



May 11, 2021

Nader Mamish, Director
Office of International Programs
U.S. Nuclear Regulatory Commission
Washington, D.C. 20555

**SUBJECT: Application for Approval of Indirect Transfer of Control
Export License No. XSNM3807 (Docket No. 110-06337)
Export License No. XSOU8832/02 (Docket No. 110-06144)
Export License No. XSOU8839/01 (Docket No. 110-06201)**

Pursuant to 10 C.F.R. Section 110.50(d) and Section 184 of the Atomic Energy Act, Compagnie Daher SA ("Daher") and Orano SA ("Orano") (collectively, the "Applicants") request written approval by the U.S. Nuclear Regulatory Commission ("NRC") for the proposed indirect transfer of control of NRC Export License Nos. XSNM3807, XSOU8832/02, and XSOU8839/01 (the "Licenses"). The Licenses are held by Daher's wholly-owned U.S. subsidiary, Transport Logistics International, Inc. ("TLI" or the "Licensee").

The indirect transfer of control would occur upon the closing of a planned transaction (the "Closing") under which Orano's wholly-owned subsidiary, Orano Nuclear Packages and Services S.A.S. ("Orano NPS"), would indirectly acquire 100% of the ownership interests in certain companies, including TLI, from Daher's wholly-owned subsidiary, Daher Technologies S.A. ("Daher Technologies"). At Closing, Orano, through Orano NPS, would become the new indirect parent of TLI. Shortly after the Closing, Orano intends to undertake an internal restructuring under which it is contemplated that 100% of the shares of TLI would be transferred from Orano NPS's new wholly-owned subsidiary, DNT GmbH, to TN Americas LLC. Orano NPS and TN Americas LLC are each 100% wholly-owned by Orano, their ultimate parent company (refer to attached organization charts), so at all times post-Closing, TLI would remain an indirect, wholly-owned subsidiary of Orano. Post-Closing, as with pre-Closing, TLI would still hold the Licenses, with all the same employees, equipment, facilities, personnel and procedures in place related to licensed activities. The only material change is that the Licensee would now be indirectly controlled by Orano instead of Daher. The Licensee's EIN number would also remain the same. Attachment 1 provides the license transfer application, with more information about the planned transaction. Attachment 2 presents simplified pre- and post-Closing organizational charts.¹

Daher, through Daher Technologies, is a nuclear logistics provider offering integrated services including engineering, project management, and operations. Daher's subsidiary and the NRC Licensee, TLI, is a front end freight forwarding company offering integrated services worldwide to the front and back-end sectors of the nuclear fuel cycle. As part of its business, it maintains the following facilities: (1) UF₆ cylinder storage service center in Kevil, Kentucky; (2) transportation services based in Fulton, Maryland; and (3) engineering services based in Fulton, Maryland,

¹ Note, the organizational charts show more intermediate companies associated with this transaction than described in the application for informational purposes.

Columbia, South Carolina, and Denver, Colorado, to develop and design nuclear packaging to transport radioactive materials. The Licenses are held by TLI's facility in Fulton, Maryland to support TLI's transport services abroad.

Orano is headquartered in Châtillon, Hauts-de-Seine, France and is a global nuclear services provider offering products and services across the nuclear fuel cycle, including mining, dismantling, conversion, enrichment, recycling, logistics, and engineering. Orano is also a "known entity" to the NRC. Orano's U.S. subsidiary, Orano USA LLC (formerly AREVA Nuclear Materials, LLC), is headquartered in Bethesda, Maryland, and provides technology and services for nuclear facility decommissioning, used fuel management, federal site clean-up and closure, and the sale of uranium, conversion, and enrichment services to the U.S. commercial and government markets. There are a number of NRC licenses, approvals, and certifications currently and previously held by Orano companies operating in the U.S., presently consisting of a number of NRC Certificates of Compliance for nuclear casks, including Certificates of Compliance Nos. 72-1004, 72-1021, 72-1027, 72-1029, 72-1030, and 72-1042 held by TN Americas LLC, as well as Certificates of Compliance Nos. 9184, 9295, 9305, 9328, 9341, and 9379 held by Orano Federal Services LLC.

