

January 12, 2001

Mr. James A. Hutton
Director-Licensing
PECO Energy Company
Nuclear Group Headquarters
Correspondence Control
P.O. Box 160
Kennett Square, PA 19348

SUBJECT: LIMERICK GENERATING STATION, UNITS 1 AND 2 - ISSUANCE OF
CONFORMING AMENDMENT RE: TRANSFER OF PECO'S OWNERSHIP OF
LICENSES TO EXELON GENERATION COMPANY (TAC NOS. MB0814 AND
MB0815)

Dear Mr. Hutton:

By application dated December 20, 1999, as supplemented January 3, February 14, March 10, March 23, March 30, and June 15, 2000, PECO Energy Company (PECO) requested approval of the transfer of PECO's interests in Title 10 of the *Code of Federal Regulations* Part 50 (10 CFR Part 50) Facility Operating Licenses for Limerick Units 1 and 2, to a new generating company, Exelon Generation Company, LLC (Exelon Generation Company), pursuant to 10 CFR 50.80. PECO requested the Nuclear Regulatory Commission's (NRC's) consent to authorize Exelon Generation Company to possess, use, and operate the Limerick facility. The application also requested NRC approval of conforming license amendments. On August 3, 2000, the NRC issued Orders approving the transfer. The Orders also approved conforming license amendments, to be issued at the time the transfers were completed.

In a letter dated December 21, 2000, PECO notified the NRC that the closing of the license transfers was anticipated to occur as early as January 5, 2001. In addition, by letter dated January 5, 2001, Exelon Generation Company provided documentation to the NRC that it had obtained the appropriate amount of insurance as required by 10 CFR Part 140, "Financial Protection Requirements and Indemnity Agreements."

Accordingly, the Commission has issued the enclosed Amendments Nos. 147 and 108 to Facility Operating License Nos. NPF-39 and NPF-85 for Limerick Units 1 and 2. The conforming amendments reflect the transfer of PECO's ownership of these units from PECO to Exelon Generation Company. The safety evaluation supporting the conforming amendments was enclosed with the Orders issued on August 3, 2000.

J. Hutton

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Enclosure 3 contains three copies of Indemnity Agreement No. B-101 Amendment No. 8, which is required in connection with the transfer of the license. Please sign all copies, return one fully signed copy to me, and keep the other copies for your records.

Notice of Issuance will be included in the Commission's Biweekly *Federal Register* Notice.

Sincerely,

/RA/

Christopher Gratton, Project Manager, Section 2
Project Directorate I
Division of Licensing Project Management
Office of Nuclear Reactor Regulation

Docket Nos. 50-352 and 50-353

Enclosures: 1. Amendment No. 147 to NPF-39
2. Amendment No. 108 to NPF-85
3. Indemnity Agreements

cc w/encls: See next page

Limerick Generating Station, Units 1 & 2

cc:

J. W. Durham, Sr., Esquire
Sr. V.P. & General Counsel
PECO Energy Company
2301 Market Street
Philadelphia, PA 19101

Manager-Limerick Licensing
PECO Energy Company
Nuclear Group Headquarters
Correspondence Control
P.O. Box 160
Kennett Square, PA 19348

Mr. James D. von Suskil, Vice President
Limerick Generating Station
Post Office Box 2300
Sanatoga, PA 19464

Plant Manager
Limerick Generating Station
P.O. Box 2300
Sanatoga, PA 19464

Regional Administrator, Region I
U.S. Nuclear Regulatory Commission
475 Allendale Road
King of Prussia, PA 19406

Senior Resident Inspector
U.S. Nuclear Regulatory Commission
Limerick Generating Station
P.O. Box 596
Pottstown, PA 19464

Chairman
Board of Supervisors
of Limerick Township
646 West Ridge Pike
Linfield, PA 19468

Chief-Division of Nuclear Safety
PA Dept. of Environmental Resources
P.O. Box 8469
Harrisburg, PA 17105-8469

Director-Site Engineering
Limerick Generating Station
P.O. Box 2300
Sanatoga, PA 19464

Manager-Experience Assessment
Limerick Generating Station
P.O. Box 2300
Sanatoga, PA 19464

