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USA

April 26, 2018

10 CFR 70.36  
10 CFR 110.50 & 110.51  
SNM-1107  
SNM-0033

**Via Electronic Information Exchange**

ATTN: Document Control Desk  
U.S. Nuclear Regulatory Commission  
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Re: Application for Consent to Indirect Change of Control with Respect to Materials Licenses and Export Licenses and Notification Regarding Quality Assurance Program Approvals, Certificates of Compliance, and Design Certification

Dear Sir or Madam:

Westinghouse Electric Company LLC ("Westinghouse"), on behalf of itself and Brookfield WEC Holdings Inc. ("WEC Holdings"), submits this letter in further support of the March 21, 2018 application (the "Application") by Westinghouse for Consent to Indirect Change of Control with Respect to the Materials Licenses and Export Licenses held by Westinghouse due to the indirect change of control of Westinghouse from Toshiba Corporation ("Toshiba") to WEC Holdings.

As requested by the NRC Staff, Enclosure 1 to this letter is an executed version of the Commitment Letter provided in Exhibit E to the Application, signed by a representative of Brookfield Asset Management Inc., WEC Holdings' ultimate parent. Westinghouse submitted an executed version of the Commitment Letter signed by a representative of WEC Holdings to the NRC on April 10, 2018.

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If the NRC has any questions concerning these corrections, please contact us as soon as possible.

Sincerely,

A handwritten signature in blue ink, appearing to read "Michael T. Sweeney".

Michael T. Sweeney

Senior Vice President and General Counsel

Westinghouse Electric Company LLC

Enclosure

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

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") 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 Brookfield WEC Holdings, Inc.

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 BAM as it relates to the licenses held by Westinghouse, BAM hereby makes the following statements and representations:

1. I am the Vice-President, Legal Affairs of BAM and am authorized to file this letter with the NRC on behalf of BAM.
2. After the closing of the transaction discussed above, BAM 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. BAM 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, BAM will comply with NRC license requirements and submit a license amendment or notification as needed.



4. BAM 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, BAM will comply with NRC license requirements and submit a license amendment or notification as needed.
5. BAM 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. BAM 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. BAM concurs in Westinghouse's request that the NRC provide its consent to the indirect transfer of control of Westinghouse from Toshiba to BAM 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.

BAM 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,



Arin Jonathan Silber  
April 26, 2018