

February 28, 2018

SNM-1107
SNM-0033

ATTN: Document Control Desk
U.S. Nuclear Regulatory Commission
One White Flint North
11555 Rockville Pike
Rockville, MD 20852

Re: Request for Threshold Determination

Dear Sir or Madam:

Brookfield WEC Holdings LLC ("BWH") submits this letter in further support of the February 5, 2018 request (the "Request") by Westinghouse Electric Company LLC ("Westinghouse") for a Threshold Determination that the acquisition by BWH or one of its affiliates of Toshiba Nuclear Energy Holdings (US) Inc. ("TNEH US") would not constitute an indirect transfer of control over Westinghouse's licenses requiring prior written consent pursuant to Section 184 of the Atomic Energy Act of 1954 and 10 C.F.R. 70.36(a).

[REDACTED]

[REDACTED]

The intent of this letter is to

ii) confirm BWH's commitment that, as the owner of the TNEH US, BWH has no intention to exercise any of the exceptions set forth in sec. 6.02(c) of the SPA so as to exercise control over the licensed activities of Westinghouse. BWH further commits that if it believes it is required to exercise any of these exceptions, it will provide prior written notice to the NRC together with an explanation of why the exercise of the authority set forth in the exception would be exercised.

If the NRC has any questions concerning BWH's commitment, please contact us as soon as possible.

Sincerely,



Kristen L. Haase

Vice-President & Secretary

Brookfield WEC Holdings LLC, by Brookfield Capital Partners LLC, its managing member

Cc: Office of the General Counsel
Director, Office of Nuclear Materials Safety and Safeguards
Director, Office of International Programs
Director, Office of New Reactors