



December 7, 2021

ES-2021-008

U.S. Nuclear Regulatory Commission
ATTN: Document Control Desk
Washington, D.C. 20555-0001

10 CFR 50.80
10 CFR 72.50
10 CFR 110.50(d)
10 CFR 30.34(b)

SUBJECT: Application for Order Approving the Indirect Transfer of Control of:
License Nos. DPR-39 and DPR-48 (Docket Nos. 50-295, 50-304 and 72-1037) (Zion)
License No. DPR-73 (Docket No. 50-320) (TMI-2)
License No. DPR-45 (Docket No. 50-409 and 72-046) (La Crosse)
Radioactive Materials License No. 39-35044-01 (Docket Nos. 030-39013, 030-38619)
Export Licenses XW010 (Docket No. 11005620) and XW018 (Docket No. 11005897)

In accordance with Section 184 of the Atomic Energy Act, 10 CFR 30.34(b), 50.80, 72.50, and 110.50(d), EnergySolutions, LLC (EnergySolutions or the Applicant), on behalf of itself and its wholly owned subsidiaries that hold the above-referenced licenses (the Licensed Subsidiaries or the Licensees), hereby requests U.S. Nuclear Regulatory Commission (NRC) consent to an indirect transfer of control of the licenses (collectively, the Licenses). The indirect transfer of control of the Licenses will occur as a result of a Stock Purchase Agreement dated November 16, 2021 among the current principal shareholders of the Applicant's parent company Rockwell Holdco, Inc. (Rockwell) and other investors. Rockwell is currently 58% owned and controlled by passive investment funds affiliated with Energy Capital Partners GP II, LP (ECP), and 40% owned by passive investment funds affiliated with TriArtisan ES Partners LLC (TriArtisan). As described in the enclosed application (the Application), through the proposed transaction, passive investment funds affiliated with TriArtisan will acquire majority ownership of Rockwell and governance control.

The closing of the transaction is expected to take place at the end of the first quarter of 2022. Accordingly, Applicant respectfully requests the NRC's review and written consent to the proposed indirect transfer by March 31, 2022 or sooner if possible.

This upstream corporate ownership transaction will not affect the operations of the Applicant or the Licensed Subsidiaries. The Licensed Subsidiaries will maintain responsibility for all licensed activities, including responsibility under the Licenses to complete decommissioning of the facilities pursuant to NRC regulations. The transaction will not affect the technical and financial qualifications of the Licensed Subsidiaries, nor result in any impermissible foreign ownership, control or domination. Following the closing of the transaction, the same legal entities will remain the Licensees for the subject facilities and their names will not change. Thus, no conforming license amendments are necessary.

NOTE: ATTACHMENT 1, ENCLOSURE 1A TO THIS LETTER CONTAINS "~~CONFIDENTIAL FINANCIAL INFORMATION~~" AND MUST BE PROTECTED ACCORDINGLY. UPON SEPARATION OF ATTACHMENT 1, ENCLOSURE 1A, THIS LETTER IS "DECONTROLLED."

NMSS01
NMSS26
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The parties may make adjustments to the proposed transaction structure for financial or efficiency reasons, but such changes are not expected to alter the basic scope of the proposed transfer action. Nonetheless, if any adjustments to the transaction structure are made, the Applicant will promptly supplement this Application.¹

Information pertaining to the proposed indirect transfer of control of the Licenses, including the information required under 10 CFR 30.34(b), 10 CFR 50.80, 10 CFR 72.50, and 10 CFR 110.50(d), is included in the Application at Attachment 1 and the respective Enclosures. The indirect transfer arises from the transaction described in the Stock Purchase Agreement enclosed with the Application as Enclosure 1A of Attachment 1. Enclosure 1A contains confidential commercial proprietary information. The Applicant requests that this information be withheld from public disclosure pursuant to 10 CFR 2.390, as described in the Affidavit provided in Enclosure 3. A redacted version of the document, suitable for public disclosure, is provided in Enclosure 1B. Enclosure 2 provides organizational charts showing the illustrative corporate structure and ownership before and after the proposed transaction. There are no regulatory commitments in this correspondence.

Service upon the Applicant of any notices, comments, hearing requests, intervention petitions, or other pleadings should be made to:

For EnergySolutions:

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¹ EnergySolutions is in the process of seeking NRC consent to a transfer of control of the licenses for the shutdown Kewaunee Power Station (KPS) and associated ISFSI. EnergySolutions and Dominion Energy Kewaunee (DEK) submitted a license transfer application to the NRC on May 10, 2021, and that application is pending. Once the KPS transaction is complete, the license for KPS will be controlled by the Applicant through a wholly owned subsidiary as described in the May 10, 2021 application. Should the KPS transfer be completed prior to the NRC's action on this proposed indirect transfer, Applicant will promptly supplement this application to reflect that change.

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In addition, please place Mr. Workman, Mr. van Noordennen, and Mr. Stenger on the NRC correspondence distribution for all correspondence related to the Application.

Sincerely,



Kenneth W. Robuck
President and Chief Executive Officer
EnergySolutions, LLC

Attachments:

1. Application for Order Approving Indirect Transfer of Control of Licenses

cc w/o Enclosures 1A & 1B:

Regional Administrator - NRC Region I
Regional Administrator - NRC Region III
U.S. NRC Project Manager, - Three Mile Island Unit-2
U.S. NRC Senior Project Manager - Zion Nuclear Power Station
U.S. NRC Senior Project Manager - La Crosse Boiling Water Reactor
Illinois Emergency Management Agency - Division of Nuclear Safety
PA Nuclear Safety Division, Bureau of Radiation Protection, Department of
Environmental Protection
PA Decommissioning and Environmental Surveillance Division, Bureau of Radiation
Protection, Department of Environmental Protection
Division of Energy Regulation, Wisconsin Public Service Commission
Radiation Protection Section, Bureau of Environmental and Occupational Health,
Division of Public Health Wisconsin Department of Health Services

AFFIRMATION

I, Kenneth W. Robuck, state that I am the President and Chief Executive Officer of EnergySolutions, LLC (EnergySolutions) and Chief Executive Officer and President of Rockwell Holdco, Inc., and that I am duly authorized to execute and file this application on behalf of EnergySolutions and its affiliates. To the best of my knowledge and belief, the statements contained in this document with respect to EnergySolutions and its affiliates are true and correct. To the extent that these statements are not based on my personal knowledge, they are based upon information provided by employees and/or consultants of the company. Such information has been reviewed in accordance with company practice, and I believe it to be reliable.

I declare under penalty of perjury that the foregoing is true and correct:

Executed on December 7, 2021.

K. W. Robuck