



## **EnergySolutions to Be Acquired by Energy Capital Partners**

**Salt Lake City, Utah – January 7, 2013** – EnergySolutions, Inc. (NYSE - ES), a leader in nuclear commercial services, today announced that it has entered into a definitive acquisition agreement to be acquired by a subsidiary of Energy Capital Partners II, LLC ("Energy Capital" or "ECP") in a transaction with an enterprise value of \$1.1 billion. Under the terms of the agreement, EnergySolutions' shareholders will receive \$3.75 in cash for each share of common stock. This represents a premium of approximately 20% over the average closing share price of EnergySolutions' common stock for the 30 days ended January 4, 2013.

The definitive acquisition agreement has been unanimously approved by the EnergySolutions' Board of Directors.

"For our shareholders, this transaction offers compelling value, representing a substantial premium to our share price over recent months," stated David Lockwood, CEO and President of EnergySolutions. "For our company, this transaction enables us to continue to execute on our strategic plan by providing the investment capital to expand and to grow our business. With over \$7 billion of capital commitments under management, Energy Capital is one of the largest energy-focused private equity firms in the world, with extensive knowledge and deep relationships across the energy and utility sectors. In addition, as a result of this transaction, our company becomes part of the ECP network of portfolio companies, providing the ability to leverage the firm's management, financial resources and operational expertise. As a private company with substantial financial backing, we will be able to better manage our business for the long-term in order to serve the best interests of our customers, employees, joint venture partners and other stakeholders."

"We are excited to acquire EnergySolutions, one of the leading global environmental and nuclear services companies," said Tyler Reeder, a Partner at ECP. "The Company employs an exceptionally talented workforce experienced in providing critical services to commercial customers and governmental agencies with a strong track record of environmental stewardship. We look forward to investing capital in support of management's strategic vision to continue to expand the Company's business both in North America and internationally. In particular, we see a tremendous opportunity for the Company to grow its decommissioning and disposal businesses in the United States, through strategic partnerships with large engineering and construction firms, expanding its services business with governmental agencies, and the rebidding of Magnox and other opportunities in Europe."

ECP plans to operate EnergySolutions as a standalone business operation with the current management team remaining in place.

The ECP acquisition of EnergySolutions is subject to customary closing conditions, including regulatory approvals in the U.S. and U.K. and clearance under the Hart-Scott-Rodino Act. In addition, the transaction is subject to approval by EnergySolutions' stockholders.

Under the terms of the merger agreement, EnergySolutions may solicit superior proposals from third parties through February 6, 2013. The EnergySolutions Board of Directors, with the assistance of its advisors, will actively solicit acquisition proposals during this period. There are no guarantees that this process will result in a superior proposal. EnergySolutions and the Board of Directors do not

intend to disclose developments with respect to the solicitation process unless and until the Board of Directors has made a decision.

Goldman, Sachs & Co. is serving as financial advisor to EnergySolutions and Skadden, Arps, Slate, Meagher & Flom LLP is acting as legal advisor to EnergySolutions. Morgan Stanley is serving as financial advisor and Latham & Watkins, LLP is acting as legal advisor to ECP. Morgan Stanley is also committing to provide senior secured credit facilities to help finance the acquisition, and will act as a lead arranger and book-runner in the financing.

*EnergySolutions offers customers a full range of integrated services and solutions, including nuclear operations, characterization, decommissioning, decontamination, site closure, transportation, nuclear materials management, processing, recycling, and disposition of nuclear waste, and research and engineering services across the nuclear fuel cycle.*

*Energy Capital Partners is a private equity firm with offices in Short Hills, New Jersey and San Diego, California. Energy Capital Partners has over \$7 billion of capital commitments under 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. The fund's management has substantial experience leading successful energy companies and energy infrastructure investments. For more information, visit [www.ecpartners.com](http://www.ecpartners.com).*

