

July 20, 1992

Mr. Kevin Null
Material Licensing Section
U.S. Nuclear Regulatory Commission
Region III
799 Roosevelt Road
Glen Ellyn, IL 60137

Dear Mr. Null:

It is my understanding that there were several issues relating to our Standby Trust Agreement that needed additional attention from us (as noted during your recent telephone discussion with Mr. David Meyer of our company). I am enclosing several documents which I believe will clear up all of these issues; if you feel that there are still open issues relating to the Standby Trust Agreement, please contact David Meyer or myself for additional follow up. I have enclosed the following documents:

- 1) Copies of Company By-Laws and Board of Directors minutes indicating that the parties signing are authorized to represent the organization.
- 2) Letter of Acknowledgement
- 3) Specimen Certificate of Events
- 4) Specimen Certificate of Resolutions

You also mentioned to Mr. Meyer that not all of the requirements for the Letter of Credit were met. I have reviewed Regulation 30.35 (f)(2) and I believe our company has complied with the requirements listed there. The letter of credit guarantees that decommissioning costs will be paid if we should default; the letter of credit renews automatically unless 90 days notice is given of intention not to renew, and the letter of credit is payable to the beneficiary on their request for any reason pursuant to the regulations (this would include payment prior to expiration if the licensee fails to provide a replacement letter of credit). I agree that our Letter of Credit is not word-for-word per the recommended wording for a letter of credit; this is due mainly to the fact that our bank must follow their standard procedures as well. We have worked with our bank to get the letter of credit to include as much of the recommended wording as possible. If you could possibly provide us with more detailed information as to what the deficiencies are in our letter of credit then we would be able to address those issues and have this matter resolved to your satisfaction.

RECEIVED

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PDR ADOCK 03019025
C PDR


9301080031 JUL 21 1992

REGION III

Mr. Kevin Null
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Again, we would like to have this matter resolved and we will do whatever we can to have it resolved in a timely manner, but we will need more information as to what the exact deficiencies are before we can proceed further. Thank you for your help in this matter.

Regards,



Dede Huffman
Vice President of Finance

Enclosures

cc: James F. Clouser, President
David E. Meyer, Vice President

Radiation Sterilizers, Inc

By-laws

Section 5.8 President.

James F. Clouser

Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there be such an officer, the President shall be the general manager and chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and officers of the corporation. He shall preside at all meetings of the shareholders. He shall be ex officio a member of all the standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or by these By-Laws.

Section 5.9 Vice President.

Diana R. Huffman

In the absence or disability of the President, the Vice Presidents in order of their rank as fixed by the Board of Directors, or if not ranked, the Vice President designated by the Board of Directors, shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or these By-Laws.

Section 5.10 Secretary.

Diana R. Huffman

The Secretary shall keep, or cause to be kept, a book of minutes in written form of the proceedings of the Board of Directors, committees of the Board, and shareholders. Such minutes shall include all waivers of notice, consents to the holding of meetings, or approvals of the minutes of meetings executed pursuant to these By-Laws or the California Corporations Code. The Secretary shall keep, or cause to be kept at the principal executive office or at the office of the corporation's transfer agent or registrar, a record of its shareholders, giving the names and addresses of all shareholders and the number and class of shares held by each.

The Secretary shall give or cause to be given, notice of all meetings of the shareholders and of the Board of Directors required by these By-Laws or by law to be given, and shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these By-Laws.

UNANIMOUS WRITTEN CONSENT
OF
BOARD OF DIRECTORS
OF
RADIATION STERILIZERS, INCORPORATED

We, the undersigned, being all of the directors of Radiation Sterilizers, Incorporated, a California corporation (the "Company"), do hereby adopt the following resolutions by unanimous written consent as authorized by the By-Laws of the corporation and Section 307(b) of the California Corporations Code:

Amendment of By-Laws

WHEREAS, the Board of Directors has deemed it in the best interests of the Company to amend the By-Laws of the Company to separate the offices of Chief Executive Officer and President;

NOW, THEREFORE, BE IT RESOLVED, that Sections 5.1, 5.6 and 5.7 of Article V of the By-Laws of the Company are hereby amended to read in full as follows and to add Section 5.7(A) set forth below:

5.1 OFFICERS. The officers of the corporation shall be a chief executive officer, a president, a secretary and a chief financial officer. The corporation may also have at the discretion of the Board of Directors a Chairman of the Board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers and such other officers as may be appointed in accordance with the provisions of Section 5.3 of these By-Laws. Any number of offices may be held by the same person.

