

AmerGen

A PECO Energy/British Energy Company

AmerGen Energy Company, LLC
965 Chesterbrook Blvd, 63C-3
Wayne, PA 19087-5691

Telephone: 610 640 6600
Fax: 610 640 6611

10 CFR 50.80
10 CFR 50.90

BY FEDERAL EXPRESS

June 28, 2000

U.S. Nuclear Regulatory Commission
ATTENTION: Mr. Samuel J. Collins, Director
Office of Nuclear Reactor Regulation
One White Flint North
Mail Stop O-5 E7
11555 Rockville Pike
Rockville, MD 20853-2738

Subject: Additional Information Regarding Exelon and GENCO in Support of Application for NRC Consent to Indirect Transfer of Control of Licenses Submitted by AmerGen Energy Company, LLC and AmerGen Vermont, LLC

- References:** (1) Application for NRC Consent to Indirect Transfer of Control of Licenses Held By AmerGen Energy Company, LLC and AmerGen Vermont, LLC in Connection with the Proposed Merger of PECO Energy Company and Unicom Corporation, NRC Docket Nos. 50-289 (Three Mile Island, Unit 1), 50-461 (Clinton Power Station), 50-219 (Oyster Creek Nuclear Generating Station), and 50-271 (Vermont Yankee Nuclear Power Station), dated February 28, 2000.
- (2) Letter to Mr. Samuel J. Collins, Director, Office of Nuclear Reactor Regulation, U.S. NRC, from AmerGen Energy Company, LLC, and AmerGen Vermont, LLC, "Response to Request for Additional Information Regarding Indirect Transfer of Licenses Held By AmerGen Energy Company, LLC and AmerGen Vermont, LLC in Connection With Proposed Merger of PECO Energy Company and Unicom Corporation," dated June 1, 2000.

6/30 #4


- David M
- Cindy C.

YES 3 +
A001

Additional Information Regarding Indirect Transfers

June 28, 2000

Page 2

Dear Mr. Collins:

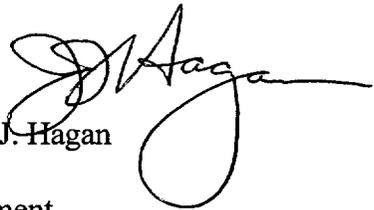
By letter dated June 15, 2000 (Attachment 1), PECO Energy Company ("PECO") provided the NRC with additional information regarding the corporate structure of Exelon Corporation and its subsidiaries in connection with the transfer of PECO's NRC licenses for the Peach Bottom, Limerick, and Salem nuclear plants associated with the merger of PECO and Unicom Corporation. The information in Attachment 1 is also pertinent to the license transfer application that AmerGen Energy Company, LLC (AmerGen") and AmerGen Vermont, LLC ("AmerGen Vermont") have filed with respect to Three Mile Island, Unit 1, Clinton Power Station, Oyster Creek Nuclear Generating Station, and Vermont Yankee Nuclear Power Station (Reference 1). Accordingly, AmerGen and AmerGen Vermont are also providing that information in support of Reference 1.

Among other things, Attachment 1 provides the actual name of GENCO – Exelon Generation Company, LLC ("EGC") – and indicates that EGC will be owned by Exelon Ventures Company, which will be a direct, wholly-owned subsidiary of Exelon. EGC will continue to include the assets previously described in Reference 1 and will provide the letter agreement in support of AmerGen described in Reference 2.

The supplemental information provided in Attachment 1 does not change the scope of the conforming license amendments or the conclusions of safety assessments supporting the conforming amendments included as Enclosures 1 and 2 to Reference 1.

If you have any questions, please do not hesitate to contact us.

Very Truly Yours,


Joseph J. Hagan

Attachment

Additional Information Regarding Indirect Transfers

June 28, 2000

Page 3

cc: Document Control Desk, NRC (3)
NRC Licensing Project Managers, TMI-1, CPS, Oyster Creek, and
Vermont Yankee
Ms. Donna Skay, PECO/Unicom Merger
Steven R. Hom, Esq., OGC, NRC
Mr. Robert Wood, NRR, NRC
NRC Regional Administrators, Regions I and III
NRC Resident Inspectors, TMI-1, CPS, Oyster Creek, and Vermont Yankee
Mr. Stan Maingi, Bureau of Rad. Protection,
PA Dept. of Environmental Resources
Mr. Kent Tosch, Bureau of Nuclear Engineering,
NJ Department of Environmental Protection
Mr. Mike Parker, Illinois Department of Nuclear Safety
Mr. Richard Sedano, VT Department of Public Service

