

October 27, 2020

Via E-Mail & Federal Express

Robert Orlikowski
Materials Licensing Branch Chief
U.S. Nuclear Regulatory Commission – Region III
Nuclear Material Licensing Branch
2443 Warrenville Road, Suite 210
Lisle, IL 60532-4351



RE: Notice of Indirect Change of Control for U.S. Nuclear Regulatory Commission
(License Number 13-32670-01) – ArcelorMittal Burns Harbor LLC

Dear Mr. Orlikowski:

U.S. Nuclear Regulatory Commission (“NRC”) regulations and guidance found in NUREG-1556, Volume 15, Revision 1, “Consolidated Guidance About Materials Licenses, Guidance About Changes of Control and About Bankruptcy Involving Byproduct, Source, or Special Nuclear Material Licenses” (“NUREG-1556”) and in NRC Regulatory Issue Summary 2014-08, Revision 1, “Regulatory Requirements for Transfer of Control (Change of Ownership) of Specific Material Licenses” require notice to, and request for approval of, NRC for a change of control of a licensee, whether direct or indirect.

On September 28, 2020, ArcelorMittal S.A. (“ArcelorMittal S.A.”), a company incorporated in Luxembourg and listed on the New York Stock Exchange, and Cleveland-Cliffs Inc. (“Cleveland-Cliffs” or “Transferee”), an Ohio corporation listed on the New York Stock Exchange, entered into a definitive agreement (the “Agreement”) pursuant to, and subject to the terms of, which Cleveland-Cliffs, will acquire from certain affiliates of ArcelorMittal S.A. (following certain internal reorganizational steps that will take place prior to the closing of the Transaction) all of the outstanding equity interests of ArcelorMittal USA LLC (“ArcelorMittal USA LLC”), a Delaware limited liability company (including ArcelorMittal Burns Harbor LLC, the “Licensee” or “Transferor”) and certain other entities (collectively, the “Transaction”). The closing of the Transaction is expected in the fourth quarter 2020, contingent upon customary conditions as described in the Agreement and certain approvals, including this submission. The Licensee and Cleveland-Cliffs are hereby notifying, and requesting written consent from, the NRC for an indirect change of control for the license referenced above (the “Subject License”). The information in this notification provides details about the pending indirect change of control, including the specific information requested in Appendix E of NUREG-1556. This correspondence specifically addresses the absence of planned material changes to the licensed program or to the status of the radiation safety officer who exercises direct control over the Subject License’s materials, equipment, and program now and after the Transaction. The only expected changes, as noted below, are the heightened management controls to be put in place, consistent with Cleveland-Cliffs safety culture.

Indirect Change of Control of the Subject License

As noted, upon the closing of the Transaction, the Licensee will be indirectly acquired by Cleveland-Cliffs through Cleveland-Cliffs' acquisition of 100% of ArcelorMittal USA LLC's equity interests from ArcelorMittal North America Holdings LLC, a Delaware limited liability company indirectly owned by ArcelorMittal S.A. The Licensee is currently owned by ArcelorMittal USA LLC and ultimately, through a series of holding companies, by ArcelorMittal S.A. It is anticipated that the name of the Licensee will change along with the indirect control of the Subject License. However, as described herein, other than such change of control, all other aspects of the Subject License will remain unchanged.

Cleveland-Cliffs is a known entity. Specifically, Cleveland-Cliffs entities hold or recently have held nuclear materials licenses (collectively, "licenses") issued by NRC and by Agreement State(s). Representative examples of such licenses include:

- Licensee: Tilden Mining Company L.C.; NRC License # 21-26748-01 (expiration: 10/31/2021)
- Licensee: United Taconite LLC; Minnesota License # 1079 (expiration: 11/30/2026)

