



E&L-00104-13

April 17, 2013

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

Import License No. IW017
Import License No. IW029
Export License No. XW010
Export License No. XW018
Export License No. XW020
Export License No. XCOM1211
Export License No. XSOU8825

Subject: Request for Approval of Indirect Transfer of Control of Licenses

Dear Mr. Shaffer:

EnergySolutions, Inc. ("ES"), on behalf of its subsidiaries EnergySolutions Services, Inc. ("ES Services") (formerly known as Duratek Services, Inc.) and Manufacturing Sciences Corp. ("MSC"), hereby submits the enclosed application ("Application") requesting that the U.S. Nuclear Regulatory Commission ("NRC") consent to the indirect transfer of control of the above-captioned Import Licenses and Export Licenses (collectively the "Licenses"). The indirect transfer of control would result from a proposed transaction whereby ES would be acquired by Rockwell Holdco, Inc. ("Rockwell"), a Delaware corporation, which 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 Application is submitted by ES on behalf of itself, ES Services, MSC, Rockwell and the other proposed future parent companies ("Applicants"). 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

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and various passive limited partner investors (the "Passive Investors"). The Passive Investors do not have any rights to make decisions with respect to running the business portfolios of the investment funds or to participate in the operation of the investments. 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. A minority of the interests of ES and/or Rockwell potentially may be held by certain managers and employees of ES.¹ Organization charts showing the corporate ownership structure of MSC and ES Services both before and after the proposed transaction are provided as Enclosure 1 to the Application.

While the proposed transaction will result in an indirect transfer of control of MSC and ES Services and the Licenses held by them, it will not change the current technical and financial qualifications, or operations, of either MSC or ES Services as the NRC's licensees for these Licenses. Further, the closing of the transaction and the indirect upstream change of control resulting therefrom are not expected to result in any change in personnel responsible for conducting licensed activities.

ES's subsidiaries also hold a number of licenses issued by state regulatory authorities in Ohio, South Carolina, Tennessee and Utah pursuant to NRC's Agreement State Program. Therefore, ES and its subsidiaries have submitted applications (with content substantially similar to the attached Application) to regulatory authorities in each of these states describing the proposed transaction and requesting all required approvals for the indirect transfer of control of licenses and permits.

ES has received all of the required approvals from the regulatory authorities in the States of Ohio, Tennessee, South Carolina and Utah.

By letter dated January 18, 2013, EnergySolutions, LLC submitted an application to NRC Region 1 describing the proposed transaction and requesting the required approvals for the indirect transfer of control involving License No. 06-20775-01, which is a mobile materials license held by EnergySolutions, LLC. NRC Region I issued its approval by letter dated February 28, 2013 (Control No. 579880).

¹ As is customary for companies owned by private equity funds, an equity incentive plan may be provided through which management and employees of ES will be granted equity interests such as stock options or restricted stock units in ES.

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Finally, ES's subsidiary *ZionSolutions*, LLC submitted an application by letter dated January 10, 2013, requesting NRC's consent to the indirect transfer of control of Facility Operating License Nos. DPR-39 and DPR-48 (the "ZNPS Licenses") for the Zion Nuclear Power Station, Units 1 and 2, which are held by *ZionSolutions*, LLC. The requests for consent regarding the ZNPS Licenses and the export licenses and import licenses now remain as the critical pending regulatory approvals that must be received prior to closing the proposed transaction.

ES respectfully requests that the NRC review and complete action expeditiously on the enclosed Application toward issuance of the NRC consent to the indirect transfer of the Licenses by no later than May 1, 2013.

In summary, the proposed indirect transfer of the Licenses will not be inimical to the common defense and security or result in any undue risk to public health and safety, and the transfer will be consistent with the requirements of the Atomic Energy Act and the NRC regulations. In the event that the NRC has any questions about the proposed transaction described in this letter and in the Application or wishes to obtain any additional information about the transfer of the Licenses, please contact me at (865) 220-1478.

I declare under penalty of perjury that the foregoing is true and correct. Executed on the 17th day of April 2013.

Respectfully,



Duane R. Quayle
Radiation Safety Officer
EnergySolutions, Inc.