5.6 CHAIRMAN OF THE BOARD. The Chairman of the Board, if such an officer be elected, shall if present preside at meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of

Directors or prescribed by these By-Laws. If there is no chief executive officer, the Chairman of the Board shall also be the chief executive officer of the corporation and shall have the powers and duties prescribed in Section 5.7(A) of these By-Laws.

5.7 PRESIDENT. Subject to the supervisory powers of the Board of Directors or the Chairman of the Board, if there be such an officer, the president shall, subject to the control of the Board of Directors have such powers and duties as may be prescribed by the Board of Directors or these By-Laws.

5.7(A) CHIEF EXECUTIVE OFFICER. The chief executive officer of the corporation shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the corporation. He shall preside at all meetings of the Board of Directors and at all meetings of the shareholders in the absence of the Chairman of the Board, and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Directors or prescribed by these By-Laws.

Election of Officers

WHEREAS, the Board of Directors of the Company desires to elect new officers to serve the Company until their successors are elected;

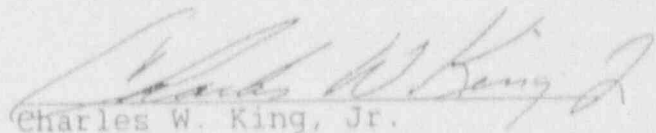
NOW, THEREFORE BE IT RESOLVED, that the following persons are hereby elected as the sole officers of the Company to serve in the capacities indicated after their names:

Charles W. King, Jr.	Chairman of the Board and Vice President; Acting Chief Financial Officer
James Clouser	Chief Executive Officer
Allan Chin	President
Bruce Meyer	Vice President of Marketing
Cynthia Knight	Secretary; Vice President of Administration
Marta L. Morando	Assistant Secretary

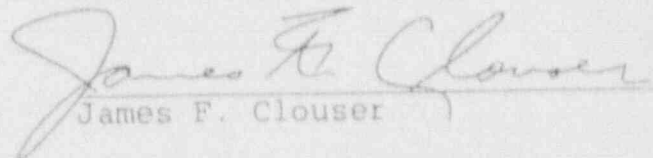
This Unanimous Written Consent shall be filed with the minutes of the proceedings of the Board of Directors and shall have the same force and effect as a unanimous vote of the Directors.

This Unanimous Written Consent may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Executed effective this 21st day of June, 1988.


Charles W. King, Jr.

Allan Chin


James F. Clouser

Ronald C. Johnson

This Unanimous Written Consent shall be filed with the minutes of the proceedings of the Board of Directors and shall have the same force and effect as a unanimous vote of the Directors.

This Unanimous Written Consent may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Executed effective this 21st day of June, 1988.

Charles W. King, Jr.

Allan Chin

James F. Clouser



Ronald E. Johnson

This instrument shall be signed by the
members of the board of directors and
shall have the same force and effect as if signed by
the Directors.

The undersigned hereby certify that the foregoing
instrument is a true and correct copy of the original,
all of which is hereby acknowledged and the same
instrument.

Executed and attested this 15th day of June, 1966.

Charles W. King, Jr.

Allen Chin
Allen Chin

James F. Clouser

Ronald C. Johnson

MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF
RADIATION STERILIZERS, INCORPORATED

January 24, 1989

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PERSONNEL CHANGES

After discussion, upon motion duly made, seconded, and unanimously carried, the following resolutions were hereby adopted:

RESOLVED that Allan Chin be appointed to the position of Vice Chairman.

RESOLVED that James Clouser be appointed to the position of President and Chief Executive Officer.

MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF
RADIATION STERILIZERS, INCORPORATED

November 22, 1989

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C. Leave of Absence

WHEREAS, Cynthia Knight has requested a leave of absence;

WHEREAS, Mr. Clouser presented the terms of a leave of absence agreement for Cynthia Knight;

RESOLVED, that the terms of the Leave of Absence for Cynthia Knight are approved as stated on the attached exhibit.

D. Election of Officer

WHEREAS, the position of Secretary has been vacated by Cynthia Knight.

WHEREAS, the Board of Directors of the Company desires to elect a new Secretary to serve the Company until a successor is elected;

RESOLVED, that Diana R. Huffman be elected to the office of Secretary.

ACKNOWLEDGEMENT

STATE OF CALIFORNIA

To Wit: _____

CITY OF _____

On this _____ day of July 1992, before me, a notary public in and for the city and State aforesaid, personally appeared _____, and she/he did depose and say that she/he is the Vice President of Union Bank, national banking association, Trustee, which executed the above instrument, that she/he knows the seal of said association; that the seal affixed to such instrument is such corporate seal; that it was so affixed by order of the association; and that she/he signed her/his name thereto by like order.

