

ENERGYSOLUTIONS

CD13-0019

January 21, 2013

Rusty Lundberg
Co-Director
Division of Water Quality
Utah Department of Environmental Quality
195 North 1950 West
Salt Lake City, UT 84116

DR

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DEPARTMENT OF ENVIRONMENTAL QUALITY

Re Notification of Indirect Transfer of Control
Ground Water Quality Discharge Permit UGW450005

Dear Mr Lundberg

In accordance with Utah Administrative Code regulations 317-8-4.1(12)(c), EnergySolutions, LLC ("ES LLC") hereby notifies the Utah Department of Environmental Quality ("DEQ") of an intended indirect transfer of control of ES LLC, which holds Ground Water Quality Discharge Permit UGW450005 (the "Permit") The indirect transfer of control would result from a proposed transaction whereby the ultimate parent holding company of ES LLC, EnergySolutions, Inc. ("ES"), would be acquired by Rockwell Holdco, Inc ("Rockwell"), a Delaware corporation that was formed for the purpose of acquiring ES and is held by certain investment fund entities organized by controlled affiliates of Energy Capital Partners II, LLC ("ECP II"), a Delaware limited liability company. ECP II has over \$4 billion of capital commitments under its management and is focused on investing in the power generation, electric transmission, midstream gas, renewable energy, oil field services and environmental services sectors of North America's energy infrastructure.

This Notice is submitted by ES LLC on behalf of itself, Rockwell and the other proposed future parent companies Rockwell is an intermediate holding company held by various affiliated investment funds that are controlled by the general partner, Energy Capital Partners GP II, LP ("the Controlling Partner"), a Delaware limited partnership. These investment funds are wholly owned either indirectly or directly by the Controlling Partner and various passive limited partner investors The Controlling Partner itself is owned by ECP II and various passive limited partner investors, and controlled by ECP II ECP II is owned by five U S citizens (the "ECP II Managing Members") and their estate planning vehicles, and is controlled by the ECP II Managing Members

The shares of ES are currently widely held and publicly traded on the New York Stock Exchange As a result of the transaction, ES's public stockholders will cease to own shares of ES common stock, and ES will be acquired by Rockwell and will be privately held The proposed indirect transfer of control does not involve any changes to the Permit.

Under Utah Admin Code r 317-8-4 1(12)(c), a Ground Water Quality Discharge Permit may not be transferred except after notice to the Executive Secretary ES LLC provides such

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notice through this letter. No further action by DEQ is requested. Unless ES LLC receives notification from the DEQ within thirty (30) business days that there is a need for further review or modifications of the Permit in connection with this proposed transaction, ES LLC will proceed with the merger once the other required regulatory approvals have been obtained.

The closing of the transaction is expected to occur within the next few months, but it is dependent upon the receipt of government approvals. If you have any questions or comments regarding this Notice, please contact me at (801) 649-2109.

Sincerely,



Daniel B. Shrum

Vice President, Regulatory Affairs

EnergySolutions, LLC

I certify under penalty of law that this document and all attachments were prepared under my direction or supervision in accordance with a system designed to assure that qualified personnel properly gather and evaluate the information submitted. Based on my inquiry of the person or persons who manage the system, or those persons directly responsible for gathering the information, the information submitted is, to the best of my knowledge and belief, true, accurate, and complete. I am aware that there are significant penalties for submitting false information, including the possibility of fine and imprisonment for knowing violations.