

From: [Stephen Haddock](#)
To: [Betsy Ullrich](#)
Cc: [Matt Peduzzi](#); [Jeff McNabb](#)
Subject: [External_Sender] RE: (EXTERNAL) RE: Transfer of Control - Universal Pressure Pumping and NexTier Completion Solutions
Date: Wednesday, December 20, 2023 2:21:18 PM
Attachments: [image002.png](#)
[image003.png](#)
[Merger Diagram 1-3.pdf](#)

Betsy,

Thank you for reaching out.

Hopefully I can help answer your questions and shed light on the corporate structure. We have put together a diagram, an informal before-and-after corporate org chart in the attached pdf, along with a projection for 2/1/24, which may help you visualize.

Before the 9/1/23 merger, there were two separate publicly traded companies:

1. Patterson-UTI Energy (PTEN), which had multiple subsidiaries, including Universal Pressure Pumping. Universal was a direct subsidiary of Patterson-UTI Energy in that it was immediately below in the corporate structure.
2. NexTier Oilfield Solutions (NEX), which had multiple subsidiaries, including NexTier Completion Solutions. Completion Solutions was an indirect subsidiary of Oilfield Solutions in that there were holding companies between them.

In the merger on 9/1/2023, NexTier Oilfield Solutions (NEX) stock was converted into Patterson-UTI Energy stock. At that point, NexTier Oilfield Solution no longer had its own stock, but it is still an existing corporate entity. It is now one of the direct subsidiaries of Patterson-UTI Energy. Below NexTier Oilfield Solutions, there are several holding companies and then NexTier Completion Solutions. If you look at Figure 1 in our letter, where it says "Holding Companies," one of those Holding Companies post-merger is NexTier Oilfield Solutions. Essentially, the merger took the pre-merger lefthand column in Figure 1 and moved it over and under Patterson-UTI Energy on the post-merger righthand side. Patterson-UTI Energy is now the ultimate/apex parent company. One chain below it includes NexTier Oilfield Solutions and further down the chain is NexTier Completion Solutions. Currently, in a different chain below Patterson-UTI Energy is Universal. We anticipate that on 2/1/2024, Universal will be merged into NexTier Completion Solutions. At that point, Universal will no longer exist, and the relevant entity for purposes of licenses will be NexTier Completion Solutions. Please see the attached diagram.

Making sure I've answered your specific questions, please see the blue below:

- Patterson-UTI Energy Inc is the parent company of Universal Pressure Pumping Inc. (para 1)
 - [Correct. This was true before the 9/1/23 merger and is still true today. We anticipate that on February 1, 2024, this will change and that Universal will be merged into and with NexTier Completions Solutions.](#)
- NexTier Oilfield Solutions Inc is the parent company of NexTier Completions Solutions (para 1)

- Before the merger, NexTier Oilfield Solutions was the ultimate parent of NexTier Completions Solutions. After the 9/1/23 merger, the chain from the top down with respect to those entities is Patterson-UTI Energy à NexTier Oilfield Solutions à Holding Companies à NexTier Completion Solutions.
- NexTier Oilfield Solutions merged with Patterson-UTI on some unknown date (para 1) resulting in its subsidiary company NexTier Completions Solutions stock all being converted to Patterson-UTI stock. (para 1)
 - The merger was on 9/1/23. As noted above, our letter should have said that the stock of NexTier Oilfield Solutions was converted. NexTier Completion Solutions did not have its own stock.
 - What company came out of that merger? How can both NexTier Oilfield Solutions and Patterson-UTI both exist if they merged? The organization chart for 6/15/23 does not show Patterson-UTI or Universal Pressure Pumping at all.
 - Hopefully answered above and in the diagram.
 - Sometime near Feb 1, it is not clear who the parent of Universal Pressure Pumping is, but UPP will become NexTier Completion Solutions. *Did NexTier Completions Solutions still exist even though all its stock became Patterson-UTI stock?? Is this a merger of UPP and NexTier Completion Solutions? Where is the parent company NexTier Oilfield Solutions, or was it actually THEIR stock that become Patterson-UPI stock?*
 - Hopefully answered above and in the diagram.

Please let me know if you have any other questions.

Have a wonderful Christmas!

