

10 CFR 50.80

RS-08-079
RA-08-057
5928-08-20137
June 20, 2008

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

Clinton Power Station, Unit No. 1
Facility Operating License No. NPF-62
NRC Docket No. 50-461

Oyster Creek Nuclear Generating Station
Facility Operating License No. DPR-16
NRC Docket Nos. 50-219 & 72-15

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

Subject: Application for Approval of License Transfers

Pursuant to Section 184 of the Atomic Energy Act of 1954, as amended (AEA), and 10 CFR 50.80, Exelon Generation Company, LLC (Exelon Generation) and AmerGen Energy Company, LLC (AmerGen) (together, Applicants) hereby submit the enclosed Application to the Nuclear Regulatory Commission (NRC) requesting consent to the transfers of above-captioned licenses from AmerGen to Exelon Generation. Following the proposed transfers, Exelon Generation would become the licensed owner and operator of the Clinton Power Station, Unit No. 1, Oyster Creek Nuclear Generating Station, and Three Mile Island Nuclear Station, Unit 1 (together, the Facilities). This application also includes the required financial and other information to support its approval by NRC.

In connection with the proposed license transfers, the existing AmerGen licenses, assets and on-site organizations will be transferred to Exelon Generation, and there will be no physical changes to the Facilities. Nor will there be changes in the officers, personnel, or day-to-day operations of the Facilities in connection with the license transfers. The plant staff, including senior managers, will remain essentially unchanged by the transfers, and the on-site organizational structure, including lines of authority and communication will not be affected by the transfer, except that the organizational structure will be fully integrated with Exelon

Enclosure 3 transmitted herewith contains Proprietary Information. When separated from Enclosure 3, this transmittal document is decontrolled.

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Generation. This alignment to, and integration with, Exelon Generation's other operations will improve the structure for the purposes of ongoing operation. Nevertheless, because the existing on-site nuclear organization will be transferred to Exelon Generation, the technical qualifications of the organization operating the Facilities will be essentially unchanged.

The information set forth in the Application (Enclosure 2) demonstrates that Exelon Generation possesses the requisite technical and financial qualifications to own and operate the Facilities. The proposed license transfers will not be inimical to the common defense and security or result in any undue risk to public health and safety, and the proposed transfers are consistent with the requirements set forth in the AEA, NRC regulations, and the relevant NRC licenses and orders. Finally, this request for transfer of control of licenses does not involve any entities that are owned, controlled, or dominated by a foreign entity.

Financial information (Attachment 5A) included in Enclosure 3 to the Application is confidential commercial information which Applicants request be withheld from public disclosure pursuant to 10 CFR 2.390 and 9.17(a)(4). A redacted version of Attachment 5 is provided in the non-proprietary version of this application. The confidential version of Attachment 5A is provided in a separate Addendum to this application. An affidavit supporting the request for withholding the Addendum from public disclosure is also provided as Attachment 6 to the Application.

In summary, the proposed transfers will be consistent with the requirements set forth in the AEA, NRC regulations, and the relevant NRC licenses and orders. Applicants therefore respectfully request that the NRC consent to the transfers in accordance with 10 CFR 50.80 and approve conforming administrative license amendments pursuant to 10 CFR 50.92 and 10 CFR 2.1315.

These proposed changes have been reviewed and approved by each station's Plant Operations Review Committee and approved in accordance with Nuclear Safety Review Board procedures.

There are no regulatory commitments contained in this letter or the enclosed Application. The Applicants request approval of the proposed license transfers and conforming amendments by December 1, 2008. Such consent should be immediately effective upon issuance and should permit the transfers at any time prior to one year after issuance of the approval.

The states of Illinois, New Jersey, and Pennsylvania are being notified of these license amendment requests by copy of this letter and its Enclosures to the designated state officials.

Service upon Exelon Generation and AmerGen of comments, hearing requests, intervention petitions or other pleadings should be made to counsel for Exelon Generation and AmerGen, Mr. Donald P. Ferraro at Exelon Business Services Company, 200 Exelon Way, Suite 305, Kennett Square, PA 19348, (tel: 610-765-5381; e-mail: donald.ferraro@exeloncorp.com), and Mr. John E. Matthews at Morgan, Lewis & Bockius, LLP, 1111 Pennsylvania Avenue, NW, Washington, DC 20004 (tel: 202-739-5524; e-mail: jmatthews@morganlewis.com).

If the NRC requires additional information concerning this application, please contact David Helker at (610) 765-5525.

I declare under penalty of perjury that the foregoing is true and correct. Executed on this 20th day of June 2008.

Very truly yours,



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

Enclosures: 1. Figure 1
 2. Application with Exhibits
 3. Proprietary Addendum

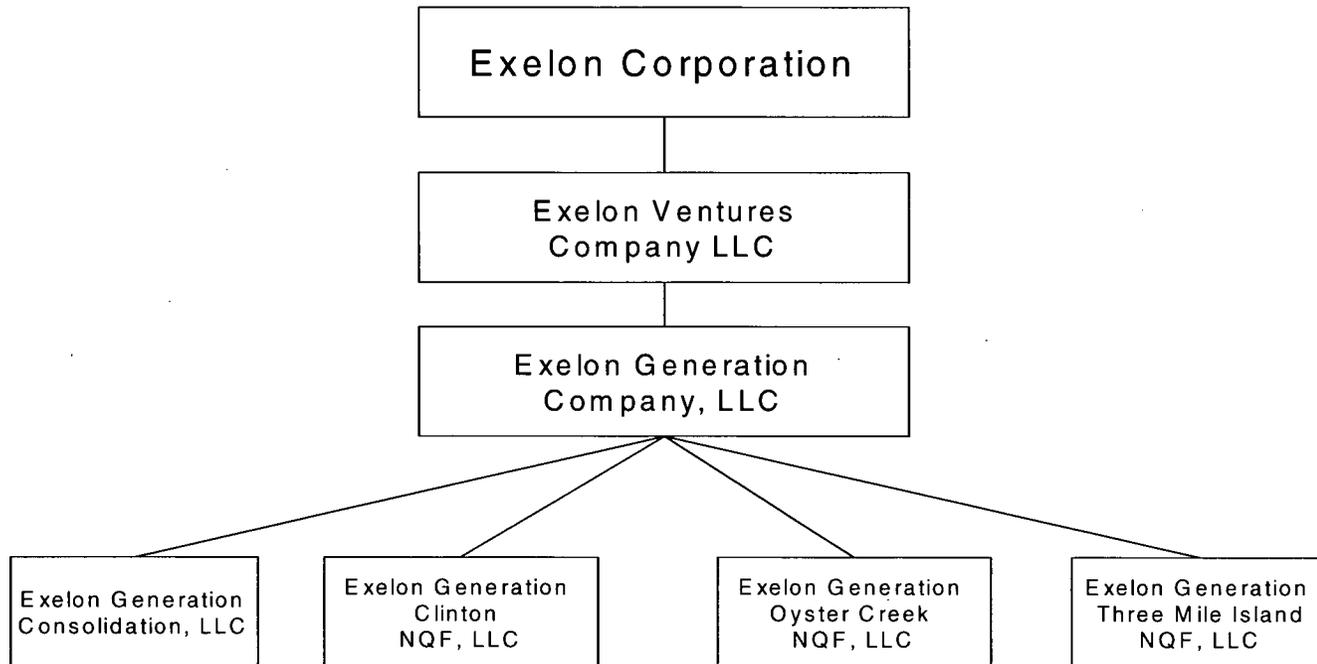
cc: Regional Administrator - NRC Region I
 Regional Administrator - NRC Region III
 C. Gratton - NRC Project Manager, NRR - (EGC/AmerGen Fleet)
 NRC Senior Resident Inspector - Clinton Power Station, Unit 1
 NRC Senior Resident Inspector - Oyster Creek Nuclear Generating Station
 NRC Senior Resident Inspector - Three Mile Island Nuclear Station, Unit 1
 NRC Project Manager, NRR - Clinton Power Station, Unit 1
 NRC Project Manager, NRR - Oyster Creek Nuclear Generating Station
 NRC Project Manager, NRR - Three Mile Island Nuclear Station, Unit 1
 Illinois Emergency Management Agency - Division of Nuclear Safety
 Director, Bureau of Radiation Protection - Pennsylvania Department of
 Environmental Resources
 Director, Bureau of Nuclear Engineering, New Jersey Department of
 Environmental Protection
 Chairman, Board of County Commissioners of Dauphin County, PA
 Chairman, Board of Supervisors of Londonderry Township, PA
 Mayor of Lacey Township, Forked River, NJ
 S. T. Gray, State of Maryland
 R. R. Janati, Commonwealth of Pennsylvania
 TMI File No. 08040

Enclosure 1

Figure 1

Post-Transfer Organization

Figure 1 – Post-Transfer Organization



Enclosure 2

Application for Order Approving Transfers of Licenses

Clinton Power Station, Unit No. 1
Facility Operating License No. NPF-62
NRC Docket No. 50-461

Oyster Creek Nuclear Generating Station
Facility Operating License No. DPR-16
NRC Docket Nos. 50-219 & 72-15

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

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Enclosure 2

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Attachment 7	2003 Funding Agreement

Proprietary Addendum:

Attachment 5A	Projected Income Statements: 2009-2013 (Proprietary Version) (See Enclosure 3)
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I. INTRODUCTION

Pursuant to Section 184 of the Atomic Energy Act of 1954, as amended (AEA), and 10 CFR 50.80, Exelon Generation Company, LLC (Exelon Generation) and AmerGen Energy Company, LLC (AmerGen) (together, Applicants) hereby submit the enclosed Application to the Nuclear Regulatory Commission (NRC) requesting consent to the transfers of the operating licenses for Clinton Power Station, Unit 1 (Clinton), Oyster Creek Nuclear Generating Station (Oyster Creek) and Three Mile Island Nuclear Station, Unit 1 (TMI-1) (the Facilities) from AmerGen to Exelon Generation. Following the proposed transfers, Exelon Generation would become the licensed owner and operator of the Facilities. The ownership of the Facilities would be as depicted in Figure 1 appended to the letter transmitting this Application. This Application also includes the required financial and other information to support the requested approval by NRC.

The information set forth below demonstrates that Exelon Generation possesses the requisite technical and financial qualifications to own and operate the Facilities. The proposed license transfers will not be inimical to the common defense and security or result in any undue risk to public health and safety, and the proposed transfers are consistent with the requirements set forth in the AEA, NRC regulations, and the relevant NRC licenses and orders. Finally, this request for approval of license transfers does not involve any entities that are owned, controlled, or dominated by a foreign entity.

The Applicants have performed a Safety Analysis of the conforming license amendments requested upon transfers of the licenses to Exelon Generation. This analysis, which is provided as Attachment 1, confirms that the amendments do no more than conform the licenses to reflect the transfer actions. As such, the amendments are subject to NRC's generic determination of no significant hazards consideration for license amendments to reflect license

transfers. See 10 CFR 2.1315. Annotated changes to the licenses are provided as Attachment 2.

