

**Comanche Peak Nuclear Power Plant  
Units 3 and 4**

**COL Application**

**Part 1**

**Administrative and Financial Information  
Revision 0**

**(Non-Proprietary Version)**

**Comanche Peak Nuclear Power Plant, Units 3 & 4  
COL Application  
Part 1, General and Financial Information**

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**1.0 INTRODUCTION**

This Combined License Application (COLA) is submitted by Luminant Generation Company LLC on behalf of itself and its wholly-owned subsidiaries, Nuclear Energy Future Holdings Company LLC (NEFH) and Nuclear Project Company LLC (NPC), for the construction and operation of two nuclear-powered generating plants designated as Comanche Peak Nuclear Power Plant Unit 3 and Unit 4 (hereafter referred to as CPNPP Units 3 and 4). In addition, special nuclear material licenses, by-product material licenses, and source material licenses as required for construction and operation are requested. Luminant Generation Company LLC is a wholly-owned subsidiary of Texas Competitive Electric Holdings Company LLC (TCEH) and Energy Future Holdings Corp.(EFH).

CPNPP Units 3 and 4 will each utilize the Mitsubishi Heavy Industries (MHI) US-Advanced Pressurized Water Reactor (US-APWR) light water reactor design. This COLA presents descriptions and analyses of the station design, and incorporates by reference the MHI US-APWR Design Control Document (DCD) currently under review by the NRC.

The Application has been divided into parts as follows:

- Part 1 - General and Financial Information
- Part 2 - Final Safety Analysis Report
- Part 3 - Environmental Report
- Part 4 - Plant-Specific Technical Specifications
- Part 5 - Emergency Plan
- Part 6 - Not Used
- Part 7 - Generic DCD Departures Report
- Part 8 - Security Plans (under separate cover)
- Part 9 - Not Used
- Part 10 - Inspections, Tests, Analyses, and Acceptance Criteria (ITAAC)
- Part 11 - Attachments

**1.1 LICENSE ACTIONS REQUESTED**

The purpose of this COLA is to obtain NRC approval to construct and operate two nuclear-powered generating plants. The plants will be located on the existing Luminant CPNPP site in Somervell County, Texas. In support of this objective, Luminant requests the following license actions:

- License Luminant Generation Company LLC pursuant to Section 103 of the Atomic Energy Act of 1954, as amended (hereafter referred to as the Act), and 10 CFR Part 52 to operate CPNPP Unit 3 at the designated location in Somervell County, Texas. It is requested that the term of the license be for a period of 40 years from the date on which the Commission makes a finding that acceptance criteria are met under 10 CFR 52.103(g) or allowing operation during an interim period under the combined license under 10 CFR 52.103(c), and contain provisions that include the applicable licenses under 10 CFR Parts 30, 40, and 70 to receive, possess, and use at any time such quantities of source, byproduct, and special nuclear material as needed to construct and operate the utilization facility.

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- License Nuclear Project Company LLC pursuant to Section 103 of the Act and 10 CFR Part 52 to construct, possess and use CPNPP Unit 3 at the designated location in Somervell County, Texas. It is requested that the term of the license be for a period of 40 years from the date on which the Commission makes a finding that acceptance criteria are met under 10 CFR 52.103(g) or allowing operation during an interim period under the combined license under 10 CFR 52.103(c).
- License Luminant Generation Company LLC pursuant to Section 103 of the Act and 10 CFR Part 52 to operate CPNPP Unit 4 at the designated location in Somervell County, Texas. It is requested that the term of the license be for a period of 40 years from the date on which the Commission makes a finding that acceptance criteria are met under 10 CFR 52.103(g) or allowing operation during an interim period under the combined license under 10 CFR 52.103(c), and contain provisions that include the applicable licenses under 10 CFR Parts 30, 40, and 70 to receive, possess, and use at any time such quantities of source, byproduct, and special nuclear material as needed to construct and operate the utilization facility.
- License Nuclear Project Company LLC pursuant to Section 103 of the Act and 10 CFR Part 52 to construct, possess and use CPNPP Unit 4 at the designated location in Somervell County, Texas. It is requested that the term of the license be for a period of 40 years from the date on which the Commission makes a finding that acceptance criteria are met under 10 CFR 52.103(g) or allowing operation during an interim period under the combined license under 10 CFR 52.103(c).

## **1.2 GENERAL INFORMATION**

This part of the Combined License Application (COLA) for CPNPP Units 3 and 4 addresses the requirements of 10 CFR 50.33, "Content of applications; general information," (CFR, 2007a) and provides details of the applicant's corporate identity and location; applicant's ownership organizations; the types of licenses being applied for; the applicant's financial qualifications; decommissioning funding assurance; foreign ownership; control, or domination information.

### **1.2.1 Applicants**

Luminant Generation Company LLC (herein referred to as "Luminant"), and its wholly-owned subsidiary, Nuclear Project Company LLC (NPC) are the applicants for a Combined License for CPNPP Unit 3 and CPNPP Unit 4 as described in the requested license actions above and will own and operate these units. CPNPP Units 3 and 4 will be used to produce wholesale baseload electricity. This application and the demonstration of financial capability is based on the current corporate structure of Luminant and its parent companies.

The required general information for the applicants is provided below, separated by company.

#### **Nuclear Project Company LLC (LPC)**

CPNPP Units 3 and 4 will be owned by Nuclear Project Company LLC (LPC) which was organized in the State of Delaware and is wholly-owned subsidiary of Nuclear Energy Future Holdings Company LLC (NEFH). NEFH, which is also a Delaware limited-liability company, is a wholly-owned subsidiary of Luminant, a Texas limited-liability company. Luminant is a wholly-owned subsidiary of Luminant Holding Company LLC a Delaware limited-liability company,

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which is a wholly-owned subsidiary of Texas Competitive Electric Holdings Company LLC (TCEH). TCEH is a Delaware limited-liability company and is a wholly-owned subsidiary of Energy Future Competitive Holdings Company (EFC Holdings). EFC Holdings is a Texas corporation and is a wholly-owned subsidiary of Energy Future Holdings Corp. (EFH), a Texas corporation (EFH was previously known as TXU Corp.). The existing ownership and corporate structure of these companies is reflected in Attachment 1 "Ownership and Corporate Structure", Figure 1.2-1 and Figure 1.2-2.

