

RIO ALGOM MINING LLC

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December 18, 2007

VIA CERTIFIED MAIL RETURN RECEIPT REQUESTED

Attention: Document Control Desk
U.S. Nuclear Regulatory Commission
One White Flint North
11555 Rockville Pike
Rockville, Maryland 20852-2738

Noted Copy: Keith McConnell, Deputy Director
Decommissioning and Uranium Recovery
Division of Waste Management and Environmental Protection
Office of Federal and State Materials and Environmental Management Programs
U.S. Nuclear Regulatory Commission
Two White Flint North
11555 Rockville Pike
Rockville, Maryland 20852-2738

**RE: Application for Consent to Indirect Change of Control
With Respect to Source Materials License No. SUA-1473**

Dear Sir or Madam:

Enclosed for filing with the U.S. Nuclear Regulatory Commission ("NRC" or the "Commission") is an Application of Rio Algom Mining LLC, a Delaware limited liability company ("RAML"), for Consent to Indirect Change of Control with respect to RAML's Source Materials License No. SUA-1473 (the "Application"). RAML is requesting the Commission's consent to the Application in connection with the anticipated sale by Billiton Investment 15 B.V. ("BIBV"), the parent company of RAML, of its entire interest in RAML to a subsidiary of Uranium Resources, Inc., a Delaware corporation. For ease of reference, Uranium Resources, Inc. and its subsidiaries are referred to herein and in the Application as "URI".

BIBV currently owns one hundred percent (100%) of the membership interest in RAML (the "Interest"). As more fully described in the Application, BIBV has entered into a Membership Interest Purchase Agreement with HRI-RAML Acquisition LLC, a Delaware limited liability company and an indirect subsidiary of Uranium Resources, Inc., pursuant to which HRI-RAML Acquisition LLC will acquire from BIBV all of the Interest (the "Transaction"). Consummation of the Transaction is subject to certain conditions, including the Commission's consent to the

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Application and URI's ability to raise the necessary financing, and will result in the indirect transfer of control of RAML from BIBV to URI.

URI was incorporated in 1977 to acquire, develop and produce uranium deposits using in-situ recovery technology. URI is currently producing uranium at two of its properties in Texas (pursuant to licenses and permits issued by the State of Texas pursuant to the Atomic Energy Act of 1954, as amended ("AEA")) and holds (through its wholly-owned subsidiary, Hydro Resources, Inc.) an AEA uranium recovery license issued by the NRC (License No. SUA-1508) to conduct in-situ uranium recovery operations in New Mexico.

There will be no change to RAML's operations, corporate structure, key operating personnel (with the exception of those additional URI personnel listed in the Application) or licensed activities as a result of the Transaction and the indirect change of control. RAML will remain a Delaware limited liability company and will continue to be headquartered in Ambrosia Lake, New Mexico (approximately 20 miles northwest of Grants, New Mexico).

RAML will continue to be the holder of License No. SUA-1473 after the closing of the Transaction and the indirect change of control. Moreover, RAML will remain technically and financially qualified as the licensee and will continue to fulfill all responsibilities as the licensee. Current RAML employees (and those additional URI personnel listed in the Application) responsible for licensed materials and activities will continue to be responsible for such materials and activities after the closing of the Transaction and the indirect change of control.

The indirect change of control of RAML from BIBV to URI will not affect the organizational or operational structure described in License No. SUA-1473. Further, there will be no change in operating organizations, locations, facilities, equipment or procedures associated with the licensed activities; and there will be no change in the use, possession, locations or storage of licensed materials as a result of the Transaction. Licensed activities of RAML will continue in their current form without interruption of any kind resulting from the indirect change of control. No amendment to License No. SUA-1473 is necessary in connection with this request for consent.

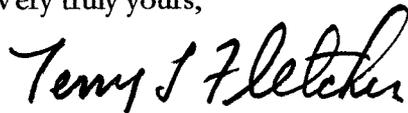
The closing of the Transaction involves review and/or approval of other federal and state regulatory agencies in addition to the consent requested of NRC in the Application. It is currently anticipated that the Transaction will close on or before March 15, 2008 (the "Closing Date"). Therefore, RAML requests that NRC consent to the Application and the indirect change of control as soon as practicable. RAML will keep NRC informed of its progress in obtaining other regulatory approvals and closing the Transaction and, once established, the actual date established as the Closing Date.

RAML also would appreciate the Commission adding the individuals on the attached list to the service list for correspondence related to the Application.

Should there be any questions regarding the Application or URI, please contact the appropriate contact individual(s) listed in the Application.

