



E&L-00301-13

January 18, 2013

Mark Shaffer, Director
Office of International Programs
U.S. Nuclear Regulatory Commission
Washington, DC 20555

ATTN: Document Control Desk

Re: Notification of Indirect Transfer of Control and Request for Written Confirmation that No Prior Written Consent is Required

Import License No. IW017
Import License No. IW029
Export License No. XW010
Export License No. XW018
Export License No. XW020

Dear Mr. Shaffer:

EnergySolutions, Inc. ("ES Inc."), on behalf of its subsidiary EnergySolutions Services, Inc. ("ES Services") (formerly known as Duratek Services, Inc.), hereby notifies the Nuclear Regulatory Commission ("NRC") of an intended indirect transfer of control of ES Services, which holds of the above-captioned Import Licenses and Export Licenses (collectively the Licenses). 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 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 above captioned licenses.

Based on prior consultations with the Office of International Programs (OIP), it is ES LLC's understanding that no prior written consent is required for an indirect transfer involving a company that holds import and export licenses. ES LLC requests that OIP provide written confirmation that no prior written consent is required for an indirect transfer of control of export and import licenses.

The closing of the transaction is expected to occur within the next few months, but it is dependent upon the receipt of government approvals. As such, ES Inc. respectfully requests that this request for written confirmation of our understanding be reviewed expeditiously and a response provided by March 1, 2013. If you have any questions or comments regarding the CoCs, please contact me at (865) 220-1478.

Sincerely,

A handwritten signature in black ink, appearing to read "Duane R. Quayle", with a long horizontal line extending to the right.

Duane R. Quayle
Radiation Safety Officer
EnergySolutions, Inc.

cc: Troy Eshleman, EnergySolutions
James Harris, EnergySolutions
Bruce Stephenson, EnergySolutions