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DECLARATION OF TARA REINHART

I, Tara Reinhart, declare as follows:

1. I am a partner at Skadden, Arps, Slate, Meagher & Flom LLP (“Skadden Arps”) in Washington, D.C. I represent EnergySolutions (“ES) in the matter *United States of America v. EnergySolutions, Inc. et al.*, (“the Action”). I make the following statements based on my personal knowledge.
2. The Action concerns ES’ proposed acquisition of Waste Control Specialists (“WCS”).
3. Both companies operate disposal facilities for radioactive waste.
4. Low-level radioactive waste (“LLRW”) consists of Class A, Class B, and Class C waste.
5. “Exempt Waste” refers to radioactive waste that is exempted, through any of the multiple regulatory frameworks, from rules and regulations governing the disposal of low-level radioactive waste.

6. The Department of Justice (“DOJ”) filed suit to enjoin ES’ acquisition of WCS, alleging a substantial lessening of competition in the market for disposal of LLRW in violation of the Clayton Act.

7. Attached is a subpoena directed to the Nuclear Regulatory Commission (“the Subpoena”).

8. The materials requested in the Subpoena are necessary to rebut the DOJ's allegation that the acquisition will lead to a substantial lessening of competition in the markets for LLRW and Exempt Waste disposal.

9. The information requested in the Subpoena is in the NRC’s possession as a regulator of the nuclear energy industry, and is not publicly available elsewhere.

10. **Request No. 1** in the Subpoena is relevant to the Action because the DOJ identified John Tappert on its Preliminary Witness List. Further, the specific subject requests relate to ES’ ability to rebut the DOJ's allegation that ES' acquisition of WCS would result in a substantially lessening of competition.

11. **Request No. 2** in the Subpoena concerns potential disposal options for Exempt Waste. Such information is necessary to establish that there are numerous options for the disposal of Exempt Waste, and to rebut the DOJ's allegation that ES’

acquisition of WCS would result in a substantial lessening of competition in that disposal market.

12. **Request No. 3** in the Subpoena concerns the regulation of the disposal of Exempt Waste. Such information is necessary to establish the numerous options for the disposal of Exempt Waste and to rebut the DOJ's allegation that there would be a substantial lessening of competition in the market for disposal of Exempt Waste.

13. **Request No. 4** in the Subpoena concerns regulatory approval for facilities that can dispose of Exempt Waste. Such information is necessary to show that entities besides ES or WCS can obtain such approval and to rebut the DOJ's allegation that there would be a substantial lessening of competition in the market for disposal of Exempt Waste.

14. **Request No. 5** in the Subpoena concerns how the disposal market for Class B and Class C waste has changed in recent years. Such information is necessary to analyze factors affecting supply and demand for Class B and Class C waste disposal.

15. **Request No. 6** in the Subpoena concerns the decommissioning of power plants and the radioactive waste that would result from such projects. Such information is necessary to rebut the DOJ's allegations that there would be a substantial lessening of competition in the market for radioactive waste from decommissioning power plants.

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16. **Request No. 7** in the Subpoena concerns ES' acquisition of WCS.

17. **Request No. 8** in the Subpoena concerns the DOJ's investigation of ES' acquisition of WCS.

18. Pursuant to 81 Fed. Red. 41171, 41180, Skadden Arps agrees to pay any necessary fees associated with the Subpoena.

Executed on this 2nd day of February, 2017

s/s Tara Reinhart