

ATTACHMENT 2 TO THIS LETTER CONTAINS PROPRIETARY INFORMATION -  
WITHHOLD FROM PUBLIC DISCLOSURE UNDER 10 CFR 2.390



**Luminant**

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CP-200901245  
Log # TXNB-09038

Ref. # 10 CFR 52  
10 CFR 2.390

August 31, 2009

U. S. Nuclear Regulatory Commission  
Document Control Desk  
Washington, DC 20555  
ATTN: David B. Matthews, Director  
Division of New Reactor Licensing

**SUBJECT:** COMANCHE PEAK NUCLEAR POWER PLANT, UNITS 3 AND 4  
DOCKET NUMBERS 52-034 AND 52-035  
RESPONSE TO REQUEST FOR ADDITIONAL INFORMATION RELATED TO PART 1

- REFERENCES:**
1. Letter, S. Monarque to D. Woodlan, "Request for Additional Information Related to Part 1, 'Administrative and Financial Information,' Rev. 0," dated June 25, 2009 (ML091420321)
  2. E-mail, S. Monarque to D. Woodlan, "RE: 2009-07-27 Extension (30 days) to respond to COLA Part 1 RAI," dated July 30, 2009 (ML092220105)

Dear Sir:

Luminant Generation Company LLC (Luminant) hereby submits the enclosed responses to the request for additional information (RAI) related to Part 1 of the Comanche Peak Nuclear Power Plant Units 3 and 4 Combined License Application. Reference 1 submitted the RAI to Luminant and Reference 2 granted a 30-day extension of the response due date.

Attachment 2 to this letter and its enclosures have been determined to be proprietary by the owners of the information, and the appropriate affidavit is attached. The NRC is requested to withhold the proprietary information from public dissemination in accordance with 10 CFR 2.390. When Attachment 2 and its enclosures are removed, the letter is no longer considered proprietary.

There are no commitments in this letter.

Should you have any questions regarding these responses, please contact Don Woodlan (254-897-6887, Donald.Woodlan@luminant.com) or me.

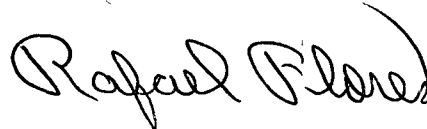
DO90  
NR0

I state under penalty of perjury that the foregoing is true and correct.

Executed on August 31, 2009.

Sincerely,

Luminant Generation Company LLC



Rafael Flores

- Attachments:
1. Response to Request for Additional Information Related to Part 1; Questions CP-01 through CP-06 (Non-Proprietary)
    - Enclosures:
      1. Combined License Application, Part 1, "Administrative and Financial Information," Rev. 1, (Public Version)
      2. EFH Press Release on Establishment of Joint Venture with MHI, dated February 2, 2009
      3. Marked-up FSAR pages 1.4-1 and 1.4-2
      4. Part 1 Figure 1.2-1, "Simplified Ownership Diagram"
      5. Part 1 Figure 1.2-2, "Simplified Corporate Structure Diagram"
  2. Response to Request for Additional Information Related to Part 1, Questions CP-07 through CP-10 (Proprietary)
    - Enclosures:
      1. Combined License Application, Part 1, "Administrative and Financial Information," Rev. 1, (Proprietary)
      2. DOE Equity Commitment Letters from Luminant and MHI (Proprietary)
      3. Summary of Agreements between the Luminant member and the MHI Member of CPNPC (Proprietary)
      4. Letter to the DOE relating to the status of the project, dated February 6, 2009 (Proprietary)
      5. Letter of support for the project KKR, TPG and Goldman Sachs, dated January 30, 2009 (Proprietary)

c- Stephen Monarque w/all Attachments and Enclosures  
Bill Moore w/all Attachments and Enclosures  
Brock Degeyter w/all Attachments and Enclosures  
Steve Frantz w/all Attachments and Enclosures  
Tim Matthews w/all Attachments and Enclosures

Email Distribution w/only Attachment 1 and its Enclosures

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UNITED STATES OF AMERICA  
NUCLEAR REGULATORY COMMISSION

In the Matter of	)	
	)	Docket Numbers
Luminant Generation Company LLC	)	
	)	52-034 and 52-035
Comanche Peak Nuclear Power Plant, Units 3 and 4	)	

AFFIDAVIT

I, Rafael Flores, being duly sworn, hereby depose and state I am the Senior Vice President and Chief Nuclear Officer for Luminant Generation Company LLC (Luminant) and Senior Vice President and Chief Nuclear Officer for Comanche Peak Nuclear Power Company LLC (CPNPC), and do hereby affirm and state:

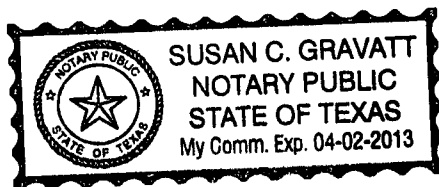
1. I am authorized to execute this affidavit on behalf of Luminant and CPNPC.
2. Luminant and CPNPC are providing information in support of the combined license (COL) application for Comanche Peak Nuclear Power Plant, Units 3 and 4. Part 1 of this application contains pro forma financial information and other information related to the financing and development of Units 3 and 4 and certain non-public information concerning the investment in CPNPC by its members, Nuclear Energy Future Holdings II LLC and MHI Nuclear North America, Inc., all of which is considered confidential and sensitive business information. Its disclosure would place CPNPC and its members at a distinct disadvantage in conducting business as competitors could analyze the data to identify strengths and weaknesses, and then seek to capitalize on those perceived strengths and weaknesses.
3. The responses to Questions CP-07 through CP-10 and their related attachments contain information regarding the financial plans, joint venture agreements and information regarding the financing and development of Comanche Peak Units 3 and 4. All of these responses are considered confidential and contain sensitive business information. The disclosure of this information would permit competitors' insider information about Luminant, CPNPC and its members and the projects financial condition and agreements. Additionally, competitors could analyze this data to identify strengths and weaknesses of Luminant, CPNPC and its members and could capitalize on this data.
4. As such, this information is protectable under 10 CFR 2.390(a)(4) and 9.17(a)(4), because:
  - i. This information is and has been held in confidence by Luminant, CPNPC and its members.
  - ii. This information is of a type that is customarily held in confidence by Luminant, CPNPC and its members, and there is a rational basis for doing so because the information contains sensitive financial information concerning projected revenues and operating expenses of CPNPC.
  - iii. This information is being submitted 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 Luminant and CPNPC by disclosing its internal financial projections and agreements.

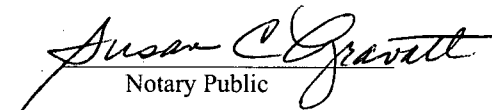
5. Accordingly, Luminant and CPNPC requests that the designated documents be withheld from public disclosure pursuant to the policy reflected in 10 CFR 2.390(a)(4) and 9.17(a)(4).

  
Rafael Flores

STATE OF TEXAS  
COUNTY OF DALLAS

Subscribed and sworn to me, a Notary Public, in and for the State of Texas, this 31<sup>st</sup> day of August 2009.



  
Notary Public

**ATTACHMENT 1**

**Response to Request for Additional Information Related to Part 1,  
Questions CP-01 through CP-06**

**(Public Version)**

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**RESPONSE TO REQUEST FOR ADDITIONAL INFORMATION**

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**Comanche Peak, Units 3 and 4**

**Luminant Generation Company LLC**

**Docket Nos. 52-034 and 52-035**

**PART 1 – Administrative and Financial Information**

**DATE OF RAI ISSUE: 06/25/2009**

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**QUESTION NO.: CP-01**

In Section 1.1 of the COLA, Luminant requests NRC approval to construct and operate two nuclear powered generating plants with Luminant as the operator and Nuclear Project Company LLC (NPC) as the owner, of CPNPP Units 3 and 4. However, Section 1.2.1 of the COLA states that the term Luminant shall be used for Luminant Generation Company LLC and all of its Wholly-owned subsidiaries (Nuclear Energy Future Holdings Company LLC (NEFH) and NPC). Because Luminant and NPC are separate entities requesting the licensing actions (operator and owner) as so stated within the COLA clearly identify whether Luminant, NEFH, or NPC is the entity relevant to each discussion with the COLA where the term Luminant is used.

**ANSWER:**

Section 1.2.1 of COLA Part 1 has been revised to reflect that Luminant refers only to "Luminant Generation Company LLC". Rev. 1 of Part 1 clearly reflects the relationship between parent companies and their subsidiaries as displayed in revised Figures 1.2-1 and 1.2-2.

Luminant will be the holder of the Operating License for Comanche Peak Nuclear Power Plant Unit 3 and Unit 4 (CPNPP 3 and 4). Nuclear Project Company's (NPC) name has been changed to Comanche Peak Nuclear Project Company LLC (CPNPC). CPNPC is the 100% owner of CP 3 & 4 and will be the holder of the license to construct, possess and use CP 3 & 4.

CPNPC is a newly-formed entity that was created to serve as a vehicle for Luminant's and MHI's investment in the CPNPP 3 and 4 project. CPNPC is 88% owned by Luminant through a series of wholly-owned subsidiaries and 12% owned by Mitsubishi Heavy Industries through it's wholly-owned subsidiary MHI Nuclear North America, Inc. (MHI-NNA).

A List of Abbreviations has been added to the front of Part 1 to provide additional clarity.

**Impact on R-COLA**

Revision 1 to COLA Part 1 addresses changes in the responsibilities, organizational structure and names of the companies and management involved in the joint venture.

Attachments

COLA Part 1, Revision 1 (Non-proprietary version)



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**RESPONSE TO REQUEST FOR ADDITIONAL INFORMATION**

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**Comanche Peak, Units 3 and 4**

**Luminant Generation Company LLC**

**Docket Nos. 52-034 and 52-035**

**PART 1 – Administrative and Financial Information**

**DATE OF RAI ISSUE: 06/25/2009**

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**QUESTION NO.: CP-02**

As described In Title 10 of the Code of Federal Regulations (10 CFR) 50.33(a) - (d), provide all of the general information separately for each of Luminant and NPC and their parent companies, to the extent not already provided within the COLA.

Also, state whether NPC will be the sole licensed owner of CPNPP Units 3 and 4 and if not, please provide the 10 CFR 50.33 (a) - (d) information on any other proposed owner and provide the percentage of ownership Interest of each proposed owner, if applicable.

**ANSWER:**

Part 1 has been revised to provide the 10CFR 50.33 (a)-(d) information for each of Luminant Generation Company LLC and Comanche Peak Nuclear Project Company LLC (CPNPC) (formerly known as Nuclear Project Company) separately. The applicants, Luminant and CPNPC are addressed in Section 1.2.1. The direct and ultimate corporate parents of the applicants are addressed in Section 1.2.2. Discussion of the Business in more detail is provided in section 1.2.3.1 for Luminant and its related companies and in Section 1.2.3.2 for Mitsubishi Heavy Industries, Ltd. and its related companies.

CPNPC is a newly-formed entity that will own 100% of Comanche Peak 3 & 4. This has been clarified and is stated in Rev. 1 to Part 1, Section 1.2.1. CPNPC is 88% owned by Luminant through a series of wholly-owned subsidiaries and 12% owned by Mitsubishi Heavy Industries through its wholly-owned subsidiary MHI Nuclear North America, Inc. (MHI-NNA).