The Applicants expect the transaction to close upon receipt of regulatory approvals. The Applicants therefore respectfully request the NRC's expedited review and written approval of this planned license transfer by **July 7, 2021**, or sooner, if possible, to support the closing schedule. The Applicants further request prompt posting of this application to the NRC website for the 30-day comment period.

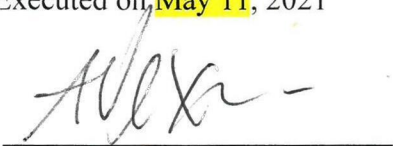
If you have any questions or comments pertaining to this transaction, please contact Daher's counsel for nuclear regulatory matters, Amy Roma, at Hogan Lovells US LLP (202-637-6831/amy.roma@hoganlovells.com).

Enclosures: Attachment 1, License Transfer Application
 Attachment 2, Simplified Organizational Chart Describing the Transaction

cc: Amy Roma, Hogan Lovells US LLP
 Wendy Lichtenberg, Transport Logistics International, Inc.
 Robert Strang, Transport Logistics International, Inc.

I declare under penalty of perjury under the laws of the United States of America that to the best of my knowledge the information contained in the license transfer application pertaining to Orano Group and its affiliates is true and correct.

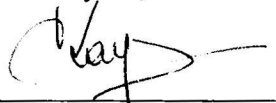
Executed on May 11, 2021

A handwritten signature in black ink, appearing to read 'Amir Vexler', is written over a horizontal line.

Amir Vexler
President of TN Americas and CEO of Orano USA LLC
amir.vexler@orano.group

I declare under penalty of perjury under the laws of the United States of America that to the best of my knowledge the information contained in the license transfer application pertaining to Daher Group and its affiliates, including Transport Logistics International, Inc., is true and correct.

Executed on May 11, 2021

A handwritten signature in black ink, appearing to read 'Kayat', is written over a horizontal line.

Didier KAYAT

Chief Executive Officer

Compagnie Daher SA

Paris Orlytech, 1 allée Maryse Bastié, 91325 Wissous Cedex, FRANCE

Attachment 1

License Transfer Application

This information is submitted consistent with Chapter 5 (Change of Control) and Appendix E (Information Needed for Transfer of Control Application) of the U.S. Nuclear Regulatory Commission's guidance document NUREG-1556, Vol. 15, Rev. 1, *Consolidated Guidance About Materials Licenses: Guidance About Changes of Control and About Bankruptcy Involving Byproduct, Source, or Special Nuclear Materials Licenses*.

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 request is due to a name change only.

Transport Logistics International, Inc. ("TLI" or the "Licensee") holds NRC Export License Nos. XSNM3807, XSOU8832/02, and XSOU8839/01 (the "Licenses"). TLI is indirectly wholly-owned by Daher Technologies S.A. ("Daher Technologies"), which is in turn, a wholly-owned subsidiary of Compagnie Daher SA ("Daher").

Pursuant to a planned transaction, Daher Technologies intends to sell certain companies that include the Licensee to Orano Nuclear Packages and Services S.A.S. ("Orano NPS"), a wholly-owned subsidiary of Orano SA ("Orano"). At closing of the transaction, Orano, through Orano NPS, would become the new indirect parent of TLI. Shortly after the Closing, Orano intends to undertake an internal restructuring under which it is contemplated that 100% of the shares of TLI would be transferred from Orano NPS's new wholly-owned subsidiary, DNT GmbH, to TN Americas LLC. Orano NPS and TN Americas LLC are each 100% wholly-owned by Orano, their ultimate parent company, so at all times post-Closing, TLI would remain an indirect, wholly-owned subsidiary of Orano. The Licensee's EIN number would also remain the same. Attachment 2 presents simplified pre- and post-closing organizational charts detailing these steps.

The planned transaction will not impact the day-to-day operation of the Licensee. Post-closing, TLI would still hold the Licenses, with all the same employees, equipment, facilities, personnel and procedures in place related to licensed activities. The only material change is that the Licensee would now be indirectly controlled by Orano instead of Daher.

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

There are no planned changes in personnel or duties that relate to the licensed programs.

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

There are no such changes planned in connection with the transaction.

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.

The status of the Licensee's regulated equipment and radiation safety programs will not change in connection with the transaction. There is no known contamination. All calibrations, leak tests, area surveys, wipe tests, training, quality control, and related records are current.

