



State of Utah

GARY R. HERBERT
Governor

GREG BELL
Lieutenant Governor

Department of
Environmental Quality

Amanda Smith
Executive Director

DIVISION OF RADIATION CONTROL
Rusty Lundberg
Director

February 28, 2011

CERTIFIED MAIL
(Return Receipt Requested)

David C. Frydenlund, Vice President, Regulatory Affairs and Counsel
Denison Mines (USA) Corp.
1050 17th Street
Suite 950
Denver, CO 80265

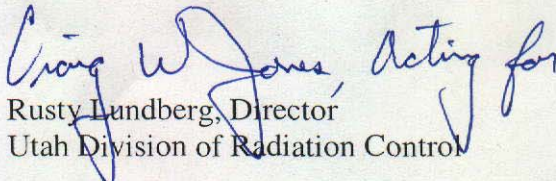
Subject: Final Memorandum of Agreement between DRC and Denison Mines (USA) Corp.
Regarding URS Services for the White Mesa Nitrate Contamination Investigation
Work Plan Review

Dear Mr. Frydenlund:

A copy of the Final and Executed Memorandum of Agreement between the Utah Division of
Radiation Control and Denison Mines (USA) Corp. is enclosed.

If you have any questions or concerns regarding this transmittal, please contact Tom Rushing at
(801) 536-0080.

Sincerely,


Rusty Lundberg, Director
Utah Division of Radiation Control

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MEMORANDUM OF AGREEMENT
BETWEEN
UTAH DIVISION OF RADIATION CONTROL
AND
DENISON MINES (USA) CORP.

I. General

The Utah Division of Radiation Control (DRC) and Denison Mines (USA) Corp. (DUSA) hereby enter into this Memorandum of Agreement (MOA).

- A. DUSA owns and operates a uranium mill tailings facility near Blanding, Utah.
- B. This MOA pertains to project tasks associated with the following:
 - 1) DUSA Nitrate Investigation Report dated December 30, 2009.
 - 2) DRC Notice of Additional Required Action, dated October 5, 2010.
 - 3) DRC / DUSA Tolling Agreement, dated December 15, 2010.
 - 4) DRC review of the DUSA February 18, 2011 "Work Plan and Schedule for Supplemental Contaminant Investigation Report for White Mesa Mill Nitrate Investigation" (hereinafter "Work Plan"). Said DRC review shall hereafter be referred to as Phase 1.
- C. This agreement may be extended or modified to include other identified project tasks or phases of activity, if expressly agreed to in writing by both parties to this agreement at least 30 days prior to its expiration date.
- D. Per discussion during a meeting between DRC and DUSA on February 14, 2011 (Meeting), comments related to the initial work plan will be submitted to DUSA by March 21, 2011. This is 30 days from the submittal of the amended initial work plan received by DRC on February 18, 2011. Therefore, item 4 of the 12/15/2010 Tolling Agreement between DRC and DUSA will be March 21, 2011 instead March 15, 2011 based on agreements during the Meeting. DRC does acknowledge that the original work plan was submitted on February 14, 2011, via hand delivery during the Meeting; however, during the Meeting, it was identified that certain revisions to one or more figures in the work plan were required and that laboratory QA/QC issues associated with isotopic sample collection and analysis had not been specifically addressed in the February 14, 2011 version. DUSA agreed to address these issues in the amended work plan submitted on February 18, 2011.

II. Duration

This MOA will become effective immediately upon signature by DUSA and DRC.

This MOA will expire on June 21, 2011.

The DEQ fee schedule allows for reimbursement of actual costs of special projects.

III. Agreement

DRC agrees to:

- A. Engage the services of URS Corporation to accomplish Phase 1 of the project under the current contract (State Contract No. 046317), according to the agreed upon tasks and total costs in Table 1, below

Table 1. URS Task and Cost Summary For Phase 1*

Task Description	Hours
Attend 4 DWQ Meetings	20
Review and discuss historical documents from DWQ website	48
Review the initial Work Plan and produce comments	36
Conduct two teleconference calls with the state DEQ/DRC	7
Conduct one teleconference call with Denison Mines (USA) Corp. (approximately 7 work days after review start)	5
Review the final work plan	7
Subcontract and payment for M. Singleton for isotopic analysis/review	6
Contract IDWA Management	12
	Total Hours
	141
	Total Cost (up to)
	\$17,704

* Tasks and costs per an e-mail from URS, received by DRC on 2/15/2011 (Included as Attachment A of this MOA).

B. Provide DUSA with:

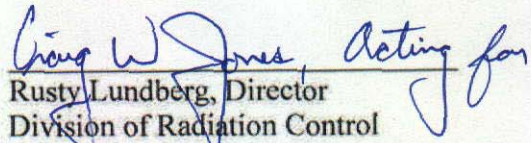
- 1) A telephone conference call with DRC and URS to share preliminary impressions and observations regarding review of the initial work plan (to be arranged approximately 7 days after beginning work plan review),
- 2) A final report of findings (observations and requests for additional information) regarding the Revised Work Plan, on or before March 21, 2011, and,
- 3) Any URS invoices for services rendered on this project, including hours expended, hourly rates and job classification of URS staff involved, and a breakdown of any other expenses incurred during project completion.

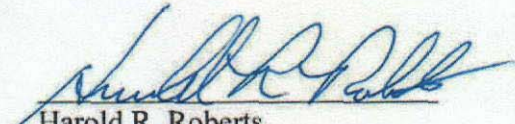
C. Bill DUSA for URS work efforts expended in completion of the total project, up to \$17,704. These costs are based on the work element and schedule assumptions found in Table 1 above. This agreement may be amended, for any reason, after consent by both parties.

DUSA Agrees to:

Provide DRC with timely payment of any invoice for URS Corporation consulting services related to completion of the activities, referenced above.

SIGNATURES:


Craig W. Jones, Acting for
Rusty Lundberg, Director
Division of Radiation Control


Harold R. Roberts
Executive Vice President, US
Operations
Denison Mines (USA) Corp.

2-28-2011
Date

Feb. 25, 2011
Date

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URS Scope of Work for UDRC: Review of Denison Mines Reports

EFFORT BY TASK

EFFORT BY PERSON

	Totals		Totals
1) Attend 4 DWQ Meetings (2 meetings already attended)	20	Robert Baird	17
2) Review and discuss historical documents from DWQ web site	48	Paul Bitter	38
		Jeremy Cox	44
3) Review draft work plan and produce comments	36	M Singleton	28
4) Two Teleconference calls with state DWQ	7	Admin	14
5) One teleconference call with Denison	5	Total hours	141
		Total Cost	\$ 17,704
6) Review final work plan	7		
7) Subcontract and payment for M Singleton for isotope analysis consultation	6		
8) Contract IDWA management	12		
Total hours	141		
Total Cost	\$ 17,704		