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July 24, 2009

U. S. Nuclear Regulatory Commission  
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Exelon Generation Company, LLC

Braidwood Station, Units 1 and 2  
Facility Operating License Nos. NPF-72 and NPF-77  
NRC Docket Nos. 50-456 and 50-457

Byron Station, Units 1 and 2  
Facility Operating License Nos. NPF-37 and NPF-66  
NRC Docket Nos. 50-454 and 50-455

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

Dresden Nuclear Power Station, Units 1, 2 and 3  
Facility Operating License No. DPR-2  
Renewed Facility Operating License Nos. DPR-19 and DPR-25  
NRC Docket Nos. 50-10, 50-237 and 50-249

LaSalle County Station, Units 1 and 2  
Facility Operating License Nos. NPF-11 and NPF-18  
NRC Docket Nos. 50-373 and 50-374

Limerick Generating Station, Units 1 and 2  
Facility Operating License Nos. NPF-39 and NPF-85  
NRC Docket Nos. 50-352 and 50-353

Oyster Creek Generating Station  
Facility Operating License No. DPR-16  
NRC Docket No. 50-219

Peach Bottom Atomic Power Station, Units 1, 2 and 3

Facility Operating License No. DPR-12  
Renewed Facility Operating License Nos. DPR-44 and DPR-56  
NRC Docket Nos. 50-171, 50-277 and 50-278

Quad Cities Nuclear Power Station, Units 1 and 2  
Renewed Facility Operating License Nos. DPR-29 and DPR-30  
NRC Docket Nos. 50-254 and 50-265

Salem Generating Station, Units 1 and 2  
Facility Operating License Nos. DPR-70 and DPR-75  
NRC Docket Nos. 50-272 and 50-311

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

Zion Nuclear Power Station, Units 1 and 2  
Facility Operating License Nos. DPR-39 and DPR-48  
NRC Docket Nos. 50-295 and 50-304

NRG Energy, Inc.

South Texas Project, Units 1 and 2  
Facility Operating License Nos. NPF-76 and NPF-80  
NRC Docket Nos. 50-498 and 50-499

Subject: Withdrawal of Application for Approval of Indirect Transfer of Control of  
Licenses

On January 29, 2009, Exelon Corporation (Exelon), acting on behalf of itself, Exelon Xchange Corporation (Xchange Corp.), Exelon Ventures Company, LLC (Exelon Ventures), and Exelon Generation Company, LLC (Exelon Generation) (together, Applicants), submitted a request for NRC consent to the indirect transfer of control of the NRC licenses for NRG South Texas LP's (NRG South Texas) 44% ownership interest in South Texas Project, Units 1 and 2 (STP), and to the extent required, the above Exelon Generation facilities ("Application"). Notice of the Application was published in the Federal Register on July 9, 2009.<sup>1</sup> As described in the

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<sup>1</sup> 74 Fed. Reg. 32962 (Byron Station); 74 Fed. Reg. 32963 (Salem Generating Station); 74 Fed. Reg. 32965 (Limerick Generating Station); 74 Fed. Reg. 32967 (STP); 74 Fed. Reg. 32968 (Quad Cities Nuclear Power Station); 74 Fed. Reg. 32970 (Zion); 74 Fed. Reg. 32971 (Oyster Creek Generating Station); 74 Fed. Reg. 32973 (Peach Bottom Atomic Power Station); 74 Fed. Reg. 32975 (Braidwood Station); 74 Fed. Reg. 32976 (Clinton Power Station); 74 Fed. Reg. 32978 (LaSalle County Station); 74 Fed. Reg. 32979 (Three Mile Island Nuclear Station); 74 Fed. Reg. 32981 (Dresden Nuclear Power Station).

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Application, this indirect transfer of STP would have occurred in connection with Exelon's plan to acquire control of NRG South Texas' parent NRG Energy, Inc. (NRG) through a tender offer. No Notice of Hearing has been issued as to the Application.

On July 21, 2009, Exelon announced that, effective immediately, it had terminated its exchange offer to acquire all of the issued and outstanding shares of common stock of NRG. Exelon terminated the offer immediately following the NRG annual meeting of shareholders when it was apparent that Exelon no longer had broad NRG shareholder support for its effort.

Accordingly, on behalf of Applicants, pursuant to 10 C.F.R. § 2.107, we hereby respectfully request the withdrawal, effective as of the date hereof, of the Application filed with the NRC on January 29, 2009, as amended and/or supplemented, together with all exhibits thereto.

If any additional information is needed regarding this withdrawal, please contact Counsel for Exelon Nuclear as follows: J. Bradley Fewell, Associate General Counsel, 4300 Winfield Road, Warrenville, IL 60555, (telephone 630-657-3769; fax: 630-657-4335; e-mail: [Bradley.Fewell@exeloncorp.com](mailto:Bradley.Fewell@exeloncorp.com)); and M. Stanford Blanton, Balch & Bingham LLP, 1710 Sixth Ave. North, Birmingham, AL 35203 (telephone 205-226-3417; fax: 205-488- 5879; e-mail: [sblanton@balch.com](mailto:sblanton@balch.com)).

Respectfully submitted,

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cc: Regional Administrator - NRC Region I  
Regional Administrator - NRC Region III  
Regional Administrator - NRC Region IV  
NRC Project Manager, NRR - South Texas Project Units 1 and 2  
NRC Senior Resident Inspector - South Texas Project Units 1 and 2  
NRC Senior Resident Inspector - Braidwood Station, Units 1 and 2  
NRC Senior Resident Inspector - Byron Station, Units 1 and 2  
NRC Senior Resident Inspector - Clinton Power Station  
NRC Senior Resident Inspector - Dresden Nuclear Power Station, Units 1, 2 and 3  
NRC Senior Resident Inspector - LaSalle County Station, Units 1 and 2  
NRC Senior Resident Inspector - Limerick Generating Station, Units 1 and 2  
NRC Senior Resident Inspector - Oyster Creek Generating Station

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NRC Senior Resident Inspector - Peach Bottom Atomic Power Station, Units 1, 2 and 3

NRC Senior Resident Inspector - Quad Cities Nuclear Power Station, Units 1 and 2

NRC Senior Resident Inspector - Salem Generating Station, Units 1 and 2

NRC Senior Resident Inspector - Three Mile Island Nuclear Station, Unit 1