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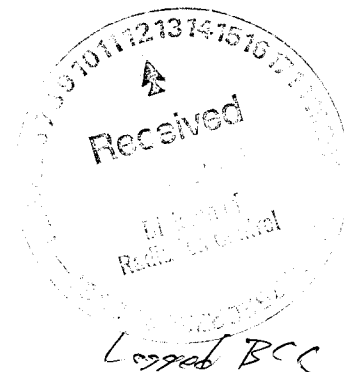
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June 11, 2008

VIA FEDERAL EXPRESS

Mr. Dane L. Finerfrock
Executive Secretary
Utah Radiation Control Board
State of Utah Department of Environmental Quality
168 North 1950 West
Salt Lake City, UT 84114-4850



Dear Mr. Finerfrock:

**Re: Request for Amendment of Radioactive Materials License UT100479
Construction of Tailing Cell 4B**

This is written to transmit a formal request by Denison Mines (USA) Corp. ("Denison") to amend its Radioactive Materials License No. UT100479. Denison is seeking an amendment to its License to construct, operate and (when operations are complete) reclaim a proposed new tailings impoundment at its White Mesa Mill. The construction of Cell 4B is an essential element of future operations at the White Mesa Mill as its construction is necessary in order to continue providing sufficient impoundment surface area for the evaporation of Mill process water, and to provide additional tailings capacity which is necessary to accommodate the tailings volume associated with routine ore processing operations. While the new cell has not yet been constructed, it was contemplated, described and assessed previously, being a critical component of the initial 1978 NRC-FEIS and attendant licensing of the facility. More specifically, the initial environmental analysis and license application for the facility contemplated six tailings cells, currently existing cells 1, 2 and 3, as well as 3 additional 80 acre cells, Cells 4, 5 and 6. With the recent construction of Cell 4A (40 acres), Cell 4B will consume the second 40 acres of the previously authorized 80 acre Cell 4. The design specifications for Cell 4B submitted to the Division of Radiation Control (DRC) on December 8, 2007 in a report entitled *Cell 4B Design Report, White Mesa Mill Blanding Utah*, Geosyntec Consultants. In addition, the environmental implications of the construction of Cell 4B has been assessed in a separate report submitted to DRC on April 30, 2007 entitled *Environmental Report In Support of Construction of Cell 4B, White Mesa Uranium Mill Blanding Utah* prepared by Denison.

In accordance with R313-22-33, in order for an Application to be approved by the Executive Secretary it must be demonstrated by the Applicant and determined by the Executive Secretary that:

- (a) the applicant and all personnel who will be handling the radioactive material are qualified by reason of training and experience to use the material in question for the purpose requested in accordance with these rules in a manner as to minimize danger to public health and safety or the environment;
- (b) the applicant's proposed equipment, facilities, and procedures are adequate to minimize danger to public health and safety or the environment;
- (c) the applicant's facilities are permanently located in Utah, otherwise the applicant shall seek reciprocal recognition as required by Section R313-19-30;
- (d) the issuance of the license will not be inimical to the health and safety of the public;
- (e) the applicant satisfies applicable special requirements in Sections R313-22-50 and R313-22-75, and Rules R313-24, R313-25, R313-32, R313-34, R313-36, or R313-38; and
- (f) To the extent the original siting of the mill has resulted in any environmental costs, the executive secretary will be able to conclude, after weighing the environmental, economic, technical and other benefits against such environmental costs and considering available alternatives that the actions called for is the issuance of the proposed License Amendment.

With regard to the forgoing requirements of R313-22-33, Denison's License Renewal Application dated February 28, 2007, provided the information required above and is incorporated here by reference.

In addition to these requirements, R313-24-3, requires that each new license application, renewal, or major amendment shall contain an environmental report describing the proposed action, a statement of its purposes, and the environment affected. The environmental report shall present a discussion of the following:

- (a) An assessment of the radiological and nonradiological impacts to the public health from the activities to be conducted pursuant to the license or amendment;
- (b) An assessment of any impact on waterways and groundwater resulting from the activities conducted pursuant to the license or amendment;
- (c) Consideration of alternatives, including alternative sites and engineering methods, to the activities to be conducted pursuant to the license or amendment; and
- (d) Consideration of the long-term impacts including decommissioning, decontamination, and reclamation impacts, associated with activities to be conducted pursuant to the license or amendment.