Document Control Desk
U.S. Nuclear Regulatory Commission
December 18, 2007
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Very truly yours,



Terry L. Fletcher
President

Enclosure

cc: Administrator, USNRC Region IV
Myron Fliegel, Senior Project Manager, Uranium Recovery Licensing Branch
William von Till, Chief, Uranium Recovery Licensing Branch
Rebecca Tadesse, Chief, Materials Decommissioning Branch
Thomas McLaughlin, Project Manager, Materials Decommissioning Branch

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**APPLICATION FOR CONSENT TO
INDIRECT CHANGE OF CONTROL
WITH RESPECT TO SOURCE MATERIALS LICENSE NO. SUA-1473**

1.0 INTRODUCTION

Pursuant to 10 C.F.R. § 40.46, Rio Algom Mining LLC, a Delaware limited liability company (“RAML”), requests that the U.S. Nuclear Regulatory Commission (“NRC” or the “Commission”) grant its consent to the indirect change of control of RAML from Billiton Investment 15 B.V. (“BIBV”), the parent company of RAML, to a subsidiary of Uranium Resources, Inc., a Delaware corporation. For ease of reference, Uranium Resources, Inc. and its subsidiaries are referred to in this Application as “URI”.

RAML holds Source Materials License No. SUA-1473 issued by the NRC pursuant to 10 C.F.R. Chapter 1, Part 40 (the “License”).

BIBV currently owns one hundred percent (100%) of the membership interest in RAML (the “Interest”). On October 12, 2007, BIBV entered into a Membership Interest Purchase Agreement with HRI-RAML Acquisition LLC, a Delaware limited liability company and an indirect subsidiary of Uranium Resources, Inc., pursuant to which HRI-RAML Acquisition LLC will acquire from BIBV all of the Interest (the “Transaction”). Consummation of the Transaction will result in the indirect transfer of control of RAML from BIBV to URI. RAML by this Application is therefore requesting that, pursuant to applicable law and NRC regulations, the NRC consent to this indirect change of control with respect to the License.

Closing of the Transaction involves review and/or approval of other federal and state regulatory agencies, including NRC Agreement State review (the State of Utah) in addition to the consent requested of the Commission in this Application. In addition, consummation of the Transaction is subject to URI’s ability to raise the necessary financing. It is currently anticipated that the Transaction will close on or before March 15, 2008 (the “Closing Date”). Therefore, RAML requests that the Commission consent to the indirect change of control as soon as practicable. RAML will keep the Commission informed of its progress in obtaining other regulatory approvals and closing the Transaction and, once established, the actual date established as the Closing Date.

From and after the Closing Date, RAML, as more fully discussed below, will continue to be the holder of the License. Moreover, RAML will remain technically and financially qualified as the licensee and will continue to fulfill all responsibilities as the licensee. Current RAML employees (and those additional URI personnel listed in this Application) responsible for licensed materials and activities will continue to be responsible for such materials and activities after the Closing Date and the indirect change of control. The indirect change of control will not affect the organizational or operational structure described in the License. Further, there will be no change in operating organizations, locations, facilities, equipment or procedures associated with the licensed activities; and there will be no change in the use, possession, locations or storage of licensed materials as a result of the Transaction. Licensed activities of RAML will continue in their current form without interruption of any kind resulting from the indirect change of control. No amendment to the License will be necessary in connection with this request for consent. RAML will remain a Delaware

limited liability company and will continue to be headquartered in Ambrosia Lake, New Mexico (approximately 20 miles northwest of Grants, New Mexico).

In accordance with NUREG-1556, Volume 15, Section 5 and Appendix F¹, RAML provides the following information regarding the Transaction to allow the Commission to review the proposed indirect change of control.

2.0 THE PARTIES

2.1 BIBV

Billiton Investment 15 B.V., a corporation organized under the laws of The Netherlands and the parent company of RAML, currently owns one hundred percent (100%) of the membership interest in RAML (the "Interest"). BIBV is wholly-owned by BHP Billiton Company B.V., a corporation organized under the laws of The Netherlands and a wholly-owned subsidiary of BHP Billiton Holdings Limited. BHP Billiton Holdings Limited is a company organized under the laws of England and Wales.

2.2 URI

Uranium Resources, Inc. was incorporated in 1977 to acquire, develop and produce uranium deposits using in-situ recovery technology. URI is currently producing uranium at two of its properties in Texas (pursuant to licenses and permits issued by the State of Texas pursuant to the Atomic Energy Act of 1954, as amended ("AEA")) and holds (through its wholly-owned subsidiary, Hydro Resources, Inc.) an AEA uranium recovery license issued by the NRC (License No. SUA-1508) to conduct in-situ uranium recovery operations in New Mexico.

HRI-RAML Acquisition LLC, a Delaware limited liability company, is wholly-owned by Hydro Resources, Inc. which, in turn, is wholly-owned by Uranium Resources, Inc.

Since its incorporation in 1977, URI has produced over seven million pounds of uranium by means of in-situ recovery in the State of Texas. URI also has 183,000 acres of uranium mineral holdings with almost 100 million pounds of uranium in New Mexico. URI acquired these properties over the past 20 years along with an extensive information database. URI employs approximately 120 people and has field offices in Texas and New Mexico.

Additional information regarding URI and its past and present operations is set forth in the letter from URI to RAML attached hereto as Exhibit A upon which RAML has relied for purposes of this Application (the "Reliance Letter").

¹ NUREG-1556, Volume 15, "Consolidated Guidance About Materials Licenses: Guidance About Changes of Control and About Bankruptcy Involving Byproduct, Source, or Special Nuclear Materials Licenses," dated November 2000, and NRC Regulatory Issue Summary 2001-004, "Issuance of Updated Guidance on the Transfer of Ownership or Control of Licensed Activities (NUREG-1556, Volume 15)," dated January 24, 2001.

