

Morgan Lewis

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February 9, 2018

Via Electronic Mail

Esther Houseman, Esq.
Anita Ghosh, Esq.
U.S. Nuclear Regulatory Commission
One White Flint North
11555 Rockville Pike
Rockville, MD 20852

Subject: Request for Threshold Determination – Supporting Information

Dear Mses. Houseman and Ghosh:

On February 5, 2018, Westinghouse Electric Company LLC (“Westinghouse”) requested a Threshold Determination that the acquisition by Brookfield WEC Holdings LLC (or one of its affiliates, collectively “BWH”) of Toshiba Nuclear Energy Holdings (US) Inc. (“TNEH US”) would not constitute an indirect transfer of control over Westinghouse’s licenses requiring prior written consent pursuant to Section 184 of the Atomic Energy Act of 1954 and 10 C.F.R. 70.36(a).

That request for Threshold Determination referenced and quoted sections of a Stock Purchase Agreement (“SPA”) between BWH and Toshiba Corporation, the ultimate parent of WEC and TNEH US. Provided with this letter for your review are the fully executed SPA and an accompanying affidavit of Mr. Kei Nishida supporting this request that the SPA be withhold from public disclosure pursuant to 10 CFR 2.390.

Morgan, Lewis & Bockius LLP

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Washington, DC 20004
United States

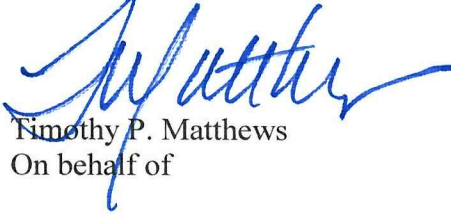
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Please let us know if you have any questions regarding either the SPA or the request for Threshold Determination.

Sincerely,



Timothy P. Matthews

On behalf of

WESTINGHOUSE ELECTRIC COMPANY LLC

Encl.

1. Stock Purchase Agreement, dated January 17, 2018
2. 10 CFR 2.390 Affidavit of Kei Nishida, dated February 9, 2018

cc:

Raphael P. Kuyler, Esq.

Robert W. Warnement, Esq.

Jay Silberg, Esq