

From: [Eric Carroll](#)
To: [Jones, Andrea](#); eric@shippingintl.com
Cc: destiny.watson@shippingintl.com
Subject: [External_Sender] Re[8]: Summary of Telephone Conversation
Date: Monday, December 12, 2016 3:02:54 PM
Attachments: [image003.png](#)
[image006.png](#)
[image006.png](#)
[image006.png](#)
[chart.pdf](#)

Hi Andrea,
Thanks for all your help. I have attached below the full answers I received from Airgas, Inc. concerning your questions along with a revised diagram illustrating these further details.

1. Are there any direct subsidiaries in the parent chain? [Airgas] had previously mentioned that American Air Liquide Holdings was an indirect wholly owned subsidiary. [NRC just wants] to be clear, what are the direct subsidiaries?

RESPONSE Air Liquide International S.A. is a direct subsidiary of LAir Liquide, S.A. American Air Liquide Holdings, Inc. is an indirect subsidiary of LAir Liquide, S.A.

2. What is the indirect and direct subsidiaries language in the previous chart intended to communicate? Are there other subsidiaries between LAir Liquide, S.A. and American Air Liquide Holdings, Inc. in the parent chain? From [the NRC] review of the chart, looks like Air Liquide International S.A. is that between the other aforementioned companies.

RESPONSE The diagram below shows all companies in the parent chain between LAir Liquide, S.A. and Airgas USA, LLC (Licensee).

Let me know if you need anything further before meeting with legal tomorrow.

Thanks
Eric

----- Original Message -----

From: "Jones, Andrea" <Andrea.Jones2@nrc.gov>
To: "eric@shippingintl.com" <eric@shippingintl.com>
Cc: "destiny.watson@shippingintl.com" <destiny.watson@shippingintl.com>
Sent: 12/8/2016 11:10:00 AM
Subject: RE: RE: RE: RE: RE: Re: RE: Summary of Telephone Conversation

Hi Eric,

I wanted to make sure I understand your November 30th email and how it responds to the questions below. After your reviewing the attachments, I realized that you did not answer the questions.

In my first bullet, I asked, are there any direct subsidiaries in the parent chain? You had previously mentioned that American Air Liquide holdings was an indirect wholly owned subsidiary. I just want to be clear, what are the direct subsidiaries?

In my second bullet, In addition to asking, what is the “indirect and direct subsidiaries” language in the previous chart intended to communicate? Are there other subsidiaries between L’Air Liquide, S.A. and American Air Liquide Holdings, Inc. in the parent chain? From my review of the chart, looks like Air Liquide International S.A. is that between the other aforementioned companies. Please confirm.

I am meeting with our legal counsel on Tuesday, 12/13/16, to determine if the latest submittal clearly conveys the indirect/direct transfer of control for to begin the process the license amendment. Could you kindly respond by Monday, 12/12?

In the end, we will need a revise version of the letter that you provided me on September 6, 2016, explaining that the revised letter is intended to be a supplement/correction to the application materials that you previously provided

From: Jones, Andrea
Sent: Monday, September 12, 2016 3:24 PM
To: eric@shippingintl.com
Cc: destiny.watson@shippingintl.com
Subject: RE: RE: RE: RE: RE: Re: RE: Summary of Telephone Conversation

Hello Eric,

Before we can post the information you’ve provided for the 30-day period, I need clarification regarding the reference to “indirect and direct subsidiaries” in the revised letter sent on 9/6/2016. Specifically, in the text on page 1 and the chart on page 2.

- It is not clear why the revised letter states “American Air Liquide Holdings, Inc. and L’ Air Liquide, S.A. continue to exist and are illustrated in the parent chain as Indirect and direct Subsidiaries” when your August 26, 2016, email describes American Air Liquide Holdings, Inc. as “an indirect wholly owned subsidiary” of L’Air Liquide, S.A., describes Airgas, Inc. as “an indirect wholly owned subsidiary” of L’Air Liquide, S.A., and does not reference any direct subsidiaries. Are there any direct subsidiaries in the parent chain? If so, please identify them clearly.
- What is the “indirect and direct subsidiaries” language in the chart intended to communicate? Are there other subsidiaries between L’Air Liquide, S.A. and American Air Liquide Holdings, Inc. in the parent chain?

If you need to make a correction to the letter that you provided me on September 6, 2016, please submit a revised version of the letter along with a dated cover letter explaining that the revised letter is intended to be a supplement/correction to the application materials that you previously provided.

