

UNITED STATES OF AMERICA
BEFORE THE
NUCLEAR REGULATORY COMMISSION

DOCKETED
USNRC

May 18, 2007 (2:52pm)

In the Matter of

OFFICE OF SECRETARY
RULEMAKINGS AND
ADJUDICATIONS STAFF

CONSUMERS ENERGY COMPANY, NUCLEAR
MANAGEMENT COMPANY, LLC and
ENERGY NUCLEAR PALISADES, LLC and
ENERGY NUCLEAR OPERATIONS.

Docket No. 50-255

(Palisades Nuclear Plant, License No. DPR-20)

CONFIDENTIALITY AND NON-DISCLOSURE AGREEMENT

I. INTRODUCTION

On August 31, 2006, CONSUMERS ENERGY COMPANY, NUCLEAR
MANAGEMENT COMPANY, LLC, ENERGY NUCLEAR PALISADES, LLC and
ENERGY NUCLEAR OPERATIONS, INC. (collectively "Applicants") submitted
to the U.S. Nuclear Regulatory Commission ("NRC") an Application for Order and
Conforming License Amendment for License Transfer ("Application"). The
Application included the submission of documents containing financial
information deemed by the Applicants to be sensitive and proprietary ("sensitive
financial information"). On November 16, 2006, the NRC published a Notice of
Consideration of Approval of Transfer of Facility Operating License and
Conforming Amendment and Opportunity for Hearing in the Federal Register (Vol
71, No. 221).

II. CONFIDENTIALITY AND NON-DISCLOSURE AGREEMENT

1. This Confidentiality and Non-Disclosure Agreement applies to and governs the
Applicants, CONSUMERS ENERGY COMPANY, NUCLEAR MANAGEMENT

TEMPLATE = 8524-043

8524-02

COMPANY, LLC, ENTERGY NUCLEAR PALISADES, LLC and ENTERGY NUCLEAR OPERATIONS, INC. and the Petitioners, TOWNSHIP OF COVERT and COUNTY OF VAN BUREN, and their agents and representatives (including those described in Paragraph 3 below), with respect to these entities' provision, use, return and destruction of sensitive financial information contained in the Application.

2. The Applicant agrees to provide to Richard D. Reed, attorney for TOWNSHIP OF COVERT and COUNTY OF VAN BUREN ("Petitioners") either one paper copy of the complete unredacted License Transfer Application filed with the Nuclear Regulatory Commission, or an electronic text file of each document. Each page of each document provided by the Applicant to the Petitioners will be prominently marked: "**Sensitive Financial Information Subject to Confidentiality and Non-Disclosure Agreement.**" The Applicant will provide paper copies of the document(s) and/or the storage medium containing the electronic file(s) (e.g., a CD-ROM or diskette) in a sealed envelope bearing prominent markings indicating the envelope contains "**Sensitive Financial Information Subject to Confidentiality and Non-Disclosure Agreement.**"
3. Petitioners and their attorney, Richard D. Reed, agree to limit the possession and use of all sensitive financial information and the documents provided by the Applicant which contain this information to RICHARD D. REED, attorney for Petitioners, TOWNSHIP OF COVERT and VAN BUREN COUNTY, individuals employed or retained by Petitioners or counsel for Petitioners to testify as expert witnesses in this proceeding, and to persons assisting the designated expert or

witness in the preparation of such testimony (and then only on a "need-to-know" basis) to the minimum extent necessary for the effective performance by that person of his or her duties in connection with the resolution of issues related to this NRC proceeding. Petitioners and their attorney, Richard D. Reed agree that before first disclosing or transmitting sensitive financial information to these individuals, each individual has executed a copy of this Confidentiality and Non-Disclosure Agreement. Petitioners agree that copies of the executed Confidentiality and Non-Disclosure Agreement will be sent to the Applicant and filed with the Commission within five days of the date of execution.

