

Henry B. Barron
President, CEO & Chief Nuclear Officer

Constellation Energy Nuclear Group
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10 CFR 50.80
10 CFR 72.50
10 CFR 50.90

April 8, 2009

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 No. 50-244

Supplemental Information in Support of Application for an Order Approving License Transfers and Conforming License Amendment Request

- REFERENCES:**
- (a) Letter from Mr. M. J. Wallace (CEG) to Document Control Desk (NRC), dated January 22, 2009, "Application for an Order Approving License Transfers and Conforming License Amendment Request"
 - (b) Letter from Mr. H. B. Barron (CENG) to Document Control Desk (NRC), dated February 26, 2009, "Supplement to Application for an Order Approving License Transfers and Conforming License Amendment Request"

In Reference (a), Constellation Energy Nuclear Group, LLC (CENG) (on behalf of its subsidiary licensees Calvert Cliffs Nuclear Power Plant, Inc., Nine Mile Point Nuclear Station, LLC, and R. E. Ginna Nuclear Power Plant, LLC) and EDF Development Inc. (EDF Development) submitted an Application for an Order Approving License Transfers and Conforming License Amendment Request. That letter requested Nuclear Regulatory Commission (NRC) consent to certain transfers pursuant to Section 184 of the Atomic Energy Act, as amended, and 10 CFR 50.80 and 72.50 of: (1) Calvert Cliffs Nuclear Power Plant, Unit Nos. 1 and 2, Operating Licenses DPR-53 and DPR-69; (2) Calvert Cliffs Independent Spent Fuel Storage Installation Facility, Materials License No. SNM-2505; (3) Nine Mile Point Nuclear Station, Unit Nos. 1 and 2, Operating Licenses DPR-63 and NPF-69; and (4) R. E. Ginna Nuclear Power Plant, Operating License DPR-18. The license transfers would result from a proposed corporate restructuring that would be implemented to facilitate an investment by EDF Development whereby it would acquire a 49.99% ownership interest in CENG. Reference (a) was supplemented by Reference (b), which provided

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LMS01

the forms of two support agreements and an update regarding the proposed Électricité de France S.A. (EDF)-appointed directors.

As outlined in the license transfer application, we anticipated certain corporate restructuring to facilitate the proposed transaction. Since the submission of Reference (a), we have made modifications to the planned restructuring to maximize efficiency in the transaction and gain certain non-operational benefits. The transaction is substantively the same as the originally proposed transaction; i.e., EDF Development will acquire a 49.99% interest in CENG and CENG will function as the joint entity that will manage the CENG companies. As detailed below, the changes were principally made to the manner in which Constellation Energy Group, Inc. (CEG) will hold its interest in CENG.

- Constellation Energy Group, Inc. will form a new intermediate holding company, Constellation Nuclear, LLC, as the parent company of CENG. The new intermediate holding company is being formed for non-operational purposes. Constellation Energy Group will contribute a 100% membership interest in CENG to Constellation Nuclear, LLC in exchange for a 100% membership interest in Constellation Nuclear, LLC. Constellation Nuclear, LLC will also form a new wholly owned entity, CE Nuclear, LLC, to hold a fractional interest in CENG for non-operational purposes. In this regard, Constellation Nuclear, LLC will contribute to CE Nuclear, LLC a 1.0% membership interest in CENG in exchange for a 100% membership interest in CE Nuclear, LLC.
- Constellation Nuclear Power Plants, Inc. is an intermediate parent company that currently owns the licensed subsidiaries for the two CENG plants located in New York State (R.E. Ginna Nuclear Power Plant and Nine Mile Point Nuclear Station), and exists solely for non-operational purposes. As discussed in Reference (a), it was planned that this company would no longer be an intermediate holding company. However, it is now planned that Constellation Nuclear Power Plants, Inc. will convert to a Delaware limited liability company and become Constellation Nuclear Power Plants, LLC, which will become an intermediate holding company for all of the licensed entities.
- As discussed in Reference (a), Calvert Cliffs Nuclear Power Plant, Inc. will become Calvert Cliffs Nuclear Power Plant, LLC through a corporate change. This will be accomplished by having Constellation Nuclear Power Plants, LLC form an LLC subsidiary that will merge with Calvert Cliffs Nuclear Power Plant, Inc. The surviving entity will be Calvert Cliffs Nuclear Power Plant, LLC, which will be a direct subsidiary of Constellation Nuclear Power Plants, LLC.
- After the corporate restructuring, EDF Development will acquire its ownership interest of 49.99% in CENG. Constellation Energy Group, Inc. will hold its 50.01% ownership interest in CENG through its subsidiaries Constellation Nuclear, LLC (approximately 49.08%) and CE Nuclear, LLC (approximately 0.93%), and CEG will control 50.01% of the voting rights of CENG. The resulting organization is shown in Attachment (1), "Revised Pre- and Post-Transaction Simplified Organizational Charts," which replaces Attachment (4) to Reference (a).

