

RS-05-066

May 24, 2005

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

Braidwood Station, Units 1 and 2
Facility Operating License Nos. NPF-72 and NPF-77
NRC Docket Nos. STN 50-456 and STN 50-457

Byron Station, Units 1 and 2
Facility Operating License Nos. NPF-37 and NPF-66
NRC Docket Nos. STN 50-454 and STN 50-455

Clinton Power Station
Facility Operating License No. NPF-62
NRC Docket No. 50-461

Dresden Nuclear Power Station, Units 1, 2 and 3
Facility Operating License No. DPR-2
Renewed Facility Operating License Nos. DPR-19 and DPR-25
NRC Docket Nos. 50-10, 50-237 and 50-249

LaSalle County Station, Units 1 and 2
Facility Operating License Nos. NPF-11 and NPF-18
NRC Docket Nos. 50-373 and 50-374

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

Oyster Creek Nuclear Generating Station
Facility Operating License No. DPR-16
NRC Docket No. 50-219

Peach Bottom Atomic Power Station, Units 1, 2, and 3
Facility Operating License No. DPR-12
Renewed Facility Operating License Nos. DPR-44 and DPR-56
NRC Docket Nos. 50-171, 50-277, and 50-278

Quad Cities Nuclear Power Station, Units 1 and 2
Renewed Facility Operating License Nos. DPR-29 and DPR-30
NRC Docket Nos. 50-254 and 50-265

Three Mile Island Nuclear Station, Unit 1
Facility Operating License No. DPR-50
NRC Docket No. 50-289

Zion Nuclear Power Station, Units 1 and 2
Facility Operating License Nos. DPR-39 and DPR-48
NRC Docket Nos. 50-295 and 50-304

Subject: Additional Information Regarding License Transfer Applications

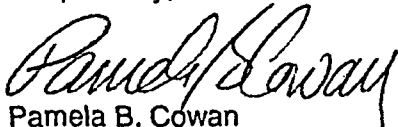
Reference: Letter from NRC, "Additional Information for License Transfer Applications," to Exelon Generation Company, LLC and AmerGen Energy Company, LLC dated May 10, 2005

As documented in the referenced letter, Exelon Generation Company, LLC (Exelon Generation) and AmerGen Energy Company, LLC (AmerGen) agreed to provide additional information to the NRC regarding the requests for license transfers associated with the proposed merger of Exelon Corporation and Public Service Enterprise Group. Attachment 1 provides the additional information.

Included in Attachment 1 are the assumptions used in the development of the projected income statement and, as described in the enclosed affidavit, Exelon Generation and AmerGen consider this confidential financial information. Accordingly, Exelon Generation and AmerGen request this information be withheld from public disclosure in accordance with 10 CFR 2.390(a)(4), "Public inspections, Exemptions, Requests for Withholding." A non-proprietary version of Attachment 1, suitable for public disclosure, is provided as Attachment 2.

If you have any questions about this letter, please contact Kenneth Ainger at (856) 339-2136.

Respectfully,



Pamela B. Cowan
Director – Licensing and Regulatory Affairs
Exelon Generation Company, LLC
AmerGen Energy Company, LLC

Attachments
Enclosure

COMMONWEALTH OF PENNSYLVANIA

COUNTY OF CHESTER

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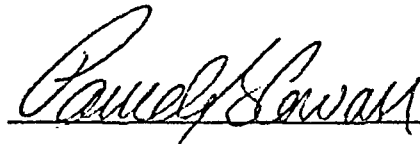
SS.

Pamela B. Cowan, being duly sworn according to law deposes and says:

I am Director – Licensing and Regulatory Affairs of Exelon Generation Company, LLC and AmerGen Company, LLC, and as such, I am familiar with the contents of the attachments accompanying this correspondence (RS-05-066) concerning the requests for license transfers associated with the proposed merger of Exelon Corporation and Public Service Enterprise Group, and the matters set forth therein are true and correct to the best of my knowledge, information and belief.

