

May 13, 2020

Division of Nuclear Materials Safety
U.S. Nuclear Regulatory Commission, Region I
2100 Renaissance Blvd, Suite 100
King of Prussia, Pennsylvania 19406

**SUBJECT: Application for Approval of Transfer of Control
 NRC License No. 06-20581-01 (Docket No. 030-19941)**

Pursuant to 10 C.F.R. § 30.34(b), Goodrich Corporation (“Goodrich”) and AMERGINT Technologies, Inc. (“AMERGINT”) (collectively, the “Applicants”) hereby request written approval by the U.S. Nuclear Regulatory Commission (“NRC”) for the proposed direct transfer of Goodrich’s NRC License No. 06-20581-01 (Docket No. 030-19941) to an affiliate of AMERGINT through an asset transfer transaction. This license is referred to herein as the “License.”

Due to unique federal government antitrust requirements associated with this transaction (discussed more below), the Applicants request expedited review and approval of this application by June 25, 2020, or as soon as reasonably possible thereafter, and prompt posting of this application to the NRC website for the 30-day comment period.

AMERGINT is seeking to acquire the electro-optical solutions business of Goodrich, which holds the License and the licensed material. The transaction will involve two steps. The first step involves a direct transfer of the License and licensed material from Goodrich to a newly formed subsidiary of AMERGINT named Danbury Mission Technologies, LLC (“Danbury”) (the “Acquisition”). In the second step, to occur shortly following the Acquisition, Danbury and AMERGINT would complete an internal restructuring, resulting in a new parent company above both AMERGINT and Danbury, named AMERGINT Topco, L.P.

Attachment 1 provides the license transfer application, which contains more information about the transaction steps. Attachment 2 presents a simplified pre- and post-closing organizational chart.

Goodrich, the current Licensee, operates a space-based precision optics business headquartered in Danbury, CT. The electro-optical solutions division of Goodrich relates to the production of electro-optical components used in national security space missions and defense and laser warning survivability subsystems. As part of its electro-optical solutions business, Goodrich uses radioactive sealed sources to measure the charge transfer efficiency of charge coupled devices for testing subassemblies for products it manufactures. Goodrich is an indirect, wholly-owned subsidiary of Raytheon Technologies Corporation (formerly known as United Technologies Corporation) (“Raytheon Technologies”). Raytheon Technologies is one of the largest aerospace defense companies in the world and is publicly traded on the New York Stock Exchange and headquartered in Waltham, MA.

AMERGINT is a U.S. defense contractor that holds a Top Secret level Facility Security Clearance, and is headquartered in Colorado Springs, CO. It is a leading provider of software-defined technology for military, intelligence and commercial space. It delivers next generation solutions to manage the capture, processing, transport and exploitation of vital mission data for communication and data links.

AMERGINT is a “known entity” because it holds a Top Secret level Facility Security Clearance related to its defense work, which is a type of federal government authorization.¹ Prior to the closing of the

¹ See Checklist to Provide a Basis for Confidence that Radioactive Materials Will be Used as Specified on the

transaction, Danbury will also hold a Top Secret level Facility Security Clearance related to its defense work, which is a type of federal government authorization. To further assist the NRC in its “known entity” review, enclosed in this application in Attachment 3 are the organizational documents of Danbury.² The certificate of formation of Danbury was filed with, and accepted by, the state of Delaware.

Raytheon Technologies was formed by a recent all-stock merger (the “Merger”) between the former Raytheon Company and United Technologies Corporation on April 3, 2020.³ As part of the approval of the Merger, the U.S. Department of Justice is requiring that Raytheon Technologies divest its electro-optical solutions business. The Applicants therefore respectfully request the NRC’s expedited review and written approval of this planned direct license transfer by June 25, 2020, or as soon as reasonably possible thereafter, to support the closing of the transaction consistent with the timeline for the divestiture set by the U.S. Department of Justice.⁴ The Applicants further request that the NRC promptly post this application to its website for the 30-day comment period.