From: Eric Carroll [<mailto:eric.carroll@shippingintl.com>]
Sent: Tuesday, September 06, 2016 3:38 PM
To: Jones, Andrea <Andrea.Jones2@nrc.gov>; eric@shippingintl.com

Cc: destiny.watson@shippingintl.com

Subject: [External_Sender] RE: RE: RE: RE: RE: RE: Summary of Telephone Conversation

Hi Andrea,

I have confirmed all the information with the legal department and have revised the documents accordingly.

The amendment remains the same and yes the date was April 1 when Airgas Specialty Gases, Inc. ceased to exist legally?

I have shown the pre-restructuring and post-restructuring before the merger and the final diagram after the merger.

AL Acquisition Corporation no longer exists as of May 23, 2016.

The other companies that were part of Air Liquide prior to the merger; American Air Liquide Holdings, Inc. and L'Air Liquide, S.A. continue to exist and are illustrated in the parent chain as Indirect and direct Subsidiaries as listed in the attached.

Let me know if I have addressed all concerns and if you need anything further.

Thanks,

Eric

From: Jones, Andrea [<mailto:Andrea.Jones2@nrc.gov>]

Sent: Monday, August 29, 2016 3:02 PM

To: eric@shippingintl.com

Subject: RE: RE: RE: RE: Re: RE: Summary of Telephone Conversation

Hi Eric,

I'm just going over my notes from our conversation, earlier this afternoon.

In our conversation I asked that you clearly communicate and answer the questions that I previously submitted to you, and add them to the supplemental information sheet that you have already submitted. For your convenience, I have copied them again for you in the black text, below.

In the first bullet, we asked that you provide dates when the merger involving Airgas Specialty Gases, Inc. was completed and Airgas Specialty Gases, Inc. ceased to exist legally (the direct transfer) and when the acquisition involving Airgas, Inc. was completed (the indirect transfer). I understand that the Airgas Specialty Gases, Inc./Airgas USA, LLC merger was completed on April 1st. **Please confirm the date that Airgas Specialty Gases, Inc. ceased to exist legally?**

In the second bullet, we asked that you show the organizational relationship between all of the parent companies and the licensee using the legal names of the companies. In the diagram that you provided, I don't see Air Liquide in the Post-Restructuring organization chart.

Also, when looking at public records filed with other federal agencies such as the Federal Trade Commission, there appear to be other names associated with the Airgas, Inc. acquisition, such as American Air Liquide Holdings, Inc., L'Air Liquide, S.A., and AL Acquisition Corporation. **Please explain whether these entities are part of the transfers that you've described and, if these companies are part of the parent chain, please show these entities in the Post-Restructuring diagram.**

In order to move forward with the indirect transfer, we need to make sure we have on record the correct parent companies and their relationship to the new entity, Airgas USA, LLC.

In our phone conversation, you indicated that Airgas Specialty Gases, Inc, ceased to exist legally on April 30th. Please confirm this, because I didn't see in any of my records where you had previously indicated this. Possibly you meant April 1st? Could you please double check this with the attorneys,

Best,
Andrea

From: Eric Carroll [<mailto:eric.carroll@shippingintl.com>]
Sent: Monday, August 29, 2016 1:56 PM
To: Jones, Andrea <Andrea.Jones2@nrc.gov>; eric@shippingintl.com
Cc: destiny.watson@shippingintl.com
Subject: [External_Sender] RE: RE: RE: Re: RE: Summary of Telephone Conversation

Hi Andrea,
I will stay in the office until I hear from you.
Thanks
Eric

From: Jones, Andrea [<mailto:Andrea.Jones2@nrc.gov>]
Sent: Monday, August 29, 2016 12:45 PM
To: eric@shippingintl.com
Cc: destiny.watson@shippingintl.com
Subject: RE: RE: RE: Re: RE: Summary of Telephone Conversation

Hi, I'm working on another task now.

I can call you soon, but I need to explain some items that are needed in order to get this application moving, and want to make sure that we have some time to focus. What time is good for you? Just let me know.

From: Eric Carroll [<mailto:eric.carroll@shippingintl.com>]
Sent: Monday, August 29, 2016 1:30 PM
To: Jones, Andrea <Andrea.Jones2@nrc.gov>; eric@shippingintl.com
Cc: destiny.watson@shippingintl.com

Subject: [External_Sender] RE: RE: Re: RE: Summary of Telephone Conversation

Hi Andrea,

I left a message and suggest that you call me on my cell so you should be able to get me at any time.