The applicant's corporate address is shown below:

Nuclear Project Company LLC  
Lincoln Plaza  
500 North Akard Street  
Dallas, TX 75201

Luminant Generation Company LLC (Luminant)

CPNPP Unit 3 and CPNPP Unit 4 will be operated by Luminant Generation Company LLC (Luminant) which was organized in the State of Texas and is wholly-owned subsidiary of Luminant Holding Company LLC (LHC). LHC, which is a Delaware limited-liability company, is a wholly-owned subsidiary of Texas Competitive Electric Holdings Company LLC (TCEH), which is also a Delaware limited-liability company. TCEH is a wholly-owned subsidiary of Energy Future Competitive Holdings Company (EFC Holdings), which is a Texas corporation. EFC Holdings is a subsidiary of Energy Future Holdings Corp. (EFH), which is a Texas corporation (EFH was previously known as TXU Corp.). The existing ownership and corporate structure of these companies is reflected in Attachment 1 "Ownership and Corporate Structure", Figure 1.2-1 and Figure 1.2-2.

The term Luminant shall be used for Luminant Generation Company LLC and all of its wholly-owned subsidiaries (Nuclear Energy Future Holdings Company LLC and Nuclear Project Company LLC).

The applicant's corporate address is shown below:

Luminant Generation Company LLC  
Lincoln Plaza  
500 North Akard Street  
Dallas, TX 75201

**1.2.2 Ownership of Applicants**

Texas Competitive Electric Holdings Company LLC (TCEH)

TCEH is a Dallas-based holding company for subsidiaries engaged in competitive electricity market activities largely in Texas, including Luminant, which is a competitive power generation business engaged in electricity generation, development and construction of new generation facilities, wholesale marketing and trading and mining activities, and TXU Energy Retail Company LLC (TXU Energy), which is a competitive retailer that provides electricity and related services to 2.1 million electricity customers in Texas. TCEH is a wholly-owned subsidiary of EFC Holdings, which is a wholly-owned subsidiary of EFH. While TCEH is a wholly-owned subsidiary of EFH and EFC Holdings, TCEH is a separate legal entity from EFH and EFC

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Holdings and all of their other affiliates with its own assets and liabilities. The existing ownership and corporate structure of these companies is reflected in Attachment 1 "Ownership and Corporate Structure", Figure 1.2-1 and Figure 1.2-2.

The TCEH's corporate address is shown below:

Texas Competitive Electric Holdings Company LLC  
Lincoln Plaza  
500 North Akard Street  
Dallas, TX 75201

Energy Future Holdings Corp. – Parent (EFH)

EFH, a Texas corporation, is a Dallas-based holding company that controls a number of subsidiaries engaged in business primarily in the Electric Reliability Council of Texas (ERCOT) region. EFH has both competitive electricity market activities under TCEH, and regulated electricity transmission and distribution operations under Oncor Electric Delivery Holdings Company LLC. EFH is a subsidiary of Texas Energy Future Holdings Limited Partnership (Texas Energy LP), which is a Delaware limited partnership formed on February 21, 2007, as the entity through which the KKR and TPG investment funds and their fellow investors acquired TXU Corp on October 10, 2007. The existing ownership and corporate structure of these companies is reflected in Attachment 1 "Ownership and Corporate Structure", Figure 1.2-1 and Figure 1.2-2.

The address for the parent is shown below.

Energy Future Holdings Corp.  
Energy Plaza  
1601 Bryan Street  
Dallas, Texas 75201-3411

The addresses for the owners of Energy Future Holdings Corp. are shown below.

A. Names

Texas Energy Future Capital Holdings LLC (Texas Energy GP)  
Texas Energy Future Holdings LP (Texas Energy LP)

B. Addresses of owners

c/o Kohlberg Kravis Roberts & Co. L.P.,  
9 West 57th Street, Suite 4200  
New York, NY 10019

and

c/o TPG  
301 Commerce Street, Suite 3300,  
Fort Worth, TX 76102

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**1.2.3 Description of Business or Occupation**

Energy Future Holdings Corp. (EFH) (formerly TXU Corp.) conducts its operations principally through its Texas Competitive Electric Holdings Company LLC (TCEH) and Oncor Electric Delivery Holdings Company LLC (Oncor) subsidiaries. TCEH is a holding company for subsidiaries engaged in competitive electricity market activities largely in Texas. This includes Luminant, which includes Luminant Generation Company LLC and its wholly-owned subsidiaries, Nuclear Energy Future Holdings Company LLC and Nuclear Project Company LLC and Luminant's direct parent Luminant Holding Company LLC. Luminant is engaged in competitive electricity generation, development and construction of new generation facilities, wholesale marketing and trading, and mining activities. TCEH also includes TXU Energy Retail Company LLC (TXU Energy), which is a competitive retailer that provides electricity and related services to 2.1 million electricity customers in Texas.

As of December 31, 2007, Luminant owned or leased 18,365 MW of generation capacity in Texas, which consists of lignite-fueled, nuclear-fueled, natural gas-fueled and oil-fueled generation facilities. In addition, Luminant is the largest purchaser of wind-generated electricity in Texas and the fifth largest in the US. Luminant is currently constructing three lignite-fueled generation units in Texas with expected generation capacity totaling approximately 2,200 MW. Air permits have been obtained for the three new lignite-fueled units, which are expected to come on-line in 2009 and 2010.

TXU Energy provides competitive electricity and related services to more than 2.1 million retail electricity customers in Texas. As of December 31, 2007, TXU Energy's estimated share of the total ERCOT retail market for residential and small business electricity customers was approximately 36% and 25%, respectively (based on customer counts). At December 31, 2007, TCEH had approximately 3,900 full-time employees, including approximately 1,900 employees under collective bargaining agreements.

Oncor is engaged in regulated electricity transmission and distribution operations in Texas and does not report through and is separated from TCEH. Oncor is an electricity distribution and transmission company that is regulated by the Public Utility Commission of Texas (PUC). It provides both distribution services to retail electric providers that sell electricity to consumers and transmission services to other electricity distribution companies, cooperatives and municipalities. Oncor operates the largest distribution and transmission system in Texas, delivering electricity to more than three million homes and businesses and operating more than 116,000 miles of transmission and distribution lines in Texas. At December 31, 2007, Oncor had approximately 3,400 full time employees, including approximately 600 employees under collective bargaining agreements.

Although TCEH and Oncor are both subsidiaries of EFH, Oncor being a regulated company is unbundled and ring-fenced from the rest of the EFH companies. This application relates only to TCEH and its subsidiaries, specifically to Luminant and its subsidiaries, as the operator and owner of CPNPP Units 3 and 4.