Sincerely,

Stephen J. Haddock

Senior Radiation Safety Officer

Universal Pressure Pumping, Inc.

10713 West Sam Houston Pkwy N | Suite 800, Houston, TX 77064

office 281-975-2670 | mobile 713-494-4570



From: Betsy Ullrich <Elizabeth.Ullrich@nrc.gov>

Sent: Wednesday, December 20, 2023 8:44 AM

To: Stephen Haddock <Stephen.Haddock@patenergy.com>

Cc: Matt Peduzzi <matt.peduzzi@patenergy.com>

Subject: (EXTERNAL) RE: Transfer of Control - Universal Pressure Pumping and NexTier Completion Solutions

**** CAUTION! External E-mail. ****

Some additional information, because it also is a bit different than I understand from your

October letter: according to the change of control done by our Region 4 office when NexTier Completion Solutions, Inc, which holds a license from Region 4, became a subsidiary of Patterson-UTI Energy Inc when the merger occurred between its then-parent NexTier Oilfield Solutions Inc and Patterson-UTI Energy Inc.

It appears to me that NexTier Completion Solutions license and the Universal Pressure Pumping are both subsidiaries of Patterson-UTI Energy Inc. Are they being merged into a single company under the name NexTier Completion Solutions or are they remaining two separate companies? Is there a change of stock between these two subsidiaries? We they be retaining both licenses or will one of the licenses eventually be terminated and the activities added to the other license? This is information I need in order to describe what is happening to Universal Pressure Pumping to our legal counsel.

Betsy

From: Betsy Ullrich

Sent: Tuesday, December 19, 2023 2:56 PM

To: Stephen Haddock <Stephen.Haddock@patenergy.com>

Cc: Matt Peduzzi <matt.peduzzi@patenergy.com>

Subject: RE: Transfer of Control - Universal Pressure Pumping and NexTier Completion Solutions

Do we need to have a conference call about the merger? I am confused because the information provided in Item 1 of the letter dated October 26, 2023 appears to contradict the diagram of the organization provided. Here is my understanding:

- Patterson-UTI Energy Inc is the parent company of Universal Pressure Pumping Inc. (para 1)
- NexTier Oilfield Solutions Inc is the parent company of NexTier Completions Solutions (para 1)
- NexTier Oilfield Solutions merged with Patterson-UTI on some unknown date (para 1) resulting in its subsidiary company NexTier Completions Solutions stock all being converted to Patterson-UTI stock. (para 1)
 - What company came out of that merger? How can both NexTier Oilfield Solutions and Patterson-UTI both exist if they merged? The organization chart for 6/15/23 does not show Patterson-UTI or Universal Pressure Pumping at all.
- Sometime near Feb 1, it is not clear who the parent of Universal Pressure Pumping is, but UPP will become NexTier Completion Solutions. *Did NexTier Completions Solutions still exist even though all its stock became Patterson-UTI stock?? Is this a merger of UPP and NexTier Completion Solutions? Where is the parent company NexTier Oilfield Solutions, or was it actually THEIR stock that become Patterson-UPI stock?*

My apologies, but I got a degree in science, not investments, and I am not following what happened here.

Betsy

From: Stephen Haddock <Stephen.Haddock@patenergy.com>
Sent: Thursday, November 2, 2023 4:59 PM
To: Betsy Ullrich <Elizabeth.Ullrich@nrc.gov>
Cc: Matt Peduzzi <matt.peduzzi@patenergy.com>
Subject: [External_Sender] Transfer of Control - Universal Pressure Pumping and NexTier Completion Solutions
Importance: High

Dear Betsy,

Please see the attached Transfer of Control letter in response to your August 29th, 2023 email. Universal will merge into NexTier on or around February 1st, 2024. NexTier has filed a separate TOC document that describes their side of the transaction.


Let me know if you have any questions.

Thank you,

Stephen Haddock
Senior Radiation Safety Officer

O (281) 975-2670

M (713) 494-4570

 **NexTier Completion Solutions**
10713 W Sam Houston Pkwy N, Suite 800, Houston, TX 77064
NexTierOFS.com

This communication is the property of NexTier Completion Solutions and may contain confidential or privileged information. Unauthorized use of this communication is strictly prohibited and may be unlawful. If you have received this communication in error, please immediately notify the sender by reply e-mail and destroy all copies of the communication and any attachments.