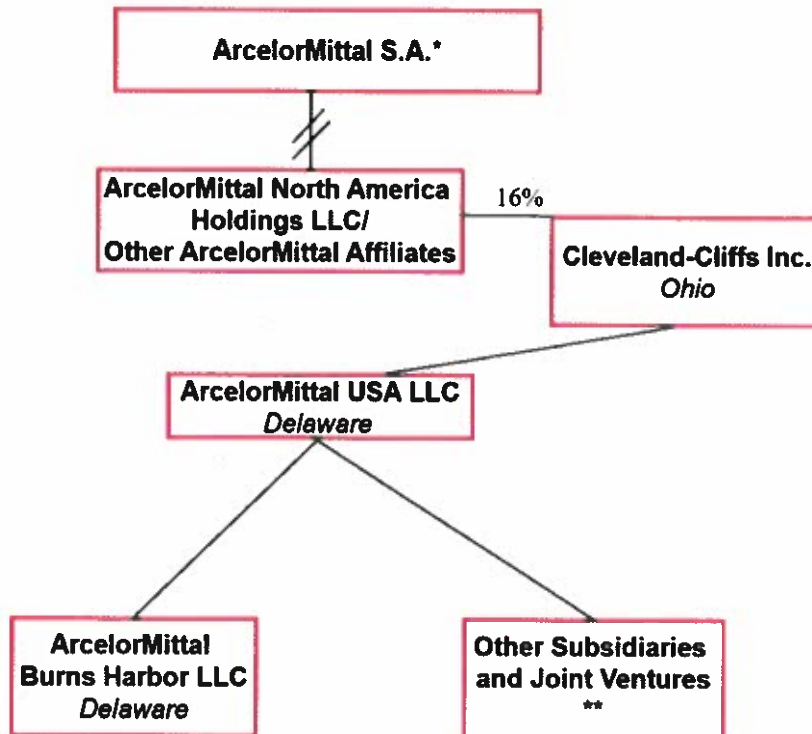
We wanted to alert you to the Transaction and to ensure that you have the information available to entertain and request approval of transfer of the Subject License. Comparable requests are being submitted to certain Agreement State(s).

Information Needed by NRC for Transfer of Control (from Appendix E of NUREG-1556)

1. *Describe any planned changes in the organization, including but not limited to, transfer of stocks or assets and mergers, changes 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 request is due to a name change only.*

As noted, the Transaction involves an indirect change of control of the Licensee based on the transfer of 100% of the equity interests of ArcelorMittal USA LLC to Cleveland-Cliffs. Prior to the closing of the Transaction, certain affiliates of ArcelorMittal S.A. will complete an internal restructuring pursuant to which, among other things, the current direct parent company of ArcelorMittal USA LLC, ArcelorMittal USA Holdings II LLC will merge with and into ArcelorMittal USA LLC, with ArcelorMittal USA LLC surviving the merger. Following such merger, the direct parent company of ArcelorMittal USA LLC will become ArcelorMittal North America Holdings LLC. The Licensee's name will change following the closing of the Transaction. However, it is not anticipated that the Licensee's address, contact information, or personnel overseeing and implementing the Subject License will change.

[POST-TRANSACTION ORGANIZATION CHART APPEARS ON THE FOLLOWING PAGE]



* Certain intermediate holdings are not included in this chart. Only the relevant entities are depicted. All solid lines represent 100% ownership, unless otherwise stated.

** Certain subsidiaries and joint ventures are not 100% owned by ArcelorMittal USA LLC.

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.

No changes to personnel, including the Radiation Safety Officer ("RSO"), or duties of the personnel, are currently planned by the Transferee.

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 will result from the change of control.

No changes to the location, facilities, equipment, radiation safety program, use, possession, waste management, or other procedures that relate to the licensed program will result from this indirect change of control of Licensee, except that Cleveland-Cliffs recently has undertaken, with respect to its Tilden site, the implementation of heightened management control for materials subject to NRC or Agreement State licenses, including an oversight committee. This management framework is expected to be applied, as appropriately tailored, to the Subject License.

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.

Except as noted above (with respect to heightened management controls), nothing regarding Licensee's radiation safety program, including facilities and equipment, will change as a result of the indirect change of control of Licensee. Licensee confirms that there are no contaminated areas at the licensed facility that will require decontamination prior to transfer. Current operations are anticipated to stay the same post-closing, so decommissioning will not be required. Licensee confirms that all required surveillance items, including calibrations, leak tests, surveys, wipe tests, training, quality control and related records, have been performed, documented, and reviewed.

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 licensees must, within 30 days, submit financial instruments reflecting such changes.*

Licensee has indicated that it is not required to have a decommissioning funding plan or financial assurances. As such, no changes will be required.

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.*

All records associated with the Subject License will remain with the Licensee following the Transaction.

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.*

Both the Transferor and Transferee agree to the transfer of control of the licensed material and activities, and confirm the conditions of the transfer reflected here. Licensee confirms that there are no open inspection items associated with the Subject License.

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.*

The Transferee agrees that it will abide by all constraints, conditions, requirements, representations, and commitments of the Transferor with respect to the Subject License.

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

The Subject License is not a fuel cycle facility license.

Changes in the Organization that Exercises Control over the Licensed Program.

While there will be an indirect change in control of Licensee based on the nature of the Transaction, the written program to implement the Subject License will not change. The RSO will not change.