2.3 CONTACT INFORMATION

The RAML contact and telephone number to facilitate communications with respect to the License will remain:

Mr. Terry L. Fletcher
President
Rio Algom Mining LLC
P.O. Box 218
Grants, New Mexico 87020
Telephone: (505) 287-8851 (extension 11)
Fax: (505) 285-5550
E-Mail: terry.fletcher@bhpbilliton.com

Also, for information regarding this Application, please contact:

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For information regarding URI, please contact:

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3.0 INFORMATION NEEDED BY NRC FOR CONSENT TO INDIRECT CHANGE OF CONTROL

3.1 DESCRIPTION OF THE TRANSACTION

3.1.1 THE TRANSACTION

BIBV owns one hundred percent (100%) of the membership interest in RAML (the "Interest"). BIBV is wholly-owned by BHP Billiton Company B.V., a wholly-owned subsidiary of BHP Billiton Holdings Limited. An organization chart depicting this pre-Transaction ownership structure is attached as Exhibit B-1.

To effect the sale of RAML to URI, BIBV will sell the Interest to HRI-RAML Acquisition LLC, a Delaware limited liability company and an indirect subsidiary of Uranium Resources, Inc. Consummation of the Transaction will result in the indirect transfer of control of RAML from BIBV to URI. An organization chart depicting this post-Transaction ownership structure is attached as Exhibit B-2.

The Transaction will not change the name of RAML. The licensed holder of the License will remain Rio Algom Mining LLC. See Section 2.3 above for the continuing licensee contact.

Currently, the Board of Managers of RAML is comprised of two members, one of whom is a U.S. citizen and one of whom is a Canadian citizen. Both members of RAML's Board of Managers will resign effective as of the Closing Date and will be replaced by persons designated by URI who will be U.S. citizens.

Currently, RAML has only one officer. That officer, RAML's President, is a citizen of the U.S. URI expects to retain RAML's current officer following the closing of the Transaction.

3.1.2 REQUIRED NRC FINDINGS

With respect to materials licensing, under the AEA, NRC must make a finding that the indirect change of control of the License will not be "inimical to the common defense and security, and would not constitute an unreasonable risk to the health and safety of the public. See 42 U.S.C. §§ 2077(c), 2093(b) and 2112(b); 10 C.F.R. § 40.38. The indirect change of control of RAML from BIBV to URI meets this standard.

There will be no change to RAML's operations, headquarters, corporate structure, key operating personnel (except as otherwise provided in this Application) or licensed activities as a result of the Transaction and the indirect change of control. The Board of Managers of RAML will be comprised entirely of U.S. citizens.

3.2 CHANGES OF PERSONNEL

Except as set forth below: (1) the Transaction will result in no changes in RAML personnel or management having direct operational responsibility for, and control of, licensed activities; (2) there

will be no changes in personnel who are listed on the License or referred to in the supporting documentation as a result of the Transaction; and (3) there will be no changes in personnel responsible for radiation safety or use of licensed material in the License.

Upon the closing of the Transaction, it is expected that the following URI personnel will exercise some degree of oversight in connection with the licensed activities:

Mark S. Pelizza, age 56, Vice President – Health, Safety and Environmental Affairs of URI. Mark S. Pelizza has served as URI's Environmental Manager since 1980. In that capacity, he has directed health, safety and environmental programs, coordinated staff members and consultants, prepared applications for federal and state environmental permits and licenses, and negotiated the conditions of radioactive materials licenses and other permits. In addition, Mr. Pelizza has personally supervised all radiological and non-radiological occupational health, safety and environmental programs for operations conducted by URI in Texas, New Mexico and Wyoming. Such programs have included radiological and non-radiological occupational and environmental baseline data collection, operational programs, restoration and reclamation programs and regulatory liaison functions. Mr. Pelizza has also served as a corporate liaison with lawmakers and regulatory agency staff and has represented URI and industry trade associations in activities such as rulemaking and legislation involving URI.

In February 1996, Mr. Pelizza was appointed Vice President – Health, Safety and Environmental Affairs. Before joining URI, he was employed for two years by Union Carbide as an Environmental Planning Engineer at Union Carbide's Palangana solution mining plant in South Texas. Mr. Pelizza received a M.S. in Engineering Geology from Colorado School of Mines in 1978 and a B.S. in Geology from Fort Lewis College in 1974.

Mr. Pelizza is a Licensed Professional Geoscientist (TX Geology No. 2552) with over 30 years of experience in the uranium industry. He possesses extensive technical expertise in groundwater geochemistry and uranium health physics. Mr. Pelizza's professional affiliations include the National Mining Association, the New Mexico Mining Association, the Texas Mining and Reclamation Association and the Uranium Producers of America.

Note that on May 11, 1999, a panel of administrative judges of the Atomic Safety and Licensing Board found that Hydro Resources, Inc., and in particular Mr. Pelizza, was technically qualified to conduct the project for which License No. SUA-1508 was issued to Hydro Resources, Inc. See In re Hydro Resources, Inc., 49 NRC 415 (1999).² The panel found that Mr. Pelizza has "extensive relevant experience" and "necessary analytical abilities and knowledge of the field", and that Mr. Pelizza had demonstrated "the technical skills and abilities required to qualify for [License No. SUA-1508]." See id. at 49 NRC 417-18.