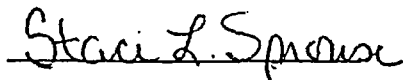
Exelon Generation Company, LLC (Exelon Generation) and AmerGen Energy Company, LLC (AmerGen) request that this correspondence be treated as confidential and withheld from public disclosure pursuant to 10 CFR 2.390(a)(4).

Specifically, information in Attachment 1 provides assumptions used in the development of the projected income statement of Exelon Generation Company, LLC post-merger and contains commercial and financial information that is privileged and confidential. The information therein has been held in confidence and not disclosed to the public. Internal distribution of this information has likewise been limited to essential Exelon Generation and AmerGen personnel.

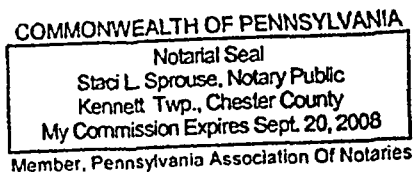


Subscribed and Sworn to before me

this 24th day of May, 2005



Notary Public of Pennsylvania



ATTACHMENT 2 (NON - PROPRIETARY VERSION)

ADDITIONAL INFORMATION FOR LICENSE TRANSFER APPLICATIONS

1. Identification of the Securities and Exchange Commission filings that contain the information specific to the merger.

Response

On March 15, 2005, Exelon Corporation and Public Service Enterprise Group Incorporated filed Form U-1, "Application – Declaration Under the Public Utility Holding Company Act of 1935" with the Securities and Exchange Commission (File No. 70-10294). A description of the proposed merger is on page 1 of this filing. A description of Exelon Generation restructuring is on page 11 of this filing.

2. Confirmation that there are no intermediate companies above Exelon Generation in the new corporate structure other than Exelon Ventures.

Response

Exelon Ventures Company, LLC is the only intermediate holding company between Exelon Generation and Exelon Electric & Gas Corporation in the proposed post-merger corporate structure.

3. Confirmation that the Exelon Nuclear Group is a business unit rather than a separate company.

Response

As depicted in the organization chart provided in response to item 4 below, Exelon Nuclear is a business unit of Exelon Generation and not a separate company.

4. An organization chart showing the relationship between the Exelon Nuclear Group and Exelon Generation.

Response

Figure 1 is an organization chart that shows Exelon Nuclear as a business unit within Exelon Generation.

5. All information as described in 10 CFR 50.33(d)(3) for Exelon Generation, Exelon Ventures Company, and Exelon Electric & Gas Corporation to the extent not yet provided.

Response

The information specified in 10 CFR 50.33(d)(3)(i) and (iii) was provided in the Exelon Generation submittal, "Application for Approval of License Transfers," dated March 3, 2005 and the AmerGen submittal, "Application for Approval of

Indirect License Transfers," dated March 3, 2005. Tables 1 and 2 provide names and titles of officers of Exelon Generation and Exelon Ventures Company, LLC, respectively. The mailing address of the officers of Exelon Generation is 300 Exelon Way, Kennett Square, Pennsylvania 19348. Exelon Generation is organized under the laws of the Commonwealth of Pennsylvania. The mailing address of the officers of Exelon Ventures Company, LLC is 10 S. Dearborn Street, Chicago, Illinois 60603. Exelon Ventures Company, LLC is organized under the laws of the State of Delaware. The officers of Exelon Generation (except one officer as denoted on Table 1) and the officers of Exelon Ventures Company, LLC are U.S. citizens. Exelon Generation and AmerGen provide the information in Tables 1 and 2 as an organizational snapshot and note that periodic organizational title and staff changes will necessarily alter some of the names and titles before the license transfers are finalized. With respect to Exelon Electric & Gas, as described in the applications mentioned above, the new Board of Directors will be nominated at a ratio of two-thirds by Exelon Corporation and one-third by Public Service Enterprise Group and any change to its officers will be made once the merger is completed. We will provide the names, addresses, and citizenship of the directors and principle officers of Exelon Electric & Gas following consummation of the merger.