Thanks

Eric

From: Jones, Andrea [<mailto:Andrea.Jones2@nrc.gov>]

Sent: Monday, August 29, 2016 10:25 AM

To: eric@shippingintl.com

Cc: destiny.watson@shippingintl.com

Subject: RE: RE: Re: RE: Summary of Telephone Conversation

Hi Mr. Carroll,

Can you give me a phone call regarding this response?

301-415-2309

From: Eric Carroll [<mailto:eric.carroll@shippingintl.com>]

Sent: Friday, August 26, 2016 4:42 PM

To: Jones, Andrea <Andrea.Jones2@nrc.gov>; 'Eric Carroll' <eric@shippingintl.com>

Cc: destiny.watson@shippingintl.com

Subject: [External_Sender] RE: Re: RE: Summary of Telephone Conversation

Hi Andrea,

It took a bit longer than expected to make sure I had the correct information but in relation to your question in connection with the Amendment

“please explain whether [American Air Liquide Holdings, Inc., L’ Air Liquide, S.A., and AL Acquisition Corporation] are part of the transfers that [Licensee described in its

application] and, if these companies are part of the parent chain, please show these entities in the

Post-Restructuring diagram.” Below is Licensee’s response to the NRC’s request:

1. Airgas, Inc. (“Company”) is the parent company of Licensee.
2. On May 23, 2016, the transactions described in that certain Agreement and Plan of Merger dated November 17, 2015, among Company, L’ Air Liquide, S.A. (“Air Liquide”) and AL Acquisition Corporation (“Merger Sub”) were completed (collectively, the “Merger”). Merger Sub was an indirect wholly owned subsidiary of Air Liquide.
3. Pursuant to the Merger, Merger Sub was merged with and into Company with Company being the surviving company and becoming an indirect wholly owned subsidiary of Air Liquide. Merger Sub no longer existed upon completion of the Merger.
4. American Air Liquide Holdings, Inc., a Delaware corporation (“Parent”), was and is also an indirect wholly owned subsidiary of Air Liquide. Pursuant to the Merger, Parent became the parent company of Company.

Attached is an illustration of the where the companies identified above fall within the parent chain.

Let me know if you need anything further to proceed.

Thanks

Eric

From: Jones, Andrea [<mailto:Andrea.Jones2@nrc.gov>]
Sent: Wednesday, August 03, 2016 10:40 AM
To: Eric Carroll <eric@shippingintl.com>
Subject: RE: Re: RE: Summary of Telephone Conversation

Thanks Eric

From: Eric Carroll [<mailto:eric@shippingintl.com>]
Sent: Wednesday, August 03, 2016 11:31 AM
To: Jones, Andrea <Andrea.Jones2@nrc.gov>
Cc: Freeman, Stanley <Stanley.Freeman@nrc.gov>; destiny.watson@shippingintl.com; Smith, Brooke <Brooke.Smith@nrc.gov>; Langlie, Gary <Gary.Langlie@nrc.gov>
Subject: [External_Sender] Re: RE: Summary of Telephone Conversation

Hi Andrea,

Thanks for the response. I am getting the details on how the other Air Liquide companies fit in, or if they do.

Eric

On Wed, Aug 3, 2016 at 9:46 AM, Jones, Andrea <Andrea.Jones2@nrc.gov> wrote:

Mr. Carroll,

You've asked me to confirm if everything you sent me on 7/29/16, is in good order. After my review of your application, I did request additional information from you, via an email sent yesterday. The best way to get the licensing processing on track, is to submit the requested additional information. In order for the NRC to move forward with approving the indirect transfer and the direct transfer amending the current license, we need to make sure we have on record adequate and correct information regarding the new entity, Airgas USA, LLC.

I look forward to reviewing your information.

From: Eric Carroll [<mailto:eric.carroll@shippingintl.com>]
Sent: Tuesday, August 02, 2016 8:03 PM
To: eric@shippingintl.com; Jones, Andrea <Andrea.Jones2@nrc.gov>

Cc: Baker, Stephen <Stephen.Baker@nrc.gov>; Freeman, Stanley <Stanley.Freeman@nrc.gov>; destiny.watson@shippingintl.com
Subject: [External_Sender] RE: Summary of Telephone Conversation

Hi Andrea,
Please confirm if everything was received in good order.
Our customer is in dire need to use this license again as we have had several shipments on hold awaiting the outcome which has already been quite some time and we need to avoid any delays.
Thanks,
Eric