Library
U.S. Nuclear Regulatory Commission
Region I
475 Allendale Road
King of Prussia, PA 19406

Senior Manager-Operations
Limerick Generating Station
P.O. Box 2300
Sanatoga, PA 19464

Dr. Judith Johnsrud
National Energy Committee
Sierra Club
433 Orlando Avenue
State College, PA 16803

Mr. Jeffrey A. Benjamin
Licensing - Vice President
Exelon Corporation
1400 Opus Place, Suite 900
Downers Grove, IL 60521

J. Hutton

-2-

January 12, 2001

Enclosure 3 contains three copies of Indemnity Agreement No. B-101 Amendment No. 8, which is required in connection with the transfer of the license. Please sign all copies, return one fully signed copy to me, and keep the other copies for your records.

Notice of Issuance will be included in the Commission's Biweekly *Federal Register* Notice.

Sincerely,

/RA/

Christopher Gratton, Project Manager, Section 2
Project Directorate I
Division of Licensing Project Management
Office of Nuclear Reactor Regulation

Docket Nos. 50-352 and 50-353

Enclosures: 1. Amendment No. 147 to NPF-39
2. Amendment No. 108 to NPF-85
3. Indemnity Agreements

cc w/encls: See next page

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DATE	1/8/01		1/8/01		1/8/01		1/8/01	

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PECO ENERGY COMPANY

DOCKET NO. 50-352

LIMERICK GENERATING STATION, UNIT 1

AMENDMENT TO FACILITY OPERATING LICENSE

Amendment No. 147
License No. NPF-39

1. The Nuclear Regulatory Commission (the Commission) has found that:
 - A. The application for amendment filed by PECO Energy Company (the licensee), dated December 20, 1999, as supplemented January 3, February 14, March 10, March 23, March 30 and June 15, 2000, complies with the standards and requirements of the Atomic Energy Act of 1954, as amended (the Act), and the Commission's rules and regulations set forth in 10 CFR Chapter I;
 - B. The facility will operate in conformity with the application, the provisions of the Act, and the rules and regulations of the Commission;
 - C. There is reasonable assurance (i) that the activities authorized by this amendment can be conducted without endangering the health and safety of the public, and (ii) that such activities will be conducted in compliance with the Commission's regulations;
 - D. The issuance of this amendment will not be inimical to the common defense and security or to the health and safety of the public; and
 - E. The issuance of this amendment is in accordance with 10 CFR Part 51 of the Commission's regulations and all applicable requirements have been satisfied.
2. Accordingly, the Facility Operating License No. NPF-39 is amended as indicated in the attachment to this license amendment.

3. This license amendment is effective as of the date of its issuance and shall be implemented within 30 days.

FOR THE NUCLEAR REGULATORY COMMISSION

/RA/

Samuel J. Collins, Director
Office of Nuclear Reactor Regulation

Attachment: Changes to the License

Date of Issuance: January 12, 2001

ATTACHMENT TO LICENSE AMENDMENT NO. 147

FACILITY OPERATING LICENSE NO. NPF-39

DOCKET NO. 50-352

Revise the License by removing the pages identified below and inserting the attached pages. The revised pages are identified by the captioned amendment number and contain marginal lines indicating the area of change.