The proposed changes do not affect the fundamental nature of the proposed transaction. The only changes from the structure previously described in Reference (a) are the addition of the new intermediate parent companies that will exist for non-operational purposes. The general corporate information required by 10 CFR 50.33(d)(3) regarding these new intermediate holding companies is provided in Attachment (2).

As described in Reference (a), CENG will emerge from the planned restructuring and proposed transaction as a successor "CENG" with the corporate governance described in Reference (a). In order to

implement the planned changes, CEG and EDF may amend the form of operating agreement for CENG [Attachment (3) to Reference (a)]. The amendments will affect provisions relating to cash distributions from CENG and other minor matters, but will not involve any changes to the governance provisions in Article VII or any other provisions that are material to NRC's pending review of the license transfer application.

Neither the planned restructuring nor the proposed transaction will affect the qualifications of CENG and the CENG Companies to own and operate their licensed facilities in accordance with the existing Licenses. The planned restructuring and proposed transaction will not result in any adverse change in the role of the CENG Companies as the licensed operators of the facilities and will not result in any adverse 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 adverse changes in day-to-day operations as a result of the planned restructuring and proposed transaction. Finally, the planned restructuring and proposed transaction will neither have an adverse impact on the public health and safety, nor be inimical to the common defense and security.

As a further update, since the January 22, 2009 application submittal, both Barclays Global Investors, NA's and AXA Financial, Inc.'s ownership of CEG common stock has fallen below 5%. Therefore the second to last sentence in footnote 8 on page 7 of Reference (a), beginning "In addition," can be deleted.

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cc: D. V. Pickett, NRC
R. V. Guzman, NRC
M. F. Weber, NMSS
S. J. Collins, NRC
Resident Inspector, NRC (Calvert Cliffs)
Resident Inspector, NRC (Ginna)
Resident Inspector, NRC (Nine Mile Point)
S. Gray, Maryland DNR
A.L. Peterson, NYSERDA
P. Eddy, New York State Department of Public Service

