

## MATERIALS LICENSE

Amendment No. 11

Pursuant to the Atomic Energy Act of 1954, as amended, the Energy Reorganization Act of 1974 (Public Law 93-438), and Title 10, Code of Federal Regulations, Chapter I, Parts 30, 31, 32, 33, 34, 35, 36, 39, 40, and 70, and in reliance on statements and representations heretofore made by the licensee, a license is hereby issued authorizing the licensee to receive, acquire, possess, and transfer byproduct, source, and special nuclear material designated below; to use such material for the purpose(s) and at the place(s) designated below; to deliver or transfer such material to persons authorized to receive it in accordance with the regulations of the applicable Part(s). This license shall be deemed to contain the conditions specified in Section 183 of the Atomic Energy Act of 1954, as amended, and is subject to all applicable rules, regulations, and orders of the Nuclear Regulatory Commission now or hereafter in effect and to any conditions specified below.

301956

## Licensee

1. ATC Associates Inc.
2. 11121 Canal Road  
Cincinnati, OH 45241-1861

In accordance with the application dated  
October 11, 19963. License Number 34-18893-01 is amended in  
its entirety to read as follows:

4. Expiration Date August 31, 2001

5. Docket or  
Reference No. 030-173246. Byproduct, Source, and/or  
Special Nuclear Material7. Chemical and/or Physical  
Form8. Maximum Amount that Licensee  
May Possess at Any One Time  
Under This License

A. Cesium-137

A. Sealed source  
(Troxler Dwg. No.  
A-102112)A. No single source  
to exceed 10  
millicuries

B. Americium-241

B. Sealed source  
(Troxler Dwg. No.  
A-102451)B. No single source  
to exceed 50  
millicuries

C. Americium-241

C. Sealed source  
(Troxler Dwg. No.  
A-100608 or A-100337)C. No single source  
to exceed 110 or 300  
millicuries

D. Californium-252

D. Sealed Source  
(Troxler Dwg. No.  
A-105162 or A-105862)D. No single source  
to exceed 100  
millicuries

E. Californium-252

E. Sealed Source  
(Troxler Dwg. No.  
A-105779)E. No single source  
to exceed 100  
millicuries

F. Americium-241

F. Sealed Source  
(Troxler Dwg. No.  
A-106510)F. No single source  
to exceed 11  
millicuries

G. Americium-241

G. Sealed Source  
(Troxler Dwg. No.  
A-102700)G. No single source  
to exceed 11  
millicuries

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PDR ADOCK 03017324  
C PDR

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**MATERIALS LICENSE  
SUPPLEMENTARY SHEET**

License Number

34-18893-01

Docket or Reference Number

030-17324

Amendment No. 11

H. Cesium-137

H. Sealed source  
(Campbell Pacific  
Nuclear Model No. CPN-131)

H. No single source  
to exceed 10  
millicuries

I. Americium-241

I. Sealed source  
(Campbell Pacific  
Nuclear Model No. CPN-131)

I. No single source  
to exceed 50  
millicuries

9. Authorized Use:

- A. To be used in Troxler Model 3400, 4640, 3565, 4545, 4350, 1300 Series moisture/density gauge to measure moisture/density of construction materials.
- B. To be used in Troxler Model 3400, 3216, 3218 Series moisture/density gauge to measure moisture/density of construction materials.
- C. To be used in Troxler Model 3241 asphalt content gauge to measure asphalt content/properties of construction materials.
- D. To be used in Troxler Model 3242 asphalt content gauge to measure asphalt content/properties of construction materials.
- E. To be used in Troxler Model 4430 Series moisture gauge to measure moisture content of construction materials.
- F. To be used in Troxler Model 4430 Series gauge for the measurement of cement in concrete.
- G. To be used in Troxler Model 4300, 3200, 3300 Series moisture/density gauge to measure moisture/density of construction materials.
- H. and I. To be used in Campbell Pacific Nuclear MC Series moisture/density gauge to measure moisture/density of construction materials.

CONDITIONS

10. Licensed material may be stored at:

11121 Canal Road  
Cincinnati, Ohio

2027 Springboro West  
Dayton, Ohio

8555 Sweet Valley Drive, Suite R  
Cleveland, Ohio

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Amendment No. 11

10. (Continued)

and may be used at temporary job sites of the licensee anywhere in the United States where the U.S. Nuclear Regulatory Commission maintains jurisdiction for regulating the use of licensed material.