Remove Pages

1
2
3
4
7

Appendix B cover page
Appendix B page 4-4
Appendix C page 1

Insert Pages

1
2
3
4
7
7a
Appendix B cover page
Appendix B page 4-4
Appendix C page 1

EXELON GENERATION COMPANY, LLC
DOCKET NO. 50-352
LIMERICK GENERATING STATION, UNIT 1
FACILITY OPERATING LICENSE

License No. NPF-39

1. The Nuclear Regulatory Commission (the Commission or the NRC) has found that:
 - A. The application for license filed by Exelon Generation Company, LLC (Exelon Generation Company or the licensee) complies with the standards and requirements of the Atomic Energy Act of 1954, as amended (the Act), and the Commission's regulations set forth in 10 CFR Chapter I, and all required notifications to other agencies or bodies have been duly made;
 - B. Construction of the Limerick Generating Station, Unit 1 (the facility) has been substantially completed in conformity with Construction Permit No. CPPR-106 and the application, as amended, the provisions of the Act and the regulations of the Commission;
 - C. The facility will operate in conformity with the application, as amended, the provisions of the Act, and the regulations of the Commission (except as exempted from compliance in Section 2.D. below);
 - D. There is reasonable assurance: (i) that the activities authorized by this operating license can be conducted without endangering the health and safety of the public, and (ii) that such activities will be conducted in compliance with the Commission's regulations set forth in 10 CFR Chapter I (except as exempted from compliance in Section 2.D. below);
 - E. The licensee is technically qualified to engage in the activities authorized by this license in accordance with the Commission's regulations set forth in 10 CFR Chapter I;
 - F. The licensee has satisfied the applicable provisions of 10 CFR Part 140, "Financial Protection Requirements and Indemnity Agreements," of the Commission's regulations;
 - G. The issuance of this license will not be inimical to the common defense and security or the health and safety of the public;

Amendment No. 434, 147

- H. After weighing the environmental, economic, technical, and other benefits of the facility against environmental and other costs and considering available alternatives, the issuance of this Facility Operating License No. NPF-39, subject to the conditions for protection of the environment set forth in the Environmental Protection Plan attached as Appendix B, is in accordance with 10 CFR Part 51 of the Commission's regulations and all applicable requirements have been satisfied; and
 - I. The receipt, possession, and use of source, byproduct and special nuclear material as authorized by this license will be in accordance with the Commission's regulations in 10 CFR Parts 30, 40 and 70.
2. Based on the foregoing findings, the Partial Initial Decisions issued by the Atomic Safety and Licensing Board dated March 8, 1983, August 29, 1984, May 2, 1985 and July 22, 1985, and the Decision of the Appeal Board dated September 26, 1984, regarding this facility, and approval by the Nuclear Regulatory Commission in its Memorandum and Order dated August 8, 1985, the license for Fuel Loading and Low Power Testing, License No. NPF-27, issued on October 26, 1984, is superseded by Facility Operating License NPF-39 hereby issued to the Exelon Generation Company (the licensee), to read as follows:
- A. This license applies to the Limerick Generating Station, Unit 1, a boiling water nuclear reactor and associated equipment, owned by Exelon Generation Company. The facility is located on the licensee's site in Montgomery and Chester Counties, Pennsylvania on the banks of the Schuylkill River approximately 1.7 miles southeast of the city limits of Pottstown, Pennsylvania and 21 miles northwest of the city limits of Philadelphia, Pennsylvania, and is described in the licensee's Final Safety Analysis Report, as supplemented and amended, and in the licensee's Environmental Report-Operating License Stage, as supplemented and amended.
 - B. Subject to the conditions and requirements incorporated herein, the Commission hereby licenses Exelon Generation Company:
 - (1) Pursuant to Section 103 of the Act and 10 CFR Part 50, to possess, use, and operate the facility at the designated location in Montgomery and Chester Counties, Pennsylvania, in accordance with the procedures and limitations set forth in this license;
 - (2) Pursuant to the Act and 10 CFR Part 70, to receive, possess and to use at any time special nuclear material as reactor fuel, in accordance with the limitations for storage and amounts required for reactor operation, as described in the Final Safety Analysis Report, as supplemented and amended;

- (3) Pursuant to the Act and 10 CFR Parts 30, 40 and 70, to receive, possess and use at any time any byproduct, source and special nuclear material as sealed neutron sources for reactor startup, sealed sources for reactor instrumentation and radiation monitoring equipment calibration, and as fission detectors in amounts as required;
- (4) Pursuant to the Act and 10 CFR Parts 30, 40 and 70, to receive, possess, and use in amounts as required any byproduct, source or special nuclear material without restriction to chemical or physical form, for sample analysis or instrument calibration or associated with radioactive apparatus or components; and
- (5) Pursuant to the Act and 10 CFR Parts 30, 40 and 70, to possess, but not separate, such byproduct and special nuclear materials as may be produced by the operation of the facility, and to receive and possess, but not separate, such source, byproduct, and special nuclear materials as contained in the fuel assemblies and fuel channels from the Shoreham Nuclear Power Station.