II. STATEMENT OF PURPOSE OF THE TRANSFERS AND NATURE OF THE TRANSACTION MAKING THE TRANSFERS NECESSARY OR DESIRABLE

AmerGen is currently owned and controlled by Exelon Generation, and the operation of the AmerGen Facilities has largely been integrated with and made consistent with the operation of Exelon Generation's other nuclear power plants. However, the existence of AmerGen as a separate company and NRC licensee creates barriers between the full integration of fleet operations. Exelon Generation desires to eliminate AmerGen and eliminate these barriers. Exelon Generation will establish its clear line of authority and licensed responsibility for the Facilities, by assuming the direct role as the operator and owner licensee for these Facilities.

III. GENERAL CORPORATE INFORMATION

Exelon Generation is the proposed licensee for each of the Facilities. It is a wholly owned subsidiary of Exelon Ventures Company, LLC, which itself is a wholly owned subsidiary of Exelon Corporation. These parent company relationships are reflected in Figure 1. The information regarding each corporate entity required by 10 CFR 50.33(d)(3) is provided in Attachment 3.

IV. FOREIGN OWNERSHIP OR CONTROL

Exelon Corporation is a publicly traded company, and its securities are traded on the New York Stock Exchange and are widely held. Section 13(d) of the Securities Exchange Act of 1934, as amended, 15 U.S.C. 78m(d), requires that a person or entity that owns or controls more than 5% of the securities of a company must file notice with the Securities and Exchange

Commission (SEC). The SEC has adopted implementing regulations at 17 CFR 240.13d-1. Based upon filings with the SEC, the Applicants are not aware of any alien, foreign corporation, or foreign government that holds or may hold beneficial ownership of more than 5% of the securities of Exelon Corporation.

The directors and executive officers of Exelon Generation and its parent companies are United States citizens. There is no reason to believe that Exelon Generation or its corporate parents are owned, controlled, or dominated by any alien, foreign corporation, or foreign government. Thus, the license transfers will not result in any foreign ownership, domination, or control of these entities within the meaning of the Atomic Energy Act of 1954, as amended.

V. TECHNICAL QUALIFICATIONS

There will be no physical changes to the Facilities and no changes in the officers, personnel, or day-to-day operations of the Facilities in connection with the transfer of the licenses. The plant staff, including senior managers, will remain essentially unchanged by the transfers, and the on-site organizational structure, including lines of authority and communication, will not be affected by the transfer, except that the organizational structure will be integrated with Exelon Generation. This alignment to, and integration with, Exelon Generation's other operations will improve the structure for the purposes of ongoing operation. Because the existing on-site nuclear organization will be transferred to Exelon Generation, the technical qualifications of the organization operating the Facilities will be essentially unchanged.

Exelon Generation currently operates the nation's largest nuclear fleet, and it has demonstrated the ability to achieve and sustain performance improvement at its nuclear plants, and to operate its facilities reliably and safely. Following the proposed transfers, Exelon Generation will assume direct responsibility for and control over the operation of the Facilities.

The existing operating organizations will be fully integrated into Exelon Generation, reporting to the Exelon Generation Chief Nuclear Officer (CNO). The CNO will be the senior corporate officer with all the necessary authority and full responsibility for the safe and reliable operation of the Exelon Generation nuclear fleet. Several technical support functions, including Licensing and Regulatory Affairs and Nuclear Oversight, report directly to the CNO.

The Exelon Generation nuclear organization is based upon an overriding philosophy of an engaged nuclear management team that establishes and enforces high standards and clear accountabilities. Exelon Generation specifically implements a management model that incorporates disciplined processes to assure day-to-day safety and operating rigor; performance reporting, monitoring, and metrics; and appropriate financial controls. Exelon Generation's management model emphasizes material condition assessment; function or department-specific gap analyses; templates for outage planning, preparation, and execution; human performance improvement; and issues management (including employee issues). Exelon Generation has established a track record of improving and sustaining safety and operating performance at its nuclear facilities.

AmerGen will transfer to Exelon Generation the assets related to the Facilities that Exelon Generation will need to maintain and operate the units in accordance with NRC requirements. This will include, in addition to the plant and equipment, the necessary books, records, operating safety and maintenance manuals, and engineering and construction documents. Any necessary contracts with architect engineers, nuclear steam supply system vendors, and other major vendors, will also be assigned or transferred (as necessary) to Exelon Generation.

In total, Exelon Generation and its management team have the necessary technical qualifications to assume operational responsibility for the Facilities. The Exelon Generation nuclear management team is experienced and qualified. The necessary management processes and controls will be applied, with clear lines of authority and communication. Exelon Generation will maintain a successful nuclear organization that applies common programs, processes, and best practices.

VI. FINANCIAL QUALIFICATIONS

Exelon Generation is one of the largest competitive electric generation companies in the United States, as measured by owned and controlled megawatts (MWs). The company combines its large generation fleet with an experienced wholesale energy marketing operation and a competitive retail sales operation. As of December 31, 2007, Exelon Generation owned generation assets with an aggregate net capacity of more than 24,000 MWs, including nearly 17,000 MWs of nuclear capacity. Exelon Generation has ownership interests in eleven nuclear generating stations with nineteen operating units currently in service. Exelon Generation operates fourteen units and owns AmerGen, which operates three units.

A. Projected Operating Revenues and Operating Costs

Financial information regarding Exelon Corporation (Exelon) and its subsidiaries is provided in its 2007 Annual Report (SEC Form 10-K) dated February 7, 2008, which is available along with Exelon's prior annual reports on the internet at:

http://phx.corporate-ir.net/phoenix.zhtml?c=124298&p=irol-sec&control_selectgroup=Annual%20Filings

Exelon's Annual Report includes a consolidated balance sheet for Exelon Generation, including selected financial data for Exelon Generation, which appears on pages 68 and 69 of the Annual

Report. For convenience, excerpts from these two pages are provided as Attachment 4 to this Application.

In 2007, Exelon Generation had operating revenues exceeding \$10.7 billion, and operating income of more than \$3.3 billion. Its balance sheet reflects assets of more than \$19 billion, with net property, plant and equipment exceeding \$8 billion. Moreover, Exelon Generation's senior unsecured debt has an "investment grade" credit rating of "A3" from Moody's Investors Service and "BBB+" from Standard & Poor's Corporation. These factors establish Exelon Generation's strong financial qualifications to own and operate the Facilities to be transferred.

In accordance with 10 CFR 50.33(f) and the Standard Review Plan on Power Reactor Licensee Financial Qualifications and Decommissioning Funding Assurance (NUREG-1577, Rev. 1) (Standard Review Plan), the Applicants have prepared *pro forma* Projected Income Statements for Exelon Generation for the five calendar year period from January 1, 2009 through December 31, 2013. These projections are provided in a separately bound proprietary addendum as Attachment 5A, which also includes two sensitivity analyses restating these projections with (1) an assumed 10% reduction in projected revenue from a 10% reduction in the assumed market price of energy, and (2) an assumed 10% reduction in projected revenue from a 10% reduction in the assumed capacity factor. Applicants request that Attachment 5A be withheld from public disclosure, as described in the Affidavit provided in Attachment 6. Redacted versions of these projections, suitable for public disclosure, are provided as Attachment 5.

These Projected Income Statements include projections for all costs expected to be incurred for the licensed facilities, including costs associated with activities relating to any associated Independent Spent Fuel Storage Installation. The Projected Income Statements

show that anticipated revenues from sales of capacity and energy from the Facilities, as well as from Exelon Generation's other operating units and businesses, provide reasonable assurance of an adequate source of funds to meet the ongoing operating and maintenance expenses for the Facilities.

Exelon Generation previously had provided a Funding Agreement dated December 22, 2003 (2003 Funding Agreement) in the amount of \$200 million for the benefit of AmerGen. A copy of the Agreement is provided as Attachment 7. This agreement will no longer be necessary, because Exelon Generation will become NRC's licensee for the AmerGen Facilities, and as such, it will be directly responsible to the NRC for meeting any obligations to NRC under the terms of the licenses. Pursuant to the terms of the 2003 Funding Agreement, Applicants request NRC's prior written consent to the discontinuance of this agreement, effective upon the transfer of the AmerGen Facilities to Exelon Generation. Upon consent to the discontinuance of the funding agreement, Operating License conditions C.21 for Clinton, 3.L for Oyster Creek and 16 for TMI-1 will no longer be required and will be deleted.

B. Decommissioning Funding

The financial qualifications of the Applicants to continue to own the Facilities are further demonstrated by the decommissioning funding assurance provided in accordance with 10 CFR 50.75(e)(1). Effective November 1, 2003, AmerGen's nuclear decommissioning trust funds were assigned to AmerGen Consolidation, LLC and three other single member limited liability companies, AmerGen Clinton NQF, LLC, AmerGen Oyster Creek NQF, LLC, and AmerGen TMI NQF, LLC (the NQF Companies), all of which are wholly owned and controlled by AmerGen. These arrangements were approved by the NRC Staff by letter to John L. Skolds dated October 28, 2003, and an accompanying Safety Evaluation (ADAMS Accession No. ML032450189), and these arrangements will remain in place following the transfer of the

Facilities to Exelon Generation. AmerGen Consolidation, LLC and the NQF Companies will become direct wholly owned and controlled subsidiaries of Exelon Generation. As such, the existing trust arrangements will remain in place, unchanged, and the trust funds will be held in an external trust fund segregated from Exelon Generation's assets and outside its administrative control in compliance with NRC requirements. In connection with the transfer of the Facilities to Exelon Generation, AmerGen Consolidation, LLC will merge into Exelon Generation Consolidation, LLC, and the NQF companies will change their names to replace "AmerGen" with "Exelon Generation" in each name.

The market value of the decommissioning funds that will be held by Exelon Generation for each of the Facilities exceeds the NRC decommissioning funding requirements established by 10 CFR 50.75(c). The NRC minimum formula amount of required decommissioning funding assurance, calculated in accordance with 10 CFR 50.75(c), is set forth in the table below. The Table also reflects the discounted value of funding required to satisfy NRC's financial assurance requirements under the "prepayment" method when a 2% annual real rate of return is credited through the remaining terms of the operating licenses, as permitted by 10 CFR 50.75(e)(1)(i). Finally, the table reflects the asset values in the funds for the Facilities as of December 31, 2007, which establishes that the current fund balances exceed NRC's decommissioning funding assurance requirements.

Decommissioning Funding Table -- All Values in \$ Millions

Plant	NRC Minimum 10 CFR 50.75(c)	Prepayment (amount needed with credit for earnings)	Balance (12/31/2007)
<i>Clinton Power Station</i>	\$523.0	\$366.2	\$373.0
<i>TMI-1</i>	\$351.5	\$312.0	\$468.9
<i>Oyster Creek</i>	\$501.4	\$514.0	\$650.8

The above-information is submitted in lieu of a separate 10 CFR 50.75(f) decommissioning funding status report; as there are no changes in assurance methods, trust agreements, or other reportable information. Based upon the foregoing, Exelon Generation will satisfy NRC's decommissioning financial assurance requirements by having fully "prepaid" decommissioning trust funds.

