



UNITED STATES  
NUCLEAR REGULATORY COMMISSION  
WASHINGTON, D.C. 20555-0001

May 3, 2022

EA-22-024

Kenneth W. Robuck  
President and Chief Executive Officer  
EnergySolutions, LLC  
121 West Trade Street, Suite 2700  
Charlotte, North Carolina 28202

SUBJECT: FACILITY LICENSE NOS. DPR-39, DPR-48, DPR-73, DPR-45, AND DPR-43  
AND THE GENERAL LICENSES FOR THE ASSOCIATED INDEPENDENT  
SPENT FUEL STORAGE INSTALLATIONS; RADIOACTIVE MATERIALS  
LICENSE NO. 39-35044-01; AND EXPORT LICENSES XW010/04 AND  
XW018/01 – ORDER APPROVING INDIRECT TRANSFER OF CONTROL  
(EPID L-2021-LLO-0003)

Dear Mr. Robuck:

By application dated December 7, 2021, as supplemented by letters dated March 30, 2022, and April 18, 2022 (Agencywide Documents Access and Management System (ADAMS) Accession Nos. ML21344A114, ML22091A275, and ML22110A030, respectively), EnergySolutions, LLC (EnergySolutions, the Applicant), on behalf of itself and its wholly-owned subsidiaries, requested that the U.S. Nuclear Regulatory Commission (NRC) consent to the indirect transfer of control of the following licenses to the extent that the licenses may be held by the Applicant or its wholly-owned subsidiaries at the time of the indirect transfer:

1. Facility Operating License Nos. DPR-39 and DPR-48 for Zion Nuclear Power Station (ZNPS), Units 1 and 2, respectively, and the general license for the ZNPS independent spent fuel storage installation (ISFSI) located in Zion, Illinois. The ZNPS licenses are currently held by the Applicant's licensed subsidiary, ZionSolutions, LLC, a wholly-owned special purpose subsidiary under the Applicant, for the purpose of decommissioning the site. However, there is a pending NRC order approving the transfer of the ZNPS licenses from ZionSolutions, LLC to Exelon Generation Company, LLC (ADAMS Accession No. ML21229A027). If EnergySolutions does not indirectly hold the ZNPS licenses at the time of the closing of the proposed indirect license transfer, then the ZNPS licenses shall not be transferred as part of the indirect license transfer.
2. Possession Only License No. DPR-73 for Three Mile Island Nuclear Station, Unit 2 (TMI-2) located near Middletown, Pennsylvania. The TMI-2 facility and site are owned and operated by the Applicant's licensed subsidiary, TMI-2 Solutions, LLC, a wholly-owned special purpose subsidiary under the Applicant, for the purpose of decommissioning the site.

3. Possession Only License No. DPR-45 for La Crosse Boiling Water Reactor (LACBWR), located on the east bank of the Mississippi River in Vernon County, Wisconsin, and the general license for the LACBWR ISFSI. The LACBWR licenses are currently held by LaCrosseSolutions, LLC, a wholly-owned special purpose subsidiary under the Applicant, for the purpose of decommissioning the site. However, there is a pending NRC order approving the transfer of the LACBWR licenses from LaCrosseSolutions, LLC to Dairyland Power Cooperative (ADAMS Accession No. ML21228A107). If EnergySolutions does not indirectly hold the LACBWR licenses at the time of the closing of the proposed indirect license transfer, then the LACBWR licenses shall not be transferred as part of the indirect license transfer.
4. Renewed Facility Operating License No. DPR-43 for Kewaunee Power Station (KPS), located in the Town of Carlton along the coast of Lake Michigan in Kewaunee County, Wisconsin, and the general license for the KPS ISFSI. The KPS licenses are currently indirectly held by Dominion Nuclear Projects, Inc.; however, there is a pending NRC order approving the transfer of the KPS licenses from Dominion Nuclear Projects, Inc. to EnergySolutions (ADAMS Accession No. ML22014A387). If EnergySolutions does not indirectly hold the KPS licenses at the time of the closing of the proposed indirect license transfer, then the KPS licenses shall not be transferred as part of the indirect license transfer.
5. Radioactive Materials License No. 39-35044-01 for use at temporary job sites to support a variety of possible work scope activities at those sites.
6. Export License XW010/04 for return of radioactive waste to Canada.
7. Export License XW018/01 for return of radioactive waste to Germany.