**1.2.4 Organization and Management**

Energy Future Holdings Corp. (EFH), through its subsidiaries, owns or leases 18,365 MW of generation in Texas including the 2,300 MW from CPNPP Unit 1 and Unit 2 operated by Luminant. The subsidiaries directly related to the operation and ownership interest in CPNPP Units 3 and 4 are: TCEH, Luminant Holding Company LLC (LHC), and Luminant Generation

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Company LLC (Luminant) and Luminant's subsidiaries, Nuclear Energy Future Holdings Company LLC and Nuclear Project Company LLC. The current simplified ownership structure of Energy Future Holdings Corp. and the subsidiaries directly related to the ownership interest in CPNPP Units 3 and 4 are provided in Attachment 1 "Ownership and Corporate Structure", Figure 1.2-1 and Figure 1.2-2.

EFH Directors and Officers

The business and affairs of EFH are managed under the direction of an EFH board of directors (Table 1.2-1) and through the EFH officers (Table 1.2-2). The EFH board currently consists of sixteen directors and there are eight EFH executive officers. All of the directors are US citizens except as noted (one director is a citizen of South Africa). Additional information on the qualification and experience of the directors and officers of EFH and its subsidiaries is provided in the following Licensing Change Documents:

- Comanche Peak Steam Electric Station, Units 1 and 2 - Order Approving the Indirect Transfer of Ownership Interest and Operating Authority, and Conforming License Amendments (TAC MD5289 and MD5290) (ADAMS Accession No. ML072210856).
- Comanche Peak Steam Electric Station, Units 1 and 2 - Issuance of Conforming Amendments for Indirect Transfer of Licenses (TAC NOS. MD6892 AND MD6893) (ADAMS Accession No. ML072220196).

Each of these documents may be publicly accessed by means of a web search using the listed ADAMS Accession numbers at <http://www.nrc.gov/reading-rm/adams.html>

While Oncor is a subsidiary of EFH, Oncor is governed by a separate board of directors that is comprised of a majority of independent directors.



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**Table 1.2-1  
Energy Future Holdings, Board of Directors**

| <b>Directors</b>     | <b>Position</b>   | <b>US Citizen</b>                             |
|----------------------|---|---|
| Donald L. Evans      | Non-Executive Chairman  | Yes   |
| Arcilia C. Acosta    | Director  | Yes   |
| David Bonderman      | Director  | Yes   |
| Frederick M. Goltz   | Director  | Yes   |
| James R. Huffines    | Director  | Yes   |
| Scott Lebovitz       | Director  | Yes   |
| Jeffrey Liaw         | Director  | Yes   |
| Marc S. Lipschultz   | Director  | Yes   |
| Michael MacDougall   | Director  | Yes   |
| Lyndon L. Olson, Jr. | Director  | Yes   |
| Kenneth Pontarelli   | Director  | Yes   |
| William K. Reilly    | Director  | Yes   |
| Jonathan D. Smidt    | Director  | Citizen of South Africa and U. S.<br>Resident |
| John F. Young        | Director, President and CEO of<br>Energy Future Holdings Corp | Yes   |
| William J. Young     | Director  | Yes   |
| Kneeland Youngblood  | Director  | Yes   |

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**Table 1.2-2  
Energy Future Holdings Corp., Executive Officers**

| <b>Officer</b>    | <b>Position</b>   | <b>Citizenship</b> |
|-------------------|---|--------------------|
| John F. Young     | President and Chief Executive Officer, EFH                | USA                |
| Mike S. Greene    | Vice Chairman, EFH  | USA                |
| Paul M. Keglevic  | Executive VP and Chief Financial Officer, EFH             | USA                |
| Robert C. Walters | Executive VP and General Counsel, EFH                     | USA                |
| M. Rizwan Chand   | Executive VP, Human Resources, EFH                        | USA                |
| David A. Campbell | Chief Executive Officer, Luminant                         | USA                |
| James A. Burke    | Chief Executive Officer, TXU Energy                       | USA                |
| Mark A. McFarland | Executive VP, EFH, and Chief Commercial Officer, Luminant | USA                |

**Managers and Officers of TCEH, Luminant and their subsidiary Companies.**

TCEH consists of TXU Energy Retail Company LLC (TXU Energy), the competitive retail sales subsidiary, and Luminant, the competitive wholesale electricity generation, development and construction of new generation facilities, wholesale marketing and trading, and mining subsidiary. The management of TCEH consists of three-member board of managers that are listed in Attachment 2, Table 1.2-3. The management of Luminant and the Nuclear Project Company LLC, the indirect parent of CPNPP Units 3 and 4, consists of a six-member board of managers and eight primary officers. The board of managers and the management of the Luminant companies are listed in Attachment 3, Table 1.2-4 and Table 1.2-5.

The authority to control the actions of the board of directors for EFH, the licensee and its parent entities are vested in investment funds affiliated with KKR and TPG, and entities affiliated with the Goldman Sachs Group Inc. and Lehman Brothers Holdings Inc, as well as independent directors appointed by the ownership group. Investment funds affiliated with KKR, TPG, and Goldman, as members of Texas Energy Future Holdings LP as general partners, each name three designees to the EFH board of directors, and also collectively name additional members.

**1.2.5 Regulatory Agencies with Jurisdiction over Rates and Services**

The Public Utility Commission of Texas (PUC) has jurisdiction over the electric market in the region managed by an independent system operator or the Electric Reliability Council of Texas (ERCOT). This authority is focused on wholesale and retail market oversight, customer protection rules, ratemaking and oversight of regulated utilities (transmission and delivery), reliability compliance, and matters related to the transition to the competitive market, such as oversight of nuclear decommissioning trusts of existing nuclear plants in ERCOT. Traditional retail ratemaking has been replaced with a “customer choice” model where retail rates are established in a competitive market, subject to PUC customer protection rules. Likewise, the wholesale electric market pricing is set by competitive processes (under the market oversight of the PUC and a wholesale Market Monitor selected by the PUC), both through bilateral power

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agreements and ERCOT, as the independent system operator, who is responsible for transmission system open access, energy scheduling and accounting, transmission control area management, system planning, and support of the competitive retail market and financial settlement of the wholesale market.

ERCOT manages the flow of electric power to approximately 20 million Texas customers, representing 85 percent of the State's electric load and 75 percent of the Texas land area. As the independent system operator for the region, ERCOT schedules power on an electric grid that connects 38,000 miles of high voltage transmission lines and more than 500 generation units. ERCOT also manages financial settlements for the competitive choice areas.