For additional information regarding Mr. Pelizza's experience and qualifications, please see the Reliance Letter attached hereto as Exhibit A.

² Available at: <http://www.nrc.gov/reading-rm/doc-collections/nuregs/staff/sr0750/nrci49.pdf>.

Richard A. Van Horn, age 61, Executive Vice President and Chief Operating Officer of URI. Richard A. Van Horn joined URI in March 1997 and assumed the position of Senior Vice President of Operations on April 1, 1997. As such, he was responsible for all aspects of URI's in-situ recovery mining and reclamation operations in Texas. Effective August 8, 2007, Mr. Van Horn assumed the responsibilities of Executive Vice President and Chief Operating Officer.

Prior to joining URI, Mr. Van Horn spent three years with Energy Fuels Nuclear, Inc. as General Manager – Colorado Plateau Operations with responsibility for the daily management of and planning for Energy Fuels Nuclear, Inc. uranium and vanadium mining activities on the Colorado Plateau. Before his work at Energy Fuels Nuclear, Inc., Mr. Van Horn spent eighteen years with Union Carbide Corporation where he was involved with the finance and operations of that company's worldwide mining and metals business. From 1990 to 1994, Mr. Van Horn was Director of Operations of UMETCO Minerals Corporation, a wholly-owned subsidiary of Union Carbide Corporation, responsible for all operating aspects of UMETCO's uranium and vanadium business on the Colorado Plateau prior to its sale to Energy Fuels Nuclear, Inc. His responsibilities in this position included the management and operation of the White Mesa Mill, an NRC-licensed (SUA-1358) conventional uranium mill in Blanding, Utah. Mr. Van Horn graduated from the Colorado School of Mines with a Engineer of Mines degree in 1973.

Craig S. Bartels, age 58, President of Hydro Resources, Inc., a wholly-owned subsidiary of URI. Prior to joining Hydro Resources, Inc., Mr. Bartels was a principal in a consulting company specializing in hydrology, geochemistry, aquifer test design and analysis, and groundwater modeling. Mr. Bartels has worked in the in-situ uranium recovery industry for over 26 years. He has developed accepted commercial groundwater models and has supervised and trained others in the design and operation of in-situ recovery projects. Mr. Bartels holds a B.S. in Petroleum Engineering from Montana College of Mineral Science and Technology and is a Licensed Professional Geoscientist in the State of Texas.

Note that Mr. Bartels was an expert witness in connection with the May 11, 1999 finding by a panel of administrative judges of the Atomic Safety and Licensing Board that Hydro Resources, Inc. was technically qualified to conduct the project for which License No. SUA-1508 was issued to Hydro Resources, Inc. See In re Hydro Resources, Inc., 49 NRC 415 (1999).

3.3 CHANGES OF LOCATION, EQUIPMENT & PROCEDURES

The Transaction will not result in changes in RAML's headquarters or operational organization, location, facilities, equipment or procedures related to the License. There will be no changes in the use, possession, location or storage of licensed materials as a result of the indirect change of control effected by the Transaction.

3.4 SURVEILLANCE RECORDS

The indirect change of control will have no effect on RAML's surveillance records. All licensed activities of RAML, including all required surveillance, have been performed, documented and reviewed (including the results, as appropriate), and will continue on an ongoing basis without interruption. All required surveillance is current and will be current at the time of the transfer. All

surveillance items and records will continue to be maintained in their existing state and in accordance with applicable requirements at the time of the indirect change of control of RAML from BIBV to URI.

3.5 DECOMMISSIONING AND RELATED RECORDS TRANSFERS

3.5.1 DECOMMISSIONING RECORDS

The indirect change of control will have no effect on RAML's decommissioning records. The Transaction will not involve the physical relocation of any records and all records concerning the safe and effective decommissioning of RAML's facilities will remain with RAML. On the Closing Date, the status of the licensed facilities, including but not limited to the status of decontamination and decommissioning activities, will be identical to their status prior to the Closing Date. Following the indirect change of control, URI (on behalf of RAML) will maintain all records of RAML in the same manner as they are presently maintained.

The current and ongoing status of the licensed facility with regard to occupational (radon) exposures, ambient radiation levels and fixed and/or removable contamination as a result of NRC licensed activities is set forth in records maintained at the facility, as required, on a daily, weekly or monthly basis for NRC inspection and review.

3.5.2 DECOMMISSIONING FINANCIAL ASSURANCE

The indirect change of control will not affect RAML's continued compliance with requirements for financial assurance for decommissioning. RAML will remain responsible for the current status and future decommissioning and cleanup of all licensed facilities that are the subject of this Application. RAML currently has in place financial instruments, complying with the regulations specified in 10 C.F.R. § 40.36, to meet the Commission's decommissioning financial assurance requirements for which it bears responsibility. RAML currently provides decommissioning financial assurance to meet the Commission's requirements in the form of a standby letter of credit and an associated standby trust agreement, which are on file with the Commission. The letter of credit is guaranteed by an entity affiliated with BIBV.