We thank the NRC in advance for its support of this request, and stand ready to answer any questions to facilitate the prompt processing of this submission for a timely closing. To that end, if you have any questions concerning this request, please do not hesitate to contact Chris Sarvanidis at 219-787-464 chris.sarvanidis@arcelormittal.com or James ("Jim") Kochevar at 906-475-3522 or james.kochevar@clevelandcliffs.com.

Very truly yours,



Paul Liebenson
General Counsel & Secretary
ArcelorMittal USA LLC



James M. Kochevar
Vice President, Iron Ore Operations, Cleveland-Cliffs Inc.

CC: Chris Sarvanidis, Burns Harbor RSO
James Graham, Executive Vice President, Chief Legal Officer & Secretary, Cleveland-Cliffs Inc.
Elise N. Zoli, Global Head, Future of Energy, Renewables+ & Sustainability Initiative, Jones Day

Song, Taehoon

From: Tomczak, Tammy
Sent: Thursday, October 29, 2020 7:08 AM
To: Song, Taehoon; Pavon, Sandy
Subject: FW: ArcelorMittal USA Notices of Change of Control
Attachments: AM USA (IN Harbor) Request for Change of Control 10.27.20.pdf; Burns Harbor - Request for of Control 10.27.20.pdf

Good morning, Sandy and Tae,

Could you please add the attached requests to ADAMS? They should be two separate requests.

Thanks,
Tammy

From: Orlikowski, Robert <Robert.Orlikowski@nrc.gov>
Sent: Thursday, October 29, 2020 6:30 AM
To: Tomczak, Tammy <Tammy.Tomczak@nrc.gov>
Subject: FW: ArcelorMittal USA Notices of Change of Control

Hi Tammy,

Please process these into the system.

Thanks,

Bob

From: Liebenson, Paul M <Paul.Liebenson@arcelormittal.com>
Sent: Wednesday, October 28, 2020 4:07 PM
To: Orlikowski, Robert <Robert.Orlikowski@nrc.gov>
Cc: Graham, James <james.graham@clevelandcliffs.com>; james.kovechar@clevelandcliffs.com; Zoli, Elise N. <ezoli@jonesday.com>; Thompson, Stephen <Stephen.Thompson@arcelormittal.com>; Vande Hey, Therese <Therese.VandeHey@arcelormittal.com>
Subject: [External_Sender] ArcelorMittal USA Notices of Change of Control

Dear Mr. Orlikowski:

Attached to this email are two formal Notices of Change of Control for two of ArcelorMittal's operations in Northwest Indiana. These letters are related to the transaction announced by ArcelorMittal and Cleveland-Cliffs in late September. As explained more fully in the letters, I am submitting them on behalf of ArcelorMittal USA LLC's Indiana Harbor plant (License No.13-32359-01) and ArcelorMittal Burns Harbor LLC's plant (License No. 13-32359-01). Please note that we anticipate sending two additional letters for IN/Tek & IN/Kote (License No. 704409) and IN/Kote (License No. 13-32600-01) as early as tomorrow (October 29). ArcelorMittal and Cleveland-Cliffs, the transferee entity, anticipate closing before the end of the year. Accordingly, we wanted to get these requests to you quickly and stand ready to answer any questions you might have that will help facilitate your review process.

Thank you in advance for your assistance with these requests. Please do not hesitate to reach out to me or to the individuals identified in the letters if you have any questions.

Sincerely yours,

Paul

Paul M. Liebenson | Regional General Counsel & Compliance Officer, North America

ArcelorMittal USA

Law Department | 1 South Dearborn Street, 19th Floor
Chicago, Illinois 60603

T +1 312 899 3772 | **F** +1 312 899 3504 | **M** +1 847 341 1884
Paul.Liebenson@arcelormittal.com | www.arcelormittal.com

Note: The information contained in this electronic mail transmission is intended for the use of the named individual or entity to which it is addressed and may contain information that is privileged or otherwise confidential. It is not intended for transmission to, or receipt by, any individual or entity other than the named addressee (or a person authorized to deliver it to the named addressee) except as otherwise expressly permitted in this electronic mail transmission. If you have received this electronic transmission in error, please delete it without copying or forwarding it, and notify the sender of the error by reply email to Paul.Liebenson@arcelormittal.com. Thank you.

NOTICE: *The information contained in this electronic mail transmission is for the use of the individual or entity to which it is addressed or intended and may contain information that is privileged, personal or otherwise confidential. It is not intended for transmission to, or receipt by, any individual or entity other than the named or intended addressee (or a person authorized to deliver it to the named or intended addressee) except as otherwise expressly permitted in this electronic mail transmission. If you have received this electronic transmission in error, please delete it without copying or forwarding it, and notify the sender of the error. Although the sender takes measures to protect its network against viruses, no assurance is given that this transmission is virus-free. Thank you!*