6. The assumptions that were used in the development of the projected income statement.

Response

Tables 3 and 4 contain assumptions used in the projected income statement for Exelon Generation post-merger. The net annual mean rating, net capacity factor, refueling outages, and site expenses are provided for the nuclear units.

7. A statement related to the AmerGen submittal confirming that the emergency plans will not be affected by the merger.

Response

The emergency plans for the AmerGen units (i.e., Clinton Power Station, Oyster Creek Nuclear Generating Station, and Three Mile Island Nuclear Station, Unit 1) will not be required to be revised as a result of the merger. However, with the objective of improving emergency preparedness post-merger, a revision to the emergency plan for Oyster Creek Nuclear Generating Station may be proposed as a result of integrating the Salem and Hope Creek Generating Stations into the Exelon Generation/AmerGen fleet.

Figure 1

Business Units of Exelon Generation Company, LLC

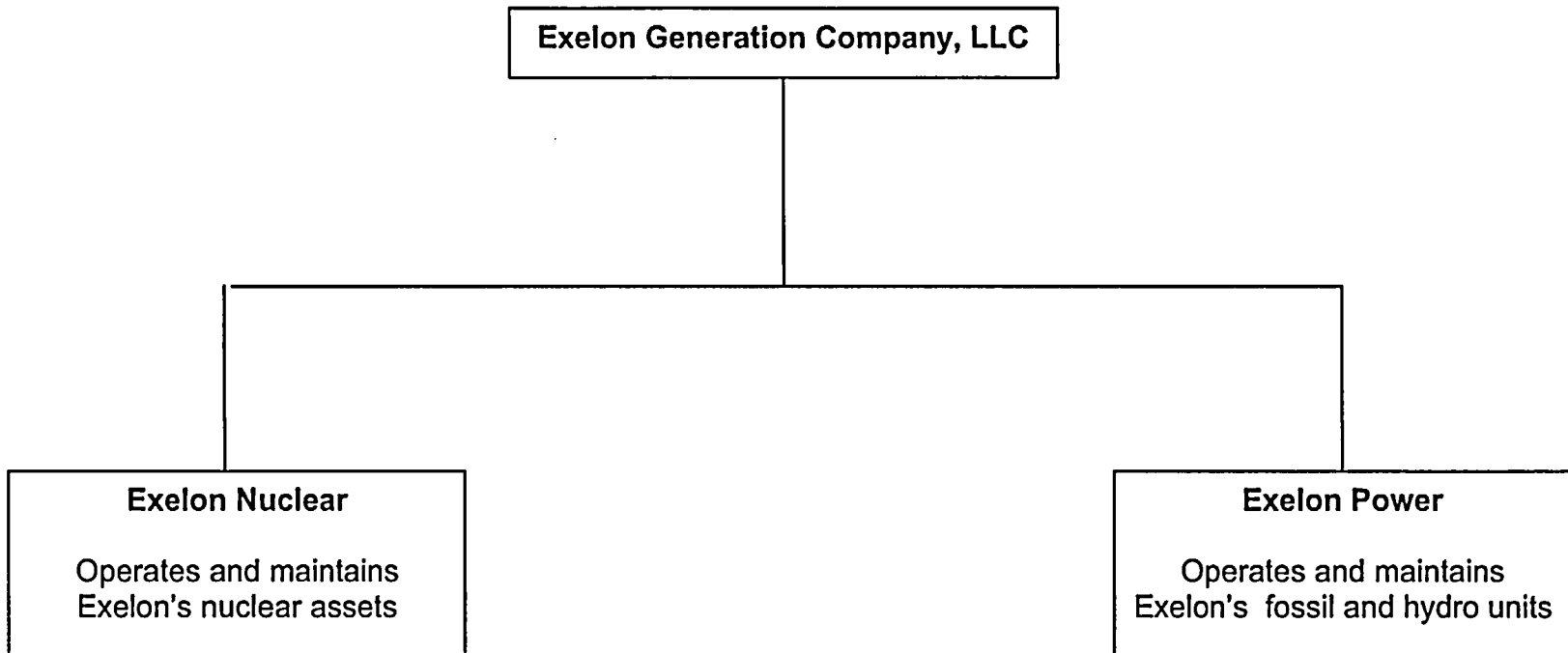


Table 1

Officers of Exelon Generation Company, LLC

* Ian P. McLean	President, Exelon Power Team
John L. Skolds	President, Exelon Generation
Christopher M. Crane	President and Chief Nuclear Officer, Exelon Nuclear
J. Barry Mitchell	Senior Vice President, Chief Financial Officer, Treasurer
Charles G. Pardee	Chief Operating Officer, Exelon Nuclear
Kenneth W. Cornew	Senior Vice President, Power Transactions & Wholesale Delivery, Exelon Power Team
Robert J. Hovey	Senior Vice President, Operations Support, Exelon Nuclear
Richard P. Lopriore	Senior Vice President, Mid-Atlantic Operations, Exelon Nuclear
Michael Pacilio	Senior Vice President, Mid-West Operations, Exelon Nuclear
Mark A. Schiavoni	Senior Vice President, Exelon Generation, President, Exelon Power
David W. Woods	Senior Vice President, Communications, Governmental & Public Affairs
J. Tyler Anthony	Vice President, Project Management, Exelon Nuclear
Phillip S. Barnett	Vice President - Finance
Robert S Bement	Site Vice President - Clinton Power Station
Jeffrey A. Benjamin	Vice President, Licensing and Regulatory Affairs, Exelon Nuclear
Danny G. Bost	Site Vice President - Dresden Nuclear Power Station
Robert C. Braun	Site Vice President - Peach Bottom Atomic Power Station
