

From: [Eric Carroll](#)
To: [Jones, Andrea: "Eric Carroll"](#)
Cc: destiny.watson@shippingintl.com
Subject: [External_Sender] RE: Re: RE: Summary of Telephone Conversation
Date: Friday, August 26, 2016 4:42:23 PM
Attachments: [image001.png](#)
[NRC Application - Supplemental Information - 8-26-2016.pdf](#)

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](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: 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



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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

----- 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

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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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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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Best Regards,

Eric Carroll



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