11. Licensed material shall be used by, or under the supervision and in the physical presence of, individuals who have completed a gauge manufacturer's training or the licensee's training program contained in application dated August 30 1995, or another gauge training program licensed by the U.S. Nuclear Regulatory Commission or Agreement State and have been instructed in the licensee's routine and emergency operating procedures and who have been designated by the Radiation Safety Officer.
12. The Corporate Radiation Safety Officer for the activities authorized by this license is Larry A. Jeffers, P.E..
13. A. Sealed sources shall be tested for leakage and/or contamination at intervals not to exceed 6 months or at such other intervals as specified by the certificate of registration referred to in 10 CFR 32.210.
- B. In the absence of a certificate from a transferor indicating that a leak test has been made within 6 months prior to the transfer, a sealed source or detector cell received from another person shall not be put into use until tested.
- C. Sealed sources need not be leak tested if:
- (i) they contain only hydrogen-3; or
  - (ii) they contain only a radioactive gas; or
  - (iii) the half-life of the isotope is 30 days or less; or
  - (iv) they contain not more than 100 microcuries of beta and/or gamma emitting material or not more than 10 microcuries of alpha emitting material; or
  - (v) they are not designed to emit alpha particles, are in storage, and are not being used. However, when they are removed from storage for use or transferred to another person, and have not been tested within the required leak test interval, they shall be tested before use or transfer. No sealed source or detector cell shall be stored for a period of more than 10 years without being tested for leakage and/or contamination.

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- D. The leak test shall be capable of detecting the presence of 0.005 microcurie of radioactive material on the test sample. If the test reveals the presence of 0.005 microcurie or more of removable contamination, a report shall be filed with the U.S. Nuclear Regulatory Commission in accordance with 10 CFR 30.50(b)(2), and the source shall be removed immediately from service and decontaminated, repaired, or disposed of in accordance with Commission regulations. The report shall be filed within 5 days of the date the leak test result is known with the U.S. Nuclear Regulatory Commission, Region III, ATTN: Chief, Nuclear Materials Safety Branch, 801 Warrenville Road, Lisle, Illinois 60532-4351. The report shall specify the source involved, the test results, and corrective action taken.
- E. The licensee is authorized to collect leak test samples for analysis by Troxler Electronic Laboratories. Alternatively, tests for leakage and/or contamination may be performed by persons specifically licensed by the Commission or an Agreement State to perform such services.
14. Sealed sources containing licensed material shall not be opened or removed from the gauges by the licensee.
15. When performing tests at temporary job sites, the authorized user shall not leave the moisture/density gauge unattended. Upon completion of tests the device shall be locked in the licensee's vehicle or a secure building to prevent unauthorized use, loss or theft.
16. The licensee shall conduct a physical inventory every 6 months to account for all sources and/or devices received and possessed under the license. Records of inventories shall be maintained for 2 years from the date of each inventory.
17. The licensee may transport licensed material in accordance with the provisions of 10 CFR Part 71, "Packaging and Transportation of Radioactive Material."
18. Any cleaning, maintenance or repair of the gauge(s) that requires removal of the source rod shall be performed only by the manufacturer or by other persons specifically licensed by the Commission or an Agreement State to perform such services.
19. In addition to the possession limits in Item 8, the licensee shall further restrict the possession of licensed material to quantities below the minimum limit specified in 10 CFR 30.35(d) for establishing decommissioning financial assurance.

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**MATERIALS LICENSE  
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20. Except as specifically provided otherwise in this license, the licensee shall conduct its program in accordance with the statements, representations, and procedures contained in the documents including any enclosures, listed below. The Nuclear Regulatory Commission's regulations shall govern unless the statements, representations and procedures in the licensee's application and correspondence are more restrictive than the regulations.

A. Applications dated August 30, 1995 and October 11, 1996.

FOR THE U.S. NUCLEAR REGULATORY COMMISSION

Date

1/27/97

By

*Michael F. Weber*

Nuclear Materials Licensing Branch, Region III

COPY



BETWEEN:

License Fee Management Branch, ARM  
and  
Regional Licensing Sections

(FOR LFMS USE)  
INFORMATION FROM LTS

Program Code: 03121  
Status Code: 0  
Fee Category: 3P  
Exp. Date: 20010831  
Fee Comments:  
Decom Fin Assur Recd: N

LICENSE FEE TRANSMITTAL

A. REGION

1. APPLICATION ATTACHED

Applicant/Licensee: ATC ENVIRONMENTAL INCORPORATED  
Received Date: 961016  
Docket No: 3017324  
Control No.: 301956  
License No.: 34-18893-01  
Action Type: Amendment

2. FEE ATTACHED

Amount: 300  
Check No.: 6200

3. COMMENTS

Signed  
Date

D. Hersey  
10-18-96

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

1. Fee Category and Amount:

3P \$300

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

Amendment ☒  
Renewal ☐  
License ☐

3. OTHER

Signed  
Date

SC  
10/22/96

OCT 28 1996

|                  |                   |
|------------------|-------------------|
| Log              | <u>OCT 10 711</u> |
| Remitter         | <u>ATC</u>        |
| Check No.        | <u>6200</u>       |
| Amount           | <u>\$300</u>      |
| Fee Category     | <u>3P</u>         |
| Type of Fee      | <u>Amendment</u>  |
| Date Check Rec'd | <u>10/21/96</u>   |
| Date Completed   | <u>10/22/96</u>   |
| By               | <u>SC</u>         |

