Henry B. Barron
President, CEO & Chief Nuclear Officer

Constellation Energy Nuclear Group
100 Constellation Way
Suite 1800P
Baltimore, MD 21202

Constellation Energy
Nuclear Group

October 3, 2008

U. S. Nuclear Regulatory Commission
Washington, D.C. 20555

ATTENTION: Document Control Desk

SUBJECT: **Calvert Cliffs Nuclear Power Plant**
Unit Nos. 1 & 2; Docket Nos. 50-317 & 50-318
Calvert Cliffs Independent Spent Fuel Storage Installation
Docket No. 72-8
Nine Mile Point Nuclear Station
Unit Nos. 1 & 2; Docket Nos. 50-220 & 50-410
R. E. Ginna Nuclear Power Plant
Docket Nos. 50-244

Application for Approval of 10 CFR 50.80 and 10 CFR 72.50 Indirect Transfers of Control of Licenses

Pursuant to Section 184 of the Atomic Energy Act, as amended, 10 CFR 50.80, and 10 CFR 72.50, Constellation Energy Nuclear Group, LLC (CENG), on behalf of Calvert Cliffs Nuclear Power Plant, Inc. (CCNPPI), Nine Mile Point Nuclear Station, LLC (NMPNSL) and R. E. Ginna Nuclear Power Plant, LLC (REGNPPL), and MidAmerican Energy Holdings Company (MEHC) (together, Applicants) hereby submit an application seeking U.S. Nuclear Regulatory Commission (NRC) consent to the indirect transfers of control of the following NRC licenses: (1) Calvert Cliffs Nuclear Power Plant, Unit Nos. 1 & 2 (CCNPP), Operating Licenses DPR-53 & DPR-69; (2) Calvert Cliffs Independent Spent Fuel Storage Installation Facility (ISFSI), Materials License No. SNM-2505; (3) Nine Mile Point Nuclear Station, Unit Nos. 1 & 2 (NMPNS), Operating Licenses DPR-63 & NPF-69; and (4) R. E. Ginna Nuclear Power Plant (Ginna), Operating License DPR-18 (collectively, the Licenses). The indirect transfers of control would result from the proposed acquisition by merger of CENG's parent corporation, Constellation Energy Group, Inc. (CEG), by MEHC.

The proposed transaction will be accomplished through the involvement of four entities: CEG, MEHC, an Iowa corporation, MEHC Merger Sub, Inc. (the Merger Sub), a Maryland corporation and a wholly owned subsidiary of MEHC, and Constellation Energy Holdings, LLC (CEHLLC), a Delaware Limited Liability Company. Upon consummation of the transaction, the separate existence of the Merger Sub will cease and the Merger Sub will be merged with and into CEG. MidAmerican Energy Holdings Company will indirectly own 100% of CEG through its direct wholly owned subsidiary CEHLLC, a holding company whose existence is attributable to tax planning and other non-operational purposes. Constellation Energy Group, Inc. will continue its corporate existence and CEG's articles of incorporation and bylaws will be amended in their entirety to be the same as the articles of incorporation and bylaws of the Merger Sub. Upon consummation of the transaction, each of the directors of CEG will resign and the

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directors of the Merger Sub will become CEG's directors, as described in Attachment (1). The officers of CEG will remain as such until their successors have been duly elected or appointed and qualified.

Constellation Energy Group, Inc. thus will remain the parent company of the licensee subsidiaries of CENG (the CENG Companies), and there will be no change in CEG's direct and indirect ownership of these licensees, as shown in Attachment (2). A list of directors and principal executive officers of CENG and CENG Companies is included as Attachment (5).

The information contained in this Application, including Attachment (1), demonstrates that CENG and the CENG Companies will continue to possess the requisite qualifications to own and operate the licensed facilities in accordance with the Licenses. The proposed indirect transfers of control will not result in any change in the role of CENG's subsidiaries as the licensed operators of the facilities and will not result in any changes to their financial qualifications, decommissioning funding assurance, or technical qualifications. No physical changes will be made to the facilities and there will be no changes in day-to-day operations as a result of these transfers. The indirect transfers of control will not involve any changes to the current licensing bases. The transfer will neither have any adverse impact on the public health and safety, nor be inimical to the common defense and security. Finally, this request for transfers of control of licenses will not result in the licensees becoming owned, controlled, or dominated by a foreign entity. The Applicants therefore respectfully request that the NRC consent to the transfers of control in accordance with 10 CFR 50.80 and 10 CFR 72.50.

This request includes a proprietary, separately bound addendum, labeled Attachment (3A), which contains confidential commercial and financial information. The Applicants request that Attachment (3A) be withheld from public disclosure pursuant to 10 CFR 9.17(a)(4) and the policy reflected in 10 CFR 2.390, as described in the Affidavit of Henry B. Barron, which is provided in Attachment (4). A non-proprietary version of Attachment (3A) suitable for public disclosure is provided as Attachment (3) hereto.

The parties to the proposed transaction anticipate closing within seven months from the date of the definitive merger agreement (September 19, 2008), subject to receipt of all required regulatory approvals. Applicants request that the NRC review this Application on a schedule that will permit the NRC to issue its consent to the indirect license transfers as promptly as possible and are prepared to work closely with the NRC staff to expedite the Application's review, but request approval, in any event, by March 31, 2009. The Applicants further request that such consent become immediately effective upon issuance and that it permit the indirect transfers of control to be implemented at any time within the customary one year of the date of approval of this Application. Applicants will keep the NRC informed of any significant developments that have a material impact on the transaction schedule.

This letter contains regulatory commitments as noted in Attachment (6).

Should you have any questions or require additional information regarding this request for transfers of control of licenses, please contact Louis Larragoite at 410-495-5245 or Louis.S.Larragoite@constellation.com. Service of any comments, hearing requests, intervention petitions, or other filings should be made to: Daniel F. Stenger, Hogan & Hartson LLP, 555 Thirteenth Street, NW, Washington, DC 20004, tel: 202.637.5691, email: DFStenger@hhlaw.com (counsel for CENG); and John O'Neill, Pillsbury Winthrop Shaw Pittman LLP, 2300 N Street, NW, Washington, DC 20037, tel. 202.663.8148, email: john.o'neill@pillsburylaw.com (counsel for MEHC).

Sincerely,

Henry B. Barron
Chief Nuclear Officer
Constellation Energy Nuclear Group, LLC

STATE OF MARYLAND :
: **TO WIT:**
CITY OF BALTIMORE :

I, Henry B. Barron, state that I am the Chief Nuclear Officer for Constellation Energy Nuclear Group, LLC, for Calvert Cliffs Nuclear Power Plant, Inc., Nine Mile Point Nuclear Station, LLC, and R. E. Ginna Nuclear Power Plant, LLC, and that I am duly authorized to execute and file this request on behalf of these companies. To the best of my knowledge and belief, the statements contained in this document with respect to these companies are true and correct. To the extent that these statements are not based on my personal knowledge, they are based upon information provided by employees and/or consultants of the companies. Such information has been reviewed in accordance with company practice, and I believe it to be reliable.

Subscribed and sworn before me, a Notary Public in and for the State of Maryland and City of Baltimore, this 3rd day of Oct., 2008.

WITNESS my Hand and Notarial Seal:

Notary Public

My Commission Expires: 7/7/11

10/3/08
Date

LYNN J. CONANT
NOTARY PUBLIC
BALTIMORE CITY
MARYLAND
MY COMMISSION EXPIRES JULY 7, 2011

Sincerely,

William J. Fehrman
Senior Vice President
MidAmerican Energy Holdings Company

STATE OF MARYLAND :
: **TO WIT:**
CITY OF BALTIMORE :

I, William J. Fehrman, state that I am Senior Vice President of MidAmerican Energy Holdings Company (MEHC), and that I am duly authorized to execute and file this request on its behalf. To the best of my knowledge and belief, the statements contained in this document with regard to MEHC are true and correct. To the extent that those statements are not based on my personal knowledge, they are based upon information provided by employees and/or consultants of MEHC. Such information has been reviewed in accordance with company practice, and I believe it to be reliable.

Subscribed and sworn before me, a Notary Public in and for the State of Maryland and City of Baltimore, this 3rd day of Oct., 2008.

WITNESS my Hand and Notarial Seal:

Notary Public

10/3/08
Date

My Commission Expires: 7/7/11

LYNN J. CONANT
NOTARY PUBLIC
BALTIMORE CITY
MARYLAND
MY COMMISSION EXPIRES JULY 7, 2011

Attachments:
(1) Application for Order Approving Indirect Transfers of Control of Licenses
(2) Pre- and Post-Merger Simplified Organizational Charts
(3) Projected Income Statements for Licensees (Non-Proprietary Version)
(3A) Projected Income Statements for Licensees (Proprietary Version)
(4) 10 CFR 2.390 Affidavit of Henry B. Barron
(5) List of CENG's and CENG Companies' Directors and Principal Executive Officers
(6) List of Regulatory Commitments

HBB/EMT/bjd

cc: **With Attachment 3A**
D. V. Pickett, NRC
R. V. Guzman, NRC

Without Attachment 3A
S. J. Collins, NRC
Resident Inspector, NRC (Calvert Cliffs)
Resident Inspector, NRC (Ginna)
Resident Inspector, NRC (Nine Mile Point)
S. Gray, Maryland DNR
J. P. Spath, NYSERDA
P. Eddy, NYSOPS

ATTACHMENT (1)

APPLICATION FOR ORDER APPROVING INDIRECT TRANSFERS OF CONTROL OF LICENSES

Constellation Energy Nuclear Group, LLC
October 3, 2008

Constellation Energy
Nuclear Group

APPLICATION FOR ORDER APPROVING INDIRECT TRANSFERS OF CONTROL OF LICENSES

October 3, 2008

Submitted by

Constellation Energy Nuclear Group, LLC,
Calvert Cliffs Nuclear Power Plant, Inc.,
Nine Mile Point Nuclear Station, LLC,
R. E. Ginna Nuclear Power Plant, LLC
and
MidAmerican Energy Holdings Company

Calvert Cliffs Nuclear Power Plant, Units 1 and 2
NRC Facility Operating License Nos. DPR-53 and DPR-69
Calvert Cliffs Independent Spent Fuel Storage Installation,
Materials License No. SNM-2505
Docket Nos. 50-317, 50-318, and 72-8

Nine Mile Point Nuclear Station, Units 1 and 2
NRC Facility Operating License Nos. DPR-63 and NPF-69
Docket Nos. 50-220 and 50-410

R. E. Ginna Nuclear Power Plant
NRC Facility Operating License No. DPR-18
Docket No. 50-244

APPLICATION FOR ORDER APPROVING INDIRECT TRANSFERS OF CONTROL OF LICENSES

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I. INTRODUCTION

Constellation Energy Nuclear Group, LLC (CENG), on behalf of Calvert Cliffs Nuclear Power Plant, Inc. (CCNPPI), Nine Mile Point Nuclear Station, LLC (NMPNSL), and R. E. Ginna Nuclear Power Plant, LLC (REGNPPL); and MidAmerican Energy Holdings Company (MEHC) (together, Applicants) hereby submit an application seeking U.S. Nuclear Regulatory Commission (NRC) consent to the indirect transfers of control of the following NRC licenses: (1) Calvert Cliffs Nuclear Power Plant, Unit Nos. 1 & 2 (CCNPP), Operating Licenses DPR-53 & DPR-69; (2) Calvert Cliffs Independent Spent Fuel Storage Installation Facility (ISFSI), Materials License No. SNM-2505; (3) Nine Mile Point Nuclear Station, Unit Nos. 1 & 2 (NMPNS), Operating Licenses DPR-63 & NPF-69; and (4) R. E. Ginna Nuclear Power Plant (Ginna), Operating License DPR-18 (collectively, the Licenses). (The facilities subject of the Licenses are collectively referred to as the licensed facilities.) The indirect transfers of control would result from the proposed acquisition by merger of CENG's parent corporation, Constellation Energy Group, Inc. (CEG), by MEHC.