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

Attachment 1: Application for Order Approving License Transfers

ATTACHMENT 1

**Information Supporting Request for NRC Approval of
Indirect Transfer of Control of**

**Import License No. IW017
Import License No. IW029
Export License No. XW010
Export License No. XW018
Export License No. XW020
Export License No. XCOM1211
Export License No. XSOU8825**

ATTACHMENT 1

Information Supporting Request for NRC Approval of Indirect Transfer of Control of NRC Import and Export Licenses

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Enclosure 1 Manufacturing Sciences Corp. and EnergySolutions Services, Inc. Investor Structure

In the absence of guidance from the Office of International Programs for the handling of license transfers that do not involve license amendments, this information is submitted consistent with “Consolidated Guidance About Materials Licenses – Guidance About Changes of Control and About Bankruptcy Involving Byproduct, Source, or Special Nuclear Materials Licenses,” U.S. Nuclear Regulatory Commission, NUREG – 1556, Vol. 15 (November 2000).

Section 5.1 Description of Transaction

1. *A complete clear description of the transaction, including any transfer of stocks or assets, mergers, etc., so that legal counsel is able, when necessary, to differentiate between name changes and changes of ownership.*

EnergySolutions, Inc. (“ES”), on behalf of its subsidiaries EnergySolutions Services, Inc. (“ES Services”) (formerly known as Duratek Services, Inc.) and Manufacturing Sciences Corp. (“MSC”), hereby submits this application (“Application”) requesting that the U.S. Nuclear Regulatory Commission (“NRC”) consent to the indirect transfer of control of above-captioned Import Licenses and Export Licenses (collectively the “Licenses”). The indirect transfer of control would result from a proposed transaction whereby ES would be acquired by Rockwell Holdco, Inc. (“Rockwell”), a Delaware corporation, which 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.

The Agreement and Plan of Merger By and Among Rockwell HoldCo, Inc., Rockwell Acquisition Corp., and EnergySolutions, Inc., dated as of January 7, 2013, was filed as Exhibit 2.1 to a Securities and Exchange Commission (“SEC”) Form 8-K filed by ES, and available in the SEC’s records at:

http://www.sec.gov/Archives/edgar/data/1393744/000104746913000089/a2212375zex-2_1.htm

An amendment dated as of April 5, 2013, was filed as Exhibit 2.1 to an SEC Form 8-K filed by ES, and available in the SEC’s records at:

http://www.sec.gov/Archives/edgar/data/1393744/000110465913027341/a13-9601_1ex2d1.htm

This amendment increased the offer price for shares of ES and made some other minor changes that are consistent with information previously provided to the NRC.

This Application is submitted by ES on behalf of itself, MSC, ES Services, 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

“Passive Investors”). The Passive Investors do not have any rights to make decisions with respect to running the business portfolios of the investment funds or to participate in the operation of the investments. The Controlling Partner itself is owned 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 privately held. A minority of the interests of ES and/or Rockwell potentially may be held by certain managers and employees of ES.² Organization charts showing the simplified corporate ownership structure of ES both before and after the proposed transaction are provided as Enclosure 1.

While the proposed transaction will result in an indirect transfer of control of MSC and ES Services and the Licenses held by them, it will not change the current technical and financial qualifications, or operations, of either MSC or ES Services as the NRC’s licensees for the Licenses. Further, the closing of the transaction and the indirect upstream change of control resulting therefrom are not expected to result in any change in personnel responsible for conducting licensed activities.

2. *The new name of the licensed organization. If there is no change, the licensee should so state.*

There will be no change in the name of the licensed organizations as a result of the planned transaction.

3. *The new licensee contact and telephone number(s) to facilitate communications.*

The licensee contact and telephone information will remain the same.

Section 5.2 Changes of Personnel

Any changes in personnel having control over licensed activities (e.g., officers of a corporation and any changes in personnel named in the license such as radiation safety officer, authorized users, or any other persons identified in previous license applications as responsible for radiation safety or use of licensed material). The licensee should include information concerning the qualifications, training and responsibilities of new individuals.