The Applicant requested that the NRC consent to the indirect transfer of control of these licenses pursuant to Section 184 of the Atomic Energy Act of 1954, as amended, and Title 10 of the *Code of Federal Regulations* Sections 30.34(b), 50.80, 72.50, and 110.50(d) to support a proposed stock purchase transaction involving the current principal shareholders of the corporate parent company of the Applicant and other investors. The Applicant is a wholly-owned subsidiary of EnergySolutions Finance Holdings, LLC, which is a privately held company whose shares are directly owned by EnergySolutions, Inc., which in turn is a privately held company whose shares are directly owned by Rockwell Holdco, Inc. (Rockwell). The indirect transfer arises from a Stock Purchase Agreement dated November 16, 2021. As a result of the transaction, a passive investment fund, TriArtisan ES Partners II LP, established by TriArtisan ES Partners, LLC, TriArtisan ES MM LLC, and TriArtisan Capital Advisors LLC (collectively, TriArtisan Entities), which currently own approximately 40 percent of Rockwell, will own a majority shareholder interest of approximately 88 percent and will have governance control over Rockwell.

The NRC published its notice of consideration of approval of the application in the *Federal Register* on January 21, 2022 (87 FR 3372). The supplemental letter dated March 30, 2022, provided additional information that expanded the scope of the application as originally noticed and, therefore, the NRC published its notice of consideration of approval of the application, as supplemented, in the *Federal Register* on April 8, 2022 (87 FR 20889). The supplemental letter dated April 18, 2022, provided additional information that clarified the application and did not expand the scope of the application as noticed.

The NRC staff has completed its review of the application. Enclosure 1 is the order that consents to the license transfer, subject to the conditions described therein. Enclosure 2 is the NRC staff's safety evaluation related to the application.

The NRC forwarded the order to the Office of the Federal Register for publication.

If you have any questions concerning this action, please contact Jack Parrott at (301) 415-6634 or by e-mail to [Jack.Parrott@nrc.gov](mailto:Jack.Parrott@nrc.gov).

Sincerely,



Signed by Watson, Bruce  
on 05/03/22

Bruce A. Watson, Chief  
Reactor Decommissioning Branch  
Division of Decommissioning, Uranium Recovery  
and Waste Programs  
Office of Nuclear Material Safety  
and Safeguards

Docket Nos:

50-295, 50-304, and 72-1037 (ZNPS)  
50-320 (TMI-2)  
50-409 and 72-046 (LACBWR)  
50-305 and 72-64 (KPS)  
030-39013 (Radioactive Materials License)  
11005620 and 11005897 (Export Licenses)

Enclosures:

1. Order Approving License Transfer  
(EA-22-024)
2. Safety Evaluation

cc:

Russell G. Workman  
General Counsel and Secretary  
EnergySolutions, LLC  
299 South Main Street, Suite 1700  
Salt Lake City, UT 84111  
E-mail: [rgworkman@energysolutions.com](mailto:rgworkman@energysolutions.com)

Gerard P. Van Noordennen  
Senior Vice President Regulatory Affairs  
EnergySolutions, LLC  
121 West Trade Street  
Charlotte, North Carolina 28202  
E-mail: [gpvan Noordennen@energysolutions.com](mailto:gpvan Noordennen@energysolutions.com)

Daniel F. Stenger  
Hogan Lovells US LLP  
555 13th St. NW  
Washington, D.C. 20004  
E-mail: [daniel.stenger@hoganlovells.com](mailto:daniel.stenger@hoganlovells.com)

