

COPY



May 10, 2010

Mr. Ron C. Linton, Project Manager
Uranium Recovery Licensing Branch
Division of Waste Management and Environmental Protection
Office of Federal and State Materials and Environmental Management Programs
U.S. Nuclear Regulatory Commission
11545 Rockville Pike
Rockville, Maryland 20852-2738

RE: TAC J00612
Materials License SUA-1341
Docket No. 40-8502
Uranium One Response to NRC April 5, 2010 RAI for Name Change from Cogema Mining, Inc. to Uranium One USA, Inc.

Dear Mr. Linton:

By letter dated April 5, 2010, the Nuclear Regulatory Commission (NRC) submitted a Request for Additional Information (RAI) regarding Uranium One USA, Inc.'s (Uranium One) January 27, 2010 request to change the name on the SUA-1341 Materials License from Cogema Mining, Inc. to Uranium One USA, Inc. Attached to this letter are Uranium One's responses to the NRC RAI.

If you should have any questions regarding the attached responses, please contact me at (307) 234-8235 ext. 333, or by email. We look forward to your reply.

Sincerely,

A handwritten signature in black ink, appearing to read "Donna L. Wichers", is written over a horizontal line.

Donna L. Wichers
Senior Vice President, ISR Operations

Enclosure:
Responses to NRC's April 5, 2010

cc: WDEQ – Don McKenzie, Mark Rogaczewski, Glenn Mooney
Uranium One – Jon Winter, Mike Griffin

Uranium One Americas, Inc.
A Member of the Uranium One Inc. Group of Companies
tel +1 307-234-8235 • fax +1 307-237-8235
907 N. Poplar Street, Suite 260
Casper, Wyoming 82601
www.uranium1.com

Uranium One Responses to NRC April 5, 2010 RAI
SUA-1341 Name Change from Cogema Mining, Inc. to Uranium One ISA, Inc.
May 10, 2010

1. *Provide NRC with an updated Certification of Financial Assurance to reflect all relevant changes, including the change of the Licensee's name. Section 40.36(d) in 10 CFR Part 40, states that a decommissioning funding plan must also contain a certification by the licensee that financial assurance for decommissioning has been provided in the amount of the cost estimate. Guidance for the Certification of Financial Assurance may be found in NUREG-1757, Volume 3, Appendix A.2. Additionally, a template for the Certification of Financial Assurance may be found in NUREG-1757, Volume 3, Appendix A.2.4.*

Response: An updated Certificate of Financial Assurance reflecting the relevant changes is included as Exhibit A.

2. *Provide two updated corporate organizational charts, one detailing the corporate structure at the time Uranium One, Inc., purchased Cogema Mining, Inc. and another detailing the corporate structure after the name change from Cogema Mining, Inc. to Uranium One USA, Inc. Both organizational charts should detail all entities in the corporate structure, including "shell-companies" (if applicable), from Cogema Mining, Inc. up to Uranium One, Inc. Additionally, the charts should show the State and Country of incorporation and type of corporate entity (e.g. S-Corporation, Limited Liability Corporation, Limited Partnership, et cetera) for each entity listed.*

Response: Updated corporate organization charts at the time of the purchase of Cogema Mining, Inc. [Organization Structure (1)] and after the name change from Cogema Mining, Inc. to Uranium One USA, Inc. [Organization Structure (2)] are included as Exhibit B. Please note that the company Malapai Resources Company was also part of the AREVA/EdF transaction and was merged into Cogema Mining, Inc. prior to the name change.

3. *Confirm that "Uranium One USA, Inc." is formerly known as "Cogema Mining, Inc." and that "Uranium One USA, Inc." has held, and currently holds, NRC License SUA-1341. Two different entities with similar names were identified during a search of certain Delaware Division of Corporations records: (1) "Uranium One USA, Inc." and (2) "Uranium One U.S.A. Inc." The Delaware Division of Corporations file numbers are 0840273 and 4270470, respectively.*

Response: Uranium One USA, Inc. (Delaware Division of Corporations file number 0840273) is formerly known as Cogema Mining, Inc. and currently holds NRC License SUA-1341. Uranium One U.S.A., Inc. (Delaware Division of Corporations file number 4270470) was merged with and into Uranium One Americas, Inc. under the "Agreement and Plan of Merger Between Uranium One Americas, Inc. (a Nevada Corporation) and Uranium One U.S.A., Inc. (a Delaware Corporation)" dated October 23, 2009. Copies of the merger

documents were contained in Exhibit D to the Change of Control Application submitted to NRC by letter dated November 18, 2009.

4. *Indicate the purpose of "Uranium One U.S.A. Inc." Delaware Division of Corporations file number 4270470. If "Uranium One U.S.A. Inc." is in the corporate structure, indicate if such entity is a "shell company."*

Response: See response to RAI question number 3 above. Uranium One U.S.A., Inc. was merged with and into Uranium One Americas, Inc. on October 23, 2009.