This indirect transfer of control of ES and its ownership interests in MSC and ES Services does not involve any planned changes in the management personnel or members of the MSC and ES Services Boards of Managers. Any future changes in management

² As is customary for companies owned by private equity funds, an equity incentive plan may be provided through which management and employees of ES will be granted equity interests such as stock options or restricted stock units in ES

personnel or the Boards of Directors will be those that occur in the ordinary course of business.

Section 5.3 Changes of Location, Equipment, and Procedures

A description of any planned changes in location, facility, equipment, or procedures.

The structure of the organizations directly controlling the Licenses, MSC, and ES Services will not change due to this transfer of control. However, as described above, their parent company, ES, will be directly controlled by Rockwell and ultimately controlled by the ECP II Managing Members.

No changes will be made to the place of use of the Licenses.

No changes will be made to the facilities where licensed materials are used or stored.

No changes will be made to equipment used in the licensed programs.

No procedural changes will be made to the licensed programs.

No changes will be made to personnel as a result of this indirect transfer of control.

Section 5.4 Surveillance Records

An indication of whether all surveillance items and records (e.g., calibrations, leak tests, surveys, inventories, and accountability requirements) will be current at the time of transfer. A description of the status of all surveillance requirements and records should also be provided.

All surveillance items and records required under the Licenses have been performed and will be current as of the date of the transfer. Because MSC and ES Services are maintaining direct control of the Licenses, all required surveillance items will continue to be performed by them.

Section 5.5 Decommissioning and Related Records Transfer

1. *Confirmation that all records concerning the safe and effective decommissioning of the facility have been transferred to the new licensee if licensed activities will continue at the same location.*

Under the Licenses, MSC and ES Services do not have any decommissioning requirements.

2. *A description of the status of the facility. Specifically, the presence or absence of contamination should be documented. If contamination is present, will decontamination occur before transfer? If not, is the transferee knowledgeable of the extent and levels of contamination and applicable decommissioning requirements, and does the transferee agree to assume full liability for the decontamination of the facility or site?*

Under the Licenses, MSC and ES Services do not have any decommissioning requirements.

3. *A description of how the parties agree to assume the responsibility for decontamination and decommissioning.*

Under the Licenses, MSC and ES Services do not have any decommissioning requirements.

Section 5.6 Transferee's Commitment to Abide by the Transferor's Commitments

Confirmation that the transferee agrees to abide by all constraints, license conditions, requirements, representations, and commitments previously made to the NRC by the transferor. These include, but are not limited to: information submitted in support of license amendments; maintenance of decommissioning records and completion of corrective actions for open inspection items and enforcement actions.

With regard to open inspection items, etc., the transferee should confirm, in writing, that it is knowledgeable of and accepts full responsibility for open inspection items and/or any resulting enforcement actions; or the transferee may propose alternative measures for meeting the requirements; or the transferor may provide a commitment to close out all such actions with NRC before license transfer.

MSC and ES Services agree to abide by all commitments and representations previously made by them in connection with the Licenses. These commitments and representations remain unaffected by the proposed change in ownership. To the extent changes to such commitments are proposed, they will be subject to review and approval consistent with applicable NRC requirements. MSC and ES Services are knowledgeable of and accept full responsibility for open inspection items and/or any resulting enforcement actions, and their commitments to do so are unaffected by the proposed change in ownership. Rockwell and its parent companies have confirmed their expectation that MSC and ES Services will continue to fulfill their commitments.

ENCLOSURE 1

**MANUFACTURING SCIENCES CORP.
&
ENERGYSOLUTIONS SERVICES, INC.**

INVESTOR STRUCTURE

**Manufacturing Sciences Corp.
&
EnergySolutions Services, Inc.
Ownership Chart
(Current)**

Shareholders
(Public)

EnergySolutions, Inc.

ENERGYSOLUTIONS

EnergySolutions, LLC

EnergySolution
Company, Inc.

BNG America, LLC

Duratek, Inc.

Manufacturing
Sciences Corp.

EnergySolutions
Services, Inc.

**Manufacturing Sciences Corp.
& EnergySolutions Services, Inc.
Ownership Chart
(Post-Transfer)**