Impact on R-COLA

Revision 1 to COLA Part 1

Attachments

Revision 1 to Part 1 (Non-Proprietary) (see Response CP-01)

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**RESPONSE TO REQUEST FOR ADDITIONAL INFORMATION**

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**Comanche Peak, Units 3 and 4**

**Luminant Generation Company LLC**

**Docket Nos. 52-034 and 52-035**

**PART 1 – Administrative and Financial Information**

**DATE OF RAI ISSUE: 06/25/2009**

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**QUESTION NO.: CP-03**

The NRC regulation 10 CFR 50.33(f)(4) requires that if the applicant is a newly-formed entity, the application must include information showing the legal and financial relationships it has or proposes to have with its stockholders or owners. Therefore, please state if NPC (now CPNPC), as the proposed licensed owner of CPNPP Units 3 and 4, is a newly-formed entity and if so provide the information as described in the NRC regulation.

Accordingly, if NPC is a newly-formed entity, please provide the information on this entity consistent with Section II.A.2 of Appendix C to 10 CFR Part 50, namely a financial report if available, a statement of assets, liabilities, and capital structure or equivalent.

**ANSWER:**

CPNPC (formerly NPC) is a newly-formed entity that was created to serve as a vehicle for Luminant's and EFH's (Luminant's ultimate parent) investment in the Comanche Peak 3 & 4 project. CPNPC is focused on the development, construction and ownership of Comanche Peak 3 & 4 and will own 100% of the new units, Comanche Peak Nuclear Power Plant Units 3 & 4.

On January 30, 2009, Luminant and MHI entered into an agreement with joint ownership of CPNPC to develop up to two nuclear generating units using the MHI US-APWR technology. As part of the agreement, EFH through its wholly-owned subsidiary, Texas Competitive Electric Holdings Company LLC and Mitsubishi Heavy Industries, Ltd. provided performance guarantees for their subsidiaries Luminant and MHI-Nuclear North America, Inc. (MHI-NNA), respectively.

CPNPC is jointly owned by NEFH II (88%) a wholly-owned subsidiary of Luminant and MHI-NNA (12%) a wholly-owned subsidiary of MHI. The corporate governance of CPNPC is established pursuant to the Amended and Restated Limited Liability Company Agreement of Comanche Peak Nuclear Power Company LLC and further information regarding the agreement is provided in the proprietary attachment included with the response to CP-08. This information, the company relationships and organizations have been incorporated in Revision 1 to Part 1 in the following sections:

- Section 1.2.1 "Applicants" for CPNPC and Luminant.

- Section 1.2.2 "Corporate Parents of Applicants" for EHF, TCEH and MHI and MHI-NNA.
- Table 1.2-15 CPNPC Board of Managers
- Table 1.2-16 CPNPC Officers
- Figure 1.2-1
- Figure 1.2-2

Additional information on the joint relationship between Luminant and MHI is described in the attached press release for the new company dated, January 30, 2009.

More detailed information regarding the ownership, responsibilities and capitalization of the joint venture is contained in the responses to Questions CP-07 and CP-08 (both proprietary).

#### Impact on R-COLA

Revision 1 to Part 1

#### Attachments

EFH Press Release on establishment of joint venture with MHI, dated 02/02/09.

Revision 1 to Part 1 (Non-Proprietary) (see Response CP-01)

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**RESPONSE TO REQUEST FOR ADDITIONAL INFORMATION**

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**Comanche Peak, Units 3 and 4**

**Luminant Generation Company LLC**

**Docket Nos. 52-034 and 52-035**

**PART 1 – Administrative and Financial Information**

**DATE OF RAI ISSUE: 06/25/2009**

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**QUESTION NO.: CP-04**

Section 1.5 of the COLA discusses foreign ownership, control, or domination as it will relate to CPNPP Units 3 and 4. In order for the NRC staff to complete its review of the COLA, please state if there have been any changes to the facts regarding foreign ownership, control, or domination as stated in the NRC staff's indirect License Transfer Safety Evaluation dated September 10, 2007, as well as facts in the underlying application that led to the NRC staff's order approving the indirect transfer of facility Operating Licenses and Conforming License Amendments, and provide information if applicable.

**ANSWER:**

Generally the same corporate structure, control and ownership exist for Luminant as it did in September 2007. There have been no material changes to the facts stated in the NRC staff's indirect License Transfer Safety Evaluation dated September 10, 2007.

In anticipation of the joint venture transaction with MHI, and subsequent to the 2007 order approving the indirect transfer in connection with the merger of Luminant's ultimate parent, Luminant created two intermediary wholly-owned subsidiaries, Nuclear Energy Future Holdings Company LLC (NEFH) and Nuclear Energy Future Holdings Company II LLC (NEFH II), which provide for its ownership in the project company (CPNPC). The fact that Luminant has entered into a joint agreement with MHI through CPNPC, the 100% owner of CP 3 & 4 and that MHI has a 12% minority interest in CPNPC does not establish or create foreign control or domination of CPNPC.

In the revision to Part 1, Section 1.5 has been updated to expand the discussion of Foreign Ownership and Control to reflect the new relationship between the parties, and it shows the management and organizational relationships of the new company. The management and officers for CPNPC are listed in Tables 1.2-15 and 1.2-16, and the revised organization is shown in Figures 1.2-1 and 1.2-2.

Impact on R-COLA

Revision 1 to Part 1

Attachments

Part 1 Revision 1, (Non-Proprietary) (see Response CP-01)

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**RESPONSE TO REQUEST FOR ADDITIONAL INFORMATION**

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**Comanche Peak, Units 3 and 4**

**Luminant Generation Company LLC**

**Docket Nos. 52-034 and 52-035**

**PART 1 – Administrative and Financial Information**

**DATE OF RAI ISSUE: 06/25/2009**

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**QUESTION NO.: CP-05**

As described in a letter dated February 5, 2009, Luminant and Mitsubishi Heavy Industries, Ltd. (MHI) established a joint venture on February 2, 2009. According to the letter, NPC is now CPNPC and Luminant has an 88 percent ownership share in CPNPC and MHI has a 12 percent stake. In light of the development of the joint venture between Luminant and MHI, please provide the following additional information as it relates to requirements in 10 CFR 50.33 and 10 CFR Part 50, Appendix C for the NRC staffs review:

- a. Explain what relationship the joint venture, CPNPC, formed with MHI, will have with the overall corporate structure of Energy Future Holdings (EFH) and provide a diagram showing the relationships of MHI, the parent company, and subsidiaries within the EFH corporate structure.
- b. Provide all of the information cited in 10 CFR 50.33(a)-(d) for all MHI entities (e.g., subsidiaries) that will be involved directly or indirectly in the licensing action for CPNPP 3 and 4.
- c. Explain the impact or involvement the joint venture will have on the source(s) of funds for construction of CPNPP Units 3 and 4, which are identified in Tables 1.3-1, 1.3-2, and 1.3-3 of the COLA.
- d. Provide a negation action plan that will mitigate foreign control or influence over activities licensed by the NRC. See the NRC Final Standard Review Plan on Foreign Ownership, Control, or Domination; (64 FR 52355), dated September 28, 1999.
- e. COLA, Part 2, Final Safety Analysis Report Section 1.4.1 states that MHI is responsible for developing the overall standard design for the United States - Advanced Pressurized Water Reactor, supporting the COLA development and providing licensing support. However, this paragraph does not mention the joint venture, described in paragraph above.

**ANSWER:**

Part 1 as been revised to reflect the new organization and structure. Specifically:

- a. The relationship between the new subsidiaries and EFH and MHI are reflected in the Revision 1 to Part 1. Pictorial representations of these relationships are specifically

reflected in Figures 1.2-1 and 1.2-2. These diagrams are attached for convenience. (see also Response CP-04).

- b. The information required for MHI-Nuclear North America, Inc. as cited by 10 CFR 50.33(a)-(d) is included in Section 1.2.2 of Revision 1 to Part 1. MHI-Nuclear North America, Inc. is the wholly-owned subsidiary of MHI that owns a 12% interest in CPNPC. Generally, during the period while the project is being developed, MHI and Luminant provide capitalization for CPNPC which then purchases services from Luminant, MNES and MHI for the development and engineering for the project.
- c. The impact of joint venture has been reflected in Revision 1 to Part 1. Revision 0 Tables 1.3-1, 1.3-2, and 1.3-3 have been replaced with updated Tables 1.3-1a, 1.3-1b, and 1.3-1c, 1.3-2 and 1.3-3 (all of which are proprietary). Tables 1.3-1a-c provide an overview of the financial plan, definition of the costs included in each construction fund category and the detailed sources and amounts of funds to be provided and a detail use of those funds. Tables 1.3-2 and 1.3-3, have been updated and show the financials and operating performance for the first five years of operation.

The participation of MHI Nuclear North America, Inc. and MHI as a 12% owner of CPNPC helps to align the goals and purpose of MHI with Luminant and combines MHI's extensive resources with those of EFH and Luminant. In addition, it provides additional sources of capital and increases the viability of funding through all suppliers of funds and specifically, NEXI (Nippon Export and Investment Insurance) and JBIC (Japan Bank for International Cooperation).

- d. No negation action plan is necessary, because MHI is not able to exercise control or domination over CPNPC or its corporate parents. MHI has appointed two of the four Managers of CPNPC, both of whom are citizens of Japan. However, these two members only have authority to vote in accordance with MHI's 12% interest in CPNPC. The controlling 88% is voted by the two Managers, including the Chairman, appointed by entities controlled by Luminant, and both of these Managers are citizens of the United States. These Managers are identified in Table 1.2-15. In addition, some of the executives of CPNPC identified in Table 1.2-16 are citizens of Japan affiliated with MHI. However, these executives report to and act under the control of the Chairman and CEO of CPNPC, who is a citizen of the United States and affiliated with Luminant. The corporate governance of CPNPC is established pursuant to the "Amended and Restated Limited Liability Company Agreement of Comanche Peak Nuclear Power Company LLC," and further information regarding this agreement is provided in the proprietary attachment included with Response CP-08.
- e. FSAR Section 1.4 has been revised to incorporate and define the additional involvement of MHI and MHI Nuclear North America, Inc. in CPNPC and for the development of the project. Marked-up pages of FSAR Section 1.4 Rev. 0 are attached. These changes will be incorporated in Rev. 1 of the COLA.

#### Impact on R-COLA

Revision 1 to Part 1

Revision to FSAR Section 1.4 to incorporate actions of MHI and MHI-NNA in the project and CPNPC.

Attachments

Revision 1 to Part 1, (Non-Proprietary) (see Response CP-01)

Revision 1 to Part 1 (Proprietary) (see Response CP-07)

"Amended and Restated Limited Liability Company Agreement" and "Summary of Agreements," (Proprietary) (see Response CP-08)

Figure 1.2-1, "Simplified Ownership Diagram"

Figure 1.2-2, "Simplified Corporate Structure Diagram"

Marked-up pages for Rev. 0, FSAR Section 1.4



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**RESPONSE TO REQUEST FOR ADDITIONAL INFORMATION**

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**Comanche Peak, Units 3 and 4**

**Luminant Generation Company LLC**

**Docket Nos. 52-034 and 52-035**

**PART 1 – Administrative and Financial Information**

**DATE OF RAI ISSUE: 06/25/2009**

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**QUESTION NO.: CP-06**

Section 1.2.1 of the COLA, describes the responsibilities of Luminant (operator) and NPC (owner). Since the NRC requires that both the owner and operator of a nuclear power facility must be found to be financially qualified, provide a copy of the operating agreement between NPC as owner and Luminant as the operator of CPNPP Units 3 and 4, or explain why such agreement is not relevant notwithstanding the NRC's decision in *Northern States Power Co.* (Monticello Nuclear Generating Plant, et al), CLI-00-14, 52 NRC 37 (2000).