The proposed transaction will be accomplished through the involvement of four entities: CEG, a Maryland corporation, MEHC, an Iowa corporation, MEHC Merger Sub, Inc. (the Merger Sub), a Maryland corporation and a wholly owned subsidiary of MEHC, and Constellation Energy Holdings, LLC (CEHLLC), a Delaware Limited Liability Company. Upon consummation of the transaction, the separate existence of the Merger Sub will cease and the Merger Sub will be merged with and into CEG. MidAmerican Energy Holdings Company will indirectly own 100% of CEG through its direct wholly owned subsidiary CEHLLC, a holding company created for tax planning and other non-operational purposes. Constellation Energy Group, Inc. will continue its corporate existence and CEG's articles of incorporation and bylaws will be amended in their entirety to be the same as the articles of incorporation and bylaws of the Merger Sub. Upon consummation of the transaction, each of the directors of CEG will resign and the directors of the Merger Sub will become CEG's directors as described herein. The officers of CEG will remain as such until their successors have been duly elected or appointed and qualified. Under the terms of the proposed merger, there will be no change in CEG's direct and indirect ownership of the licensees. The indirect changes in corporate ownership will not affect the day-to-day operation of CENG's fleet of nuclear generating plants and associated ISFSI facility. See Attachment (2) to the transmittal letter, Pre- and Post-Merger Simplified Organizational Charts.

The information contained herein demonstrates that CENG and its licensee subsidiaries (the CENG Companies) will retain the requisite qualifications to own and operate the licensed facilities. The proposed indirect transfers of control will not result in any change in the role of the CENG Companies as the licensed operators of the licensed facilities and will not result in any changes to their financial qualifications, decommissioning funding assurance, or technical qualifications.[1]

Calvert Cliffs Nuclear Power Plant is composed of two units: Unit 1 is an 873 megawatt electric (MWe) (net) (2,700 MWt) nuclear power plant and Unit 2 is an 835 megawatt electric (MWe) (net) (2,700 MWt) nuclear power plant. Each unit consists of a Combustion Engineering two-loop pressurized water reactor, other associated plant equipment, and related site facilities. Calvert Cliffs Nuclear Power Plant is located on the Chesapeake Bay, approximately 40 miles south of Annapolis, Maryland. Constellation Energy Nuclear Group, LLC's wholly-owned subsidiary, CCNPPI, is the sole owner and licensed operator for CCNPP, pursuant to licenses issued by the NRC.

Nine Mile Point Nuclear Station is composed of two units: Unit 1 is a 620 megawatt electric (MWe) (net) (1,850 MWt) nuclear power plant and Unit 2 is a 1138 megawatt electric (MWe) (net) (3,467 MWt) nuclear power plant, each consisting of a General Electric boiling water reactor, other associated plant equipment, and related site facilities. Nine Mile Point Nuclear Station is located on Lake Ontario, approximately 6 miles northeast of Oswego, New York. Constellation Energy Nuclear Group, LLC's wholly-owned indirect subsidiary, NMPNSL, is the sole owner and licensed operator for Nine Mile Point Unit 1, pursuant to a license issued by the NRC. Nine Mile Point Nuclear Station is also an owner and the licensed operator for Nine Mile Point Unit 2. Two owners currently each own an

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[1] As a result of this transaction, CENG and UniStar Nuclear Operating Services, LLC will amend their application for a combined operating license for Calvert Cliffs Nuclear Power Plant Unit 3 to reflect the new ownership arrangement.

undivided ownership interest in Nine Mile Point Unit 2 and entitlements to generating output, in the following percentages:

NMPNSL	82 %
Long Island Power Authority	18 %

These same entities pay corresponding shares of the costs of operating Nine Mile Point Unit 2, but NMPNSL retains control over the operation of the facility and is the named licensee.

R. E. Ginna Nuclear Power Plant is a single unit, 581 megawatt electric (MWe) (net) (1,775 MWt) nuclear power plant, consisting of a Westinghouse two-loop pressurized water reactor, other associated plant equipment, and related site facilities. R. E. Ginna Nuclear Power Plant is located in Ontario, New York, approximately 20 miles northeast of Rochester. Constellation Energy Nuclear Group, LLC's wholly-owned indirect subsidiary, R. E. Ginna Nuclear Power Plant, LLC, is the sole owner and licensed operator for Ginna, pursuant to a license issued by the NRC.

The information contained in this Application demonstrates that CENG and the CENG Companies will continue to possess the requisite qualifications to maintain their interests under the Licenses. The proposed indirect transfers of control of the Licenses will not result in any change in the role of the licensed operators of the facilities and will not result in any changes to their technical qualifications. In addition, CENG and the CENG Companies will remain financially qualified to conduct their activities under the Licenses. Finally, this request for consent to indirect transfers of control of the Licenses will not result in any of the licensee entities becoming owned, controlled, or dominated by a foreign entity.

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

A. SUMMARY DESCRIPTION OF THE TRANSACTION RESULTING IN THE TRANSFERS

On September 19, 2008, MEHC and CEG reached a definitive merger agreement in which MEHC will purchase all of the outstanding shares of CEG for a cash consideration of approximately \$4.7 billion. Constellation Energy Group, Inc. also issued to MidAmerican Energy Holdings Company

$1 billion of preferred equity yielding 8% upon signing of the definitive agreement and the transfer of $1 billion to CEG. The definitive agreement, which has been approved by both companies' Boards of Directors, is subject to shareholder and federal and state regulatory approvals. Once the appropriate filings are made with the Securities and Exchange Commission for shareholder approval, the applicants will provide copies to the NRC, as shown in Attachment (6)

Upon completion of the merger, CEG, through Constellation Energy Holdings, LLC (CEHLLC), will become a wholly-owned subsidiary of MEHC. Once acquired by MEHC, CEG will be operated much as it is today, and it will continue to be headquartered in Baltimore, Maryland. Each of the directors of CEG will resign and the directors appointed by MEHC will become CEG's directors. The officers of CEG will remain as such until their successors have been duly elected or appointed and qualified. The President, Chief Executive Officer and Chief Nuclear Officer (CNO) of CENG, Henry B. Barron, will remain the President, Chief Executive Officer and CNO following the merger.

The indirect changes in corporate ownership will not affect the day-to-day operation of CENG's fleet of nuclear generating plants and associated ISFSI facility because the alignment of the CENG Companies will not change. Figures showing the current corporate alignment and the alignment after the merger are provided in Attachment (2) to the transmittal letter.

B. SUMMARY DESCRIPTION OF MIDAMERICAN ENERGY HOLDINGS COMPANY

MidAmerican Energy Holdings Company is a holding company which owns subsidiaries that are principally engaged in energy businesses. MidAmerican Energy Holdings Company is currently organized and managed as eight distinct platforms: PacifiCorp, MidAmerican Energy Company (MEC), Northern Natural Gas Company (Northern), Kern River Gas Transmission Company (Kern), CE Electric UK Funding plc (which primarily includes Northern Electric Distribution Limited and Yorkshire Electricity Distribution plc), CalEnergy Generation-Foreign, CalEnergy Generation-Domestic and HomeServices of America, Inc. (HomeServices).

Through these platforms, MEHC owns and operates an electric utility company in the Western United States (PacifiCorp), a combined electric and natural gas utility company in the Midwestern United States (MEC), two interstate natural gas pipeline companies in the United States (Northern and Kern), two electricity distribution companies in Great Britain, a diversified portfolio of independent power projects foreign and domestic (CalEnergy) and the second largest residential real estate brokerage firm in the United States (HomeServices). In particular, MEHC's subsidiary MEC has provided (by itself or its predecessors) electric service in Iowa, Illinois and South Dakota for approximately 100 years. MidAmerican Energy Company is the largest utility in Iowa, and has a 25% ownership interest in both units at Quad Cities Nuclear Generating Station, for a total of 435 MW of capacity. The units are operated by the owner of the remaining 75% of the units, Exelon Generation Company, LLC (Exelon). In 2004, Exelon obtained license renewals from the NRC, permitting operation of both Quad Cities units through December 14, 2032.

MidAmerican Energy Holdings Company is privately-held, being owned by the following persons, each of whom possesses the diluted ownership interest indicated below:

Berkshire Hathaway Inc.	87.4%
Walter Scott, Jr.	10.9%
David Sokol	0.7%
Gregory Abel	1.0%

MidAmerican Energy Holdings Company's global assets total approximately $39.2 billion (as of December 31, 2007), and its 2007 revenues totaled $12.4 billion.

MidAmerican Energy Holdings Company holds investment grade credit ratings, on senior unsecured debt, from Standard & Poor's (BBB+/watch negative), Moody's Investors Service (Baa1/stable) and FitchRatings (BBB+/stable). In addition, MEHC's utility subsidiaries are all creditworthy entities. MidAmerican Energy Holdings Company's largest investor, Berkshire Hathaway Inc. (Berkshire Hathaway), a Delaware holding corporation with its principal place of business in Omaha, Nebraska, has credit ratings from each of the rating agencies that are the highest, most secure credit ratings a corporation can receive.