5. *Please provide the following:*

- (a) *Confirmation that "Uranium One USA, Inc." registered in Wyoming (Business Division of the Wyoming Secretary of State, ID 2006-000511636), is the same entity as "Uranium One USA, Inc." (Delaware file number 0840273).*

Response: Uranium One USA, Inc. registered in Wyoming (Business Division of the Wyoming Secretary of State, ID 2006-000511636) is the same entity as Uranium One USA, Inc. (Delaware Division of Corporations file number 0840273).

- (b) *Clarification of inconsistencies between "Uranium One USA, Inc.'s" corporate filing information with the Wyoming Secretary of State and other records. The following inconsistencies in the filing were identified:*

1. *The "Principal office address" contained in the 'Application for Amended Certificate of Authority,' submitted by the licensee, is inconsistent with the "Principal Address" located on the "Uranium One USA, Inc." Filing Information (ID 2006-000511636).*

Response: Uranium One has contacted the Wyoming Secretary of State to inform them of the error on their website. The principal addresses listed on the Wyoming Secretary of State website for Uranium One USA, Inc. are the old Cogema Mining, Inc. addresses. The "Application for Amended Certificate of Authority" has the correct principal office address for Uranium One USA, Inc. Uranium One has requested the Wyoming Secretary of State's office to correct the address error.

2. *The "Officers / Directors" portion of "Uranium One USA, Inc.'s" filing information with the Wyoming Secretary of State is inconsistent with the "List of Officers & Directors" attached to the 'Application for Amended Certificate of Authority.'*

Response: The current slate of officers and directors of Uranium One USA, Inc. is as follows:

Dennis Stover - President

Donna Wichers - Sr. Vice President, ISR Operations
Bruce Law - Vice President, Finance
Robin Merrifield - Treasurer
John Sibley - Secretary and Director
Lloyd Hong - Assistant Secretary and Director

The State of Wyoming requires a list of all officers and directors of the company. The Annual Report for Uranium One USA, Inc. submitted in the State of Wyoming on March 26, 2010 reflects the above individuals as officers and directors of the Company. However, the Wyoming Secretary of State's office only provides a listing for six officers, therefore not all officers may be included on the website. Please note that Gordon Peake, VP Lands, and Terry Lloyd, Director of Human Resources, are no longer with the company and have been deleted from the officer list.

The State of Delaware only requires a list of the directors and the name of the one officer authorizing the filing. The filing in Delaware names John Sibley and Lloyd Hong as the directors of Uranium One USA, Inc. and Bruce Law, in his capacity as Vice President of Finance, as the authorizing officer. Therefore, no changes or amendments need to be made to the Delaware filing.

3. *The "List of Officers & Directors" submitted by the licensee lists the corporate name as "Uranium One U.S.A. Inc." Certain records with the Delaware Division of Corporations and documents contained in the licensee's February 17, 2010 letter to NRC suggest that former "Cogema Mining, Inc." is now registered as "Uranium One USA, Inc."*

Response: The List of Officers and Directors submitted to NRC by letter dated February 17, 2010 incorrectly listed the corporate name as Uranium One, U.S.A., Inc. As noted in the responses to RAI Questions 3 and 4 above, Cogema Mining, Inc. is now registered as Uranium One USA, Inc. A corrected List of Officers and Directors is included in Exhibit C.

6. *As a result of this name change, confirm that there will be no changes in:*
- (a) personnel having control over licensed activities;*
 - (b) the use, possession, location, or storage of licensed materials;*
 - (c) the location of operations, equipment, or procedures;*
 - (d) corporate structure;*
 - (e) corporate organization;*
 - (f) State and Country of Incorporation;*
 - (g) control of the license, neither indirectly nor directly.*

Response: As a result of the name change from Cogema Mining, Inc. to Uranium One USA, Inc., there has been and will be no changes in personnel having control over licensed activities; the use, possession, location, or storage of licensed materials; the location of operations, equipment, or procedures;

corporate structure; corporate organization; State and Country of Incorporation; or control of the license, neither indirectly nor directly.

7. *Following the name change, confirm that Uranium One USA, Inc.:*
- (a) assumes full liability for facility and site decommissioning;*
 - (b) agrees to abide by all commitments and representations previously made to NRC by the licensee in its previous corporate name;*
 - (c) agrees to abide by all constraints, conditions, requirements, representations, and commitments identified in the license; and*
 - (d) accepts full liability and responsibility for the site and facility.*

Response: Uranium One, USA, Inc. assumes full liability for facility and site decommissioning; agrees to abide by all commitments and representations previously made to NRC by Cogema Mining, Inc.; agrees to abide by all constraints, conditions, requirements, representations, and commitments identified in SUA-1341; and accepts full liability and responsibility for the site and facility.