1996 OCT 21 AM 11:50

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## APPLICATION FOR MATERIAL LICENSE

INSTRUCTIONS: SEE THE APPROPRIATE LICENSE APPLICATION GUIDE FOR DETAILED INSTRUCTIONS FOR COMPLETING APPLICATION. SEND TWO COPIES OF THE ENTIRE COMPLETED APPLICATION TO THE NRC OFFICE SPECIFIED BELOW.

### APPLICATIONS FOR DISTRIBUTION OF EXEMPT PRODUCTS FILE APPLICATIONS WITH:

U.S. NUCLEAR REGULATORY COMMISSION  
DIVISION OF INDUSTRIAL AND MEDICAL NUCLEAR SAFETY, NMSS  
WASHINGTON, DC 20555

ALL OTHER PERSONS FILE APPLICATIONS AS FOLLOWS, IF YOU ARE LOCATED IN:

CONNECTICUT, DELAWARE, DISTRICT OF COLUMBIA, MAINE, MARYLAND, MASSACHUSETTS, NEW HAMPSHIRE, NEW JERSEY, NEW YORK, PENNSYLVANIA, RHODE ISLAND, OR VERMONT, SEND APPLICATIONS TO:

U.S. NUCLEAR REGULATORY COMMISSION, REGION I  
NUCLEAR MATERIALS SAFETY SECTION B  
475 ALLENDALE ROAD  
KING OF PRUSSIA, PA 19406

ALABAMA, FLORIDA, GEORGIA, KENTUCKY, MISSISSIPPI, NORTH CAROLINA, PUERTO RICO, SOUTH CAROLINA, TENNESSEE, VIRGINIA, VIRGIN ISLANDS, OR WEST VIRGINIA, SEND APPLICATIONS TO:

U.S. NUCLEAR REGULATORY COMMISSION, REGION II  
NUCLEAR MATERIALS SAFETY SECTION  
101 MARIETTA STREET, SUITE 2900  
ATLANTA, GA 30323

### IF YOU ARE LOCATED IN:

ILLINOIS, INDIANA, IOWA, MICHIGAN, MINNESOTA, MISSOURI, OHIO, OR WISCONSIN, SEND APPLICATIONS TO:

U.S. NUCLEAR REGULATORY COMMISSION, REGION III  
MATERIALS LICENSING SECTION  
799 ROOSEVELT ROAD  
GLEN ELLY, IL 60137

ARKANSAS, COLORADO, IDAHO, KANSAS, LOUISIANA, MONTANA, NEBRASKA, NEW MEXICO, NORTH DAKOTA, OKLAHOMA, SOUTH DAKOTA, TEXAS, UTAH, OR WYOMING, SEND APPLICATIONS TO:

U.S. NUCLEAR REGULATORY COMMISSION, REGION IV  
MATERIAL RADIATION PROTECTION SECTION  
611 RYAN PLAZA DRIVE, SUITE 1000  
ARLINGTON, TX 76011

ALASKA, ARIZONA, CALIFORNIA, HAWAII, NEVADA, OREGON, WASHINGTON, AND U.S. TERRITORIES AND POSSESSIONS IN THE PACIFIC, SEND APPLICATIONS TO:

U.S. NUCLEAR REGULATORY COMMISSION, REGION V  
NUCLEAR MATERIALS SAFETY SECTION  
1450 MARIA LANE, SUITE 210  
WALNUT CREEK, CA 94596

PERSONS LOCATED IN AGREEMENT STATES SEND APPLICATIONS TO THE U.S. NUCLEAR REGULATORY COMMISSION ONLY IF THEY WISH TO POSSESS AND USE LICENSED MATERIAL IN STATES SUBJECT TO U.S. NUCLEAR REGULATORY COMMISSION JURISDICTION.

### 1. THIS IS AN APPLICATION FOR (Check appropriate item)

- ☐ A. NEW LICENSE  
☒ B. AMENDMENT TO LICENSE NUMBER 34-18893-01  
☐ C. RENEWAL OF LICENSE NUMBER \_\_\_\_\_

### 2. NAME AND MAILING ADDRESS OF APPLICANT (Include Zip Code)

ATC Environmental Inc.  
11121 Canal Road  
Cincinnati, OH 45241

### 3. ADDRESS(ES) WHERE LICENSED MATERIAL WILL BE USED OR POSSESSED.

11121 Canal Road/Cincinnati, OH 45241  
2027 Springboro West/Dayton, OH 45439

### 4. NAME OF PERSON TO BE CONTACTED ABOUT THIS APPLICATION

Larry A. Jeffers, P.E./R.S.O.

