



Randolph T. Struk  
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ATTORNEYS AT LAW SINCE 1895

October 3, 2007

VIA E-MAIL and FIRST CLASS MAIL

Mr. James Webb  
Project Manager  
U.S. Nuclear Regulatory Commission  
Mail Stop T-7E- 18  
Washington, D.C. 20555-0001

Re: Request to Amend Source Materials License No. SMB-1393

Molycorp, Inc./Chevron Mining Inc.  
Caldwell Avenue  
Washington, PA 15301  
Docket No.: 040-08778

Dear Mr. Webb:

The purpose of this letter is to request an amendment to Molycorp, Inc.'s ("Molycorp") Source Materials License No. SMB-1393 to reflect the corporate name change to Chevron Mining Inc. ("Chevron Mining").

By way of letter dated July 18, 2007 (ML072010300), Molycorp notified the Nuclear Regulatory Commission ("NRC") of the proposed merger between Molycorp and Chevron Mining and submitted requests to amend Molycorp's NRC License and for a Threshold Determination of Nonjurisdiction.

On August 14, 2007, the NRC determined that the proposed merger would not constitute a direct or indirect transfer of control of Molycorp's NRC License under Section 184 of the Atomic Energy Act, 42 U.S.C. § 2234. However, the NRC concluded that the request for a license amendment was premature. The NRC advised that after Chevron Mining officially becomes the surviving entity, "a license amendment request must then be filed so that the name change from Molycorp to Chevron Mining will be properly reflected in the NRC license." A copy of the August 14, 2007 NRC Determination is attached hereto as Attachment 1.

Pittsburgh

Philadelphia

Princeton

Wheeling

Thorpe Reed & Armstrong, LLP  
One Oxford Centre  
301 Grant Street, 14th Floor  
Pittsburgh, PA 15219-1425  
412 394 7711  
412 394 2555 Fax



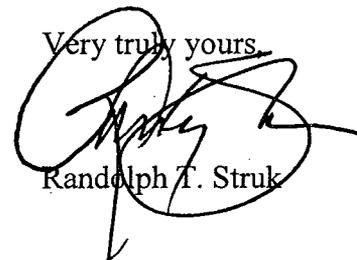
Mr. James Webb  
Page 2

October 3, 2007

On August 31, 2007, Molycorp was officially merged into Chevron Mining. A copy of the State of Missouri Certificate of Merger, dated August 31, 2007 is attached hereto as Attachment 2. Because the merger has now been completed, Chevron Mining requests that Source Materials License No. SMB-1393 be amended to change: (1) the identification of the Licensee from "Molycorp, Inc." to "Chevron Mining Inc."; (2) the Licensee address from "1201 West 5<sup>th</sup> Street, P.O. Box 54945, Los Angeles, California 90054" to "116 Inverness Drive East, Suite 207, Englewood, CO 80112-5125"; and (3) Condition 15 subparts F and G the name "Molycorp, Inc." to "Chevron Mining Inc."

If you have any questions regarding the merger or need any additional information, please contact me or Eve W. Barron, Chevron U.S.A. Inc., at (713-754-7865).

Very truly yours,



Randolph T. Struk

RTS/sng  
Attachments

cc: Eve W. Barron, Esq., Chevron U.S.A. Inc. (w/encls.)  
John F. Ashburn, Jr., Esq., Chevron Mining Inc. (w/encls.)  
Lisa M. Lemanczyk, Esq. Chevron U.S.A. Inc. (w/encls.)  
Jack Wright, Chevron Mining Inc. (w/encls.)

# ATTACHMENT 1

August 14, 2007

Mr. Jack Wright  
Project Manager  
Molycorp, Inc.  
Washington Site  
1217 West Wayne St.  
Washington, PA 15301

SUBJECT: PROPOSED CORPORATE ACTIONS WHEREBY MOLYCORP, INC. WILL  
BECOME CHEVRON MINING INC., AND REQUEST FOR AMENDMENT TO  
LICENSE NUMBER SMB-1393 TO REFLECT NAME CHANGE

Dear Mr. Wright:

By letter dated July 18, 2007 (ML072010300), Randolph T. Struk, counsel for Molycorp, Inc., advised the Nuclear Regulatory Commission (NRC) staff of upcoming corporate actions involving Molycorp and its corporate affiliates. Molycorp holds an NRC source materials license (NRC license number SMB-1393) for its facility in Washington, Pennsylvania, issued pursuant to 10 CFR Part 40 of NRC's regulations. Under this license, Molycorp's decommissioning plan (DP) was approved by the NRC in August 2000. The license authorizes storage and transferred licensed material and decommissioning activities at the site, where Molycorp possesses large amounts of thorium and natural uranium in the form of slags and contaminated soils.

Molycorp's counsel correctly notes that under Section 184 of the Atomic Energy Act (42 U.S.C. § 2234), as implemented in 10 CFR § 40.46, an NRC source materials license cannot be transferred "directly or indirectly, through transfer of control of any license," unless the NRC first gives "its consent in writing." Molycorp's counsel asserts, for the reasons summarized below, that the corporate actions will not "constitute a direct or indirect transfer of control" of Molycorp's license, and requests a threshold determination that the Atomic Energy Act Section 184 requirements are thus not triggered here.

