

Enclosure 2

APPLICATION FOR WITHHOLDING AND AFFIDAVIT OF KRISTEN HAASE

UNITED STATES OF AMERICA  
NUCLEAR REGULATORY COMMISSION

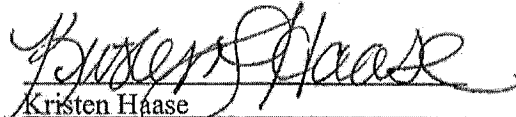
In the Matter of )  
 )  
Application for Consent to )  
Indirect Change of Control of )  
Westinghouse Electric Company LLC )

AFFIDAVIT


I, Kristen Haase, being duly sworn, hereby depose and say that I am the Vice President & Secretary of Brookfield WEC Holdings Inc.; and that I am duly authorized to sign and file with the Nuclear Regulatory Commission ("NRC") this affidavit on behalf of Westinghouse and state:

1. I have been specifically delegated the function of reviewing the proprietary information sought to be withheld from public disclosure in connection with Westinghouse Electric Company LLC's ("Westinghouse's") submittal to the NRC of a revised Exhibit C-2 for the Application for Consent to Indirect Change of Control and am authorized to execute this affidavit on behalf of Brookfield WEC Holdings Inc.
2. Brookfield WEC Holdings Inc. is providing this information in support of a request from the NRC to supplement Exhibit C-2 from Westinghouse's 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. All of Exhibit C-2, Westinghouse Organization Chart after the Transaction, contains proprietary information sought to be withheld. This Exhibit includes proprietary commercial and financial information that should be held in confidence by the NRC pursuant to the policy reflected in 10 CFR § 2.390(a)(4) because:
  - i. The information sought to be withheld from public disclosure is owned by Brookfield WEC Holdings Inc. Brookfield WEC Holdings Inc. holds this information in confidence.
  - ii. The information is of a type customarily held in confidence by Brookfield WEC Holdings Inc. and not customarily disclosed to the public. Brookfield WEC Holdings Inc. has a rational basis for doing so because the information contains sensitive legal and financial information concerning organizational and financial arrangements.

- iii. The information is being transmitted to the Commission in confidence and, under the provisions of 10 CFR § 2.390, is to be received in confidence by the Commission.
  - iv. The information sought to be protected is not available in public sources and could not be gathered readily from other publicly available information.
  - v. Public disclosure of this proprietary information is likely to cause substantial harm to Brookfield WEC Holdings Inc. competitive position by disclosing non-public commercial and financial information. The information requested to be withheld reveals commercially valuable and sensitive information and its disclosure could adversely affect Brookfield WEC Holdings Inc. because it would enhance the ability of third parties, including competitors, to gain knowledge of our commercial strategies.
3. Accordingly, Brookfield WEC Holdings Inc. requests that the designated document be withheld from public disclosure pursuant to 10 CFR § 2.390(a)(4).

By:   
Name: Kristen Haase  
Title: Vice President & Secretary  
Company: Brookfield WEC Holdings Inc.

Subscribed and sworn to before me,  
a Notary Public in  
this 27 day of April 2018.

  
JENNIE LEUNG  
NOTARY PUBLIC, State of New York  
No. 01LE6020781  
Qualified in Queens County  
Commission Expires March 1, 2020