ERCOT is a membership-based nonprofit corporation, governed by a board of directors and subject to oversight by the PUC and the Texas Legislature. ERCOT's 250 plus members include retail consumers, investor- and municipal-owned electric utilities, rural cooperatives, river authorities, independent generators, power marketers and retail electric providers.

The names and addresses of regulatory agencies that have jurisdiction over rates and services incident to the proposed activity are as follows:

Public Utility Commission of Texas  
1701 N. Congress Avenue  
PO Box 13326  
Austin, TX 78711-3326

Electric Reliability Council of Texas  
7620 Metro Center Drive  
Austin, Texas 78744

#### **1.2.6 Trade and News Publications**

Trade and news publications that circulate in the area around the proposed facility and nationally that are considered appropriate to give reasonable notice of the application to those parties that might have a potential interest in the proposed facility are listed in Attachment 4.

#### **1.3 Financial Qualifications**

##### EFH (formerly TXU Corp.)

Energy Future Holdings Corp. (EFH) provides the following information required by 10 CFR 50.33(f), 10 CFR 50 App C, and NUREG-1577, Rev. 1 to demonstrate that EFH and specifically TCEH possess or have reasonable assurance of obtaining the funds necessary to cover estimated construction costs and related fuel cycle costs.

Historical financial information for EFH is available in annual (SEC Form 10-K), quarterly (SEC Form 10-Q) and current (SEC Form 8-K) reports filed with the Securities and Exchange Commission (SEC). The public may read and copy any reports or other information that EFH files with the SEC at its Public Reference Room at 100 F Street, NE., Washington, D.C. 20549. EFH reports are also available to the public without charge from the website maintained by the SEC at [www.sec.gov](http://www.sec.gov) and EFH's website at [www.energyfutureholdings.com](http://www.energyfutureholdings.com).

Financial information filed with the SEC supports the conclusion that EFH possesses, or has reasonable assurance of being able to obtain, funds sufficient for the construction and operation of two units at the CPNPP site based on the US-APWR technology.

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TCEH

Historical financial information for TCEH is available in annual (SEC Form 10-K), quarterly (SEC Form 10-Q) and current (SEC Form 8-K) reports filed with the Securities and Exchange Commission (SEC) or in equivalent reports available on EFH's website. The public may read and copy any reports or other information that TCEH files with the SEC at its Public Reference Room at 100 F Street, NE., Washington, D.C. 20549 and at EFH's website at [www.energyfutureholdings.com](http://www.energyfutureholdings.com). TCEH reports are also available to the public without charge from the website maintained by the SEC at [www.sec.gov](http://www.sec.gov) and TCEH's website at [www.energyfutureholdingscorp.com](http://www.energyfutureholdingscorp.com).

Financial information filed with the SEC supports the conclusion that EFH and TCEH possess, or have reasonable assurance of being able to obtain, funds sufficient for the construction and operation of two units at the CPNPP site based on the US-APWR technology.

Luminant

Luminant is providing projected source and use of funds statements and income statements for Operation and Maintenance for CPNPP Units 3 and 4 as a stand-alone operation for the five-year calendar period from 2017 through 2021. Copies of the projected income statements, related performance schedules are contained in Attachment 7. Luminant requests that Attachment 7 be withheld from public disclosure, as described in the Section 2.390 Affidavits provided in Part 0 of this COLA (Redacted versions of these documents, suitable for public disclosure, are contained in Attachment 10.) These financial statements demonstrate that Luminant alone possesses, or has reasonable assurance of obtaining, funds necessary to cover its estimated operating costs during this period.

The assumption of market price is included in Attachment 8. Luminant requests that Attachment 8 be withheld from public disclosure, as described in the Section 2.390 Affidavits provided in Part 0 of this COLA. Redacted versions of these documents, suitable for public disclosure, are contained in Attachment 10.

Luminant will continue, by itself and through its affiliates, to sell its generation in the ERCOT wholesale power markets. The projected income statements for the first five years of operation show that anticipated revenues from sales of energy from Luminant's existing capacity provide assurance that Luminant will have an adequate source of funds to support its operating expenses, including support for CPNPP Units 3 and 4 on an ongoing basis.

The construction period for the project is 116 months per unit, which includes the COLA processing time. The sources of construction funds for CPNPP Units 3 and 4 are described in Tables 1.3-1, 1.3-2 and 1.3-3 (all proprietary). The Department of Energy guarantees are expected to be important to get the capital market and debt market to invest in the project. The construction financing will be provided by the equity sponsors or otherwise arranged by the sponsors (e.g., vendor financing) until the COLA application is approved, at which time the debt market will be used to finance the construction period.

Attachment 7, Tables 1.3-4, 1.3-5 and 1.3-6, (all proprietary) provide the operations and maintenance costs for the first five years for CPNPP Units 3 and 4. The sources to cover the operating costs will come from the sale of electricity through power purchase agreements.

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**1.4 Decommissioning Funding Assurance**

The plant owners certify that prior to initial fuel load they will provide financial assurance for decommissioning based upon the NRC minimum “formula” amount calculated pursuant to 10 CFR 50.75(c). Table 1.4-1 (Attachment 9) provides the current calculation of the NRC formula amount, which is the same for CPNPP 1 and 2. This amount will be adjusted annually in accordance with 10 CFR 50.75(b)(2). The applicants’ funding proposals to cover those costs in accordance with 10 CFR 50.75 are set forth below.

In accordance with the terms of 10 CFR 50.75(e)(1)(vi), Luminant will provide decommissioning funding assurance for its obligation for decommissioning using the external sinking fund method consistent with provisions of 10 CFR 50.75(e)(1)(ii), except that Luminant will not ordinarily collect funding from ratepayers. In accordance with the requirements of 10 CFR 50.75(e)(1)(ii), Luminant will set aside funds periodically, no less frequently than annually, in a trust fund account segregated from its assets and outside its administrative control and in which the total amount of funds will be sufficient to fund decommissioning at the time permanent cessation of operations is expected. However, the funds periodically set aside are expected to be generated from sales of power. Although Luminant does not technically qualify to use the sinking fund method as its exclusive mechanism under the provisions of 10 CFR 50.75(e)(1)(ii)(A)&(B), exclusive reliance of this mechanism should be acceptable, because of House Bill 1386 passed by the Texas Legislature on May 28, 2007 and signed into law by the Governor on June 15, 2007. This became Texas Law effective September 1, 2007, and provides that ratepayers would be obligated to fund the total cost of decommissioning in the event that Luminant fails to periodically set aside funds as planned (per Tex. Util. Code Ann. § 39.206 (Vernon 1998 and Supp. 2007)). Thus, if Luminant does not provide periodic funding from its own revenues, Texas Law would provide for a mechanism for funding decommissioning that does meet the requirements of 10CFR 50.75(e)(1)(ii)(A).