C. NATURE OF THE TRANSACTION MAKING TRANSFERS DESIRABLE

The purpose of the proposed acquisition by merger of CEG by MEHC is to achieve substantial strategic and financial benefits for the customers, employees, and shareholders of CEG as well as MEHC. The merger will provide CEG with a more stable foundation from which to develop new nuclear units, as market conditions warrant. Constellation Energy Group, Inc. and its subsidiaries, including the CENG Companies, will benefit from the experience and stability of MEHC and MEHC's corporate parent, Berkshire Hathaway. In addition, as noted above, MEHC has already provided an infusion of capital to CEG through the acquisition of $1 billion of preferred equity.

Constellation Energy Group, Inc. under MEHC ownership will be better suited to undertake the infrastructure investments CEG and its subsidiaries face in the coming years since it is privately-held and not subject to shareholder expectations of regular, quarterly dividends and anticipated returns on investments. MidAmerican Energy Holdings Company's investors are focused on increasing value through significant, long-term investment in well-operated energy companies that offer predictable, reasonable returns.

MidAmerican Energy Holdings Company has identified the energy industry as a preferred area for investment of a significant amount of its capital resources in the coming years, including capital made available by Berkshire Hathaway. In MEHC's experience, investments in the energy business provide opportunities for fair and reasonable returns if energy assets are operated with a focus upon the objectives of customer service, employee commitment, financial strength, environmental respect, regulatory integrity and operational excellence. The proposed acquisition of CEG advances MEHC's goal of owning and operating a portfolio of high-quality energy businesses.

III. GENERAL CORPORATE INFORMATION REGARDING CONSTELLATION ENERGY GROUP, INC., CONSTELLATION ENERGY NUCLEAR GROUP, LLC, THE CENG COMPANIES, AND MIDAMERICAN ENERGY HOLDINGS COMPANY

Detailed information regarding the business and management of CEG and its subsidiaries is provided in the 2007 Annual Report for CEG filed with the Securities and Exchange Commission, which is available at http://www.constellation.com/vcmfiles/Constellation/investors/2007AR/index.html.

Certain key information regarding CEG's business is contained below. Unless otherwise noted, with respect to CEG, this information is not affected by the proposed transfers that are the subject of this Application.

A. Names

Constellation Energy Group, Inc. (CEG)

Constellation Energy Nuclear Group, LLC (CENG)

(together with the CENG Companies):

Constellation Nuclear Power Plants, Inc. (CNPPI)

Nine Mile Point Nuclear Station, LLC (NMPNSL)

R. E. Ginna Nuclear Power Plant, LLC (REGNPPL)

Calvert Cliffs Nuclear Power Plant, Inc. (CCNPPI)

B. Addresses

Constellation Energy Group, Inc. and Constellation Energy Nuclear Group, LLC and CENG Companies: 100 Constellation Way, Suite 1800P, Baltimore, Maryland, 21202.

MidAmerican Energy Holding Company, 666 Grand Avenue, Suite 2900, Des Moines, Iowa, 50309.

C. Description of Business or Occupation

Constellation Energy Group, Inc., through its subsidiaries, is a major generator of electric power and a leading supplier of competitive electricity, with a power generation portfolio of approximately 9,000 megawatts. The CENG Companies own and operate CEG's fleet of nuclear generating plants. Consteallation Energy Nuclear Group, LLC additionally performs a headquarters function for all of

CEG's nuclear generation assets. The output of CEG's plants is sold by CEG's commodities business, Constellation Energy Commodities Group, Inc., to many of the nation's leading distribution utilities, energy companies, and cooperatives.

D. Organization and Management

1. States of Establishment and Place of Business

- Constellation Energy Group, Inc. is a Maryland corporation, and Maryland is its principal place of business. Constellation Energy Nuclear Group, LLC is a Maryland Limited Liability Company and a wholly-owned subsidiary of CEG.
- Constellation Energy Nuclear Group, LLC (through its predecessor entity Constellation Generation Group, LLC) was formed in 1999, as a holding company for CEG's nuclear generation assets and consulting businesses, and to perform a headquarters function for CEG's generating units and generation operating companies.
- Calvert Cliffs Nuclear Power Plant, Inc. (CCNPPI) is a Maryland corporation and a wholly-owned direct subsidiary of CENG, and the owner and licensed operator of CCNPP and the associated ISFSI.
- Constellation Nuclear Power Plants, Inc. (CNPP) is a Delaware corporation and wholly-owned direct subsidiary of CENG, which exists solely for tax planning and other non-operational purposes. The following two entities are both wholly-owned subsidiaries of CNPP:
  - R. E. Ginna Nuclear Power Plant, LLC (REGNPPL), a Maryland Limited Liability Company; and,
  - Nine Mile Point Nuclear Station, LLC (NMPNSL), a Delaware Limited Liability Company.

2. Directors and Executive Officers

CEG Directors

Following the acquisition by merger of CEG with MEHC, CEG's Board of Directors will consist of six members. The following individuals, all but one of whom are United States citizens, will be the directors of CEG:

Gregory E. Abel, Chairman (Canadian citizen)

Douglas L. Anderson

William J. Fehrman

Patrick J. Goodman

Mayo A. Shattuck III

Michael J. Wallace

CEG Executive Officers

The following individuals, all of whom are United States citizens, will be the principal executive officers of CEG following the acquisition by merger:

Mayo A. Shattuck III, President/Chief Executive Officer

Michael J. Wallace, Executive Vice President

Thomas V. Brooks, Executive Vice President

John R. Collins, Executive Vice President

Thomas F. Brady, Executive Vice President

Irving B. Yoskowitz, Executive Vice President and General Counsel

Henry B. Barron, Executive Vice President

CENG and CENG Companies' Directors and Executive Officers

The directors and principal executive officers for CENG and the CENG Companies are contained in Attachment (5) to the transmittal letter. The listed individuals, all of whom are United States citizens, are expected to remain in their positions upon consummation of the transaction.

MEHC Directors

The following individuals, all but one of whom are United States citizens, are the directors of MEHC:

David L. Sokol, Chairman

Gregory E. Abel (Canadian citizen)

Warren E. Buffett

Marc D. Hamburg

Walter Scott, Jr.

MEHC Executive Officers

The following individuals, all but one of whom are United States citizens, are the principal executive officers of MEHC:

David L. Sokol, Chairman

Gregory E. Abel, President and Chief Executive Officer (Canadian citizen)

Patrick J. Goodman, Senior Vice President and Chief Financial Officer

William J. Fehrman, Senior Vice President

Douglas L. Anderson, Senior Vice President, General Counsel and Corporate Secretary

Maureen E. Sammon, Senior Vice President and Chief Administrative Officer

CEHLLC Directors

The following individuals, all of whom are United States citizens, are the directors of CEHLLC:

Patrick J. Goodman

Douglas L. Anderson

CEHLLC Executive Officers

The following individuals, all but one of whom are United States citizens, are the principal executive officers of CEHLLC:

Gregory E. Abel, President and Chief Executive Officer (Canadian Citizen)

Patrick J. Goodman, Senior Vice President

Douglas L. Anderson, Senior Vice President

Paul Leighton, Secretary

Brian Hankel, Treasurer

IV. FOREIGN OWNERSHIP OR CONTROL

Constellation Energy Group, Inc. is a publicly traded company, and is currently traded on the NYSE and widely held. Constellation Energy Nuclear Group, LLC is a wholly-owned subsidiary of CEG. Section 13 of the Securities and 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 stock of a company must file notice with the Securities and Exchange Commission. Based upon its review of the relevant filings with the Securities and Exchange Commission, the Applicants have identified that Electricite de France (EDF), a French company, controls approximately 9.5% of the voting stock of CEG, and Barclays Global Investors, NA, a U.S. company that is owned by Barclays plc, a United Kingdom company (Barclays), controls approximately 5.44% of the voting stock of CEG. Neither Barclays nor EDF currently exercises control over CEG. As a result of the proposed transaction it is expected that both entities will transfer their ownership shares to MEHC. The Applicants are not aware of any other alien, foreign corporation, or foreign government that holds more than 5% of the securities of CEG, or will hold more than 5% of the securities of CEG following its acquisition by MEHC. All of the directors and officers of CENG and the CENG Companies are United States citizens, and are expected to remain so after the transaction is consummated.

MidAmerican Energy Holdings Company is a privately-held company based in Des Moines, Iowa. Currently the only director or principal officer of MEHC with non-U.S. citizenship is Mr. Gregory E. Abel, a Canadian citizen. No more than one non-U.S. citizen is expected to be on the Board of Directors of MEHC following the merger transaction. The largest investor in MEHC is Berkshire Hathaway, a Delaware corporation based in Omaha, Nebraska. Berkshire Hathaway is not owned, controlled, or dominated by foreign interests.

The Chairman of the Board of CEG upon consummation of the transaction will be Mr. Gregory E. Abel, who is currently a director and the president and chief executive officer of MEHC. Mr. Abel is a Canadian citizen, but has also been a permanent resident of the United States since April 2002. He resides in Des Moines, Iowa and maintains his primary offices in the same location. In order to prevent the direct or indirect transfer of control to Mr. Abel over the nuclear activities of CENG or the CENG Companies regarding the licensed facilities, CEG will implement a negation action plan consisting of the establishment of a Special Nuclear Committee (the "Nuclear Committee") of CEG's Board of Directors, as provided for in Attachment (6). The Nuclear Committee will consist of three members, all of whom will be United States citizens. At the time of the consummation of the acquisition, the Nuclear Committee members will be Messrs. William J. Fehrman (Chairman), Douglas L. Anderson, and Michael J. Wallace. Mr. Fehrman was associated with Nebraska Public Power District (NPPD) between 1981 and 2006, and was NPPD's president and chief executive officer from 2003 to 2006. Mr. Fehrman developed considerable familiarity with nuclear issues in connection with the NPPD's Cooper Nuclear Station. (More information regarding Mr. Fehrman is provided below, in the technical qualifications section.)

The Nuclear Committee will have primary authority over nuclear issues relating to the licensed facilities such that foreign interests will not be able to control the licenses within the meaning of the Atomic Energy Act and the NRC regulations. The Nuclear Committee will have authority to act on behalf of the CEG Board of Directors in matters related to the operation, maintenance, contribution of capital, decommissioning, fuel cycle, and others relating to the safety of the licensed facilities. The

Nuclear Committee will have the responsibility and exclusive authority to ensure that the activities of CEG with respect to the licensed facilities are at all times conducted in a manner consistent with the protection of the public health and safety and the common defense and security of the United States.

Consistent with prior NRC decisions, the full Board of Directors of CEG will be authorized to act on behalf of CEG, after consultation with the Nuclear Committee, with respect to three fundamental business matters. These are as follows:

(1) Whether to close a licensed facility and to begin its decommissioning, and as to whether to seek renewal of its license.

(2) Whether to sell, lease, or otherwise dispose of CEG's interest in a licensed facility.