C. This license shall be deemed to contain and is subject to the conditions specified in the Commission's regulations set forth in 10 CFR Chapter I (except as exempted from compliance in Section 2.D. below) and is subject to all applicable provisions of the Act and to the rules, regulations, and orders of the Commission now or hereafter in effect; and is subject to the additional conditions specified or incorporated below:

(1) Maximum Power Level

Exelon Generation Company is authorized to operate the facility at reactor core power levels not in excess of 3458 megawatts thermal (100% rated power) in accordance with the conditions specified herein and in Attachment 1 to this license. The items identified in Attachment 1 to this license shall be completed as specified. Attachment 1 is hereby incorporated into this license.

(2) Technical Specifications

The Technical Specifications contained in Appendix A and the Environmental Protection Plan contained in Appendix B, as revised through Amendment No. , are hereby incorporated in the license. Exelon Generation Company shall operate the facility in accordance with the Technical Specifications and the Environmental Protection Plan.

(3) Fire Protection (Section 9.5, SSER-2, -4)*

Exelon Generation Company shall implement and maintain in effect all provisions of the approved Fire Protection Program as described in the Updated Final Safety Analysis Report for the facility, and as approved in the NRC Safety Evaluation Report dated August 1983 through Supplement 9, dated August 1989, and Safety Evaluation dated November 20, 1995, subject to the following provision:

The licensee may make changes to the approved fire protection program without prior approval of the Commission only if those changes would not adversely affect the ability to achieve and maintain safe shutdown in the event of a fire.

*The parenthetical notation following the title of many license conditions denotes the section of the Safety Evaluation Report and/or its supplements wherein the license condition is discussed.

(16) Additional Conditions

The Additional Conditions contained in Appendix C, as revised through Amendment No. 147, are hereby incorporated into this license. Exelon Generation Company shall operate the facility in accordance with the Additional Conditions.

(17) Exelon Generation Company shall provide to the Director of the Office of Nuclear Reactor Regulation a copy of any application, at the time it is filed, to transfer (excluding grants of security interests or liens) from Exelon Generation Company to its direct or indirect parent, or to any other affiliated company, facilities for the production, transmission, or distribution of electric energy having a depreciated book value exceeding ten percent (10%) of Exelon Generation Company's consolidated net utility plant, as recorded on Exelon Generation Company's books of account.

(18) Exelon Generation Company shall have decommissioning trust funds for Limerick, Unit 1, in the following minimum amount, when Limerick, Unit 1, is transferred to Exelon Generation Company:

Limerick, Unit 1	\$94,127,446
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(19) The decommissioning trust agreement for Limerick, Unit 1, at the time the transfer of the unit to Exelon Generation Company is effected and thereafter, is subject to the following:

- (a) The decommissioning trust agreement must be in a form acceptable to the NRC.
- (b) With respect to the decommissioning trust fund, investments in the securities or other obligations of Exelon Corporation or affiliates thereof, or their successors or assigns are prohibited. Except for investments tied to market indexes or other non-nuclear sector mutual funds, investments in any entity owning one or more nuclear power plants are prohibited.
- (c) The decommissioning trust agreement for Limerick, Unit 1, must provide that no disbursements or payments from the trust shall be made by the trustee unless the trustee has first given the Director of the Office of Nuclear Reactor Regulation 30 days prior written notice of payment. The decommissioning trust agreement shall further contain a provision that no disbursements or payments

from the trust shall be made if the trustee receives prior written notice of objection from the NRC.

- (d) The decommissioning trust agreement must provide that the agreement can not be amended in any material respect without 30 days prior written notification to the Director of the Office of Nuclear Reactor Regulation.
 - (e) The appropriate section of the decommissioning trust agreement shall state that the trustee, investment advisor, or anyone else directing the investments made in the trust shall adhere to a "prudent investor" standard, as specified in 18 CFR 35.32(a)(3) of the Federal Energy Regulatory Commission's regulations.
- (20) Exelon Generation Company shall take all necessary steps to ensure that the decommissioning trust is maintained in accordance with the application for approval of the transfer of Limerick, Unit 1, license and the requirements of the Order approving the transfer, and consistent with the safety evaluation supporting the Order.