If you have any questions or comments pertaining to this transaction, please contact AMERGINT’s counsel for nuclear regulatory matters, Amy Roma, at Hogan Lovells US LLP (202-637-6831/amy.roma@hoganlovells.com).

Enclosures: Attachment 1, License Transfer Application
 Attachment 2, Simplified Organizational Chart Describing the Transfer
 Attachment 3, Danbury Mission Technologies, LLC Incorporation Documents

cc: Amy Roma, Hogan Lovells US LLP
 Current Licensee’s Radiation Safety Officer, Ryan Hannan
 NRC Document Control Desk
 Adelia Cliffe, Crowell & Moring LLP

Application (Revised 08/09/18).

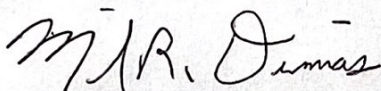
² As seen in Attachment 3, Danbury was first incorporated as “AMERGINT EO Solutions, LLC” and the name was changed thereafter to “Danbury Mission Technologies, LLC.”

³ *United Technologies and Raytheon Complete Merger of Equals Transaction*, <https://investors.rtx.com/static-files/1d0010bd-9a41-4be8-b797-0048967463ae>.

⁴ See *United States of America v. United Technologies Corporation and Raytheon Company*, Case No. 1:20-cv-00824 (filed in the United States District Court for the District of Columbia). The June 25, 2020 date is 90 days after the entry of a March 26, 2020 Hold Separate Stipulation and Order by the court in that proceeding.

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 license transfer application pertaining to Goodrich Corporation is true and correct.

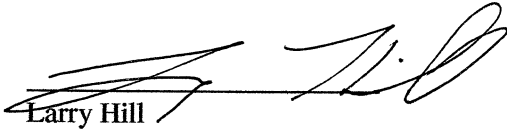
Executed on May 13, 2020

A handwritten signature in black ink, appearing to read "M.R. Dumais", written over a horizontal line.

Michael R. Dumais
Vice President
Goodrich Corporation

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 license transfer application pertaining to Danbury Mission Technologies, LLC is true and correct.

Executed on May 10, 2020

A handwritten signature in black ink, appearing to read "Larry Hill", is written over a horizontal line.

Larry Hill
Chief Executive Officer
Danbury Mission Technologies, LLC

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 license transfer application pertaining to AMERGINT Technologies, Inc. is true and correct.

Executed on May 8, 2020

A handwritten signature in black ink, appearing to read 'R. Culver', written over a horizontal line.

Randal E. Culver
Chief Executive Officer
AMERGINT Technologies, Inc.

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 license transfer application pertaining to AMERGINT Topco, L.P. is true and correct.

Executed on May 8, 2020

A handwritten signature in black ink, appearing to read "Larry Hill", written over a horizontal line.

Larry Hill
Chief Executive Officer
AMERGINT Topco, L.P.

Attachment 1

License Transfer Application

This information is submitted consistent with Chapter 5 (Change of Control) and Appendix E (Information Needed for Transfer of Control Application) of NUREG-1556, Vol. 15, Rev. 1, *Consolidated Guidance About Materials Licenses: Guidance About Changes of Control and About Bankruptcy Involving Byproduct, Source, or Special Nuclear Materials Licenses*.

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.

Goodrich Corporation (“Goodrich”) holds NRC License No. 06-20581-01 (the “License”). Goodrich is currently an indirect wholly-owned subsidiary of Raytheon Technologies Corporation (formerly known as United Technologies Corporation) (“Raytheon Technologies”).

