



Portland General Electric Company
Trojan Nuclear Plant
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Rainier, OR 97048
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December 9, 2004

VPN-070-2004

Trojan Nuclear Plant/ISFSI
Docket Nos. 50-344/72-17
License Nos. NPF-1/SNM-2509

10 CFR § 50.80
10 CFR § 72.50

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

ATTN: Document Control Desk
Director, Spent Fuel Project Office
Office of Nuclear Material Safety and Safeguards
U. S. Nuclear Regulatory Commission
Washington, DC 20555-0001

Response to Request for Additional Information Regarding
Application for Consent to Indirect Transfer of Facility Licenses

This letter provides Portland General Electric Company's ("PGE's") response to Nuclear Regulatory Commission ("NRC") Request for Additional Information ("RAI") dated November 29, 2004, regarding PGE's "Application for Consent to Indirect Transfer of Facility Licenses" ("Application"), submitted to the NRC by PGE on its own behalf and that of Oregon Electric Utility Company, LLC ("OEUC"), via PGE Letter VPN-020-2004 dated June 14, 2004, as supplemented by PGE Letter VPN-044-2004 dated September 29, 2004. The RAI consisted of five (5) questions arising from the NRC's review of the Application. The RAI questions and PGE's response to each question are provided below.

NMSSDI

RAI Question 1

Describe approximately what percentage of PGE annual electric power revenues are typically accounted for by: (1) wholesale sales under FERC jurisdiction; and (2) retail sales under OPUC jurisdiction. If wholesale sales exceed 20 percent of PGE's total revenue, state whether any wholesale revenues are relied upon to cover costs to complete decommissioning or to manage spent fuel.

PGE Response to RAI Question 1

Wholesale sales revenues from Federal Energy Regulatory Commission ("FERC") jurisdictional sales in 2003 constituted approximately \$489 million, or approximately 26.6 percent, of PGE's total operating revenues of approximately \$1,841 million for that year. (See FERC Form 1 Filing, at 300, 330. This number includes both "Sales for Resale", on page 300, line 11, and total "Revenue from Transmission of Electricity for Others" on page 330). In 2003, retail sales under Oregon Public Utility Commission ("OPUC") jurisdiction constituted approximately \$1,283 million, or approximately 69.7 percent, of PGE's total revenues of approximately \$1,841 million. (*Id.* at 300, line 10). Wholesale revenues are not relied upon to cover costs to complete Trojan Nuclear Plant decommissioning or to manage spent fuel. Rather, as discussed in the Application, Trojan Nuclear Plant decommissioning and Independent Spent Fuel Storage Installation ("ISFSI") costs are paid from revenues collected in retail rates established by the OPUC. (See Application for Consent to Indirect Transfer of Facility Licenses, PGE Letter VPN-020-2004, at 12-13).

RAI Question 2

Describe the current percentage of foreign capital ownership of each of the TPG limited partnerships, TPG Partners III, L.P., and TPG Partners IV, L.P., and of each of the TPG General Partners.

PGE Response to RAI Question 2

The current percentage of foreign capital ownership for TPG Partners III, L.P. (and affiliated funds) is 12.76 percent. The current percentage of foreign capital ownership for TPG Partners IV, L.P. is 24.43 percent.

The TPG General Partners are organized as follows: the General Partners for TPG Partners III and TPG Partners IV are, respectively, TPG Genpar III, L.P. and TPG Genpar IV, L.P., each a Delaware limited partnership. The current percentages of foreign capital ownership for the limited partners in TPG Genpar III, L.P. and TPG Genpar IV, L.P. are, respectively, 5.36 percent and 7.64 percent. The General Partners of TPG Genpar III, L.P. and TPG Genpar IV, L.P. are, respectively, TPG Advisors III, Inc. and TPG Advisors IV, Inc., each a Delaware closely-held corporation. The percentage of foreign capital ownership for both TPG Advisors III, Inc. and TPG Advisors IV, Inc. is zero (0) percent, since both corporations are totally owned by U.S. citizens.

RAI Question 3

Provide the information required in 10 CFR 50.33(d) as it applies to TPG itself.