A Decommissioning Report and certifications are provided in Attachment 9, Table 1.4-1 consistent with the requirements of 10 CFR 50.75(b) and 10 CFR 50.75(e)(3). Luminant requests that Attachment 9 be withheld from public disclosure, as described in the Section 2.390 Affidavits provided in Part 0 of this COLA. Redacted versions of these documents, suitable for public disclosure, are contained in Attachment 10.

**1.5 Foreign Ownership or Control**

Texas Energy Future Capital Holdings LLC (Texas Energy GP) owns over 90% of the outstanding capital stock of Texas Energy Future Holdings Limited Partnership (Texas Energy LP), the direct parent of Energy Future Holdings Corp. and the ultimate parent of Luminant Holding Company LLC, Luminant, and thus the indirect parent of the licensee is not owned, controlled, or dominated by any alien, foreign corporation, or foreign government. This conclusion is demonstrated by a functional analysis of the governance structure of Texas Energy LP and its investors, consistent with the Commission’s Final Standard Review Plan on Foreign Ownership, Control, or Domination, 64 Fed. Reg. 52,355 (Sept. 28, 1999) (“SRP”). Fifteen of the sixteen individuals who are currently on the EFH Board of Directors are U.S. citizens; the sixteenth is a citizen of South Africa. The appointment of one citizen of South Africa as a director of EFH has no material impact on EFH’s current compliance with foreign ownership, control, or influence (“FOCI”) regulations. Texas Holdings is a Delaware limited partnership domiciled in the United States.

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As discussed above, the business activities of EFH are controlled by its general partner, Texas Energy Future Capital Holdings LLC (Texas Energy GP), a Delaware limited liability company domiciled in the United States. Four of the five officers of Texas Energy GP are U.S. citizens. Texas Energy GP is not and will not be controlled by any foreign entities or other foreign persons. The members of Texas Energy GP are business entities domiciled in the United States with the exception of minority membership interests held by two Goldman Funds limited partnerships formed in the Cayman Islands, one Goldman Fund entity formed in Germany, and one KKR Fund entity formed in Guernsey. The Goldman Fund limited partnerships that are formed and domiciled in foreign nations are controlled by their general partners, which in turn are ultimately controlled, directly or indirectly, by Goldman, a Delaware corporation controlled by a majority of U.S. citizen directors. KPE, the KKR Fund entity formed overseas, will own less than 5% of the membership interests of Texas Energy GP. Each one of the Goldman Funds formed overseas owns less than 7% of the membership interests of Texas Energy GP. Examined from a functional perspective, given the overall investment and governance structure of Texas Energy GP, such partial foreign ownership of Texas Energy GP by affiliates of the Controlling Owners does not constitute impermissible foreign ownership, control, or domination of Luminant.<sup>1</sup>

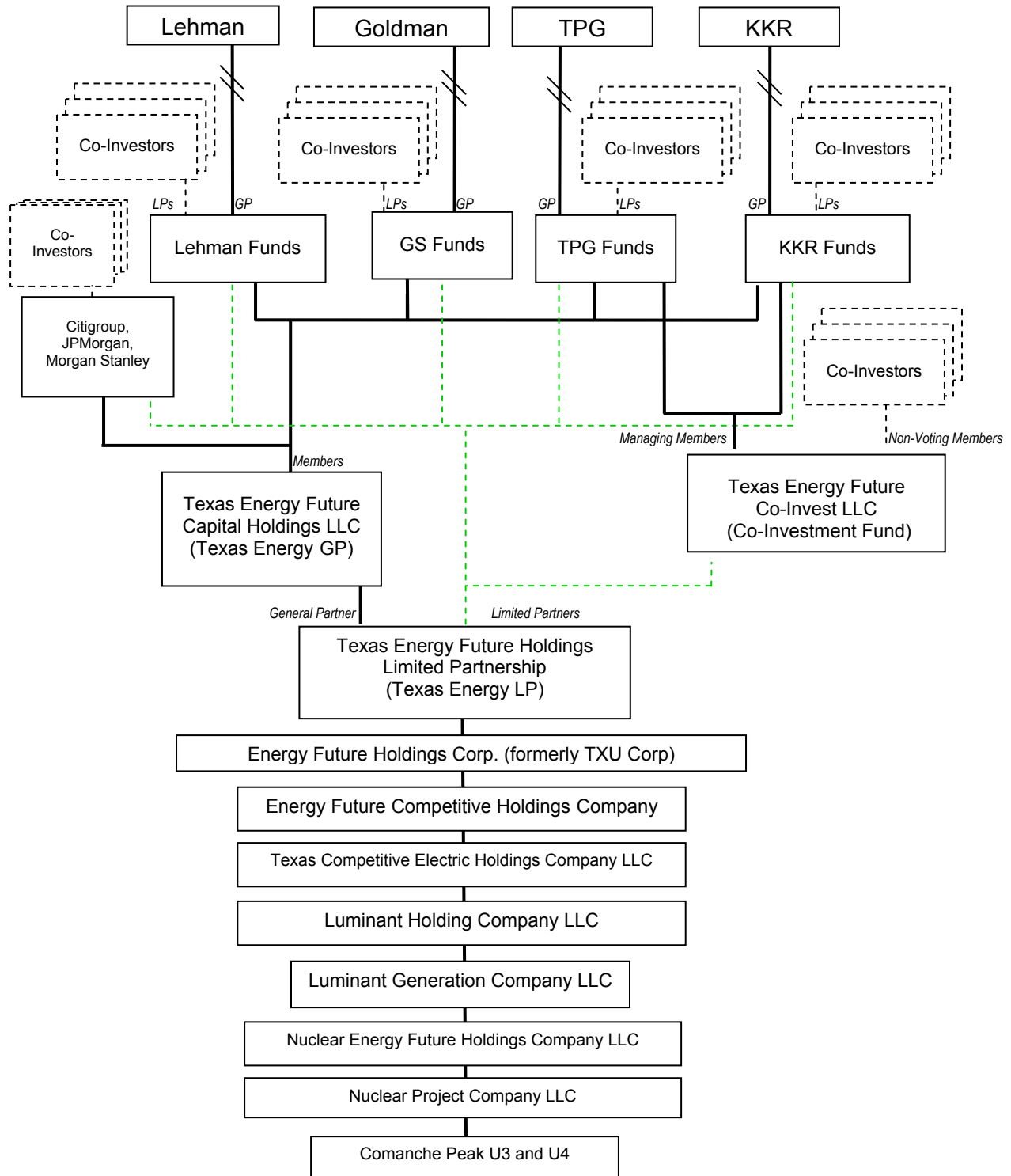
In addition to such minority, non-controlling direct foreign investments in Texas Energy GP, various foreign entities and other foreign persons have invested in Texas Energy GP indirectly by participating as passive co-investors in the KKR Funds, TPG Funds, Goldman Funds, and Lehman Entities. Such indirect foreign investors hold passive, non-controlling interests in those investment funds.