8. *Provide a copy of a certification of incorporation for Uranium One USA, Inc.*

Response: Exhibit D contains the following:

- A copy of the Certificate of Incorporation of Tenneco Oxochem Holdings, Inc. as filed with the Delaware Secretary of State on June 28, 1977.
- Certificates of Amendment to the Certificate of Incorporation documenting several name changes and mergers.
- An Amended and Restated Certificate of Incorporation of Cogema Mining, Inc. stating that the company is now known as Uranium One USA, Inc. (A Certification of the Restated Certificate of Incorporation from the State of Delaware was included with the submittal to NRC dated February 17, 2010).
- A Certificate of Merger of Malapai Resources Company (an Arizona Corporation) into Uranium One USA, Inc. (formerly Cogema Mining, Inc.)(a Delaware Corporation).

Exhibit A

**Uranium One USA, Inc
Updated Certificate of Financial Assurance**

COPY
~~ORIGINAL~~

CERTIFICATION OF FINANCIAL ASSURANCE

Principal: Uranium One Inc. on behalf of Uranium One USA, Inc.
NRC Materials License SUA-1341

Licensee: Uranium One USA, Inc.
907 North Poplar Street
Suite 260
Casper, Wyoming 82601

Guarantor: Uranium One Inc.
1285 West Pender Street, Suite 900
Vancouver, V6E 4B1, Canada

Beneficiary: Wyoming Department of Environmental Quality
Land Quality Division
122 West 25th Street
Cheyenne, Wyoming 82002

I certify that Uranium One USA, Inc. is licensed to possess the following types of source and byproduct material licensed under 10 CFR 40 in the following amounts:

<u>Type of Material</u>	<u>Amount of Material</u>
Uranium and 11e.(2) byproduct, unspecified	Unlimited

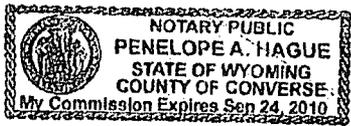
I also certify that financial assurance in the amount of \$9,714,299.00, in the form of Bank of Montreal Irrevocable Letter of Credit No. [REDACTED], has been obtained for the purpose of decommissioning as prescribed by 10 CFR Part 40.

DATED as of the 5th day of May, 2010.

By: [Signature]
Donna L. Wichers
Senior Vice President, ISR Operations

SUBSCRIBED AND SWORN to before me by the said Donna L. Wichers
on this 5th day of May, 2010

My commission expires on the 24th day of September, 2010.