(3) The implementation of any action which is ordered by the NRC or any other agency or court of competent jurisdiction.

In light of the above provisions, there is no reason to believe that either CENG or CEG is or will be owned, controlled, or dominated by any alien, foreign corporation, or foreign government. Thus, any indirect transfers of control of the licenses for CCNPP, NMPNS, and Ginna will not result in any foreign ownership, domination, or control of the licenses within the meaning of the Atomic Energy Act.

V. TECHNICAL QUALIFICATIONS

The technical qualifications of the licensees are not affected by the proposed indirect transfers of control of CCNPP, NMPNS, and Ginna licenses. There will be no physical changes to CCNPP, NMPNS, or Ginna and no changes in their day-to-day operations in connection with the indirect transfers of control. The current licensees will at all times remain the licensed operators of CCNPP, NMPNS, and Ginna. No conforming changes will be required to the facility operating licenses or the site-specific ISFSI license as a result of the acquisition of CEG by MEHC.

The nuclear operating organizations for the licensed facilities are expected to remain essentially unchanged as a result of the acquisition. No significant changes in the management or organization of any of the nuclear generating stations are expected to be made as a result of the transaction.

The technical qualifications of CEG after the merger will be enhanced by the assignment of William J. Fehrman as the Chairman of the Nuclear Committee of the CEG Board of Directors, and as Chairman of CENG. Mr. Fehrman is the former president and chief executive officer (2003 – 2006) of Nebraska Public Power District NPPD, based in Columbus, Nebraska. Nebraska Public Power District owns and operates Cooper Nuclear Station. Mr. Fehrman, currently president and chief executive officer of MEC, senior vice president of MEHC, graduated from the University of Nebraska, in Lincoln, in 1984, with a bachelor's degree in civil engineering. In 1998, he earned a master's degree in business administration from Regis University, Denver, Colorado. Mr. Fehrman has previous nuclear work experience and has also completed the Reactor Technology Program for utility executives from the Massachusetts Institute of Technology and National Academy for Nuclear Training and has completed the Institute of Nuclear Power Operations Senior Nuclear Plant Management Course. Mr. Fehrman is also a recently retired member of the National Nuclear Accrediting Board.

VI. FINANCIAL QUALIFICATIONS

A. Ongoing Operating and Maintenance Costs

Historical financial information regarding CEG and its subsidiaries is provided in the 2007 Annual Report for CEG filed with the Securities and Exchange Commission and available at http://www.constellation.com/vcmfiles/Constellation/investors/2007AR/index.html. The information contained in the report supports the conclusion that CEG and the CENG Companies possess, or have reasonable assurance of obtaining, the funds necessary to cover the operating costs of CCNPP, Ginna, NMPNS Unit 1, and a pro rata share of the estimated operating costs of NMPNS Unit 2 associated with a total 82% undivided ownership interest in NMPNS Unit 2 for the period of the Licenses in accordance with 10 CFR 50.33(f)(2), and the Standard Review Plan on Power Reactor Licensee Financial Qualifications and Decommissioning Funding Assurance (NUREG-1577, Rev. 1) (FQ SRP). Financial qualifications information related to the Part 72 license for the Calvert Cliffs Independent Spent Fuel Storage Installation (ISFSI) was last submitted by the licensee on May 17, 2006, per the requirements of

10 CFR 72.80(b). Such information provides reasonable assurance that the ISFSI will be operated and maintained safely for the duration of its license.

The NRC has previously found that CCNPPI, NMPNSL, and REGNPPL have the financial qualifications necessary to maintain and operate their shares of their respective facilities for the periods of the operating licenses, as well as the ISFSI license held by CCNPPI. The information contained in Attachments 3 and 3A for years 2009 through 2012 was generally derived from estimates contained in the CENG 2008 business plan. Some information, such as interest expense, was not available from that plan and needed to be determined independently. The information for year 2013 was determined based on trending, reasonable operational assumptions, and inflation estimates. Attachment (3A) is provided in a proprietary, separate attachment, because it contains confidential commercial and financial information. Constellation Energy Nuclear Group, LLC requests that Attachment (3A) be withheld from public disclosure pursuant to 10 CFR 9.17(a)(4) and the policy reflected in 10 CFR 2.390, as described in the Affidavit of Henry B. Barron, which is provided in Attachment (4) to the transmittal letter. A non-proprietary version of Attachment (3A) suitable for public disclosure is provided as Attachment (3) to the transmittal letter. This proprietary financial information contained in Attachment (3A) demonstrates that CCNPPI, NMPNSL, and REGNPPL will remain financially qualified to hold their respective licenses.

The projected income and cash flow statements show that the anticipated revenues from sales of energy and capacity from CCNPP, NMPNS, and Ginna provide reasonable assurance of an adequate source of funds to meet anticipated expenses for these plants. The projected income and cash flow statements for CCNPPI also demonstrate its financial qualifications to maintain its ISFSI. Calvert Cliffs Nuclear Power Plant, Inc. currently receives a fixed stream of revenue, as well as variable revenue to cover fuel and variable operating and maintenance expenses, from a power purchase agreement with its affiliate CEG Commodities Group, Inc., which extends through December 31, 2009. The revenues under this current agreement are not affected by changes in the market price of energy.

Nine Mile Point Nuclear Station, LLC and REGNPPL each receive revenue from both sales of energy at market (that are affected by market prices) and pursuant to power purchase agreements previously described to and reviewed by NRC. To the extent that aspects of these agreements affect the enclosed projected income statements, further information is provided in notes to the projections.

As previously described to the NRC, CEG also operates a cash pool arrangement for its nuclear generation subsidiaries and other non-regulated operations. Each day, each member of the cash pool provides CEG with its cash positions for that day and transfers to the pool any excess cash, which is invested. Further, the CENG Companies maintain Inter-Company Credit Agreements with CEG in accordance with prior NRC Orders approving license transfers and license conditions imposed on the Licenses. The amounts of funding available under these Inter-Company Credit Agreements for each site are sufficient to fund the estimated fixed operating and maintenance costs at each site for a period of time of at least six months, as set forth in the FQ SRP. These Inter-Company Credit Agreements could be supported by CEG's credit agreements and committed bank lines of credit that remain available to fund the total amount of funding available under the Inter-Company Credit Agreements. These arrangements will remain in place, will be unchanged by the proposed merger, and will continue in compliance with existing license requirements.

As previously described, the transaction will result in CEG becoming an indirect wholly owned subsidiary of MEHC. It will not change the financial ability of CEG, CENG and the CENG Companies to operate and maintain the plants. As described above, the overall financial position of CEG will be strengthened by the merger.

B. Decommissioning Funding

Information regarding the status of decommissioning funding for CCNPP, NMPNS, and Ginna as of December 31, 2006 was reported to the NRC in accordance with 10 CFR 50.75(f)(1), in Reference (1), dated March 30, 2007. The proposed transaction will not affect the decommissioning funding arrangements previously reported. The licensees will continue to maintain their existing decommissioning trust funds segregated from their assets and outside their administrative control in accordance with the requirements of 10 CFR 50.75(e)(1). The trustee for all of the decommissioning funds will remain Mellon Bank NA. As required by 10 CFR 50.75(f)(1), Applicants will provide an updated status report by March 31, 2009, as shown in Attachment (6).

Calvert Cliffs Nuclear Power Plant, Inc. currently provides decommissioning funding assurance for CCNPP by means of an external sinking fund which is funded with additional company contributions from a non-bypassable charge, as defined in 10 CFR 50.2, collected by CEG's regulated utility affiliate, Baltimore Gas & Electric. Pursuant to a recent settlement agreement with the Maryland Public Service Commission, these arrangements will continue through December 31, 2016. Calvert Cliffs Nuclear Power Plant, Inc. thus intends to continue to provide decommissioning funding assurance for CCNPP in accordance with 10 CFR 50.75(e)(1)(ii)(B). Calvert Cliffs Nuclear Power Plant, Inc. also provides decommissioning funding assurance for the Calvert Cliffs ISFSI through an external sinking fund in accordance with 10 CFR 72.30(c)(5).

Nine Mile Point Nuclear Station, LLC currently provides decommissioning funding assurance for NMPNS Unit 1 and its share of NMPNS Unit 2 through existing prepaid decommissioning trust funds assets, in accordance with 10 CFR 50.75(e)(1)(i). R. E. Ginna Nuclear Power Plant, LLC provides decommissioning funding assurance for Ginna through its existing prepaid decommissioning trust fund assets in accordance with 10 CFR 50.75(e)(1)(i).

As is demonstrated above, in accordance with 10 CFR 50.75, there continues to be reasonable assurance that the Applicants will have the funds necessary to cover the estimated decommissioning costs of CCNPP, Ginna, and NMPNS Unit 1, and the relevant share of the decommissioning costs of NMPNS Unit 2 at the end of licensed operation. In addition, decommissioning funding assurance for the ISFSI will be maintained consistent with the requirements of 10 CFR 72.30(c).

VII. ANTITRUST INFORMATION

This Application post-dates the issuance of the plants' operating licenses, 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 does not require or authorize antitrust reviews of post-operating license transfer applications. See also 10 CFR 50.80(b); Final Rule, Antitrust Review Authority: Clarification, 65 Fed. Reg. 44,649 (July 19, 2000).

VIII. RESTRICTED DATA AND CLASSIFIED NATIONAL SECURITY INFORMATION

The proposed indirect transfers do not contain any Restricted Data or other Classified National Security Information, nor do they result in any change in access to any Restricted Data or Classified National Security Information. The CENG Companies' existing restrictions on access to Restricted Data and Classified National Security Information are unaffected by the proposed transfers. In compliance with Section 145a of the Act, the CENG Companies agree that restricted or classified defense information will not be provided to any individual until the Office of Personnel Management investigates and reports to the NRC on the character, associations, and loyalty of such individual, and the NRC determines that permitting such person to have access to Restricted Data will not endanger the common defense and security of the United States.

IX. ENVIRONMENTAL CONSIDERATIONS

The requested consent to transfers of control of the 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 will not directly affect the actual operation of the plants 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 they do not involve an increase in the amounts, or a change in the types, of non-radiological effluents that may be released off-site. Further, there is no increase in the individual or cumulative operational radiation exposure, and the proposed transfers have no environmental impact.

