

December 1, 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

Laura Cender
Health Physicist
U.S. Nuclear Regulatory Commission – Region III
Nuclear Material Licensing Branch
2443 Warrenville Road, Suite 210
Lisle, IL 60532-4351

RE: Follow-up to Notice of Indirect Change of Control for U.S. Nuclear Regulatory Commission Licenses # 13-32670-01, 13-32359-01, 13-32600-01, and GL-704409

Dear Mr. Orlikowski and Ms. Cender:

Our sincere thanks to your office and U.S. Nuclear Regulatory Commission (“NRC”) staff for their assistance with the above Licenses.

Consistent with our discussion on November 24, 2020, we are advising the NRC of the status of, and our commitments with respect to, the pending indirect changes of control related to Cleveland-Cliffs Inc. (“Cleveland-Cliffs”) acquisition of certain specified Arcelor Mittal SA subsidiaries (“Transaction”), each such subsidiary an NRC Licensee (collectively, “AMUSA” or the “Licensees”). For ease of reference, the license numbers and the available ADAMS Accession Numbers for these pending requests are included in the table below.

Licensee	Materials License Number	ADAMS Accession Number
ArcelorMittal Burns Harbor, LLC	13-32670-01	ML20303A023
ArcelorMittal USA, LLC – Indiana Harbor	13-32359-01	ML20303A022
I/N Kote	13-32600-01	ML20307A257

On October 30, 2020, we also submitted a notice of indirect change in control for License Number GL-704409 with regard to Licensees I/N Tek L.P. and I/N Kote L.P. The Licensees understand that a public comment period may not be required for that general license, but include it in the list in the interest of completeness and transparency.

Subsequent to our discussion, we have confirmed that the closing (the “Closing”) of the Transaction is expected to occur on or about December 9, 2020. The Closing advances important U.S. economic objectives, particularly during the COVID-19 public health and economic crisis.

We appreciate NRC’s accommodation of this Closing, consistent with the fact that NRC’s focus is on the health and safety aspects, not on the financial intricacies, of transactions. *See* NUREG-1556, Volume 15, Revision 1, p. 3-2. We expressly acknowledge that NRC approval of the indirect changes in control associated with the above Licenses requiring such approval will follow the 30-day public comment periods related to each such materials License. *See* NRC Regulatory Issue Summary 2014-08, Revision 1, p. 3.

This correspondence also confirms that the Closing will not result in a change to the Taxpayer Identification Numbers (TINs) for any of the Licensees. Likewise, the Closing will not result in a name change for any of the Licensees, although such name changes are expected in the near future.

As previously, we thank the NRC for its continued support with this Transaction. Please do not hesitate to contact Tony LaMastra, radiation consultant for the Licensees, at 610-730-2626 or tony@radprotection.com, or James Kochevar, Vice President, Iron Ore Operations, Cleveland-Cliffs Inc. at 906-475-3522 or james.kochevar@clevelandcliffs.com.

Very truly yours,



Paul M. Liebenson
General Counsel & Secretary
ArcelorMittal USA LLC

and



Secretary
I/N Tek L.P. and I/N Kote L.P.



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

CC:
John Franiak, RSO, IN/Tek L.P. and IN/Kote L.P.

Jasmine Forbes, RSO, ArcelorMittal USA LLC – Indiana Harbor

Chris Sarvanidis, RSO, ArcelorMittal Burns Harbor LLC

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

Therese Vande Hey, Associate General Counsel, ArcelorMittal USA LLC

Nicole E. Noëlliste, Associate, Sidley Austin LLP

Maureen M. Crough, Counsel, Sidley Austin LLP

From: [Zoli, Elise N.](#)
To: [Orlikowski, Robert](#); [Cender, Laura](#)
Cc: [Graham, James D](#); [Vande Hey, Therese](#); james.kovechar@clevelandcliffs.com; [Noelliste, Nicole E.](#); [Liebenson, Paul M](#); [Crough, Maureen M.](#)
Subject: [External_Sender] Cleveland Cliffs_ArcelorMittal - Confirmation of Close
Date: Wednesday, December 02, 2020 6:19:50 AM
Attachments: [Cleveland Cliffs_ArcelorMittal - NRC Confirmation of Close-12.1.20 \(signed\).pdf](#)

Branch Chief Orlikowski and Ms. Cender, thank you again for taking the time to speak with us on November 24, 2020 regarding the Cleveland-Cliffs Inc. and Arcelor Mittal SA transaction that is the subject of our several pending indirect change in control submissions. We could not appreciate more, particularly in this challenging COVID-19 period, your prompt acknowledgement of your offices receipt of our requests, and your feedback regarding NRC's expected review and approval timelines.

As the attached letter reflects, the financial close is scheduled to occur on December 9, 2020. The letter also confirms, as requested, the absence of any planned change in tax identification numbers. Finally, the letter repeats, so that it is top of mind, that no name changes will occur at the closing; they are expected in the future and will be managed between Cleveland Cliffs and your office. As we discussed and for ease of submission, this letter includes all NRC Materials Licenses and the general license.

Therese and I will ensure that all Arcelor Mittal SA personnel, including the Materials License RSOs, receive this correspondence.

I hope you and your families had a lovely Thanksgiving holiday, and as always do not hesitate to reach out with any questions.

My best, Elise

Elise N. Zoli ([Bio](#))
Global Head, Future of Energy, Renewables+ & Sustainability Initiative
[Among the most influential women in energy law](#) (subscription).

[JONES DAY® - One Firm WorldwideSM](#)

100 High Street, 21st Floor
Boston, MA 02110-1781
Direct: +1.617.449.6807
Cell: +617.461.7062
ezoli@jonesday.com