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DNMS



Date: November 15, 2019

To: U.S. Nuclear Regulatory Commission, Region IV
1600 East Lamar Boulevard
Arlington, TX 76011-4511

From: BP Exploration (Alaska) Inc. [Transferor]
900 E Benson Boulevard
Anchorage, AK 99508

Hilcorp Alaska, LLC [Transferee]
3800 Centerpoint Drive
Suite 1400
Anchorage, AK 99503

PUBLIC

- Immediate Release
 Normal Release

NON-PUBLIC

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

Reviewer: RITZ Date: 11-25-19

Subject: *Request for Transfer of Control of Radioactive Materials License Number 50-27789-01*

To Whom It May Concern:

This letter is to inform you that on August 26, 2019, Hilcorp Alaska LLC entered into a purchase and sale agreement to acquire BP Exploration (Alaska) Inc. Closing is anticipated to occur in the second half of 2020. As a result, we are respectfully requesting a transfer of control for Radioactive Materials License Number 50-27789-01 and write to provide the "Information Needed for Transfer of Control" identified in NUREG-1556 Vol. 15, Rev. 1, Appendix E for your review.

Item 1

Describe any planned changes in the organization, including but not limited to, transfer of stocks or assets and mergers, change in members on Board of Directors, etc. Provide the new licensee name, mailing address, and contact information, including phone numbers. Clearly identify when the amendment is due to a name change only.

Response:

Pursuant to the above-referenced purchase and sale agreement, Hilcorp Alaska, LLC will acquire BP Exploration (Alaska) Inc. in a stock purchase transaction. After the closing of the transaction, the legal entity BP Exploration (Alaska) Inc. will continue to operate as a wholly-owned subsidiary of Hilcorp Alaska, LLC, subject to a name change to "Hilcorp North Slope".

Item 2

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

Response:

The duties of the Radiation Safety Officer will be performed by Sarra Ghiassi. Licensed materials will continue to be used by, or under the supervision of Transferee.

617049

Item 3

Describe any changes in the location, facilities, equipment, radiation safety program, use, possession, waste management, or other procedures that relate to the licensed program.

Response:

There will be no changes to the location, facilities, equipment, radiation safety program, use, possession, waste management, or other procedures that relate to the licensed program as a result of this acquisition.

Item 4

Describe the status of the licensee's facilities, equipment, and radiation safety program, including any known contamination and whether decontamination will occur prior to transfer. Include the status of calibrations, leak tests, area surveys, wipe tests, training, quality control, and related records.

Response:

The acquisition of BP Exploration (Alaska) Inc. will result in no changes to the current status of the radiation safety program. The facility will continue to operate as it did prior to the acquisition. The most recent radiation safety program audit conducted on October 28, 2019 was performed in compliance with NUREG 1556, Volume 4, Appendix H for fixed gauges at one of our facilities.

Item 5

If current decommissioning funding plans (DFP) will be changed as a result of the transfer, the revised DFP should be submitted. If other financial assurance documents will be changed as a result of the transfer, confirm that all financial assurance instruments associated with the license will be held in the transferee's name before the license is transferred, and as required by 10 CFR 30.35(f), the licensee must, within 30 days, submit financial instruments reflecting those changes.

Response:

Not applicable. No decommissioning funding plan is required under Radioactive Materials License Number 50-27789-01 or applicable regulations.

Item 6

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.

Response:

Not applicable. The facility is not subject to decommissioning. All regulatory records will continue to remain onsite.

Item 7

Confirm that both transferor and transferee agree to transferring control of the licensed material and activity, and the conditions of transfer, and that the transferee has been made aware of any open inspection items and its responsibility for possible resulting enforcement actions.

Response:

Both the transferor and transferee agree to transferring control of the licensed material and activity, and to the conditions of the transfer. There are no open inspection items and possible enforcement actions to the current Radioactive Materials License Number 50-27789-01.

Item 8

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

Response:

Hilcorp Alaska, LLC hereby agrees to abide by all constraints, conditions, requirements, representations, and commitments of the transferor as described in the current Radioactive Materials License Number 50-27789-01.

Item 9

The transferee, in the case of fuel cycle facilities, shall provide documentation showing that it is financial qualified to conduct normal operations. The information can be in the form of income statements and balance sheet forecasts.

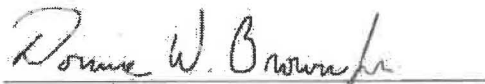
Response:

Not applicable. The facilities where the radioactive source materials are used are not fuel cycle facilities.

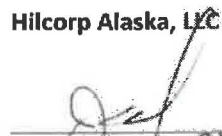
Please contact us if you have any questions or comments regarding this Transfer of Control.

Best regards,

BP Exploration (Alaska) Inc.