4. Petitioners and their attorney, Richard D. Reed agree to use the sensitive *financial information provided by the Applicant only for the preparation of written submissions and testimony in this proceeding, and appeals to the Commission.* If Petitioners are required to disclose any part of the sensitive financial information in any legal or regulatory proceeding other than the NRC proceeding, then prior to such disclosure, Petitioners agree to advise the Applicant in a timely fashion so that the Applicant can either consent to the disclosure or obtain a protective order from the relevant tribunal. In any event, Petitioners and their attorney, Richard D Reed, agree to use all reasonable and available efforts to protect the confidential nature of the sensitive financial information provided to Petitioners by Applicant.
5. Petitioners agree to treat sensitive financial information provided to it by the Applicant as confidential, and take all reasonable and practical steps necessary *to protect the confidentiality of the sensitive financial information and to prevent its dissemination beyond those expressly authorized and who have executed*

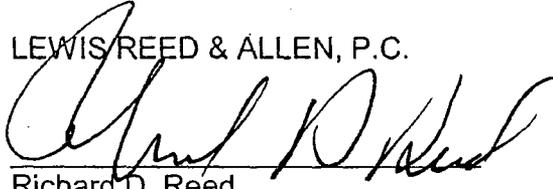
protective agreements. Petitioners agree to store the information and documents in a secure fashion. Any documents containing sensitive financial information, or a storage medium containing electronic file(s) containing sensitive financial information (e.g., a CD-ROM or diskette) filed by Petitioners with either the Commission or the presiding officer will be filed and served in a sealed envelope bearing prominent markings indicating the envelope contains "**Sensitive Financial Information Subject to Confidentiality and Non-Disclosure Agreement.**" Each page of each document filed by Petitioners which contains sensitive financial information (including electronic files of documents containing such information) will be prominently marked: "**Sensitive Financial Information Subject to Confidentiality and Non-Disclosure Agreement.**" Petitioners shall take appropriate steps to ensure that any electronic submission of files containing sensitive financial information are transmitted only to persons and entities authorized to receive the sensitive financial information. Petitioners agree to delete and overwrite any file containing sensitive financial information before discarding or reusing any diskettes or other media on which such files are stored.

6. Petitioners and their agents and representatives (including the persons described in Paragraph 3 above) agree not to copy or reproduce the documents and electronic files containing sensitive financial information provided to it by Applicant except as permitted by, and in accordance with the requirements set forth in, this Confidentiality and Non-Disclosure Agreement.
7. Within ten days after the date on which the NRC decision or order terminating this proceeding becomes no longer subject to judicial review, Petitioners and their

attorney, Richard D. Reed agree to: (i) return to Applicant all documents containing sensitive financial information which were provided by Applicant to Petitioners pursuant to this Confidentiality and Non-Disclosure Agreement, (ii) destroy any other documents in its possession containing such sensitive financial information, and (iii) delete and overwrite any file containing sensitive financial information on any diskettes or other media on which such files are stored.

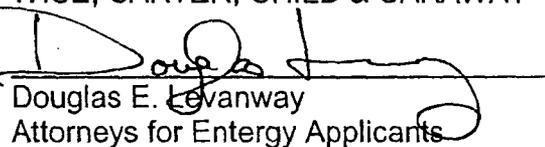
PETITIONERS

Dated: May 2, 2007

By: 
LEWIS REED & ALLEN, P.C.
Richard D. Reed
Attorneys for Local Units
136 E. Michigan Ave., Suite 800
Kalamazoo, MI 49007
(269) 388-7600

APPLICANTS

Dated: May 4, 2007

By: 
WISE, CARTER, CHILD & CARAWAY
Douglas E. Levanway
Attorneys for Entergy Applicants
401 East Capitol Street
Jackson, MS 39201

Dated: May 4, 2007

By: 
LeBOEUF, LAMB, GREEN & MacRAE
Samuel Behrends, IV
Attorneys for Applicants Consumers
Energy and Nuclear Management
Company
1875 Connecticut Avenue, NW
Washington, DC 20009

Docket No. 50-255 LT
Palisades Nuclear Power Station

Nondisclosure Certificate

I hereby certify my understanding that access to the sensitive financial information is provided to me pursuant to the terms and restrictions of the Confidentiality and Non-Disclosure Agreement filed with the NRC on May 4, 2007, that I have been given a copy of and have read the Confidentiality and Non-Disclosure Agreement, and that I agree to be bound by it. I understand that the contents of the sensitive financial information, any notes or other memoranda, or any other form of information that copies or discloses sensitive financial information shall not be disclosed to anyone other than in accordance with that Confidentiality and Non-Disclosure Agreement and are to be used only in connection with this proceeding.