**ANSWER:**

Luminant is financially qualified as the operator of CPNPP 3 and 4, because it will obtain funds for the construction and operation of CPNPP 3 and 4 pursuant to agreements with the owner of the units, CPNPC, which is responsible for providing these funds. As further described in Revision 1 to Part 1, which provides the financial projections and cost information now applicable to the owner licensee, CPNPC is a newly-formed entity that will obtain capital from its parent companies and from planned financing, including guarantees from the Department of Energy's Loan Guarantee Program. Luminant currently receives funding from CPNPC pursuant to the "Development Services Agreement," and further information regarding this agreement is provided in the proprietary attachment included with the Response CP 08. Further agreements, including an operating agreement, will be prepared and executed in due time to provide for the payment of construction and operating costs by CPNPC to Luminant and for the construction contractor for CPNPP 3 & 4."

Impact on R-COLA

Revision 1 to Part 1

Attachment

Revision 1 to Part 1 (Proprietary) (see Response CP-07)

U. S. Nuclear Regulatory Commission  
CP-200901245  
TXNB-09038  
8/31/09  
Attachment 1

**ENCLOSURE 1**

**Combined License Application, Part 1,  
Administrative and Financial Information, Rev. 1**

**(Public Version)**

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

**COL Application**

**Part 1**

**Administrative and Financial Information  
Revision 1**

**(Public Version)**

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

**TABLE OF CONTENTS**

1.0	INTRODUCTION .....	7
1.1	LICENSE ACTIONS REQUESTED .....	8
1.2	GENERAL INFORMATION	
1.2.1	Applicants.....	9
1.2.2	Corporate Parents of the Applicants .....	10
1.2.3	Description of Business or Occupation .....	13
1.2.4	Organization and Management.....	14
1.2.5	Regulatory Agencies with Jurisdiction over Rates and Services.....	14
1.2.6	Trade and News Publications .....	15
1.3	FINANCIAL QUALIFICATIONS .....	16
1.4	DECOMMISSIONING FUNDING ASSURANCE .....	18
1.5	FOREIGN OWNERSHIP OR CONTROL.....	18

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

**List of Figures:**

Figure 1.2-1 Simplified Ownership Diagram

Figure 1.2-2 Simplified Corporate Structure Diagram

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

**List of Tables**

Table 1.2-1	Energy Future Holdings Corp. (EFH) - Directors
Table 1.2-2	EFH - Executives
Table 1.2-3	Texas Electric Competitive Holdings (TCEH) – Board of Managers
Table 1.2-4	Luminant Holding Company (LHC) – Board of Managers
Table 1.2-5	Luminant Generation Company LLC (Luminant) – Board of Managers
Table 1.2-6	Luminant - Officers
Table 1.2-7	Nuclear Energy Future Holdings LLC (NEFH) – Board of Managers
Table 1.2-8	NEFH - Officers
Table 1.2-9	Nuclear Energy Future Holdings II LLC (NEFH II) – Board of Managers
Table 1.2-10	NEFH II - Officers
Table 1.2-11	Mitsubishi Heavy Industries, Ltd. (MHI) – Directors
Table 1.2-12	MHI – Officers
Table 1.2-13	MHI Nuclear North America, Inc. (MHI-NNA) – Directors
Table 1.2-14	MHI-NNA – Officers
Table 1.2-15	Comanche Peak Nuclear Power Company LLC (CPNPC) – Board of Managers
Table 1.2-16	CPNPC – Officers
Table 1.2-17	Trade and News Publications
Table 1.3-1a	Financial Plan, Rev. 1 (Proprietary)
Table 1.3-1b	Estimate of Construction Costs, Rev. 1 (Proprietary)
Table 1.3-1c	Sources and Uses of Funds, Rev. 1 (Proprietary)
Table 1.3-2	Operations and Maintenance Costs – First Five Years (Proprietary)
Table 1.3-3	Plant Performance (Proprietary)
Table 1.3-4	Market Price Projection (Proprietary)

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

Attachment 1 – Decommissioning Study for Units 3 & 4 (Non-Proprietary)

Attachment 2 – Financial Report Links (Non-Proprietary)

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

**List of Abbreviations**

EFH	Energy Future Holdings Corp.
EFC Holdings	Energy Future Competitive Holdings Corp (wholly-owned subsidiary of EFH)
TCEH	Texas Competitive Electric Holdings (wholly-owned subsidiary of EFC Holdings)
LHC	Luminant Holding Company (wholly-owned subsidiary of TCEH)
Luminant	Luminant Generation Company (wholly-owned subsidiary of LHC)
NEFH	Nuclear Energy Future Holdings (wholly-owned subsidiary of Luminant)
NEFH II	Nuclear Energy Future Holdings II (wholly-owned subsidiary of NEFH)
CPNPC	Comanche Peak Nuclear Power Company LLC (88% owned by Luminant member, NEFH II and 12 % owned by MHI member, NHI-NNA)
MHI	Mitsubishi Heavy Industries, Ltd.
MHI-NNA	MHI Nuclear North America, Inc. (wholly-owned subsidiary of MHI)
CPNPP 3&4	Comanche Peak Nuclear Power Plant Units 3 & 4 (wholly-owned by CPNPC)
ERCOT	Electric Reliability Council of Texas (Independent System Operator)
PUC	Public Utilities Commission of Texas (Governmental Body)
NEXI	Nippon Export and Investment Insurance
JBIC	Japan Bank for International Cooperation



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

**1.0 INTRODUCTION**

Due to the ownership restructuring discussed herein, and the associated changes, Part 1 is being resubmitted in its entirety. Therefore no revision bars will be included in this part.

This Combined License Application (COLA) is submitted by Luminant Generation Company LLC (Luminant) on behalf of itself and Comanche Peak Nuclear Power Company LLC (CPNPC), for the construction and operation of two nuclear-powered baseload generating plants designated as Comanche Peak Nuclear Power Plant Unit 3 and Unit 4 (hereafter referred to as CPNPP 3 & 4). In addition, special nuclear material licenses, by-product material licenses, and source material licenses as required for construction and operation are requested.

CPNPP 3 & 4 will each utilize the Mitsubishi Heavy Industries (MHI) US-Advanced Pressurized Water Reactor (US-APWR) light water reactor design of the 1700 MWe class (4466 MWt). This COLA presents descriptions and analyses of the station design, and incorporates by reference the MHI US-APWR Design Control Document (DCD) currently under review by the NRC.

The Application has been divided into parts as follows:

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

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

**1.1 LICENSE ACTIONS REQUESTED**

The purpose of this COLA is to obtain NRC approval to construct and operate two nuclear-powered base load generating units. The units will be located within the existing Luminant Comanche Peak owner controlled area site in Somervell County, Texas. In support of this objective, Luminant and CPNPC, requests the following license actions:

- License Luminant Generation Company LLC (Luminant) pursuant to Section 103 of the Atomic Energy Act of 1954, as amended (hereafter referred to as the Act), and 10 CFR Part 52 to operate Comanche Peak Nuclear Power Plant Unit 3 at the designated location in Somervell County, Texas. It is requested that the term of the license be for a period of 40 years from the date on which the Commission makes a finding that acceptance criteria are met under 10 CFR 52.103(g) or allowing operation during an interim period under the combined license under 10 CFR 52.103(c), and contain provisions that include the applicable licenses under 10 CFR Parts 30, 40, and 70 to receive, possess, and use at any time such quantities of source, byproduct, and special nuclear material as needed to construct and operate the utilization facility.
- License Comanche Peak Nuclear Power Company LLC (CPNPC) pursuant to Section 103 of the Act and 10 CFR Part 52 to construct, possess and use Comanche Peak Nuclear Power Plant Unit 3 at the designated location in Somervell County, Texas. It is requested that the term of the license be for a period of 40 years from the date on which the Commission makes a finding that acceptance criteria are met under 10 CFR 52.103(g) or allowing operation during an interim period under the combined license under 10 CFR 52.103(c).
- License Luminant Generation Company LLC (Luminant) pursuant to Section 103 of the Act and 10 CFR Part 52 to operate Comanche Peak Nuclear Power Plant Unit 4 at the designated location in Somervell County, Texas. It is requested that the term of the license be for a period of 40 years from the date on which the Commission makes a finding that acceptance criteria are met under 10 CFR 52.103(g) or allowing operation during an interim period under the combined license under 10 CFR 52.103(c), and contain provisions that include the applicable licenses under 10 CFR Parts 30, 40, and 70 to receive, possess, and use at any time such quantities of source, byproduct, and special nuclear material as needed to construct and operate the utilization facility.
- License Comanche Peak Nuclear Power Company LLC (CPNPC) pursuant to Section 103 of the Act and 10 CFR Part 52 to construct, possess and use Comanche Peak Nuclear Power Plant Unit 4 at the designated location in Somervell County, Texas. It is requested that the term of the license be for a period of 40 years from the date on which the Commission makes a finding that acceptance criteria are met under 10 CFR 52.103(g) or allowing operation during an interim period under the combined license under 10 CFR 52.103(c).

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

**1.2 GENERAL INFORMATION**

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

**1.2.1 Applicants**

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

Comanche Peak Nuclear Power Company LLC (CPNPC)

CPNPC is a special purpose entity that was created to serve as a vehicle for Luminant's and EFH's (Luminant's ultimate parent) investment in the CPNPP 3 & 4 project. CPNPC is a newly formed company and is focused on the development, construction and ownership of CPNPP 3 & 4. CPNPC will own 100% of the new units, CPNPP 3 & 4.

In September 2008, Luminant formed CPNPC as a Delaware Corporation named "Nuclear Project Company LLC". The name was subsequently changed in January 2009 to "Comanche Peak Nuclear Power Company LLC."

At the time CPNPC was formed, Energy Future Holdings Corp. (EFH) through its wholly-owned subsidiary, Luminant, created wholly-owned intermediary holding companies, including the direct parent of CPNPC, Nuclear Energy Future Holding Company II LLC (NEFH II). NEFH II is a Delaware limited-liability company and along with CPNPC are the intermediary companies for Luminant's control and ownership of the project.

On January 30, 2009, Luminant through its subsidiary, NEFH II, entered into an agreement with MHI Nuclear North America, Inc. (MHI-NNA) a wholly-owned subsidiary of Mitsubishi Heavy Industries, LTD. (MHI) to develop up to two nuclear generating units using the MHI US-APWR technology on a site contiguous to Comanche Peak units 1 & 2 located in Somervell and Hood Counties, Texas. The agreement provided MHI-NNA a Delaware limited-liability company a minority member interest (12%) in CPNPC with the controlling interest being held by NEFH II (88%) the wholly-owned subsidiary of Luminant. As part of the agreement, EFH through its wholly-owned subsidiary, Texas Competitive Electric Holdings Company LLC and Mitsubishi Heavy Industries, Ltd. provided performance guarantees for their subsidiaries Luminant and MHI-NNA, respectively.

CPNPC and its members are jointly responsible for the development, construction and ownership of CPNPP 3 & 4. The relationship of these companies and their intermediary holding companies is reflected in Figure 1.2-1, "Simplified Ownership Diagram" and Figure 1.2-2, "Simplified Corporate Structure Diagram."

The applicant's corporate address is shown below:

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

Comanche Peak Nuclear Power Company LLC  
Lincoln Plaza, 10<sup>th</sup> Floor  
500 North Akard Street  
Dallas, TX 75201

Luminant Generation Company LLC (Luminant)

Pursuant to the terms of its Development Services Agreement with CPNPC, Luminant is responsible for the administration and development of CPNPP 3 & 4 during the development phase of the project and will be the operator of CPNPP 3 & 4. It is also the indirect and controlling owner in CPNPC (88%) through its wholly-owned subsidiary NEFH II. Luminant (formerly TXU Generation Company LLC) is the competitive power generation business of EFH and is engaged in electricity generation, development and construction of new generation facilities, wholesale marketing and trading, and mining activities.