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.

DFP or financial assurance instruments are not required under the Licenses.

6. Confirm that all records concerning the safe and effective decommissioning of the facility will be transferred to the transferee or to the regulator, as appropriate. These records include documentation of surveys of ambient radiation levels and fixed and/or removable contamination, including methods and sensitivity.

The Applicants confirm that such records will remain with the Licensee, that they are current, and that they will be current at the time of the transfer.

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.

The Applicants confirm that they have agreed to the change in control over the Licensee. There are no open inspection items pertaining to the Licenses.

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 confirms that the NRC Licensee, and to the extent necessary, the transferee, will continue to abide by all constraints, conditions, requirements, representations and commitments identified in and attributed to the existing Licenses post-closing.

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.

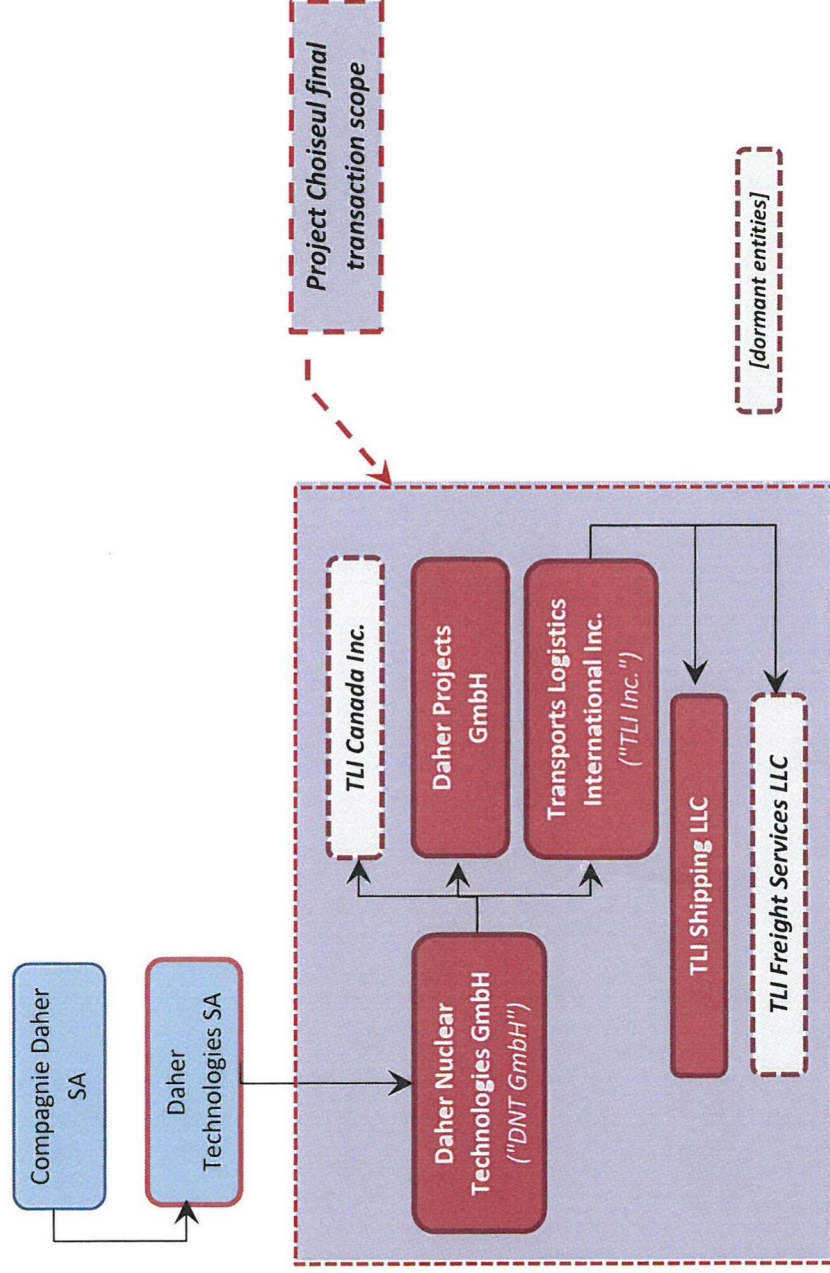
This question is not applicable for these Licenses.