Shipping International, Inc.
17721 Highway 59 N,
Humble TX 77396
T: 281-540-7447 X101
F: 281-540-7455
C:281-389-4599
SKYPE:SHIPPINGINTL
FMC#4640 IATA#01-1-9245/0

From: Eric Carroll [<mailto:eric.carroll@shippingintl.com>]
Sent: Friday, July 29, 2016 4:58 PM
To: 'Jones, Andrea' <Andrea.Jones2@nrc.gov>
Cc: 'Baker, Stephen' <Stephen.Baker@nrc.gov>; 'Freeman, Stanley' <Stanley.Freeman@nrc.gov>; destiny.watson@shippingintl.com
Subject: RE: Summary of Telephone Conversation

Hi Andrea,
Thanks for your help. The attached was sent overnight which I believe meets all of the requirements requested below.
Let me know if you need anything further.
Best Regards,
Eric Carroll



Shipping International, Inc.
17721 Highway 59 N,
Humble TX 77396
T: [281-540-7447](tel:281-540-7447) X101
F: [281-540-7455](tel:281-540-7455)
C:[281-389-4599](tel:281-389-4599)
SKYPE:SHIPPINGINTL
FMC#4640 IATA#01-1-9245/0

From: Jones, Andrea [<mailto:Andrea.Jones2@nrc.gov>]
Sent: Friday, July 29, 2016 12:55 PM
To: Eric Carroll <eric.carroll@shippingintl.com>
Cc: Baker, Stephen <Stephen.Baker@nrc.gov>; Freeman, Stanley <Stanley.Freeman@nrc.gov>
Subject: Summary of Telephone Conversation

Dear Mr. Carroll,

Thanks for taking the time to talk to me this morning. Just wanted to send you a follow-up email to summarize our conversation this morning...

A license amendment is needed to update the license to reflect the new owner following the direct transfer. An application for the amendment must be completed on NRC Form 7. This amendment is categorized as a minor amendment and the licensing fee is \$1,300.

For the indirect transfer involving the licensee's parent company, we are asking that you submit an additional sheet of paper, along with the Form 7, to explain the indirect transfer.

It would be helpful, if you submit a cover letter indicating that this application is for Commission approval of both the direct and indirect transfer. It is not necessary to list dates of previous correspondences with the NRC, since we will start the review process upon the receipt of the Form 7 for the direct transfer and documentation for the indirect transfer.

For the supplemental information:

- Since it appears that the transfers have already occurred, please provide dates when the merger involving Airgas Specialty Gases was completed and Airgas Specialty Gases ceased to exist legally (the direct transfer) and when the acquisition involving Airgas, Inc. was completed (the indirect transfer).
- Show the organizational relationship between all of the parent companies and the licensee using the legal names of the companies. Before and after organization charts are helpful to aid NRC staff in understanding what the proposed changes were.
- Please clearly identify, if any of the companies in the parent chain are foreign companies.
- Please confirm that the transferee, the entity that gained control of the XMAT427 license, will abide by all constraints, conditions, requirements, representations and commitments identified in or attributed to the license, or describe the new program that will be used to comply with the license and all applicable regulations.

- Describe any changes in personnel or duties related to the export program.
- Describe any changes in location, facilities, equipment, or procedures related to the export program.

Once the NRC determines that sufficient information has been received to start its review, the application for the minor amendment and the supplemental request for the indirect transfer will be placed for review at the NRC public website for a 30-day comment period.

The review for the transfer of control will not resume until the form 7 and the application fee is received and detailed information on the direct and indirect transfers is received. See link for Form 7

<http://fusion.nrc.gov/nrcformsportal/NRC%20Forms%20Library/NRC%207.pdf>.

Approval for the direct and indirect transfer will not be granted by the NRC until this 30-day posting period has elapsed and the NRC has determined that the transfer is in accordance with Atomic Energy Act.

Thanks



Shipping International, Inc.
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Humble TX 77396
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C: [281-389-4599](tel:281-389-4599)
SKYPE:SHIPPINGINTL
FMC#4640 IATA#01-1-9245/0

----- Forwarded message -----

From: "Jones, Andrea" <Andrea.Jones2@nrc.gov>

To: "eric@shippingintl.com" <eric@shippingintl.com>

Cc: "Freeman, Stanley" <Stanley.Freeman@nrc.gov>, "destiny.watson@shippingintl.com" <destiny.watson@shippingintl.com>

Date: Tue, 2 Aug 2016 20:29:25 +0000

Subject: RE: RE: Summary of Telephone Conversation

Hi Eric,

Thanks for your quick response. We received your check, the Form 7, and supplemental information.