URI (on behalf of RAML) will maintain a substitute or similar form of standby letter of credit/surety bond arrangement and standby trust (or other acceptable financial assurance instrument prescribed by NRC regulations) for the purpose of providing decommissioning financial assurance upon the indirect change of control.³ In addition, upon the closing of the Transaction,

³ Note that in connection with its Texas operations, URI maintains financial surety relating to its future restoration and reclamation obligations as required by the Texas regulatory agencies. Specifically, URI has bank letters of credit and performance bonds issued for its benefit to satisfy Texas regulatory requirements. The letters of credit are issued by Bank of America and the performance bonds are issued by United States Fidelity and Guaranty Company. Letters of credit for \$2.9 million and \$2.0 million were issued at June 30, 2007 and December 31, 2006, respectively. Such letters of credit are collateralized in their entirety by certificates of deposit. Performance bonds totaling \$2.8 million were issued for the benefit of URI at June 30, 2007 and December 31, 2006. United States Fidelity and Guaranty Company has required URI to deposit funds collateralizing a portion of the bonds.

BIBV, RAML and URI will establish a remediation trust covering budgeted or agreed reclamation as required under the License, which remediation trust will be funded at closing. The purpose of the trust is to serve as a financial assurance that the remaining reclamation obligations at RAML's properties are completed in a timely manner consistent with the existing closure plans, including the License and certain state requirements.

At the closing of the Transaction, the standby letter of credit and associated standby trust agreement currently on file with the Commission will be terminated and URI will provide the Commission with a financial assurance instrument(s) that is sufficient to fulfill RAML's decommissioning financial assurance responsibilities associated with the License and that complies with all applicable NRC requirements, including the regulations at 10 CFR, Chapter 1, Part 40 and Appendix A to Part 40. RAML will confirm this intent with the Commission and will submit a form of the new financial assurance instrument(s) for its review in sufficient time for the Commission to approve this Application for consent to indirect change of control.

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

The indirect change of control of RAML from BIBV to URI does not create a new licensee and does not change any of RAML's existing commitments under the License. RAML, as the holder of the License, will continue to abide by all commitments contained in the License. In addition, upon the closing of the Transaction, URI will abide by all of RAML's commitments made prior to the indirect change of control from BIBV. Accordingly, Exhibit C is a form of letter from URI to the Commission (the "Commitment Letter") that when executed and submitted by URI will confirm that URI, as the new owner of RAML, will abide by all constraints, license conditions, requirements, representations and commitments identified in and attributed to the License. URI will submit to the Commission an executed copy of the Commitment Letter in time for the Commission to approve this Application for consent to indirect change of control.

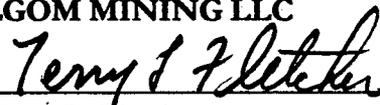
4.0 CONCLUSION

For the reasons stated above, Rio Algom Mining LLC requests that the Commission provide its consent to the indirect change of control of RAML from BIBV to URI as it relates to the License, with such consent to be effective as soon as practicable. As set forth in the form of Commitment Letter, URI will concur in this request by executing the Commitment Letter and submitting it to the Commission under separate cover.

Respectfully submitted,

RIO ALGOM MINING LLC

By: _____


Terry L. Fletcher

Its: President

**APPLICATION FOR CONSENT TO
INDIRECT CHANGE OF CONTROL
WITH RESPECT TO SOURCE MATERIALS LICENSE NO. SUA-1473**

INDEX TO EXHIBITS

Exhibit No.	Description
A	Reliance Letter from Uranium Resources, Inc. to Rio Algom Mining LLC
B-1 and B-2	Rio Algom Mining LLC Organization Chart Before and After the Transaction
C	Form of Letter from Uranium Resources, Inc. Committing to Abide by All Constraints, License Conditions, Requirements, Representations and Commitments Identified in and Attributed to the License.

EXHIBIT A

RELIANCE LETTER FROM URANIUM RESOURCES, INC. TO RIO ALGOM MINING LLC

URANIUM RESOURCES, INC.

Kingsville Dome Project
640 East FM 1118
Kingsville, Texas 78363
Telephone: (361) 595-5731
Fax: (361) 595-0403

405 State Highway 121 Bypass
Building A, Suite 110
Lewisville, Texas 75067
Telephone: (972) 219-3330
Fax: (972) 219-3311

Rosita Project
HC01, Box 50
San Diego, Texas 78384
Telephone: (361) 279 B 3307
Fax: (361) 279 B 2260

December 18, 2007

Mr. Terry Fletcher
Rio Algom Mining LLC
P.O. Box 218
Grants, New Mexico 87020

Dear Mr. Fletcher:

This letter is intended to certify that all facts regarding Uranium Resources, Inc. (URI), its wholly owned subsidiary Hydro Resources, Inc. (HRI), and HRI's wholly owned subsidiary HRI-RAML Acquisition, LLC contained in Appendix A to this letter and serving as an attachment to the application requesting the United States Nuclear Regulatory Commission's (NRC's) consent to the indirect change of control of Rio Algom Mining LLC's (RAML's) NRC License No. SUA-1473 submitted to NRC on or about December 18, 2007 is true and accurate to the best of URI's knowledge. URI fully consents to the inclusion of this information in the December 18, 2007 application and will supply additional information regarding these corporate entities as necessary if requested by NRC during the application review process.