- D. The facility requires exemptions from certain requirements of 10 CFR Part 50. These include (a) exemption from the requirement of Appendix J, the testing of containment air locks at times when the containment integrity is not required (Section 6.2.6.1 of the SER and SSER-3), (b) exemption from the requirements of Appendix J, the leak rate testing of the Main Steam Isolation Valves (MSIVs) at the peak calculated containment pressure, Pa, and exemption from the requirements of Appendix J that the measured MSIV leak rates be included in the summation for the local leak rate test (Section 6.2.6 of SSER-3), (c) exemption from the requirement of Appendix J, the local leak rate testing of the Traversing Incore Probe Shear Valves (Section 6.2.6 of the SER and SSER-3).

APPENDIX B

TO FACILITY OPERATING LICENSE NO. NPF-39

LIMERICK GENERATING STATION

UNITS 1 AND 2

EXELON GENERATION COMPANY, LLC

DOCKET NOS. 50-352, 50-353

ENVIRONMENTAL PROTECTION PLAN

(NONRADIOLOGICAL)

sensitive land uses in the site vicinity (e.g., residences, schools, churches, cemeteries, hospitals, parks); and (3) previously conducted noise surveys in the site vicinity.

The selection, calibration and use of equipment, conduct of the surveys, and the analysis and reporting of data shall conform to the provisions of the applicable American National Standards Institute Standards.

The results of the surveys conducted under this program shall be summarized, interpreted and reported in accordance with Section 5.4.1 of this EPP.

The final report of this program shall present a brief assessment by the licensee of the environmental impact of plant and supplemental cooling water system operation on the various offsite acoustic environments, and shall describe the mitigative measures, if any, that have been, or are to be taken to reduce the impact of plant or supplemental cooling water system noise levels on the offsite environments. This report shall also contain a list of noise-related complaints or inquiries received by Exelon Generation Company, LLC concerning the Limerick Generating Station or its supplemental cooling water system subsequent to issuance of the operating license along with a description of the action taken by Exelon Generation Company, LLC to resolve these complaints or inquiries.

This program shall terminate upon completion of the collection of the specified sound level data for each phase and submission of an acceptable final report.

APPENDIX C

ADDITIONAL CONDITIONS
OPERATING LICENSE NO. NPF-39

Exelon Generation Company, LLC shall comply with the following conditions on the schedules noted below: |

Amendment Number	Additional Conditions	Implementation Date
128	This amendment authorizes the licensees to incorporate in the Updated Final Safety Analysis Report (UFSAR) certain changes to the description of the facility. Implementation of this amendment is the incorporation of these changes as described in the licensee's application dated October 6, 1997, as supplemented by letter dated February 2, 1998, and evaluated in the safety evaluation dated May 14, 1998.	30 days from May 14, 1998
128	The suppression pool floor and the low pressure ECCS (RHR and Core Spray) suction strainers shall be visually inspected for sludge accumulation and foreign material. The visual inspection allows use of a remote camera in lieu of divers. The interval of these inspections shall be every other refueling outage. The inspection interval may be increased based on findings of two consecutive inspections. Should the licensee choose to increase the inspection interval, data supporting this increase shall be submitted to the NRC for review.	30 days from May 14, 1998

PECO ENERGY COMPANY

DOCKET NO. 50-353

LIMERICK GENERATING STATION, UNIT 2

AMENDMENT TO FACILITY OPERATING LICENSE

Amendment No. 108
License No. NPF-85

1. The Nuclear Regulatory Commission (the Commission) has found that:
 - A. The application for amendment filed by PECO Energy Company (the licensee), dated December 20, 1999, as supplemented January 3, February 14, March 10, March 23, March 30 and June 15, 2000, complies with the standards and requirements of the Atomic Energy Act of 1954, as amended (the Act), and the Commission's rules and regulations set forth in 10 CFR Chapter I;
 - B. The facility will operate in conformity with the application, the provisions of the Act, and the rules and regulations of the Commission;
 - C. There is reasonable assurance (i) that the activities authorized by this amendment can be conducted without endangering the health and safety of the public, and (ii) that such activities will be conducted in compliance with the Commission's regulations;
 - D. The issuance of this amendment will not be inimical to the common defense and security or to the health and safety of the public; and
 - E. The issuance of this amendment is in accordance with 10 CFR Part 51 of the Commission's regulations and all applicable requirements have been satisfied.
2. Accordingly, the Facility Operating License No. NPF-85 is amended as indicated in the attachment to this license amendment.