VII. ANTITRUST INFORMATION

This Application post-dates the issuance of the operating licenses of the facilities, and therefore no antitrust review is required or authorized. Based upon the Commission's decision in *Kansas Gas and Electric Co., et al.* (Wolf Creek Generating Station, Unit 1), CLI-99-19, 49 NRC 441 (1999), the Atomic Energy Act of 1954, as amended, does not require or authorize antitrust reviews of post-operating license transfer applications.

VIII. RESTRICTED DATA AND CLASSIFIED NATIONAL SECURITY INFORMATION

This application does not contain any Restricted Data or classified National Security Information, and it is not expected that any such information will become involved in the licensed activities. However, in the event that such information does become involved, and in accordance with 10 CFR 50.37, "Agreement Limiting Access to Classified Information," Exelon Generation agrees that it will appropriately safeguard such information and will not permit any individual to have access to such information until the individual has been appropriately approved for such access under the provisions of 10 CFR Part 25, "Access Authorization for Licensee Personnel," and/or Part 95, "Security Facility Approval and Safeguarding of National Security Information and Restricted Data."

IX. ENVIRONMENTAL CONSIDERATIONS

The requested consent to transfers of the Facilities' licenses is exempt from environmental review because it falls within the categorical exclusion contained in 10 CFR 51.22(c)(21), for which neither an Environmental Assessment nor an Environmental Impact Statement is required. Moreover, the proposed transfers do not directly affect the actual operation of the Facilities in any substantive way. The proposed transfers do not involve an increase in the amounts, or a change in the types, of any radiological effluents that may be allowed to be released off-site, and involve no increase in the amounts or change in the types of non-radiological effluents that may be released off-site. Further, there is no increase in the individual or cumulative occupational radiation exposure, and the proposed transfers have no environmental impact.

X. PRICE-ANDERSON INDEMNITY AND NUCLEAR INSURANCE

In accordance with 10 CFR 140.92, Art. IV.2, Applicants request that NRC consent to the assignments and transfers of AmerGen's interests in the Price-Anderson indemnity agreements for the Facilities to Exelon Generation in connection with its consent to the proposed transfers of licenses to these entities. The Projected Income Statements of Exelon Generation, and the other financial qualifications information discussed above, provide adequate assurance that Exelon Generation will be able to pay the total retrospective premium of \$15 million per unit, pursuant to 10 CFR 140.21(e)-(f). Prior to the transfers of licenses, Exelon Generation will obtain in its own name all required nuclear property damage insurance pursuant to 10 CFR 50.54(w) and nuclear energy liability insurance pursuant to Section 170 of the Atomic Energy Act of 1954, as amended, and 10 CFR Part 140.

XI. OTHER LICENSING CONSIDERATIONS

A. Off-site Power

The physical system for supplying off-site power to the Facilities will remain unchanged as a result of the transfer. The system is currently maintained and operated in accordance with the existing transmission and interconnection agreements, and AmerGen's rights under these agreements will be assigned to Exelon Generation. These agreements address, among other things, coordination of switching voltage levels and scheduling of maintenance outages, as well as additions, modifications, and normal maintenance of the transmission facilities. These agreements will remain in effect and will provide assurance of reliable sources of off-site power and continued compliance with General Design Criterion 17. Exelon Generation will assume the rights and obligations of AmerGen pursuant to these agreements.

B. Control of Exclusion Area

Exelon Generation will own and control all real property within the exclusion areas at each of the Facilities, or will otherwise have easements or other agreements through which it will have authority to determine all activities within the exclusion area to the extent required by 10 CFR Part 100.

C. Standard Contract for Disposal of Spent Nuclear Fuel

Exelon Generation will assume title to and responsibility for the storage and disposal of spent nuclear fuel at the Facilities. AmerGen will assign, and Exelon Generation will assume, all existing rights and obligations under the Standard Contracts with the Department of Energy.

D. Continuation of the Current Licensing Basis

This Application does not request approval of or involve any physical changes in the Facilities, facility configuration, or to the conduct of operations at the Facilities. After the transfer of operating responsibilities, the Facilities will continue to be operated and maintained

in accordance with their current licensing bases. Exelon Generation will assume all current regulatory commitments. No licensing commitments to the NRC on the dockets of the Facilities, other than those specifically described in this application, are being changed as a result of the license transfer.

As part of the transfers, Exelon Generation will acquire all required documents, correspondence, books, records, medical records, operating, safety and maintenance manuals, inspection reports, drawings, models, engineering designs, blueprints, as-built plans, specifications, procedures, studies, reports, quality assurance records, purchasing records, and equipment, repair, data, safety, maintenance, or service records relating to the design, construction, licensing, regulation, operation or decommissioning of the Facilities. Exelon Generation will also acquire any rights to any documents owned by third parties and licensed to the current owners or operator, which are used in or necessary to the licensing, operation, or decommissioning of the Facilities.

1. Quality Assurance Program

Upon transfer of operating responsibilities, Exelon Generation will assume the authority and responsibility for the functions necessary to fulfill the quality assurance (QA) requirements of 10 CFR Part 50, Appendix B. The proposed license transfers and conforming administrative license amendments will not change or invalidate information presently appearing in the Exelon Generation Quality Assurance Topical Report, with the exception of the information changed as a result of this application. Exelon Generation anticipates that no changes will be made as a result of the license transfers that will result in a reduction in the commitments in the QA Program descriptions previously accepted by the NRC.

Any changes made to the existing QA Programs will be made in accordance with 10 CFR 50.54(a). If the Applicants identify any changes to the QA Programs that would result

in a reduction in commitments, application to the NRC will be made, and such proposed changes will not be implemented until approved by the NRC. Determinations as to whether any proposed change(s) would result in a reduction in commitments will be made in accordance with the plans, programs, and procedures currently used to assess such changes.

2. Emergency Preparedness

Upon transfer of the operating responsibilities, Exelon Generation will assume the authority and responsibility for functions necessary to fulfill the emergency planning and preparedness requirements specified in 10 CFR 50.47(b) and 10 CFR Part 50, Appendix E. Exelon Generation anticipates that no substantive changes to the emergency plan will be made that will result in a decrease in the effectiveness of the plan, and that the plan will continue to meet the standards of 10 CFR 50.47(b) and the requirements of 10 CFR Part 50, Appendix E. The license transfers will not adversely affect the effectiveness of the emergency planning organization or compliance with emergency preparedness requirements.

Any changes made to the existing emergency plans will be made in accordance with 10 CFR 50.54(q). Any specific emergency plan changes will be submitted to the NRC in accordance with the requirements of 10 CFR 50.54(q) and 10 CFR Part 50, Appendix E, Section IV. If the Applicants identify any proposed changes that would decrease the effectiveness of the approved emergency plan, application to the NRC will be made and such proposed changes will not be implemented until approved by the NRC. Determinations as to whether any proposed change(s) would result in a decrease in effectiveness will be made in accordance with the plans, programs, and procedures currently used to assess such changes.

Exelon Generation anticipates that no substantive changes will be made to the existing emergency organization. The existing Emergency Operations Facility for each of the Facilities will continue to meet NRC requirements. Ownership of off-site emergency sirens will be

transferred to Exelon Generation, and any easements for the siren locations will be assigned to Exelon Generation. Existing agreements for support from third party organizations and agencies will be assigned to Exelon Generation. As necessary, the Applicants plan to notify the parties to such agreements in advance of the transfer of the Facilities to Exelon Generation and to advise those parties of Exelon Generation's responsibility for management and operation of the Facilities, effective as of the date of the license transfers. In sum, the license transfers will not adversely affect compliance with emergency preparedness requirements.

3. Security Plan

Upon the transfer of operating responsibilities, Exelon Generation will assume the authority and responsibility for the functions necessary to fulfill the security planning requirements specified in 10 CFR Part 73, and will assume the existing NRC-approved physical security, guard training and qualification, and safeguards contingency plans. Exelon Generation anticipates that no changes will be made as a result of the license transfers that will result in a decrease in the effectiveness of the plans, and that the plans will continue to meet the standards of 10 CFR Part 73, Appendix C.

Any changes made to the plans will be made in accordance with 10 CFR 50.54(p). Any specific security plan changes will be submitted to the NRC in accordance with the requirements of 10 CFR 50.54(p)(2). If the Applicants identify any proposed change that would decrease the effectiveness of the approved security plans, application to the NRC will be made, and such proposed changes will not be implemented until approved by the NRC. Determination as to whether any proposed change(s) would result in a decrease in effectiveness will be made in accordance with the security plan, programs, and procedures currently used to assess such changes.

4. Updated Final Safety Analysis Report

The proposed license transfers and conforming administrative license amendments will not change or invalidate information presently appearing in the Updated Final Safety Analysis Reports (UFSARs) for the Facilities, with the exception of the information changed as a result of this application. Changes necessary to accommodate the proposed transfers and conforming administrative license amendments will be incorporated into the UFSARs in accordance with 10 CFR 50.71(e), following NRC approval of the request for consent to license transfers.

XII. EFFECTIVE DATE AND OTHER REQUIRED REGULATORY APPROVALS

The Applicants do not anticipate any significant required regulatory approvals, other than NRC's approval. Accordingly, the Applicants request that NRC review this Application on a schedule that will permit the issuance of NRC consent to the transfer of licenses by December 1, 2008. Exelon Generation requests that such consent be made immediately effective upon issuance and permit the transfer of licenses at any time within a year after issuance. Exelon Generation will inform the NRC if there are any significant changes in the status of any other required approvals or any other developments that have an impact on the schedule.

For accounting, reporting and other administrative reasons, Applicants would like to complete the license transfers in calendar year 2008. Therefore, Applicants respectfully request NRC's expeditious approval of the requested license transfers and approval of conforming administrative license amendments.

ATTACHMENT 1

Safety Analysis

SAFETY ANALYSIS

1.0 INTRODUCTION

1.1 PURPOSE

The proposed change is a request to delete references to AmerGen Energy Company, LLC, as the licensed operator and owner of the Clinton Power Station, Unit No. 1, Oyster Creek Nuclear Generating Station, and Three Mile Island Nuclear Station, Unit 1 (together, the Facilities), and replace these references with Exelon Generation Company, LLC, as the licensed operator and owner under essentially the same conditions and authorizations included in the existing licenses.

1.2 PROPOSED CHANGES TO THE EXISTING OPERATING LICENSES

See Attachment 2.

1.3 UPDATED FINAL SAFETY ANALYSIS REPORT (UFSAR) SECTION

The evaluations performed in support of this License Amendment Request do not result in any required changes to the UFSAR per 10 CFR 50.71(e), the guidance provided by Regulatory Guide 1.181 "Content of the Updated Final Safety Analysis Report in Accordance with 10 CFR 50.71(e)," and NEI 98-03, "Guidelines for Updating Final Safety Analysis Reports."

