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February 2, 2015

VIA FEDERAL EXPRESS
U.S. Nuclear Regulatory Commission Region I
Attn: Mr. Dennis Lawyer
2100 Renaissance Boulevard, Suite 100
King of Prussia, PA 19406-2713

*Re: Request for Administrative Amendment to Radioactive Materials License of Marshall Miller & Associates, Inc. (License no. 45-17195-01)*

Dear Mr. Lawyer:

We are in receipt of your letter dated January 7, 2015, regarding the NRC's consent to transfer radioactive materials license no. 45-17195-01 (the "**License**") held by Marshall Miller & Associates, Inc. ("**MM&A**") to its parent company, Cardno, Inc. ("**Cardno**"), as part of an internal plan of restructuring of Cardno's corporate structure (the "**Plan of Restructuring**"). We understand that the NRC desires some signed documentation showing that the Plan of Restructuring has been finalized in order to issue an administrative amendment to the License.

The finalized Plan of Restructuring was adopted and implemented effective January 1, 2015. On that date, substantially all of the employees transferred from MM&A to Cardno. In connection therewith MM&A and Cardno executed applicable transaction documents. Attached is a copy of an Assignment & Assumption that reflects the assignment of assets, particularly as it relates to the License and any MM&A contracts that require the License whose transfer to Cardno was conditioned upon your approval. Accordingly, we respectfully request that you issue an administrative amendment to the License reflecting the transfer of License to Cardno.

If you have any further questions regarding the Transaction, please contact MM&A at (276) 322-5467 or Cardno at (720) 257-5800 or our legal counsel, Grayson Hale at (919) 590-0375.

Best Regards,

| Marshall Miller & Associates, Inc. | | Cardno, Inc. | |
|---|---|---|---|
| By: | K. Scott Keim | By: | W J Roberts |
| Name: | K. Scott Keim | Name: | William J. Roberts |
| Title: | President | Title: | Vice President and General Counsel |

File: 4827-5853-4689, v. 3

Exhibit A

Assignment & Assumption

[See attached]

Cardno
Shaping the Future

Cardno, Inc.

534 Industrial Park Road
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USA

**Phone** **+1 276 322 5467**
Fax +1 276 322 5460

**www.cardno.com**

## ASSIGNMENT & ASSUMPTION

Pursuant to a plan of restructuring and related documents (the "**Plan of Restructuring**"), effective as of January 1, 2015 (the "**Effective Date**"), Marshall Miller & Associates, Inc., a Virginia corporation ("**Assignor**"), does hereby irrevocably assign, transfer and deliver, to its sole shareholder, Cardno, Inc., a Delaware corporation ("**Assignee**"), all of its rights, title and interest in the Assets of Assignor; provided, however, that with respect to (i) that certain license no. 45-17195-01 from the U.S. Nuclear Regulatory Commission and (ii) any radioactive materials contracts that require a license from the U.S. Nuclear Regulatory Commission, the transfer of such license and any such contract shall be effective upon receipt of consent by such agency to transfer such contract. Any employee serving as the radiation safety officer for Assignor shall continue to serve in such capacity as an employee of Assignee.

Subject to the terms and conditions hereof, Assignee hereby accepts such assignment of the Assets. Effective as of the Effective Date, Assignee hereby assumes and agrees to pay, perform and discharge the Liabilities.

This Assignment (a) shall be governed by, and construed and enforced in accordance with, the laws of the State of Virginia, excluding the conflict of laws provisions thereof, and (b) shall be binding upon and inure to the benefit of the parties, their successors and assigns. The Assignment may be executed in multiple counterparts. All defined terms used but not defined herein shall have such meaning as given such term in the Plan of Restructuring.

IN WITNESS WHEREOF, the parties executed this Assignment as of the Effective Date.

| MARSHALL MILLER & ASSOCIATES, INC. | CARDNO, INC. |
|---|---|
| By: K. Scott Keim | By: |
| Name: K. Scott Keim | Name: William J. Roberts |
| Title: President | Title: Vice President and General Counsel |

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