Kevin Cellars	Vice President, Business Operations, Exelon Power
Thomas Coutu	Vice President, Midwest Operations
Martin J. Coveney	Vice President, Business Operations, Exelon Nuclear

* Citizen of the United Kingdom

Edward J. Cullen Jr.	Vice President, Legal and Secretary
Ronald J. DeGregorio	Site Vice President - Limerick Generating Station
Gerald A. Ellis	Vice President, Human Resources, Exelon Nuclear
David Ellsworth	Vice President, Fuels, Power Team
Meg Evangelist	Vice President, Human Resources, Exelon Power
Jan H. Freeman	Vice President, Public Affairs, Exelon Generation
Lester J. Guthrie	Vice President, Outage Planning & Services, Exelon Nuclear
Ernest J. Harkness	Vice President, Special Projects, Exelon Nuclear
Christopher Hughes	Vice President, Exelon Power
Theodore E. Jennings	Vice President, Engineering & Operation Support, Exelon Power
Marilyn C. Kray	Vice President, Project Development Exelon Nuclear
Rod Krich	Vice President, Licensing Projects, Exelon Nuclear
Stephen E. Kuczynski	Site Vice President - Byron Station
Susan Landahl	Site Vice President, LaSalle County Station
James P. Malone	Vice President, Fuels Management, Exelon Nuclear
Robert K. McDonald	Vice President, Generation
Mark McFarland	Vice President, Commercial Transactions & Pricing, Power Team
James R. Meister	Vice President, Nuclear Services, Exelon Nuclear
Joellen Burns Muntz	Vice President, Operations, Exelon Power
Carol R. Peterson	Vice President, Finance, Exelon Nuclear
Keith Polson	Site Vice President - Braidwood Station
Laura V. Raymond	Vice President, Marketing & Business Development, Exelon Power
Amir Shahkarami	Vice President, Engineering, Exelon Nuclear
Clair N. Swenson	Site Vice President - Oyster Creek
Thomas D. Terry Jr.	Vice President, Taxes

Timothy Tulon	Site Vice President - Quad Cities Nuclear Power Station
Jon D. Veurink	Vice President and Corporate Controller
Sue E. Wallace	Vice President, Management Projects, Exelon Generation
Russell G. West	Site Vice President - TMI
Thomas R. Miller	Assistant Treasurer
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Christopher J. Bernard	Assistant Secretary
Todd D. Cutler	Assistant Secretary
Scott N. Peters	Assistant Secretary
Bruce G. Wilson	Assistant Secretary
Ronald L. Zack	Assistant Secretary