ZNPS, TMI-2, LACBWR and KPS Listservs

## **ENCLOSURE 1**

***ORDER APPROVING INDIRECT TRANSFER OF  
ENERGYSOLUTIONS, LLC LICENSES FOR:***

***ZION NUCLEAR POWER STATION, UNITS 1 AND 2, LICENSE NOS. DPR-39 AND DPR-48***

***AND THE ASSOCIATED INDEPENDENT SPENT FUEL STORAGE INSTALLATION;***

***THREE MILE ISLAND NUCLEAR STATION, UNIT 2, LICENSE NO. DPR-73;***

***LA CROSSE BOILING WATER REACTOR, LICENSE NO. DPR-45***

***AND THE ASSOCIATED INDEPENDENT SPENT FUEL STORAGE INSTALLATION;***

***KEWAUNEE POWER STATION, LICENSE NO. DPR-43***

***AND ASSOCIATED INDEPENDENT SPENT FUEL STORAGE INSTALLATION;***

***RADIOACTIVE MATERIALS LICENSE NO. 39-35044-01;***

***AND EXPORT LICENSES XW010/04 AND XW018/01***

***DOCKET NOS. 50-295, 50-304, 72-1037, 50-320, 50-409, 72-046, 50-305, 72-64, 030-39013,***

***11005620, and 11005897***

***(EA-22-024)***

## **ENCLOSURE 2**

**SAFETY EVALUATION RELATED TO THE REQUEST FOR  
INDIRECT TRANSFER OF CONTROL OF  
ENERGYSOLUTIONS, LLC LICENSES FOR:  
ZION NUCLEAR POWER STATION, UNITS 1 AND 2, LICENSE NOS. DPR-39 AND DPR-48  
AND THE ASSOCIATED INDEPENDENT SPENT FUEL STORAGE INSTALLATION;  
THREE MILE ISLAND NUCLEAR STATION, UNIT 2, LICENSE NO. DPR-73;  
LA CROSSE BOILING WATER REACTOR, LICENSE NO. DPR-45  
AND THE ASSOCIATED INDEPENDENT SPENT FUEL STORAGE INSTALLATION;  
KEWAUNEE POWER STATION, LICENSE NO. DPR-43  
AND ASSOCIATED INDEPENDENT SPENT FUEL STORAGE INSTALLATION;  
RADIOACTIVE MATERIALS LICENSE NO. 39-35044-01;  
AND EXPORT LICENSES XW010/04 AND XW018/01  
DOCKET NOS. 50-295, 50-304, 72-1037, 50-320, 50-409, 72-046, 50-305, 72-64, 030-39013,  
11005620, and 11005897**

Letter, Order, and SER approving the Indirect Transfer of Licenses held by EnergySolutions - Zion, TMI-2, La Crosse, EnergySolutions Radioactive Materials License, and EnergySolutions Export Licenses DATE May 3, 2022

## DISTRIBUTION:

RidsACRS\_MailCTRResource, ACRS  
 RidsNmssRefsFab, NMSS  
 RidsNmssDuwpRdb, NMSS  
 RidsRgn1MailCenterResource, RGN I  
 RidsRgn3MailCenterResource, RGN III  
 RidsOipMailCenterResource, OIP  
 RidsOpaMailResource, OPA  
 RidsSecyMailCenterResource, SECY  
 KConway, NMSS/DUWP/RDB  
 MDoell, NMSS/DUWP/RDB  
 ASnyder, NMSS/DUWP/RDB  
 SHarwell, NMSS/REFS/FAB  
 SBaker, OIP/ECNB  
 GLanglie, OIP/ECNB  
 EUllrich, R-I/DNMS/CIRAB  
 SBurnell, OPA  
 CNolan, NRR/DRO/IOEB  
 SDennis, OEDO  
 MBurgess, NMSS/MSST/MSEB

## ADAMS Accession No.: ML22076A008; Ltr ML22076A010

\* via email

OFFICE	NMSS/DUWP/RDB	NMSS/REFS/FAB	R-I/DNMS/CIRAB	OIP/ECNB
NAME	JParrott <i>JP</i>	SHarwell <i>SH</i>	EUllrich <i>EU</i>	GLanglie <i>GL</i>
DATE	Mar 17, 2022	Mar 17, 2022	Mar 17, 2022	Mar 17, 2022
OFFICE	NMSS/DUWP/RDB	OGC/GCHA/AGCOR/NLO*	NMSS/DUWP	OIP
NAME	BWatson <i>BW</i>	JWachutka <i>JW</i>	JMarshall <i>JM</i>	DSkeen <i>DS</i>
DATE	Mar 17, 2022	Apr 11, 2022	Apr 12, 2022	Apr 25, 2022
OFFICE	NMSS/PMDA/OMT	NMSS/DUWP/RDB	NMSS	
NAME	PMenefee-Buzdygon <i>PM</i>	BWatson <i>BW</i>	JLubinski <i>JL</i>	
DATE	Apr 26, 2022	May 3, 2022	May 3, 2022	

OFFICIAL RECORD COPY