2.0 DESCRIPTION

The proposed changes will replace "AmerGen Energy Company, LLC" with "Exelon Generation Company, LLC" to reflect changes in licensed operation and ownership of the Facilities.

3.0 BACKGROUND

The requested amendments will conform the licenses to reflect the transfer actions for which NRC consent has been requested pursuant to 10 CFR 50.80 and 50.92.

4.0 TECHNICAL ANALYSIS

There will be no changes in the day-to-day operations of the Facilities. The proposed change will have no impact on the design, function, or operation of any plant structure, system, or component, either technically or administratively, nor will it have a programmatic effect on the Facilities' Quality Assurance Programs.

5.0 REGULATORY ANALYSIS

5.1 NO SIGNIFICANT HAZARDS DETERMINATION

The amendments of the licenses for the Facilities do “no more than conform the license[s] to reflect the transfer action,” and therefore they are subject to the NRC’s generic determination of no significant hazards consideration in accordance with 10 CFR 2.1315. Pursuant to 10 CFR 50.92, it also has been determined independently that this request involves no significant hazards consideration. The determination of no significant hazards was made by applying the standards contained in 10 CFR 50.92. These standards assure that any changes to the operation of the Facilities in accordance with this request consider the following:

- 1) Will the changes involve a significant increase in the probability or consequences of an accident previously evaluated?

Response: No

This request involves administrative changes only. No actual plant equipment or accident analyses will be affected by the proposed changes. Therefore, this request will have no impact on the possibility or consequences of any type of accident: new, different, or previously evaluated.

- 2) Will the changes create the possibility of a new or different kind of accident from any accident previously evaluated?

Response: No

This request involves administrative changes only. No actual plant equipment or accident analyses will be affected by the proposed changes and no failure modes not bounded by previously evaluated accidents will be created. Therefore, this request will have no impact on the possibility of any type of accident: new, different, or previously evaluated.

- 3) Will the changes involve a significant reduction in a margin of safety?

Response: No

Margin of safety is associated with confidence in the ability of the fission product barriers (*i.e.*, fuel cladding, Reactor Coolant System pressure boundary, and containment structure) to limit the level of radiation dose to the public. This request involves administrative changes only.

No actual plant equipment or accident analyses will be affected by the proposed changes. Additionally, the proposed changes will not relax any criteria used to establish safety limits, will not relax any safety system settings, or will not relax

the bases for any limiting conditions of operation. Therefore, these proposed changes will not impact the margin of safety.

5.2 REGULATORY ANALYSIS

Applicable Regulatory Requirements/Criteria

10 CFR 2.1315	Generic Determination Regarding License Amendments to Reflect Transfers
10 CFR 50.80	Transfer of Licenses
10 CFR 50.92	Issuance of Amendment

Analysis

The proposed license changes are administrative in nature. These changes identify the new operator and owner of the Facilities. These changes are considered administrative since the proposed changes ensure an equivalent level of authority and independence where appropriate. No physical changes will be made and there will be no significant change in the day-to-day operations of the Facilities. Therefore, these changes do not adversely affect nuclear safety or safe plant operations.

Conclusion

In conclusion, based upon the analysis provided herein, the proposed license amendments will neither have any adverse impact on the public health and safety, nor be inimical to the common defense and security. Therefore, the proposed license amendments meet the requirements of 10 CFR 2.1315, 10 CFR 50.80, and 10 CFR 50.92 and do not involve a significant hazards consideration.

6.0 ENVIRONMENTAL EVALUATION

Pursuant to 10 CFR 51.22, an evaluation of this request has been performed to determine whether or not it meets the criteria for categorical exclusion set forth in 10 CFR 51.22(c)(21) of the regulations.

This request does not individually or cumulatively have a significant effect on the human environment. It has been determined that the proposed changes involve “approvals of direct or indirect transfers of any license issued by NRC and any associated amendments of license required to reflect the approval of a direct or indirect transfer of an NRC license.”

Therefore, this request for revision of the Facility Operating Licenses meets the criteria of 10 CFR 51.22 for categorical exclusion from the requirement for an environmental assessment.

7.0 REFERENCES

- | | |
|---------------|--|
| 10 CFR 2.1315 | Generic Determination Regarding License Amendments to Reflect Transfers |
| 10 CFR 50.80 | Transfer of Licenses |
| 10 CFR 50.92 | Issuance of Amendment |
| 10 CFR 51.22 | Criterion for Categorical Exclusion; Identification of Licensing and Regulatory Actions Eligible for Categorical Exclusion or Otherwise not Requiring Environmental Review |

8.0 PRECEDENTS

There are numerous precedents for approving conforming amendments in connection with transfers of nuclear plants to affiliated companies.

ATTACHMENT 2

Proposed Changes to Facility

Operating Licenses



UNITED STATES
NUCLEAR REGULATORY COMMISSION
WASHINGTON, D.C. 20555-0001

Exelon Generation

~~AMERGEN ENERGY~~ COMPANY, LLC

DOCKET NO. 50-461

CLINTON POWER STATION, UNIT NO. 1

FACILITY OPERATING LICENSE

License No. NPF-62

1. The Nuclear Regulatory Commission (the Commission or the NRC) has found that:
 - A. The application for license filed by the applicant 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 Clinton Power Station, Unit No. 1 (the facility) has been substantially completed in conformity with Construction Permit No. CPPR-137 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);

Exelon Generation

E.

~~AmerGen Energy~~ Company, LLC is technically qualified to engage in the activities authorized by this operating license in accordance with the Commission's regulations set forth in 10 CFR Chapter I;

(Exelon Generation Company)

Exelon Generation

F.

~~AmerGen Energy~~ Company, LLC 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 Facility Operating License No. NPF-62, 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 regarding this facility, and pursuant to approval by the Nuclear Regulatory Commission at a meeting on April 10, 1987, Facility Operating License No. NPF-62, which supersedes the license for fuel loading and low power testing, License No. NPF-55, issued on September 29, 1986, is hereby issued to

AmerGen Energy Company, LLC to read as follows:

Exelon Generation Company

A. This license applies to the Clinton Power Station, Unit No. 1, a boiling water nuclear reactor and associated equipment (the facility), owned by AmerGen Energy Company, LLC. The facility is located in Harp Township, DeWitt County, approximately six miles east of the city of Clinton in east-central Illinois 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 condition and requirements incorporated herein, the Commission hereby licenses:

Exelon Generation Company

(1) AmerGen Energy Company, LLC, pursuant to Section 103 of the Act and 10 CFR Part 50, to possess, use and operate the facility at the designated location in Harp Township, DeWitt County, Illinois, in accordance with the procedures and limitations set forth in this license;

(2) Deleted

(3) AmerGen Energy Company, LLC, 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;

Exelon
Generation
Company

- (4) → ~~AmerGen Energy Company, LLC~~, pursuant to the Act and to 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;
- (5) → ~~AmerGen Energy Company, LLC~~, 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
- (6) → ~~AmerGen Energy Company, LLC~~, 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.

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 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

→ ~~AmerGen Energy Company, LLC~~ is authorized to operate the facility at reactor core power levels not in excess of 3473 megawatts thermal (100 percent rated power) in accordance with the conditions specified herein.

(2) Technical Specifications and Environmental Protection Plan

The Technical Specifications contained in Appendix A and the Environmental Protection Plan contained in Appendix B, as revised through Amendment No. 178 are hereby incorporated into this license.

→ ~~AmerGen Energy Company, LLC~~ shall operate the facility in accordance with the Technical Specifications and the Environmental Protection Plan.

Exelon
Generation
Company

(3) Antitrust Conditions

Deleted

(4) Control System Failures (Section 7.7.3.1, SER and SSER 6)*

Deleted

(5) New Fuel Storage (Section 9.1.1, SER, SSER 6 and SSER 7)

Exelon Generation
Company

~~AmerGen Energy Company, LLC~~ shall store new fuel assemblies in accordance with the requirements specified in Attachment 2. Attachment 2 is hereby incorporated into this license.

(6) Plant Operation Experience (Section 13.1.2.1, SSER 5)

Deleted

(7) Emergency Planning (Section 13.3, SSER 6)

Deleted

(8) Post-Fuel Loading Initial Test Program (Section 14, SER, SSER 5 and SSER 6)

Deleted

(9) Emergency Response Capabilities (Generic Letter 82-33, Supplement 1 to NUREG-0737, Section 7.5.3.1, SSER 5 and SSER 8, and Section 18, SER, SSER 5 and Safety Evaluation Dated April 17, 1987)

a. Deleted

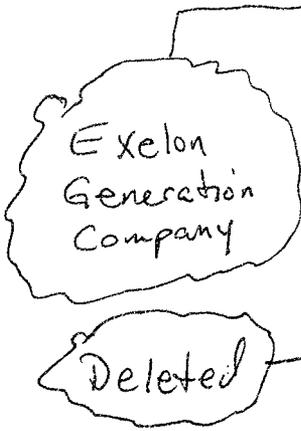
b. Deleted

*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.

License Transfer Conditions

- (10) Deleted.
- (11) Deleted.
- (12) Deleted.
- (13) Deleted.
- (14) ~~AmerGen~~ is required to provide decommissioning funding assurance of no less than \$210 million, after payment of any taxes, that will be deposited in the decommissioning trust fund for CPS at the time of CPS's transfer to ~~AmerGen~~.
- (15) The decommissioning trust agreement for OPS must be in a form acceptable to the NRC.
- (16) With respect to the decommissioning trust fund, investments in the securities or other obligations of Exelon Corporation, ~~AmerGen Energy Company, LLC~~ or affiliates thereof, or their successors or assigns shall be prohibited. Except for investments tied to market indexes or other nonnuclear sector mutual funds, investments in any entity owning one or more nuclear power plants are prohibited.
- (17) The decommissioning trust agreement for CPS must provide that no disbursements or payments from the trust shall be made by the trustee until the trustee has first given the NRC 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 Director, Office of Nuclear Reactor Regulation.
- (18) The decommissioning trust agreement must provide that the agreement cannot be amended in any material respect without the prior written consent of the Director, Office of Nuclear Reactor Regulation.
- (19) The appropriate section of the decommissioning trust agreement shall reflect 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.

Exelon Generation
Company



(20) ~~AmerGen Energy Company~~, LLC shall take all necessary steps to ensure that the decommissioning trust is maintained in accordance with the application for approval of the transfer of the Clinton license to it and the requirements of the Order approving the transfer, and consistent with the safety evaluation supporting the Order.

(21) ~~AmerGen Energy Company, LLC shall take no action to cause Exelon Generation Company, LLC, (or successors or assigns of Exelon Generation Company, LLC approved by the NRC) to void, cancel; or diminish the \$200 million contingency commitment from Exelon Generation Company, LLC, (or successors or assigns of Exelon Generation Company, LLC approved by the NRC) dated December 22, 2003, or cause it to fail to perform or impair its performance under the commitment, or remove or interfere with AmerGen's ability to draw upon the commitment. Also, AmerGen Energy Company, LLC shall inform the NRC in writing at any time that it draws upon the \$200 million commitment.~~

An exemption was previously granted pursuant to 10 CFR 70.24. The exemption was granted with NRC Material License No. SNM-1886, issued November 27, 1985, and relieved the licensee from the requirement of having a criticality alarm system. AmerGen Energy Company, LLC is hereby exempted from the criticality alarm system provision of 10 CFR 70.24 so far as this section applies to the storage of fuel assemblies held under this license.

