



Michael T. Sweeney  
Senior Vice President and  
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Westinghouse Electric Company  
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USA

May 24, 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  
One White Flint North  
11555 Rockville Pike  
Rockville, MD 20852

Re: Westinghouse Electric Company LLC Response to Request for Additional Information Regarding Westinghouse Electric Company LLC Application for U.S. Nuclear Regulatory Commission Consent to License Transfer (EPID # L-2018-LLM-0001)

Dear Sir or Madam:

Westinghouse Electric Company LLC (“Westinghouse”), on behalf of itself, Brookfield WEC Holdings Inc. (“WEC Holdings”), and Brookfield Asset Management Inc. (“BAM”) submits this letter in further support of the March 21, 2018 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 to WEC Holdings and BAM.

This letter and the attached Enclosure 1 are submitted in response to the U.S. Nuclear Regulatory Commission’s (“NRC’s”) Request for Additional Information dated May 23, 2018 (ML18137A447). Enclosure 1 is a letter from an authorized representative of BAM committing that BAM “will not cause Westinghouse to violate any constraints, conditions, requirements, representations, or commitments in any Westinghouse NRC license.”

If the NRC has any questions concerning this response, please contact us as soon as possible.

Very truly yours,

A handwritten signature in blue ink that reads "Michael T. Sweeney".

Michael T. Sweeney  
Senior Vice President and General Counsel  
Westinghouse Electric Company LLC

Enclosure

Document Control Desk

May 24, 2018

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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 to Brookfield Asset Management Inc. (“BAM”). 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 to BAM.

In response to an NRC’s Request for Additional Information dated May 23, 2018, and in order to support Westinghouse’s request for NRC consent to the indirect change of control of Westinghouse 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. BAM, as the ultimate parent of Westinghouse, will not cause Westinghouse to violate any constraints, conditions, requirements, representations, or commitments in any Westinghouse NRC license.

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

Date: May 23, 2018