Luminant was organized in the State of Texas and is a subsidiary of EFH through a series of wholly-owned subsidiary holding companies. EFH is a Texas corporation and operates its competitive companies through its wholly-owned subsidiary, Energy Future Competitive Holdings Company (EFC Holdings), also a Texas corporation and its wholly-owned subsidiary, Texas Competitive Electric Holdings Company LLC (TCEH), which is a Delaware limited-liability company.

The relationships of these companies, their intermediary holding companies and the state they were organized in are reflected in Figure 1.2-1, "Simplified Ownership Diagram" and Figure 1.2-2, "Simplified Corporate Structure Diagram."

The term "Luminant" shall be used for Luminant Generation Company LLC.

The applicant's corporate address is shown below:

Luminant Generation Company LLC  
Lincoln Plaza, 14<sup>th</sup> Floor  
500 North Akard Street  
Dallas, TX 75201

**1.2.2 Corporate Parents of Applicants**

Energy Future Holdings Corp. – Parent (EFH)

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

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

The existing corporate structure of these companies and their intermediary holding companies are reflected in Figure 1.2-1, "Simplified Ownership Diagram" and Figure 1.2-2, "Simplified Corporate Structure Diagram."

The address for the parent is shown below.

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

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

A. Names

Texas Energy Future Capital Holdings LLC (Texas Energy GP) (the general partner of Texas Energy Future Holdings LP)  
Texas Energy Future Holdings LP (Texas Energy LP)

B. Addresses of owners

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

and

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

EFC Holdings, TCEH, LHC, NEFH and NEFH II

TCEH is a Dallas-based holding company for subsidiaries engaged in competitive electricity market activities largely in Texas, including Luminant, which is a competitive power generation business engaged in electricity generation, development and construction of new generation facilities, wholesale marketing and trading and mining activities, and TXU Energy Retail Company LLC (TXU Energy), which is a competitive retailer that provides electricity and related services in Texas. TCEH is a wholly-owned subsidiary of EFC Holdings, which is a wholly-owned subsidiary of EFH. NEFH II, a limited liability company organized under the laws of the State of Delaware, is a wholly-owned subsidiary of NEFH, which is a wholly-owned subsidiary of Luminant, which is a wholly-owned subsidiary of Luminant Holding Company (LHC), which is a wholly-owned subsidiary of TCEH. While TCEH, LHC, NEFH and NEFH II are wholly-owned subsidiaries of EFH and EFC Holdings, they are separate legal entities from EFH and EFC Holdings and all of their other affiliates with their own assets and liabilities. NEFH II is an 88% owner of CPNPC. CPNPC and its members are jointly responsible for the development, construction and ownership of CPNPP 3 & 4.

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

The existing corporate structure of these companies and their intermediary holding companies are reflected in Figure 1.2-1, "Simplified Ownership Diagram" and Figure 1.2-2, "Simplified Corporate Structure Diagram."

The corporate addresses for EFC Holdings, TCEH, LHC, NEFH and NEFH II are shown below:

Texas Competitive Electric Holdings Company LLC  
Energy Plaza  
1601 Bryan Street  
Dallas, TX 75201-3411 ; and

NEFH II  
Lincoln Plaza, 14<sup>th</sup> Floor  
500 North Akard Street  
Dallas, TX 75201

Mitsubishi Heavy Industries, Ltd. (MHI) and MHI Nuclear North America, Inc. (MHI-NNA)

MHI through its wholly-owned subsidiary, MHI-NNA is a 12% owner of the new company, CPNPC. MHI is a corporation organized under the laws of Japan. MHI-NNA is a corporation organized under the laws of the State of Delaware. CPNPC and its members are jointly responsible for the development, construction and ownership of CPNPP 3 & 4.

The existing corporate structure of these companies and their intermediary holding companies and their relationship to EFH are reflected Figure 1.2-1, "Simplified Ownership Diagram" and Figure 1.2-2, "Simplified Corporate Structure Diagram."

The corporate addresses for MHI and MHI NNA are shown below:

Mitsubishi Heavy Industries, Ltd.  
Global Nuclear Business Operations  
16-5, Konan 2-Chome, Minato-ku  
Tokyo, 108-8215 Japan; and

MHI Nuclear North America, Inc.  
1540 Broadway  
New York, New York  
10036

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

**1.2.3 Discussion of Business or Occupation**

**1.2.3.1 Luminant Generation Company, Parents and Related Companies**

EFH (formerly TXU Corp.) conducts its operations principally through EFC Holdings and its subsidiary TCEH for competitive businesses and Energy Future Intermediate Holding Company LLC (EFI Holding) and its subsidiary Oncor Electric Delivery Holdings Company LLC (Oncor) for its regulated businesses.

TCEH is a holding company for subsidiaries engaged in competitive electricity market activities largely in Texas. This includes Luminant Holding Company LLC (LHC), which includes Luminant Generation Company LLC and its wholly-owned subsidiaries, NEFH, NEFH II and jointly owned CPNPC. LHC is engaged in competitive electricity generation, development and construction of new generation facilities, wholesale marketing and trading, and mining activities.

As of December 31, 2008, TCEH through LHC and its subsidiaries owned or leased 18,365 MW of generation capacity in Texas, which consists of lignite-fueled, nuclear-fueled, natural gas-fueled and oil-fueled generation facilities. In addition, Luminant is the largest purchaser of wind-generated electricity in Texas and the fifth largest in the US. TCEH is currently constructing three lignite-fueled generation units in Texas with expected generation capacity totaling approximately 2,200 MW. Permits have been obtained for the three new lignite-fueled units, which are expected to come on-line in 2009 and 2010.

TCEH also includes TXU Energy, which is a competitive retailer that provides electricity and related services to 2.1 million electricity customers in Texas. As of December 31, 2008, TXU Energy's estimated share of the total ERCOT retail market for residential and small business electricity customers was approximately 37% and 26%, respectively (based on customer counts).

At December 31, 2008, EFC Holdings, the parent of TCEH and its subsidiaries had approximately 4,300 full-time employees, including approximately 2,000 employees under collective bargaining agreements.

The other principal EFH business (Oncor) is engaged in regulated electricity transmission and distribution operations in Texas and does not report through and is separated from EFC Holdings and TCEH. Oncor is an electricity distribution and transmission company that is regulated by the Public Utility Commission of Texas (PUC). It provides both distribution services to retail electric providers that sell electricity to consumers and transmission services to other electricity distribution companies, cooperatives and municipalities. Oncor operates the largest distribution and transmission system in Texas, delivering electricity to more than three million homes and businesses and operating more than 117,000 miles of transmission and distribution lines in Texas. At December 31, 2008, Oncor had approximately 3,600 full time employees, including approximately 650 employees under collective bargaining agreements.

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

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

**1.2.3.2 MHI- Nuclear North America, Inc., Parents and Related Companies**

MHI Nuclear North America, Inc. is a 12% owner of CPNPC and is a wholly-owned subsidiary of Mitsubishi Heavy Industries, Ltd. (MHI). MHI is responsible for developing the overall standard plant design of the U.S. Advanced Pressurized Water Reactor (US-APWR), which is the technology proposed for Comanche Peak 3 & 4. MHI, through its wholly-owned subsidiary MNES, is also supporting the combined license application (COLA) including the Final Safety Analysis Report (FSAR) and seeking design certification of the US-APWR. It is anticipated that MHI and affiliates will exclusively provide engineering and major equipment for the project. MHI is a diversified company that manufactures a range of products, including heavy machinery, ships, industrial equipment, wind turbines, aircraft engines, automobiles and power plants.

**1.2.4 Organization and Management**

EFH, through its subsidiaries directly related to the operation and ownership interest in Comanche Peak 3 & 4 are: TCEH, LHC, Luminant, NEFH, NEFH II and CPNPC. The current simplified ownership structure of Energy Future Holdings Corp. and the subsidiaries directly related to the ownership interest in CPNPP 3 & 4 are provided in Figure 1.2-1, "Simplified Ownership Diagram" and Figure 1.2-2, "Simplified Corporate Structure."

The business and affairs of EFH are managed under the direction of an EFH board of directors and through the EFH officers that are listed in Table 1.2-1 and Table 1.2-2 respectively.

EFH's subsidiary, Oncor, is governed by a separate board of directors that is comprised of a majority of independent directors. This is necessary because it is a regulated transmission and delivery company and is ring fenced from the rest of the EFH competitive companies.

EFH's competitive subsidiaries, including TCEH, Luminant and its subsidiaries, NEFH and NEFH II are directed by boards of Managers and officers approved by EFH. CPNPC is directed by a Board of Managers and officers approved by its Luminant member, NEFH II and its MHI member, MHI-NNA, in accordance with the terms of the Amended and Restated Limited Liability Company Agreement of Comanche Peak Nuclear Power Company LLC. These managers and officers are listed on Tables 1.2-3 through 1.2-16.

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

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

The Public Utility Commission of Texas (PUC) has jurisdiction over the electric market in the region managed by an independent system operator or the Electric Reliability Council of Texas (ERCOT). This authority is focused on wholesale and retail market oversight, customer



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

protection rules, ratemaking and oversight of regulated utilities (transmission and delivery), reliability compliance, and matters related to the transition to the competitive market, such as oversight of nuclear decommissioning trusts of existing nuclear plants in ERCOT.

Traditional retail ratemaking has been replaced with a "customer choice" model where retail rates are established in a competitive market, subject to PUC customer protection rules. Likewise, the wholesale electric market pricing is set by competitive processes (under the market oversight of the PUC and a wholesale Market Monitor selected by the PUC), both through bilateral power agreements and ERCOT, as the independent system operator, who is responsible for transmission system open access, energy scheduling and accounting, transmission control area management, system planning, and support of the competitive retail market and financial settlement of the wholesale market.

ERCOT manages the flow of electric power to approximately 22 million Texas customers, representing 85 percent of the State's electric load and 75 percent of the Texas land area. As the independent system operator for the region, ERCOT schedules power on an electric grid that connects 40,327 miles of high voltage transmission lines and more than 566 generation units. ERCOT also manages financial settlements for the competitive choice areas.

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

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

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

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

**1.2.6 Trade and News Publications**

Trade and news publications that circulate in the area around the proposed facility and nationally that are considered appropriate to give reasonable notice of the application to those parties that might have a potential interest in the proposed facility are listed in Table 1.2-9.

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

**1.3 Financial Qualifications**

EFH (formerly TXU Corp.)

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

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

To review EFH's financial condition, please refer to the SEC Form 10K dated December 31, 2008 in the following sections; liquidity information, Page 93, financial statements and supplementary data, pages 117-123 and for credit facilities see page 153.

EFC Holdings and TCEH

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

To review EFC Holdings' and TCEH's financial condition, please refer to the Independent Auditor's Reports as of December 31, 2008 contained in the annual report of EFC Holdings, in the following sections: financial statements on pages 2-6 and credit facilities on page 28.

Luminant

Luminant is financially qualified as the operator of Comanche Peak 3 & 4, because it will obtain funds for the construction and operation of Comanche Peak 3 & 4 pursuant to agreements with the owner of the units, CPNPC, which is responsible for providing these funds. As discussed further below, CPNPC is a newly formed entity and is submitting information regarding projected source of funds and income statements. CPNPC has existing resources to fund ongoing activity, and it will obtain funds for construction by obtaining capital from its parent companies and from existing and planned financing activities, including guarantees from the Department of Energy's Loan Guarantee Program. Luminant currently receives funding from CPNPC pursuant to the Development Services Agreement between the parties dated as of January 30, 2009. Further agreements will be prepared and executed to provide for the payment of construction and operating costs from CPNPC to Luminant.

