

November 18, 2013

VIA ELECTRONIC MAIL AND FEDEX

Andrew Persinko, 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

RECEIVED

NOV 19 2013

DNMS

✓ Roberto J. Torres, Senior Health Physicist
Nuclear Materials Safety, Branch B
US Nuclear Regulatory Commission, Region IV
Texas Health Resources Tower
612 E. Lamar Blvd., Suite 400
Arlington, TX 76011-4125

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 Application (Docket No. 40-9095)
Well Logging Equipment – Byproduct Material License 49-29384-01

Dear Mr. Persinko and Mr. Torres:

I write to inform the U.S. Nuclear Regulatory Commission (“NRC”) of a pending change in the corporate lineage of Uranium One Inc. (“U1 Inc.”). This change is described below. As I explain, the restructured corporate ownership will have no impact on the NRC licenses and applications held by U1 Inc. and its subsidiaries, and U1 Inc. believes the restructuring will not constitute a change of ultimate ownership or control under the NRC’s regulations.

PUBLIC

- Immediate Release
 Normal Release

NON-PUBLIC

- A.3 Sensitive-Security Related
 A.7 Sensitive Internal
 Other: _____

Reviewer: RAT Date: 11-20-13

Uranium One USA, Inc.
Uranium One Americas, Inc.
Members of the Uranium One Inc. Group of Companies
907 N. Poplar • Suite 260
Casper • WY 82601
www.uranium1.com

No. 5 8 2 4 6 0

Background

U1 Inc., a Canadian corporation, is the owner, through its subsidiaries, of 100% of the outstanding common shares of Uranium One USA, Inc. a Delaware corporation (“Uranium One USA”) and Uranium One Americas, Inc., a Nevada corporation (“Uranium One Americas”), the licensees and applicants under the above captioned NRC materials licenses and applications. U1 Inc., Uranium One USA and Uranium One Americas are collectively referred to herein as “Uranium One.”

Uranium One Holding N.V. (“U1 Holding”) is a wholly-owned subsidiary of JSC Atomredmetzoloto (“ARMZ”). (U1 Holding’s former name was Effective Energy N.V. (“Effective Energy“).) ARMZ in turn is indirectly wholly owned by State Atomic Energy Corporation Rosatom (“Rosatom”).

On December 27, 2010 U1 Inc. and ARMZ completed a transaction under which ARMZ, through its wholly owned subsidiaries Effective Energy (now U1 Holding) and Uranium Mining Company, acquired its approximately 51.4% controlling interest in U1 Inc. in exchange for US\$610 million and interests in two uranium mines in southern Kazakhstan. In July 2010, Uranium One filed a Notice of Change of Control and Ownership Information with the NRC concerning this transaction. After a thorough review, including detailed inquiries concerning Rosatom and ARMZ, the NRC approved the change of control. “Order Approving Indirect Change of Control of U.S. Nuclear Regulatory Commission Licenses from Uranium One, Inc. to State Atomic Energy Corporation Rosatom,” November 23, 2010 (the “2010 Order”).

On January 14, 2013, U1 Inc. and ARMZ announced a “going private” transaction by which ARMZ, through Effective Energy (now U1 Holding), would acquire all of the common shares of U1 Inc. that it and its affiliates did not already own, for cash consideration of C\$2.86 per share. Uranium One notified the NRC of this transaction on January 29, 2013, and requested written confirmation that no additional filings or approvals by the NRC would be required. By letter dated March 7, 2013, the NRC provided such concurrence. The parties closed this transaction on October 18, 2013.

Attachment 1 is a chart showing U1 Inc.’s current ownership structure.

Description of the Pending Corporate Restructuring

Rosatom plans to restructure the corporate ownership chain above U1 Inc., with the result that approximately 57% of the shares of U1 Holding held by ARMZ will be transferred to an affiliate of ARMZ, Joint Stock Company AtomCapital (“AK”). ARMZ will continue to hold the remaining approximately 43% of U1 Holding’s shares.

AK is directly wholly owned by Rosatom. AK is a joint stock company organized under the laws of the Russian Federation. It is headquartered in Moscow, Russia. The main activity of AK is project financing for civil nuclear industry of Russian Federation.

The new corporate ownership structure that would result from this transfer (the “AK Transfer”) is shown in **Attachment 2**. The AK transfer is expected to be completed in early December of 2013.

