

NICHOLAS ENERGY COMPANY
P.O. Box 707
Summersville, West Virginia 26651

May 25, 2011

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U.S. Nuclear Regulatory Commission - Region I
Nuclear Materials Licensing Section
475 Allendale Road
King of Prussia, PA 19406-1415

RE: NRC Radioactive Materials License No. 47-25566-01 (Docket No. 030-35744)
Planned Merger between Alpha Natural Resources, Inc. and Massey Energy Co.
Request for Consent to Indirect License Transfer

Dear Sir or Madam:

Nicholas Energy Co. ("Nicholas"), the licensee under NRC Materials License No. 47-25566-01, hereby requests that the NRC approve the planned indirect transfer of control of the foregoing license pursuant to Section 184 of the Atomic Energy Act of 1954, as amended, and 10 C.F.R. § 30.34(b).

The indirect transfer of control will result from a proposed merger between Alpha Natural Resources, Inc. ("Alpha"), a Delaware corporation, and Massey Energy Co. ("Massey"), a Delaware corporation. Nicholas is currently an indirect, wholly-owned subsidiary of Massey. In the proposed merger, a wholly-owned subsidiary of Alpha will merge with and into Massey. Massey will be the surviving entity of the merger, and Massey will continue as a wholly-owned subsidiary of Alpha and will be renamed Alpha Appalachia Holdings, Inc. Nicholas will continue as an indirect, wholly-owned subsidiary of Alpha Appalachia Holdings, Inc.

Following the merger, Nicholas will remain the licensee and will remain in control of all licensed activities under NRC Materials License No. 47-25566-01. The merger will not impact the operations of Nicholas, nor will it impact any of the terms and conditions of Nicholas' licensed activities. There will be no change in the organization, equipment or procedures relating to Nicholas' Radiation Safety Program. William G. Newsome will remain as the named Radiation Safety Officer.

Enclosure (1) provides information relating to a request for consent to an indirect transfer of control, as provided in Appendix F of NUREG-1556, Vol. 15, "Consolidated Guidance About Materials Licenses: Guidance About Changes of Control and About Bankruptcy Involving Byproduct, Source, or Special Nuclear Material Licenses." Enclosure (2) provides a summary of

the proposed merger and simplified organization charts reflecting the current and post-merger ownership structures.

The closing of the proposed transaction is expected to occur on or about June 1, 2011. In accordance with the legal requirements referenced above, we are seeking prior written consent for the planned indirect transfer of control of the subject license in advance of the merger closing. We therefore respectfully request that this request be reviewed and such consent provided as soon as possible, but no later than May 25, 2011.

If you need further information please contact Thomas Cook at 304-369-8500

Sincerely,

A handwritten signature in black ink, appearing to read "Shane Harvey", with a long, sweeping underline.

Shane Harvey, Assistant Secretary
Nicholas Energy Co.

Enclosure (1): Information Supporting Request for Prior Written Consent to Indirect Transfer of Control of a Materials License

Enclosure (2): Summary of Merger and Simplified Organization Charts

Nicholas Energy Co.
License No. 47-25566-01 (Docket No. 030-35744)
May __, 2011
Information Supporting Request For Consent To
Indirect Transfer Of Control Of A Materials License

This information is submitted consistent with Appendix F of NUREG-1556, Vol. 15, "Consolidated Guidance About Materials Licenses – Guidance About Changes of Control and About Bankruptcy Involving Byproduct, Source, or Special Nuclear Materials Licenses." The information is submitted with respect to Nicholas Energy Co.'s ("Nicholas") request for consent to the indirect transfer of control of its NRC materials license.

1. Provide a complete description of the transaction (i.e., transfer of stocks or assets, or merger). Indicate whether the name has changed and include the new name. Include the name and telephone number of a licensee contact who NRC may contact if more information is needed.

A. Description of the transaction:

The indirect transfer of control will result from a proposed merger between Alpha Natural Resources, Inc. ("Alpha"), a Delaware corporation, and Massey Energy Co. ("Massey"), a Delaware corporation. Nicholas is currently an indirect, wholly-owned subsidiary of Massey. Mountain Merger Sub, Inc., a wholly-owned subsidiary of Alpha will merge with and into Massey, and Massey will be the surviving entity. Massey will continue as a wholly-owned subsidiary of Alpha and will be renamed Alpha Appalachia Holdings, Inc. Nicholas will continue as an indirect, wholly-owned subsidiary of Alpha Appalachia Holdings, Inc.

The planned merger will not affect the operations of Nicholas, nor will it affect any of the terms and conditions under which it carries out licensed activities under its materials license. None of the individuals with control over licensed activities will change as a result of the merger. The merger does not change the existing technical qualifications of Nicholas, and the merger does not involve any changes to any existing license requirements.