### TELEPHONE NUMBER

513-771-2112

SUBMIT ITEMS 5 THROUGH 11 ON 8 1/2 x 11" PAPER. THE TYPE AND SCOPE OF INFORMATION TO BE PROVIDED IS DESCRIBED IN THE LICENSE APPLICATION GUIDE.

### 5. RADIOACTIVE MATERIAL

a. Element and mass number, b. chemical and/or physical form, and c. maximum amount which will be possessed at any one time.

### 6. PURPOSE(S) FOR WHICH LICENSED MATERIAL WILL BE USED.

### 7. INDIVIDUAL(S) RESPONSIBLE FOR RADIATION SAFETY PROGRAM AND THEIR TRAINING AND EXPERIENCE.

### 8. TRAINING FOR INDIVIDUALS WORKING IN OR FREQUENTING RESTRICTED AREAS.

### 9. FACILITIES AND EQUIPMENT.

### 10. RADIATION SAFETY PROGRAM.

### 11. WASTE MANAGEMENT.

### 12. LICENSEE FEES (See 10 CFR 170 and Section 170.31)

FEE CATEGORY 3p AMOUNT ENCLOSED \$300.00

### 13. CERTIFICATION. (Must be completed by applicant) THE APPLICANT UNDERSTANDS THAT ALL STATEMENTS AND REPRESENTATIONS MADE IN THIS APPLICATION ARE BINDING UPON THE APPLICANT.

THE APPLICANT AND ANY OFFICIAL EXECUTING THIS CERTIFICATION ON BEHALF OF THE APPLICANT, NAMED IN ITEM 2, CERTIFY THAT THIS APPLICATION IS PREPARED IN CONFORMITY WITH TITLE 10, CODE OF FEDERAL REGULATIONS, PARTS 30, 32, 33, 34, 35, AND 40 AND THAT ALL INFORMATION CONTAINED HEREIN, IS TRUE AND CORRECT TO THE BEST OF THEIR KNOWLEDGE AND BELIEF.

WARNING: 18 U.S.C. SECTION 1001 ACT OF JUNE 25, 1948, 62 STAT. 749 MAKES IT A CRIMINAL OFFENSE TO MAKE A WILLFULLY FALSE STATEMENT OR REPRESENTATION TO ANY DEPARTMENT OR AGENCY OF THE UNITED STATES AS TO ANY MATTER WITHIN ITS JURISDICTION.

### SIGNATURE—CERTIFYING OFFICER

### TYPED/PRINTED NAME

### TITLE

### DATE

Larry A. Jeffers

Radiation Safety Officer 10-11-96

### FOR NRC USE ONLY

### TYPE OF FEE

### FEE LOG

### FEE CATEGORY

### COMMENTS

### AMOUNT RECEIVED

### CHECK NUMBER

### APPROVED BY

### DATE

RECEIVED

OCT 16 1996

REGION III

301956

# ATEC Associates, Inc.



11121 Canal Road  
Cincinnati, Ohio 45241-1861  
(513) 771 2112, FAX (513) 782-6908

# ATC ENVIRONMENTAL INC.

October 11, 1996

United States Nuclear Regulatory Commission  
Region 111  
801 Warrenville Road  
Lisle, IL 60532-4351

RE: Application of Amendment to License  
License Number 34-18893-01

Gentlemen:

By way of this letter and attached completed application form and attachments, we respectfully request that our license to use nuclear density gauges as referenced above be amended as follows:

1.) Change of Ownership

- On May 24, 1996, ATC Environmental, Inc. (ATC) acquired certain assets and assumed certain liabilities of American Testing and Engineering Corporation (ATEC). These assets included the equipment, projects and files utilized in performing services with the materials referred to in the License No. 34-18893-01.
- ATC is a national, publicly held environmental consulting firm headquartered in New York City. Lack of prior notification of the change of ownership/control under 20 CFR 30.34 (b) resulted from the confidential nature of the negotiations for the asset purchases of ATEC by ATC, and the time required to establish procedures under the new ownership arrangement.
- The transfer of ownership did not effect the status or location of the previous ATEC offices, equipment, personnel or RSOs' in the individual offices except as amended by the affected office. The national RSO, Jerry Chennoweth, is no longer employed by ATC, but is available on a consulting basis to work with ATC in establishing a national RSO structure.



- Attachments 1 through 4 to this amendment letter and application provide information relative to this change of ownership/control as required by NRC Information Notice 89-25, Rev. 1, and related supporting documents and data.

