

40-8903



HOMESTAKE MINING COMPANY  
Of California  
136 East South Temple, Suite 1050  
Salt Lake City, UT 84111  
801-539-0660

June 7, 2002

Daniel M. Gillen, Chief  
Fuel Cycle Facilities Branch  
Division of Fuel Cycle Safety and Safeguards  
Office of Nuclear Material Safety and Safeguards  
Nuclear Regulatory Commission  
Washington, D.C. 20555-0001

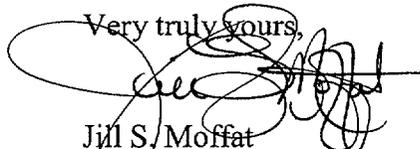
Re: *Docket 40-8903, License SUA 1471*

Dear Mr. Gillen:

We sent to you earlier this week a response to your letter of April 28, 2002 regarding the transfer of control information referencing the above docket and license numbers. Under Section 5.1, "Description of Transaction" we indicated that a copy of the Certificate of Merger was attached. This copy was inadvertently not attached to the original letter. Enclosed please find a replacement letter with all attachments.

If you have any questions, please feel free to contact us.

Very truly yours,



Jill S. Moffat  
Administrative Assistant

Enclosure

cc: Elaine Brummet, NRC (w/enc.)

Nm5501  
public



HOMESTAKE MINING COMPANY  
Of California  
136 East South Temple, Suite 1050  
Salt Lake City, UT 84111  
801-539-0660

June 4, 2002

Daniel M. Gillen, Chief  
Fuel Cycle Facilities Branch  
Division of Fuel Cycle Safety and Safeguards  
Office of Nuclear Material Safety and Safeguards  
Nuclear Regulatory Commission  
Washington, D.C. 20555-0001

Re: *Docket 40-8903, License SUA 1471*

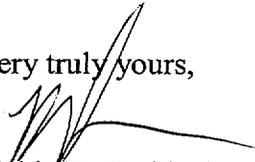
Dear Mr. Gillen:

I am writing this letter in response to your April 28, 2002 letter. Attachment A to this letter provides the transfer of control information delineated in Section 5 of NUREG-1556, Volume 15. The required information as outlined under "Section 5, Change of Control" in Volume 15 is set forth followed by Homestake's response.

I am also in receipt of your May 10, 2002 letter accepting Homestake's voluntary increase in financial assurance from \$24 million to \$35.2 million. We are processing the financial assurance documents required by your May 10, 2002 letter and will be submitting them and the requested additional information later this month.

Thank you for your attention to this matter.

Very truly yours,

  
Richie D. Haddock  
Senior Counsel, U.S. Operations

Attach.

cc: Elaine Brummet, NRC  
Bob Ingersoll, Homestake Mining Company  
Alan D. Cox, Homestake Mining Company

## ATTACHMENT A

### CHANGE OF CONTROL INFORMATION NRC LICENSE SUA-1471, Docket No. 40-8903

#### 5.1 DESCRIPTION OF TRANSACTION

a) Description of the Transaction.

The Licensee is Homestake Mining Company of California ("HCAL"), a California corporation. Prior to December 14, 2001, HCAL was a wholly owned subsidiary of Homestake Mining Company, a Delaware corporation.

On December 14, 2001 Barrick Gold Corporation acquired Homestake Mining Company by merger. That transaction was initiated pursuant to that certain Agreement and Plan of Merger dated as of June 24, 2001, among Barrick Gold Corporation, a corporation organized under the laws of the Province of Ontario, Homestake Merger Co., a Delaware corporation and a wholly owned subsidiary of Barrick Gold Corporation, and Homestake Mining Company. Pursuant to the Merger Agreement, Homestake Mining Company merged into Homestake Merger Company, with the surviving corporation being Homestake Mining Company. As a result, Homestake Mining Company became a wholly owned subsidiary of Barrick Gold Corporation. A copy of the Certificate of Merger is attached. Accordingly, HCAL also became a wholly-owned subsidiary of Barrick Gold Corporation.

b) New name, if applicable.

The corporate entity of HCAL remained unaffected by the merger and its name remained unchanged.

c) New license contacts, including names and phone numbers.

As a result of the merger and subsequent personnel changes, there is a new contact person:

Alan D. Cox  
Manager, Grants and Southwest U.S.  
6719-D Academy Rd. NE  
Albuquerque, NM 87109  
Phone: (505) 828-1621  
Fax: (505) 828-1626

## 5.2 CHANGES OF PERSONNEL.

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

Mr. Cox has had 27 years of experience working as an environmental professional in the mining industry. For the last 22 years he has worked for Homestake Mining Company. He has significant experience in mine closure, reclamation and remediation projects. Mr. Cox received his Radiation Safety Officer Certification on April 12, 2002.

## 5.3 CHANGES OF LOCATION, EQUIPMENT AND PROCEDURES.

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

There will be no changes in HCAL, which is the organization that exercises control over the licensed program.

- b) Describe changes in place of use or the potentially affected adjacent areas.

The only activities at the site are reclamation, groundwater pumping and treatment and long-term surveillance and control. Nothing about the activities will change as a result of the merger. Accordingly, there will be no changes in the place of use or the potentially affected adjacent areas except for possible changes that are unrelated to the merger that occur in the ordinary course of business and are authorized by the license.

- 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 and stored, except for possible changes unrelated to the merger that occur in the ordinary course of business and are authorized by the license.

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

There will be no changes in the equipment, except for possible changes not related to the merger that occur in the ordinary course of business and are authorized by the licensee.