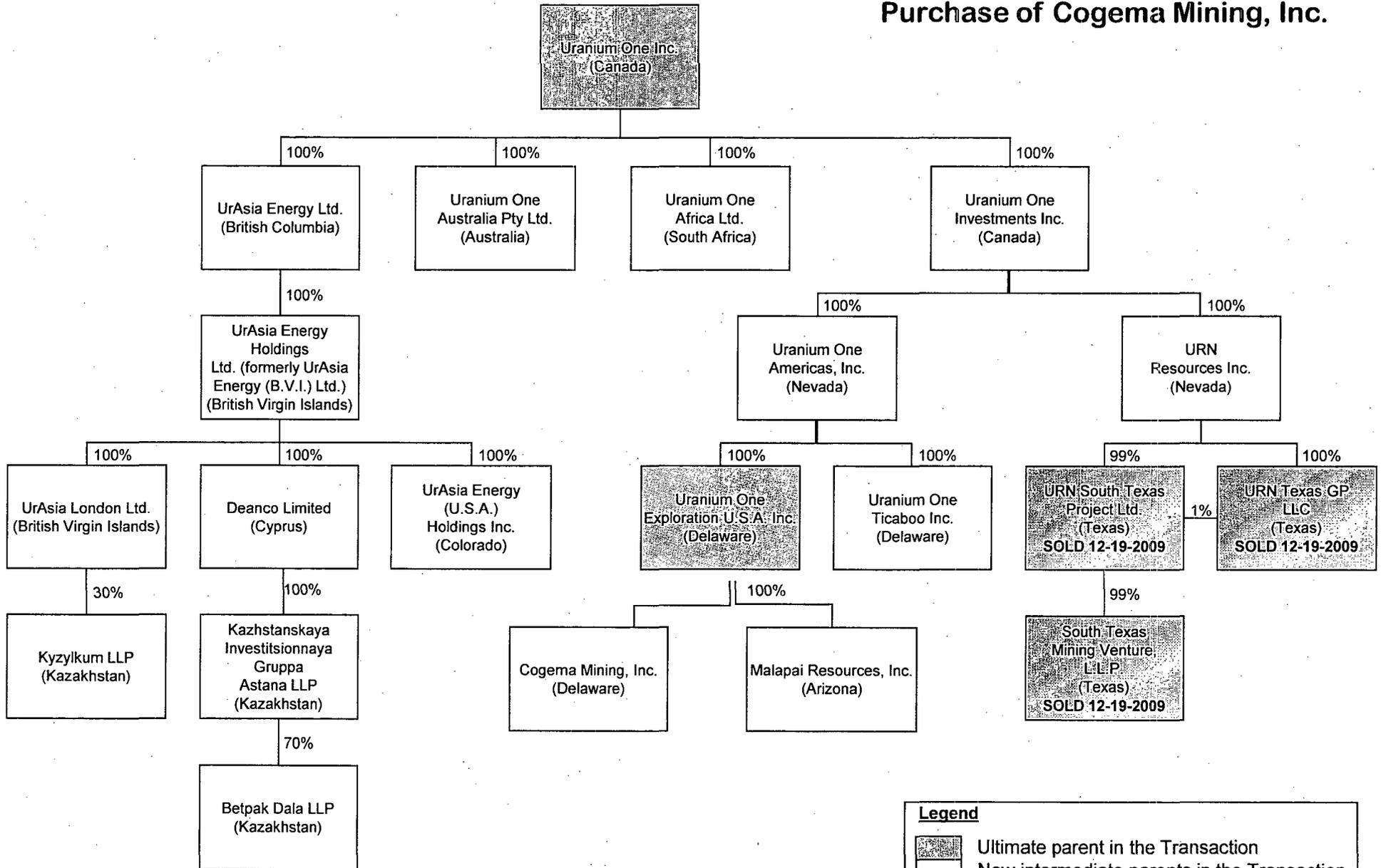


Penelope A. Hague
Notary Public in and for
Converse County, Wyoming

Exhibit B

**Uranium One, Inc.
Updated Corporate Organization Charts**

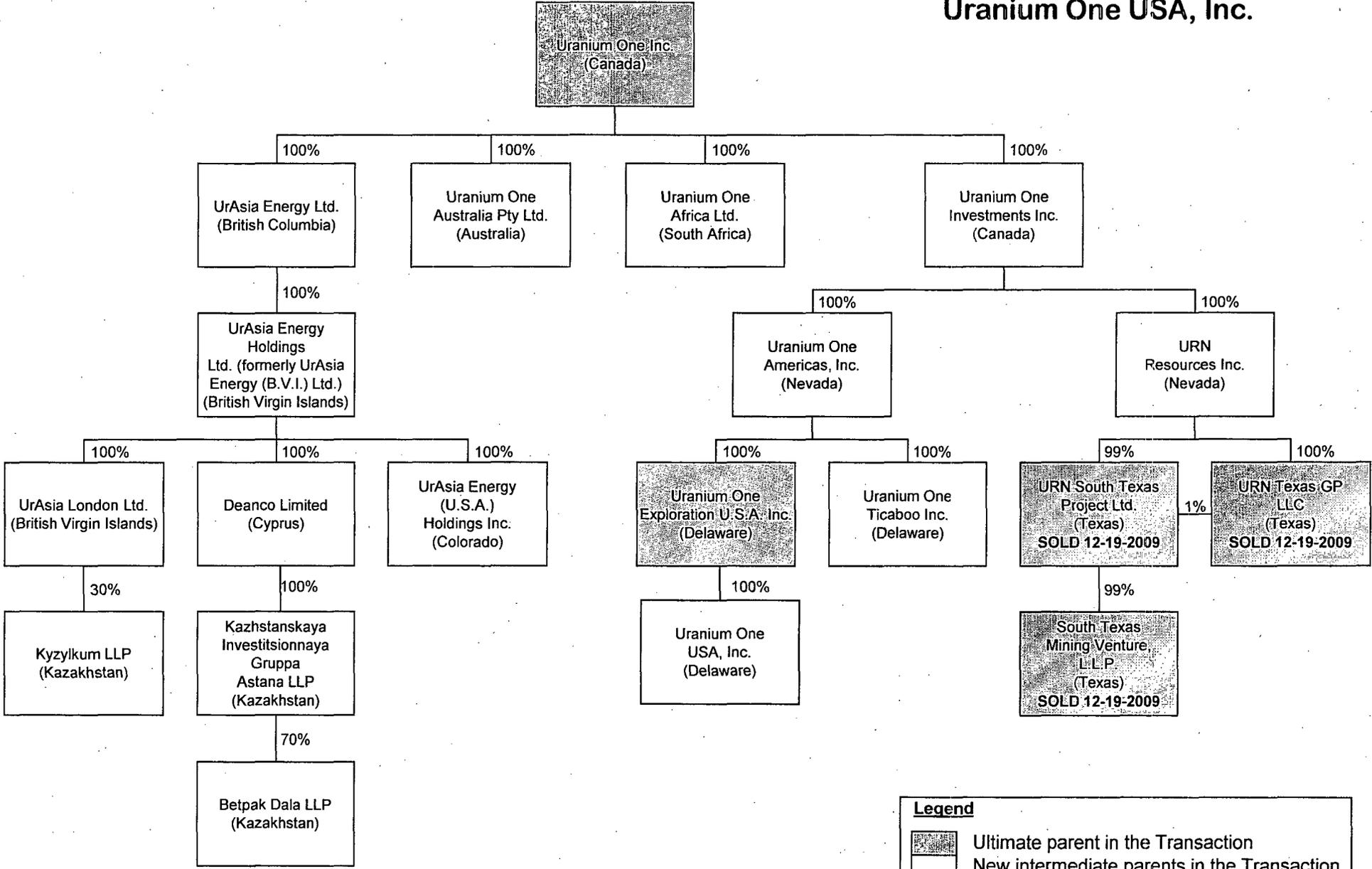
Organization Structure (1) Uranium One Inc. and Subsidiaries At the time of Purchase of Cogema Mining, Inc.