2.) Change in location of equipment use and storage

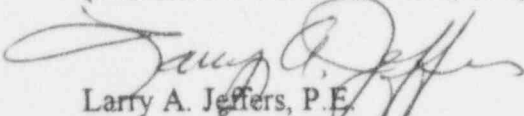
- ATC Environmental Inc., operating also as ATEC Associates, Inc., will be operating and using nuclear devices from the locations listed in the referenced license in Dayton and Cincinnati, Ohio. The location listed for Cleveland, Ohio will no longer be used as an operating or storage address.

All other conditions of the license remain as stated therein.

Please note that the information included in Attachment 2 states that the official operating name of the company will change from ATC Environmental Inc. to ATC Associates Inc. Everything else about our operations will remain the same. We will notify you by letter when that change becomes official.

Respectfully Submitted,

ATC Environmental Inc.  
(also d/b/a ATEC Associates, Inc.)



Larry A. Jeffers, P.E.  
Radiation Safety Officer  
Ohio Branch Manager

ATTACHMENT 1

INFORMATION NEEDED FOR CHANGE OF OWNERSHIP/CONTROL APPLICATION  
(As required by NRC Information Notice 89-25, Rev. 1)

1. The new name of the licensed organization is ATC Environmental Inc. However, ATC Environmental Inc. is in the process of a corporate reorganization which will result in the transfer of all of ATC Environmental Inc.'s environmental and engineering operations and assets, which includes control of the licensed material, to a new operating subsidiary to be known as ATC Associates Inc.
2. There have been no changes in local licensee contacts or telephone numbers. The new national contact for ATC Environmental Inc. and for the future ATC Associates Inc. is Steven C. Warren, Corporate Director of Health and Safety, (605) 338-0555.
3. The Officers of ATC Environmental Inc. are as provided in attachment 2. Officers of the new subsidiary, ATC Associates Inc., will be provided as the information becomes available. There have been no changes to personnel named in the license.
4. The transferor (American Testing and Engineering Corporation which prior to the asset purchase did business as ATEC Associates, Inc.) will remain in non-licensed business without the license. (The name ATEC Associates, Inc. was purchased by ATC Environmental Inc., and in addition, American Testing and Engineering Corporation is now doing business as AMTECH.)
5. A description of the transaction is provided in the form of a press release and is included as attachment 2. With regard to title of the licensed material, it will remain with American Testing and Engineering Corporation for a period of six (6) years with an option for ATC Environmental Inc. to purchase at the end of said term pursuant to a master equipment lease between the parties. ATC Environmental Inc. has possession and control of all licensed material. A description of the transaction with regard to ATC Associates Inc. will be provided when the documents become available.
6. The only planned change in organization is the formation of a Delaware subsidiary corporation (ATC Associates Inc.) as described above. There are no planned changes in location, facility, equipment, or procedures.
7. There have been no changes in use, possession, location or storage of the licensed materials.
8. There have been no changes in organization, location, facilities, equipment, procedures, or personnel that would require a license amendment even without the change of ownership/control.
9. All surveillance items and records (e.g., calibrations, leak tests, surveys, inventories, and accountability requirements) are current.
10. All records concerning the safe effective decommissioning of the facility, pursuant to 10 CFR 30.35(g), 40.36(f), 70.25(g), and 72.30(d); public dose and waste disposal by release to sewers, incineration, radioactive material spills, and on-site burials, have been transferred to the

new licensee.

11. The facility is not contaminated.

12. There is no contamination, and therefore no need for decontamination plans or financial assurance arrangements required for any clean-up at the time of the transfer.

13. The transferee agrees to abide by all commitments and representations previously made to the NRC by the transferor to include: maintaining decommissioning records required by 10 CFR 30.35(g); implementing decontamination activities and decommissioning of the site; and completing corrective actions for open inspection items and enforcement actions. The transferee accepts full liability for the site. Evidence of adequate resources to fund decommissioning are provided in attachment 3. The transferee accepts full responsibility for open inspection items and/or any resulting enforcement actions.

14. See the Agreement and Commitment for NRC Licensed Materials document provided as attachment 4.

15. The transferee commits to abide by all constraints, conditions, requirements, representations, and commitments identified in the existing license.

ATTACHMENT 2



ATC Environmental, Inc.

