



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

March 22, 2018

Mr. Michael T. Sweeney  
Senior Vice President & General Counsel  
Westinghouse Electric Company  
1000 Westinghouse Drive  
Cranberry Township, PA 16066

SUBJECT: U.S. NUCLEAR REGULATORY COMMISSION REVIEW AND DECISION ON  
THRESHOLD DETERMINATION REQUEST

Dear Mr. Sweeney:

I am responding to your letter, dated February 5, 2018, in which Westinghouse Electric Company, LLC (Westinghouse) requested the U.S. Nuclear Regulatory Commission's (NRC) determination that the sale of all the equity interests of Toshiba Nuclear Energy Holdings (US) Inc. (TNEH US), an intermediate parent company of Westinghouse, from Toshiba Corporation to Brookfield WEC Holdings LLC (Brookfield) (referred to as the Interim Transaction), subject to the restrictions in Section 6.2(c) of the Share Purchase Agreement, does not constitute a transfer of control of the Westinghouse licenses for which prior written NRC consent would be required under Section 184 of the Atomic Energy Act (AEA) and NRC regulations.

We have completed our review of your request. Based upon the evaluation conducted, enclosed herein, the NRC staff has determined that the subject interim transaction, as described by Westinghouse and subject to the statements made in the February 28, 2018, letter submitted by Brookfield, does not involve a transfer, direct or indirect, of the operating licenses for Westinghouse's Columbia Fuel Fabrication Facility (SNM-1107), Hematite Nuclear Fuel Manufacturing Facility (SNM-33) and the 29 export licenses<sup>1</sup>, pursuant to Section 184 of the AEA, and Title 10 of the *Code of Federal Regulations* (10 CFR) 70.36, and 10 CFR 110.50(d). As a result, no NRC consent is required for the Interim Transaction.

In accordance with 10 CFR 2.390(d) of the NRC "Agency Rules of Practice and Procedure," a copy of this letter will be available electronically for public inspection in the NRC Public Document Room or from the Publicly Available Records component of NRC's Agencywide Documents Access Management System (ADAMS).

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<sup>1</sup> XCOM1014, XCOM1047, XCOM1072, XCOM1082, XCOM1093, XCOM1094, XCOM1102, XCOM1111, XCOM1113, XCOM1116, XCOM1170, XCOM1188, XCOM1219, XCOM1246, XCOM1249, XCOM1252, XCOM1255, XCOM1262, XCOM1298, , XSNM3006, XSNM3034, XSNM3163, XSNM3264, XSNM3461, XSNM3702, XSNM3769, XR169, XR176, and XR178.

ADAMS is accessible from the NRC Web site at <http://www.nrc.gov/reading-rm/adams.html> (the Public Electronic Reading Room).

Sincerely,

**\RA\**

Craig G. Erlanger, Director  
Division of Fuel Cycle Safety, Safeguards,  
and Environmental Review  
Office of Nuclear Material Safety  
and Safeguards

Docket Nos.: 70-1151, 70-0036, 11004036,  
11004358, 11004552, 11004670,  
11004736, 11004752, 11004918,  
11005042, 11005057, 11005536,  
11005678, 11005908, 11006001,  
11006014, 11006040, 11006060,  
11006085, 11006217, 11004990,  
11005031, 11005224, 11005357,  
1006191, 11005472, 11006011,  
11006216, 11005639, 11005030,  
11005968

License Nos.: SNM-1107, SNM-33, XCOM1014,  
XCOM1047, XCOM1072, XCOM1082,  
XCOM1093, XCOM1094, XCOM1102,  
XCOM1111, XCOM1113, XCOM1116,  
XCOM1170, XCOM1188, XCOM1219,  
XCOM1246, XCOM1249, XCOM1252,  
XCOM1255, XCOM1262, XCOM1298,  
XSNM3006, XSNM3034, XSNM3163,  
XSNM3264, XSNM3461, XSNM3702,  
XSNM3769, XR169, XR176, and XR178

Enclosure:  
Evaluation of and Threshold Determination  
on the Share Purchase Agreement

SUBJECT: U.S. NUCLEAR REGULATORY COMMISSION REVIEW AND DECISION ON THRESHOLD DETERMINATION REQUEST

DATED: March 22, 2018

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