- e) Submit relevant procedural changes.

There will be no procedural changes at the site resulting from the merger.

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

The only change in personnel that arises in relation to the merger is the substitution of Alan Cox for Roy Cellan (subject to NRC acceptance and approval) as the Radiation Protection Administrator (RPA) – RSO under the License.

#### 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 those 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 performance of those activities will not be affected by the merger.

#### 5.5 DECOMMISSIONING AND RELATED RECORD TRANSFERS.

- a) Describe the method and proposed timetable for the transfer of required records.  
All required records will continue to be maintained on-site and no transfers are required as a result of the merger.
- b) Provide a commitment by the transfer to maintain the records reviewed from the transfer.  
HCAL will continue to maintain its records. The merger has no effect on HCAL's continuing obligation.
- c) Provide description of the facility with regard to contamination and from the transfer.  
Existing contamination at the facility comprises some soils (significant soil clean-up has already occurred) and ground-water contamination associated with the site. Contaminated soil materials are required to be picked up and placed in a secured, protective location within the site upon final reclamation and site decommissioning. Ongoing ground-water restoration/cleanup activities will continue until established objectives are met. Radiation levels and other contaminants of concern associated with affected soils and ground-water, remain unaffected as a result of the merger. Ongoing site closure and decommissioning activities will similarly remain unchanged except for occasional changes unrelated to the merger that are in the ordinary course of business and are authorized by the license.
- d) Describe any decontamination to prepare the facility for decommissioning prior to the change of control.  
The mill facility has been decommissioned and all buildings demolished and buried on-site, except for the office and shop facilities and the water treatment plant. Contaminated soils have been picked up and disposed of

in the tailings area. The large tailings area has been stabilized and contoured. The side slopes have been covered with a radon barrier and erosion rock. An interim cover has been placed on the top of the pile while tailings consolidation is being achieved to assure positive precipitation/stormwater drainage. The final radon barrier and erosion rock cover/protection on the top of the large tailings pile will be placed after consolidation is achieved. Groundwater corrective actions for the site are on-going.

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

The only change in management of the facility was the substitution of Al Cox for Roy Cellan as RPA for the licensed facility. Mr. Cellan continues to work for the Company as a contractor and is available to assist as needed. There are no other planned changes in radiation safety personnel due to the merger. The existing personnel remaining at the facility 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.

HCAL 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 were no open inspection or enforcement issues related to the licensed facility as of the time of the merger.

State of Delaware  
Office of the Secretary of State

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PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"HOMESTAKE MERGER CO.", A DELAWARE CORPORATION,  
WITH AND INTO "HOMESTAKE MINING COMPANY" UNDER THE NAME OF "HOMESTAKE MINING COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF DECEMBER, A.D. 2001, AT 12:20 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1504974

2022104 8100M

010642376

DATE: 12-14-01

FROM RICHARDS, LAYTON &amp; FINGER#6

(FRI) 12. 14 ' 01 12:42/ST. 12:42 PM '01  
 STATE OF DELAWARE  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 FILED 12:20 PM 12/14/2001  
 010642376 - 2022104

**CERTIFICATE OF MERGER****MERGING****HOMESTAKE MERGER CO.****WITH AND INTO****HOMESTAKE MINING COMPANY**

(Pursuant to Section 251 of the Delaware General Corporation Law)

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY AS FOLLOWS:

**FIRST:** The name and state of incorporation of each of the constituent corporations to the merger (each a "Constituent Corporation" and collectively, the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Homestake Merger Co.	Delaware
Homestake Mining Company	Delaware

**SECOND:** That an Agreement and Plan of Merger, dated as of June 24, 2001 and amended as of October 19, 2001 (the "Merger Agreement"), among Barrick Gold Corporation, a corporation organized under the laws of the Province of Ontario, Homestake Merger Co. (formerly known as Havana Acquisition Inc.), a Delaware corporation and a wholly owned subsidiary of Barrick Gold Corporation, and Homestake Mining Company, a Delaware corporation, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware and, in the case of Homestake Merger Co., by the written consent of the sole stockholder thereof in accordance with Section 228 of the General Corporation Law of the State of Delaware.

**THIRD:** That the name of the surviving corporation (the "Surviving Corporation") is Homestake Mining Company.

**FOURTH:** That, pursuant to the Merger Agreement, the restated certificate of incorporation of the Surviving Corporation shall be amended at the Effective Time (as defined below) so as to read in its entirety as set forth in Exhibit A hereto, and, as so amended, shall constitute the Restated Certificate of Incorporation, as amended, of the Surviving Corporation.

**FIFTH:** That an executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

1600 Riviera Avenue, Suite 200  
 Walnut Creek, CA 94596

FROM RICHARDS, LAYTON &amp; FINGER#8

(FRI) 12. 14' 01 12:42/ST. 12:41/NO. 4864334794 P 3

SIXTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request, and without cost, to any stockholder of the Constituent Corporations.

SEVENTH: This Certificate of Merger, and the merger provided for herein, shall become effective at the time this Certificate of Merger is filed with the Secretary of State of the State of Delaware (the "Effective Time").

IN WITNESS WHEREOF, Homestake Mining Company has caused this Certificate of Merger to be executed by its duly authorized officer as of on this 14<sup>th</sup> day of December, 2001.

HOMESTAKE MINING COMPANY

By: Wayne Kirk  
Name: WAYNE KIRK  
Title: VICE PRESIDENT