NRC Licenses and Applications

Uranium One USA operates the Willow Creek Project in Johnson and Campbell Counties, Wyoming under Materials License SUA-1341 (“License SUA 1341”). Uranium One Americas operates the Moore Ranch Project in Campbell County, Wyoming under Materials License SUA-1596 (“License SUA 1596”) and holds Byproduct Material License 49-29384-01, which authorizes possession of hydrogen-3 in the form of sealed sources (Thermo Electron Corporation Model A-3062) for use in the mineral well logging (“License 49-29384-01” and collectively with License SUA-1341 and License 1596, the “Licenses”). In addition, Uranium One Americas is the applicant under materials license applications filed for the Jab & Antelope Project (Docket No. 40-9079) and the Ludeman Project (Docket No. 40-9095) (collectively, the “Applications”).

Regulatory Impact of the AK Transfer

No Effect on Control

Because in its 2010 Order, the NRC approved the indirect change of control resulting from Rosatom’s acquisition of the beneficial ownership of a controlling interest in U1 Inc., Uranium One concludes that the pending restructuring does not constitute a change in ownership or control under 10 C.F.R. § 30.34(b), 10 C.F.R. § 40.46 and NUREG 1556, Vol. 15. This restructuring will not affect (i) the personnel having control over licensed activities (including the Radiation Safety Officer); (ii) the use, possession, location, or storage of licensed materials; (iii) the corporate structure and existence of Uranium One USA or Uranium One Americas; (iv) the facilities, equipment and records associated with Licenses; or (v) any of the operating or safety procedures associated with the Licenses (collectively, the “Regulated Matters”).

No Effect on Surety Arrangements

The AK Transfer will have no effect on the surety arrangements and letters of credit associated with the Licenses.

No Effect on Management

The AK Transfer will not have any effect on the officers, directors, or management of Uranium One USA or Uranium One Americas. Uranium One USA and Uranium One Americas acknowledge and confirm compliance with license conditions 9.14, 9.12 and 18 under License SUA-1341, License SUA-1596, and License 49-29384-01, respectively, which provide as follows:

If any officer, director, board member, employee, or representative of a parent company of Uranium One, Inc., will be appointed, hired, or designated as an officer, board member, or director of the licensee under any NRC license held by Uranium One, Inc. or its subsidiaries, Uranium One, Inc. or its subsidiaries must provide written notice to NRC at least 30 days prior to such appointment, hiring, or designation.

Uranium One further confirms its obligations to act in full compliance with U.S. laws and guidance concerning materials license transfers and changes in control, including any future changes in corporate lineage, as contained in 10 C.F.R. § 30.34(b), 10 C.F.R. § 40.46, and NUREG 1556, Vol. 15. In this respect, as earlier stated, Uranium One has concluded that the AK Transfer would not constitute a change in control or ownership of the Licenses.

Not Inimical to the Common Defense and Security

The AK Transfer will not be inimical to the common defense and security or to the health and safety of the public. The NRC concluded in its 2010 Order that the approval of Rosatom's controlling interest in U1 Inc. "will not be inimical to the common defense and security or to the health and safety of the public." 2010 Order at 4. The transfer of partial ownership of U1 Inc.'s shares from one Rosatom subsidiary to another will not alter any of the considerations underlying this prior determination of the NRC, nor will the transfer involve a change in control of Uranium One. As the NRC noted in its 2010 Safety Evaluation Report ("SER"), "[n]either the NRC's regulations nor the Act [Atomic Energy Act of 1954] prohibit issuance of a materials license to a licensee that is wholly or majority owned by a foreign parent." SER at 12. In addition, the SER contains the following statement, which remains true with respect to the AK Transfer:

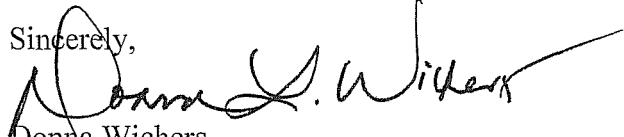
The uranium recovery facilities at issue are only licensed to possess source material and byproduct material, specifically uranium and 11.e(2) byproduct material, at the licensed sites and may not receive, possess, or use special nuclear material without first obtaining a specific license for such purposes from the NRC. Simply stated, the uranium recovery and milling process utilized at the facilities result in a uranium concentrate powder commonly called yellowcake, which does not pose a high security risk, is of low strategic significance, and does not impact the availability of special nuclear material for military needs. SER at 13.

Accordingly, Uranium One concludes that the AK Transfer does not raise new issues relating to the common defense and security or to the health and safety of the public that have not already been addressed in the 2010 Order.