AMERGINT Technologies, Inc. (“AMERGINT”) is seeking to acquire the electro-optical solutions business of Goodrich, and the purchase of the business includes the acquisition of the License and licensed material from Goodrich. The transaction will involve two steps. The first step involves a direct transfer of the License and licensed material from Goodrich to a newly formed subsidiary of AMERGINT named Danbury Mission Technologies, LLC (“Danbury”) (the “Acquisition”). In the second step, to occur shortly following the Acquisition, Danbury and AMERGINT would complete an internal restructuring (the “Internal Restructuring”), resulting in a new parent company above both AMERGINT and Danbury, named AMERGINT Topco, L.P.⁵

Attachment 2 provides a simplified pre- and post-transfer organizational chart. The organizational chart sets forth the result of the two planned steps described above: with Danbury as a subsidiary of AMERGINT following the Acquisition, and with Danbury as a sister company of AMERGINT under a common parent company after the Internal Restructuring.

Neither the Acquisition nor the Internal Restructuring will impact day-to-day operations under the License. Following the closing of the transaction, Danbury will own all of the transferred electro-optical solutions business assets, including the License and licensed material, and will take over the same address and employ the same Radiation Safety Officer as listed in the License currently. Further, Danbury intends to retain the employees, equipment, facilities, personnel and procedures currently used by Goodrich, including the same management of the Licensee as is in place now.

Immediately after the transfer concludes, Danbury will request a conforming license amendment to reflect the new name of the licensee -- “Danbury Mission Technologies, LLC” -- on the License.

The changes described above are the only changes expected from this transfer.

⁵ The AMERGINT business is ultimately owned by two asset management firms and members of management, with majority ownership (currently approximately 72%) held by investment funds affiliated with The Blackstone Group Inc. (“Blackstone”). Blackstone is a U.S. company that is publicly-traded on the New York Stock Exchange and makes regular filings with the U.S. Securities and Exchange Commission and has filed a registration statement with the U.S. Securities and Exchange Commission (a form of federal government registration). Its latest annual report can be found at <https://www.sec.gov/ix?doc=/Archives/edgar/data/1393818/000119312520056733/d844019d10k.htm>.

2. Describe any changes in personnel or duties that relate to the licensed programs. Include training and experience for new personnel and any changes in the training program.

There are no planned changes in personnel or duties that relate to the licensed programs.

3. Describe any changes in the location, facilities, equipment, radiation safety programs, use, possession, waste management, or other procedures that relate to the licensed program.

There are no such changes planned in connection with the transfer.

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.

The status of the Licensee's NRC-regulated equipment and radiation safety programs will not change in connection with the transfer. There is no known contamination. All calibrations, leak tests, area surveys, wipe tests, training, quality control, and related records are current.

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.

DFP or financial assurance instruments are not required 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.

The Applicants confirm that such records will remain with the Licensee, that they are current, and that they will be current at the time of the transfer.

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.

The Applicants confirm that they have agreed to the change in control over the Licensee. There are no open inspection items pertaining to the License.

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.

The transferee confirms that the NRC Licensee, and to the extent necessary, the transferee, will continue to abide by all constraints, conditions, requirements, representations and commitments identified in and attributed to the existing License post-closing.

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.

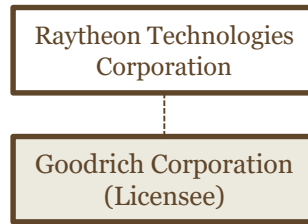
This question is not applicable for this License.

Attachment 2

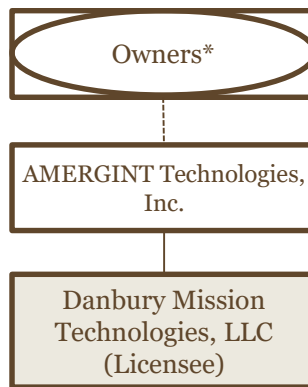
Simplified Organizational Chart Describing the Transfer