Reviewing Representative

Date: 5/7/07

George A. [Signature]
Title: Owner Member
Representing: Company

Date: 5/7/07

George A. [Signature] P.E. U.C.
Title: Company
Representing: Company employees -

Date: _____

Title:
Representing:

Date: _____

Title:
Representing:

Date: _____

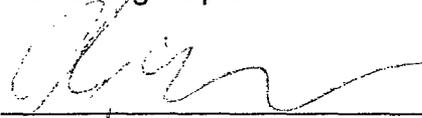
Title:
Representing:

Nondisclosure Certificate

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Reviewing Representative

Date: 5/9/07



Title: Appraiser
Representing: Township and Counties (Local Units)

Date: _____

Title:
Representing:

Docket No. 50-255 LT
Palisades Nuclear Power Station

Nondisclosure Certificate

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Date: 5/7/07

Reviewing Representative

Julie A. Langhorn
Title: *Paralegal - Lewis & Clark*
Representing: *Township Court / Van Buren County*

Date: _____

Title: _____
Representing: _____

UNITED STATES OF AMERICA
BEFORE THE
NUCLEAR REGULATORY COMMISSION

In the Matter of

CONSUMERS ENERGY COMPANY, NUCLEAR
MANAGEMENT COMPANY, LLC and
ENTERGY NUCLEAR PALISADES, LLC and
ENTERGY NUCLEAR OPERATIONS.

Docket No. 50-255

(Palisades Nuclear Plant, License No. DPR-20)

PROOF OF SERVICE

I, JULIE A. COSGROVE, hereby certify that I am employed by the law firm of LEWIS, REED & ALLEN, P.C., and that on May 18, 2007 I served, **by electronic mail** the Confidentiality and Non-Disclosure Agreement and attached Nondisclosure Certificates for those persons reviewing the information supplied pursuant to same, on the following persons, addressed to their respective e-mail addresses:

Douglas E. Levanway
Wise, Carter, Child & Caraway
P.O. Box 651
Jackson, MS 39205
E-mail: DEL@wisecarter.com

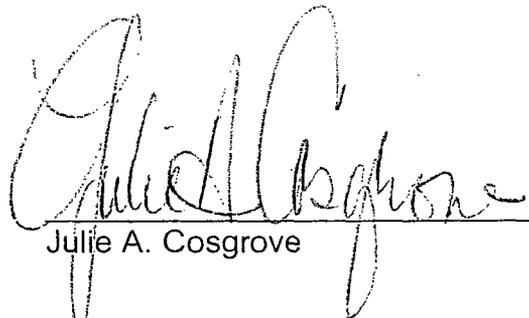
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Washington, DC 20555-0001
E-mail: rmf@nrc.gov

Dated: May 18, 2007



Julie A. Cosgrove

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Gould Fox
(1905-2002)

Winfield J. Hollander
(1906-1996)

May 18, 2007

Office of the Secretary
U.S. Nuclear Regulatory Commission
ATTN: Rulemakings and Adjudications Staff
Room O-16-H15
Washington, D.C. 20555-0001

Re: In the Matter of Consumers Energy Company, Nuclear Management Company, LLC, and Entergy Nuclear Palisades, LLC and Entergy Nuclear Operations (Palisades Nuclear Plant, License No. DPR-20) Docket No. 50-255

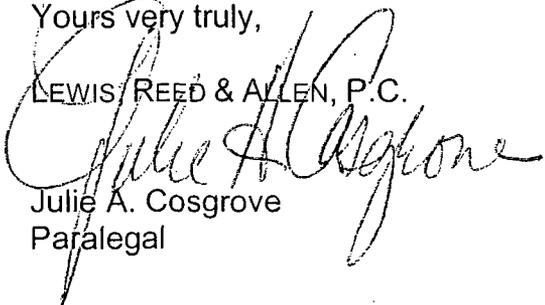
Dear Sir/Madam:

Pursuant to the Commission's Memorandum and Order (CLI-07-18), enclosed find one signed copy of the Confidentiality and Non-Disclosure Agreement with attached Nondisclosure Certificates and of the Proof of Service regarding same. Both documents were served and filed electronically this date.

Please direct any questions you may have to the undersigned. Thank you for your assistance.

Yours very truly,

LEWIS REED & ALLEN, P.C.


Julie A. Cosgrove
Paralegal

jac
Enclosures