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

CPNPC

CPNPC is providing projected source and use of funds statements and income statements for Operation and Maintenance for CPNPP 3 & 4 as a stand-alone operation for the five-year calendar period from 2017 through 2021. Copies of the projected sources and uses of funds, income statements, related performance schedules are contained in Tables 1.3-1c, 1.3-2 and 1.3-3. CPNPC requests that Tables 1.3-1a-c, 1.3-2 and 1.3-3 be withheld from public disclosure, as described in the Section 2.390 Affidavits provided in Part 0 of this COLA (Redacted versions of these documents, suitable for public disclosure, are contained in Attachment 2.) These financial statements demonstrate that CPNPC alone possesses, or has reasonable assurance of obtaining, funds necessary to cover its estimated operating costs during this period.

The assumption of market price is included in Table 1.3-4. CPNPC requests that Table 1.3-4 be withheld from public disclosure, as described in the Section 2.390 Affidavits provided in Part 0 of this COLA. Redacted versions of these documents, suitable for public disclosure, are contained in Attachment 2.

CPNPC will sell the generation output from Comanche Peak 3&4 in the ERCOT wholesale power markets. The projected income statements for the first five years of operation show that anticipated revenues from sales of energy from the planned capacity of CPNPP 3 & 4 provide assurance that CPNPC will have an adequate source of funds to support its operating expenses, including support for CPNPP 3 & 4 on an ongoing basis.

The construction period for the project is 116 months per unit, which includes the COLA processing time. The estimate of construction costs and the sources of construction funds for Comanche Peak 3 & 4 are described in Table 1.3-1b-c (proprietary). The Department of Energy guarantees are an important part of the plan to get capital and debt markets to invest in the project. Construction financing will be provided by the equity sponsors or otherwise arranged by the sponsors (e.g., vendor financing) until the COLA application is approved, at which time the debt market will also be used to finance the construction period.

Tables 1.3-2 and 1.3-3 (both proprietary) provide the operations and maintenance costs for the first five years for CPNPP 3 & 4. The sources to cover the operating costs will come from the sale of electricity through power purchase agreements.

Mitsubishi Heavy Industries, Ltd.

Mitsubishi Heavy Industries ("MHI") is a large (~\$40 billion enterprise value), highly rated diversified manufacturing company and a major player in the global nuclear power equipment market. MHI's Power Systems division, of which nuclear is a part, is the largest division within MHI and represents approximately 30% of MHI's total revenues and almost 43% of its operating profit. Accordingly, one of MHI's highest strategic priorities is to establish a strong position in the U.S. nuclear market. MHI is a clear leader in innovating advanced pressurized water reactor ("APWR") products and constructing APWR plants, with 23 completed facilities, one in progress, and two in the licensing stage in Japan. MHI is fully committed to CPNPP 3 & 4, which is the reference plant for APWR technology in the United States and represents a critical step for MHI in developing and growing its U.S. nuclear business. MHI is not only expected to

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

provide technology expertise to the project, but is also expected to invest in the project to demonstrate its strong continued commitment to the project.

Historical and current financial information for MHI is available in annual and quarterly reports filed with the Financial Service Agencies, Japan or in equivalent reports available on MHI's website. The public may read and copy the reports or other information that MHI files with the Financial Service Agencies, Japan at Electric Disclosure for Investors' NET work at <https://info.edinet-fsa.go.jp/E01EW/BLMainController.jsp> and at MHI's website at <http://www.mhi.co.jp/en/>. In the March 31, 2009 Annual Report for Mitsubishi Heavy Industries refer to pages 41-52 for financial statements and management discussion and analysis

#### **1.4 Decommissioning Funding Assurance**

The applicants certify that prior to initial fuel load they will provide financial assurance for decommissioning based upon the NRC minimum "formula" amount calculated pursuant to 10 CFR 50.75(c). Attachment 1, New Plant Financial Assurance, dated: July 8, 2009, provides the current calculation of the NRC formula amount. This amount will be adjusted annually in accordance with 10 CFR 50.75(b)(2). The applicants' funding proposals to cover those costs in accordance with 10 CFR 50.75 are set forth below.

In accordance with the terms of 10 CFR 50.75(e)(1)(vi), the applicants will provide decommissioning funding assurance for the obligation for decommissioning using the external sinking fund method consistent with provisions of 10 CFR 50.75(e)(1)(ii), with funds accumulated in segregated trusts maintained by CPNPC, except that CPNPC will not ordinarily collect funding from ratepayers. In accordance with the requirements of 10 CFR 50.75(e)(1)(ii), CPNPC will set aside funds periodically, no less frequently than annually, in trust fund accounts segregated from its assets and outside its administrative control and in which the total amount of funds will be sufficient to fund decommissioning at the time permanent cessation of operations is expected. However, the funds periodically set aside are expected to be generated from sales of power. Although CPNPC does not technically qualify to use the sinking fund method as its exclusive mechanism under the provisions of 10 CFR 50.75(e)(1)(ii)(A)&(B), CPNPC plans to set aside funds for decommissioning under the oversight and jurisdiction of the Public Utility Commission of Texas and pursuant to Texas law, which provides that ratepayers would be obligated to fund the total cost of decommissioning in the event that the applicant fails to periodically set aside funds as planned (per Tex. Util. Code Ann. § 39.206 (Vernon 1998 and Supp. 2007)). Thus, if CPNPC does not provide periodic funding from its own revenues, Texas Law would provide for a mechanism for funding decommissioning that does meet the requirements of 10CFR 50.75(e)(1)(ii)(A).

An updated Decommissioning Study and certifications (Attachment 1) are included with this document consistent with the requirements of 10 CFR 50.75(b) and 10 CFR 50.75(e)(3).

#### **1.5 Foreign Ownership or Control**

Texas Energy Future Capital Holdings LLC (Texas Energy GP) is the sole general partner of the Texas Energy Future Holdings Limited Partnership (Texas Energy LP), the direct parent of Energy Future Holdings Corp. and the ultimate parent of Luminant Holding Company LLC. Luminant, and thus the indirect parent of the licensee is not owned, controlled, or dominated by

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

any alien, foreign corporation, or foreign government. This conclusion is demonstrated by a functional analysis of the governance structure of Texas Energy LP and its investors, consistent with the Commission's Final Standard Review Plan on Foreign Ownership, Control, or Domination, 64 Fed. Reg. 52,355 (Sept. 28, 1999) ("SRP"). Fifteen of the sixteen individuals who are currently on the EFH Board of Directors are U.S. citizens; the sixteenth is a citizen of South Africa. The participation of one citizen of South Africa as a director of EFH has no material impact on EFH's current compliance with foreign ownership, control, or influence ("FOCI") regulations. Texas Energy LP is a Delaware limited partnership domiciled in the United States.

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

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

Finally, the participation in the ownership of CPNPC by MHI-NNA, is a minority non-controlling interest and does not constitute impermissible foreign ownership, control, or domination of Luminant's<sup>1</sup> controlling ownership (88%) of CPNPC. No negation action plan is necessary, because MHI is not able to exercise control or domination over CPNPC or its corporate parents. MHI has appointed two of the four Managers of CPNPC, both of whom are citizens of Japan. However, these two members only have authority to vote in accordance with MHI's 12% interest in CPNPC. The controlling 88% is voted by the two Managers, including the Chairman, appointed by entities controlled by Luminant, and both of these Managers are citizens of the United States. These Managers are identified in Table 1.2-15. In addition, some of the officers of CPNPC identified in Table 1.2-16 are citizens of Japan affiliated with MHI. However, these officers report to and act under the control of the Chairman and Development Manager of CPNPC, who are both citizens of the United States and affiliated with Luminant. The corporate governance of CPNPC is established pursuant to the Amended and Restated Limited Liability Company Agreement of Comanche Peak Nuclear Power Company LLC.

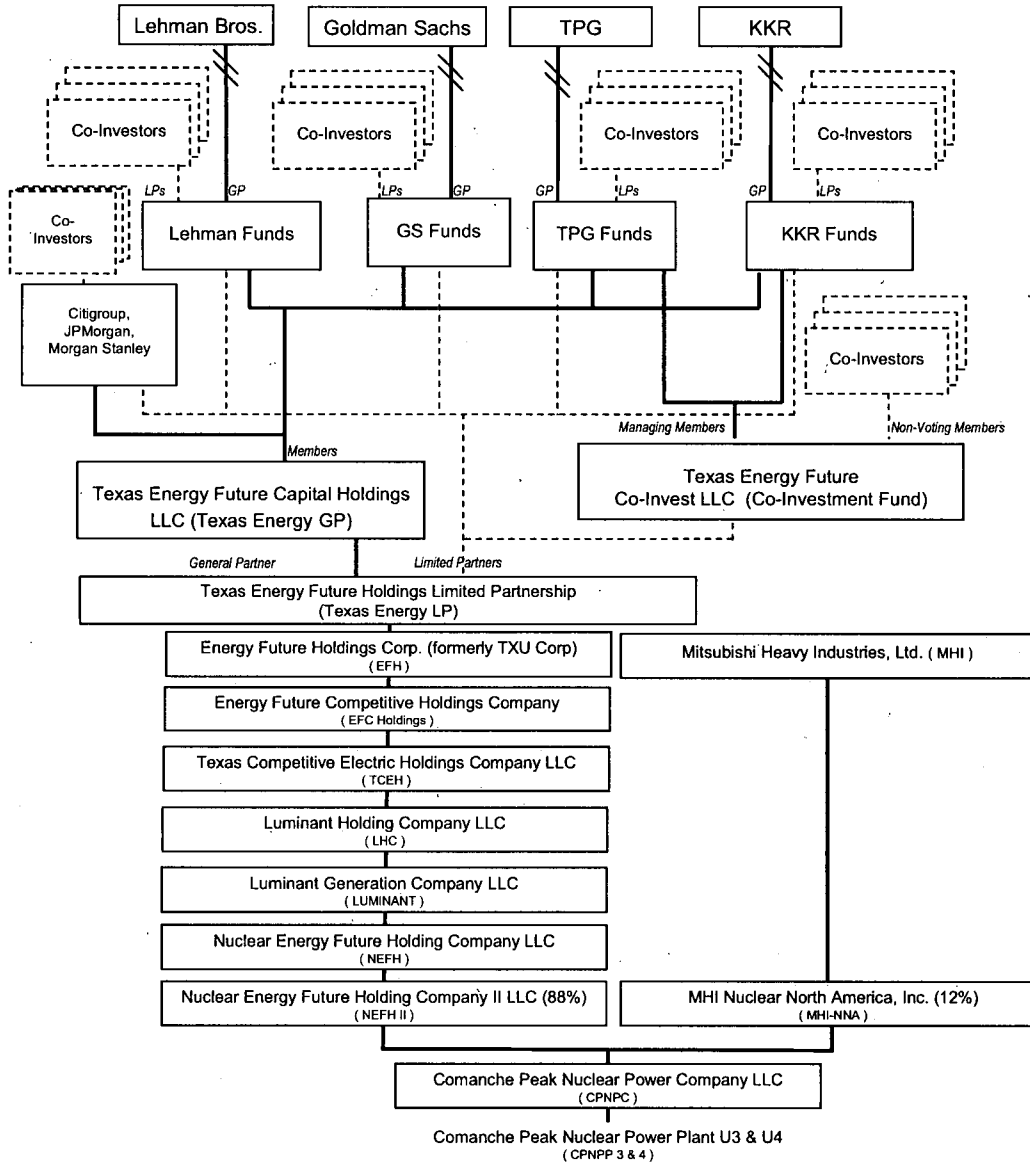
<sup>1</sup> See SRP § 3.2, 64 Fed. Reg. at 52,358 ("An applicant that is partially owned by a foreign entity, for example, partial ownership of 50% or greater, may still be eligible for a license if certain conditions are

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

imposed, such as requiring that officers and employees of the applicant responsible for special nuclear material must be U.S. citizens."); SRP § 4.2, 64 Fed. Reg. at 52,359 (information to be considered includes "whether any foreign interest controls, or is in a position to control the election, appointment, or tenure of any of the applicant's directors, officers, or executive personnel").