In order to fulfill the requirements of R313-24-3 Denison prepared and submitted to DRC an Environmental Report to assess and support the construction of Cell 4B. As such, the forgoing assessments and considerations have been completed/evaluated and were included in the *Environmental Report In Support of Construction, Tailings Cell 4B, White Mesa Mill Blanding, Utah* which was provided to DRC on April 30, 2008.

In addition to addressing the above-cited requirements by means of its License Renewal Application, the *Cell 4B Design Report* and the April, 2008 *Environmental Report In Support of Construction*

Cell 4B , Denison has completed and attached for your review Form DRC-01 to support its request for amendment of Radioactive Materials License UT100479.

If you should have any questions or require further information relative to Denison's License Amendment Request, please contact me.

Yours very truly,



DENISON MINES (USA) CORP.
Steven D, Landau
Manager, Environmental Affairs

Cc. Ron F. Hochstein
Harold R. Roberts
David C. Frydenlund
David E. Turk

Addendum
Application for Amendment
State of Utah Radioactive Materials License No. UT 1900479

This is an Addendum to the Form DRC-01 Application for Amendment of Utah Radioactive Materials License No. UT 1900479 for the White Mesa Uranium Mill ("Mill").

Reference is made to the *Cell 4B Design Report, White Mesa Mill Blanding Utah* prepared by Geosyntec Consultants and submitted to the DRC on December 8, 2007, and the *Environmental Report In Support of Construction of Cell 4B, White Mesa Uranium Mill Blanding, Utah*, prepared by Denison Mines (USA) Corp. and submitted to the Division of Radiation Control (DRC) on April 30, 2008 and all documents incorporated by reference in the documents. This Application for Amendment incorporates by reference the documents cited above as well as there respective Appendices.

The Applicant, Denison (USA) Corp. ("Denison") hereby responds to Items 5 through 11 of Form DRC-01, as follows:

5. RADIOACTIVE MATERIAL TO BE POSSESSED

This amendment request does not impact the types and quantities of radioactive material to be possessed by Denison under the License. As an element of the February, 2007 License Renewal Application the following materials and quantities were listed and remain unaffected by this Amendment:

- An unlimited quantity of natural uranium in any chemical and/or physical form; and
- Byproduct material, as defined in Utah Code Section 19-3-102, in the form of uranium wastes tailings and other uranium byproduct waste generated by Denison's milling operations under the License.

6. PURPOSE FOR WHICH LICENSED MATERAIL WILL BE USED

Denison proposes to continue to operate the Mill and use the licensed material as described in Volume 1, Section 2 and elsewhere in the February, 2007 License Renewal Application, except this Amendment Request adds to the operation tailing Cell 4B for which approval for construction and operation is being requested.

7. INDIVIDUAL(S) RESPONSIBLE FOR RADIATION SAFETY PROGRAM AND THEIR TRAINING AND EXPERIENCE

The Radiation Safety Officer at the Mill, Mr. David E. Turk, is the individual responsible for the radiation safety program at the Mill. Mr. Turk's training and experience were provided with the February, 2007 License Renewal Application and are incorporated here by reference.

8. TRAINING FOR INDIVIDUALS WORKING IN OR FREQUENTING RESTRICTED AREAS

The Mill's training program is described in Volume 1, Section 6.3.3 and elsewhere in the February, 2007 License Renewal Application Documents and is incorporated here by reference.

9. FACILITIES AND EQUIPMENT

The Mill's facilities and equipment are described in detail in Volume 1, Section 4, and elsewhere in the February, 2007 License Renewal Application Documents and are incorporated here by reference.

10. RADIATION SAFETY PROGRAM

The Mill's Radiation Safety Program is described in detail in Volume 1, Section 6.4 and elsewhere in the February, 2007 License Renewal Application Documents and is incorporated here by reference.

11. WASTE MANAGEMENT

The Mill's waste management facilities equipment and programs are described in detail in Volume 1, Section 5, and elsewhere in the February, 2007 License Renewal Application Documents which are incorporated here by reference. The addition of Cell 4B augments the current waste management facilities and is supported here by a Design Report and an Environmental Report.