COMMONWEALTH OF PENNSYLVANIA :

: SS

COUNTY OF CHESTER :

AFFIDAVIT

Joseph J. Hagan, being first duly sworn, deposes and says:

That he is Senior Vice President Nuclear Operations of AmerGen Energy Company, LLC and of AmerGen Vermont, LLC, the applicants herein; that he has read the enclosed letter "Additional Information Regarding Exelon and GENCO in Support of Application for NRC Consent to Indirect Transfer of Control of Licenses Submitted by AmerGen Energy Company, LLC and AmerGen Vermont, LLC" involving Three Mile Island, Unit 1, Clinton Power Station, Oyster Creek Nuclear Generating Station, and Vermont Yankee Nuclear Power Station, including the attachment to that letter, and knows the contents thereof; and that the statements and matters set forth therein are true and correct to the best of his knowledge, information, and belief.



Joseph J. Hagan
Senior Vice President
Nuclear Operations
AmerGen Energy Company, LLC
AmerGen Vermont, LLC

Subscribed and sworn to before me this 28th day of June, 2000



Notary Public

Notarial Seal
Carol A. Walton, Notary Public
Tredyffrin Twp., Chester County
My Commission Expires May 28, 2002
Member, Pennsylvania Association of Notaries



Additional Information Regarding Indirect Transfers

June 28, 2000

Page 4

ATTACHMENT 1

Letter dated June 15, 2000 from PECO Energy Company
to
U.S. Nuclear Regulatory Commission
re: Additional Information Regarding Application for License Transfers
and Conforming Administrative License Amendments



PECO NUCLEAR

A Unit of PECC Energy

Joseph J. Haan
Senior Vice President, Nuclear
PECO Nuclear

PECO Energy Company
365 Chesterbrook Blvd
Wayne, PA 19087-5691
610 640 6100

10 C.F.R. 50.80

10 C.F.R. 50.90

June 15, 2000

U.S. Nuclear Regulatory Commission
ATTN: Document Control Desk
Washington, DC 20555-0001

Peach Bottom Atomic Power Station, Units 1, 2, and 3
Facility Operating License Nos. DPR-12, DPR-44 and DPR-56
NRC Docket Nos. 50-171, 50-277, and 50-278

Limerick Generating Station, Units 1 and 2
Facility Operating License Nos. NPF-39 and NPF-85
NRC Docket Nos. 50-352 and 50-353

Salem Generating Station, Units 1 and 2
Facility Operating License Nos. DPR-70 and DPR-75
NRC Docket Nos. 50-272 and 50-311

Subject: Additional Information Regarding Application for License Transfers
and Conforming Administrative License Amendments

- References: (1) PECO Energy letter, "Application for License Transfers and
Conforming Administrative License Amendments," dated
December 20, 1999
- (2) PECO Energy letter, "Additional Information Regarding
Application for License Transfers and Conforming
Administrative License Amendments," dated March 10, 2000
- (3) PECO Energy letter, "Response to Request for Additional
Information Regarding Application for License Transfers and
Conforming Administrative License Amendments," dated
March 23, 2000
- (4) Public Service Electric and Gas letter, "Request for Change
to Technical Specifications, Operating License Changes,"
dated December 22, 1999

Dear Sir/Madam:

In the Reference 1 letter, we requested the NRC consent to the transfer of the Facility Operating Licenses for the above nuclear units to GENCO, a new generating company subsidiary of Exelon Corporation (Exelon) which will be formed in connection with the proposed merger of PECO Energy Company (PECO) and Unicom Corporation (Unicom). This letter provides the NRC additional information regarding proposed revisions to the corporate structure of Exelon and GENCO, the actual name of the GENCO, and potential schedule considerations affecting the formation of the GENCO.

The proposed corporate structure of Exelon is being revised to include an intermediate holding company over generation and certain other businesses. For a variety of business, tax, and regulatory reasons, we have determined that it would be advantageous to establish a separate, wholly-owned subsidiary, Exelon Ventures Company (EVC), to serve as the direct parent company of GENCO. EVC will also be the parent company of Exelon Enterprises Company (EEC), LLC, which will conduct the diversified businesses of PECO and Unicom. An update to Enclosure 1 of the Reference 1 letter depicting this proposed change is attached to this letter.