Conclusion

Because the AK Transfer will not affect either the Regulated Matters with respect to Uranium One USA and Uranium One Americas, or the operations and activities conducted under the Licenses, Uranium One concludes that no additional NRC filings or approvals are required. If there are any additional filings that you deem necessary, then please advise Uranium One as soon as possible, so that any filings can be made in a timely manner.

Thank you for your consideration. If you have any questions, please contact me at (307) 234-8235, ext. 333 or donna.wichers@uranium1.com.

Sincerely,

Donna Wichers
President
Uranium One USA, Inc.
Uranium One Americas, Inc.

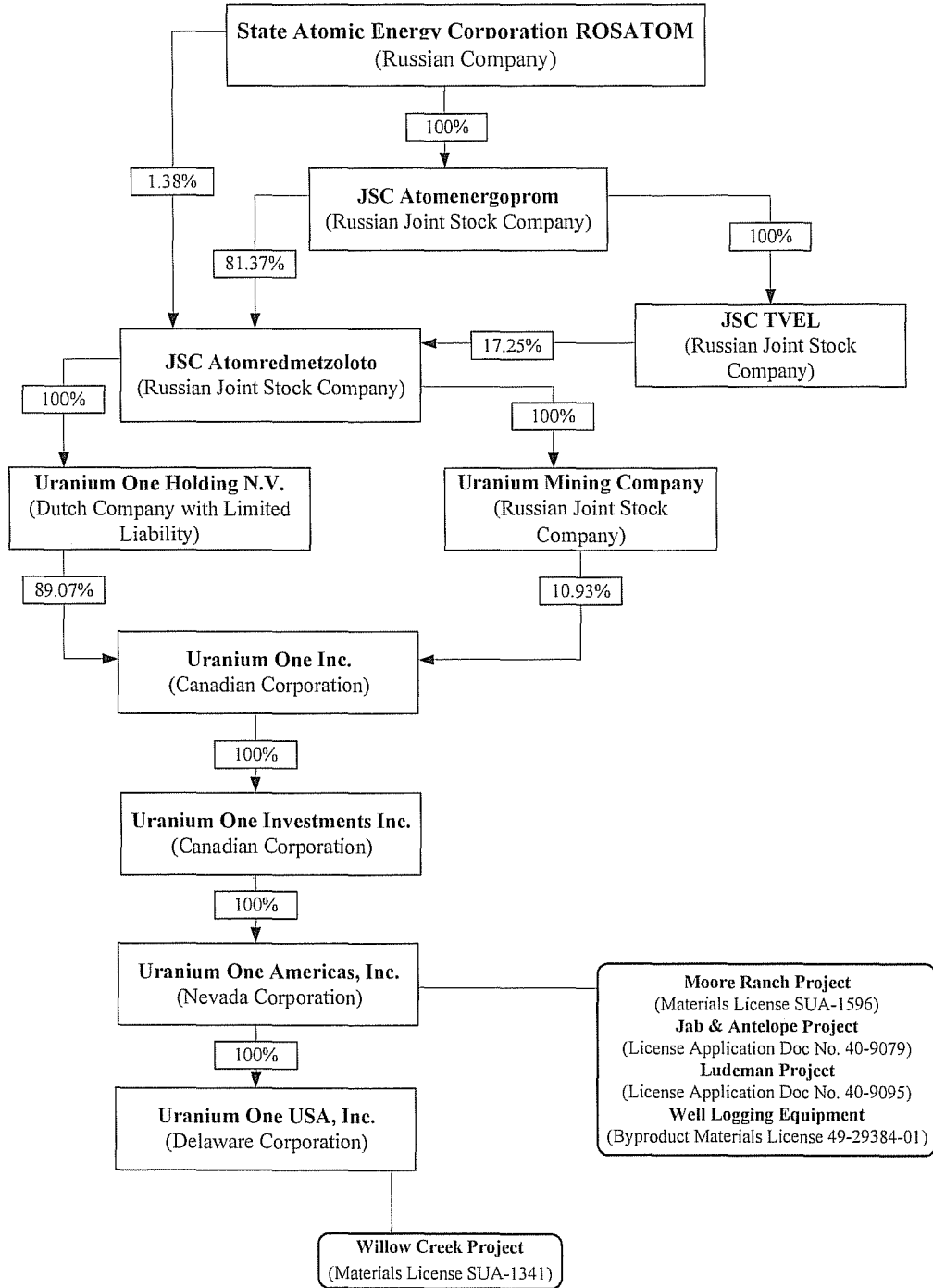
Enclosures

cc: Rusty Lundberg, Utah Division of Radiation Control

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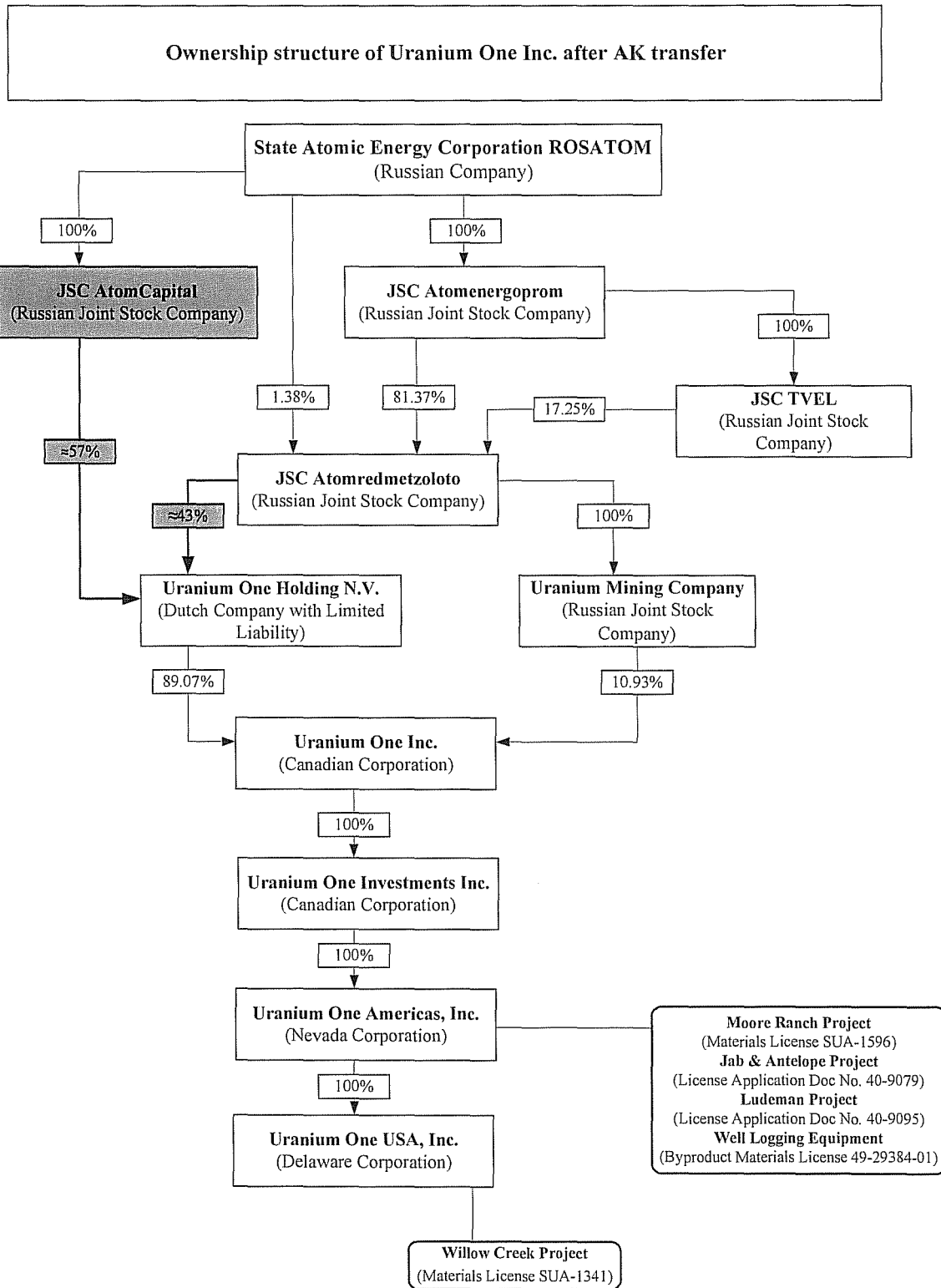
ATTACHMENT 1

Current ownership structure of Uranium One Inc.