Legend

- Ultimate parent in the Transaction
- New intermediate parents in the Transaction
- Parent company in the Transaction

Organization Structure (2) Uranium One Inc. and Subsidiaries Following Name Change to Uranium One USA, Inc.



Legend

- Ultimate parent in the Transaction
- New intermediate parents in the Transaction
- Parent company in the Transaction

Exhibit C

**Uranium One USA, Inc.
List of Officers and Directors**

Uranium One USA, Inc.
List of Officers and Directors, May 2010

Officers

Address

Dennis Stover
President & CEO

8055 East Tufts Avenue, Suite 500
Denver, CO 80237

Donna Wichers
Senior Vice President, ISR Operations

8055 East Tufts Avenue, Suite 500
Denver, CO 80237

Bruce Law
Vice President, Finance

8055 East Tufts Avenue, Suite 500
Denver, CO 80237

Robin Merrifield
Treasurer

Suite 900, 1285 West Pender Street
Vancouver, B.C. V6E 4B1 CANADA

John Sibley
Secretary

Suite 900, 1285 West Pender Street
Vancouver, B.C. V6E 4B1 CANADA

Lloyd Hong
Assistant Secretary

Suite 900, 1285 West Pender Street
Vancouver, B.C. V6E 4B1 CANADA

Directors

John Sibley
Director

Suite 900, 1285 West Pender Street
Vancouver, B.C. V6E 4B1 CANADA

Lloyd Hong
Director

Suite 900, 1285 West Pender Street
Vancouver, B.C. V6E 4B1 CANADA

Previously listed officers no longer with the company

Gordon Peake
Vice President, Lands

Retired – March 31, 2010

Terry Lloyd
Director Human Resources, Americas

Resigned – April 15, 2010

Exhibit D

Certificate of Incorporation of Tenneco Oxochem Holdings, Inc.

Certificates of Amendment to the Certificate of Incorporation

Amended and Restated Certificate of Incorporation

Certificate of Merger of Malapai Resources Company into Uranium One USA, Inc.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "URANIUM ONE USA, INC." AS RECEIVED AND FILED IN THIS OFFICE:

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-EIGHTH DAY OF JUNE, A.D. 1977, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "TENNECO OXOCHEM HOLDINGS, INC." TO "TENNECO URANIUM, INC.", FILED THE ELEVENTH DAY OF JUNE, A.D. 1979, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "TENNECO URANIUM, INC." TO "TOTAL MINERALS CORPORATION", FILED THE FOURTH DAY OF MAY, A.D. 1987, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE SECOND DAY OF JUNE, A.D. 1987, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "TOTAL MINERALS CORPORATION" TO "COGEMA MINING, INC.", FILED THE TENTH DAY OF NOVEMBER, A.D. 1993, AT 4:30 O'CLOCK P.M.

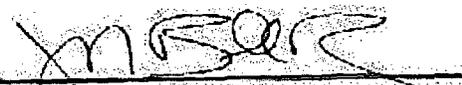
CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1997, AT 9:05 O'CLOCK A.M.

0840273 8100H

100468139

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7975551

DATE: 05-05-10



0840273 8100H


Jeffrey W. Bullock, Secretary of State

CERTIFICATE OF INCORPORATION

OF

Tenneco Oxochem Holdings, Inc.

* * * * *

1. The name of the corporation is
Tenneco Oxochem Holdings, Inc.
2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of Common stock which the corporation shall have authority to issue is two hundred (200) and the par value of each of such shares is Five Dollars (\$5.00) amounting in the aggregate to One Thousand Dollars (\$1,000.00).
- 5A. The name and mailing address of each incorporator is as follows:

0000

<u>NAME</u>	<u>MAILING ADDRESS</u>
S. S. Sirpson	100 West Tenth Street Wilmington, Delaware 19801
W. J. Reif	100 West Tenth Street Wilmington, Delaware 19801
R. F. Andrews	100 West Tenth Street Wilmington, Delaware 19801

5B. The name and mailing address of each person, who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
R. H. Marks	Park 80, Plaza West-1 Saddle Brook, New Jersey 07662
F. X. Dwyer	Park 80, Plaza West-1 Saddle Brook, New Jersey 07662
L. W. McCurdy	Park 80, Plaza West-1 Saddle Brook, New Jersey 07662
J. Fath	Park 80, Plaza West-1 Saddle Brook, New Jersey 07662
G. S. Flint	Park 80, Plaza West-1 Saddle Brook, New Jersey 07662

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the corporation.

