



CAMCA-13-001

January 18, 2013

Mark Lombard  
Director  
Division of Spent Fuel Storage and Transportation  
Office of Nuclear Material Safety and Safeguards  
U.S. Nuclear Regulatory Commission  
Washington, DC 20555-0001

ATTN: Document Control Desk

Re: Notification of Indirect Transfer of Control

Certificate of Compliance No. 1007  
Certificate of Compliance No. 1026  
Certificate of Compliance No. 9168  
Certificate of Compliance No. 9204  
Certificate of Compliance No. 9276  
Certificate of Compliance No. 9320  
Certificate of Compliance No. 9321

Dear Mr. Lombard:

EnergySolutions, LLC ("ES LLC"), on behalf of itself and its subsidiaries Chem-Nuclear Systems, LLC; EnergySolutions Spent Fuel Division, Inc. (formerly known as BNG Fuel Solutions Corp.); and EnergySolutions Services, Inc. (formerly known as Duratek Services, Inc.), hereby notifies the Nuclear Regulatory Commission ("NRC") of an intended indirect transfer of control of the companies that hold the above-captioned Certificates of Compliance (collectively, the "CoCs"). The indirect transfer of control would result from a proposed transaction whereby the ultimate parent holding company of ES LLC, EnergySolutions, Inc. ("ES"), would be acquired by Rockwell Holdco, Inc. ("Rockwell"), a Delaware corporation that was formed for the purpose of acquiring ES and is held by certain investment fund entities organized by controlled affiliates of Energy Capital Partners II, LLC ("ECP II"), a Delaware limited liability company. ECP II has over \$4 billion of capital commitments under its management and is focused on investing in the power generation, electric transmission, midstream gas, renewable energy, oil field services and environmental services sectors of North America's energy infrastructure.

This Notice is submitted by ES LLC on behalf of itself, its subsidiaries, Rockwell and the other proposed future parent companies. Rockwell is an intermediate holding company held by various affiliated investment funds that are controlled by the general partner, Energy Capital

2105 South Bascom Ave., Suite 316 • Campbell, California 95008  
408.558.3500 • Fax 408.558.3518 • www.energysolutions.com

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Partners GP II, LP (“the Controlling Partner”), a Delaware limited partnership. These investment funds are wholly owned either indirectly or directly by the Controlling Partner and various passive limited partner investors. The Controlling Partner itself is owned by ECP II and various passive limited partner investors, and controlled by ECP II. ECP II is owned by five U.S. citizens (the “ECP II Managing Members”) and their estate planning vehicles, and is controlled by the ECP II Managing Members.

The shares of ES are currently widely held and publicly traded on the New York Stock Exchange. As a result of the transaction, ES’s public stockholders will cease to own shares of ES common stock, and ES will be acquired by Rockwell and will be privately held. The proposed indirect transfer of control does not involve any changes to the existing CoCs.

It is ES LLC’s understanding that no prior written consent is required for the indirect transfer with respect to the CoCs. In 2006, the Office of Nuclear Material Safety and Safeguards confirmed by letter to ES Inc.’s subsidiary Duratek, Inc. that “no written approval would be required” for an indirect transfer of CoC. *See* Letter from Robert A. Nelson, Chief, Licensing Section, Spent Fuel Project Office, Office of Nuclear Material Safety and Safeguards to Patrick L. Paquin, General Manager-Engineering & Licensing, Duratek, Inc. (April 4, 2006) (Accession Number: ML061010365). Provided that the NRC Staff agrees with this conclusion, no further action by NRC is requested in response to this Notice. Unless ES LLC receives notification from the NRC within thirty (30) business days that there is a need for further review regarding the CoCs in connection with this proposed transaction, ES LLC will proceed with the merger once the other required regulatory approvals have been obtained.

Furthermore, this understanding is consistent with public safety, the Atomic Energy Act of 1954, as amended (“AEA”), and NRC Regulations because:

- The purpose of requiring prior approval for a direct CoC transfer is to ensure that any new Quality Assurance (“QA”) Program is implemented correctly to protect public safety. This is not a concern in an indirect transfer because the whole organization – including the QA Programs – is transferred. Accordingly, the existing approved QA Programs continue to be in place.

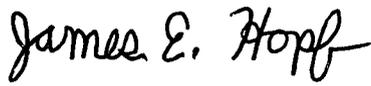
*EnergySolutions* has no planned changes to the way that the packages are currently operated and maintained as a result of this transfer. *EnergySolutions* and its subsidiaries maintain responsibility for maintenance of the certificate, the Safety Analysis Report for the package designs, and the quality assurance records in accordance with the requirements of 10 CFR 71.91(d) and 72.242(a). *EnergySolutions* and its subsidiaries will continue the maintenance of the records for these designs in accordance with their QA Programs.

- Section 184 of the AEA, which requires prior written approvals for transfers of NRC licenses, does not apply to CoCs.

- 10 CFR Part 71, which applies to CoCs 9168, 9204, 9276, 9320, and 9321 does not have an inalienability section. CoCs under 10 CFR Part 72, which applies to CoCs 1007 and 1026, are not subject to the inalienability provisions of 10 CFR 72.50(a), which instead apply only to licenses for Independent Spent Fuel Storage Installations (ISFSI) and Monitored Retrievable Storage Installations (MRS). (“No license . . . under this part for an ISFSI or MRS shall be transferred . . . .” 10 CFR 72.50(a)).

The closing of the transaction is expected to occur within the next few months, but it is dependent upon the receipt of government approvals. If you have any questions or comments regarding this Notice, please contact me at 408-558-3505.

Sincerely,



James Hopf  
Principal Nuclear Engineer