

40-8964

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Rio Algom

CERTIFIED MAIL

September 10, 2001

Mr. John Lusher, Smith Ranch Project Manager
U.S. Nuclear Regulatory Commission
Division of Waste Management
11545 Rockville Pike, Mail Stop T7-J8
Rockville MD 20852

Dear Mr. Lusher:

Re: NRC License No. SUA-1548

Rio Algom Mining Corp. (RAMC) will be involved in an internal corporate re-structuring in late September or early October. RAMC's corporate officers, directors, offices, assets, liabilities, and ultimate parent will remain unchanged. Our reclamation surety arrangement will also remain unaffected and unchanged except for any required administrative changes related to the revised corporate structure.

Based on NUREG -1556 Volume 15, we do not believe the corporate re-structuring is a "Change of Control" under that guideline as our circumstances closely parallel the "No Change of Control" example 2 provided in Appendix D (page D-4). However to assist NRC in evaluating our status, we have provided information on each of the "Response from the Licensee" items listed in Chapter 5 Sections 5.1 through 5.6 as an attachment to this letter.

Presently, RAMC's ultimate corporate parent is BHP Billiton Plc., a UK corporation; and its immediate corporate parent is NAMD, Inc. (NAMD), a Delaware corporation. It is intended to dissolve NAMD and distribute its RAMC shares to NAMD's immediate parent, Billiton Investments Ireland Limited. Preliminary to this, RAMC will merge with a new Delaware Limited Liability Corporation (LLC) and continue as Rio Algom Mining LLC, which will then be 100% owned by Billiton Investments Ireland Limited.

All of the changes involving RAMC are internal to BHP Billiton. We, therefore, would anticipate providing NRC with a name change amendment request once this is accomplished. If NRC has other requirements, please let me or Marvin Freeman know.

Sincerely,

Paul Goranson

PG/MDF:kb

cc: Marvin Freeman
Bill Ferdinand/John Cash

NMSSO1 Public

**ATTACHMENT A
CHANGE OF CONTROL INFORMATION
NRC LICENSE SUA-1548
SMITH RANCH, WYOMING**

Response from the Licensee: Information described in Sections 5.1 through 5.6 as “Response from Licensee” are listed below followed by the responses regarding the planned corporate re-structuring.

5.1 DESCRIPTION OF TRANSACTION

a) Description of transaction

Rio Algom Mining Corp. (RAMC) will be involved in an internal corporate re-structuring in late September or early October. RAMC's corporate officers, directors, offices, assets, liabilities, and ultimate parent will remain unchanged. The reclamation surety arrangement will also remain unaffected and unchanged except for any required administrative changes related to the revised corporate structure.

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b) New name, if applicable

New name will be Rio Algom Mining LLC.

c) New licensee contact(s), including names and phone numbers

All licensee contacts and phone numbers will remain the same as no changes are being made to licensee's corporate officers, management, or radiation safety personnel nor are any changes being made in the facility management and Radiation Safety Officer positions.

5.2 CHANGES OF PERSONNEL

a) Training and experience of new individuals to be listed on the NRC license

There will be no new individuals listed as the management and safety personnel currently listed on the NRC license will remain in their respective positions.

5.3 CHANGES OF LOCATION, EQUIPMENT & PROCEDURES

a) Describe changes in the organization that exercises control over the licensed program

There will be no changes in the organization that exercises control over the licensed program.

b) Describe changes in place of use, including potentially affected adjacent areas, as required

There will be no changes in the place of use or the potentially affected adjacent areas.

c) Describe changes in facilities where licensed material is to be used or stored

There will be no changes in the facilities where licensed material is used or stored.

d) Describe changes in equipment to be used in the licensed program

There will be no change in equipment used, except for possible changes not related to the corporate re-structuring but that occur in the normal course of business and are authorized by the current license.

e) Submit relevant procedural changes

There will be no procedural changes resulting from the corporate re-structuring.

f) Describe changes in personnel, particularly those requiring a license amendment or notification regardless of the change of control

No changes in personnel are planned or expected from the corporate re-structuring.

5.4 SURVEILLANCE RECORDS

a) Submit a statement that all required surveillance has been performed, documented and reviewed, including the results, if appropriate

All required surveillance has been performed, documented, and reviewed and will continue to be performed, documented, and reviewed by the personnel currently responsible for performing these activities.

b) If surveillance items are not or will not be completed, the reasons, any corrective actions, and/or the date these corrective actions will be completed, should be submitted to NRC

All surveillance items will be completed on schedule and the performance of those activities will not be affected by the corporate re-structuring.

5.5 DECOMMISSIONING AND RELATED RECORDS TRANSFERS

a) Describe the method and proposed timetable for the transfer of required records

All required records will continue to be maintained and no transfers are required by the corporate re-structuring.

b) Provide a commitment by the transferee to maintain the records received from the transferor

RAMC management and radiation safety personnel and Rio Algom Mining LLC management and radiation safety personnel will be the same personnel. Rio Algom Mining LLC management and radiation safety personnel are, and will be, committed to the proper maintenance of all records required by the license.

c) Provide a description of the facility with regard to contamination and ambient radiation levels

The facility consists of an in-situ leaching (ISL) central processing facility, a satellite ion exchange facility, and three operating ISL wellfields. Contamination levels and ambient radiation levels are minimal and are ALARA. These data are documented in the Semi-Annual Effluent Reports and in the Annual ALARA Report previously submitted to NRC under this license.

d) Describe any decontamination to prepare the facility for decommissioning prior to the change of control

There has been no decontamination to the facility for decommissioning.

e) If decommissioning will not occur until after the change of control, describe any contamination and confirm that the transferee is knowledgeable of the extent and levels of contamination and applicable decommissioning requirements

There are no changes planned or expected in the corporate or facility management and radiation safety personnel due to the corporate re-structuring. These personnel are knowledgeable of the extent and levels of contamination at the facility.

5.6 TRANSFEREE'S COMMITMENT TO ABIDE BY THE TRANSFEROR'S COMMITMENTS

a) An agreement to abide by all constraints, license conditions, requirements, representations, and commitments identified in and attributed to the existing license (or) a description of the transferees' program to ensure compliance with the license and regulations

Rio Algom Mining LLC and its management do and will agree to abide by all constraints, license conditions, requirements, representations, and commitments in the existing license.

b) A description of action to be taken to resolve open inspection and enforcement issues

There are no open inspection or enforcement issues related to the licensed facility.