3. This license amendment is effective as of the date of its issuance and shall be implemented within 30 days.

FOR THE NUCLEAR REGULATORY COMMISSION

/RA/

Samuel J. Collins, Director
Office of Nuclear Reactor Regulation

Attachment: Changes to the License

Date of Issuance: January 12, 2001

ATTACHMENT TO LICENSE AMENDMENT NO. 108

FACILITY OPERATING LICENSE NO. NPF-85

DOCKET NO. 50-353

Revise the License by removing the pages identified below and inserting the attached pages. The revised pages are identified by the captioned amendment number and contain marginal lines indicating the area of change.

Remove Pages

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Appendix B cover page
Appendix B page 4-3

Insert Pages

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4a
Appendix B cover page
Appendix B page 4-3

EXELON GENERATION COMPANY, LLC

DOCKET NO. 50-353

LIMERICK GENERATING STATION, UNIT 2

FACILITY OPERATING LICENSE

License No. NPF-85

1. The Nuclear Regulatory Commission (the Commission or the NRC) has found that:
 - A. The application for license filed by Exelon Generation Company, LLC (Exelon Generation Company or the licensee) complies with the standards and requirements of the Atomic Energy Act of 1954, as amended (the Act), and the Commission's regulations set forth in 10 CFR Chapter I, and all required notifications to other agencies or bodies have been duly made;
 - B. Construction of the Limerick Generating Station, Unit 2 (the facility) has been substantially completed in conformity with Construction Permit No. CPPR-107 and the application, as amended, the provisions of the Act and the regulations of the Commission;
 - C. The facility will operate in conformity with the application, as amended, the provisions of the Act, and the regulations of the Commission (except as exempted from compliance in Section 2.D. below);
 - D. There is reasonable assurance: (i) that the activities authorized by this operating license can be conducted without endangering the health and safety of the public, and (ii) that such activities will be conducted in compliance with the Commission's regulations set forth in 10 CFR Chapter I (except as exempted from compliance in Section 2.D. below);
 - E. The licensee is technically qualified to engage in the activities authorized by this license in accordance with the Commission's regulations set forth in 10 CFR Chapter I;
 - F. The licensee has satisfied the applicable provisions of 10 CFR Part 140, "Financial Protection Requirements and Indemnity Agreements," of the Commission's regulations;
 - G. The issuance of this license will not be inimical to the common defense and security or to the health and safety of the public;

- H. After weighing the environmental, economic, technical, and other benefits of the facility against environmental and other costs and considering available alternatives, the issuance of this Facility Operating License No. NPF-85, subject to the conditions for protection of the environment set forth in the Environmental Protection Plan attached as Appendix B, is in accordance with 10 CFR Part 51 of the Commission's regulations and all applicable requirements have been satisfied; and
 - I. The receipt, possession, and use of source, byproduct and special nuclear material as authorized by this license will be in accordance with the Commission's regulations in 10 CFR Parts 30, 40 and 70.
2. Based on the foregoing findings and the Decision of the Atomic Safety and Licensing Board, LBP-85-25, dated July 22, 1985, the Commission's Order dated July 7, 1989, and the Commission's Memorandum and Order dated August 25, 1989, regarding this facility, Facility Operating License NPF-85 is hereby issued to the Exelon Generation Company (the licensee), to read as follows:
- A. This license applies to the Limerick Generating Station, Unit 2, a boiling water nuclear reactor and associated equipment, owned by Exelon Generation Company. The facility is located on the licensee's site in Montgomery and Chester Counties, Pennsylvania on the banks of the Schuylkill River approximately 1.7 miles southeast of the city limits of Pottstown, Pennsylvania and 21 miles northwest of the city limits of Philadelphia, Pennsylvania, and is described in the licensee's Final Safety Analysis Report, as supplemented and amended, and in the licensee's Environmental Report-Operating License Stage, as supplemented and amended.
 - B. Subject to the conditions and requirements incorporated herein, the Commission hereby licenses Exelon Generation Company:
 - (1) Pursuant to Section 103 of the Act and 10 CFR Part 50, to possess, use, and operate the facility at the designated location in Montgomery and Chester Counties, Pennsylvania, in accordance with the procedures and limitations set forth in this license;
 - (2) Pursuant to the Act and 10 CFR Part 70, to receive, possess and to use at any time special nuclear material as reactor fuel, in accordance with the limitations for storage and amounts required for reactor operation, as described in the Final Safety Analysis Report, as supplemented and amended;
 - (3) Pursuant to the Act and 10 CFR Parts 30, 40 and 70, to receive, possess and use at any time any byproduct, source and special nuclear material as sealed neutron sources for reactor startup, sealed sources for reactor instrumentation and radiation monitoring equipment calibration, and as fission detectors in amounts as required;