FEIN: 46-0399408

Registered Office:

Dover, Delaware

Principal Office:

New York, New York

Officers and Directors:

President, CEO, Treasurer,  
and Director

Morry F. Rubin  
104 East 25th Street, Tenth Floor  
New York, NY 10010-2917

Secretary and  
Chairman of the Board

George Rubin  
104 East 25th Street, Tenth Floor  
New York, NY 10010-2917

Senior Vice President

Christopher P. Vincze  
600 West Cummings Park, Suite 6500  
Woburn, MA 01801-6350

Senior Vice President

Nicholas J. Malino  
104 East 25th Street, Tenth Floor  
New York, NY 10010-2917

Senior Vice President

Donald W. Beck  
104 East 25th Street, Tenth Floor  
New York, NY 10010-2917

Vice President and  
Director

Richard L. Pruitt  
1515 East 10th Street  
Sioux Falls, SD 57103

55#  
479-48-9309

Chief Financial Officer

Wayne A. Crosby  
1515 East 10th Street  
Sioux Falls, SD 57103

Director

Julia S. Heckman  
One Liberty Plaza, 31st Floor  
165 Broadway, New York, NY 10006

Director

Richard Greenberg  
24688 Foothills Drive North  
Golden, CO 80401

Key Employee

John J. Smith  
1515 East 10th Street  
Sioux Falls, SD 57103

ATTACHMENT 3

# ATC ENVIRONMENTAL INC.

FOR IMMEDIATE RELEASE -MAY 28, 1996

NASDAQ:NMS Symbol

Common Stock - ATCE

Class C Warrants - ATCEL

## ATC ENVIRONMENTAL INC. COMPLETES PURCHASE OF ASSETS OF CONSULTING FIRM WITH 1995 REVENUES OF \$85,700,000

NEW YORK, NY - May 28 1996 - ATC Environmental Inc. ("ATC") announced that it has purchased specified assets and assumed specified liabilities of American Testing and Engineering Corporation ("ATEC") a national environmental consulting firm. The business had audited total revenues of approximately \$85,000,000 and reported a net loss of approximately \$1,800,000 for the year ended December 31, 1995, not including revenues from an excluded subsidiary. For the four months ended April 30, 1996, ATEC reported total revenues of approximately \$24,200,000 and a loss of \$400,000.

This acquisition will be accounted for as a purchase. The assets acquired by ATC consist of intangible assets, including customer contract rights, customer lists, order backlog and customer records, and certain tangible assets consisting of accounts receivable, work in process and customer and certain other deposits. ATC also executed a lease agreement with the option to purchase substantially all of the seller's equipment, several sublease agreements for premises leased by the seller, non-competition agreements with the seller, a major shareholder of the seller and a non-acquired subsidiary of the seller, and a consulting services agreement with a major shareholder of seller. Consideration consists of cash paid at closing of \$9,000,000 and future payment obligations to the seller and a major shareholder of the seller totaling \$6,000,000. Up to \$2,000,000 of amounts paid at closing may be recoverable based on net revenues earned during the first year following the purchase. In addition, ATC will pay contingent consideration of up to \$10,750,000 upon the attainment of certain revenue targets and certain other conditions. Additionally, ATC assumed liability for ATEC's bank debt, accounts payable and certain other recorded liabilities and ATEC's obligations under certain contracts, and incurred direct expenses and transition costs.

ATEC provides environmental consulting and engineering services including risk assessments, compliance audits, environmental remediation consulting, geotechnical and materials testing, industrial hygiene and analytical services through a large national network of branch and regional offices.

This acquisition is expected to be immediately accretive to earnings. No stock will be issued in connection with the transaction. ATC expects to retain nearly all of the seller's current revenue base, although no assurance can be given in this regard.

ATC is a multi-disciplinary national environmental consulting and management firm providing industrial hygiene, lead-paint risk and environmental remediation consulting, analytical, training, environmental auditing and assessment and systems design and risk analysis services. Its services are provided to a broad range of clients, including Fortune 500 firms, financial institutions, and federal, state and local government agencies. With the completion of this purchase, ATC will be one of the 40 largest firms in the U.S. environmental engineering and consulting services sector.

Contact: Morry F. Rubin, President and CEO, at (212) 353-8280.

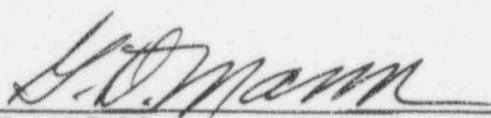
ATTACHMENT 4


AGREEMENT AND COMMITMENT  
FOR  
NRC LICENSED MATERIALS

By signature of this document, the transferor and transferee document their agreement to the change in control of the licensed material and activity, and the conditions of transfer. The transferor also indicates that the transferee has been made aware of all open inspection items and its responsibility for possible resulting enforcement actions that were in being at the time of the transfer.

Transferor  
American Engineering and Testing Corp  
d/b/a ATEC Associates Inc.

Transferee  
ATC Environmental Inc.

  
\_\_\_\_\_  
Gerald D Mann

  
\_\_\_\_\_  
Richard L. Pruitt



JAN 30 1997

Larry A. Jeffers, P.E.  
Radiation Safety Officer  
ATC Associates Inc.  
11121 Canal Road  
Cincinnati, OH 45241-1861

Dear Mr. Jeffers:

This refers to your amendment request dated October 11, 1996, in which you notified the NRC of the transfer of ownership and control of NRC License No. 34-18893-01, and to our telephone conversation on January 24, 1997.