<sup>1</sup> See SRP § 3.2, 64 Fed. Reg. at 52,358 (“An applicant that is partially owned by a foreign entity, for example, partial ownership of 50% or greater, may still be eligible for a license if certain conditions are imposed, such as requiring that officers and employees of the applicant responsible for special nuclear material must be U.S. citizens.”); SRP § 4.2, 64 Fed. Reg. at 52,359 (information to be considered includes “[w]hether any foreign interest controls, or is in a position to control the election, appointment, or tenure of any of the applicant’s directors, officers, or executive personnel”).

**Comanche Peak Nuclear Power Plant, Units 3 & 4  
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**ATTACHMENT 1  
Ownership and Corporate Structure**

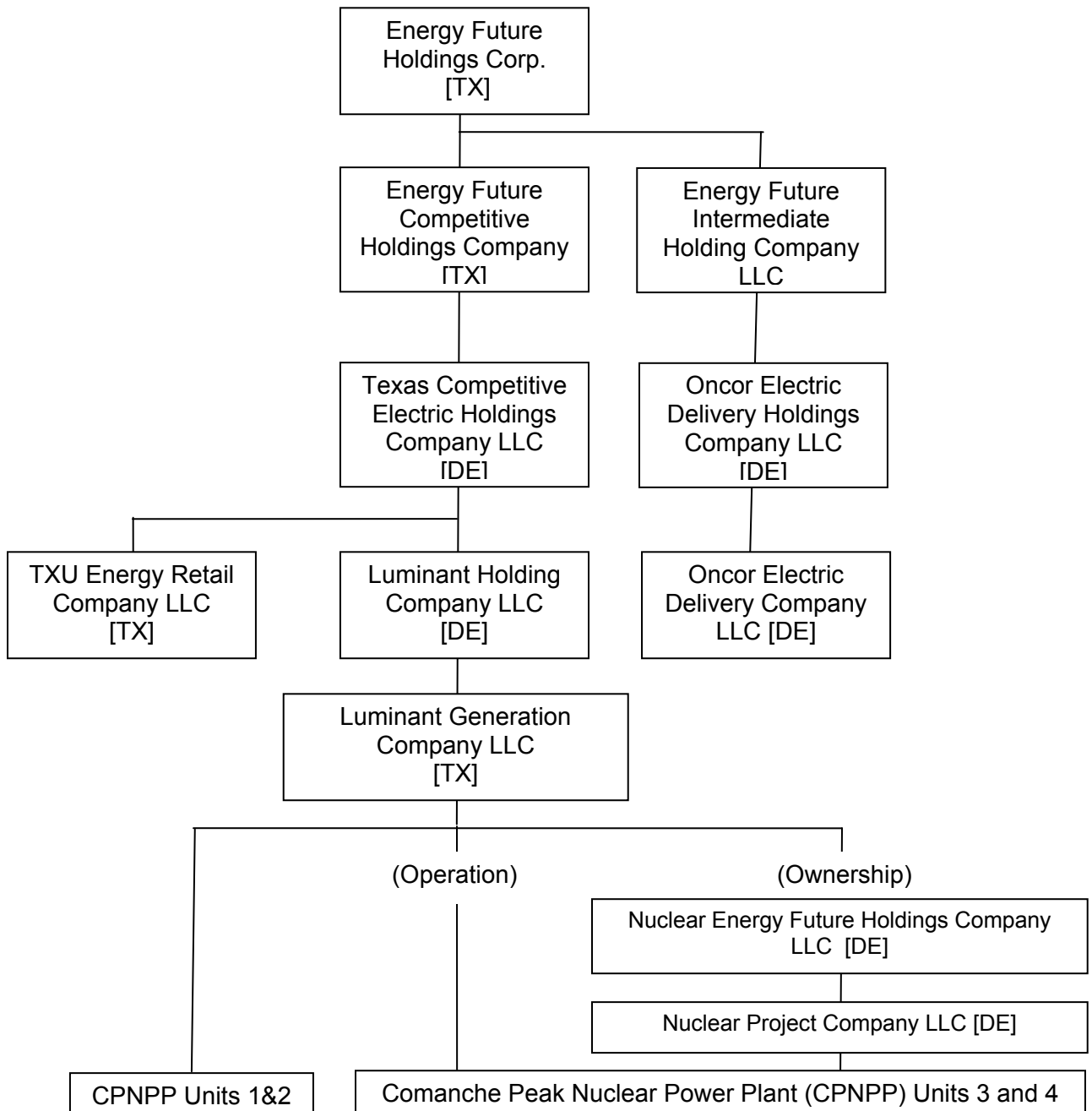
**FIGURE 1.2-1 Simplified Ownership Diagram**



**Comanche Peak Nuclear Power Plant, Units 3 & 4  
COL Application  
Part 1, General and Financial Information**

**ATTACHMENT 1  
Ownership and Corporate Structure**

**FIGURE 1.2-2  
Simplified Corporate Structure Diagram**





**Comanche Peak Nuclear Power Plant, Units 3 & 4  
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**ATTACHMENT 2  
Texas Competitive Electric Holdings Company LLC**

**Table 1.2-3  
Board of Managers**

| <b>Director</b>    | <b>Position</b> | <b>Citizenship</b> |
|--------------------|-----------------|--------------------|
| Frederic M. Goltz  | Manager         | USA                |
| Scott Lebovitz     | Manager         | USA                |
| Michael MacDougall | Manager         | USA                |

**Comanche Peak Nuclear Power Plant, Units 3 & 4  
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**ATTACHMENT 3  
Luminant and Subsidiaries**