- (4) Pursuant to the Act and 10 CFR Parts 30, 40, 70, to receive, possess, and use in amounts as required any byproduct, source or special nuclear material without restriction to chemical or physical form, for sample analysis or instrument calibration or associated with radioactive apparatus or components; and
- (5) Pursuant to the Act and 10 CFR Parts 30, 40 and 70, to possess, but not separate, such byproduct and special nuclear materials as may be produced by the operation of the facility, and to receive and possess, but not separate, such source, byproduct, and special nuclear materials as contained in the fuel assemblies and fuel channels from the Shoreham Nuclear Power Station.

C. This license shall be deemed to contain and is subject to the conditions specified in the Commission's regulations set forth in 10 CFR Chapter I (except as exempted from compliance in Section 2.D. below) and is subject to all applicable provisions of the Act and to the rules, regulations, and orders of the Commission now or hereafter in effect; and is subject to the additional conditions specified or incorporated below:

(1) Maximum Power Level

Exelon Generation Company is authorized to operate the facility at reactor core power levels of 3458 megawatts thermal (100 percent rated power) in accordance with the conditions specified herein.

(2) Technical Specifications

The Technical Specifications contained in Appendix A and the Environmental Protection Plan contained in Appendix B, as revised through Amendment No. _____, are hereby incorporated into this license. Exelon Generation Company shall operate the facility in accordance with the Technical Specifications and the Environmental Protection Plan.

(3) Fire Protection (Section 9.5, SSER-2, -4)*

Exelon Generation Company shall implement and maintain in effect all provisions of the approved Fire Protection Program as described in the Updated Final Safety Analysis Report for the facility, and as approved in the NRC Safety Evaluation Report dated August 1983 through Supplement 9, dated August 1989, and Safety Evaluation dated November 20, 1995, subject to the following provisions:

The licensee may make changes to the approved fire protection program without prior approval of the Commission only if those changes would not adversely affect the ability to achieve and maintain safe shutdown in the event of a fire.

*The parenthetical notation following the title of license conditions denotes the section of the Safety Evaluation Report and/or its supplements wherein the license condition is discussed.

(4) Physical Security and Safeguards

The licensee shall fully implement and maintain in effect all provisions of the physical security, guard training and qualifications and safeguards contingency plans previously approved by the Commission and all amendments and revisions to such plans made pursuant to the authority of 10 CFR 50.90 and 10 CFR 50.54(p). The plans, which contain Safeguards Information protected under 10 CFR 73.21, are entitled: "Limerick Generating Station, Units 1 & 2, Physical Security Plan," with revisions submitted through October 31, 1988; "Limerick Generating Station, Units 1 & 2, Plant Security Personnel Training and Qualification Plan," with revisions submitted through October 1, 1985; and "Limerick Generating Station, Units 1 & 2, Safeguards Contingency Plan," with revisions submitted through November 15, 1986.

(5) Exelon Generation Company shall provide to the Director of the Office of Nuclear Reactor Regulation a copy of any application, at the time it is filed, to transfer (excluding grants of security interests or liens) from Exelon Generation Company to its direct or indirect parent, or to any other affiliated company, facilities for the production, transmission, or distribution of electric energy having a depreciated book value exceeding ten percent (10%) of Exelon Generation Company's consolidated net utility plant, as recorded on Exelon Generation Company's book of accounts.