As we discussed on January 24, 1997, the change of ownership transaction required an amendment to the existing license. Failure to obtain NRC consent to the change of ownership prior to the change is a violation of 10 CFR 30.34(b) and is addressed in the attached Notice of Violation. The root cause and corrective action for the violation appear to have been addressed by ATC Associates Inc., therefore, no response to the violation is required. However, we caution you that future violations of this type involving ATC Associates Inc.'s licensed activities may result in escalated enforcement actions.

Enclosed is Amendment No. 11 to your NRC Material License No. 34-18893-01 in accordance with your request. Please review the document carefully and be sure that you understand all conditions. If there are any errors or questions, please notify the U.S. Nuclear Regulatory Commission, Region III office at (630) 829-9887 so that we can provide appropriate corrections and answers.

Please be advised that we cannot delete 8555 Sweet Valley Drive, Cleveland, OH, as an area of use (including storage) until we have received and reviewed confirmation that: (1) all licensed materials have been removed from this location, (2) all sealed sources have been tested for leakage and/or contamination per License Condition No. 13, and (3) all sealed sources have less than 0.005 microcuries of removable contamination. When submitting this information, please state that it is additional information to Control Number 301956.

In addition, please be advised that your license expires at the end of the day, in the month, and year stated in the license. Unless your license has been terminated, you must conduct your program involving byproduct materials in accordance with the conditions of your NRC license, representations made in your license application, and NRC regulations. In particular, note that you must:

1. Operate in accordance with NRC regulations 10 CFR Part 19, "Notices, Instructions and Reports to Workers; Inspections," 10 CFR Part 20, "Standards for Protection Against Radiation," and other applicable regulations.

2. Notify NRC, in writing, within 30 days:
  - a. When the Radiation Safety Officer permanently discontinues performance of duties under the license or has a name change; or
  - b. When the licensee's mailing address changes (no fee is required if the location of byproduct material remains the same).
3. In accordance with 10 CFR 30.38(b) and/or license condition, notify NRC, promptly, in writing, and request termination of the license when you decide to terminate all activities involving materials authorized under the license.
4. Request and obtain a license amendment before you:
  - a. Change Radiation Safety Officers;
  - b. Order byproduct material in excess of the amount, or radionuclide, or form different than authorized on the license;
  - c. Add or change the areas of use or address or addresses of use identified in the license application or on the license; or
  - d. Change ownership of your organization.
5. Submit a complete renewal application with proper fee or termination request at least 30 days before the expiration date of your license. You will receive a reminder notice approximately 90 days before the expiration date. Possession of byproduct material after your license expires is a violation of NRC regulations. A license will not normally be renewed, except on a case-by-case basis, in instances where licensed material has never been possessed or used.

In addition, please note that NRC Form 313 requires the applicant, by his/her signature, to verify that the applicant understands that all statements contained in the application are true and correct to the best of the applicant's knowledge. The signatory for the application should be the licensee or certifying official rather than a consultant.

You will be periodically inspected by NRC. Failure to conduct your program in accordance with NRC regulations, license conditions, and representations made in your license application and supplemental correspondence with NRC will result in enforcement action against you. This could include issuance of a notice of violation, or imposition of a civil penalty, or an order suspending, modifying or revoking your license as specified in the General Policy and Procedures for NRC Enforcement Actions. Since serious consequences to employees and the public can result from failure to comply with NRC requirements,

L. Jeffers

-3-

prompt and vigorous enforcement action will be taken when dealing with licensees who do not achieve the necessary meticulous attention to detail and the high standard of compliance which NRC expects of its licensees.

In accordance with 10 CFR 2.790 of the NRC's "Rule of Practice," a copy of this letter and the enclosure, will be placed in the NRC Public Document Room.

Sincerely,

Cynthia D. Pederson, Director  
Division of Nuclear Materials Safety

License No. 34-18893-01  
Docket No. 030-17324

Enclosures:

1. Amendment No. 11
2. Notice of Violation

bcc w/enclosures: PUBLIC  
H. Brent Clayton, EICS

DOCUMENT NAME: M:\03017324.CL7

To receive a copy of this document, indicate in the box: "C" = Copy without attachment/enclosure "E" =  
Copy with attachment/enclosure "N" = No copy

|        |                        |                                     |                   |                          |                       |                          |  |  |  |
|--------|------------------------|-------------------------------------|-------------------|--------------------------|-----------------------|--------------------------|--|--|--|
| OFFICE | DNMS/RIII              | <input checked="" type="checkbox"/> | DNMS/RIII         | <input type="checkbox"/> | DNMS/RIII             | <input type="checkbox"/> |  |  |  |
| NAME   | MFWeber:brt <i>msw</i> |                                     | BJHolt <i>BJH</i> |                          | CDPederson <i>CDP</i> |                          |  |  |  |
| DATE   | 01/27/97               |                                     | 01/28/97          |                          | 01/29/97              |                          |  |  |  |

