

April 25, 2011

Keith McConnell, Deputy Director  
Decommissioning & Uranium Recovery Licensing Directorate  
U.S. Nuclear Regulatory Commission  
Office of Federal and State Materials &  
Environmental Management Programs  
MS T-8F5, 11545 Rockville Pike  
Rockville, MD 20852

Re: Willow Creek Project – Materials License SUA-1341  
Moore Ranch Project – Materials License SUA-1596  
Jab & Antelope Project – Materials License Application (Docket No. 40-9079)  
Ludeman Project – Materials License Amendment Application (Docket No. 40-9095)  
Materials License No. 49-29384-01 (PFN Well Logging Tool)

Dear Mr. McConnell:

As a follow up to Donna Wichers letter dated February 22, 2011 notifying the NRC of the change in our corporate lineage from Uranium One Exploration, Inc with and into Uranium One Americas, Inc., attached for your records is the certificate of ownership and merger and articles of merger which merge Uranium One Exploration U.S.A. Inc with and into Uranium One Americas, Inc. in each of the States of Delaware and Nevada. As a note, the February 22, 2011 letter from Donna Wichers was send FedEx and received by M. Rosario (FedEx delivery Information attached) in your office on February 23, 2011. When discussing the status of this letter with Mr. Ron Linton on March 21, he checked your records and informed me the NRC had never received the letter. I sent Ron a copy of the February 22, letter but wanted to make sure the record reflects the receipt of the letter on February 23, 2011, and to bring this to your attention.

As stated in the February letter, Uranium One Americas, Inc is the licensee under Materials License SUA-1596 for the Moore Ranch Project in Campbell County Wyoming, Material License No. 49-29384-01 relating to a PFN Well Logging Tool and the applicant under Materials License Applications for the Jab & Antelope project and Amendment Application for the Ludeman Project. Likewise, Uranium One USA, Inc. ("Uranium One USA") is the licensee under Materials License SUA-1341 for the Willow Creek Project in Johnson and Campbell County, Wyoming. At the time of the February 22, 2011 letter, Uranium One USA was a wholly owned subsidiary of Uranium One Exploration U.S.A. Inc ("Uranium One Exploration") which was a wholly owned subsidiary of Uranium One Americas, whose ultimate parent corporation is Uranium One Inc. ("Uranium One"). For tax and accounting purposes unrelated to the licenses or projects covered thereunder, Uranium One will merge Uranium One Exploration with and into Uranium One Americas, with Uranium One Americas remaining as the surviving entity.

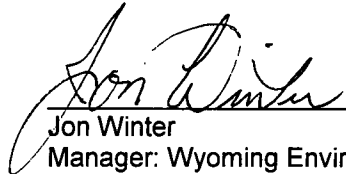
Thus, the merger does not provide for or anticipate any changes to the Licenses, Licensees, or any of the projects covered under the Licenses. The merger does not anticipate or provide for any changes to the officers or directors of Uranium One USA or Uranium One Americas; will not affect (i) the personnel having control over license activities (including the RSOs); (ii) the use, possession, location, or storage of license materials; (iii) Uranium One USA's or Uranium One America's organization; (iv) the facilities, equipment and records associated



with the Licenses; (v) any of the operating or safety procedures associated with the Licenses; or (vi) the surety arrangements, bonds and letters of credit associated with the Licenses.

Since the merger does not affect Uranium One USA, Uranium One Americas or the operations and activities under the Licenses, Uranium One believes no additional filings are required with regard to this merger. If you have any questions about this letter or the merger, please contact me at (307) 234-8235, ext 331 ([jon.winter@uranium1.com](mailto:jon.winter@uranium1.com)) or Donna Wichers at (307) 234-8235, ext 333 ([donna.wichers@uranium1.com](mailto:donna.wichers@uranium1.com))

Sincerely,



Jon Winter

Manager: Wyoming Environmental and Regulatory Affairs  
Uranium One Americas

Encl: FedEx delivery conformation for tracking number 794454117572.  
Certificate of ownership and merger merging Uranium One Exploration U.S.A.  
Inc. into Uranium One Americas, Inc.  
Articles of merger for Uranium One Exploration U.S.A. Inc (merging entity) with  
and into Uranium One Americas, Inc. (surviving entity)

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](http://www.uranium1.com)



FedEx Express  
Customer Support Trace  
3875 Airways Boulevard  
Module H, 4th Floor  
Memphis, TN 38116

U.S. Mail: PO Box 727  
Memphis, TN 38194-4643  
Telephone: 901-369-3600

April 25, 2011

Dear Customer:

The following is the proof-of-delivery for tracking number **794454117572**.