These exemptions are authorized by law, will not present an undue risk to the public health and safety, and are consistent with the common defense and security. The exemptions in items (b) and (c) above are granted pursuant to 10 CFR 50.12. With these exemptions, the facility will operate, to the extent authorized herein, in conformity with the application, as amended, the provisions of the Act, and the rules and regulations of the Commission.

Exelon Generation Company

- E. → AmerGen Energy Company, LLC shall fully implement and maintain in effect all provisions of the Commission-approved physical security, training and qualification, and safeguards contingency plans including amendments made pursuant to provisions of the Miscellaneous Amendments and Search Requirements revisions to 10 CFR 73.55 (51 FR 27817 and 27822), and the authority of 10 CFR 50.90 and 10 CFR 50.54(p). The combined set of plans¹, which contain Safeguards Information protected under 10 CFR 73.21, is entitled: "Clinton Power Station Security Plan, Training and Qualification Plan, and Safeguards Contingency Plan, Revision 2," submitted by letter dated May 17, 2006.
- F. → AmerGen Energy Company, LLC shall implement and maintain in effect all provisions of the approved fire protection program as described in the Final Safety Analysis Report as amended, for the Clinton Power Station, Unit No. 1, and as approved in the Safety Evaluation Report (NUREG-0853) dated February 1982 and Supplement Nos. 1 thru 8 thereto subject to the following provision:
 - AmerGen Energy Company, LLC 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.

G. Deleted.

Amendment No. 172
Revised by letter dated July 26, 2007

¹The Training and Qualification Plan and Safeguards Contingency Plan are Appendices to the Security Plan.

Exelon Generation
Company

H. ~~AmerGen Energy Company, LLC~~ shall have and maintain financial protection of such type and in such amounts as the Commission shall require in accordance with Section 170 of the Atomic Energy Act of 1954, as amended, to cover public liability claims.

I. This license is effective as of the date of issuance and shall expire at midnight on September 29, 2026.

FOR THE NUCLEAR REGULATORY COMMISSION

Original signed by:

Thomas E. Murley, Director
Office of Nuclear Reactor Regulation

Enclosures:

1. Attachments 1 (Deleted) and 2
2. Appendix A - Technical Specifications (NUREG-1235)
3. Appendix B - Environmental Protection Plan
4. Appendix C - Deleted

Date of Issuance: April 17, 1987

Exelon Generation
Company

ATTACHMENT 2
TO NPF-62
NEW FUEL STORAGE

~~American Energy Company, LLC~~ shall store new fuel assemblies in accordance with the following requirements.

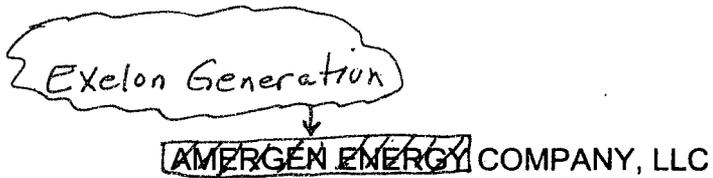
- a. No more than three fuel assemblies shall be outside their shipping containers, storage racks, or the reactor vessel at any one time.
- b. The minimum edge-to-edge distance between the group of three fuel assemblies and all other fuel assemblies shall be 12 inches.
- c. Fuel assemblies, when stored in the New Fuel Storage Vault, shall be stored such that: no more than 12 rows of fuel assemblies shall remain uncovered during the loading or unloading of fuel assemblies; metal covers shall cover all other rows containing fuel assemblies during loading and unloading of fuel assemblies; and when loading or unloading of fuel assemblies is not in progress, metal covers shall cover all rows of fuel assemblies.
- d. Fuel assemblies shall be stored in such a manner that water would drain freely from the assemblies in the event of flooding and subsequent draining of the fuel storage area.
- e. Fuel assemblies shall be stored in the containment fuel storage pool only under water.
- f. No fuel assemblies shall be stored in the control rod racks.
- g. All fire hoses servicing the New Fuel Storage Vault shall be equipped with solid stream nozzles.

APPENDIX B

TO FACILITY LICENSE NO. NPF-62

CLINTON POWER STATION

UNIT NO. 1



DOCKET NO. 50-461

ENVIRONMENTAL PROTECTION PLAN
(NON-RADIOLOGICAL)

April 17, 1987

Exelon Generation

~~AMERGEN ENERGY~~ COMPANY, LLC

DOCKET NO. 50-219

OYSTER CREEK NUCLEAR GENERATING STATION

FACILITY OPERATING LICENSE

License No. DPR-16

- I. The Nuclear Regulatory Commission (the Commission) has found that:
 - A. The application for a license filed by the applicant 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 1, and all required notifications to other agencies or bodies have been duly made;
 - B. Construction of the Oyster Creek Nuclear Generating Station (the facility) has been completed in conformity with Provisional Construction Permit No. CPPR-15; the application, as amended; the provisions of the Act; and the rules and regulations of the Commission, and has been operating under a provisional license since April 9, 1969;
 - C. The facility will operate in conformity with the application, as amended; the provisions of the Act; and the rules and 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 rules and regulations set forth in 10 CFR Chapter 1 (except as exempted from compliance in Section 2.D. below);

OYSTER CREEK
CONTROLLED DISTRIBUTION
DOCUMENT SERIAL NUMBER 257
IRMC

Amendment 194, 210, 213

Exelon Generation

(Exelon Generation Company)

E. ~~AmerGen Energy~~ Company, LLC is technically qualified to engage in the activities authorized by this license in accordance with the rules and regulations of the Commission;

Exelon Generation Company

F. ~~AmerGen Energy Company, LLC~~ 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. The receipt, possession and use of source, byproduct, and special nuclear materials as authorized by this license will be in accordance with the Commission's regulations in 10 CFR Parts 30, 40, and 70; and

I. The issuance of this license is in accordance with 10 CFR Part 51 of the Commission's regulations and all applicable requirements have been satisfied.

2. Provisional Operating License No. DPR-16, dated April 9, 1969, as amended, is superseded in its entirety by Facility Operating License No. DPR-16, hereby issued to ~~AmerGen Energy Company, LLC~~ to read as follows:

Exelon Generation Company

A. This license applies to the Oyster Creek Nuclear Generating Station, a boiling-water reactor and associated equipment (the facility). The facility is located in Ocean County, New Jersey, and is described in the licensee's Updated Final Safety Analysis Report, as supplemented and amended, and in the licensee's Environmental Report, as supplemented and amended.

B. Subject to the conditions and requirements incorporated herein, the Commission hereby licenses ~~AmerGen Energy Company, LLC~~

(1) Pursuant to Section 104b of the Act and 10 CFR Part 50, to possess, use, and operate Oyster Creek Nuclear Generation Station at the designated location on the Oyster Creek site in Ocean County, New Jersey, 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 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 Updated 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, or special nuclear materials 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 materials 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, source, or special nuclear materials as may be produced by the operation of the facility.

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 1 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

~~AmerGen Energy Company, LLC~~ is authorized to operate the facility at steady-state power levels not in excess of 1930 megawatts (thermal) (100 percent rated power) in accordance with the conditions specified herein.

(2) Technical Specifications

The Technical Specifications contained in Appendices A and B, as revised through Amendment No. 264, are hereby incorporated in the license. ~~AmerGen Energy Company, LLC~~ shall operate the facility in accordance with the Technical Specifications.

(3) Fire Protection

~~AmerGen Energy Company, LLC~~ 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 Safety Evaluation Report dated March 3, 1978, and supplements thereto, subject to the following provision:

Exelon Generation Company

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.

Eteelon Generation
Company

- (4) → ~~AmerGen Energy Company, LLC~~ shall fully implement and maintain in effect all provisions of the Commission-approved physical security, training and qualification, and safeguards contingency plans including amendments made pursuant to provisions of the Miscellaneous Amendments and Search Requirements revisions to 10 CFR 73.55 (51 FR 27817 and 27822), and the authority of 10 CFR 50.90 and 10 CFR 50.54(p). The combined set of plans¹, submitted by letter dated May 17, 2006, is entitled: "Oyster Creek Nuclear Generating Station Security Plan, Training and Qualification Plan, and Safeguards Contingency Plan, Revision 5." The set contains Safeguards Information protected under 10 CFR 73.21.
- (5) Inspections of core spray spargers, piping and associated components will be performed un accordance with BWRVIP-18, "BWR Core Spray Internals Inspection and Flaw Evaluation Guidelines," as approved by NRC staff's Final Safety Evaluation Report dated December 2, 1999.
- (6) Long Range Planning Program - Deleted
- (7) Reactor Vessel Integrated Surveillance Program
- ~~AmerGen Energy Company, LLC~~ is authorized to revise the Updated Final Safety Analysis Report (UFSAR) to allow implementation of the Boiling Water Reactor Vessel and Internals Project reactor pressure vessel Integrated Surveillance Program as the basis for demonstrating compliance with the requirements of Appendix H to Title 10 of the *Code of Federal Regulations* Part 50, "Reactor Vessel Material Surveillance Program Requirements," as set forth in the licensee's application dated December 20, 2002, and as supplemented on May 30, September 10, and November 3, 2003.
- (8) Mitigation Strategy License Condition
- Develop and maintain strategies for addressing large fires and explosions and that include the following key areas:
- (a) Fire fighting response strategy with the following elements:
1. Pre-defined coordinated fire response strategy and guidance
 2. Assessment of mutual aid fire fighting assets
 3. Designated staging areas for equipment and materials
 4. Command and control
 5. Training of response personnel

¹The Training and Qualification Plan and Safeguards Contingency Plan are Appendicies to the Security Plan.

F. The licensee shall have and maintain financial protection of such type and in such amounts as the Commission shall require in accordance with Section 170 of the Atomic Energy Act of 1954, as amended, to cover public liability claims.

3. Sale and License Transfer Conditions:

A. Deleted.

B. Deleted.

C. Deleted.

D. Deleted

E. ~~AmesGen~~ shall provide decommissioning funding assurance of no less than \$400 million, after payment of any taxes, deposited in the decommissioning trust fund for Oyster Creek when Oyster Creek is transferred to ~~AmesGen~~.

F. The decommissioning trust agreement for Oyster Creek must be in a form acceptable to the NRC.

Exelon Generation Company

G. With respect to the decommissioning trust fund, investments in the securities or other obligations of Exelon Corporation, ~~AmesGen~~, or their affiliates, successors, or assigns shall be prohibited. Except for investments tied to market indexes or other nonnuclear sector mutual funds, investments in any entity owning one or more nuclear power plants are prohibited.