- B. No name change

New name of licensed organization:

- C. No change in contact

New contact:

New telephone number:

Enclosure (1)

2. Describe any changes in personnel or duties that relate to the licensed program. Include training and experience for new personnel.

A. No changes in personnel having control over licensed activities.

Changes in personnel having control over licensed activities (e.g. officers of a corporation):

B. No changes in personnel named in the license.

Changes in personnel named in the license (e.g., RSO, AUs) - include training, experience and responsibilities:

3. Describe, in detail, any changes in the organization, location, facilities, equipment or procedures that relate to the licensed program.

Organization:

Equipment:

Location:

Procedures:

Facility:

Not applicable

There will be no changes in the organization, location, facilities, equipment, or procedures that relate to any licensed program of Nicholas.

4. Describe the status of the surveillance program (i.e., surveys, wipe tests, quality control) at the present time and the expected status at the time that control is to be transferred.

A. Description of the status of all surveillance programs:

The surveillance program outlined in the subject license will remain the same as before the merger. There will be no change in surveillance activities including calibrations, leak tests, surveys, inventories, and other accountability requirements. All required surveillances have been performed as of the date noted above.

B. Surveillance Items & Records: calibrations, leak tests, surveys, inventories, and accountability requirements will be current at the time of transfer for the license.

Yes No (explain)

5. Confirm that all records concerning the safe and effective decommissioning of the facility will be transferred to the transferee or to NRC, as appropriate. These records include

documentation of surveys of ambient radiation levels and fixed and/or removable contamination, including methods and sensitivity.

Records transferred to:

New licensee NRC for license termination Not applicable

6. Confirm that the transferee will abide by all constraints, conditions, requirements and commitments of the transferor or that the transferee will submit a complete description of the proposed licensed program.

Description of proposed licensed program from transferee attached (with signature)

or

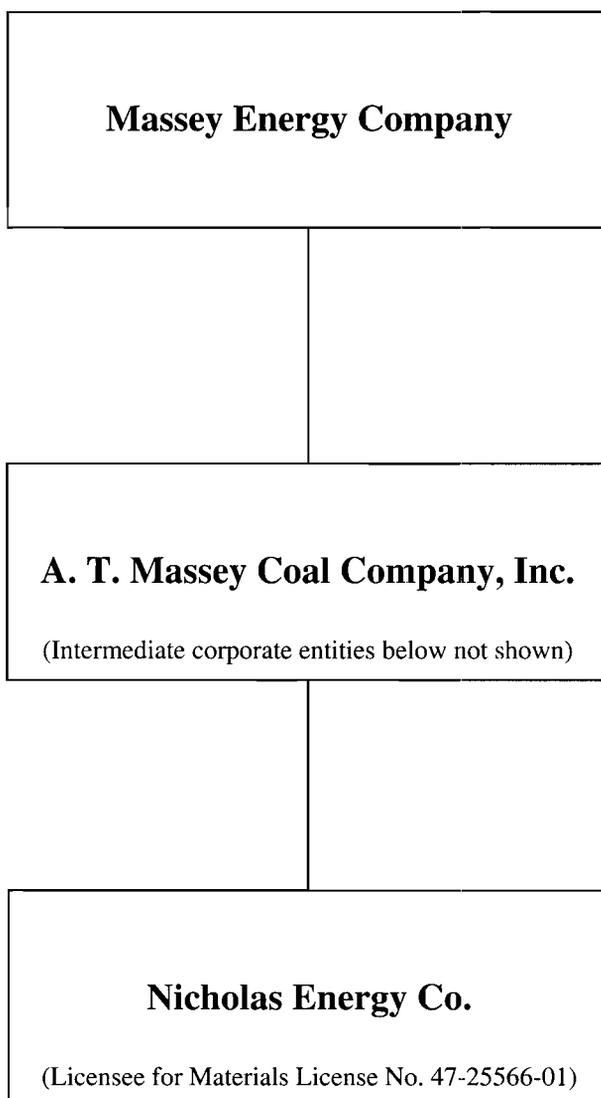
Not applicable

As discussed above, following the proposed merger, Nicholas will remain the licensee. This confirms that Nicholas will continue to be responsible for adhering to all constraints, conditions, requirements and commitments of the license.

Summary of Merger

Nicholas Energy Co. is currently an indirect, wholly-owned subsidiary of Massey Energy Company. Under the planned merger, a wholly-owned subsidiary of Alpha Natural Resources, Inc. will merge with and into Massey Energy Company. Massey Energy Company will be the surviving entity of this merger, becoming a wholly-owned subsidiary of Alpha Natural Resources, Inc. Massey Energy Company will be renamed Alpha Appalachia Holdings, Inc. Nicholas Energy Co. will continue as an indirect, wholly-owned subsidiary of Alpha Appalachia Holdings, Inc.

Pre-Merger Organization Chart



Post-Merger Organization Chart