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**Delivery Information:**

<b>Status:</b>	Delivered	<b>Delivered to:</b>	Receptionist/Front Desk
<b>Signed for by:</b>	M.ROSARIO	<b>Delivery location:</b>	11545 ROCKVILLE PIKE RM T3F23 ROCKVILLE, MD 20852
<b>Service type:</b>	Priority Envelope	<b>Delivery date:</b>	Feb 23, 2011 09:22



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**Shipping Information:**

<b>Tracking number:</b>	794454117572	<b>Ship date:</b>	Feb 22, 2011
		<b>Weight:</b>	0.5 lbs/0.2 kg

**Recipient:**

Keith McConnell, Deputy Director  
U.S. Nuclear Regulatory Commission  
11545 ROCKVILLE PIKE  
DURLD, MS T8 F5  
ROCKVILLE, MD 20852 US

**Shipper:**

Donna Wichers, Sr. V.P. ISR-OPERS.  
Uranium One Americas, Inc.  
907 North Poplar Street  
Suite 260  
Casper, WY 82601 US

Thank you for choosing FedEx Express.

FedEx Worldwide Customer Service  
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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"URANIUM ONE EXPLORATION U.S.A. INC.", A DELAWARE CORPORATION,

WITH AND INTO "URANIUM ONE AMERICAS, INC." UNDER THE NAME OF "URANIUM ONE AMERICAS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEVADA, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF APRIL, A.D. 2011, AT 7:08 O'CLOCK P.M.

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

4969930 8100M

110423091



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8699920

DATE: 04-18-11

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**URANIUM ONE EXPLORATION U.S.A. INC.**

(a Delaware corporation)

**INTO**

**URANIUM ONE AMERICAS, INC.**

(a Nevada corporation)

Uranium One Americas, Inc., a Nevada corporation (the "Company"), in accordance with Section 253 of the Delaware General Corporation Law, does hereby certify as follows:

1. The Company is incorporated pursuant to the laws of the Nevada Revised Statutes.
2. The Company owns all of the outstanding shares of common stock of Uranium One Exploration U.S.A. Inc., a Delaware corporation (the "Subsidiary"). The Subsidiary has no shares of any other class or series of stock outstanding.
3. The Company, by the following resolutions of its Board of Directors, duly adopted on April 14, 2011, determined to merge into itself the Subsidiary on the conditions set forth in such resolutions:

**WHEREAS**, this Board of Directors desires to approve the merger of Uranium One Exploration U.S.A. Inc., a wholly-owned Delaware subsidiary of the Company (the "Subsidiary"), with and into the Company and establish the terms and conditions of such merger in accordance with the provisions of Chapter 92A Section 180 of the Nevada Revised Statutes and Section 253 of the Delaware General Corporation Law;

**NOW BE IT, RESOLVED**, that the merger of the Subsidiary with and into the Company pursuant to the provisions of Chapter 92A Section 180 of the Nevada Revised Statutes, Section 253 of the Delaware General Corporation Law and the provisions set forth below is hereby approved.

**RESOLVED**, that, on the date on which Articles of Merger are filed with the Nevada Secretary of State and a Certificate of Ownership and Merger is filed with the Delaware Secretary of State (the "Effective Date"), the identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities of the Company shall continue in effect and unimpaired by the merger, and the corporate franchises, existence and rights of the Subsidiary shall be merged into the Company and the Company shall, as the surviving corporation, be fully vested therewith; and, further, that the separate existence and corporate organization of the subsidiary, except as they may continue by statute, shall cease of the Effective Date.

**RESOLVED**, that, as of the Effective Date, all shares of the Subsidiary's Common Stock held by the Company shall be cancelled.