Please do not hesitate to contact me if you have any questions.

Sincerely,

/s/ Mark S. Pelizza

Mark S. Pelizza
Vice President

APPENDIX A

INFORMATION REGARDING URANIUM RESOURCES, INC., HYDRO RESOURCES, INC., AND HRI-RAML ACQUISITION, LLC

Past and Present Operations of Uranium Resources, Inc.

In the State of Texas, Uranium Resources, Inc. ("URI" or the "Company") has three fully permitted production locations with two fully licensed processing plants that can accept resin from remote sites. URI employs approximately 120 people and has field offices in the States of Texas and New Mexico. URI personnel also recently attended meetings with each member of the Commission and NRC Staff to discuss proposed plans for RAML's NRC License No. SUA-1473 (the "RAML License").

The Company's first production site was the **Longoria** uranium project in Duval County, Texas. The project was a 50-50 joint venture ISR project with Coastal Corp. Approximately 200,000 pounds of uranium were produced from 1978-1982. This production site has long concluded its production, and it has been successfully restored and closed in an environmentally sound manner in compliance with all applicable State and federal requirements, including a NRC Agreement State radioactive materials license. NRC has concurred with license termination.

The **Benavides** uranium project was URI's next ISR project in Duval County, Texas. The project was a joint venture with FRAMCO and Conoco. Approximately 880,000 pounds of uranium were produced between 1980-1983. This project has long concluded its production and it has been successfully restored and closed in an environmentally sound manner in compliance with all applicable state and federal requirements including a NRC Agreement State radioactive materials license. NRC has concurred with license termination.

URI also served as engineering and construction contractor for the **West Cole** uranium project in Webb County, Texas. The Company licensed and turn-keyed for Tenneco to design, engineer, and erect a commercial ISR facility and completed the first well field.

The **Kingsville Dome** project is an operational ISR project in Kleberg County, Texas. This facility is capable of processing and packaging uranium from the Kingsville Dome site and from other nearby uranium recovery locations. The Kingsville Dome uranium deposit was acquired in 1981 as a farm-out from Exxon where URI earned a 100% interest for exploration of the property.

Development on the project began in September 1987 and production was ongoing between May 1988 and September 1990. During that period, Kingsville Dome produced 1,473,000 pounds of uranium. The second phase of operation began in March 1996 and ended in June 1999. During that period, Kingsville Dome produced 2,001,000 pounds of uranium. The third phase of production commenced in September 2006 and is currently producing at a rate of approximately 400,000 pounds of uranium per year.

The **Rosita** project is an ISR project in Duval County, Texas. The uranium deposit was discovered and drilled in the mid-1970s by Union Carbide Corporation. In 1980, Chevron Resources Company purchased the Rosita leases from Carbide. URI acquired the leases from the landowners and the drilling data from Chevron in late 1985 after Chevron's leases expired.

Rosita's first phase of production occurred between October 1990 and March 1992 during which time approximately 1,073,000 pounds of uranium were produced. Phase 2 of Rosita's production occurred between June 1995 and June 1999 during which time approximately 1,569,000 pounds of uranium were produced. The project is being made ready to enter a third phase of uranium production in 2008.

The **Vasquez** project is URI's most recently developed ISR project in Duval County, Texas. Development on the project began in June/July 2004 and commenced production in October of that year.

In Wyoming, under an NRC license, URI developed the **North Platte** uranium project (1980). This ISR pilot project in Converse County, Wyoming was a joint venture with UG USA AG. It has been successfully restored and closed in an environmentally sound manner and in compliance with all applicable state and federal requirements. NRC has terminated the license for this project following completed site decommissioning.

URI's subsidiary Hydro Resources, Inc. ("HRI") holds the NRC-licensed **Crownpoint** ISR project ("CUP") in McKinley County, New Mexico. In August 1988, the Company acquired the Crownpoint property 35 miles northeast of Gallup, New Mexico adjacent to the town of Crownpoint. This property was previously held jointly by Westinghouse Electric Corporation and Conoco, which conducted extensive exploration drilling and sank three shafts to prepare the area for underground mining.

In the CUP, the Company holds the **Church Rock** site, which is a uranium property in McKinley County, New Mexico. URI acquired the Church Rock property and water rights, known as Section 8 and Mancos, from United Nuclear Corporation in March 1987. In August 1991, the Company acquired Section 17 from United Nuclear Corporation.

For the CUP, HRI conducted extensive engineering and environmental studies required by NRC, prepared the license applications, and secured the necessary NRC License. HRI successfully defended its License during the multi-year licensing hearing held on this matter by the Atomic Safety Licensing Board of NRC.

In 1997, URI acquired extensive holdings from Santa Fe Railroad. These properties included extensive holdings in the **Church Rock, West Largo, Roca Honda, Nose Rock and Ambrosia Lake** uranium mining districts with the potential for additional uranium production.