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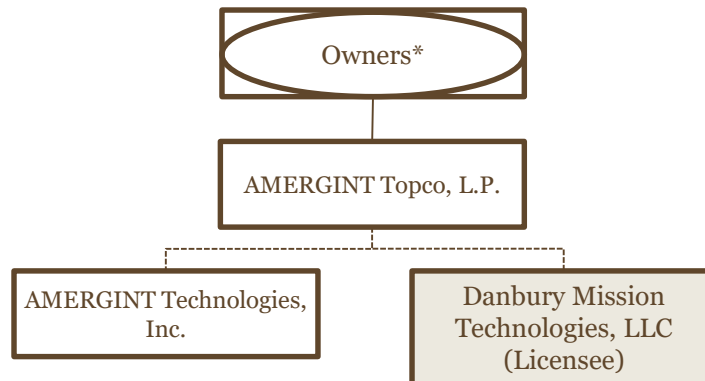
Current Structure



Step 1 (Acquisition)



Step 2 (Internal Restructuring)



* The AMERGINT business is ultimately owned by two asset management firms and members of management, with majority ownership (currently approximately 72%) held by investment funds affiliated with The Blackstone Group Inc. (“Blackstone”). As discussed above in more detail, Blackstone is a U.S. company that is publicly-traded on the New York Stock Exchange.

Notes: Steps 1 and 2 are close in time (within the same day or so).
Dashed lines “-----” indicate indirect ownership.

Attachment 3

Danbury Mission Technologies, LLC Incorporation Documents

Delaware

The First State

Page 1

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF FORMATION OF "AMERGINT EO SOLUTIONS,
LLC", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF APRIL, A.D.
2020, AT 6:47 O`CLOCK P.M.*


Jeffrey W. Bullock, Secretary of State

7934333 8100
SR# 20202782407

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202758862
Date: 04-13-20

CERTIFICATE OF FORMATION
OF
AMERGINT EO SOLUTIONS, LLC

Dated as of April 13, 2020

This Certificate of Formation for AMERGINT EO Solutions, LLC is being duly executed and filed by the undersigned, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. §18-101, *et seq.*).

1. The name of the limited liability company formed hereby is AMERGINT EO Solutions, LLC (the “Company”).

2. The address of the registered office of the Company in the State of Delaware is c/o Intertrust Corporate Services Delaware Ltd., 200 Bellevue Parkway, Suite 210, Wilmington, Delaware 19809. The name and address of the registered agent of the Company are Intertrust Corporate Services Delaware Ltd., 200 Bellevue Parkway, Suite 210, Wilmington, Delaware 19809.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of AMERGINT EO Solutions, LLC as of the date first above written and submits it for filing in accordance with the Delaware Limited Liability Company Act.

By: /s/ Elliott Gluck
Name: Elliott Gluck
Title: Authorized Person

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AMERGINT EO SOLUTIONS, LLC", CHANGING ITS NAME FROM "AMERGINT EO SOLUTIONS, LLC" TO "DANBURY MISSION TECHNOLOGIES, LLC", FILED IN THIS OFFICE ON THE EIGHTH DAY OF MAY, A.D. 2020, AT 3:19 O`CLOCK P.M.



Jeffrey W. Bullock, Secretary of State

7934333 8100
SR# 20203646117

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202902306
Date: 05-08-20

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF FORMATION
OF
AMERGINT EO SOLUTIONS, LLC

Dated as of May 8, 2020

This Certificate of Amendment to Certificate of Formation for AMERGINT EO Solutions, LLC (the “Company”) is being duly executed and filed by the undersigned, as an authorized person, in accordance with the provisions of the Delaware Limited Liability Company Act (6 Del.C. §18-101, *et seq.*) (the “Act”) to amend the original Certificate of Formation of the Company, which was filed on April 13, 2020 with the Secretary of State of the State of Delaware under the Act.

1. The name of the Company is hereby changed to “Danbury Mission Technologies, LLC”.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment as of the date first written above.

By: /s/ Larry Hill
Name: Larry Hill
Title: Chief Executive Officer