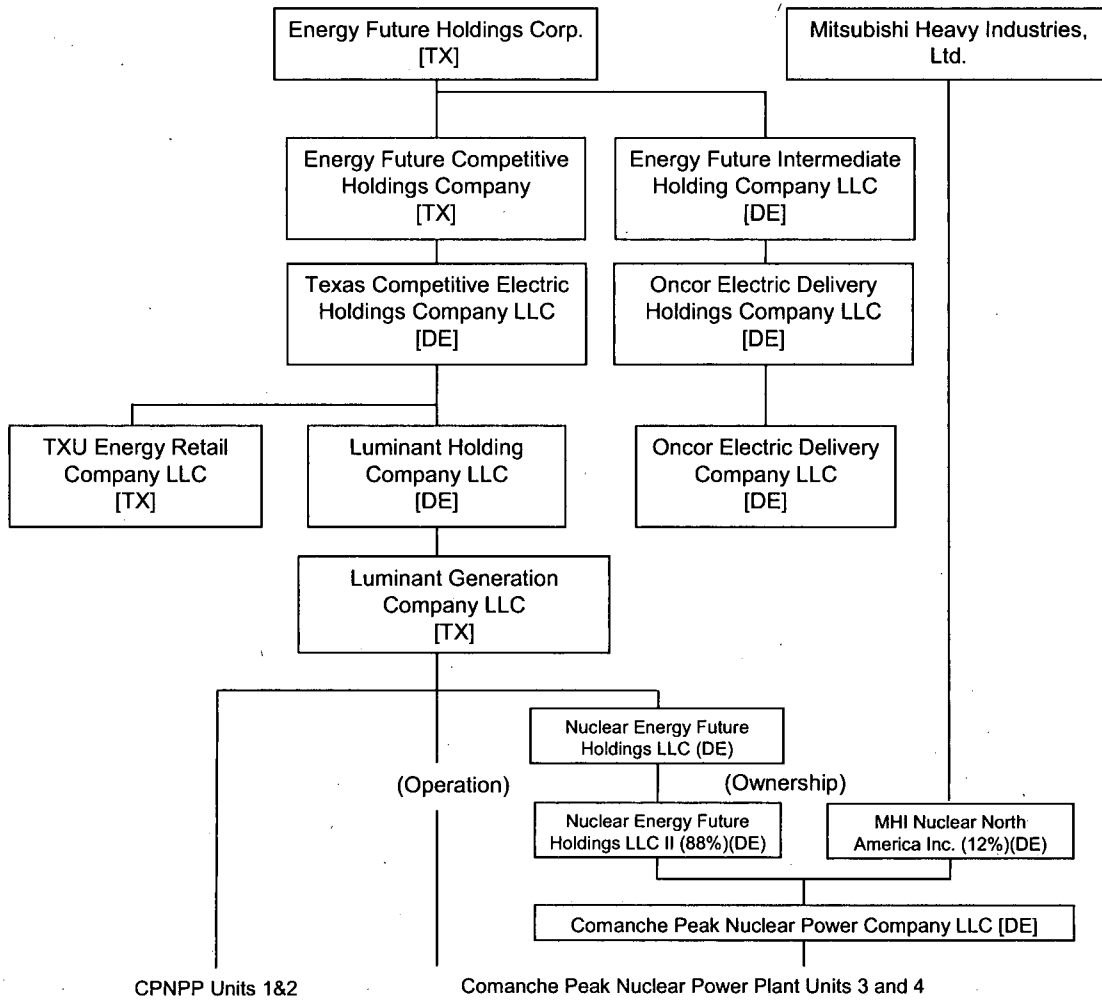
**Comanche Peak Nuclear Power Plant, Units 3 & 4  
COL Application  
Part 1, Administrative and Financial Information**

**FIGURE 1.2-1  
Simplified Ownership Diagram**



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

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





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

**Table 1.2-1  
Energy Future Holdings Corp. (EFH) - Board of Directors**

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

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

**Table 1.2-2  
EFH - Executive Officers**

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

**Table 1.2-3  
Texas Electric Competitive Holdings (TCEH) - Board of Managers**

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

**Table 1.2-4  
Luminant Holding Company (LHC) - Board of Managers**

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

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

**Table 1.2-5  
Luminant Generation Company LLC (Luminant) - Board of Managers**

<b>Managers</b>	<b>Position</b>	<b>Citizenship</b>
David A. Campbell	Manager, Chairman of the Board	USA
Paul Kegelevic	Manager	USA

**Table 1.2-6  
Luminant - Officers**

<b>Officer</b>	<b>Position</b>	<b>Citizenship</b>
David A. Campbell	President and Chief Executive, Luminant	USA
Michael R. Blevins	Executive VP and (Acting) Chief Operating Officer	USA
Mark A. McFarland	Executive VP and Chief Commercial Officer	USA
M. Rizwan Chand	Executive VP	USA
Rafael Flores	Senior VP and Chief Nuclear Officer	USA
David D. Faranetta	Senior VP and Chief Financial Officer	USA
William A. Moore	General Counsel, Chief Legal Officer	USA
Richard R. Federwisch	Senior VP	USA
Robert C. Frenzel	Senior VP	USA
Shawn Glacken	Senior VP	USA
Stephen J. Kopenitz	Senior VP	USA
Stanley J. Szlauderbach	Senior VP	USA
Stephen G. Horn	Vice President	USA
Mitchell L. Lucas	Vice President	USA
Gerry L. Pearson	Vice President	USA
Patrick Williams	Vice President	USA
Gary L. Moor	Secretary	USA
Anthony R. Horton	Treasurer	USA
Betty R. Fleshman	Assistant Secretary	USA
Michael B. Davis	Assistant Treasurer	USA
Carla A. Howard	Tax Signing Officer	USA
David A. Sigler	Tax Signing Officer	USA

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

**Table 1.2-7  
Nuclear Energy Future Holdings LLC (NEFH) – Board of Managers**

<b>Managers</b>	<b>Position</b>	<b>Citizenship</b>
David A. Campbell	Manager, Chairman of the Board	USA
Charles R. Enze	Manager	USA
Paul M. Keglevic	Manager	USA
Mark A. McFarland	Manager	USA

**Table 1.2-8  
NEFH – Officers**

<b>Officer</b>	<b>Position</b>	<b>Citizenship</b>
David A. Campbell	President and Chief Executive, Luminant	USA
Michael R. Blevins	Executive VP and (Acting) Chief Operating Officer	USA
Mark A. McFarland	Executive VP and Chief Commercial Officer	USA
M. Rizwan Chand	Executive VP	USA
Rafael Flores	Senior VP and Chief Operating Officer	USA
David D. Faranetta	Senior VP and Chief Financial Officer	USA
William A. Moore	General Counsel, Chief Legal Officer	USA
Robert C. Frenzel	Senior VP	USA
Shawn Glacken	Senior VP	USA
Stephen J. Kopenitz	Senior VP	USA
Stanley J. Szlauderbach	Senior VP	USA
Mitchell L. Lucas	Vice President	USA
Brett Wiggs	Vice President	USA
Jared S. Richardson	Secretary	USA
Anthony R. Horton	Treasurer	USA
Betty R. Fleshman	Assistant Secretary	USA
Michael B. Davis	Assistant Treasurer	USA
Carla A. Howard	Tax Signing Officer	USA
David A. Sigler	Tax Signing Officer	USA

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

**Table 1.2-9  
Nuclear Energy Future Holdings II LLC (NEFH II) – Board of Managers**

<b>Managers</b>	<b>Position</b>	<b>Citizenship</b>
David A. Campbell	Manager, Chairman of the Board	USA
Charles R. Enze	Manager	USA
Paul M. Keglevic	Manager	USA
Mark A. McFarland	Manager	USA

**Table 1.2-10  
NEFH II –Officers**

<b>Officer</b>	<b>Position</b>	<b>Citizenship</b>
David A. Campbell	President and Chief Executive, Luminant	USA
Michael R. Blevins	Executive VP and (Acting) Chief Operating Officer	USA
Mark A. McFarland	Executive VP and Chief Commercial Officer	USA
M. Rizwan Chand	Executive VP	USA
Rafael Flores	Senior VP and Chief Operating Officer	USA
David D. Faranetta	Senior VP and Chief Financial Officer	USA
William A. Moore	General Counsel, Chief Legal Officer	USA
Robert C. Frenzel	Senior VP	USA
Shawn Glacken	Senior VP	USA
Stephen J. Kopenitz	Senior VP	USA
Stanley J. Szlauderbach	Senior VP	USA
Mitchell L. Lucas	Vice President	USA
Brett Wiggs	Vice President	USA
Jared S. Richardson	Secretary	USA
Anthony R. Horton	Treasurer	USA
Betty R. Fleshman	Assistant Secretary	USA
Michael B. Davis	Assistant Treasurer	USA
Carla A. Howard	Tax Signing Officer	USA
David A. Sigler	Tax Signing Officer	USA

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

**Table 1.2-11  
Mitsubishi Heavy Industries, Ltd, (MHI) - Board of Directors**

<b>Director</b>	<b>Position</b>	<b>Citizenship</b>
Kazuo Tsukuda	Director	Japan
Hideaki Omiya	Director	Japan
Hideo Egawa	Director	Japan
Ichiro Fukue	Director	Japan
Hiroshi Kan	Director	Japan
Sunao Aoki	Director	Japan
Katsuhiko Yoshida	Director	Japan
Shiro Iijima	Director	Japan
Katsuhiko Yasuda	Director	Japan
Akira Sawa	Director	Japan
Teruaki Kawai	Director	Japan
Shunichi Miyanaga	Director	Japan
Yoshiaki Tsukuda	Director	Japan
Fumio Wakisaka	Director	Japan
Ken Watabe	Director	Japan
Kiyonobu Toma	Director	Japan
Mikio Sasaki	Outside Directors	Japan
Akihiro Wada	Outside Directors	Japan
Yoshihiro Sakamoto	Outside Directors	Japan

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

**Table 1.2-12  
MHI – Officers**

<b>Officer</b>	<b>Position</b>	<b>Citizenship</b>
Hideaki Omiya	President	Japan
Ichiro Fukue	Senior Executive Vice President	Japan
Hiroshi Kan	Senior Executive Vice President	Japan
Sunao Aoki	Senior Executive Vice President	Japan
Shiro Iijima	Executive Vice President	Japan
Katsuhiko Yasuda	Executive Vice President	Japan
Akira Sawa	Executive Vice President	Japan
Teruaki Kawai	Executive Vice President	Japan
Shunichi Miyanaga	Executive Vice President	Japan
Yoshiaki Tsukuda	Executive Vice President	Japan
Yujiro Kawamoto	Executive Vice President	Japan

