

Document Control Desk
US Nuclear Regulatory Commission
Washington, DC 20555

Subject: Westinghouse Electric Company LLC -- Application for Consent to Indirect Change of Control with Respect to Materials and Export Licenses and Notification Regarding Quality Assurance Program Approvals, Certificates of Compliance, and Design Certification

Dear Sir or Madam:

This letter is in furtherance of and a part of the Application for Consent to Indirect Change of Control of Westinghouse Electric Company LLC (“Westinghouse”) (the “Application”) filed with the U.S. Nuclear Regulatory Commission (“NRC”) and related to the materials licenses and export licenses referenced in the Application. The need for the requested NRC consent arises from the indirect change of control of Westinghouse from Toshiba Corporation (“Toshiba”) to Brookfield WEC Holdings, Inc. (“WEC Holdings”), a controlled affiliate of Brookfield Asset Management (“BAM”), of Toshiba’s entire interest in Westinghouse. Included in the transaction, as more fully described in the Application, is a transfer under a proposed Plan of Reorganization whereby control of Westinghouse is transferred from Toshiba to WEC Holdings.

In accordance with NUREG-1556, Volume 15, Rev. 1, dated June 2016, and in order to support Westinghouse’s request for NRC consent to the indirect change of control of Westinghouse from Toshiba to WEC Holdings as it relates to the licenses held by Westinghouse, WEC Holdings hereby makes the following statements and representations:

1. I am the Vice Chairman & Managing Partner of WEC Holdings and am authorized to file this letter with the NRC on behalf of WEC Holdings.
2. After the closing of the transaction discussed above, WEC Holdings will become the indirect majority owner of and have a controlling interest in Westinghouse, which will remain the licensee and holder of the licenses set forth in the Application.
3. WEC Holdings does not currently plan to make changes to personnel or management having direct operational responsibility for, and control of, licensed activities. There are currently no planned changes in personnel who are listed on the licenses or referred to in the supporting documentation as a result of the transaction. There are currently no planned changes in personnel responsible for radiation safety or use of licensed material in the licenses possessed by Westinghouse as a result of this transaction. To the extent that changes are made in the future, WEC Holdings will comply with NRC license requirements and submit a license amendment or notification as needed.
4. WEC Holdings does not currently plan to make changes to Westinghouse’s headquarters, or operational organization, location, facilities, equipment or procedures related to the licenses possessed by Westinghouse. There are currently no planned changes in the use, possession, location or storage of the licensed

material as a result of the indirect change of control under the transaction. To the extent that changes are made in the future, WEC Holdings will comply with NRC license requirements and submit a license amendment or notification as needed.

5. WEC Holdings understands that Westinghouse will continue to abide by all constraints, license conditions, requirements, representations, and commitments identified in and attributed to Westinghouse in its existing licenses, including, but not limited to the Confirmatory Order issued to Westinghouse on August 9, 2017.
6. WEC Holdings agrees that Westinghouse will maintain its responsibility for the provision of the decommissioning financial assurance required by the NRC with respect to the materials licenses set forth in the Application. Westinghouse will continue to provide decommissioning financial assurance in compliance with the NRC's requirements upon the closing of the indirect change of control described in the Application.
7. WEC Holdings concurs in Westinghouse's request that the NRC provide its consent to the indirect transfer of control of Westinghouse from Toshiba to WEC Holdings as it relates to the materials licenses and export licenses listed in the Application, with such consent to be effective as of the closing date of the transaction.

WEC Holdings would be pleased to respond to any further questions that the NRC may have with regard to this letter.

I declare under penalty of perjury that the foregoing is true and correct.

Very truly yours,



Ron Bloom
April 6, 2018