Additional Information Regarding Mark S. Pelizza

Mr. Pelizza's uranium recovery (both conventional and ISR) experience includes extensive involvement, such as licensing/permitting and the conduct of technical and environmental analyses, for the following project sites:

1. Alta Mesa Uranium Project: (ISR, Brooks County, Texas) (Agreement State);
2. Benavides Uranium Project: (ISR, Duval County, Texas) (Agreement State);
3. Crownpoint Uranium Project: (ISR, Church Rock, Crownpoint, New Mexico) (NRC)
4. Kingsville Dome Uranium Project: (ISR, Kleberg County, Texas) (Agreement State);
5. Longoria Uranium Project: (ISR, Duval County, Texas) (Agreement State);
6. Highland Uranium Project (ISR, Converse County, Wyoming) (NRC);
7. Holiday/El Mesquite Uranium Project: (ISR, Duval County, Texas) (Agreement State);
8. Lamprecth Uranium Project: (ISR, Live Oak County, Texas) (Agreement State);
9. North Platte Uranium Project: (ISR Pilot, Converse County, Wyoming) (NRC);
10. O'Hern Uranium Project: (ISR, Duval County, Texas) (Agreement State);
11. Palangana Uranium Project: (ISR, Duval County, Texas) (Agreement State);
12. Panna Maria Uranium Mine/Mill: (Conventional, Karnes County, Texas) (Agreement State)
13. Rosita Uranium Project: (ISR, Duval County, Texas) (Agreement State);
14. Vasquez Uranium Project: (ISR, Duval County, Texas) (Agreement State);
15. West Cole Uranium Project: (ISR, Webb County, Texas) (Agreement State);
16. White Mesa Uranium Mill: (Conventional, San Juan County, Utah) (Agreement State)⁴;
17. Zamzow Uranium Project: (ISR, Live Oak County, Texas) (Agreement State)

Mr. Pelizza has been tendered and qualified as an expert witness in a number of vigorously contested public hearings before state and federal administrative agencies, including:

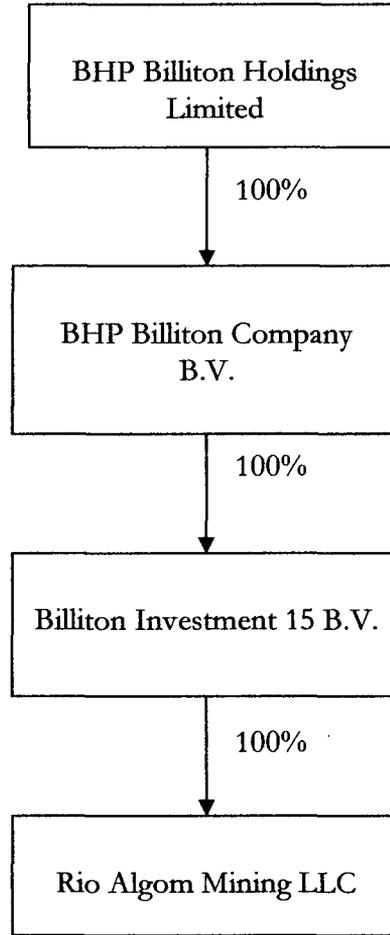
⁴ When Mr. Pelizza worked on this project, the State of Utah was not an Agreement State for uranium milling.

1. Before TCEQ, formerly the Texas Natural Resource Conservation Commission (TNRCC), and before that the Texas Water Commission. Administrative Hearing, June 1984; Kingsville Dome Project: Expert in ISR technology, groundwater, well drilling and development groundwater restoration;
2. Before TCEQ, Administrative Hearing, 1986; Kingsville Dome Project, Texas: Expert in ISR technology, groundwater, well drilling and development and groundwater restoration;
3. Before the Texas Department of Health (TDH), Administrative Hearing, 1986: Kingsville Dome Project. Expert in ISR technology, health physics, environmental impacts, groundwater, reclamation and restoration;
4. Before TCEQ, Administrative Hearing, 1989, Kingsville Dome Project: Expert in ISR technology, groundwater, well drilling and development and groundwater restoration;
5. Before TDH, Administrative Hearing, 1989, Kingsville Dome Project: Expert in ISR technology, health physics, environmental impacts, groundwater, reclamation and restoration;
6. Before the New Mexico Environment Department (NMED) Public Hearing, 1993, Church Rock Project DP-558: Expert in ISR technology, groundwater, well drilling and development groundwater restoration;
7. Before the New Mexico State Engineer, 1998. Church Rock Project Application G-11-a: Expert in ISR technology, groundwater, well drilling and development groundwater restoration;
8. Before TCEQ, Administrative Hearing, 1997. Rosita Project: Expert in ISR technology, groundwater, well drilling and development and groundwater restoration;
9. Before NRC/Atomic Safety & Licensing Board (ASLB), Federal Administrative Hearing, 1999, the CUP: Expert in ISR technology, health physics, waste disposal, environmental impacts, groundwater, reclamation and restoration reclamation costs.

As stated in the cover letter to this Appendix A, URI hereby affirms that the information contained herein is true and accurate to the best of URI's knowledge and will provide additional information to relevant regulatory authorities if necessary.