X. PRICE-ANDERSON INDEMNITY AND NUCLEAR INSURANCE

The proposed indirect transfers of control do not affect the existing Price-Anderson indemnity agreement for CCNPP, NMPNS, and Ginna, and do not affect the required nuclear property damage insurance pursuant to 10 CFR 50.54(w) and nuclear energy liability insurance pursuant to Section 170 of the Act and 10 CFR Part 140. Constellation Energy Nuclear Group, LLC will maintain all required nuclear property damage insurance and nuclear energy liability insurance. In addition, CENG's annual reporting in compliance with 10 CFR 140.21(e) provides reasonable assurance regarding its ongoing ability to pay its share of any annual retrospective premium. Also, CENG's financial information submitted with this application provides assurance of the ability to pay deferred premiums in accordance with 10 CFR 140.21(f).

XI. EFFECTIVE DATES

The proposed acquisition by merger of CEG by MEHC requires the customary regulatory approvals of various federal and state regulatory authorities, in addition to the NRC. The parties to the proposed transaction anticipate closing within seven months of the execution of the definitive merger agreement (September 19, 2008). The Applicants respectfully request that the NRC review this Application on a schedule that will permit NRC to issue its consent to the indirect license transfers as promptly as possible. The Applicants are prepared to work closely with the NRC staff to help expedite the Application's review, but request approval in any event no later than March 31, 2009. The Applicants further request that the consent be immediately effective upon issuance and that it permit the indirect transfers of control to be implemented at any time within the customary one year of the date of approval of this Application. The Applicants will keep the NRC informed of any significant developments that have a material impact on the schedule.

XII. CONCLUSION

Based upon the foregoing information, the Applicants request that the NRC issue an Order consenting to the indirect transfers of control of the Facility Operating Licenses Nos. DPR-53, DPR-69, DPR-63, NPF-69, and DPR-18, and ISFSI Materials License No. SNM-2505.

REFERENCE

(1) Letter from Mr. J. M. Heffley (CEGG) to Document Control Desk (NRC), dated March 30, 2007, Biennial Report, Status of Decommissioning Funding per 10 CFR 50.75(f)(1), ADAMS Accession Number ML071080262

ATTACHMENT (2)

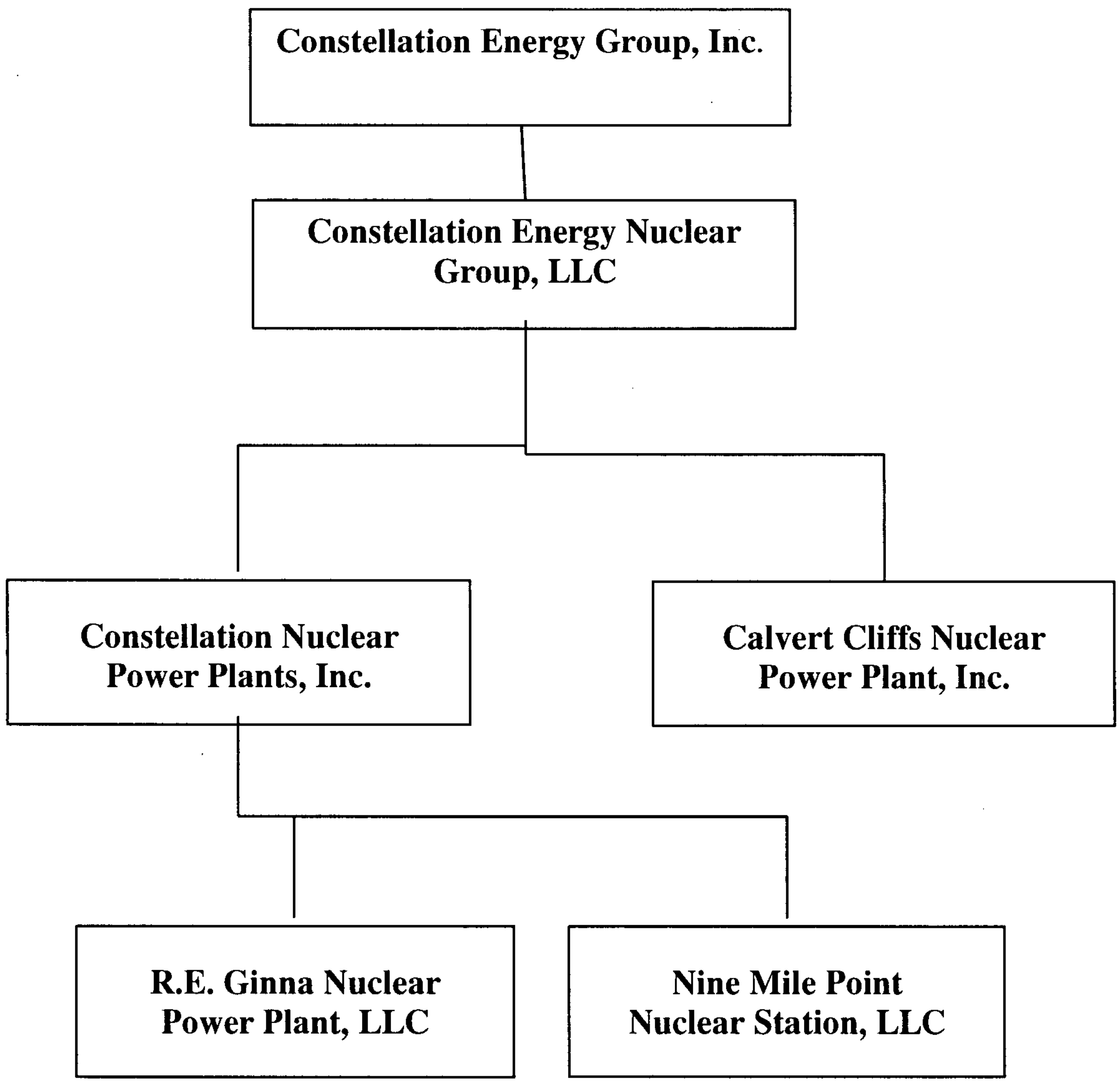
PRE- AND POST-MERGER SIMPLIFIED ORGANIZATIONAL CHARTS

ATTACHMENT (2)

PRE- AND POST- MERGER SIMPLIFIED ORGANIZATIONAL CHARTS

Simplified Organizational Chart of Pre-Merger Nuclear Plant Ownership

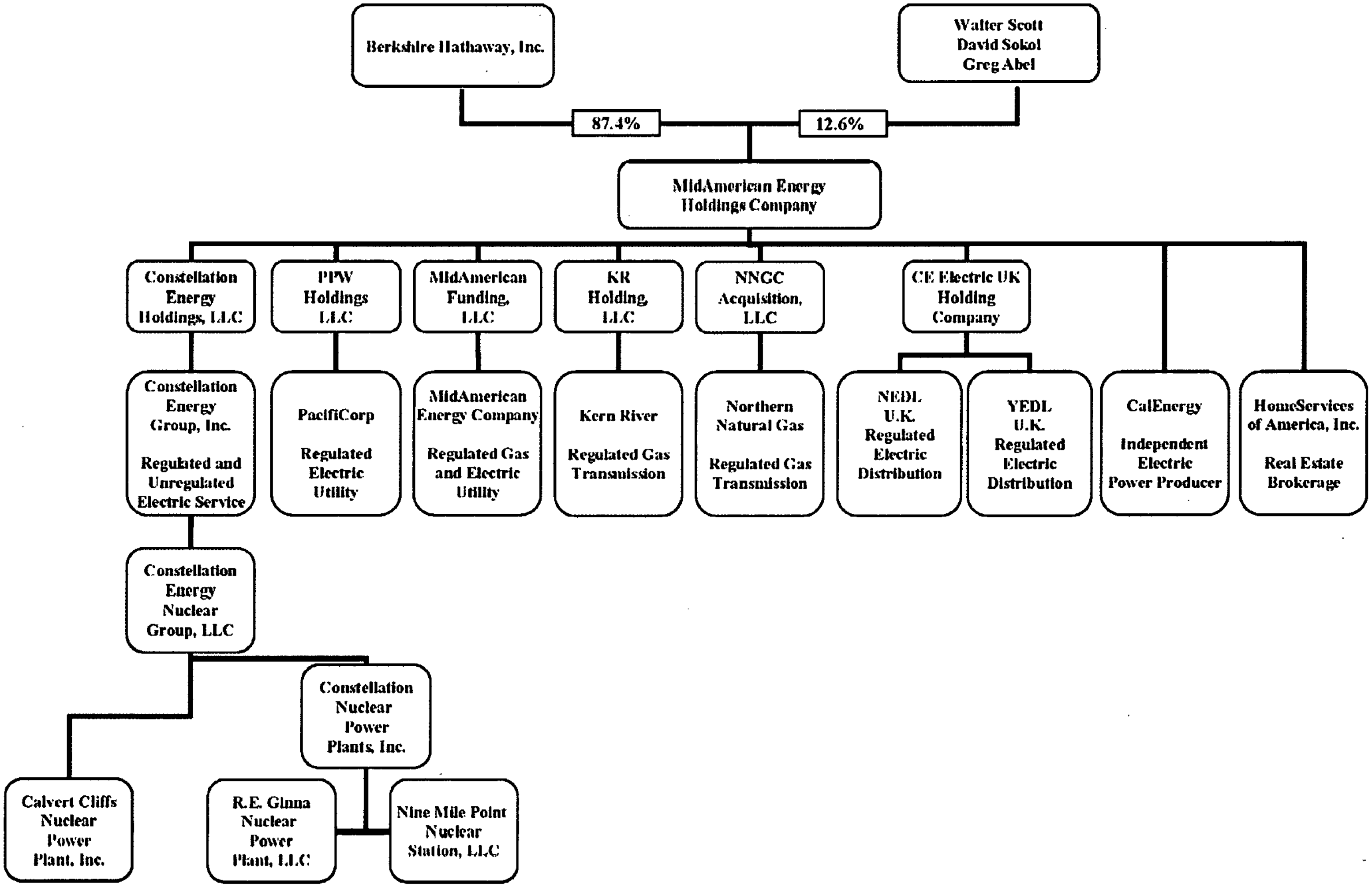
Note: Only entities with direct or indirect ownership or control of the NRC licenses are shown.



ATTACHMENT (2)

PRE- AND POST- MERGER SIMPLIFIED ORGANIZATIONAL CHARTS

Simplified Organizational Chart of Post-Merger Nuclear Plant Ownership[1]



[1] This organizational chart shows only the principal business platforms of MidAmerican Energy Holdings Company. The organizational chart also shows a simplified depiction of the intermediate structure between MEHC and (i) MidAmerican Energy Company, (ii) Kern River, and (iii) NEDL and YEDL

Note: For Constellation, only entities with direct or indirect ownership or control of the NRC licenses are shown.

ATTACHMENT (3)

PROJECTED INCOME STATEMENTS FOR LICENSEES

(Non-Proprietary Version)

Projected Income Statement – Calvert Cliffs Nuclear Power Plant

($ Millions)	2009	2010	2011	2012	2013
Revenue *					
PPA					
Market					
Total Revenues					
Operating Expenses					
Nuclear fuel (incl. DOE disposal fees)(1)					
O&M, Non-Outage (2)					
O&M, refueling outage					
O&M, allocated Corporate (3)					
Property taxes					
Decommissioning expenses					
Depreciation					
Total Operating Expenses					
Operating Income					
Other (income) / expense					
Decommissioning fund earnings (4)					
Net interest expense					
Decommissioning Revenues (5)					
Total other (income) / expense					
Pretax Income					
Income Taxes (6)					
Net Income After-Tax					

Notes:

Financial projection is based on the corporate approved 2008-2012 business plan. 2013 is extrapolated out using trend data, maintaining no change from 2012 or using a 3% inflation adjustment.

* CCNPPI's revenue is provided from a power purchase agreement with Constellation Energy Commodities Group, Inc. The agreement provides for monthly fixed payments, as well as additional monthly variable payments equal to CCNPPI's cost for: fuel commodity, fuel delivery, facility output transmission and distribution cost and variable operations and maintenance cost. The effective period of the contract runs until 12/31/2009, after which it is assumed a similar PPA will be renewed growing revenues 3% from 2010-2013.

1 - The cost of casks used to store spent nuclear fuel in the ISFSI are included as part of the nuclear fuel batch cost and are recorded as expense in the income statement as MWs of electricity are generated.

2 - Operational cost resulting from loading spent nuclear fuel into casks for storage in the ISFSI are included in the projection for O&M Non-Outage.

3 - Corporate costs were allocated using a weighted formula. Half of the allocation is based on headcount, and half of the allocation is based on net income (before the allocation).

4 - Decommissioning fund earnings represent dividend and interest income on Nuclear Decommissioning Trust Fund (NDTF) assets. They do not project any gains or losses realized from the sale of assets, or any potential future impairments.

5 - Calvert Cliffs Nuclear Power Plant receives \$18.7M from BGE as a collection from ratepayers for the decommissioning costs of the facility. This was stipulated in Senate Bill 1 passed in Maryland in 2007.

6 - Assumed Income Tax rate of 40.36%.

Projected Income Statement – Calvert Cliffs Nuclear Power Plant With a 10% Reduction to Market Prices *

($ Millions)	2009	2010	2011	2012	2013
Revenue *					
PPA					
Market					
Total Revenues					
Operating Expenses					
Nuclear fuel (incl. DOE disposal fees) (1)					
O&M, Non-Outage (2)					
O&M, refueling outage					
O&M, allocated Corporate (3)					
Property taxes					
Decommissioning expenses					
Depreciation					
Total Operating Expenses					
Operating Income					
Other (income) / expense					
Decommissioning fund earnings (4)					
Net interest expense					
Decommissioning Revenues (5)					
Total other (income) / expense					
Pretax Income					
Income Taxes (6)					
Net Income After-Tax					

Notes:

Financial projection is based on the corporate approved 2008-2012 business plan. 2013 is extrapolated out using trend data, maintaining no change from 2012 or using a 3% inflation adjustment.

* This schedule reflects the following sensitivity requested by the NRC: Reduce market revenues each year by 10%. CCNPP's revenue is provided through a Power Purchase and Marketing Agreement between CCNPP and Constellation Energy Commodities Group, Inc. The agreement provides monthly fixed payments and monthly variable payments equal to CCNPP's cost for: fuel commodity, fuel delivery, facility output transmission and distribution cost and variable operations and maintenance cost. For 2009, there are no market revenues so there is no price impact. For 2010-2013, we are assuming that the PPA would be renewed, however we do not have 100% assurance of this, so our projections include lower revenues based on the 10% price decline scenario.

1 - The cost of casks used to store spent nuclear fuel in the ISFSI are included as part of the nuclear fuel batch cost and are recorded as expense in the income statement as MWs of electricity are generated.

2 - Operational cost resulting from loading spent nuclear fuel into casks for storage in the ISFSI are included in the projection for O&M Non-Outage.

3 - Corporate costs were allocated using a weighted formula. Half of the allocation is based on headcount, and half of the allocation is based on net income (before the allocation).

4 - Decommissioning fund earnings represent dividend and interest income on Nuclear Decommissioning Trust Fund (NDTF) assets. They do not project any gains or losses realized from the sale of assets, or any potential future impairments.

5 - Calvert Cliffs Nuclear Power Plant receives $18.7M from BGE as a collection from ratepayers for the decommissioning costs of the facility. This was stipulated in Senate Bill 1 passed in Maryland in 2007.

6 - Assumed Income Tax rate of 40.36%.

Projected Income Statement – Calvert Cliffs Nuclear Power Plant
With a 10% Reduction of MWhr Sales

($ Millions)	2009	2010	2011	2012	2013
Revenue *					
PPA					
Market					
Total Revenues					
Operating Expenses					
Nuclear fuel (incl. DOE disposal fees) (1)					
O&M, Non-Outage (2)					
O&M, refueling outage					
O&M, allocated Corporate (3)					
Property taxes					
Decommissioning expenses					
Depreciation					
Total Operating Expenses					
Operating Income					
Other (income) / expense					
Decommissioning fund earnings (4)					
Net interest expense					
Decommissioning Revenues (5)					
Total other (income) / expense					
Pretax Income					
Income Taxes (6)					
Net Income After-Tax					

Notes:

Financial projection is based on the corporate approved 2008-2012 business plan. 2013 is extrapolated out using trend data, maintaining no change from 2012 or using a 3% inflation adjustment.

* See Notes for Projected Income Statement. The sensitivity analysis reflects results from a 10% reduction of MWhr sales lower than projected. The fixed monthly payment is not effected by the 10% reduction in MWhrs sales, however, variable operating costs including nuclear fuel amortization have decreased with a corresponding and offsetting decrease in variable revenues, resulting in minimal effects on Operating Income and Net Income. For 2010-2013, we are assuming that the PPA would be renewed, however we do not have 100% assurance of this, so our projections include lower revenues based on the 10% volume drop scenario.

1 - The cost of casks used to store spent nuclear fuel in the ISFSI are included as part of the nuclear fuel batch cost and are recorded as expense in the income statement as MWs of electricity are generated.

2 - Operational cost resulting from loading spent nuclear fuel into casks for storage in the ISFSI are included in the projection for O&M Non-Outage.

3 - Corporate costs were allocated using a weighted formula. Half of the allocation is based on headcount, and half of the allocation is based on net income (before the allocation).

4 - Decommissioning fund earnings represent dividend and interest income on Nuclear Decommissioning Trust Fund (NDTF) assets. They do not project any gains or losses realized from the sale of assets, or any potential future impairments.

5 - Calvert Cliffs Nuclear Power Plant receives $18.7M from BGE as a collection from ratepayers for the decommissioning costs of the facility. This was stipulated in Senate Bill 1 passed in Maryland in 2007.

6 - Assumed Income Tax rate of 40.36%.

Projected Statement of Operating Cashflows – Calvert Cliffs Nuclear Power Plant

($ Millions)	2009	2010	2011	2012	2013
Revenue*					
PPA					
Market					
Total Revenues					
Operating Expenses					
Nuclear fuel (capital & DOE disposal fees) (1)					
O&M, Non-Outage					
O&M, refueling outage					
O&M, allocated Corporate (2)					
Property taxes					
Decommissioning Revenues (3)					
Total Operating Expenses					
Capital project expenditures (4)					
Decommissioning Trust Fund Investments (5)					
Operating Cashflows Before Income Taxes & financing costs					

Notes:

Financial projection is based on the corporate approved 2008-2012 business plan. 2013 is extrapolated out using trend data, maintaining no change from 2012 or using a 3% inflation adjustment.

* Operating Cash flow projection uses the same revenue assumptions as the Base Case income statement.

1 - The 2013 estimated nuclear fuel purchases were derived using the average of the 3 prior years, escalated 5%.

2 - Allocated corporate costs are net of depreciation, using same allocation methodology as base case.

3 - Calvert Cliffs Nuclear Power Plant receives $18.7M from BGE as a collection from ratepayers for the decommissioning costs of the facility. This was stipulated in Senate Bill 1 passed in Maryland in 2007.

4 - Capital costs related to the expansion of the ISFSI are included in projected capital project expenditures.

5 - Proceeds from the Nuclear Decommissioning Revenues are expected to be invested in the Nuclear Decommissioning Trust Fund Assets which are held in trust.

Projected Income Statement – Nine Mile Point Nuclear Power Plant

($ Millions)	2009	2010	2011	2012	2013
Revenue					
PPA (1)					
Market (1)					
Total Revenues					
Operating Expenses					
Nuclear fuel (incl. DOE disposal fees) (2)					
O&M, Non-Outage (3)					
O&M, refueling outage					
O&M, allocated Corporate (4)					
Property taxes					
Decommissioning expenses					
Depreciation					
Total Operating Expenses					
Operating Income					
Other (income) / expense					
Decommissioning fund earnings (5)					
Net interest expense					
Total other (income) / expense					
Pretax Income					
Income Taxes (6)					
Net Income After-Tax					

Notes:

Financial projection is based on the corporate approved 2008-2012 business plan. 2013 is extrapolated out using trend data, maintaining no change from 2012 or using a 3% inflation adjustment.

Nine Mile Point Nuclear Station, LLC (NMPNSL) is a wholly owned indirect subsidiary of Constellation Energy Nuclear Group, LLC. (CENG). NMPNSL is the owner and operator of Nine Mile Point Unit 1 and 82% co-owner of Nine Mile Point Unit 2. Long Island Power Authority owns the remaining 18% of Nine Mile Point Unit 2, entitling them to 18% of the generating output and responsibility for 18% of the operating costs. All figures contained in this financial statement reflect CENG's 82% ownership.

1 - The Projected Income Statement includes the projected revenue that is expected from the sale of 90% of the facility's output to under purchased power agreement (PPA) arrangements. Other output is sold at market. The PPA with NMP Unit 1 terminates in August 2009, and the projections then include sales of 100% from Unit 1 at market. The PPA for NMP Unit 2 terminates in November, 2011, but a revenue sharing agreement takes place afterwards for 10 years. Revenue subject to the RSA is depicted on the PPA line beginning in 2011. Revenue from 2009-2012 represents the approved business plan. 2013 was escalated by 3%.

2 - The cost of casks used to store spent nuclear fuel in the ISFSI are included as part of the nuclear fuel batch cost and are recorded as expense in the income statement as MWs of electricity are generated.

3 - Operational cost resulting from loading spent nuclear fuel into casks for storage in the ISFSI are included in the projection for O&M Non-Outage.