Table 2

Exelon Ventures Company, LLC

John W. Rowe	President and Chief Executive Officer
J. Barry Mitchell	Senior Vice President, Chief Financial Officer, Treasurer
John F. Young	Executive Vice President
Robert K. McDonald	Vice President, Ventures
Randall E. Mehrberg	Vice President and General Counsel
Thomas D. Terry Jr.	Vice President, Taxes
Katherine K. Combs	Secretary
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
Scott N. Peters	Assistant Secretary
Bruce G. Wilson	Assistant Secretary
Ronald L. Zack	Assistant Secretary

Table 3
Projected Income Statement Assumptions (non-proprietary)

Net Annual Mean Rating for the Units, Includes Upratings

Year	Brald wood 1	Brald wood 2	Byron 1	Byron 2	Clinton	Dresden 2	Dresden 3	LaSalle 1	LaSalle 2	Quad Cities 1	Quad Cities 2	Limerick 1	Limerick 2	Oyster Creek	Peach Bottom 2	Peach Bottom 3	TMI	Salem 1	Salem 2	Hope Creek
2006																				
2007																				
2008																				
2009																				
2010																				

Resultant Net Capacity Factors - By Unit

Year	Brald wood 1	Brald wood 2	Byron 1	Byron 2	Clinton	Dresden 2	Dresden 3	LaSalle 1	LaSalle 2	Quad Cities 1	Quad Cities 2	Limerick 1	Limerick 2	Oyster Creek	Peach Bottom 2	Peach Bottom 3	TMI	Salem 1	Salem 2	Hope Creek
2006																				
2007																				
2008																				
2009																				
2010																				

Refueling Outages - By Unit

Year	Brald wood 1	Brald wood 2	Byron 1	Byron 2	Clinton	Dresden 2	Dresden 3	LaSalle 1	LaSalle 2	Quad Cities 1	Quad Cities 2	Limerick 1	Limerick 2	Oyster Creek	Peach Bottom 2	Peach Bottom 3	TMI	Salem 1	Salem 2	Hope Creek
2006																				
2007																				
2008																				
2009																				
2010																				

	Fleet Wide Capacity Factor	Number of Refueling Outages
2006		
2007		
2008		
2009		
2010		

NOTE: Based on Analysis Performed for Merger Proposal 12/20/04

Table 4

Projected Income Statement Assumptions (Non-proprietary)

	Braid wood	Byron	Clinton	Dresden	LaSalle	Quad Cities	Limerick	Oyster Creek	Peach Bottom	TMI	Salem Hope Creek
2005											
Site O&M											
Pension & Benefits											
Property Tax											
Shared Services (SLAs)											
Total Site Expenses excl Fuel											
Fuel Amortization											
Total Site											
2006											
Site O&M											
Pension & Benefits											
Property Tax											
Shared Services (SLAs)											
Total Site Expenses excl Fuel											
Fuel Amortization											
Total Site											
2007											
Site O&M											
Pension & Benefits											
Property Tax											
Shared Services (SLAs)											
Total Site Expenses excl Fuel											
Fuel Amortization											
Total Site											
2008											
Site O&M											
Pension & Benefits											
Property Tax											
Shared Services (SLAs)											
Total Site Expenses excl Fuel											
Fuel Amortization											
Total Site											
2009											
Site O&M											
Pension & Benefits											
Property Tax											
Shared Services (SLAs)											
Total Site Expenses excl Fuel											
Fuel Amortization											
Total Site											
2010											
Site O&M											
Pension & Benefits											
Property Tax											
Shared Services (SLAs)											
Total Site Expenses excl Fuel											
Fuel Amortization											
Total Site											

Inflation Assumptions	Labor	Materials & Services	Pension & Benefits
2005			
2006			
2007			
2008			
2009			
2010			

Notes:
Detailed planning for 2010 has not been performed, 2010 estimates represent assumption of no growth.
Based on Analysis Performed for Merger Proposal 12/20/04.