Uranium One USA, Inc.
 Uranium One Americas, Inc.
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ATTACHMENT 2



Uranium One USA, Inc.
 Uranium One Americas, Inc.
 Members of the Uranium One Inc. Group of Companies
 907 N. Poplar • Suite 260
 Casper • WY 82601
www.uranium1.com

From: (307) 234-8235
Donna Wichers
Uranium One USA, Inc.
907 North Poplar Street
Suite 260
Casper, WY 82601

Origin ID: CPRA



J13201306280326

Ship Date: 18NOV13
Act/Wgt: 0.5 LB
CAD: 1044753/INET3430

Delivery Address Bar Code



SHIP TO: (817) 200-1189

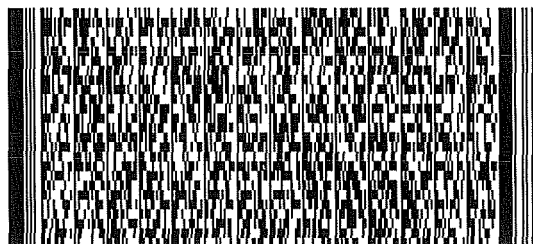
BILL SENDER

Roberto J. Torres
U.S. NRC Region IV
Texas Health Resources Tower
612 E. Lamar Blvd., Suite 400
ARLINGTON, TX 76011

Ref #
Invoice #
PO #
Dept #

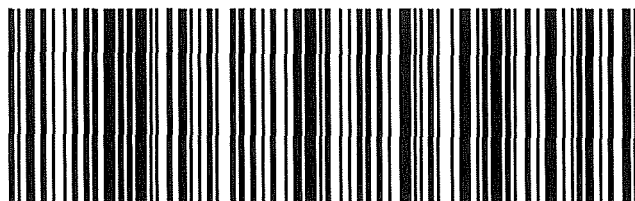
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NO 5 8 2 4 6 0



DATE
11/19/2013

NAME AND ADDRESS OF APPLICANT AND/OR LICENSEE

Uranium One Americas, Inc.
ATTN: Donna L. Wichers
Senior Vice President, ISR Operations
907 North Poplar Street, Suite 260
Casper, Wyoming 82601

LICENSE NUMBER

49-29384-01

MAIL CONTROL NUMBER

582460

LICENSING AND/OR TECHNICAL REVIEWER

ch

This is to acknowledge the receipt of your:

LETTER and/or APPLICATION DATED: 11/18/2013

The initial processing, which included an administrative review, has been performed.

AMENDMENT TERMINATION NEW LICENSE RENEWAL

- There were no administrative omissions identified during our initial review.
- This is to acknowledge receipt of your application for renewal of the material(s) license identified above. Your application is deemed timely filed, and accordingly, the license will not expire until final action has been taken by this office.
- Your application for a new NRC license did not include your taxpayer identification number. Please fill out NRC Form 531, located at the following link:

<http://www.nrc.gov/reading-rm/doc-collections/forms/nrc531.pdf>

Send the completed NRC Form 531, by facsimile, to the following number: (301) 415-5387

A copy of your action has been emailed to our License Fee and Accounts Receivable Branch, in our Headquarters office in Rockville, MD. You will be contacted separately if there is a fee issue involved.

Your application has been assigned the above listed **MAIL CONTROL NUMBER**. When calling to inquire about this action, please refer to this control number. Your application has been forwarded to a technical reviewer. Please note that the technical review, which is normally completed within 180 days for a renewal application (90 days for all other requests), may identify additional omissions or require additional information. If you have any questions concerning the processing of your application, our contact information is listed below:

Region IV
U. S. Nuclear Regulatory Commission
DNMS/NMSB - B
1600 E. Lamar Boulevard
Arlington, TX 76011-4511
(817) 200-1103 or (817) 200-1140

✓ 11/19/13

BETWEEN:

Accounts Receivable/Payable
and
Regional Licensing Branches

[FOR ARPB USE]
INFORMATION FROM WBL

Program Code: 03111
Status Code: Pending Amendment
Fee Category: 5A
Exp. Date:
Fee Comments:
Decom Fin Assur Req: N

License Fee Worksheet - License Fee Transmittal

A. REGION

1. APPLICATION ATTACHED

Applicant/Licensee: URANIUM ONE AMERICAS, INC
Received Date: 11/19/2013
Docket Number: 3038260
Mail Control Number: 582460
License Number: 49-29384-01
Action Type: Amendment

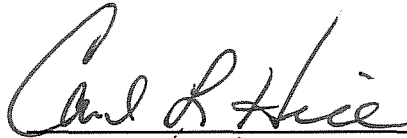
2. FEE ATTACHED

Amount: _____

Check No.: _____

3. COMMENTS

Signed: _____



Date: _____

11/19/13

B. LICENSE FEE MANAGEMENT BRANCH (Check when milestone 03 is entered / /)

1. Fee Category and Amount: _____

2. Correct Fee Paid. Application may be processed for:

Amendment: _____

Renewal: _____

License: _____

3. OTHER _____

Signed: _____

Date: _____