OFFICIAL RECORD COPY

NOTICE OF VIOLATION

ATEC Associates Inc.  
Cincinnati, Ohio

License No. 34-18893-01  
Docket No. 030-17324

During an NRC review conducted between January 14, 1997 and January 24, 1997, a violation of NRC requirements was identified. In accordance with the "General Statement of Policy and Procedure for NRC Enforcement Actions," NUREG-1600, the violation is listed below:

10 CFR 30.34(b) states that no license issued or granted pursuant to the regulations in this part and Parts 31 through 39, nor any right under a license shall be transferred, assigned or in any manner disposed of, either voluntary or involuntary, directly or indirectly, through transfer of control of any license to any other person, unless the Commission shall, after securing full information, find that the transfer is in accordance with the provisions of the Act and shall give its consent in writing.

Contrary to the above, on May 24, 1996, ATEC Associates Inc. transferred License Number 34-18893-01 to ATC Environmental Inc. (now known as ATC Associates Inc.), and the Commission had not been provided full information about the transfer or given its consent to the transfer in writing prior to May 24, 1996.

This is a Severity Level IV violation (Supplement VI).

The review showed that steps had been taken to correct the identified violation and to prevent recurrence. Consequently, no reply to the violation is required and we have no further questions regarding this matter.

Dated at Lisle, Illinois  
this 30 day of January 1997

UNITED STATES  
NUCLEAR REGULATORY COMMISSION  
REGION III  
801 WARRENVILLE ROAD  
LISLE, ILLINOIS 60532-4351  
630-829-9887 (phone), 630-515-1259 (fax)

CONVERSATION RECORD

TIME

DATE

1/24/97

NAME OF PERSON(S) CONTACTED

ORGANIZATION

TELEPHONE NO.

Larry Jeffers, RSO

ATC (Cincinnati)

513-771-2112

SUBJECT

Amendment request - CONTROL NO. 301956

SUMMARY

The change of ownership transaction required an amendment to the existing license. Failure to obtain NRC consent to the change of ownership prior to the change is a violation of 10 CFR 30.34(b) and is addressed in the Notice of Violation. The root cause and corrective action for the violation appear to have been addressed by ATC Associates Inc., therefore, no response to the violation is required. However, you are cautioned that the NRC expects licensed activities to be conducted with the necessary meticulous attention to detail and a high standard of compliance, and further violations of this nature will be strongly addressed.

(NOTE: The decision to cite the licensee with a SL IV violation with no response was cleared with NMSS (Patricia Holahan) on 1/24/97 - prior to this phone call.)

ACTION REQUIRED

Issue amendment.

NAME OF PERSON DOCUMENTING CONVERSATION

SIGNATURE

DATE

Michael F. Weber

|  |

1/27/97





UNITED STATES  
NUCLEAR REGULATORY COMMISSION

REGION III  
801 WARRENVILLE ROAD  
LISLE, ILLINOIS 60532-4351

October 18, 1996

Larry A. Jeffers, P.E.  
Radiation Safety Officer  
ATC Environmental Incorporated  
11121 Canal Road  
Cincinnati, OH 45241

SUBJECT: ACKNOWLEDGEMENT OF CORRESPONDENCE  
(Letter & Application Dated 10/11/96)

Dear Licensee:

In response to your request, we have completed the initial processing, which is an administrative review of your application for a(n):

☐ New License                      ☒ Amendment                      ☐ Renewal  
☐ Termination                      ☐ Auth User (Amendment not required)  
☐ Other \_\_\_\_\_

No administrative deficiencies were identified during this initial review. However, it should be noted that a technical review may identify omissions in the submitted information.

It appears that your request is routine (see 1-3 below, as applicable).

1. New and amendment actions are normally processed within 90 days, unless we find major deficiencies, or policy issues requiring central program office assistance.
2. Renewal actions are normally processed within 180 days, however, under timely filing (before expiration) you may continue to operate under your existing license.
3. Termination actions are normally processed within 90 days, unless confirmatory surveys following decontamination/decommissioning activities are involved.

A copy of your correspondence has been forwarded to our Licensing Fee and Debt Collection Branch (301/415-6097) for approval of the fee category and amount, if required.

If you have a compelling safety or business-related reason for requesting expedited review, please contact the Materials Licensing Branch at (630) 829-9887. We will try to complete your request as soon as practicable. Any correspondence about this request should reference the control number.

Nuclear Materials Support Branch

Mail Control No. 301956  
License No. 34-18893-01