**Table 1.2-4  
Board of Managers**

| <b>Director</b>    | <b>Position</b>                            | <b>Citizenship</b> |
|--------------------|--|--------------------|
| David A. Campbell  | Manager, Chairman of the Board             | USA                |
| Frederic M. Goltz  | Manager                                    | USA                |
| Scott Lebovitz     | Manager                                    | USA                |
| Michael MacDougall | Manager                                    | USA                |
| Richard Meserve    | Manager, Chairman of the Nuclear Committee | USA                |
| John F. Young      | Manager                                    | USA                |

**Comanche Peak Nuclear Power Plant, Units 3 & 4  
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**ATTACHMENT 3  
Luminant and Subsidiaries**

**Table 1.2-5  
Primary Officers and Direct Reporting Officers**

| <b>Officer</b>                     | <b>Position</b>   | <b>Citizenship</b> |
|------------------------------------|---|--------------------|
| David A. Campbell                  | Chief Executive Officer, Luminant                             | USA                |
| Michael T. McCall                  | Executive VP and Chief Operating Officer                      | USA                |
| Michael R. Blevins <sup>1</sup>    | Executive VP and Chief Nuclear Officer                        | USA                |
| Richard R. Wistrand <sup>1</sup>   | Executive VP and Chief Fossil Officer                         | USA                |
| Richard R. Federwisch <sup>1</sup> | Senior VP of Lignite Operations                               | USA                |
| Stephen J. Kopenitz <sup>1</sup>   | Senior VP, Operational Readiness and Technical Services       | USA                |
| Shawn Glacken <sup>1</sup>         | Senior VP, Environmental Services                             | USA                |
| Gerry Pearson <sup>1</sup>         | VP and Chief Mining Officer                                   | USA                |
| Mark A. McFarland                  | Executive VP and Luminant Chief Commercial Officer            | USA                |
| Greg Kelly <sup>2</sup>            | Senior VP, Luminant Development                               | USA                |
| Dung Tran <sup>2</sup>             | Chief Risk Officer and VP Strategy for Luminant               | USA                |
| Brett Wiggs <sup>2</sup>           | VP Business Development and President, DFW Midstream Services | USA                |
| Tom Grace <sup>2</sup>             | VP Strategy/M&A and Corporate Development                     | USA                |
| Charles R. Enze                    | Executive VP and Chief Executive of Generation Construction   | USA                |
| David D. Faranetta                 | Senior VP and Chief Financial Officer                         | USA                |
| Kim Koonce                         | VP of Human Resources   | USA                |
| William A. Moore                   | General Counsel, Chief Legal Officer                          | USA                |
| Phil Wilson                        | Senior VP, Public Affairs                                     | USA                |

*1. Direct Reports to Mike McCall*

*2. Direct Reports to Mark McFarland*

**Comanche Peak Nuclear Power Plant, Units 3 & 4  
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**ATTACHMENT 4  
Trade and News Publications**

***Hood County News –***

Editor, Roger Enlow [editor@hcnews.com](mailto:editor@hcnews.com)

Publisher, Jerry Tidwell [jtidwell@hcnews.com](mailto:jtidwell@hcnews.com)

***Glen Rose Reporter*** - Editor and Publisher, Dan McCarty 254-897-2282

***Glen Rose Newspaper*** - Publisher/Editor, Billie Jones [editor@glenrosenewspaper.com](mailto:editor@glenrosenewspaper.com) 254-897-GLEN (4536)

***Associated Press*** - Mike Graczyk 281-872-8900 281-872-9988 [mgraczyk@ap.org](mailto:mgraczyk@ap.org)

***Wall St. Journal*** - Thaddeus Herrick 713-547-9211 713-547-9228 [thaddeus.herrick@wsj.com](mailto:thaddeus.herrick@wsj.com)

***Reuters -***

Eileen O'Grady 713-210-8522 Cell: 646-281-6074 [Eileen.ogrady@reuters.com](mailto:Eileen.ogrady@reuters.com)

Eileen Moustakis - 646-223-6074 cell: 646-223-6079 [Eileen.Moustakis@reuters.com](mailto:Eileen.Moustakis@reuters.com)

***Dow Jones***

Michael Rieke – 713-227-5440 201-938-2061

Kisten McNamara 713-547-9234 [kristen.mcnamara@dowjones.com](mailto:kristen.mcnamara@dowjones.com)

***Nuc Net*** - John Shepherd 011-41-58-286-6111 011-41-58-286-6845 [editors@worldnuclear.org](mailto:editors@worldnuclear.org)

***Nucleonics Week***

Jenny Weil - 202-383-2170 202-383-2163 [jenny\\_weil@platts.com](mailto:jenny_weil@platts.com)

Elaine Hiruo 202-383-2125 [elaine\\_hiruo@platts.com](mailto:elaine_hiruo@platts.com)

***Nuclear News*** - Rick Michal 708-579-8244 708-352-6464 [rmichal@ans.org](mailto:rmichal@ans.org)

***Nuclear Plant Journal*** - Newal Agnihotri 630-858-6161 Jolinda Capello 630-858-8787  
[jolinda@goinfo.com](mailto:jolinda@goinfo.com)

***Nuclear Engineering Internat'l*** - David Flin 011-44-20-8269-7772 011-44-20-8269-7804  
[dflin@wilmington.co.uk](mailto:dflin@wilmington.co.uk)

***NEI -***

Scott Peterson 202-739-8044 [jsp@nei.org](mailto:jsp@nei.org)

Steve Kerekes 202-739-8073 [sck@nei.org](mailto:sck@nei.org)

Thelma Wiggins 202-739-8046 [tlw@nei.org](mailto:tlw@nei.org)  
202-785-4113

***Power Engineering*** - Douglas J. Smith, Senior Editor 918-831-9851 [douglas@pennwell.com](mailto:douglas@pennwell.com)

***KXAS-TV (NBC) Ch. 5*** Stephen Wright, News Assignment Manager, 817-654-6325,  
[Stephen.wright@nbcuni.com](mailto:Stephen.wright@nbcuni.com)

***WBAP 820-AM Radio*** Lance Liquez, Reporter, 817-695-0853, 817-312-5976

**Comanche Peak Nuclear Power Plant, Units 3 & 4**  
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**ATTACHMENT 5**  
**Energy Future Holdings Corp. – SEC 10 K 2007**

Energy Future Holdings Corp. (EFH) provides the following information required by 10 CFR 50.33(f), 10CFR 50 App C, and NUREG-15777, Rev. 1 to demonstrate that EFH and specifically TCEH possess or have reasonable assurance of obtaining the funds necessary to cover estimated construction costs and related fuel cycle costs.