**Table 1.2-13  
MHI Nuclear North America, Inc. (MHI-NNA) – Directors**

<b>Director</b>	<b>Position</b>	<b>Citizenship</b>
Terumasa Onaka	Director	Japan

**Table 1.2-14  
MHI-NNA – Officers**

<b>Officer</b>	<b>Position</b>	<b>Citizenship</b>
Terumasa Onaka	President	Japan
Saiki Hiroshi	Secretary	Japan

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

**Table 1.2-15  
Comanche Peak Nuclear Power Company LLC (CPNPC) – Board of Managers**

<b>Managers</b>	<b>Position</b>	<b>Citizenship</b>
Mark A. McFarland	Manager, Chairman of the Board	USA
Mike R. Blevins	Manager	USA
Masahiko Kaneda	Manager	Japan
Terumasa Onaka	Manager	Japan

**Table 1.2-16  
CPNPC - Officers**

<b>Officer</b>	<b>Position</b>	<b>Citizenship</b>
M. A. McFarland	President and Chief Executive	USA
Michael R. Blevins	Executive VP and Chief Operating Officer	USA
Terumasa Onaka	Executive Vice President for Japanese Finance	Japan
Masahiko Kaneda	Executive Vice President for US-APWR Engineering	Japan
Noriyuki Kuwata	Executive Officer for Japanese Finance	Japan
David D. Faranetta	Senior VP and Chief Financial Officer	USA
Shawn Glacken	Senior Vice President	USA
Stanley J. Szlauderbach	Senior Vice President	USA
Yoshinobu Shibata	Senior Vice President for Japanese Finance	Japan
Frank P. Gillespie	Senior Vice President for US-APWR Engineering	USA
Rafael Flores	Senior Vice President and Chief Nuclear Officer	USA
Mitch Lucas	Vice President	USA
Brett Wiggs	Vice President and Development Manager	USA
Tony R. Horton	Treasurer	USA
Jared S. Richardson	Secretary	USA
Michael B. Davis	Assistant Treasurer	USA
Betty R. Fleshman	Assistant Secretary	USA
Carla A. Howard	Tax Signing Officer	USA
David A. Sigler	Tax Signing Officer	USA



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

**Table 1.2-17  
Trade and News Publications**

**Hood County News –**

Editor, Roger Enlow [editor@hcnews.com](mailto:editor@hcnews.com)  
Publisher, Jerry Tidwell [jtidwell@hcnews.com](mailto:jtidwell@hcnews.com)

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

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

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

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

**Reuters -**

Eileen O'Grady 713-210-8522 Cell: 646-281-6074 [Eileen.ogrady@reuters.com](mailto:Eileen.ogrady@reuters.com)  
Eileen Moustakis - 646-223-6074 cell: 646-223-6079 [Eileen.Moustakis@reuters.com](mailto:Eileen.Moustakis@reuters.com)

**Dow Jones**

Michael Rieke – 713-227-5440 201-938-2061  
Kisten McNamara 713-547-9234 [kristen.mcnamara@dowjones.com](mailto:kristen.mcnamara@dowjones.com)

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

**Nucleonics Week**

Jenny Weil - 202-383-2170 202-383-2163 [jenny\\_weil@platts.com](mailto:jenny_weil@platts.com)  
Elaine Hiruo 202-383-2125 [elaine\\_hiruo@platts.com](mailto:elaine_hiruo@platts.com)

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

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

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

**NEI -**

Scott Peterson 202-739-8044 [jsp@nei.org](mailto:jsp@nei.org)  
Steve Kerekes 202-739-8073 [sck@nei.org](mailto:sck@nei.org)  
Thelma Wiggins 202-739-8046 [tlw@nei.org](mailto:tlw@nei.org)  
202-785-4113

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

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

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

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

**ATTACHMENT 1**  
**Decommissioning Study for Units 3 & 4**

The following reports the calculation of the formula amount as of July 08, 2009 for each of the two nuclear powered generating plants designated as CPNPP Units 3 and 4, calculated in accordance with the provisions of 10 CFR 50.75(c) and the guidance provided in NUREG-1307, Rev. 12. The Applicants will annually adjust the minimum formula amount calculation in accordance with 10 CFR 50.75(b)(2).

The Applicants hereby certify that, no later than 30 days after the Commission publishes a notice in the *Federal Register* under 10 CFR 52.103(a), they will provide decommissioning funding assurance using the methods in accordance with 10 CFR 50.75(e)(1), as described in COLA Part 1, Section 1.4, or as otherwise permitted by 10 CFR 50.75(e)(1) after having provided prior written notice to the NRC Staff of any proposed change(s) in the method of providing decommissioning funding assurance. They further certify that they will provide such funding assurance in amounts not less than the formula amount calculation.

Taking into account credit for projected earnings on trust fund balances and annual contributions using a two percent real rate of return, as permitted by 10 CFR 50.75(e)(ii), the annual funding for each plant would be expected to be in the range of \$9,000,000 per unit in current year dollars. The actual annual contributions by the applicants will be established in connection with proceedings to be conducted by the Public Utility Commission of Texas.

In addition, both two years and one year before the scheduled date of initial loading of fuel, and consistent the schedule required by 10 CFR 50.75(e)(3), the Applicants will submit a report updating this certification and the information provided in this report, as well as copies of the form(s) of financial instrument(s) to be used in providing financial assurance for decommissioning), e.g., a decommissioning trust agreement for an external sinking fund.

# Office Memorandum

Energy Future Holdings

EFH Corporate Services

Date: July 8, 2009

To: Robert Reible

From: John E. Thompson, Jr.

**Re: Supporting Workpapers for the NRC Financial Assurance Report  
for Comanche Peak Units 3 and 4**

Attached are the Workpapers for the initial NRC Financial Assurance Report for Comanche Peak Units 3 and 4, pursuant to the 10 CFR 50.75(f) Financial Assurance filing requirements. The assumed license start dates are 1/1/16 and 1/1/17 for Units #3 and #4 respectively. The minimum NRC decommissioning cost using the 10 CFR 50.75(c) formula at the start-up date for each unit is estimated in 2015 and 2016 dollars for Units #3 and #4 respectively.

Earnings were projected to the license expiration date for each unit using the two percent real rate of return provided for in 10 CFR 50.75(e)(ii). The sum of the trust balance at the start date, plus the sum of future contributions, plus the sum of the real return earnings over the life of the license must be at least equal to the minimum NRC decommissioning cost at the start-up date for each unit to meet the NRC Financial Assurance test. While the table below shows the minimums required at start up under three funding methods, only method #1 and #3 are acceptable currently:

<u>Method #1 - Prepayment</u>		<u>Prepayment</u>
Unit # 3 Prepayment requirement		\$ 247.4 million
Unit # 4 Prepayment requirement		\$ 257.6 million
<u>Method #2 - External Sinking Fund</u>		<u>Annual</u>
Unit # 3 Annual Funding requirement		\$ 9.0 million
Unit # 4 Annual Funding requirement		\$ 9.3 million
<u>Method #3 - Prepayment with External Sinking Fund</u>		
	<u>Prepayment</u>	<u>Annual</u>
Unit # 3 requirements	\$ 104.0 million	\$ 7.5 million
Unit # 4 requirements	\$ 108.3 million	\$ 7.8 million

NOTE: Prepayment of 16 years as required by Texas code §25.304 to support an External Sinking Fund

A complete financial study utilizing a site specific cost study should be used to determine the desired funding amounts needed to fully decommission the units.

**NRC Financial Assurance Report  
for Comanche Peak Units 3 and 4**

**Luminant Generation Company LLC  
Comanche Peak Steam Electric Station (CPSES)**

**WORKPAPERS**

**Method #1 - Prepayment**

**Method #2 - External Sinking Fund**

**Method #3 - Prepayment with External Sinking Fund**



**Luminant**

**NRC Financial Assurance Report  
for Comanche Peak Units 3 and 4 - Method #1 - Prepayment**

**Luminant Generation Company LLC  
Comanche Peak Steam Electric Station (CPSES)**

<u>Information is submitted to provide Financial Assurance</u>	<u>Projected Filing Information</u>	
	<u>Unit # 3</u> <u>12/31/2015</u>	<u>Unit # 4</u> <u>12/31/2016</u>
1. The minimum amount of decommissioning funds estimated to be required pursuant to 10 CFR 50.75 (b) and (c).		
For Financial Assurance of New Plants Using NRC 10 CFR 50.75(c) formulas	\$ 546.4 million	\$ 568.8 million
2. The amount accumulated at the end of the calendar year preceding the date of the report for items included in 10 CFR 50.75 (b) and (c).		
Market Value at January 1, 2016	\$ 247.4 million	
Market Value at January 1, 2017		\$ 257.6 million
3. A schedule of the annual amounts remaining to be collected for items in 10 CFR 50.75 (b) and (c).		
	<u>Unit # 3</u>	<u>Unit # 4</u>
Year 2016		
Years 2017 through 2055 ( 39 years)		
Year 2056		
Totals	<u>None</u>	<u>None</u>
4. The assumptions used regarding escalation in decommissioning costs, rates of earnings on decommissioning funds, and rates of other factors used in funding projections.		
Estimated Escalation rate for decommissioning costs	4.11%	4.11%
Estimated Earnings rates on decommissioning funds		
License period real return provided for by 10 CFR 50.75(e)(ii)	2.0%	2.0%
5. Any power sale contracts upon which licensee is relying to certifying financial assurance.	None	None
6. Modifications to licensee's method of providing financial assurance since previous report.	N/A	N/A
7. Material changes to trust agreement.	N/A	N/A

NOTE: Estimated Escalation is based on the decommissioning cost study filed with the Public Utility Commission on June 17, 2005, and approved by the Commission's Policy Development Division on July 29, 2005.
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**NRC Financial Assurance Report  
for Comanche Peak Units 3 and 4 - Method #2 - External Sinking Fund**

**Luminant Generation Company LLC  
Comanche Peak Steam Electric Station (CPSES)**

<u>Information is submitted to provide Financial Assurance</u>	<u>Projected Filing Information</u>	
	<u>Unit # 3</u> <u>12/31/2015</u>	<u>Unit # 4</u> <u>12/31/2016</u>
1. The minimum amount of decommissioning funds estimated to be required pursuant to 10 CFR 50.75 (b) and (c).		
For Financial Assurance of New Plants Using NRC 10 CFR 50.75(c) formulas	\$ 546.4 million	\$ 568.8 million
2. The amount accumulated at the end of the calendar year preceding the date of the report for items included in 10 CFR 50.75 (b) and (c).		
Market Value at January 1, 2016	\$ 0.0 million	
Market Value at January 1, 2017		\$ 0.0 million
3. A schedule of the annual amounts remaining to be collected for items in 10 CFR 50.75 (b) and (c).		
Year 2016	<u>Unit # 3</u> \$ 9.0 million	<u>Unit # 4</u>
Years 2017 through 2055 ( 39 years)	\$ 349.3 million	\$ 363.6 million
Year 2056		\$ 9.3 million
Totals	<u>\$ 358.2 million</u>	<u>\$ 373.0 million</u>
4. The assumptions used regarding escalation in decommissioning costs, rates of earnings on decommissioning funds, and rates of other factors used in funding projections.		
Estimated Escalation rate for decommissioning costs	4.11%	4.11%
Estimated Earnings rates on decommissioning funds		
License period real return provided for by 10 CFR 50.75(e)(ii)	2.0%	2.0%
5. Any power sale contracts upon which licensee is relying to certifying financial assurance.	None	None
6. Modifications to licensee's method of providing financial assurance since previous report.	N/A	N/A
7. Material changes to trust agreement.	N/A	N/A