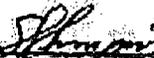
8. Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the

BY CERTIFICATE
2

State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 28th day of June, 1977.


S. S. Simpson


W. J. Reif


R. F. Andrews

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Guild[®]

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
TENNECO OXOCHEM HOLDINGS, INC.

TENNECO OXOCHEM HOLDINGS, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware DOES HEREBY CERTIFY:

FIRST: that the Board of Directors of said Corporation by Unanimous Written Consent dated June 4, 1979, adopted a resolution proposing and declaring advisable the following Amendment to the Certificate of Incorporation:

"RESOLVED, that the Certificate of Incorporation be amended by changing the paragraph thereof numbered "1." so that as amended, said paragraph shall be and read as follows:

"1. The name of the Corporation is TENNECO URANIUM, INC."

SECOND: That the said Amendment has been consented to and authorized by the holder of all the issued and outstanding stock, entitled to vote, by a written Consent given in accordance with the provisions of Section 228 of The General Corporation Law of the State of Delaware and filed with the Corporation on the 5th day of June, 1979.

THIRD: That the aforesaid Amendment was duly adopted in accordance with the applicable provisions of Section 242 and 228 of The General Corporation Law of the State of Delaware.

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IN WITNESS WHEREOF, said TENNECO OXOCHEM HOLDINGS, INC.
has caused its corporate seal to be hereunto affixed and this Certificate
to be signed by M. H. Covey, Vice President and L. R. Spence,
Secretary, this 5th day of June, 1979.



TENNECO OXOCHEM HOLDINGS, INC.

By W.H.C.
Vice President

ATTEST:

By L.R. Spence
Secretary

110007

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
TENNECO URANIUM, INC.

FILED

MAY 4 1987

Michael H. Hoke
SECRETARY OF STATE

TENNECO URANIUM, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Company, by Unanimous Written Consent dated April 30, 1987, adopted a resolution setting forth a proposed amendment to the Certificate of Incorporation of the Company, declaring said amendment to be advisable, the resolution setting forth the proposed amendment is as follows:

"RESOLVED, that the Certificate of Incorporation of the Company be amended by deleting in its entirety paragraph number 1 thereof, and by inserting in lieu thereof the provision hereinafter set forth so that the said paragraph number 1 shall be and read as follows:

"1: The name of the corporation is TOTAL Minerals Corporation."

SECOND: That thereafter, the said Amendment has been consented to and authorized by the holder of all the issued and outstanding stock entitled to vote thereon by a written Consent given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware and filed with the Corporation on the 30th day of April, 1987.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said TENNECO URANIUM, INC. has caused this Certificate to be signed by Kirby J. Taylor, Vice President, Chief Financial Officer and Treasurer, and its corporate seal to be hereunto affixed and attested by Karl A. Stewart, as Secretary, this 30th day of April, 1987.

TENNECO URANIUM, INC.

By: *Kirby J. Taylor*
Kirby J. Taylor, Vice President,
Chief Financial Officer
and Treasurer

Attest By: *Karl A. Stewart*
Karl A. Stewart, Secretary

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FILED

JUN 2 1987

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
TOTAL Minerals Corporation

TOTAL Minerals Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Company, by Unanimous Written Consent dated May 5, 1987, adopted a resolution setting forth a proposed amendment to the Certificate of Incorporation of the Company, declaring said amendment to be advisable, the resolution setting forth the proposed amendment is as follows:

"RESOLVED, that the Certificate of Incorporation of the Company be amended by deleting in its entirety paragraph number 1 thereof, and by inserting in lieu thereof the provision hereinafter set forth so that the said paragraph number 1 shall be and read as follows:

"1: The name of the corporation is Total Minerals Corporation."

SECOND: That thereafter, the said Amendment has been consented to and authorized by the holder of all the issued and outstanding stock entitled to vote thereon by a written Consent given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware and filed with the Corporation on the 5th day of May, 1987.

THIRD: That said Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said TOTAL Minerals Corporation has caused this Certificate to be signed by James J. Graham, President, and its corporate seal to be hereunto affixed and attested by Albert McNeill, as Assistant Secretary, this 5th day of May, 1987.

TOTAL Minerals Corporation

By: James J. Graham
James J. Graham
President

By: Albert McNeill
Albert McNeill
Assistant Secretary

(17652)

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

TOTAL MINERALS CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, **DOES HEREBY CERTIFY:**

FIRST: That at a meeting of the Board of Directors of Total Minerals Corporation, resolutions were adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the paragraph numbered "1" thereof so that as amended, said paragraph shall be and read as follows:

The name of the corporation is Cogema Mining, Inc.'