Name Donnie W. Brown
Email donnie.brown@bp.com
Phone 907.564.5615

Hilcorp Alaska, LLC


Name: Jason Rebeck
Email: President
Phone: 713.209.2400

ORIGIN ID: CYMA (907) 777-8300
ALASKA OFFICE SERVICES
3800 CENTERPOINT DRIVE, SUITE 1400
ANCHORAGE AK 99503
UNITED STATES US

SHIP DATE: 20NOV19
ACTWGT: 0.50 LB
CAD: 114131226/NET/4160

BILL SENDER

TO U.S. NUCLEAR REGULATORY COMMISSION

1600 EAST LAMAR BOULEVARD

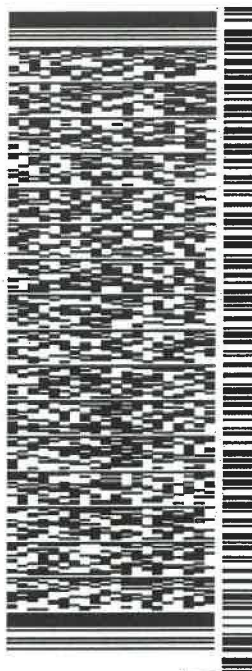
ARLINGTON TX 76011

(907) 777-8300

REF: DENALI

PO:

DEPT:



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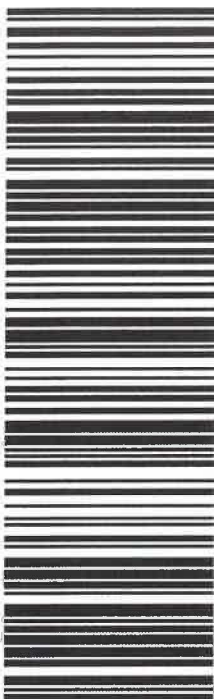
567J1/F330/05A2

TRK# 7770 4137 4879
0201

THU - 21 NOV 3:00P
STANDARD OVERNIGHT

XHFWHA

76011
TX-US DFW



After printing this label:

1. Use the 'Print' button on this page to print your label to your laser or inkjet printer.
2. Fold the printed page along the horizontal line.
3. Place label in shipping pouch and affix it to your shipment so that the barcode portion of the label can be read and scanned.

Warning: Use only the printed original label for shipping. Using a photocopy of this label for shipping purposes is fraudulent and could result in additional billing charges, along with the cancellation of your FedEx account number.

Use of this system constitutes your agreement to the service conditions in the current FedEx Service Guide, available on fedex.com. FedEx will not be responsible for any claim in excess of \$100 per package, whether the result of loss, damage, delay, non-delivery, misdelivery, or misinformation, unless you declare a higher value, pay an additional charge, document your actual loss and file a timely claim. Limitations found in the current FedEx Service Guide apply. Your right to recover from FedEx for any loss, including intrinsic value of the package, loss of sales, income interest, profit, attorney's fees, costs, and other forms of damage whether direct, incidental, consequential, or special is limited to the greater of \$100 or the authorized declared value. Recovery cannot exceed actual documented loss. Maximum for items of extraordinary value is \$1,000, e.g. jewelry, precious metals, negotiable instruments and other items listed in our ServiceGuide. Written claims must be filed within strict time limits, see current FedEx Service Guide.

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ACKNOWLEDGEMENT - RECEIPT OF CORRESPONDENCE

| | |
|---|---|
| Name and Address of Applicant and/or Licensee Mr. Stanley C. Burt, Radiation Safety Officer BP Exploration (Alaska) Inc. P.O. Box 196612 BOC H-6 Anchorage, AK 99519 | Date 11/21/2019 |
| | License Number(s) 50-27789-01 |
| | Mail Control Number(s) 617049 |
| | Licensing and/or Technical Reviewer or Branch C. Hill |

This is to acknowledge receipt of your: Letter and/or Application Dated: 11/15/2019

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 complete and submit NRC Form 531, Request for Taxpayer Identification Number, located at the following link: <http://www.nrc.gov/reading-rm/doc-collections/forms/nrc531.pdf>
 Follow the instructions on the form for submission.

The following administrative omissions have been identified:

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

✓ 11/21

BETWEEN:

Accounts Receivable/Payable
and
Regional Licensing Branches

[FOR ARPB USE]
INFORMATION FROM WBL

Program Code: 03120
Status Code: Pending Amendment
Fee Category: 3P
Exp. Date: 11/30/2025
Fee Comments:
Decom Fin Assur Reqd: N

License Fee Worksheet - License Fee Transmittal

A. REGION

1. APPLICATION ATTACHED

Applicant/Licensee: BP Exploration (Alaska), Inc.
Received Date: 11/21/2019
Docket Number: 3036682
Mail Control Number: 617049
License Number: 50-27789-01
Action Type: Change of Control

2. FEE ATTACHED

Amount: _____

Check No.: _____

3. COMMENTS

Signed: _____

Carol L Heie

Date: _____

11/21/19

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: _____