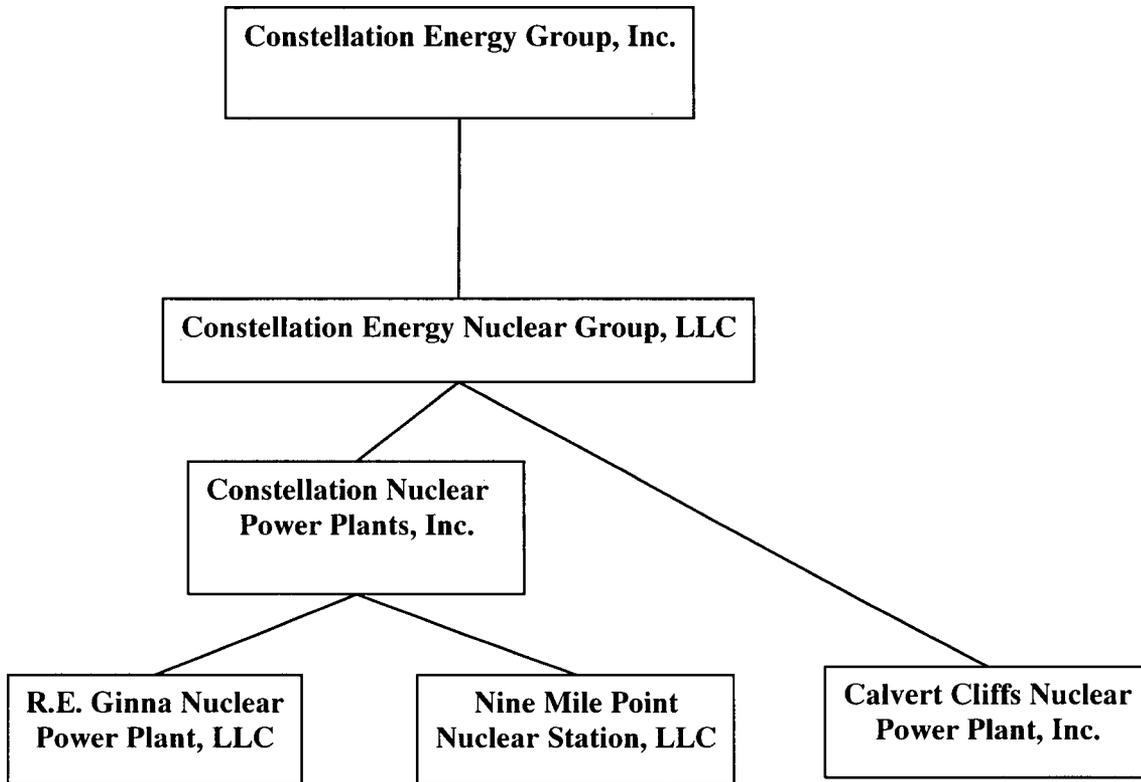
ATTACHMENT (1)

**REVISED PRE- AND POST-TRANSACTION SIMPLIFIED
ORGANIZATIONAL CHARTS**

ATTACHMENT (1)