EXHIBIT B-1

**RIO ALGOM MINING LLC ORGANIZATION CHART
BEFORE THE TRANSACTION***



* Note that this chart (i) is a simplified organizational chart that is intended to depict BIBV's pre-Transaction ownership of Rio Algom Mining LLC and (ii) does not include certain parent and subsidiary companies that are not relevant to understanding the Transaction as it relates to the indirect change in control of Rio Algom Mining LLC.

EXHIBIT B-2

**RIO ALGOM MINING LLC ORGANIZATION CHART
AFTER THE TRANSACTION**

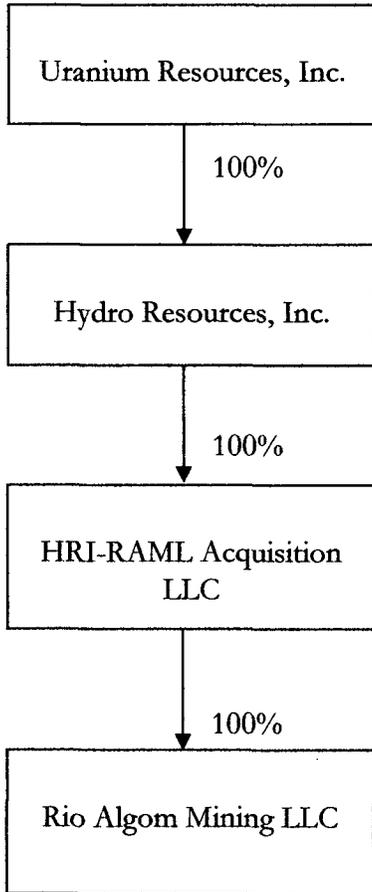


EXHIBIT C

**Form of Letter from Uranium Resources, Inc.
Committing to Abide by All Constraints, License Conditions, Requirements, Representations and
Commitments Identified in and Attributed to the License**

Document Control Desk
U.S. Nuclear Regulatory Commission
Washington, D.C. 20555

Re: Rio Algom Mining LLC – Application for Consent to Indirect Change of Control with
Respect to Source Materials License No. SUA-1473

Ladies and Gentlemen:

This letter is in furtherance of and a part of the Application for Consent to Indirect Change of Control of Rio Algom Mining LLC (“RAML”) filed on December 18, 2007 (the “Application”) with the U.S. Nuclear Regulatory Commission (“NRC” or the “Commission”) and related to Source Materials License No. SUA-1473 (the “License”). The Commission’s consent to the Application is sought in connection with the anticipated sale by Billiton Investment 15 B.V. (“BIBV”), the parent company of RAML, of its entire interest in RAML (the “Interest”) to a subsidiary of Uranium Resources, Inc. For ease of reference, Uranium Resources, Inc. and its subsidiaries are referred to herein and in the Application as “URI”.

As more fully described in the Application, BIBV has entered into a Membership Interest Purchase Agreement with HRI-RAML Acquisition LLC, a Delaware limited liability company and an indirect subsidiary of Uranium Resources, Inc., pursuant to which HRI-RAML Acquisition LLC will acquire from BIBV all of the Interest (the “Transaction”). Consummation of the Transaction is subject to certain conditions, including the Commission’s consent to the Application and URI’s ability to raise the necessary financing, and will result in the indirect transfer of control of RAML from BIBV to URI.

In accordance with NUREG-1556, Volume 15, Section 5.6, dated November 2000, and in order to support RAML’s request for NRC consent to the indirect change of control of RAML from BIBV to URI as it relates to the License, URI hereby makes the following statements and representations:

1. I am the Executive Vice President and Chief Operating Officer of Uranium Resources, Inc. and am authorized to file this letter with the Commission on behalf of URI.
2. After the closing of the Transaction, URI will become the indirect parent of, and will have control over, RAML, which will remain the licensee and holder of the License.

3. Except as set forth in the Application: (1) the Transaction will result in no changes in RAML personnel or management having direct operational responsibility for, and control of, licensed activities; (2) there will be no changes in personnel who are listed on the License or referred to in the supporting documentation as a result of the Transaction; and (3) there will be no changes in personnel responsible for radiation safety or use of licensed material in the License.

4. The Transaction will not result in changes in RAML's headquarters or operational organization, location, facilities, equipment or procedures related to the License. There will be no changes in the use, possession, location or storage of licensed materials as a result of the indirect change of control effected by the Transaction.

5. URI, as the new indirect parent of RAML having control over RAML, will abide by all constraints, license conditions, requirements, representations and commitments identified in and attributed to RAML in its License.

6. URI agrees to accept responsibility for the provision by RAML of the decommissioning financial assurance required by the Commission with respect to the License. URI will continue to provide decommissioning financial assurance through appropriate financial instruments that comply with the Commission's requirements upon the closing of the Transaction.

7. URI concurs in RAML's request that the Commission give its consent to the indirect change of control of RAML from BIBV to URI as it relates to the License, with such consent to be effective as soon as practicable.

URI would be pleased to respond to any further questions that the Commission may have with regard to this letter or the Application.

Very truly yours,

Richard A. Van Horn
Executive Vice President and Chief Operating Officer