Attachment 2

Simplified Organizational Charts Describing the Transaction

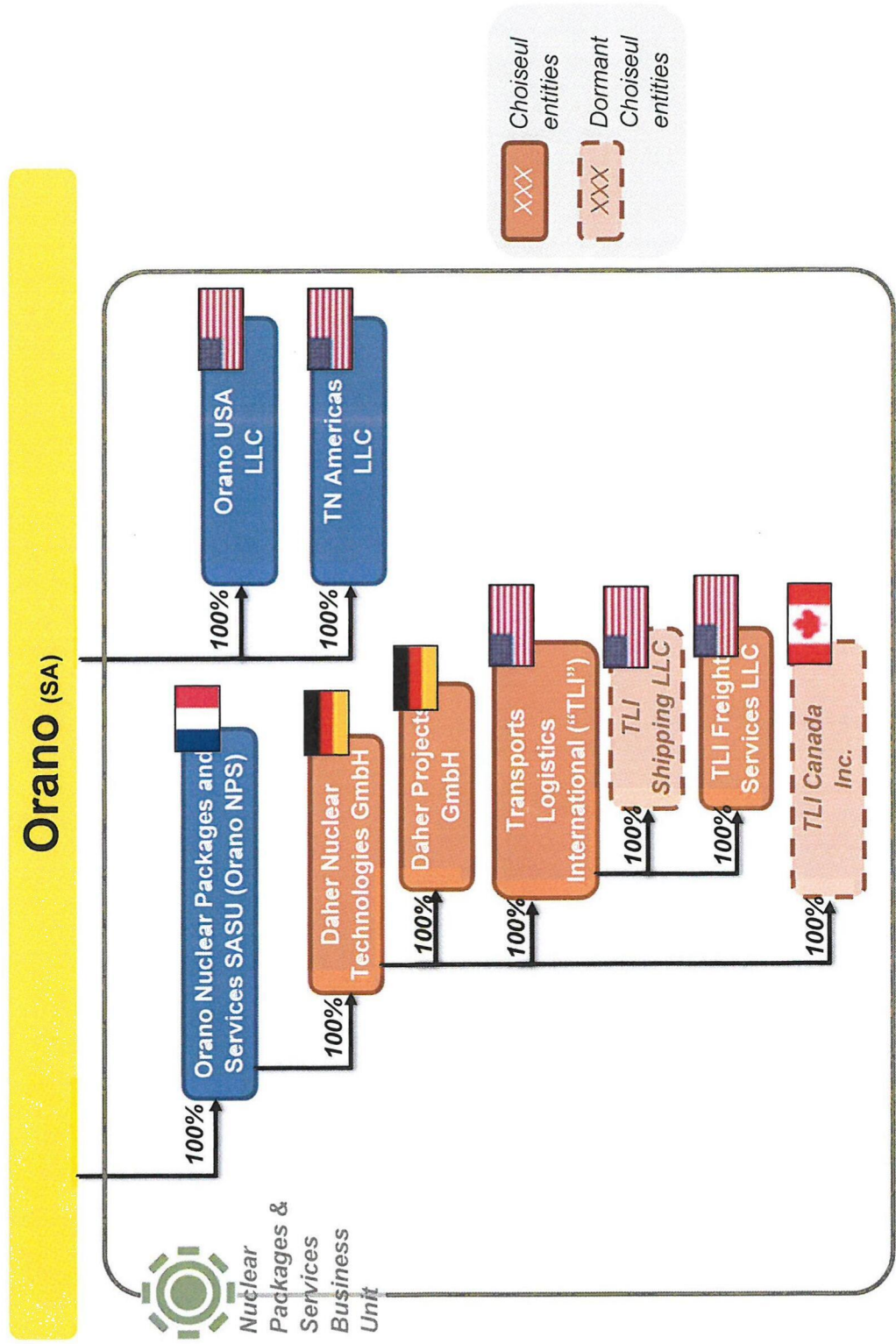
Simplified Organizational Charts Describing the Transaction

Choiseul Transaction Perimeter – prior to Closing



Expected perimeter – Step 1: after Closing before internal reorganisation

(Legal Chart of relevant Orano Group companies, as at January 1st 2021, with Choiseul entities)



Expected perimeter – Step 2: after Closing after internal reorganisation