From: Betsy Ullrich <Elizabeth.Ullrich@nrc.gov>
Sent: Tuesday, August 29, 2023 12:23 PM
To: Stephen Haddock <Stephen.Haddock@patenergy.com>
Cc: Lyndsey Allison Russell <Lyndsey.Allison-Russell@nrc.gov>; Casey Alldredge <Casey.Alldredge@nrc.gov>
Subject: (EXTERNAL) merger of Paterson-UTI with NexTier

**** CAUTION! External E-mail. ****

Mr. Haddock,

I reviewed the letter from Mark Peduzzi, Director, Corporate HSE, dated August 8, 2023. It appears that the merger of Paterson-UTI with NexTier Oilfield Solutions is likely an indirect transfer of control of the license issued to Universal Pressure Pumping, Inc., License No. 37-35092-01. (Please note that the license number listed in your August 8 letter was incorrect.)

In accordance with 10 CFR 30.34(b), licensees must provide full information and obtain NRC's **prior written consent** before transferring control of the license. Additional guidance may be found in NUREG 1556, Volume 15, Revision 1 "Guidance About Changes of Control and About Bankruptcy Involving Byproduct, Source, or Special Nuclear Materials Licenses," Section 5, "Change of Control."
<https://www.nrc.gov/reading-rm/doc-collections/nuregs/staff/sr1556/v15/index.html>

Provide the following information concerning changes of control by the applicant (transferor and/or transferee, as appropriate). If any items are not applicable, so state.

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. Please include pre- and post-organization charts showing the corporate structure of the license holder and parent companies.
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.
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.
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.
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 such changes.
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.

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.
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.

Please provide your response in a letter signed by management representatives. A PDF copy of the letter may be sent directly by email to me, Elizabeth.Ullrich@nrc.gov. If you have questions, you may contact me by email or phone.

Please note that, as of July 3, 2023, I will be working part-time only Monday through Thursday.

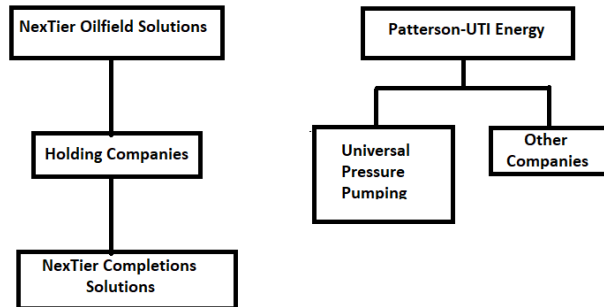
Betsy Ullrich, Senior Health Physicist
USNRC Region I
475 Allendale Road – Suite 102
King of Prussia, PA 19406
610-337-5040 (office)
Elizabeth.ullrich@nrc.gov

This email (and attachments, if any) is intended only for the use of the individual or entity to which it is addressed, and may contain information that is confidential or privileged and exempt from disclosure under applicable law. If the reader of this email is not the intended recipient, or the employee or agent responsible for delivering this message to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please notify the sender immediately by return email and destroy all copies of the email (and attachments, if any).

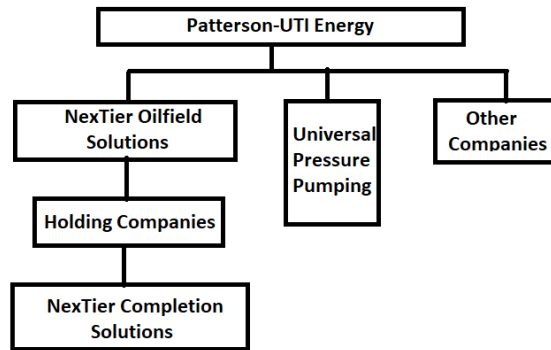
This email (and attachments, if any) is intended only for the use of the individual or entity to which it is addressed, and may contain information that is confidential or privileged and exempt from disclosure under applicable law. If the reader of this email is not the intended recipient, or the employee or agent responsible for delivering this message to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please notify the sender immediately by return email and destroy all copies of the email (and attachments, if any).

Merger Diagram

1. Pre-Merger



2. Post 9/1/23 Merger



3. Expected 2/1/24 Merger of Universal Pressure Pumping into and with NexTier Completion Solutions