Historical financial information for EFH is available in annual (SEC Form 10-K), quarterly (SEC Form 10-Q) and current (SEC Form 8-K) reports filed with the Securities and Exchange Commission (SEC). The public may read and copy any reports or other information that EFH files with the SEC at its Public Reference Room at 100 F Street, NE., Washington, D.C. 20549 and EFH's website at [www.energyfutureholdings.com](http://www.energyfutureholdings.com). EFH reports are also available to the public without charge from the website maintained by the SEC at [www.sec.gov](http://www.sec.gov) and EFH's website at [www.energyfutureholdings.com](http://www.energyfutureholdings.com).

Financial information filed with the SEC supports the conclusion that EFH possesses, or has reasonable assurance of being able to obtain, funds sufficient for the construction and operation of two units at the CPNPP site based on the US-APWR technology.

**Comanche Peak Nuclear Power Plant, Units 3 & 4  
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**ATTACHMENT 6  
Texas Competitive Electric Holdings Company LLC – 2007 Annual Report**

Historical financial information for TCEH is available in annual (SEC Form 10-K), quarterly (SEC Form 10-Q) and current (SEC Form 8-K) reports filed with the Securities and Exchange Commission (SEC). The public may read and copy any reports or other information that TCEH files with the SEC at its Public Reference Room at 100 F Street, NE., Washington, D.C. 20549. TCEH reports are also available to the public without charge from the website maintained by the SEC at [www.sec.gov](http://www.sec.gov) and TCEH's website at [www.energyfutureholdingscorp.com](http://www.energyfutureholdingscorp.com)

Financial information filed with the SEC supports the conclusion that TCEH possesses, or has reasonable assurance of being able to obtain, funds sufficient for the construction and operation of two units at the CPNPP site based on the US-APWR technology.

**Information Withheld from Public Disclosure Under 10 CFR 2.390(a)(4)  
(Proprietary)**

**Comanche Peak Nuclear Power Plant, Units 3 & 4  
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**ATTACHMENT 7  
Comanche Peak Unit 3 and Unit 4 Financials**

**Table 1.3-1 Combined Summary of Sources and Uses of Funds  
Comanche Peak Unit 3 and 4**

[

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**Information Withheld from Public Disclosure Under 10 CFR 2.390(a)(4)  
(Proprietary)**

**Comanche Peak Nuclear Power Plant, Units 3 & 4  
COL Application  
Part 1, General and Financial Information**

**ATTACHMENT 7  
Comanche Peak Unit 3 and Unit 4 Financials**

**Table 1.3-2 Summary of Sources and Uses of Funds  
Comanche Peak Unit 3**

[

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**Information Withheld from Public Disclosure Under 10 CFR 2.390(a)(4)  
(Proprietary)**

**Comanche Peak Nuclear Power Plant, Units 3 & 4  
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Part 1, General and Financial Information**

**Table 1.3-3 Summary of Sources and Uses of Funds  
Comanche Peak Unit 4**

[

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**Information Withheld from Public Disclosure Under 10 CFR 2.390(a)(4)  
(Proprietary)**

**Comanche Peak Nuclear Power Plant, Units 3 & 4  
COL Application  
Part 1, General and Financial Information**

**ATTACHMENT 7  
Comanche Peak Unit 3 and Unit 4 Financials**

**Table 1.3-4 Comanche Peak Combined Unit 3 and Unit 4 Operations and  
Maintenance Costs  
First Five Years**

[

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**Information Withheld from Public Disclosure Under 10 CFR 2.390(a)(4)  
(Proprietary)**

**Comanche Peak Nuclear Power Plant, Units 3 & 4  
COL Application  
Part 1, General and Financial Information**

**ATTACHMENT 7  
Comanche Peak Unit 3 and Unit 4 Financials**

**Table 1.3-5 Comanche Peak Unit 3 Operations and Maintenance Costs  
First Five Years**

[

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**Information Withheld from Public Disclosure Under 10 CFR 2.390(a)(4)  
(Proprietary)**

**Comanche Peak Nuclear Power Plant, Units 3 & 4  
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Part 1, General and Financial Information**

**ATTACHMENT 7  
Comanche Peak Unit 3 and Unit 4 Financials**

**Table 1.3-6 Comanche Peak Unit 4 Operations and Maintenance Costs  
First Five Years**

[

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**Information Withheld from Public Disclosure Under 10 CFR 2.390(a)(4)  
(Proprietary)**

**Comanche Peak Nuclear Power Plant, Units 3 & 4  
COL Application  
Part 1, General and Financial Information**

**ATTACHMENT 7  
Comanche Peak Unit 3 and Unit 4 Financials**

**Table 1.3-7 Comanche Peak Combined, Unit 3 and Unit 4  
Plant Performance**

[

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**Information Withheld from Public Disclosure Under 10 CFR 2.390(a)(4)  
(Proprietary)**

**Comanche Peak Nuclear Power Plant, Units 3 & 4  
COL Application  
Part 1, General and Financial Information**

**ATTACHMENT 7  
Comanche Peak Unit 3 and Unit 4 Financials**

**Table 1.3-8 Comanche Peak Unit 3 Plant Performance**

[

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**Information Withheld from Public Disclosure Under 10 CFR 2.390(a)(4)  
(Proprietary)**

**Comanche Peak Nuclear Power Plant, Units 3 & 4  
COL Application  
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**ATTACHMENT 7  
Comanche Peak Unit 3 and Unit 4 Financials**

**Table 1.3-9 Comanche Peak Unit 4 Plant Performance**

[

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**Information Withheld from Public Disclosure Under 10 CFR 2.390(a)(4)  
(Proprietary)**

**Comanche Peak Nuclear Power Plant, Units 3 & 4  
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Part 1, General and Financial Information**

**ATTACHMENT 8  
Market Price Projection**

[

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**Information Withheld from Public Disclosure Under 10 CFR 2.390(a)(4)  
(Proprietary)**

**Comanche Peak Nuclear Power Plant, Units 3 & 4  
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**ATTACHMENT 9  
Decommissioning Funding Assurance**

**Report and Certification Regarding  
Decommissioning Funding Assurance**

[

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**Information Withheld from Public Disclosure Under 10 CFR 2.390(a)(4)  
(Proprietary)**

**Comanche Peak Nuclear Power Plant, Units 3 & 4  
COL Application  
Part 1, General and Financial Information**

**ATTACHMENT 9  
Decommissioning Funding Assurance**

**Table 1.4-1 Decommissioning Funding Assurance**

[

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