H. The decommissioning trust agreement for Oyster Creek must provide that no disbursements or payments from the trust shall be made by the trustee unless the trustee has first given the NRC 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 Director, Office of Nuclear Reactor Regulation.

- I. The decommissioning trust agreement must provide that the agreement cannot be amended in any material respect without 30-days prior written notification to the Director, Office of Nuclear Reactor Regulation.
- J. 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.

Exelon
Generation
Company K.

~~AmerGen~~ shall take all necessary steps to ensure that the decommissioning trust is maintained in accordance with the application for approval of the transfer of the Oyster Creek license and the requirements of the Order approving the transfer, and consistent with the safety evaluation supporting such Order.

Deleted

L. ~~AmerGen shall take no action to cause Exelon Generation Company, LLC or its affiliates, successors, or assigns, to void, cancel, or diminish its \$200 million contingency commitment to AmerGen, dated December 22, 2003, or cause it to fail to perform or impair its performance under the commitment, or remove or interfere with AmerGen's ability to draw upon the commitment. Also, AmerGen shall inform the NRC in writing whenever it draws upon the \$200 million commitment.~~

4. This license is effective as of the date of issuance and shall expire at midnight on April 9, 2009.

FOR THE NUCLEAR REGULATORY COMMISSION

Original Signed
By

Thomas E. Murley, Director
Office of Nuclear Reactor Regulation

Attachment:
Appendices A and B -
Technical Specifications

Date of Issuance: July 2, 1991

1.28 FRACTION OF RATED POWER (FRP)

The FRACTION OF RATED POWER is the ratio of core thermal power to rated thermal power.

1.29 TOP OF ACTIVE FUEL (TAF) - 353.3 inches above vessel zero.

1.30 REPORTABLE EVENT

A REPORTABLE EVENT shall be any of those conditions specified in Section 50.73 to 10 CFR Part 50.

1.31 IDENTIFIED LEAKAGE

IDENTIFIED LEAKAGE is that leakage which is collected in the primary containment equipment drain tank and eventually transferred to radwaste for processing.

1.32 UNIDENTIFIED LEAKAGE

UNIDENTIFIED LEAKAGE is all measured leakage that is other than identified leakage.

1.33 PROCESS CONTROL PLAN

The PROCESS CONTROL PLAN shall contain the current formulas, sampling, analyses, test, and determinations to be made to ensure that processing and packaging of solid radioactive wastes based on demonstrated processing of actual or simulated wet solid wastes will be accomplished in such a way as to assure compliance with 10 CFR Parts 20, 61 and 71, State regulations, burial ground requirements, and other requirements governing the disposal of solid radioactive waste.

1.34 AUGMENTED OFFGAS SYSTEM (AOG)

The AUGMENTED OFFGAS SYSTEM is a system designed and installed to holdup and/or process radioactive gases from the main condenser offgas system for the purpose of reducing the radioactive material content of the gases before release to the environs.

1.35 MEMBER OF THE PUBLIC

Exelon
Generation

A MEMBER OF THE PUBLIC is a person who is not occupationally associated with ~~Exelon~~ Energy Company, LLC and who does not normally frequent the Oyster Creek Nuclear Generating Station site. The category does not include contractors, contractor employees, vendors, or persons who enter the site to make deliveries, to service equipment, work on the site, or for other purposes associated with plant functions.

1.36 OFFSITE DOSE CALCULATION MANUAL (ODCM)

The OFFSITE DOSE CALCULATION MANUAL shall contain the methodology and

parameters used in the calculation of offsite doses resulting from radioactive gaseous and liquid effluent, in the calculation of gaseous and liquid effluent monitoring Alarm/trip Setpoints, and in the conduct of the Environmental Radiological Monitoring Program. The ODCM shall also contain (1) the Radioactive Effluent Controls and Radiological Environmental Monitoring Programs required by Section 6.8.4; and (2) descriptions of the information that should be included in the Annual Radioactive Effluent Release Report AND Annual Radiological Environmental Operating Report required by Specifications 6.9.1.d and 6.9.1.e, respectively.

1.37 PURGE

PURGE OR PURGING is the controlled process of discharging air or gas from a confinement and replacing it with air or gas.

1.38 SITE BOUNDARY

The SITE BOUNDARY is the perimeter line around the OCNCS beyond which the land is neither owned, leased nor otherwise subject to control by ~~AmerGen Energy Company, LLC~~ (ref. ODCM). The area outside the SITE BOUNDARY is termed OFFSITE or UNRESTRICTED AREA.

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1.39 REACTOR VESSEL PRESSURE TESTING

System pressure testing required by ASME Code Section XI, Article IWA-5000, including system leakage and hydrostatic test, with reactor vessel completely water solid, core not critical and section 3.2.A satisfied.

1.40 SUBSTANTIVE CHANGES

SUBSTANTIVE CHANGES are those which affect the activities associated with a document or the document's meaning or intent. Example of non-substantive changes are: (1) correcting spelling, (2) adding (but not deleting) sign-off spaces, (3) blocking in notes, cautions, etc, (4) changes in corporate and personnel titles which do not reassign responsibilities and which are not referenced in the Appendix A Technical Specifications, and (5) changes in nomenclature or editorial changes which clearly do not change function, meaning or intent.

1.41 DOSE EQUIVALENT I-131

DOSE EQUIVALENT I-131 shall be that concentration of I-131 microcuries per gram which alone would produce the same thyroid dose as the quantity and isotopic mixture of I131, I-132, I-133, I-134, and I-135 actually present. The thyroid dose conversion factors used for this calculation shall be those listed in Table E-7 or Regulatory Guide 1.109, "Calculation of Annual Doses to Man from Routine Releases of Reactor Effluences for the Purpose of Evaluating Compliance with 10 CFR Par 40 Appendix I."

APPENDIX B
TO OPERATING LICENSE NO. DPR-16
ENVIRONMENTAL TECHNICAL SPECIFICATIONS

FOR

OYSTER CREEK NUCLEAR GENERATING STATION

DOCKET NO. 50-219

OCEAN COUNTY, NEW JERSEY

Exelon Generation

AMERGEN ENERGY COMPANY, LLC

NOVEMBER 1978*

*Issued to the ASLB on this date; issued by License Amendment No. 37, June 6, 1979.

OYSTER CREEK
CONTROLLED DISTRIBUTION
DOCUMENT SERIAL NUMBER 257
IRMC

Amendment No. 59, 66, 107, 194, 207, 210, 213

3.0 ADMINISTRATIVE CONTROL

This section describes administrative and management controls established by the Applicant to provide continuing protection to the environment and to implement the environmental technical specifications.

3.1 Responsibility

Corporate responsibility for implementation of the Oyster Creek Environmental Technical Specifications and for assuring that plant operations are controlled in such a manner as to provide continuing protection of the environment has been assigned by the Chief Nuclear Officer to the Vice President - Oyster Creek.

The responsibility for conducting the studies as set forth in Section 1.1 (Non-Radiological Monitoring) and all of Section 2.0 (Special Monitoring and Study Activities) rests with the management position responsible for environmental affairs, who reports to the Vice President - Oyster Creek.

Administrative measures are defined in Section 3.3 which provide that the individual or group responsible for auditing or otherwise verifying that an activity has been correctly performed is independent of the individual or group responsible for performing the activity.

3.2 Organization

Lines of authority, responsibility and communication shall be established and defined from the highest management levels through intermediate levels to and including operating organization positions. Organizational charts will be documented in the Updated FSAR and updated in accordance with 10 CFR 50.71e.

3.3 Review and Audit

Independent audit and review functions for environmental matters are the responsibility of the management position responsible for environmental affairs. This department is independent of line responsibility for the operation of the plant. The independent reviews and audits of the OCETS will be carried out by personnel from environmental affairs or by other ~~AmGen~~ personnel, outside contractors or consultants at the request of the environmental affairs Personnel.

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Company, LLC

Exelon Generation Company, LLC

When individuals in the environmental affairs department of ~~Upper Gen~~ perform any function relating to the OCETS other than independent audit and review, the Vice President - Oyster Creek will ensure that an independent review and audit of that work is performed by another individual in the environmental affairs department or some other who is not directly responsible for the specific activity being, reviewed and audited.

The audits and reviews will be performed as required by the Quality Assurance Topical Report (QATR).

Independent audits and reviews will encompass:

- A. Coordination of the OCETS with the safety technical specifications to avoid conflicts and maintain consistency.
- B. Compliance of station activities and operations with the OCETS.
- C. Adequacy of the programs and station procedures which are involved in ensuring the plant is operated in accordance with the OCETS.
- D. The proper functioning in accordance with the responsibilities listed in Section 3.1 of the OCETS.
- E. Proposed changes to the OCETS and the evaluation of the impacts resulting from the changes.
- F. Proposed written procedures, as described in Section 3.4.1 and proposed changes thereto which affect the environmental impact of the plant.
- G. Proposed changes or modifications to plant systems or equipment and a determination of the environmental impact resulting from the changes.
- H. Adequacy of investigations of violations of the OCETS and adequacy of and implementation of the recommendations to prevent recurrence of the violations.

3.4 Procedures

- 3.4.1 Detailed written procedures, including applicable check lists and instructions, will be prepared and adhered to for all activities involved in carrying out OCETS.



UNITED STATES
NUCLEAR REGULATORY COMMISSION
WASHINGTON, D.C. 20555-0001

Exelon Generation

~~AMERGEN ENERGY~~ COMPANY, LLC

(Three Mile Island Nuclear Station, Unit 1)

DOCKET NO. 50-289

FACILITY OPERATING LICENSE

1. The Atomic Energy Commission (the Commission) having found that:
 - a. The application for license filed by the applicant 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 1 and all required notifications to other agencies or bodies have been duly made;
 - b. Construction of the Three Mile Island Nuclear Station, Unit 1 (the facility) has been substantially completed in conformity with Construction Permit No. CPPR-40, the application, as amended, the provisions of the Act and the rules and regulations of the Commission;
 - c. The facility will operate in conformity with the application, as amended, the provisions of the Act, and the rules and regulations of the Commission;
 - d. There is reasonable assurance: (1) that the activities authorized by this operating license can be conducted without endangering the health and safety of the public, and (2) that such activities will be conducted in compliance with the rules and regulations of the Commission;
 - e. ~~AmerGen Energy~~ Company, LLC is technically and financially qualified to engage in the activities authorized by this operating license in accordance with the rules and regulations of the Commission;

(Exelon Generation Company)

Exelon Generation

Evelon Generation Company

- f. ~~AmerGen Energy Company, LLC~~ 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 operating 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 costs and considering available alternatives, the issuance of Facility Operating License No. DPR-50 is in accordance with 10 CFR Part 50, Appendix D, of the Commission's regulations and all applicable requirements of said Appendix D 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, including 10 CFR Section 30.33, 40.32, 70.23 and 70.31.