(6) Exelon Generation Company shall have decommissioning trust funds for Limerick, Unit 2, in the following minimum amount, when Limerick, Unit 2, is transferred to Exelon Generating Company:

Limerick, Unit 2	\$59,687,081
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(7) The decommissioning trust agreement for Limerick, Unit 2, at the time the transfer of the unit to Exelon Generation Company is effected and thereafter, is subject to the following:

- (a) The decommissioning trust agreement must be in a form acceptable to the NRC.
- (b) With respect to the decommissioning trust fund, investments in the securities or other obligations of Exelon Corporation or affiliates thereof, or their successors or assigns are prohibited. Except for investments tied to market indexes or other non-nuclear sector mutual funds, investments in any entity owning one or more nuclear power plants are prohibited.

- (c) The decommissioning trust agreement for Limerick, Unit 2, must provide that no disbursements or payments from the trust shall be made by the trustee unless the trustee has first given the Director of the Office of Nuclear Reactor Regulation 30 days prior written notice of payment. The decommissioning trust agreement shall further contain a provision that no disbursements or payments from the trust shall be made if the trustee receives prior written notice of objection from the NRC.
 - (d) The decommissioning trust agreement must provide that the agreement can not be amended in any material respect without 30 days prior written notification to the Director of the Office of Nuclear Reactor Regulation.
 - (e) The appropriate section of the decommissioning trust agreement shall state that the trustee, investment advisor, or anyone else directing the investments made in the trust shall adhere to a “prudent investor” standard, as specified in 18 CFR 35.32(a)(3) of the Federal Energy Regulatory Commission’s regulations.
- (8) Exelon Generation Company shall take all necessary steps to ensure that the decommissioning trust is maintained in accordance with the application for approval of the transfer of Limerick, Unit 2, license and the requirements of the Order approving the transfer, and consistent with the safety evaluation supporting the Order.
- D. The facility requires exemptions from certain requirements of 10 CFR Part 50 and 10 CFR Part 70. These include (a) exemption from the requirement of Appendix J, the testing of containment air locks at times when the containment integrity is not required (Section 6.2.6.1 of the SER and SSER-3), (b) exemption from the requirements of Appendix J, the leak rate testing of the Main Steam Isolation Valves (MSIVs) at the peak calculated containment pressure, Pa, and exemption from the requirements of Appendix J that the measured MSIV leak rates be included in the summation for the local leak rate test (Section 6.2.6.1 of SSER-3), (c) exemption from the requirement of Appendix J,

APPENDIX B

TO FACILITY OPERATING LICENSE NO. NPF-85

LIMERICK GENERATING STATION

UNITS 1 AND 2

EXELON GENERATION COMPANY, LLC

|

DOCKET NOS. 50-352 and 50-353

ENVIRONMENTAL PROTECTION PLAN

(NON-RADIOLOGICAL)

August 25, 1989

The selection, calibration and use of equipment, conduct of the surveys, and the analysis and reporting of data shall conform to the provisions of the applicable American National Standards Institute Standards.

The results of the surveys conducted under this program shall be summarized, interpreted and reported in accordance with Section 5.4.1 of this EPP.

The final report of this program shall present a brief assessment by the licensee of the environmental impact and supplemental cooling water system operation on the various offsite acoustic environments, and shall describe the mitigative measures, if any, that have been, or are to be taken to reduce the impact of plant or supplemental cooling water system noise levels on the offsite environments. This report shall also contain a list of noise-related complaints or inquiries received by Exelon Generation Company, LLC concerning the Limerick Generating Station or its supplemental cooling water system subsequent to issuance of the operating license along with a description of the action taken by Exelon Generation Company, LLC to resolve these complaints or inquiries.

This program shall terminate upon completion of the collection of the specified sound level data for each phase and submission of an acceptable final report.

4.2.4.2 Point Pleasant Pumphouse

An ASLB ruling (LBP-83-11; March 8, 1983) requires that the licensee conduct a one-time field study after the transformers are placed in operation at Point Pleasant. The noise from operation of the transformers shall be reduced to a level so that the transformer core tones will be inaudible (i.e., not above the masking level, as defined below) at the site boundary.

The licensee shall determine, based on onsite measurements, the delta L(ex) (i.e., the noise level in excess of the masking level) for each tone. The masking level is defined as "N" dB above the ambient spectrum level, where "N" is defined as follows: