



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

September 1, 2009

Mr. Christopher M. Crane
President and Chief Operating Officer
Exelon Corporation
10 S. Dearborn
Chicago, IL 60603

SUBJECT: BRAIDWOOD STATION, UNITS 1 AND 2, BYRON STATION, UNITS 1 AND 2, CLINTON POWER STATION, DRESDEN NUCLEAR POWER STATION, UNITS 1, 2, AND 3, LASALLE COUNTY STATION, UNITS 1 AND 2, LIMERICK GENERATING STATION, UNITS 1 AND 2, OYSTER CREEK GENERATING STATION, PEACH BOTTOM ATOMIC POWER STATION, UNITS 1, 2, AND 3, QUAD CITIES NUCLEAR POWER STATION, UNITS 1 AND 2, SALEM GENERATING STATION, UNITS 1 AND 2, THREE MILE ISLAND NUCLEAR STATION, UNIT 1, ZION NUCLEAR POWER STATION, UNITS 1 AND 2, AND SOUTH TEXAS PROJECT, UNITS 1 AND 2 - WITHDRAWAL OF APPLICATION FOR INDIRECT TRANSFER OF CONTROL OF OPERATING LICENSES (TAC NOS. ME0650 AND ME0651)

Dear Mr. Crane:

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 the U.S. Nuclear Regulatory Commission's (NRC's) consent to the indirect transfer of control of the operating licenses for NRG South Texas LP's (NRG South Texas') 44 percent ownership interest in South Texas Project, Units 1 and 2 (STP) and, to the extent required, the Exelon Generation facilities described in Exelon's January 29, 2009, application, as supplemented by letter dated March 18, 2009. This action relates to withdrawal of the application for indirect transfer of control of the NRC South Texas' operating licenses only. The Commission's action on the indirect transfer of the Exelon Generation facilities is reported in a separate action.

Notices of the application for each facility were published in the *Federal Register* on July 9, 2009 (74 FR 32967). As described in the application, the indirect transfer of STP licenses would have occurred in connection with Exelon's plan to acquire control of NRG South Texas' parent, NRG Energy, Inc., through a tender offer. A Notice of Hearing has not been issued subject to the application.

On July 24, 2009, Balch & Bingham, LLP (Balch & Bingham), acting on behalf of Exelon Corporation, submitted a request for withdrawal of Exelon's application for the indirect transfer of control of licenses. On July 30, 2009, Exelon submitted a letter stating that the July 24, 2009, letter from Balch & Bingham serves to confirm Exelon's request for withdrawal of its application filed with NRC on January 29, 2009, and supplemented by letter dated March 18, 2009, together with all exhibits thereto.

C. Crane

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The Commission has filed the enclosed notice of withdrawal of application for Exelon's request for NRC consent to the indirect transfer of control of the NRC licenses for NRG South Texas' 44 percent ownership interest in STP.

Sincerely,

A handwritten signature in black ink, appearing to read "Mohan C. Thadani".

Mohan C. Thadani, Senior Project Manager
Plant Licensing Branch LPL IV
Division of Operating Reactor Licensing
Office of Nuclear Reactor Regulation

Docket Nos. 50-498, and 50-499

Enclosure:
Notice of Withdrawal

cc w/encl: Distribution via Listserv

UNITED STATES NUCLEAR REGULATORY COMMISSION
EXELON CORPORATION AND NRG SOUTH TEXAS LP
NOTICE OF WITHDRAWAL OF APPLICATION FOR INDIRECT TRANSFER
OF CONTROL OF FACILITY OPERATING LICENSES
SOUTH TEXAS PROJECT, UNITS 1 AND 2

The U.S. Nuclear Regulatory Commission (the Commission, NRC) has granted the request of Exelon Corporation (the applicant, Exelon) to withdraw its January 29, 2009, application, as supplemented by letter dated March 18, 2009, for the proposed indirect transfer of control of the following Facility Operating Licenses:

NRG South Texas LP (NRG South Texas) Units:

South Texas Project (STP), Units 1 and 2, Facility Operating License Nos. NPF-76 and NPF-80.

Exelon Generation Company, LLC (Exelon Generation Company) Units:

Braidwood Station, Units 1 and 2, Facility Operating License Nos. NPF-72 and NPF-77;

Byron Station, Units 1 and 2, Facility Operating License Nos. NPF-37 and NPF-66;

Clinton Power Station, Facility Operating License No. NPF-62;

Dresden Nuclear Power Station, Units 1, 2 and 3, Facility Operating License No. DPR-2 and Renewed Facility Operating License Nos. DPR-19 and DPR-25;

LaSalle County Station, Units 1 and 2, Facility Operating License Nos. NPF-11 and NPF-18;

Limerick Generating Station, Units 1 and 2, Facility Operating License Nos. NPF-39 and NPF-85;

Oyster Creek Generating Station, Facility Operating License No. DPR-16;

Peach Bottom Atomic Power Station, Units 1, 2 and 3, Facility Operating License No. DPR-12 and Renewed Facility Operating License Nos. DPR-44 and DPR-56;

Quad Cities Nuclear Power Station, Units 1 and 2, Renewed Facility Operating License Nos. DPR-29 and DPR-30;

Salem Generating Station, Units 1 and 2, Facility Operating License Nos. DPR-70 and DPR-75;

Three Mile Island Nuclear Station, Unit 1, Facility Operating License No. DPR-50; and

Zion Nuclear Power Station, Units 1 and 2, Facility Operating License Nos. DPR-39 and DPR-48.

The application sought NRC's consent to the indirect transfer of control of the NRC licenses for NRG South Texas' 44 percent ownership interest in STP, Units 1 and 2, and to the extent required, the Exelon Generation Company facilities' licenses as described in Exelon's January 29, 2009, application and supplemental letter dated March 18, 2009. As described in the application, the 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. A Notice of Hearing has not been issued subject to the application. This action relates to application for indirect transfer of control of licenses of STP, Units 1 and 2. The action related to Exelon's application for indirect transfer of Exelon Generation Company's units listed above is addressed in a separate action.

The Commission had previously issued Notice of Consideration of Approval of Application regarding proposed merger of NRG Energy, Inc. and Exelon Corporation published in the *Federal Register* on July 9, 2009 (74 FR 32967). However, by letter dated July 30, 2009, the applicant withdrew its application.

For further details with respect to this action, see the application dated January 29, 2009, as supplemented by letter dated March 18, 2009, the licensee's letter dated July 30,

2009, which withdrew the application, and the Commission's separate action for Exelon Generation Company's units, which is being published in the *Federal Register* in parallel with this action.

Documents may be examined, and/or copied for a fee, at the NRC's Public Document Room (PDR), located at One White Flint North, Public File Area O1 F21, 11555 Rockville Pike (first floor), Rockville, Maryland. Publicly available records will be accessible electronically from the Agencywide Documents Access and Management System (ADAMS) Public Electronic Reading Room on the internet at the NRC Web site, <http://www.nrc.gov/reading-rm/adams.html>. Persons who do not have access to ADAMS or who encounter problems in accessing the documents located in ADAMS should contact the NRC PDR Reference staff by telephone at 1-800-397-4209, or 301-415-4737 or by email to pdr.resource@nrc.gov.

Dated at Rockville, Maryland, this 1st day of September 2009.

FOR THE NUCLEAR REGULATORY COMMISSION



Mohan C. Thadani, Senior Project Manager
Plant Licensing Branch IV
Division of Operating Reactor Licensing
Office of Nuclear Reactor Regulation

C. Crane

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The Commission has filed the enclosed notice of withdrawal of application for Exelon's request for NRC consent to the indirect transfer of control of the NRC licenses for NRG South Texas' 44 percent ownership interest in STP.

Sincerely,

/RA/

Mohan C. Thadani, Senior Project Manager
Plant Licensing Branch LPL IV
Division of Operating Reactor Licensing
Office of Nuclear Reactor Regulation

Docket Nos. 50-498, and 50-499

Enclosure:
Notice of Withdrawal

cc w/encl: Distribution via Listserv

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RidsNrrPMPBamford Resource
RidsNrrPMOysterCreek Resource

ADAMS Accession Nos.: LTR :ML092220494 FRN :ML092220506 *see previous concurrence

OFFICE	NRR/LPL4/PM	NRR/LPL4/LA	NRR/LPL4/BC	NRR/LPL4/PM
NAME	MThadani	JBurkhardt*	MMarkley	MThadani
DATE	O9/18/09	8/12/09	9/1/09	9/1/09

OFFICIAL AGENCY RECORD