2. Facility Operating License No. DPR-50 is hereby issued to ~~AmerGen Energy Company, LLC~~ to read as follows:

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- a. This license applies to the Three Mile Island Nuclear Station, Unit 1, a pressurized water reactor and associated equipment (the facility), owned and operated by ~~AmerGen Energy Company, LLC~~. The facility is located in Dauphin County, Pennsylvania, and is described in the "Updated Final Safety Analysis Report" as supplemented and amended and the Environmental Report as supplemented and amended.
- b. Subject to the conditions and requirements incorporated herein, the Commission hereby licenses:
 - (1) ~~AmerGen Energy Company, LLC~~ pursuant to Section 104b of the Act and 10 CFR Part 50, "Licensing of Production and Utilization Facilities," to possess, use, and operate the facility in accordance with the procedures and limitations set forth in this license;

- (2) ~~AmerGen Energy Company, LLC~~ 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 reactor fuel, sealed neutron sources for reactor startup, sealed sources for reactor instrumentation and radiation monitoring equipment calibration, and as fission detectors in amounts as required for reactor operation;
- (3) ~~AmerGen Energy Company, LLC~~ pursuant to the Act and 10 CFR Parts 30, 40 and 70 to receive, possess at either TMI-1 or TMI-2, and use in amounts as required for TMI-1 any byproduct, source or special nuclear material without restriction to chemical or physical form, for sample analysis, testing, instrument calibration, or associated with radioactive apparatus or components. Other than radioactive apparatus and components to be used at TMI Unit 2 in accordance with the TMI-2 License, the radioactive apparatus and components that may be moved from TMI Unit 1 to TMI Unit 2 under this provision shall be limited to: (1) outage-related items (such as contaminated scaffolding, tools, protective clothing, portable shielding and decontamination equipment); and (2) other equipment belonging to TMI Unit 1 when storage of such equipment at TMI-2 is deemed necessary for load handling or contamination control considerations;
- (4) ~~AmerGen Energy Company, LLC~~ pursuant to the Act and 10 CFR Parts 30 and 70, to possess at the TMI Unit 1 or Unit 2 site, but not separate, such byproduct and special nuclear materials as may be produced by the operation of either unit. Radioactive waste may be moved from TMI Unit 2 to TMI Unit 1 under this provision for collection, processing (including decontamination), packaging, and temporary storage prior to disposal. Radioactive waste that may be moved from TMI Unit 1 to TMI Unit 2 under this provision shall be limited to: (1) dry active waste (DAW) temporarily moved to TMI Unit 2 during waste collection activities, and (2) contaminated liquid contained in shared system piping and tanks. Radioactive waste that may be moved from TMI Unit 1 to TMI Unit 2 under this provision shall not include spent fuel, spent resins, filter sludge, evaporator bottoms, contaminated oil, or contaminated liquid filters.

The storage of radioactive materials or radwaste generated at TMI Unit 2 and stored at TMI Unit 1 shall not result in a source term that, if released, would exceed that previously analyzed in the UFSAR in terms of off-site dose consequences.

The storage of radioactive materials or radwaste generated at TMI Unit 1 and stored at TMI Unit 2 shall not result in a source term that, if released, would exceed that previously analyzed in the PDMS SAR for TMI Unit 2 in terms of off-site dose consequences.

c. This license shall be deemed to contain and is subject to the conditions specified in the following Commission regulations 10 CFR Chapter I: Part 20, Section 30.34 of Part 30, Section 40.41 of Part 40, Section 50.54 and 50.59 of Part 50, and Section 70.32 of Part 70; 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

~~AmerGen Energy Company, LLC~~ is authorized to operate the facility at steady state reactor core power levels not in excess of 2568 megawatts thermal.

(2) Technical Specifications

The Technical Specifications contained in Appendix A, as revised through Amendment No. 263 are hereby incorporated in the license. The ~~AmerGen Energy Company, LLC~~ shall operate the facility in accordance with the Technical Specifications.

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Company

(3) Physical Protection

~~AmerGen Energy Company, LLC~~ shall fully implement and maintain in effect all provisions of the Commission-approved physical security, training and qualification, and safeguards contingency plans including amendments made pursuant to provisions of the Miscellaneous Amendments and Search Requirements revisions to 10 CFR 73.55 (51 FR 27817 and 27822), and the authority of 10 CFR 50.90 and 10 CFR 50.54(p). The combined set of plans¹, submitted by letter dated May 17, 2006, is entitled: "Three Mile Island Nuclear Station Security Plan, Training and Qualification Plan, and Safeguards Contingency Plan, Revision 3." The set contains Safeguards Information protected under 10 CFR 73.21.

Exelon Generation Company

(4) Fire Protection

~~AmerGen Energy Company, LLC~~ shall implement and maintain in effect all provisions of the Fire Protection Program as described in the Updated FSAR for TM-1.

Changes may be made to the Fire Protection Program without prior approval by the Commission only if those changes would not adversely affect the ability to achieve and maintain safe shutdown in the event of a fire. Temporary changes to specific fire protection features which may be necessary to accomplish maintenance or modifications are acceptable provided that interim compensate measures are implemented.

(5) The licensee shall implement a secondary water chemistry monitoring program to inhibit steam generator tube degradation. This program shall include:

- a. Identification of a sampling schedule for the critical parameters and control points for these parameters;
- b. Identification of the procedures used to measure the values of the critical parameters;

¹ The Training and Qualification Plan and Safeguards Contingency Plan are Appendices to the Security Plan.

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(14) ~~AmerGen~~ shall provide decommissioning funding assurance of no less than \$303 million, after payment of any taxes, to be held in the decommissioning trust(s) for TMI-1 at the time of the transfer of the TMI-1 license to ~~AmerGen~~, including any amounts held in any decommissioning trust(s) that may continue to be maintained by GPU Energy for TMI-1 after such license transfer.

(15) ~~AmerGen~~ shall take all necessary steps to ensure that the decommissioning trust is maintained in accordance with the application, the requirements of the Order Approving Transfer of License and Conforming Amendment, dated April 12, 1999, and the related Safety Evaluation dated April 12, 1999.

DELETED

~~(16) AmerGen shall take no action to cause Exelon Generation Company, LLC (or successors or assigns of Exelon Generation Company, LLC approved by the NRC) to void, cancel, or diminish the \$200 million contingency fund commitment from Exelon Generation Company, LLC (or successors or assigns of Exelon Generation Company, LLC approved by the NRC) dated December 22, 2003, or cause it to fail to perform or impair its performance under the commitment, or remove or interfere with AmerGen's ability to draw upon the commitment. Further, AmerGen shall inform the Director, Office of Nuclear Reactor Regulation, in writing, at such time that it draws upon the \$200 million contingency fund. This provision does not affect the NRC's authority to assure that adequate funds will remain available to fund the transition to safe shutdown, should any question arise regarding availability of funds for such a purpose.~~

(17) Mitigation Strategy License Condition

The licensee shall develop and maintain strategies for addressing large fires and explosions and that include the following key areas:

- (a) Fire fighting response strategy with the following elements:
 1. Pre-defined coordinated fire response strategy and guidance
 2. Assessment of mutual aid fire fighting assets
 3. Designated staging areas for equipment and materials
 4. Command and control
 5. Training of response personnel
- (b) Operations to mitigate fuel damage considering the following:
 1. Protection and use of personnel assets
 2. Communications
 3. Minimizing fire spread
 4. Procedures for implementing integrated fire response strategy
 5. Identification of readily-available pre-staged equipment
 6. Training on integrated fire response strategy
 7. Spent fuel pool mitigation measures
- (c) Actions to minimize release to include consideration of:
 1. Water spray scrubbing
 2. Dose to onsite responders

ATTACHMENT 3

General Corporate Information

General Corporate Information

NAME:	Exelon Corporation
STATE OF INCORPORATION:	Pennsylvania
BUSINESS ADDRESS:	10 South Dearborn Street Chicago, IL 60603
DIRECTORS:	M. Walter D'Alessio, Nicholas DeBenedictis, Bruce DeMars, Nelson A. Diaz, Sue L. Gin, Rosemarie B. Greco, Paul Joskow, John M. Palms, William C. Richardson, Thomas J. Ridge, John W. Rogers Jr., John W. Rowe, Stephen D. Steinour, Don Thompson
EXECUTIVE PERSONNEL	John W. Rowe, Chairman, Chief Executive Officer, and President Frank M. Clark, Chairman and Chief Executive Officer, ComEd Denis P. O'Brien, Executive Vice President and Chief Executive Officer and President, PECO Energy Christopher M. Crane, Executive Vice President and Chief Operating Officer, Exelon Generation Ian P. McLean, Executive Vice President, Finance and Markets Elizabeth A. Moler, Executive Vice President, Governmental and Environmental Affairs and Public Policy William A. Van Hoerne, Jr., Executive Vice President and General Counsel Andrea L. Zopp, Executive Vice President and Chief Human Resources Officer Matthew F. Hilzinger, Senior Vice President and Chief Financial Officer

General Corporate Information

NAME:	Exelon Ventures Company, LLC
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	10 S. Dearborn Street Chicago, IL 60603
DIRECTORS:	None
EXECUTIVE PERSONNEL	John W. Rowe, President and Chief Executive Officer Christopher M. Crane, Executive Vice President Thomas D. Terry Jr., Vice President, Taxes Matthew Hilzinger, Treasurer (Acting) Katherine K. Combs, Secretary

General Corporate Information

NAME:	Exelon Generation Company, LLC
STATE OF INCORPORATION:	Pennsylvania
BUSINESS ADDRESS:	300 Exelon Way Kennett Square, PA 19348
DIRECTORS:	None
EXECUTIVE PERSONNEL	John W. Rowe, Chairman, Chief Executive Officer and President, Exelon, and President Christopher M. Crane, Executive Vice President, Exelon and Chief Operating Officer Charles G. Pardee, Senior Vice President and Chief Nuclear Officer, Exelon Nuclear Mark A. Schiavoni, Senior Vice President and President, Exelon Power Kenneth W. Cornew, Senior Vice President, Exelon and President, Power Team Matthew F. Hilzinger, Senior Vice President, Exelon, and Chief Financial Officer Jon D. Veurink, Vice President and Controller

ATTACHMENT 4

**Exelon Generation -- Selected Financial Data
(from Annual Report)**

Generation

The selected financial data presented below has been derived from the audited consolidated financial statements of Generation. This data is qualified in its entirety by reference to and should be read in conjunction with Generation's Consolidated Financial Statements and Management's Discussion and Analysis of Financial Condition and Results of Operation included in ITEM 7 of this Report on Form 10-K.

The results of operations for Generation's retail business are not included in periods prior to 2004.

(In millions)	For the Years Ended December 31,				
	2007	2006	2005	2004	2003
Statement of Operations data:					
Operating revenues	\$ 10,749	\$ 9,143	\$ 9,046	\$ 7,703	\$ 8,135
Operating income (loss)	3,392	2,396	1,852	1,039	(115)
Income (loss) from continuing operations	\$ 2,025	\$ 1,403	\$ 1,109	\$ 657	\$ (241)
Income (loss) from discontinued operations	4	4	19	(16)	—
Income (loss) before cumulative effect of changes in accounting principles	2,029	1,407	1,128	641	(241)
Cumulative effect of changes in accounting principles (net of income taxes)	—	—	(30)	32	108
Net income (loss) ^(a)	<u>\$2,029</u>	<u>\$1,407</u>	<u>\$1,098</u>	<u>\$673</u>	<u>\$(133)</u>

(a) Change between 2004 and 2003 was primarily due to the impairment of Boston Generating, LLC long-lived assets of \$945 million in 2003.