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

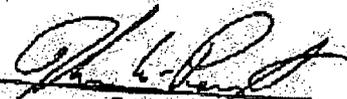
THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Total Minerals Corporation has caused this certificate to be signed by Michel Petersennat, its President, and attested by Thomas W. Pennington, its Secretary, this 9th day of November, 1993.

By: 

President

ATTEST

By: 

Secretary

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

COGEMA AMERICAN MINING, INC.

INTO

COGEMA MINING, INC.

Pursuant to Section 253
of the General Corporation Law of the State of Delaware

I. Cogema American Mining, Inc. (the "Corporation"), a corporation incorporated and existing pursuant to the provisions of the General Corporation Law of the State of Delaware (the "Law"), does hereby certify that:

FIRST: The Corporation owns 100 percent of the outstanding shares of each class of stock of Cogema Mining, Inc. ("CMI"), a corporation incorporated and existing pursuant to the provisions of the Law.

SECOND: At a regular meeting held on November 14, 1997, the Board of Directors of the Corporation adopted the following resolutions, which resolutions have not been amended or rescinded and remain in full force and effect:

"WHEREAS, the Corporation is the legal and beneficial owner of 100 percent of the outstanding stock of Cogema Mining, Inc. ("CMI"), a corporation organized and existing under the laws of Delaware; and

WHEREAS, it is desirable and in the best interest of the Corporation that the Corporation merge itself into CMI;

NOW, THEREFORE, BE IT RESOLVED, that the Corporation does merge itself into CMI and shall cause CMI to assume all of the Corporation's liabilities and obligations;

FURTHER RESOLVED, that, as of the Effective Time (as defined in the Certificate of Ownership and Merger), the certificates of stock of the Corporation issued and outstanding automatically shall be deemed exchanged for and converted into shares of CMI without further action;

FURTHER RESOLVED, that the Certificate of Ownership and Merger in the form attached hereto as Attachment A is hereby adopted in order to effect such merger;

FURTHER RESOLVED, that the president or a vice-president and the secretary or an assistant secretary of the Corporation be, and they hereby are, directed to make and execute, under the corporate seal of the Corporation, the Certificate of Ownership and Merger and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the appropriate County Recorder of Deeds in Delaware; and

FURTHER RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to do all lawful acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect such merger."

THIRD: Pursuant to Section 228(a) of the Law, the stockholders of the Corporation, by unanimous written consent dated as of December 17, 1997, adopted the following resolution, which resolution has not been amended or rescinded and remains in full force and effect:

"WHEREAS, Cogema Resources, Inc. ("CRI") is the legal and beneficial owner of 100 percent of the outstanding stock of Cogema American Mining, Inc. ("CAMI"), a corporation organized and existing under the laws of Delaware; and

WHEREAS, it is desirable and in the best interest of CRI that CAMI merge itself into Cogema Mining, Inc. ("CMI");

NOW, THEREFORE, BE IT RESOLVED, that CRI does hereby consent to and approve the merger of CAMI into CMI in accordance with the Certificate of Ownership and Merger in the form attached hereto as Attachment A.

II. Description of Merger

Background

A. Cogema American Mining, Inc. ("CAMI") is a corporation organized and existing under the laws of the State of Delaware.

B. Cogema Mining, Inc. ("CMI") is a corporation organized and existing under the laws of the State of Delaware and is a wholly-owned subsidiary of CAMI.

C. The Board of Directors of CAMI deems it advisable and in the best interests of CAMI and its shareholders that CAMI be merged with and into CMI in the manner set forth herein.

D. The Board of Directors of CAMI has adopted resolutions approving the merger of CAMI with and into CMI (the "Merger") pursuant to the Law.

E. Under Section 253 of the Law, the approval of neither of the Board of Directors or stockholders of CMI is required in connection with the Merger.

Terms and Conditions of Merger

ARTICLE I

1.01 The Merger. At the Effective Time (as hereinafter defined), (a) CAMI shall be merged with and into CMI, which shall be the surviving corporation of the Merger (the "Surviving Corporation"), and (b) the identity and separate existence of CAMI shall cease and all of the rights, privileges, powers, properties and assets of CAMI shall be vested in the Surviving Corporation in accordance with the provisions of the Law. The name of the Surviving Corporation shall be Cogema Mining, Inc.

1.02 Required Filings. CAMI shall cause to be filed the Certificate of Ownership and Merger (the "Certificate") effecting the Merger, as required by the Law, and shall cause the Certificate to be filed in the office of the (a) Secretary of State of the State of Delaware and (b) the appropriate County Recorder of Deeds in Delaware. The Effective Time shall be January 1, 1998.

ARTICLE II

2.01 Certificate of Incorporation. The Certificate of Incorporation of CMI as in effect immediately prior to the Effective Time shall continue in full force and effect as the Certificate of Incorporation of CMI from and after the Effective Time.

2.02 Bylaws. The Bylaws of CMI as in effect immediately prior to the Effective Time shall continue in full force and effect as the Bylaws of CMI from and after the Effective Time.

