



CD07-0297

September 7, 2007

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Mr. John D. Kinneman, Chief  
Materials Security and Industrial Branch  
Division of Nuclear Material Security  
U.S. Nuclear Regulatory Commission, Region I  
475 Allendale Road  
King of Prussia, PA 19406-1415

Re: Request for Prior Written Consent to Indirect Transfer of Control of Licenses

Materials License No. 39-23004-01, Docket No. 030-20159  
Materials License No. 06-20775-01, Docket No. 030-22060

Dear Mr. Kinneman:

EnergySolutions, LLC ("EnergySolutions") hereby requests your prior written consent to its revised plans for a reorganization resulting in an indirect transfer of control of the above-captioned licenses. By letter dated March 22, 2007, EnergySolutions requested your prior written consent to an indirect transfer of control resulting from a planned corporate restructuring to be made in anticipation of an Initial Public Offering ("IPO"). This IPO was originally planned for earlier this year, and your written consent was provided by your letter dated April 2, 2007.

Throughout the last several months, EnergySolutions has been working with other regulators to finalize its plans for the IPO, including filings and dialogue with the Securities Exchange Commission (SEC) and the Internal Revenue Service (IRS). In connection with efforts to obtain a private letter ruling from the IRS regarding tax issues that are essential to the transaction, EnergySolutions has determined that its reorganization plans need to be revised.

EnergySolutions's previous plans regarding its ownership structure after the reorganization were reflected in simplified organization charts provided as Attachment 1 to its March 22, 2007 application. The enclosed Revised Attachment 1 shows the current ownership structure and the revised post-restructuring ownership structure that would be implemented prior to the IPO. There are no other changes to the March 22, 2007 application that was previously approved. However, because the corporate ownership structure is different from that which was previously approved, EnergySolutions respectfully requests that you issue a new approval providing your prior written consent so that EnergySolutions may be permitted to consummate the transaction as currently planned.

141073/141074

NMSS/RGN1 MATERIALS-002



EnergySolutions would like to implement its plans and conduct the IPO in October. As such, EnergySolutions respectfully asks that this request for prior written consent be reviewed and that such consent be provided expeditiously. If you have any questions or comments, please contact Tye Rogers at 801.649.2114, email: [trogers@energysolutions.com](mailto:trogers@energysolutions.com).

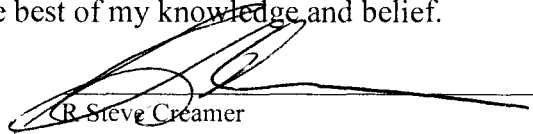
Sincerely,



R. Steve Creamer  
President and Chief Executive Officer


**AFFIRMATION**

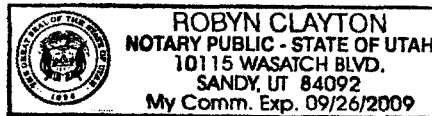
I, R Steve Creamer, being duly sworn, hereby depose and state that I am President and Chief Executive Officer of EnergySolutions, LLC; that I am familiar with the content of the attached "Simplified Organization Charts" together with its cover letter; and that the matters set forth therein are true and correct to the best of my knowledge and belief.

  
R Steve Creamer

STATE OF UTAH                                 )  
  )  
COUNTY OF SALT LAKE                     )

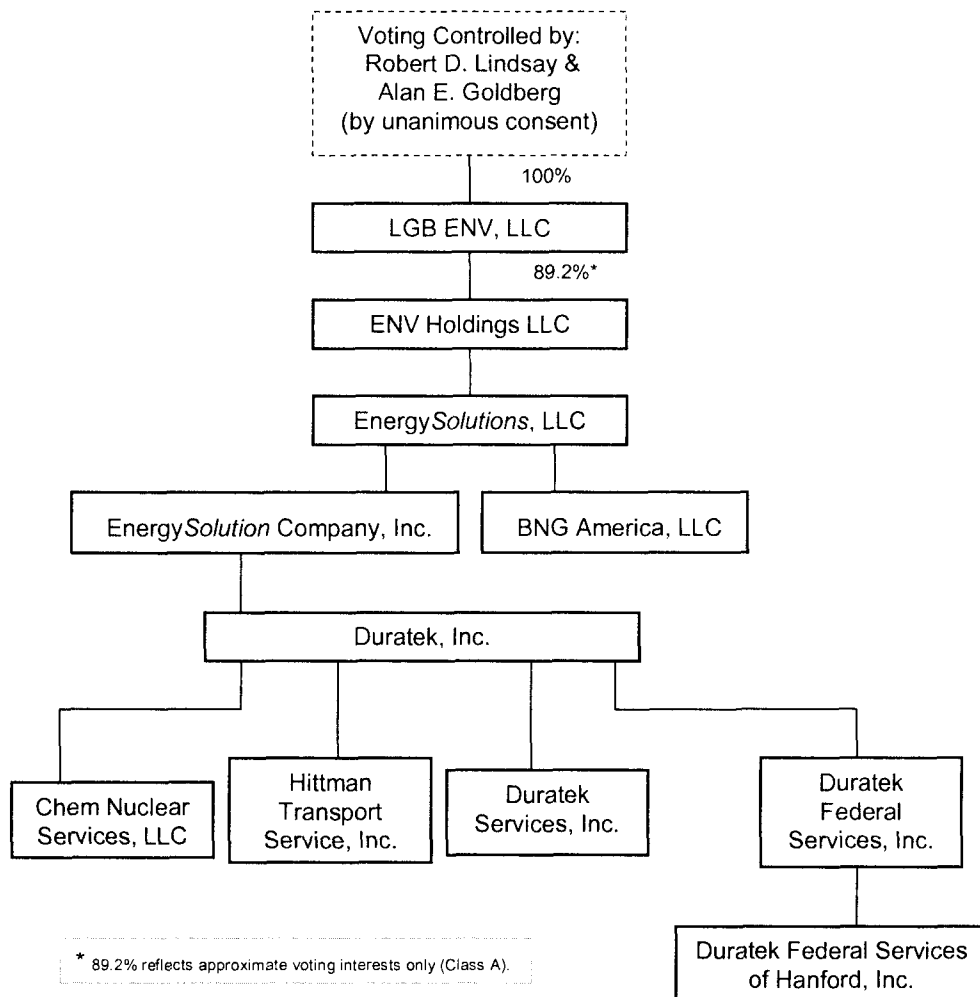
Subscribed and sworn to me, a Notary Public, in and for the State of Utah, this 10 day of September, 2007.

  
\_\_\_\_\_  
Notary Public in and for the State of Utah



## REVISED ATTACHMENT 1

### SIMPLIFIED ORGANIZATION CHART – CURRENT ENERGYSOLUTIONS, LLC



# **SIMPLIFIED ORGANIZATION CHART – POST-REORGANIZATION ENERGYSOLUTIONS, INC.**