4 - Corporate costs were allocated using a weighted formula. Half of the allocation is based on headcount, and half of the allocation is based on net income (before the allocation).

5 - Decommissioning fund earnings represent dividend and interest income on Nuclear Decommissioning Trust Fund (NDTF) assets. They do not project any gains or losses realized from the sale of assets, or any potential future impairments.

6 - Assumed Income Tax rate of 39.62%.

Projected Income Statement – Nine Mile Point Nuclear Power Plant With a 10% Reduction to Market Prices

($ Millions)	2009	2010	2011	2012	2013
Revenue					
PPA (1) (1a)					
Market (1)					
Total Revenues					
Operating Expenses					
Nuclear fuel (incl. DOE disposal fees) (2)					
O&M, Non-Outage (3)					
O&M, refueling outage					
O&M, allocated Corporate (4)					
Property taxes					
Decommissioning expenses					
Depreciation					
Total Operating Expenses					
Operating Income					
Other (income) / expense					
Decommissioning fund earnings (5)					
Net interest expense					
Total other (income) / expense					
Pretax Income					
Income Taxes (6)					
Net Income After-Tax					

Notes:

Financial projection is based on the corporate approved 2008-2012 business plan. 2013 is extrapolated out using trend data, maintaining no change from 2012 or using a 3% inflation adjustment.

Nine Mile Point Nuclear Station, LLC (NMPNSL) is a wholly owned indirect subsidiary of Constellation Energy Nuclear Group, LLC. (CENG). NMPNSL is the owner and operator of Nine Mile Point Unit 1 and 82% co-owner of Nine Mile Point Unit 2. Long Island Power Authority owns the remaining 18% of Nine Mile Point Unit 2, entitling them to 18% of the generating output and responsibility for 18% of the operating costs. All figures contained in this financial statement reflect CENG's 82% ownership.

1 - This schedule reflects the following sensitivity requested by the NRC: Reduce market revenues each year by 10%. The schedule above reflects this reduction in market revenues and corresponding reduction in income tax expense.

1a - The Projected Income Statement includes the projected revenue that is expected from the sale of 90% of the facility's output to under purchased power agreement (PPA) arrangements. Other output is sold at market. The PPA with NMP Unit 1 terminates in August 2009, and the projections then include sales of 100% from Unit 1 at market. The PPA for NMP Unit 2 terminates in November, 2011, but a revenue sharing agreement takes place afterwards for 10 years. Revenue subject to the RSA is depicted on the PPA line beginning in 2011.

2 - The cost of casks used to store spent nuclear fuel in the ISFSI are included as part of the nuclear fuel batch cost and are recorded as expense in the income statement as MWs of electricity are generated.

3 - Operational cost resulting from loading spent nuclear fuel into casks for storage in the ISFSI are included in the projection for O&M Non-Outage.

4 - Corporate costs were allocated using a weighted formula. Half of the allocation is based on headcount, and half of the allocation is based on net income (before the allocation).

5 - Decommissioning fund earnings represent dividend and interest income on Nuclear Decommissioning Trust Fund (NDTF) assets. They do not project any gains or losses realized from the sale of assets, or any potential future impairments.

6 - Assumed Income Tax rate of 39.62%.

Projected Income Statement – Nine Mile Point Nuclear Power Plant With a 10% Reduction of MWhr Sales

($ Millions)	2009	2010	2011	2012	2013
Revenue					
PPA (1) (1a)					
Market (1)					
Total Revenues					
Operating Expenses					
Nuclear fuel (incl. DOE disposal fees) (2)					
O&M, Non-Outage (3)					
O&M, refueling outage					
O&M, allocated Corporate (4)					
Property taxes					
Decommissioning expenses					
Depreciation					
Total Operating Expenses					
Operating Income					
Other (income) / expense					
Decommissioning fund earnings (5)					
Net interest expense					
Total other (income) / expense					
Pretax Income					
Income Taxes (6)					
Net Income After-Tax					

Notes:

Financial projection is based on the corporate approved 2008-2012 business plan. 2013 is extrapolated out using trend data, maintaining no change from 2012 or using a 3% inflation adjustment.

Nine Mile Point Nuclear Station, LLC (NMPNSL) is a wholly owned indirect subsidiary of Constellation Energy Nuclear Group, LLC. (CENG). NMPNSL is the owner and operator of Nine Mile Point Unit 1 and 82% co-owner of Nine Mile Point Unit 2. Long Island Power Authority owns the remaining 18% of Nine Mile Point Unit 2, entitling them to 18% of the generating output and responsibility for 18% of the operating costs. All figures contained in this financial statement reflect CENG's 82% ownership.

1 - See Notes for Projected Income Statement. The sensitivity analysis reflects results from a 10% reduction of MWhr sales lower than projected, which includes reductions in PPA and Market revenues and corresponding reductions in Nuclear Fuel amortization and Income Tax expense.

1a - The Projected Income Statement includes the projected revenue that is expected from the sale of 90% of the facility's output to under purchased power agreement (PPA) arrangements. Other output is sold at market. The PPA with NMP Unit 1 terminates in August 2009, and the projections then include sales of 100% from Unit 1 at market. The PPA for NMP Unit 2 terminates in November, 2011, but a revenue sharing agreement takes place afterwards for 10 years. Revenue subject to the RSA is depicted on the PPA line beginning in 2011.

2 - The cost of casks used to store spent nuclear fuel in the ISFSI are included as part of the nuclear fuel batch cost and are recorded as expense in the income statement as MWs of electricity are generated.

3 - Operational cost resulting from loading spent nuclear fuel into casks for storage in the ISFSI are included in the projection for O&M Non-Outage.

4 - Corporate costs were allocated using a weighted formula. Half of the allocation is based on headcount, and half of the allocation is based on net income (before the allocation).

5 - Decommissioning fund earnings represent dividend and interest income on Nuclear Decommissioning Trust Fund (NDTF) assets. They do not project any gains or losses realized from the sale of assets, or any potential future impairments.

6 - Assumed Income Tax rate of 39.62%.

Projected Statement of Operating Cashflows – Nine Mile Point Nuclear Power Plant

($ Millions)	2009	2010	2011	2012	2013
Revenue					
PPA					
Market					
Total Revenues					
Operating Expenses					
Nuclear fuel (capital & DOE disposal fees) (1)					
O&M, Non-Outage					
O&M, refueling outage					
O&M, allocated Corporate (2)					
Property taxes					
Total Operating Expenses					
Capital project expenditures (3)					
Operating Cashflows Before Income Taxes & financing costs					

Notes:

Financial projection is based on the corporate approved 2008-2012 business plan. 2013 is extrapolated out using trend data, maintaining no change from 2012 or using a 3% inflation adjustment.

Nine Mile Point Nuclear Station, LLC (NMPNSL) is a wholly owned indirect subsidiary of Constellation Energy Nuclear Group, LLC. (CENG). NMPNSL is the owner and operator of Nine Mile Point Unit 1 and 82% co-owner of Nine Mile Point Unit 2. Long Island Power Authority owns the remaining 18% of Nine Mile Point Unit 2, entitling them to 18% of the generating output and responsibility for 18% of the operating costs. All figures contained in this financial statement reflect CENG's 82% ownership.

Operating Cash flow projection uses same revenue assumptions as the Base Case income statement.

1 - The 2013 estimated nuclear fuel purchases were derived using the average of 2009 and 2011 (both Unit 2 outages).

2 - Allocated corporate costs are net of depreciation, using same allocation methodology as base case.

3 - Capital costs related to the construction of the ISFSI are included in projected capital project expenditures.

Projected Income Statement – Ginna Nuclear Power Plant

($ Millions)	2009	2010	2011	2012	2013
Revenue (1)					
PPA					
Market					
Total Revenues					
Operating Expenses					
Nuclear fuel (incl. DOE disposal fees) (2)					
O&M, Non-Outage (3)					
O&M, refueling outage					
O&M, allocated Corporate (4)					
Property taxes					
Decommissioning expenses					
Depreciation					
Total Operating Expenses					
Operating Income					
Other (income) / expense					
Decommissioning fund earnings (5)					
Net interest expense					
Total other (income) / expense					
Pretax Income					
Income Taxes (6)					
Net Income After-Tax					

Notes:

Financial projection is based on the corporate approved 2008-2012 business plan. 2013 is extrapolated out using trend data, maintaining no change from 2012 or using a 3% inflation adjustment.

1 - The projected revenue for 2009-2012 was provided by the Constellation Energy Commodities Group consistent with their business plan. 2013 revenue was escalated 3%. Revenue for Ginna includes the power purchase agreement with Rochester Gas & Electric (RGE) that expires in 2014.

2 - The cost of casks used to store spent nuclear fuel in the ISFSI are included as part of the nuclear fuel batch cost and are recorded as expense in the income statement as MWs of electricity are generated.

3 - Operational cost resulting from loading spent nuclear fuel into casks for storage in the ISFSI are included in the projection for O&M Non-Outage.

4 - Corporate costs were allocated using a weighted formula. Half of the allocation is based on headcount, and half of the allocation is based on net income (before the allocation).

5 - Decommissioning fund earnings represent dividend and interest income on Nuclear Decommissioning Trust Fund (NDTF) assets. They do not project any gains or losses realized from the sale of assets, or any potential future impairments.

6 - Assumed Income Tax rate of 39.62%.

Projected Income Statement – Ginna Nuclear Power Plant
With a 10% Reduction to Market Prices

($ Millions)	2009	2010	2011	2012	2013
Revenue (1) (1a)					
PPA					
Market					
Total Revenues					
Operating Expenses					
Nuclear fuel (incl. DOE disposal fees) (2)					
O&M, Non-Outage (3)					
O&M, refueling outage					
O&M, allocated Corporate (4)					
Property taxes					
Decommissioning expenses					
Depreciation					
Total Operating Expenses					
Operating Income					
Other (income) / expense					
Decommissioning fund earnings (5)					
Net interest expense					
Total other (income) / expense					
Pretax Income					
Income Taxes (6)					
Net Income After-Tax					

Notes:

Financial projection is based on the corporate approved 2008-2012 business plan. 2013 is extrapolated out using trend data, maintaining no change from 2012 or using a 3% inflation adjustment.

1 - This schedule reflects the following sensitivity requested by the NRC: Reduce market revenues each year by 10%. The schedule above reflects this reduction in market revenues and corresponding reduction in income tax expense.

1a - The projected revenue for 2009-2012 was provided by the Constellation Energy Commodities Group consistent with their business plan. 2013 revenue was escalated 3%. Revenue for Ginna includes the power purchase agreement with Rochester Gas & Electric (RGE) that expires in 2014.