EVC will be a Pennsylvania corporation with its principal place of business at 2301 Market Street, Philadelphia, Pennsylvania 19101-8699. The directors and officers of EVC will all be citizens of the United States and will be drawn from the directors and senior officers of Exelon. EVC will not be owned, dominated, or controlled by foreign interests. Mr. Corbin A. McNeill, Jr., who was identified in the Reference 1 letter as the Chairman of the Board of Directors and Chief Executive Officer of the GENCO, will become Chairman of the Board of Directors of EVC upon formation of EVC. The names and addresses of the remaining directors and officers of EVC will be provided once they are identified.

The actual name of the GENCO will be Exelon Generation Company (EGC), LLC. We have determined it would be more tax efficient to form EGC as a Pennsylvania limited liability company (LLC) instead of a corporation, as initially described in the Reference 1 letter. As an LLC, it will be wholly-owned by EVC, its sole member, and EGC will have a management committee as opposed to a board of directors. Mr. Corbin A. McNeill, Jr. will be the Chairman of the management committee. The other members of the management committee will be appointed by EVC; the intention is for these members to be initially drawn from the current senior management of PECO, Unicom and ComEd. Other than these proposed changes, the general business organization information about EGC will remain as described in Sections III.B, C, and D of the Reference 1

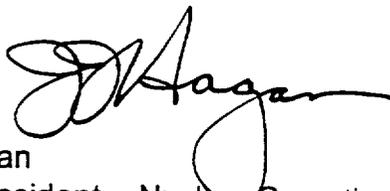
letter. EGC will own and operate the nuclear units currently owned and operated by ComEd and PECO. Several business units will be within EGC, one of which will be the Nuclear Group (NG). As described in References 1 and 3, the NG will be the entity responsible for operation of the nuclear units within the EGC organization. The organizational structure, technical qualifications and leadership of the NG will also remain as described in References 1 and 3. The financial qualifications of EGC, including the financial data in the projected income statement and opening balance sheet, will be as described in References 1 and 2. This proposed revision to the corporate structure of Exelon will not affect the ability of EGC to obtain resources, financial and otherwise, from Exelon.

We have made substantial progress in obtaining the other regulatory and shareholder approvals required in connection with the proposed merger and plan to consummate the merger during the third quarter, 2000. In Section XI of the Reference 1 letter, we indicated that there might be delays in obtaining other regulatory approvals. There is a possibility that certain regulatory rulings associated with some of the related restructuring transactions may not be received to permit the restructuring transactions to be completed at the same time that the merger is consummated. In such an event, upon consummation of the merger, PECO Energy would become a wholly-owned subsidiary of Exelon and would continue to own and operate its generating assets for an interim period until these rulings are obtained and these assets can be transferred to EGC. During this interim period, PECO Energy would continue to hold its existing ownership interests in its nuclear units, the existing nuclear organization would continue to operate the units in accordance with the terms of the existing licenses, and PECO Energy would continue to be the NRC licensee until the transfer of the assets to EGC occurs. In effect, the status quo from an operational and resources standpoint would be maintained until the transfer to EGC is completed. As indicated in the Reference 1 letter, we will keep the NRC informed if there are any significant changes in the status of the other required approvals or other developments that have an impact on the schedule for the restructuring transactions.

This proposed revision to the corporate structure of Exelon described above does not alter the conclusions reached in Enclosure 10, "Conforming License Amendments to Reflect License Transfers of Peach Bottom Atomic Power Station Units 1, 2, and 3, and Limerick Generating Station Units 1 and 2" of the Reference 1 letter, nor does it alter the conclusions reached in the Reference 4 letter involving Salem Generating Station Units 1 and 2.

If you have any questions about this letter, please contact Mr. James A. Hutton at (610) 640-6722.

Sincerely,



Joseph J. Hagan
Senior Vice President – Nuclear Operations

Attachments:

1. Affidavit
2. Update to Enclosure 1, "Proposed Corporate Structure of Exelon and Principle Subsidiaries," of the December 20, 1999 letter from PECO Energy to the NRC

cc: NRC Regional Administrator, Region I
NRC Senior Resident Inspector (Peach Bottom)
NRC Senior Resident Inspector (Limerick)
NRC Senior Resident Inspector (Salem)
D. M. Skay, USNRC
R. R. Janati, Pennsylvania Bureau of Radiological Protection

COMMONWEALTH OF PENNSYLVANIA :