Signature of notary public

My Commission Expires: _____
Date

7/20/92
This form has been
completed by our bank,
but the original did not
arrive here in time to be
included with this letter.
I will send it as soon
as I receive it.

- Dede Huffman

Specimen Certificate of Events

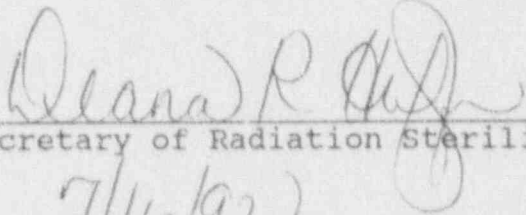
Union Bank
Northern California International Operations Center
460 Hegenberger Road, 6th floor
Oakland, CA 94621

Attention: Trust Division

Gentlemen:

In accordance with the terms of the Agreement with you dated December 27, 1991, I, Diana R. Huffman, Secretary of Radiation Sterilizers, Inc., hereby certify that the following events have occurred:

1. Radiation Sterilizers, Inc. is required to commence the decommissioning of its facility located at Westerville, Ohio (hereinafter called the decommissioning).
2. The plans and procedures for the commencement and conduct of the decommissioning have been approved by the United States Nuclear Regulatory Commission, or its successor, on _____ (copy of approval attached).
3. The Board of Directors of Radiation Sterilizers, Inc. adopted the attached resolution authorizing the commencement of the decommissioning.



Secretary of Radiation Sterilizers, Inc.

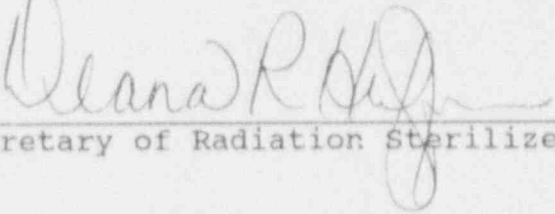
7/16/92

Date

Specimen Certificate of Resolution

I, Diana R. Huffman, do hereby certify that I am Secretary of Radiation Sterilizers, Inc., a California corporation, and that the resolution listed below was duly adopted at a meeting of this Corporation's Board of Directors on December 19, 1991.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed the seal of this Corporation this 16th day of July, 1992.


Secretary of Radiation Sterilizers, Inc.

RESOLVED, that this Board of Directors hereby authorizes the President, or such other employee of the Company as he may designate, to commence decommissioning activities at the Westerville, Ohio facility in accordance with the terms and conditions described to this Board of Directors at this meeting and with such other terms and conditions as the President shall approve with and upon the advice of Counsel.

ACKNOWLEDGEMENT

STATE OF CALIFORNIA

To Wit: _____

CITY OF SAN FRANCISCO

On this 20th day of July 1992, before me, a notary public in and for the city and State aforesaid, personally appeared Vicki Elwick, and she/he did depose and say that she/he is the Vice President of Union Bank, national banking association, Trustee, which executed the above instrument, that she/he knows the seal of said association; that the seal affixed to such instrument is such corporate seal; that it was so affixed by order of the association; and that she/he signed her/his name thereto by like order.



Carolyn Brazington
Signature of notary public

My Commission Expires: 9/16/94
Date

JUL 22 1992

CONVERSATION RECORD

TIME

DATE

8:00 A.M. 7/16/92

☐ VISIT☐ CONFERENCE☒ TELEPHONE☐ INCOMING☒ OUTGOING

NAME OF PERSON(S) CONTACTED OR IN CONTACT

ORGANIZATION (OFFICE, DEPT. ETC.)

TELEPHONE NO.

Dave Meyer

RSI, Inc.

SUBJECT

C/N 00136 - financial assurance

SUMMARY

I informed Mr. Meyer that the licensee's letter of credit and standby trust agreement is deficient. I told him that we are having an enforcement board on July 22, 1992 to discuss this case and determine severity level of violation. I explained the deficiencies, referencing appropriate pages of the regulatory guide, and told him if they could return a deficiency free financial document and standby trust agreement no later than 7/22 this may mitigate the violations.

ACTION REQUIRED

Submit financial instrument and standby trust agreement no later than 7/22/92.

NAME OF PERSON DOCUMENTING CONVERSATION

Kevin G. Null

SIGNATURE

DATE

Kevin G. Null 7/16/92

ACTION TAKEN

SIGNATURE

TITLE

DATE