#### Summary of Corporate Actions

As detailed in the July 18 letter, Chevron Corporation is the ultimate parent company of Molycorp, and, as such, provides the parent company guarantee assuring the funding of Molycorp's decommissioning activities in accordance with 10 CFR Part 40 requirements. In this regard, Chevron Corporation will maintain the present \$30,991,360 guaranteed decommissioning costs.

Chevron Corporation plans to combine its two wholly-owned mining and marketing subsidiaries in order to consolidate its various United States based mining operations. The two subsidiaries are Molycorp and its sister corporation – Pittsburg & Midway Coal Mining Company. Effective August 1, 2007, Pittsburg & Midway changed its name to Chevron Mining, Inc. Under the plan,

Molycorp and Pittsburg & Midway will be merged with Chevron Mining becoming the surviving entity. Chevron Mining will be Chevron Corporation's wholly-owned mining and marketing subsidiary, and will produce and market the coal, molybdenum, rare earth minerals and calcined petroleum coke now produced by Molycorp and Pittsburg & Midway. As is the case now between Chevron Corporation and Molycorp, Chevron Corporation will be the ultimate parent company of Chevron Mining. The assets of Chevron Mining will include Molycorp's current assets, plus the assets of Pittsburg & Midway, resulting in a greater net book value. This the available financial resources will not be adversely affected by the merger. The financial assurance for decommissioning the Washington, Pennsylvania site will remain the responsibility of Chevron Corporation, which has committed to either amend or submit a new parent company guarantee to reflect the change in name from Molycorp to Chevron Mining, once that change becomes effective.

Additionally, as stated in the July 18 letter, Molycorp's Chief Executive Officer and other senior executives will not change as a result of the merger with Pittsburg & Midway. The current officers and directors for Molycorp and Pittsburg & Midway are identical. Likewise, Chevron Mining's Board of Directors and management will be the same as Molycorp's current Board of Directors and management after the merger. All such corporate officers and Directors are United States (U.S.) citizens, and all of the corporations involved (both pre and post-merger) are U.S.-owned. Thus Molycorp will not become owned, controlled or dominated by foreign interests. NRC-licensed material now at Molycorp's facility will remain under the supervision of George Dawes, the current Site Radiation Safety Officer. In short, the merger will not result in any changes to current programs, procedures, organization, location, facilities, equipment, and/or conduct of operations at Molycorp's facility.

Molycorp also confirms that all records concerning the safe and effective decommissioning of its facility will remain onsite after its reorganization into Chevron Mining, and that Chevron Mining will abide by all constraints, conditions, requirements, and commitments of the present NRC license.

#### NRC Staff Findings

Based on the representations set forth in Molycorp's July 18 letter, the staff finds that there will be no direct or indirect transfer of control of Molycorp's license, under the facts and circumstances presented. Accordingly, the staff concludes that the Atomic Energy Act Section 184 requirements are not triggered here.

Additionally, because the proposed corporate action is of an administrative and organizational nature, the staff finds that an environmental assessment of this action is not required, pursuant to the categorical exclusion set forth in 10 CFR § 51.22(c)(11).

The request for a license amendment is premature. As soon as Molycorp and Pittsburg & Midway have been merged, and Chevron Mining officially becomes the surviving corporate entity, a license amendment request must then be filed so that the name change from Molycorp to Chevron Mining will be properly reflected in the NRC license.

J.Wright

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If you have any questions or concerns, please contact Mr. James Webb at (301) 415-6252 or at [jxw2@nrc.gov](mailto:jxw2@nrc.gov).

Sincerely,

**LChang for /RA/**

Keith I. McConnell, Deputy Director  
Decommissioning and Uranium Recovery  
Licensing Directorate  
Division of Waste Management  
and Environmental Protection  
Office of Federal and State Materials  
and Environmental Management Programs

Docket No.: 040-08778  
License No.:SMB-1393

cc: Molycorp, Inc. Washington Distribution List

J.Wright

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If you have any questions or concerns, please contact Mr. James Webb at (301) 415-6252 or at [jxw2@nrc.gov](mailto:jxw2@nrc.gov).

