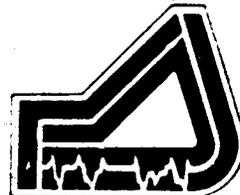


## ANALYTIC STRESS RELIEVING, INC.



March 8, 1996

Mr. Hector Bermudez  
 Nuclear Materials Licensing Section  
 U.S. Nuclear Regulatory Commission  
 Region II  
 101 Marietta Street, N.W., Suite 2900  
 Atlanta, Georgia 30323-0199

RE: Letter of Agreement

Dear Mr. Bermudez:

This letter is in reference to the purchase of the assets of Western Stress, Inc., a Texas corporation ("WSI"). Under the terms of the sale, WSI will sell substantially all of its assets (including all documents and records relating to compliance with the Code of Federal Regulations and other NRC rules and regulations) to Analytic Stress Relieving, Inc., a Louisiana corporation ("Analytic"), which will operate such assets as Western Stress, a Division of Analytic Stress Relieving, Inc. If the terms of the sale can be consummated, Analytic will comply with the Code of Federal Regulations and assume responsibility for Western Stress's Radiation Safety Program and Materials License No. 45-27519-01.

Upon an acceptable completion of the terms surrounding the purchase of Western Stress, Inc.'s assets, the newly acquired assets will be owned by Western Stress, A Division Of Analytic Stress Relieving, Inc. which will also be the name of the licensed organization.

All references to Western Stress, Inc. in the License and Radiation Safety Manual shall be considered Western Stress, A Division of Analytic Stress Relieving, Inc.

All Corporate Radiation Safety Files and correspondence will continue to originate from the Richmond, VA division office.

Mr. James G. Speese (Western Stress, Inc.'s Corporate Radiation Safety Officer, Richmond, VA) has prepared the request for a license amendment change (the "request") and it will be forwarded to the N.R.C. by March 13, 1996. Included in the request will be the necessary name and corporate office relocation changes. In addition, you will receive a letter from WSI setting forth any additional required information and statements.

Under the terms of the agreement with WSI, Analytic is required to retain a majority of WSI's employees, including all employees having control over NRC licensed activities. The employees retained by Analytic will include Jim Speese, the Radiation Safety Officer named in the License; however, none of WSI's executive officers or directors will be

retained by Analytic. Analytic also makes the following representations to you: (i) Analytic is not contemplating any changes in organization, location, facility, equipment or procedures, including changes in operating or emergency procedures, relating to the NRC licensed activities, except as otherwise noted in the Request; (ii) Analytic will abide by all commitments and representations previously made to the NRC in writing by WSI, (iii) Analytic will accept full liability for the site, (iv) Analytic accepts full responsibility for open inspection items and/or any resulting enforcement actions, however, it should be noted that WSI has advised us that no open inspection items or enforcement actions currently exist; and (v) Analytic will abide by all constraints, conditions, requirements, representations, and commitments identified in the existing license. With respect to responsibility for violations of laws and clean-up of environmental problems, under the terms of the agreement between Analytic and WSI, WSI has agreed to indemnify Analytic, subject to certain limitations, for any costs, expenses or liabilities incurred by Analytic as a result of WSI's actions or inactions.

If you have any questions concerning the purchase of Western Stress, Inc. or Analytic Stress Relieving, Inc.'s commitment to continuing Western Stress's Radiation Safety Program, please call me at (318) 237-8790.

Sincerely,



Dalton J. Meaux, CPA

Treasurer - Analytic Stress Relieving, Inc.

cc. James G. Speese, WSI Corporate Radiation Safety Officer