

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

UNITED STATES OF AMERICA,

*Plaintiff,*

v.

ENERGY SOLUTIONS, INC.,  
ROCKWELL HOLDCO, INC.,  
ANDREWS COUNTY HOLDINGS,  
INC.,

and

WASTE CONTROL SPECIALISTS  
LLC,

*Defendants.*

Civil Action No.: 16-1056-GMS

**DECLARATION OF BINDI BHAGAT**

I, Bindi Bhagat, declare as follows:

1. I am a trial attorney at the Antitrust Division of the United States Department of Justice ("Antitrust Division"). I have been working on the Antitrust Division's investigation of EnergySolutions's ("ES") proposed acquisition of Waste Control Specialists LLC ("WCS"). I make the following statements based upon my personal knowledge in the course of my official duties or based upon sources that are cited below.
2. Attached as **Exhibit 1** is a true and correct copy of ES's Homepage, which was accessed on November 28, 2016 and is available at [www.energysolutions.com](http://www.energysolutions.com).

3. Attached as **Exhibit 2** is a true and correct copy of ES's webpage entitled "Locations | Energy Solutions," which was accessed on November 30, 2016 and is available at <http://www.energysolutions.com/our-company/locations/>.
4. Attached as **Exhibit 3** is a true and correct copy of the Defendants' Fourth Amendment to Purchase Agreement, which is contained in Exhibit 2-1 of Valhi, Inc.'s 8-K dated November 16, 2016.
5. Attached as **Exhibit 4** is a true and correct copy of Valhi, Inc.'s Annual Report (Form 10-K) (March 11, 2016) for the fiscal year that ended December 31, 2015.
6. Attached as **Exhibit 5** is a true and correct copy of Midland International Air & Space Port's webpage entitled "About MAF | Midland Airport, TX – Official Website," which was accessed on November 30, 2016 and is available at <http://www.flymaf.com/27/About-MAF>.
7. Attached as **Exhibit 6** is a true and correct copy of Philadelphia International Airport's webpage entitled "About Us," which accessed on November 30, 2016 and is available at <https://www.phl.org/Pages/AboutPHL/AboutPHLDefault.aspx>.
8. Attached as **Exhibit 7** is a true and correct copy of a .jpg file copied from the Nuclear Regulatory Commission's webpage entitled "Nuclear Regulatory Commission, Map: Locations of Power Reactor Sites Undergoing Decommissioning," which was accessed on November 30, 2016 and is available at <http://www.nrc.gov/images/reading-rm/doc-collections/maps/power-reactors-decommissioning-sites-interactive.jpg>
9. Attached as **Exhibit 8** is a true and correct copy of the Nuclear Regulatory Commission webpage entitled "NRC: Map of Power Reactor Sites," which was accessed on November 30, 2016 and is available at Nuclear Regulatory Commission, NRC: Map of Power Reactor Sites, available at <http://www.nrc.gov/reactors/operating/map-power-reactors.html>.

10. In response to the United States' Request for Additional Information and Documentary Materials ("Second Request"), ES and WCS each submitted a list of their top 20 customers for 2015 and 2016 year-to-date. I worked with a paralegal to conduct a public records search using publically available information to identify each customer's corporate headquarters.

Specifically, we used Lexis Comprehensive Business Report and internet search engines. After determining each customer's headquarters, we used a tool on the United States Courts' website to determine in which district a customer could be found. The tool is located on the United States Courts' webpage entitled "Court Locator Results | United States Courts," which was accessed on November 29, 2016 and is available at <http://www.uscourts.gov/court-locator/zip/18360/court/district>. Based on this analysis, I conclude that only one of the Defendants' top 20 customers appears to be headquartered in the Western District of Texas.

I declare under the penalty of perjury under the laws of the United States that the forgoing is true and correct.

Executed on this the 2<sup>st</sup> day of December, 2016

Bandi Bousquet