

ATTACHMENT C

Form of Letter from Freeport-McMoRan Copper & Gold, Inc.
Committing to Abide by All Constraints, License Conditions, Requirements,
Representations and Commitments Identified in and Attributed to NRC License No.
SUA-56

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

Re: Western Nuclear, Inc. – Application for Consent to Indirect Change of Control
with Respect to NRC License No. SUA-56

Ladies and Gentlemen:

This letter is in furtherance of and a part of the Application for Consent to Indirect Change of Control of Western Nuclear, Inc. (“WNI”) filed on July 22, 2009 (the “Application”) with the U.S. Nuclear Regulatory Commission (“NRC” or the “Commission”) and related to NRC License No. SUA-56 (the “License”). The Commission’s consent to the Application is sought in connection with the March 19, 2007 acquisition of Phelps Dodge Corporation (PDC), the parent company of WNI, of its entire interest in WNI (the “Interest”) to Freeport-McMoRan Copper & Gold, Inc. (Freeport).

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

1. I am the **Vice President** of Freeport-McMoRan Copper & Gold, Inc. and am authorized to file this letter with the Commission on behalf of Freeport.
2. At the completion of its acquisition of PDC, Freeport became the indirect parent of, and has control over WNI, which will remain the licensee and holder of NRC License No. SUA-56.
3. Except as set forth in the Application: (1) the Transaction resulted in no changes in WNI 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 NRC License No. SUA-56 or referred to in the supporting documentation as a result of the acquisition of PDC by Freeport; and (3) there will be no changes in personnel responsible for radiation safety or use of licensed material in NRC License No. SUA-56.

4. The Transaction will not result in changes in WNI's headquarters or operational organization, location, facilities, equipment or procedures related to NRC License No. SUA-56. 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 acquisition of PDC by Freeport.

5. Freeport, as the new indirect parent of WNI and having control over WNI, will abide by all constraints, license conditions, requirements, representations and commitments identified in and attributed to WNI in NRC License No. SUA-56.

6. Freeport agrees to accept responsibility for the provision by WNI of the decommissioning financial assurance in the form of a parent company guarantee required by the Commission with respect to NRC License No. SUA-56. Freeport has and will continue to provide decommissioning financial assurance through appropriate financial instruments that comply with the Commission's requirements since the completion of its acquisition of PDC.

7. Freeport concurs in WNI's request that the Commission give its consent to the indirect change of control of WNI from PDC to Freeport as it relates to NRC License No. SUA-56, with such consent to be effective as of the closing date of the date Freeport acquired PDC (March 19, 2007).

Freeport 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,



William E. Cobb
Vice President
Freeport-McMoRan Copper & Gold