### **Forward-Looking Statements**

This communication, and all statements made regarding the subject matter of this communication, contain statements that constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These statements are based on the current expectations and beliefs of EnergySolutions and are subject to a number of risks, uncertainties and assumptions that could cause actual results to differ materially from those described in the forward-looking statements. Any statements that are not statements of historical fact (such as statements containing the words “believes,” “plans,” “anticipates,” “expects,” “estimates” and similar expressions) should be considered forward-looking statements. Among others, the following risks, uncertainties and other factors could cause actual results to differ from those set forth in the forward-looking statements: (i) the risk that the proposed acquisition may not be consummated in a timely manner, if at all; (ii) the risk that the definitive merger agreement may be terminated in circumstances that require EnergySolutions to pay Energy Capital Partners a termination fee, including the inability to complete the merger due to the failure to obtain stockholder approval for the merger or the failure to satisfy other conditions to completion of the merger; (iii) risks related to the diversion of management’s attention from EnergySolutions’ ongoing business operations; (iv) risks regarding the failure of Energy Capital Partners to obtain the necessary financing to complete the merger; (v) the effect of the announcement of the acquisition on EnergySolutions’ business relationships (including, without limitation, partners and customers), operating results and business generally, as well as the potential difficulties in employee retention as a result of the merger; (vi) risks related to obtaining the requisite consents to the acquisition, including, without limitation, the timing (including possible delays) and receipt of regulatory approvals from various governmental entities (including any conditions, limitations or restrictions placed on these approvals) and the risk that one or more governmental entities may deny approval; (vii) risks related to the outcome of any legal proceedings that have been, or will be, instituted against the Company related to the merger agreement; and (viii) risks related to the effects of local and national economic, credit and capital market conditions on the economy in general. Additional risk factors that may affect future results

are contained in EnergySolutions' filings with the Securities and Exchange Commission, which are available at the SEC's website <http://www.sec.gov>. Because forward-looking statements involve risks and uncertainties, actual results and events may differ materially from results and events currently expected by EnergySolutions. EnergySolutions expressly disclaims any obligation or undertaking to update or revise any forward-looking statements contained herein to reflect any change of expectations with regard thereto or to reflect any change in events, conditions or circumstances.

### **Additional Information About the Acquisition and Where to Find it**

In connection with the proposed acquisition, EnergySolutions intends to file relevant materials with the SEC, including a proxy statement. **Investors and security holders of EnergySolutions are urged to read these documents (if and when they become available) and any other relevant documents filed with the SEC, as well as any amendments or supplements to those documents, because they will contain important information about EnergySolutions, the proposed acquisition and the parties to the proposed transaction.** Investors and security holders may obtain these documents (and any other documents filed by EnergySolutions and Energy Capital Partners with the SEC) free of charge at the SEC's website at <http://www.sec.gov>. In addition, the documents filed with the SEC by EnergySolutions may be obtained free of charge by directing such request to: EnergySolutions Investor Relations at 1-801-649-2000 or from the investor relations website portion of EnergySolutions' website at <http://www.ir.energysolutions.com>. Investors and security holders are urged to read the proxy statement and the other relevant materials when they become available before making any voting or investment decision with respect to the proposed merger.

EnergySolutions and its directors and executive officers may be deemed to be participants in the solicitation of proxies from EnergySolutions' stockholders in respect of the proposed acquisition. Information regarding EnergySolutions' directors and executive officers is contained in EnergySolutions' Annual Report on Form 10-K for the year ended December 31, 2011, its proxy statement for its 2012 Annual Meeting of Stockholders, dated May 23, 2012, and subsequent filings which EnergySolutions has made with the SEC. Stockholders may obtain additional information about the directors and executive officers of EnergySolutions and their respective interests with respect to the proposed acquisition by security holdings or otherwise, which may be different than those of EnergySolutions' stockholders generally, by reading the definitive proxy statement and other relevant documents regarding the proposed acquisition, when filed with the SEC. Each of these documents is, or will be, available as described above.

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