I wanted to request additional clarifying information regarding the first two bulleted requests outlined last Friday, 7/29/16.

In the first bullet, we asked that you provide dates when the merger involving Airgas Specialty Gases, Inc. was completed and Airgas Specialty Gases, Inc. ceased to exist legally (the direct transfer) and when the acquisition involving Airgas, Inc. was completed (the indirect transfer). I understand that the Airgas Specialty Gases, Inc./Airgas USA, LLC merger was completed on April 1st. Please confirm the date that Airgas Specialty Gases, Inc. ceased to exist legally?

In the second bullet, we asked that you show the organizational relationship between all of the parent companies and the licensee using the legal names of the companies. In the diagram that you provided, I don't see Air Liquide in the Post-Restructuring organization chart.

Also, when looking at public records filed with other federal agencies such as the Federal Trade Commission, there appear to be other names associated with the Airgas, Inc. acquisition, such as American Air Liquide Holdings, Inc., L'Air Liquide, S.A., and AL Acquisition Corporation. Please explain whether these entities are part of the transfers that you've described and, if these companies are part of the parent chain, please show these entities in the Post-Restructuring diagram.

In order to move forward with the indirect transfer, we need to make sure we have on record the correct parent companies and their relationship to the new entity, Airgas USA, LLC.

Thanks, Andrea

From: Eric Carroll [mailto:eric.carroll@shippingintl.com]
Sent: Friday, July 29, 2016 5:58 PM
To: Jones, Andrea <Andrea.Jones2@nrc.gov>
Cc: Baker, Stephen <Stephen.Baker@nrc.gov>; Freeman, Stanley <Stanley.Freeman@nrc.gov>; destiny.watson@shippingintl.com
Subject: [External_Sender] RE: Summary of Telephone Conversation

Hi Andrea,
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Let me know if you need anything further.
Best Regards,
Eric Carroll

From: Jones, Andrea [mailto:Andrea.Jones2@nrc.gov]
Sent: Friday, July 29, 2016 12:55 PM
To: Eric Carroll <eric.carroll@shippingintl.com>
Cc: Baker, Stephen <Stephen.Baker@nrc.gov>; Freeman, Stanley <Stanley.Freeman@nrc.gov>

Subject: Summary of Telephone Conversation

Dear Mr. Carroll,

Thanks for taking the time to talk to me this morning. Just wanted to send you a follow-up email to summarize our conversation this morning...

A license amendment is needed to update the license to reflect the new owner following the direct transfer. An application for the amendment must be completed on NRC Form 7. This amendment is categorized as a minor amendment and the licensing fee is \$1,300.

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It would be helpful, if you submit a cover letter indicating that this application is for Commission approval of both the direct and indirect transfer. It is not necessary to list dates of previous correspondences with the NRC, since we will start the review process upon the receipt of the Form 7 for the direct transfer and documentation for the indirect transfer.

For the supplemental information:

- Since it appears that the transfers have already occurred, please provide dates when the merger involving Airgas Specialty Gases was completed and Airgas Specialty Gases ceased to exist legally (the direct transfer) and when the acquisition involving Airgas, Inc. was completed (the indirect transfer).
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- Please clearly identify, if any of the companies in the parent chain are foreign companies.
- Please confirm that the transferee, the entity that gained control of the XMAT427 license, will abide by all constraints, conditions, requirements, representations and commitments identified in or attributed to the license, or describe the new program that will be used to comply with the license and all applicable regulations.
- Describe any changes in personnel or duties related to the export program.
- Describe any changes in location, facilities, equipment, or procedures related to the export program.

Once the NRC determines that sufficient information has been received to start its review, the application for the minor amendment and the supplemental request for the indirect transfer will be placed for review at the NRC public website for a 30-day comment period.

The review for the transfer of control will not resume until the form 7 and the application fee is received and detailed information on the direct and indirect transfers is received. See link for Form 7

<http://fusion.nrc.gov/nrcformsportal/NRC%20Forms%20Library/NRC%207.pdf>.

Approval for the direct and indirect transfer will not be granted by the NRC until this 30-day posting period has elapsed and the NRC has determined that the transfer is in accordance with Atomic Energy Act.

Thanks



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C: [281-389-4599](tel:281-389-4599)
SKYPE:SHIPPINGINTL
FMC#4640 IATA#01-1-9245/0

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Best Regards,

Eric Carroll

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