REVISED PRE- AND POST-TRANSACTION SIMPLIFIED ORGANIZATIONAL CHARTS

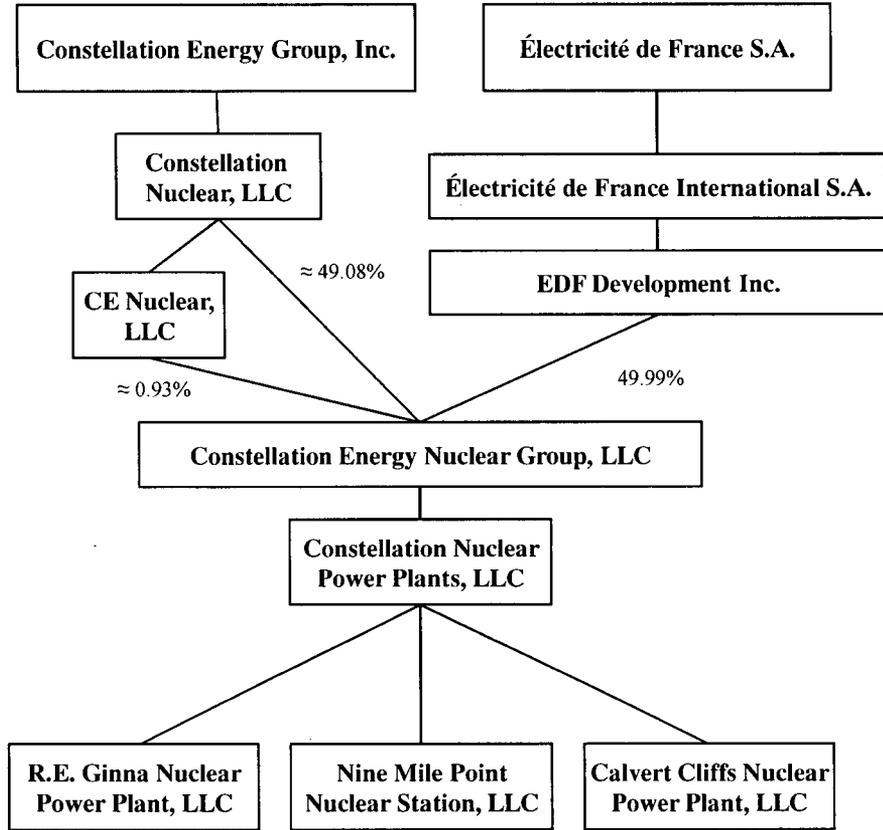
PRE-TRANSACTION SIMPLIFIED ORGANIZATIONAL CHART



ATTACHMENT (1)

REVISED PRE- AND POST-TRANSACTION SIMPLIFIED ORGANIZATIONAL CHARTS

POST-TRANSACTION ORGANIZATIONAL CHART



ATTACHMENT (2)

**ADDITIONAL PAGES TO GENERAL CORPORATE INFORMATION
REGARDING CEG AND EDF COMPANIES**

ATTACHMENT (2)

**ADDITIONAL PAGES TO GENERAL CORPORATE INFORMATION REGARDING CEG
AND EDF COMPANIES**

NAME:	Constellation Nuclear Power Plants, LLC*
STATE OF INCORPORATION & CORPORATE FORM:	Delaware* Limited Liability Company*
BUSINESS ADDRESS:	100 Constellation Way, Suite 1800P Baltimore, Maryland, 21202
DIRECTORS OR MANAGEMENT COMMITTEE:	Michael J. Wallace Henry B. Barron
EXECUTIVE PERSONNEL:	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 Frederick A. Schacknies – Assistant Treasurer

* Planned change.

ATTACHMENT (2)

**ADDITIONAL PAGES TO GENERAL CORPORATE INFORMATION REGARDING CEG
AND EDF COMPANIES**

NAME:	Constellation Nuclear, LLC*
STATE OF INCORPORATION & CORPORATE FORM:	Delaware* Limited Liability Company*
BUSINESS ADDRESS:	100 Constellation Way, Suite 1800P Baltimore, Maryland, 21202
DIRECTORS OR MANAGEMENT COMMITTEE:	Mayo A. Shattuck, Chairman* Henry B. Barron*
EXECUTIVE PERSONNEL	Henry B. Barron - President, Chief Executive Officer and Chief Nuclear Officer* Steven L. Miller - Senior Vice President, General Counsel and Assistant Secretary* Stephen A. Mormann - Vice President, Financial Services and Treasurer* Charles Berardesco – Secretary* Maria G. Korsnick – Senior Vice President*

* Planned change.

ATTACHMENT (2)

ADDITIONAL PAGES TO GENERAL CORPORATE INFORMATION REGARDING CEG
AND EDF COMPANIES

NAME:	CE Nuclear, LLC*
STATE OF INCORPORATION & CORPORATE FORM:	Delaware* Limited Liability Company*
BUSINESS ADDRESS:	100 Constellation Way, Suite 1800P Baltimore, Maryland, 21202
DIRECTORS OR MANAGEMENT COMMITTEE:	Mayo A. Shattuck III, Chairman* Henry B. Barron*
EXECUTIVE PERSONNEL	Henry B. Barron - President and Chief Nuclear Officer* Steven L. Miller - Senior Vice President, General Counsel and Assistant Secretary* Stephen A. Mormann - Vice President, Financial Services and Treasurer* Charles A. Berardesco – Secretary* Maria G. Korsnick – Senior Vice President*

* Planned change.