2 - The cost of casks used to store spent nuclear fuel in the ISFSI are included as part of the nuclear fuel batch cost and are recorded as expense in the income statement as MWs of electricity are generated.

3 - Operational cost resulting from loading spent nuclear fuel into casks for storage in the ISFSI are included in the projection for O&M Non-Outage.

4 - Corporate costs were allocated using a weighted formula. Half of the allocation is based on headcount, and half of the allocation is based on net income (before the allocation).

5 - Decommissioning fund earnings represent dividend and interest income on Nuclear Decommissioning Trust Fund (NDTF) assets. They do not project any gains or losses realized from the sale of assets, or any potential future impairments.

6 - Assumed Income Tax rate of 39.62%.

Projected Income Statement – Ginna Nuclear Power Plant With a 10% Reduction of MWhr Sales

($ Millions)	2009	2010	2011	2012	2013
Revenue (1) (1a)					
PPA					
Market					
Total Revenues					
Operating Expenses					
Nuclear fuel (incl. DOE disposal fees) (2)					
O&M, Non-Outage (3)					
O&M, refueling outage					
O&M, allocated Corporate (4)					
Property taxes					
Decommissioning expenses					
Depreciation					
Total Operating Expenses					
Operating Income					
Other (income) / expense					
Decommissioning fund earnings (5)					
Net interest expense					
Total other (income) / expense					
Pretax Income					
Income Taxes (6)					
Net Income After-Tax					

Notes:

Financial projection is based on the corporate approved 2008-2012 business plan. 2013 is extrapolated out using trend data, maintaining no change from 2012 or using a 3% inflation adjustment.

1 - See Notes for Projected Income Statement. The sensitivity analysis reflects results from a 10% reduction of MWhr sales lower than projected, which includes reductions in PPA and Market revenues and corresponding reductions in Nuclear Fuel amortization and Income Tax expense.

1a - The projected revenue for 2009-2012 was provided by the Constellation Energy Commodities Group consistent with their business plan. 2013 revenue was escalated 3%. Revenue for Ginna includes the power purchase agreement with Rochester Gas & Electric (RGE) that expires in 2014.

2 - The cost of casks used to store spent nuclear fuel in the ISFSI are included as part of the nuclear fuel batch cost and are recorded as expense in the income statement as MWs of electricity are generated.

3 - Operational cost resulting from loading spent nuclear fuel into casks for storage in the ISFSI are included in the projection for O&M Non-Outage.

4 - Corporate costs were allocated using a weighted formula. Half of the allocation is based on headcount, and half of the allocation is based on net income (before the allocation).

5 - Decommissioning fund earnings represent dividend and interest income on Nuclear Decommissioning Trust Fund (NDTF) assets. They do not project any gains or losses realized from the sale of assets, or any potential future impairments.

6 - Assumed Income Tax rate of 39.62%.

Projected Statement of Operating Cashflows – Ginna Nuclear Power Plant

($ Millions)	2009	2010	2011	2012	2013
Revenue					
PPA					
Market					
Exclusion of Fair Value Adj (1)					
Total Revenues					
Operating Expenses					
Nuclear fuel (incl. DOE disposal fees) (2)					
O&M, Non-Outage					
O&M, refueling outage					
O&M, allocated Corporate (3)					
Property taxes					
Total Operating Expenses					
Capital project expenditures (4) (5)					
Operating Cashflows Before Income Taxes & financing costs					

Notes:

Financial projection is based on the corporate approved 2008-2012 business plan. 2013 is extrapolated out using trend data, maintaining no change from 2012 or using a 3% inflation adjustment.

Operating Cash flow projection uses same revenue assumptions as the Base Case income statement.

1 - Revenues are impacted by the non-cash adjustment of amortizing the fair value of the PPA contract over time; to correctly state cash flows, this non-cash item is excluded from revenues and reflected in the above statement as noted.

2 - The 2013 estimated nuclear fuel purchases were derived using the average of 2009 and 2010, years consistent for modelling the projected nuclear fuel purchases given Ginna's 18-month cycle.

3 - Allocated corporate costs are net of depreciation, using same allocation methodology as base case.

4 - Capital costs related to the construction of the ISFSI are included in projected capital project expenditures.

5 - The 2008 business plan included $9.6M in potential capital spending for the 2011 generator rewind. An assessment for the need of the generator rewind will be conducted during the 2009 refuelling outage. It is anticipated that the results of this evaluation will allow us to postpone the rewind beyond the planning horizon of this financial statement.

<u>ATTACHMENT (4)</u>

10 CFR 2.390 AFFIDAVIT OF HENRY B. BARRON

UNITED STATES OF AMERICA
NUCLEAR REGULATORY COMMISSION

In the Matter of	)
	)
Constellation Energy Nuclear Group, LLC, et al.	)
	)

AFFIDAVIT

I, Henry B. Barron of Constellation Energy Nuclear Group, LLC, for Calvert Cliffs Nuclear Power Plant, Inc., Nine Mile Point Nuclear Station, LLC, and R. E. Ginna Nuclear Power Plant, LLC (together, the CENG Companies), do hereby affirm and state:

1. I am authorized to execute this affidavit on behalf of the CENG Companies.

2. The CENG Companies are providing information in support of their Application for Order Approving Indirect Transfers of Control of Licenses. The documents being provided in Attachment (3A) contain proprietary financial information and financial projections related to the ownership and operation of the CENG Companies' generation assets. These documents constitute proprietary commercial and financial information that should be held in confidence by the NRC pursuant to the policy reflected in 10 CFR §§ 2.390(a)(4) and 9.17(a)(4), because:

i. This information is and has been held in confidence by the CENG Companies.

ii. This information is of a type that is customarily held in confidence by the CENG Companies, and there is a rational basis for doing so because the information contains sensitive financial information concerning projected revenues and operating expenses of the CENG Companies.

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 the CENG Companies by disclosing their internal financial projections.

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

Henry B. Barron

Subscribed and sworn before me, a Notary Public, in and for the State of Maryland and City of Baltimore, this 3rd day of Oct., 2008.

WITNESS my hand and Notarial Seal:

Notary Public

My Commission Expires: 7/7/11

10/3/08
Date

LYNN J. CONANT
NOTARY PUBLIC
BALTIMORE CITY
MARYLAND
MY COMMISSION EXPIRES JULY 7, 2011

ATTACHMENT (5)

LIST OF CENG's AND CENG COMPANIES' DIRECTORS AND PRINCIPAL EXECUTIVE OFFICERS

ATTACHMENT (5)

LIST OF CENG's AND CENG COMPANIES' DIRECTORS AND PRINCIPAL EXECUTIVE OFFICERS

CONSTELLATION ENERGY NUCLEAR GROUP, LLC

Directors:

Mayo A. Shattuck III - Chairman
Michael J. Wallace

Officers:

Mayo A. Shattuck III - Chairman of the Board
Henry B. Barron - President, Chief Executive Officer and Chief Nuclear Officer
Kathleen W. Hyle - Senior Vice President and Chief Financial Officer
Steven L. Miller - Senior Vice President, General Counsel and Assistant Secretary
Joseph C. Turnage - Senior Vice President
George Vanderheyden - Senior Vice President
James K. Walkington - Senior Vice President and Chief Administrative Officer
John T. Carlin - Vice President
Stephen A. Mormann - Vice President – Financial Services and Treasurer
Keith J. Polson - Vice President
James A. Spina - Vice President
Charles A. Berardesco - Secretary
Daniel R. Skowronski - Assistant Secretary
Christopher J. Budzynski - Assistant Treasurer
Frederick A. Schacknies - Assistant Treasurer

CONSTELLATION NUCLEAR POWER PLANTS, INC.

Directors:

Michael J. Wallace
Henry B. Barron

Officers:

Henry B. Barron – Chairman of the Board and President
Stephen A. Mormann – Vice President – Financial Services and Treasurer
Steven L. Miller – Secretary
Charles A. Berardesco – Assistant Secretary
Christopher J. Budzynski – Assistant Treasurer
Frederick A. Schacknies – Assistant Treasurer

ATTACHMENT (5)

LIST OF CENG's AND CENG COMPANIES' DIRECTORS AND PRINCIPAL EXECUTIVE OFFICERS

CALVERT CLIFFS NUCLEAR POWER PLANT, INC.

Directors:

Michael J. Wallace
Henry B. Barron
James A. Spina

Officers:

Henry B. Barron – Chairman of the Board and President
James A. Spina – Vice President
Stephen A. Mormann Vice President – Financial Services and Treasurer
Steven L. Miller – Secretary
Charles A. Berardesco – Assistant Secretary
Carey Fleming – Assistant Secretary
Christopher J. Budzynski – Assistant Treasurer
Frederick A. Schacknies – Assistant Treasurer

NINE MILE POINT NUCLEAR STATION, LLC

Management:

Henry B. Barron

Committee:

Michael J. Wallace
Keith J. Polson

Officers:

Henry B. Barron – Chairman of the Board and President
Keith J. Polson – Vice President
Steven L. Miller – Secretary
Stephen A. Mormann – Vice President – Financial Services and Treasurer
Charles A. Berardesco – Assistant Secretary
Carey Fleming – Assistant Secretary
Christopher J. Budzynski – Assistant Treasurer
Frederick A. Schacknies – Assistant Treasurer

LIST OF CENG's AND CENG COMPANIES' DIRECTORS AND PRINCIPAL EXECUTIVE OFFICERS

R. E. GINNA NUCLEAR POWER PLANT, LLC

Directors:

Michael J. Wallace
Henry B. Barron
John T. Carlin

Officers:

Henry B. Barron – Chairman of the Board and President
John T. Carlin – Vice President
Stephen A. Mormann Vice President – Financial Services and Treasurer
Steven L. Miller – Secretary
Charles A. Berardesco – Assistant Secretary
Carey Fleming – Assistant Secretary
Christopher J. Budzynski – Assistant Treasurer
Frederick A. Schacknies – Assistant Treasurer

ATTACHMENT (6)

LIST OF REGULATORY COMMITMENTS

ATTACHMENT (6)

LIST OF REGULATORY COMMITMENTS

The following table identifies the regulatory commitments in this document. Any other statements in this submittal represent intended or planned actions. They are provided for information purposes and are not considered to be regulatory commitments.

COMMITMENT	SCHEDULED COMPLETION DATE
Submit the decommissioning trust fund report required by 10 CFR 50.75(f)(1) to the NRC.	March 31, 2009
Submit a copy of the definitive proxy materials to the NRC.	Following submittal to the Securities and Exchange Commission
If NRC issues the indirect transfer Order and the transaction is subsequently consummated, form a Special Nuclear Committee of the Board of Directors of CEG.	On consummation of the transaction