



February 8, 2013
ACO 13-0012

ATTN: Document Control Desk
Ms. Catherine Haney, Director
Office of Nuclear Material Safety and Safeguards
U.S. Nuclear Regulatory Commission
Washington, D.C. 20555-0001

**American Centrifuge Plant and Lead Cascade Facility
Docket Numbers 70-7004 and 70-7003; License Numbers SNM-2011 and SNM-7003
Submission of Executed Assignment and Assumption Agreement [EA-11-013, EA-11-180,
and EA-12-013] Associated with Request for Transfer of Licenses**

Dear Ms. Haney:

In a letter dated February 7, 2013 (Reference 1), USEC Inc. (USEC) submitted its request for the U.S. Nuclear Regulatory Commission to complete the license transfers to American Centrifuge Operating, LLC (ACO) and provided the unexecuted Assignment and Assumption Agreement between USEC and ACO. This letter submits the executed agreement in Enclosure 1 that is effective today, February 8, 2013.

If you have any questions regarding this matter, please contact me at (301) 564-3470 or Vernon J. Shanks at (740) 897-2343.

Sincerely,

Peter J. Miner
Director, Nuclear Safety and Safeguards

Enclosure: As stated

cc: L. Castelli, NRC Region II
R. DeVault, DOE
J. Downs, NRC HQ
M. Heiskell, DOE ORO
J.T. Howell, DOE ORO
L. Pitts, NRC Region II
M. Pribish, DOE ORO
B. Smith, NRC HQ
O. Siurano, NRC HQ

Reference:

1. USEC letter AET 13-0011 from P.J. Miner to C. Haney (NRC) regarding Notification of Completion of Order Requirements [EA-11-013, EA-11-180, and EA-12-013] Associated with Request for Transfer of Licenses, dated February 7, 2013

NM5501

Enclosure 1 of ACO 13-0012

Executed Assignment and Assumption Agreement

**Information contained within
does not contain
Export Controlled Information**

**Reviewer: B. Lykowski
Date: 02/08/2013**

ASSIGNMENT AND ASSUMPTION AGREEMENT

AGREEMENT made as of the 8th day of February 2013, between American Centrifuge Operating, LLC (“Assignee”) and USEC Inc. (“Assignor”).

WHEREAS, Assignee has agreed to be the operator of a uranium enrichment facility in Piketon, Ohio (the “Project”);

WHEREAS, Assignor and the United States Enrichment Corporation (the “Corporation”) entered into an Amended and Restated Sublease dated as of December 7, 2006 (the “Sublease”) under the Appendix 1 Lease Agreement between the United States Department of Energy (“DOE”) and the Corporation also dated as of December 7, 2006 (the “GCEP Lease”) related to the lease of the facilities and properties on which the Project is being built; and

WHEREAS, in connection with the financing for the construction of the Project, Assignor wishes to assign its interest in the Sublease and to transfer its obligations thereunder to Assignee; and

WHEREAS, by letter dated February 6, 2013, the DOE has consented to the assignment and assumption upon compliance with certain conditions as described therein.

NOW, THEREFORE, for good and sufficient consideration, receipt of which is hereby acknowledged, the parties hereto agree as follows:

1. Assignor hereby assigns and transfers to Assignee all of Assignor’s rights, title, interest and obligations under the Sublease, and Assignee accepts said transfer and assignment.
2. Assignee hereby agrees to assume all obligations of Assignor accruing under the Sublease from and after the date hereof including the obligations in Section 12.2(c) and (d) of the GCEP Lease with respect to DOE’s rights to terminate the GCEP Lease in the event return of any leased property to DOE is required under the terms of Article 3 of the Agreement between DOE and USEC Inc., dated June 17, 2002, as amended.
3. From and after the date hereof, Assignor shall have no liability to the Corporation under the Sublease and the Corporation acknowledges and agrees that it will look solely to Assignee for performance under the Agreement.
4. This agreement may be executed in counterparts, each of which shall be deemed an original, but which taken together shall constitute one agreement. This agreement will become effective upon its execution and delivery by all of the parties hereto.

IN WITNESS WHEREOF, the parties have executed this agreement as of the date and year first above written.

USEC INC.

By: AVanNamen

Name: ROBERT VAN NAMEN

Title: CHIEF OPERATING OFFICER

AMERICAN CENTRIFUGE OPERATING, LLC

By: John C. Barpoulis

Name: John C. Barpoulis

Title: Senior Vice President & CFO

United States Enrichment Corporation hereby acknowledges and agrees to the assignment and assumption of the Sublease and further confirms and affirms all of the representations and affirmations contained in Section 14.3(c) of the GCEP Lease.

UNITED STATES ENRICHMENT CORPORATION

By: Philip G. Sewell

Name: Philip G. Sewell

Title: Senior Vice President