licensed Program. Licensee is not required to maintain decommissioning funding plans or provide financial assurance 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.**

No decommissioning of the facility will occur, and upon any future decommissioning of the facility, the records concerning the safe and effective decommissioning of the facility will be transferred to the transferee or to the NRC, as appropriate

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.**

Confirmed.

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.**

Confirmed.

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 is not applicable to Licensee because Licensee does not hold a license for a fuel cycle facility.

As a result of the foregoing, Licensee respectfully requests that the NRC provide its written consent to this change of ownership pursuant to 10 C.F.R. §§ 30.34(b) and 40.46. If you have any questions or require any additional information regarding the contemplated Transaction, please let us know at your earliest opportunity.

Sincerely,

21st Century Oncology, Inc.

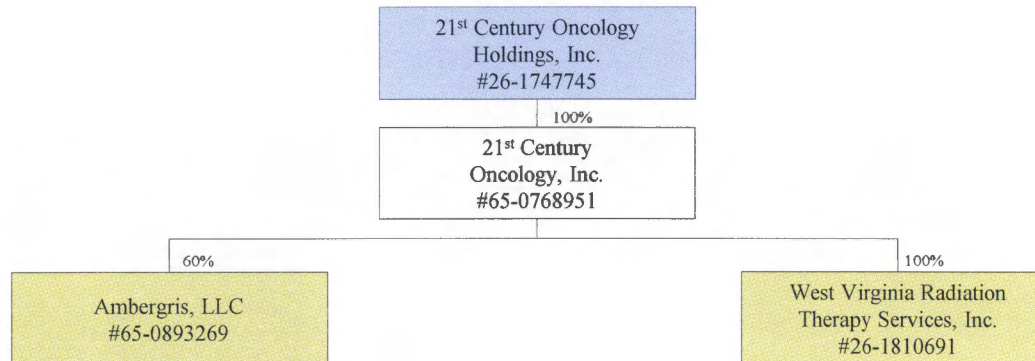
By: 

Its: VP Treasurer, FPA

Print Name: Blake Howard

By: _____

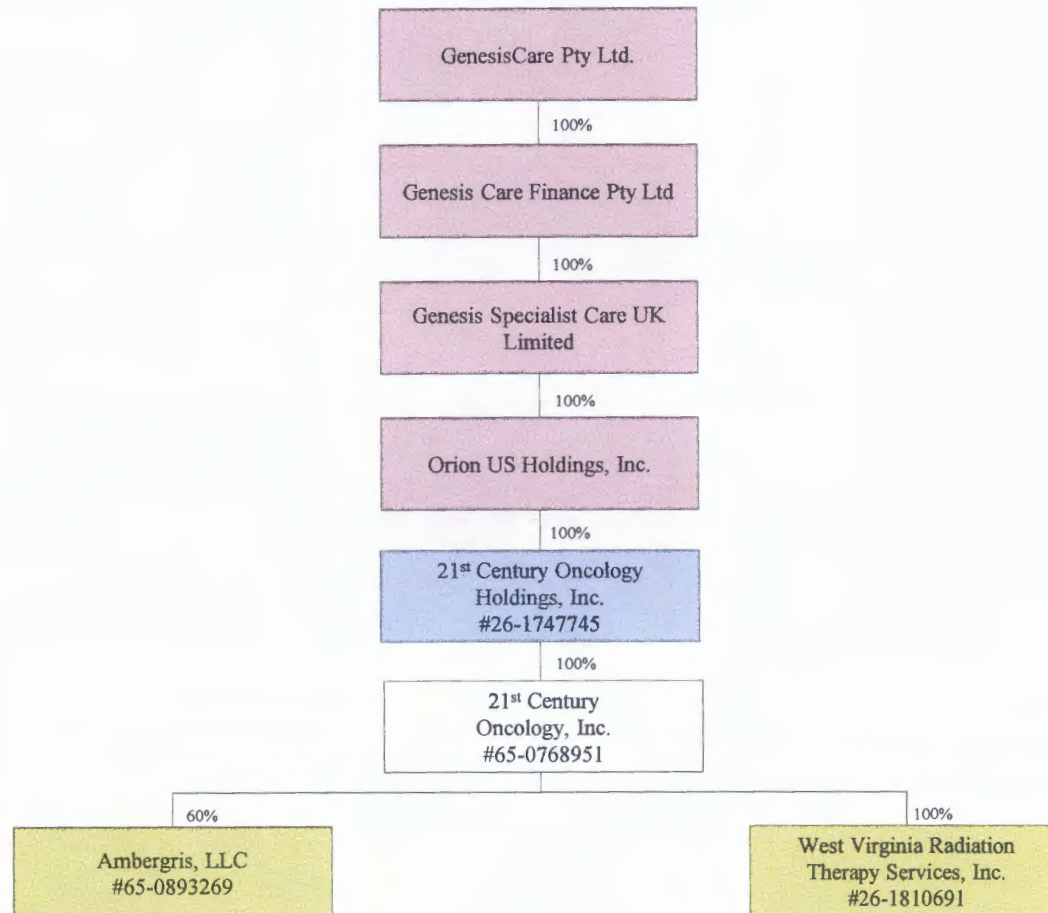
**Pre-Closing Organization Chart
West Virginia**



Key

Indirect Owner
Provider
New Owner

**Post-Closing Organization Chart
West Virginia**



Key

Indirect Owner
Provider
New Owner



ACKNOWLEDGEMENT - RECEIPT OF CORRESPONDENCE

Name and Address of Applicant and/or Licensee

Anthony Zelenka
Vice President
21st Century Oncology
ATTN: Physics Department
2270 Colonial Boulevard
Fort Myers, Florida 33907

Date

January 21, 2020

License Number(s)

09-31177-01

Mail Control Number(s)

617596

Licensing and/or Technical Reviewer or Branch

Medical Branch

This is to acknowledge receipt of your: ☒ Letter and/or ☐ Application Dated: 12/19/2019

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:

Region I
U. S. Nuclear Regulatory Commission
Division of Nuclear Materials Safety
2100 Renaissance Boulevard, Suite 100
King of Prussia, PA 19406-2713
(610) 337-5260, (610) 337-5313,
(610) 337-5398, (610) 337-5239