PGE Response to RAI Question 3

10 CFR 50.33(d) reads:

- (d) (1) *If applicant is an individual, state citizenship.*
- (2) *If applicant is a partnership, state name, citizenship and address of each partner and the principal location where the partnership does business.*
- (3) *If applicant is a corporation or an unincorporated association, state:*
 - (i) *The state where it is incorporated or organized and the principal location where it does business;*
 - (ii) *The names, addresses and citizenship of its directors and of its principal officers;*

- (iii) *Whether it is owned, controlled, or dominated by an alien, a foreign corporation, or foreign government, and if so, give details.*

TPG does not have separate legal existence, but transacts business through a series of funds. The following information, pursuant to 10 C.F.R. 50.33(d)(3), applies to TPG Advisors III, Inc. and TPG Advisors IV, Inc. (see PGE Response to RAI Question 2 above):

- (i) TPG Advisors III, Inc. and TPG Advisors IV, Inc. are both Delaware corporations. Each has its principal place of business at 301 Commerce Street, Suite 3300, Fort Worth, TX 76102 U.S.A.
- (ii) The shareholders, directors, and officers of TPG Advisors III, Inc. and TPG Advisors IV, Inc., and their business addresses are listed below. Each of the three listed individuals is a U.S. citizen.

| | | |
|----------------------|-------------------------|-------------------------|
| David Bonderman | James G. Coulter | William S. Price, III |
| 301 Commerce Street | 345 California Street | 345 California Street |
| Suite 3300 | Suite 3300 | Suite 3300 |
| Fort Worth, TX 76102 | San Francisco, CA 94104 | San Francisco, CA 94104 |

- (iii) Neither TPG Advisors III, Inc. nor TPG Advisors IV, Inc. is owned, controlled, or dominated by an alien, a foreign corporation, or foreign government.

RAI Question 4

Explain if, and under what condition(s) and likely timing, a separate application might be submitted to the NRC regarding interim ownership of PGE by a trust.

PGE Response to RAI Question 4

There will be no interim ownership of PGE by a trust. Consequently, a separate application for ownership of PGE by a trust will not be submitted to the NRC.

RAI Question 5

Provide a current list of the members of the PGE Board of Directors and their current citizenship. Provide the names and citizenship of any other members in addition to those already identified in the application that currently are anticipated to be elected to the PGE Board either before, or after, closing the proposed sale.

PGE Response to RAI Question 5

The following list reflects the members of the PGE Board of Directors and their citizenship as of December 8, 2004.

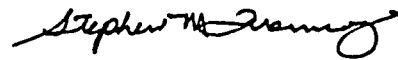
| <u>Member Name</u> | <u>Citizenship</u> |
|----------------------------------|--------------------|
| John W. Ballantine | U.S. |
| Robert S. Bingham | U.S. |
| Peggy Y. Fowler | U.S. |
| Corbin A. McNeill, Jr., Chairman | U.S. |
| Raymond S. Troubh | U.S. |
| Robert H. Walls, Jr. | U.S. |

As reflected in the Application letters dated June 14, 2004, and September 29, 2004, upon closing of the Transaction, the PGE Board of Directors will consist of the following members:

| <u>Member Name</u> | <u>Citizenship</u> | <u>Member Name</u> | <u>Citizenship</u> |
|-----------------------|--------------------|----------------------|--------------------|
| David Bonderman | U.S. | Kirby Dyess | U.S. |
| Kelvin Davis | U.S. | Maria Eitel | U.S. |
| Peggy Fowler | U.S. | Jerry Jackson | U.S. |
| Gerald Grinstein | U.S. | Duane McDougall | U.S. |
| Tom Walsh | U.S. | Robert Miller | U.S. |
| Peter O. Kohler, M.D. | U.S. | M. Lee Pelton, Ph.D. | U.S. |

For purposes of answering questions concerning the information provided in this letter, please contact Douglas R. Nichols, General Counsel, Portland General Electric Company, Suite 1700, 121 SW Salmon St. Portland, OR 97204 (phone number 503-464-8402). Service of any comments, hearing requests, intervention petitions, or other filings should also be made to: Samuel Behrends IV, LeBoeuf, Lamb, Greene & McRae, 1875 Connecticut Ave., N.W., Suite 1200, Washington, DC 20009 (sbehrend@llgm.com) and Jay E. Silberg, Shaw Pittman LLP, 2300 N Street, N.W., Washington, DC 20037 (JaySilberg@shawpittman.com).

Sincerely,



Stephen M. Quennoz
Vice President, Generation

c: J. T. Buckley, NRC, NMSS
A. F. McKeigney, NRC, NRR
S. R. Hom, NRC, NRR
C. M. Regan, NRC, NMSS, SFPO
Director, DNMS, NRC Region IV
David Stewart-Smith, ODOE
Richard A. Ekleberry, TPG Partners III, L.P.
Mitch Taylor, Enron Corp.
David Koogler, Enron Corp.
Kenneth D. Beeson, EWEB
Owners Committee representatives of BPA, PacifiCorp, and EWEB
Larry Cable, Cable Huston Benedict
Geoffrey Kronick, BPA
Michael L. Ryan, Cleary, Gottlieb, Steen & Hamilton
David Leinwand, Cleary, Gottlieb, Steen & Hamilton
Brian P. Leitch, Arnold & Porter
Jay Tabor, Weil, Gotshal & Manges LLP
Michael M. Morgan, Tonkon Torp