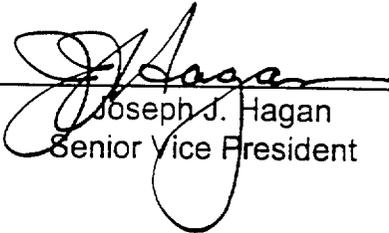
: SS

COUNTY OF CHESTER :

AFFIDAVIT

J. J. Hagan, being first duly sworn, deposes and says:

That he is Senior Vice President, PECO Energy Company, the Applicant herein; that he has read the enclosed letter "Additional Information Regarding Application for License Transfers and Conforming Administrative License Amendments" involving Peach Bottom Atomic Power Station Units 1, 2, and 3, Limerick Generating Station Units 1 and 2, and Salem Generating Station Units 1 and 2, and knows the contents thereof; and that the statements and matters set forth therein are true and correct to the best of his knowledge, information and belief.



Joseph J. Hagan
Senior Vice President

Suscribed and sworn to
before me this 15th day
of June, 2000.



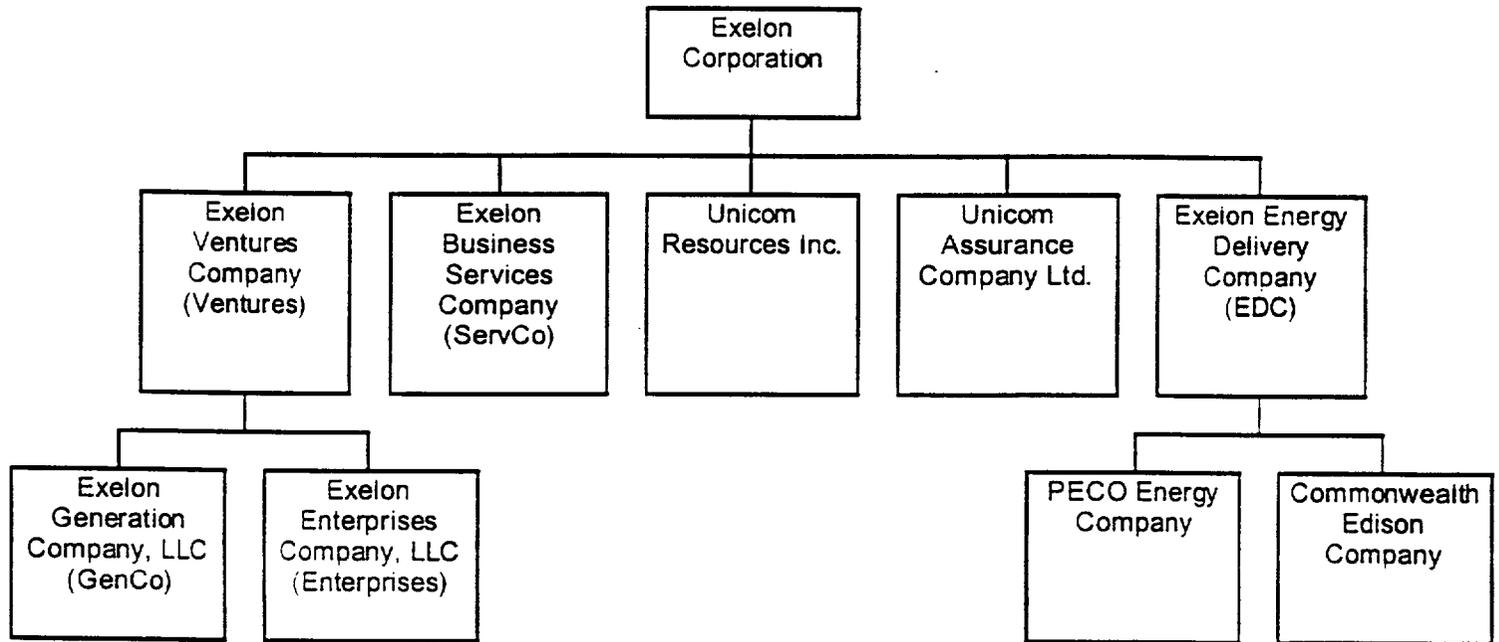
Notary Public

Notarial Seal
Carol A. Walton, Notary Public
Tredyffrin Twp., Chester County
My Commission Expires May 28, 2002
Member, Pennsylvania Association of Notaries

Attachment

Update to Enclosure 1, "Proposed Corporate
Structure of Exelon and Principal Subsidiaries,"
of the December 20, 1999 letter from
PECO Energy to the NRC

Proposed Corporate Structure of Exelon and Principal Subsidiaries



June 15, 2000