**RESOLVED**, that the Articles of Incorporation of the Company, shall continue to be the Articles of Incorporation of the Company as the surviving corporation and shall remain in effect until they shall be amended or altered in accordance with the provisions thereof.

**RESOLVED**, that the officers of the Company are hereby authorized and directed to execute Articles of Merger and a Certificate of Ownership and Merger in accordance with the terms set forth in these resolutions and to file, or tender for filing, and record and take such other action as may be necessary to effectuate the merger and the actions contemplated hereby in any and all jurisdictions where such filing, recording or other action shall be required.

4. The Company agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of the State of Delaware, as well as for enforcement of any obligation of the Company arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the Delaware General Corporation Law, and irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings. The address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware is Uranium One Americas, Inc., 907 N. Poplar, Suite 260, Casper, Wyoming 82601.

**IN WITNESS WHEREOF**, the undersigned has signed his name and affirmed that this instrument is the act and deed of the Company and that the statements herein are true, under penalties of perjury, this 14th day of April, 2011.

URANIUM ONE AMERICAS, INC.,  
a Nevada corporation

By: 

Name: Graham du Pree

Title: Executive Vice President & Chief Financial Officer



\*140103\*



ROSS MILLER  
Secretary of State  
204 North Carson Street, Suite 1  
Carson City, Nevada 89701-4520  
(775) 684-5708  
Website: www.nvsos.gov

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number <b>20110284963-96</b>
	Filing Date and Time <b>04/15/2011 3:31 PM</b>
	Entity Number <b>C23736-2004</b>

**Articles of Merger**  
(PURSUANT TO NRS 92A.200)  
Page 1

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**Articles of Merger**  
(Pursuant to NRS Chapter 92A)

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200):

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article one.

Uranium One Exploration U.S.A. Inc.

Name of merging entity

Delaware

Jurisdiction

Corporation

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

and,

Uranium One Americas, Inc.

Name of surviving entity

Nevada

Jurisdiction

Corporation

Entity type \*

\* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

**Filing Fee: \$350.00**

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State 92A Merger Page 1  
Revised: 10-25-10



ROSS MILLER  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4520  
 (775) 684-6708  
 Website: www.nvsos.gov

**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 2**

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2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.190):

Attn:

c/o:

3) Choose one:

- The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
- The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

4) Owner's approval (NRS 92A.200) (options a, b or c must be used, as applicable, for each entity):

- If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from the appropriate section of article four.

(a) Owner's approval was not required from

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Uranium One Americas, Inc.

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 2  
 Revised: 10-25-10





**ROSS MILLER**  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4520  
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**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 3**

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(b) The plan was approved by the required consent of the owners of \*:

Uranium One Exploration U.S.A. Inc.  
 Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Name of surviving entity, if applicable

\* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

*This form must be accompanied by appropriate fees.*



**ROSS MILLER**  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4520  
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**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 4**

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**(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):**

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Name of surviving entity, if applicable

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State 92A Merger Page 4  
 Revised: 10-25-10



ROSS MILLER  
Secretary of State  
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**Articles of Merger**  
(PURSUANT TO NRS 92A.200)  
**Page 5**

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5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)\*:

6) Location of Plan of Merger (check a or b):

(a) The entire plan of merger is attached;

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date (optional)\*\*:

\* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

\*\* A merger takes effect upon filing the articles of merger or upon a later date as specified in the articles, which must not be more than 90 days after the articles are filed (NRS 92A.240).

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State 92A Merger Page 5  
Revised: 10-25-10



ROSS MILLER  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4520  
 (775) 684-6708  
 Website: www.nvsos.gov

**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
 Page 6


USE BLACK INK ONLY - DO NOT HIGHLIGHT

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8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)\*

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article eight.

Uranium One Exploration U.S.A. Inc.

Name of merging entity  
 X  Secretary April 14, 2011  
 Signature Title Date

Name of merging entity

X    
 Signature Title Date

Name of merging entity

X    
 Signature Title Date


Name of merging entity

X    
 Signature Title Date

Name of merging entity

and,

Uranium One Americas, Inc.

Name of surviving entity  
 X  Secretary April 14, 2011  
 Signature Title Date

\* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.