Table of Contents

(In millions)	December 31,				
	2007	2006	2005	2004	2003
Balance Sheet data:					
Current assets	\$ 2,795	\$ 3,433	\$ 3,040	\$ 2,321	\$ 2,438
Property, plant and equipment, net	8,043	7,514	7,464	7,536	7,106
Deferred debits and other assets	8,216	7,962	7,220	6,581	5,105
Total assets	<u>\$ 19,054</u>	<u>\$ 18,909</u>	<u>\$ 17,724</u>	<u>\$ 16,438</u>	<u>\$ 14,649</u>
Current liabilities	\$ 2,446	\$ 2,914	\$ 3,400	\$ 2,416	\$ 3,553
Long-term debt	2,513	1,778	1,788	2,583	1,649
Deferred credits and other liabilities	9,725	8,733	8,554	8,356	6,488
Minority interest	1	1	2	44	3
Member's equity	4,369	5,483	3,980	3,039	2,956
Total liabilities and member's equity	<u>\$ 19,054</u>	<u>\$ 18,909</u>	<u>\$ 17,724</u>	<u>\$ 16,438</u>	<u>\$ 14,649</u>

ATTACHMENT 5

Projected Income Statements: 2009-2013

(Non-Proprietary Version)

ExGen Income Statement – Base Case

(\$ in millions)		<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>
Line						
1	Revenue					
2	Fuel					
3	Purchased Power					
4	RNF					
5	O&M					
6	TOTI					
7	Other Operating Income/(Exp.)					
8	EBITDA					
9	Depreciation Expense					
10	Decom Depreciation					
11	Depreciation & Amortization					
12	Other,Net, Income/(Expense)					
13	EBIT					
14	Total Interest Expense					
15	Total Interest Income					
16	Earnings Before Taxes					
17	Income Tax Expense					
19	Extraordinary Items, Inc/(Exp)					
19	Net Income					

ExGen Income Statement – 10% Lower Price

Line	(\$ in millions)	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>
1	Revenue					
2	Fuel					
3	Purchased Power					
4	RNF					
5	O&M					
6	TOTI					
7	Other Operating Income/(Exp.)					
8	EBITDA					
9	Depreciation Expense					
10	Decom Depreciation					
11	Depreciation & Amortization					
12	Other,Net, Income/(Expense)					
13	EBIT					
14	Total Interest Expense					
15	Total Interest Income					
16	Earnings Before Taxes					
17	Income Tax Expense					
18	Extraordinary Items, Inc/(Exp)					
19	Net Income					

ExGen Income Statement – 10% Lower Capacity Factor

Line	(\$ in millions)	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>
1	Revenue					
2	Fuel					
3	Purchased Power					
4	RNF					
5	O&M					
6	TOTI					
7	Other Operating Income/(Exp.)					
8	EBITDA					
9	Depreciation Expense					
10	Decom Depreciation					
11	Depreciation & Amortization					
12	Other,Net, Income/(Expense)					
13	EBIT					
14	Total Interest Expense					
15	Total Interest Income					
16	Earnings Before Taxes					
17	Income Tax Expense					
18	Extraordinary Items, Inc/(Exp)					
19	Net Income					

ATTACHMENT 6

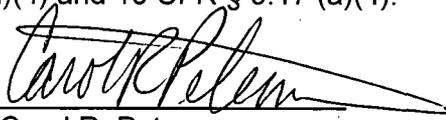
**10 CFR 2.390 and 10 CFR 9.17(a)(4)
Affidavit of Carol R. Peterson**

10 CFR 2.390 and 10 CFR 9.17(a)(4) AFFIDAVIT

I, Carol R. Peterson, Vice President – Finance, Nuclear, of Exelon Generation Company, LLC and AmerGen Energy Company, LLC (together, Applicants) hereby affirm and state:

1. I am authorized to execute this affidavit on behalf of Applicants.
2. Applicants are providing information in support of an Application for Order Approving Transfers of Licenses. The documents being provided in Attachment 5A contain proprietary financial information and financial projections related to the ownership and operation of the generation assets operated by Applicants. These documents constitute proprietary commercial and financial information that should be held in confidence by the NRC pursuant to 10 CFR § 2.390(a)(4) and 10 CFR § 9.17 (a)(4) because:
 - i. This information is and has been held in confidence by Applicants.
 - ii. This information is of a type that is customarily held in confidence by Applicants and there is a rational basis for doing so because the information contains sensitive financial information concerning projected revenues and operating expenses of Applicants.
 - iii. This information is being transmitted to the NRC voluntarily and in confidence.
 - iv. This information is not available in public sources and could not be gathered readily from other publicly available information.
 - v. Public disclosure of this information would create substantial harm to the competitive position of Applicants by disclosing its internal financial projections.

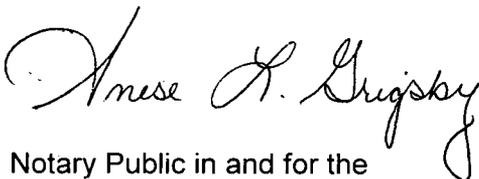
3. Accordingly, Applicants request that the designated documents be withheld from public disclosure pursuant to 10 CFR § 2.390(a)(4) and 10 CFR § 9.17 (a)(4).


Carol R. Peterson

STATE OF ILLINOIS)
)
COUNTY OF DuPage)

Subscribed and sworn to me, a Notary Public, in and for the State of Illinois, this 19th day of June, 2008.




Notary Public in and for the
State of Illinois

ATTACHMENT 7

2003 Funding Agreement

Exelon Generation Company, LLC
4300 Winfield Road
Warrenville, Illinois 60555

December 22, 2003

AmerGen Energy Company, LLC
200 Exelon Way
Kennett Square, PA 19348

Subject: Funding Agreement

Ladies and Gentlemen:

Reference is made to a letter agreement dated January 12, 2001 (January 12, 2001 Agreement), pursuant to which Exelon Generation Company, LLC (EGC) agreed to provide funding to AmerGen Energy Company, LLC (AmerGen) in connection with the operation and maintenance of all of the commercial nuclear power reactors now owned or to be acquired by AmerGen, and to a letter agreement dated April 3, 2000 (April 3, 2000 Agreement) pursuant to which British Energy plc (British Energy) agreed to provide funding to AmerGen under the same or similar terms and conditions as the January 21, 2001 Agreement.

Pursuant to this funding agreement, EGC agrees to assume all of British Energy's obligations under the April 3, 2000 Agreement, as well as its own obligations under the January 12, 2001 Agreement. Thus, EGC will provide funding of up to a total of \$200 million to be available to AmerGen in connection with the operation and maintenance of all of the commercial nuclear power reactors already owned or to be acquired by AmerGen, or any other wholly owned subsidiary of AmerGen. This funding agreement substitutes for the January 12, 2001 Agreement, which is hereby rescinded, and EGC acknowledges that the April 3, 2000 Agreement is discontinued, revoked, rescinded, void and unenforceable pursuant to the prior written consent of the Nuclear Regulatory Commission (NRC) dated December 15, 2003, because the obligations thereunder have been assigned to, and assumed by, EGC pursuant to this funding agreement.

In consideration of the benefits to be derived by EGC from AmerGen's ownership and operation of commercial nuclear reactors (directly or indirectly through any wholly owned subsidiary), the mutual benefits to be derived by AmerGen and EGC from the commitments contemplated hereunder, in furtherance of the Limited Liability Company Agreement of AmerGen (LLC Agreement) dated as of August 18, 1997, and as amended and restated from time to time, and any provision in the LLC Agreement which could limit application of this letter agreement notwithstanding, EGC hereby agrees that, subject to the terms and conditions of this funding agreement, it will provide funds pursuant to the terms of this letter agreement to AmerGen to assure that AmerGen will have sufficient funds available to meet its expenses.

EGC represents and warrants that it will provide funding to AmerGen at any time that the Management Committee of AmerGen determines that, in order to protect the public health and safety and/or to comply with NRC requirements, such funds are necessary to meet the ongoing operating expenses at any AmerGen operating nuclear power plant or such funds are necessary to safely maintain any such plant; provided, however, that EGC's maximum liability to

provide funding hereunder shall not exceed \$200 million cumulatively over the life of this agreement.

This agreement shall take effect immediately and will remain in effect and remain irrevocable until such time as either: (1) AmerGen has submitted to the NRC a written certification meeting the requirements of 10 CFR 50.4(b)(8) & (9) that the fuel has been permanently removed from the reactor vessel of the last plant operated by AmerGen (including any plant operated by any wholly owned subsidiary of AmerGen), *i.e.*, after AmerGen has determined to permanently cease operations at its last operating reactor; or (2) NRC has given its prior written consent to the discontinuance of the funding arrangement contemplated by this funding agreement.

EGC shall have the right to demand that AmerGen permanently cease operations at any plant rather than using funds available under this agreement for continued operations, provided that, in such event, AmerGen will nevertheless have the right to continue to obtain the funds necessary to assure the safe and orderly shutdown of any such plant and to continue the safe maintenance of any such plant until AmerGen can certify to the NRC that the fuel has been permanently removed from the reactor vessel.

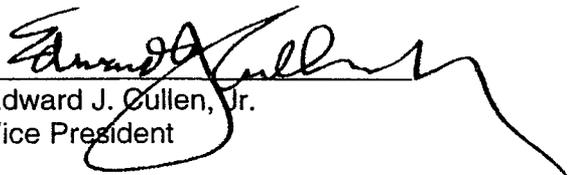
EGC hereby represents and warrants to AmerGen that its obligations under this funding agreement are valid, binding and enforceable obligations of EGC in accordance with their terms (subject to bankruptcy, insolvency, reorganization and similar laws affecting creditors' rights generally and general equitable principles) and does not require the consent, approval or authorization of any Governmental Agency or third party other than those which have been obtained and are in full force and effect on the date hereof.

EGC hereby irrevocably, unconditionally and expressly waives, and agrees that it shall not at any time assert any claim or take the benefit or advantage of, any appraisal, valuation, stay, extension, marshaling of assets or redemption laws, any bankruptcy, insolvency or similar proceedings, or exemption, whether now or any time hereafter in force, which may delay, prevent or otherwise affect the performance by EGC of its obligations hereunder.

This funding agreement shall be governed and construed in accordance with the laws of the Commonwealth of Pennsylvania without giving effect to conflict of law principles.

Very truly yours,

Exelon Generation Company, LLC

By: 
Edward J. Cullen, Jr.
Vice President

ENCLOSURE 3

ATTACHMENT 5A

Projected Income Statements: 2009-2013

(Proprietary Version)