Sincerely,

**LChang for /RA/**

Keith I. McConnell, Deputy Director  
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and Environmental Protection  
Office of Federal and State Materials  
and Environmental Management Programs

Docket No.: 040-08778  
License No.:SMB-1393

cc: Molycorp, Inc. Washington Distribution List

**DISTRIBUTION:**

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ML072050094

OFC	DWMEP	DWMEP/LA	DWMEP/BC	OGC	DWMEP
NAME	JWebb	TMixon	RTadesse	John Hull	LChang for KMcConnell
DATE	8/8/07	8/9/07	8/9/07	8/10/07	8/14/07

OFFICIAL RECORD COPY

## ATTACHMENT 2



**State of Missouri**  
Robin Carnahan, Secretary of State

Corporations Division  
P.O. Box 778 / 600 W. Main Street, Rm 322  
Jefferson City, MO 65102

File Number:  
00085060  
Date Filed: 08/31/2007  
Robin Carnahan  
Secretary of State

**Summary Articles of Merger**

(Section 351.430, RSMo)  
(Submit with filing fee of \$30)

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned corporations certify the following:

1. The constituent corporations are:  

Chevron Mining Inc.	of	Missouri
<small>Name of Corporation</small>		<small>Parent State</small>
Molycorp, Inc.	of	Delaware
<small>Name of Corporation</small>		<small>Parent State</small>
  
2. A plan of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations as required by Chapter 351, RSMo.);
  
3. The name of the surviving corporation is Chevron Mining Inc. of Missouri;  
Name of Corporation Parent State
  
4. Check one of the following:  
 The merger has effected amendments or changes in the articles of the surviving corporation and those are attached to this summary. (Please attach amendments.)  
 There are no amendments or changes to the articles of the surviving corporation, and the articles of the surviving corporation shall be the articles of incorporation.
  
5. The executed plan of merger is on file at the principal place of business of the surviving corporation at 116 Inverness Drive East, Suite 207, Englewood, CO 80112  
street, city, state and zip
  
6. A copy of a plan of merger will be furnished by the surviving corporation, on request and without cost, to any shareholder of any constituent corporation.
  
7. The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows:  
08/31/07  
Date may not be more than 90 days after the filing date in this office
  
- To be completed only if surviving corporation is a foreign corporation.**
  
8. If the surviving corporation is a foreign corporation, it is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Missouri:
  - a. The surviving corporation may be served with process in the State of Missouri in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Missouri which is party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Missouri against the surviving corporation;
  - b. The Secretary of State of the State of Missouri shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is \_\_\_\_\_

Name and address to return filed document:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

City, State, and Zip Code: \_\_\_\_\_

State of Missouri  
Merger - General Business - Domestic 3 Page(s)

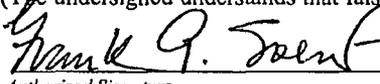


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c. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Missouri which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The General and Business Corporation Law of Missouri" with respect to the rights of dissenting shareholders.

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

	Frank G. Soler	Assistant Secretary Chevron Mining Inc.	08/29/2007
<i>Authorized Signature</i>	<i>Printed Name</i>	<i>Title</i>	<i>Date</i>

<i>Authorized Signature</i>	<i>Printed Name</i>	<i>Title</i>	<i>Date</i>
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<i>Authorized Signature</i>	<i>Printed Name</i>	<i>Title</i>	<i>Date</i>
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TAXATION BUREAU  
P O BOX 3666  
JEFFERSON CITY MO 65105-3666

STATE OF MISSOURI  
Department of Revenue

Telephone: (573) 751-9268  
Fax: (573) 522-1160  
E-mail: taxclearance@dor.mo.gov



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**CERTIFICATE OF TAX CLEARANCE**

MOLYCORP  
116 INVERNESS DR EAST STE 207  
ENGLEWOOD CO80112

DATE: AUGUST 31, 2007

MISSOURI CORPORATION CHARTER NUMBER: F00241672

In response to the corporation's request, a review of the tax records has been completed. All taxes owed, including all liabilities owed as determined by the Division of Employment Security, pursuant to Chapter 288, RSMo, have been paid.

This statement is not to be construed as limiting the authority of the Director of Revenue to pursue collection of liabilities resulting from final litigation, default in payment of any installment agreement entered into with the Director of Revenue, any successor liability that may become due in the future, or audits or reviews of the taxpayer's records as provided by law.

This Certificate of Tax Clearance must be presented to the Missouri Secretary of State's Office with any required paperwork and payment. For information concerning the Secretary of State's requirements, you may call their office at (573) 751-4153 or toll free at (866) 223-6535.

THIS CERTIFICATE REMAINS VALID FOR SIXTY (60) DAYS FROM THE ISSUANCE DATE. If you do not complete your transaction in sixty (60) days you must obtain a new Certificate of Tax Clearance. Additionally, a new Form 943, Request for Tax Clearance, may be required.

Sincerely,

A handwritten signature in cursive script, appearing to read "Jim Brentlinger".

Jim Brentlinger  
Administrator

SL:DU0306

ENC.

CBN001  
200724300300923

# State of Missouri



Robin Carnahan  
Secretary of State

## CERTIFICATE OF MERGER MISSOURI ENTITY SURVIVING

WHEREAS, Articles of Merger of the following entities:

*MOLYCORP, INC. -- F00241672*

*INTO:*

*CHEVRON MINING INC. -- 00085060*

Organized and existing under laws of Missouri and Delaware have been received, found to conform to law, and filed.

NOW, THEREOF, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned entities is effected, with

*CHEVRON MINING INC. -- 00085060*

as the surviving entity.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 31st day of August, 2007.

*Robin Carnahan*

Secretary of State