2.03 Officers and Directors. The officers of CMI at the Effective Time shall be the officers of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and Bylaws of CMI at the Effective Time. The directors of CMI at the Effective Time shall be the directors of the Surviving Corporation, until their successors have been duly elected and qualified in accordance with the Certificate of Incorporation and Bylaws of CMI.

ARTICLE III

3.01 Terms and Conditions of the Merger. At the Effective Time, the separate existence of CAMI shall cease, the certificates of stock of CAMI issued and outstanding automatically shall be deemed exchanged for and converted into shares of CMI without

further action, and CMI shall succeed to all of the properties, rights, and other assets and shall be subject to all of the liabilities of CAMI, without further action by either corporation.

3.02 Exchange and Conversion of Shares. At the Effective Time, all of the shares of CAMI issued and outstanding automatically shall be deemed exchanged for and converted into shares of CMI without further action. The stockholder of CAMI may exchange its converted stock certificate for a stock certificate representing its shares of CMI.

III. The Corporation has caused its corporate seal to be affixed and this Certificate of Ownership and Merger to be executed and acknowledged by its duly authorized officers as of December 17, 1997.

COGEMA AMERICAN MINING, INC.,
a Delaware corporation

By: A. Bonny

Name: Arnold de Bonny

Title: PRESIDENT

Attested: T. W. Pennington

Name: THOMAS W. PENNINGTON

Title: SECRETARY

[CORPORATE SEAL]

HH:756733.v4

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
COGEMA MINING, INC.**

Cogema Mining, Inc. (the "Company"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "General Corporation Law"), does hereby certify as follows:

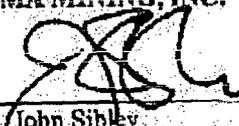
FIRST: The Company's original Certificate of Incorporation was filed with the Secretary of State on June 28, 1977 under the name "Tenneco Oxochem Holdings, Inc."

SECOND: The following Amended and Restated Certificate of Incorporation was duly proposed by the Company's Board of Directors and adopted by the Company's sole stockholder in accordance with the provisions of Sections 242 and 245 of the General Corporation Law:

1. **Name.** The name of the corporation is Uranium One USA, Inc.
2. **Registered Office and Registered Agent.** The address of the registered office of the corporation in Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801, County of New Castle, and the name of its registered agent at that address is The Corporation Trust Company.
3. **Purposes.** The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.
4. **Capital Stock.** The total number of shares that the corporation is authorized to issue is 1,000 shares of common stock, par value \$0.01 per share, all of which shares are designated as common stock.
5. **Bylaws.** The board of directors of the corporation is expressly authorized to adopt, amend or repeal bylaws of the corporation.
6. **Limitation of Directors' Liability; Indemnification.** The personal liability of a director of the corporation to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director shall be eliminated to the fullest extent permitted by law. The corporation is authorized to indemnify (and advance expenses to) its directors and officers to the fullest extent permitted by law. Neither the amendment, modification or repeal of this Article nor the adoption of any provision in this certificate of incorporation inconsistent with this Article shall adversely affect any right or protection of a director or officer of the corporation with respect to any act or omission that occurred prior to the time of such amendment, modification, repeal or adoption.
7. **Elections of Directors.** Elections of directors need not be by written ballot unless the bylaws of the corporation shall so provide.

IN WITNESS WHEREOF, the undersigned has signed this Certificate this 29th day of
January, 2010.

COGEMA MINING, INC.

By: 
Title: John Sibley
Name: Secretary

CERTIFICATE OF MERGER
OF
MALAPAI RESOURCES COMPANY
(an Arizona corporation)
INTO
URANIUM ONE USA, INC.
(formerly Cogema Mining, Inc.)
(a Delaware corporation)

The undersigned corporation, organized and existing under and by virtue of the Delaware General Corporation Law, does hereby certify as follows:

1. The name and state of incorporation of the constituent corporations are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Uranium One USA, Inc.	Delaware
Malapai Resources Company	Arizona

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the disappearing corporation in accordance with Section 10-1103 of the Arizona Business Corporation Act and by the surviving corporation in accordance with Section 252 of the Delaware General Corporation Law.

3. The name of the surviving corporation is Uranium One USA, Inc.

4. The Certificate of Incorporation of Uranium One USA, Inc. shall be the Certificate of Incorporation of the surviving corporation.

5. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation located at 8055 East Tufts Avenue, Suite 500, Denver, Colorado 80237.

6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

7. The authorized capital stock of Malapai Resources Company, an Arizona corporation, is 50,000 shares of common stock.

8. The merger of the disappearing corporation into the surviving corporation shall be effective at 5:00 PM Eastern Time on the day of the filing of this Certificate of Merger.

Dated: February 2, 2010

URANIUM ONE USA, INC.
a Delaware corporation

By: 
Name: John Sibley
Title: Secretary