<p>NOTE: Estimated Escalation is based on the decommissioning cost study filed with the Public Utility Commission on June 17, 2005, and approved by the Commission's Policy Development Division on July 29, 2005.</p>
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**NRC Financial Assurance Report  
for Comanche Peak Units 3 and 4 - Method #3 - Prepayment with External Sinking Fund**

**Luminant Generation Company LLC  
Comanche Peak Steam Electric Station (CPSES)**

<u>Information is submitted to provide Financial Assurance</u>	<u>Projected Filing Information</u>	
	<u>Unit # 3</u> <u>12/31/2015</u>	<u>Unit # 4</u> <u>12/31/2016</u>
1. The minimum amount of decommissioning funds estimated to be required pursuant to 10 CFR 50.75 (b) and (c).		
For Financial Assurance of New Plants Using NRC 10 CFR 50.75(c) formulas	\$ 546.4 million	\$ 568.8 million
2. The amount accumulated at the end of the calendar year preceding the date of the report for items included in 10 CFR 50.75 (b) and (c).		
Market Value at January 1, 2016	\$ 104.0 million	
Market Value at January 1, 2017		\$ 108.3 million
3. A schedule of the annual amounts remaining to be collected for items in 10 CFR 50.75 (b) and (c).		
Year 2016	<u>Unit # 3</u> \$ 7.5 million	<u>Unit # 4</u>
Years 2017 through 2039 ( 23 years)	\$ 172.7 million	\$ 179.8 million
Year 2040		\$ 7.8 million
Totals	<u>\$ 180.2 million</u>	<u>\$ 187.6 million</u>
4. The assumptions used regarding escalation in decommissioning costs, rates of earnings on decommissioning funds, and rates of other factors used in funding projections.		
Estimated Escalation rate for decommissioning costs	4.11%	4.11%
Estimated Earnings rates on decommissioning funds		
License period real return provided for by 10 CFR 50.75(e)(ii)	2.0%	2.0%
5. Any power sale contracts upon which licensee is relying to certifying financial assurance.	None	None
6. Modifications to licensee's method of providing financial assurance since previous report.	N/A	N/A
7. Material changes to trust agreement.	N/A	N/A

NOTE: Estimated Escalation is based on the decommissioning cost study filed with the Public Utility Commission on June 17, 2005, and approved by the Commission's Policy Development Division on July 29, 2005.
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**NRC Financial Assurance Report  
for Comanche Peak Units 3 and 4  
Luminant Generation Company LLC - Comanche Peak Steam Electric Station (CPSES)**

1. The minimum amount of decommissioning funds estimated to be required pursuant to 10 CFR 50.75 (b) and (c).

<b>NRC Decommissioning Cost Using 10 CFR 50.75(c) Formulas</b>						
<u>Factor</u>			<u>Weight</u>		<u>Inflation Factor</u>	<u>Weighted</u>
Labor		South	65%	x	2.1480 =	1.39620
Energy-Power	13%	PWR	58%	x	1.6220 =	0.12230
Energy-Fuel			42%	x	4.2990 =	0.23473
Waste		SC, Non-AtI	22%	x	9.8720 =	2.17184
<b>Composite Inflation Factor =</b>						<b><u>3.92506</u></b>
Note: Uses the NRC methodology in 10 CFR 50.75(c) to calculate an inflation factor to apply to a cost estimate.						
<b><u>NRC Decommissioning Cost</u></b>						
January 1986 NRC Decommissioning Cost			<u>Unit # 3</u>			Cost for a PRW plant over 3,400 MW
			105,000,000			(The 1,700 MWe new units are equivalent to approximately 5,100 MW used here)
Composite Escalation Factor	X		<u>3.92506</u>			
2008 Decommissioning Cost			<u>412,131,741</u>			
Based on a generic pressurized boiler reactor inflated to a 2008 cost using the NRC methodology (actual inflation factors through 12/2008)						
<b>Escalate the Cost to License Date</b>						
<b><u>Update the NRC cost to</u></b>						
Decommissioning Cost (2008 \$'s)			<u>Unit # 3</u>		<u>Unit # 4</u>	
			\$ 412,131,741		\$ 412,131,741	
Annual inflation multiplier: 4.11%			132.57%		138.02%	
2015 Decommissioning Cost			<u>\$ 546,365,400</u>			
2016 Decommissioning Cost					<u>\$ 568,821,018</u>	
NOTE: Estimated Escalation rate of 4.11% is based on the decommissioning cost study filed with the Public Utility Commission on June 17, 2005, and approved by the Commission's Policy Development Division on July 29, 2005.						



Provided by Jimmy Seawright at CPSES

Attachment 1 to CP-2009XXX

## CPSES Decommissioning Cost Estimate

December-08

### Definitions:

Estimated Cost (Year x) = estimated decommissioning costs in Year x dollars = 1986 \$ Cost \* (A Lx + B Ex + C Bx)  
 1986 \$ Cost = estimated decommissioning costs in 1986 dollars [\$ thousands] = \$ 105 000  
 A = fraction of the 1986 \$ Cost attributable to labor, materials and services = 0.65  
 B = fraction of the 1986 \$ Cost attributable to energy and transportation = 0.13  
 C = fraction of the 1986 \$ Cost attributable to waste burial = 0.22  
 Lx = labor, materials, services cost adjustment, December 2005 to December Year x Lx base 2005 = 1.980  
 Ex = energy and waste transportation cost adjustment, Jan 1986 to Jan Year x: Fraction due to P = 0.58  
 Fraction due to F = 0.42

Bx = radioactive waste burial/disposition and surcharge cost adjustment, January 1986 to nominally January Year x (i.e., burial/disposition cost in nominally January Year x / burial cost in January 1986)

### Calculation Timing:

Formal calculations are performed as soon as January data are available on the internet, usually mid-February. However, December data are used for labor, since January data are never available. These official calculations use the most current NUREG-1307 data available at that time.

### Labor and Energy Input Data:

copy and paste three Series IDs, Retrieve data:

	Series ID	Index	Factor	2008 Index	2007 L, P, & F Factors
Lx (NUREG 1307/R13) =	U2010000000220I(2005)	1.980	1.000	108.5	2.148
Px (NUREG 1307/R13) =	wpu0543(1986)	114.2	1.000	185.2	1.622
Fx (NUREG 1307/R13) =	wpu0573(1986)	82.0	1.000	352.5	4.299
Ex (NUREG 1307/R13) =	-1986	100.7	1.000	255.5	2.746

### LLW Disposal Input Data:

LLW Disposal Factors are from UTDG Mailing of 3/4/08.

Bx (latest as of Jan Year x) =	1986 Factor	2006 LLW Disposal Factors	
	1.000	25.231	9.872

### Year 2009 Calculation:

		All Burial	Recycling
Total Year x cost adjustment =	1.000	7.304	3.925
Year x cost [\$ thousands] =	\$ 105 000	\$ 766 942	\$ 412 149

**NRC Financial Assurance Report  
for Comanche Peak Units 3 and 4  
Luminant Generation Company LLC - Comanche Peak Steam Electric Station (CPSES)**

2 A schedule of the annual amounts remaining to be collected for items in 10 CFR 50.75 (b) and (c).

<b>Method #2 - Annual Contributions for External Sinking Fund</b>			
	<u>Unit # 3</u>	<u>Unit # 4</u>	<u>Total</u>
Annual Amounts	\$ 8,955,928	\$ 9,324,017	\$ 18,279,946
Year 2016	\$ 8,955,928		8,955,928
Years 2017 through 2055 ( 39 years)	349,281,211	\$ 363,636,669	\$ 712,917,880
Year 2056		9,324,017	9,324,017
Totals	<u>\$ 358,237,140</u>	<u>\$ 372,960,686</u>	<u>\$ 731,197,826</u>

<b>Method #3 - Annual Contributions for Prepayment with External Sinking Fund</b>			
	<u>Unit # 3</u>	<u>Unit # 4</u>	<u>Total</u>
Annual Amounts	\$ 7,509,140	\$ 7,817,766	\$ 15,326,906
Year 2016	\$ 7,509,140		7,509,140
Years 2017 through 2039 ( 23 years)	172,710,224	\$ 179,808,614	\$ 352,518,838
Year 2040		7,817,766	7,817,766
Totals	<u>\$ 180,219,364</u>	<u>\$ 187,626,380</u>	<u>\$ 367,845,744</u>
Unit #3: 16 years of payments, each equal to	\$ 7,509,140	has a present value of	\$ 103,996,061
Unit #4: 16 years of payments, each equal to	\$ 7,817,766	has a present value of	\$ 108,270,299
NOTE: The PV calculation uses a discount rate of 2%, the real return assumption.			
NOTE: Method #3 is based on the PUC Substantive Rule 25.304 provision that requires prefunding or letter of credit for the present value of 16 years of annual contributions for the rate payers to provide backup to the External Sinking Funding method.			

**NRC Financial Assurance Report  
for Comanche Peak Units 3 and 4  
Luminant Generation Company LLC - Comanche Peak Steam Electric Station (CPSES)**

**3 Basis for two methods: Prepayment and External Sinking Fund.**

**Thompson, John**

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**From:** Woodlan, Don  
**Sent:** Monday, April 16, 2007 1:49 PM  
**To:** Thompson, John  
**Cc:** Seawright, Jimmy; Bird, Bobby; Blaikie, Trudy Kay; Buschbaum, Denny; Carver, Ronald; Evans, Todd; Gilder, Tim; Jackson, Harold Chuck; Kesterson, Terry; Lucas, Mitch; Reible, Robert; Simmons, Jeff; Turner, Bruce; Walling, Dale; Weeks, Matthew; Duke Wheeler  
**Subject:** 2007-04-16 Decommissioning Funding Report for CPSES 3&4

John,

Here are some basic inputs for the funding report. The information is subject of change but should be adequate for the calculations for our license application:

Type of reactor: US-APWR by Mitsubishi, 1700MWe, PWR, light water reactor  
Two Units (CPSES Unit 3 and CPSES Unit 4)  
Estimated on line: Unit 3 - 2016 and Unit 4 - 2017

The individual I talked to at the NRC is Michael Dusaniwskyj (301-415-1260). He mentioned using NUREG-1307 Rev. 12 for the factors to adjust from 1986 to 2006. I like you idea of presenting two options.

The applicable regulations seem to be 10 CFR 50.75(b) and 10 CFR 50.33(k) - you probably already knew that but I thought I would add the info just in case. As I understand the requirements, the primary thing is that we certify that financial assurance for radiological decommissioning will be provided. The amount will be based on 10 CFR 50.7(c)(1).

If you have any questions, give me a call or send me an email.

Thanks,

**Don**

Donald R. Woodlan

[dwoodla1@txu.com](mailto:dwoodla1@txu.com)

office 254-897-6887, fax 254-897-6890

cell 214-542-7761, home 972-223-1816

## NRC Financial Assurance Report for Comanche Peak Units 3 and 4 - Method #1 - Prepayment

Luminant Generation Company LLC - Comanche Peak Steam Electric Station (CPSES)

### Projected Financial Assurance Results

Used a Real Return (Asset Return - Escalation Rate) of 2% as provided for in 10 CFR 50.75(e)(ii).

The NRC criteria is a simple comparison of:

**A The minimum amount of decommissioning funds estimated to be required.**

Compared to:

**B The sum of the following:**

1. The assets accumulated at the end of the previous calendar year.
2. Amounts remaining to be collected.
3. Amount of Real Return over the collection period.

Results:	<u>Total</u>	<u>12/31/2015 Unit #3</u>	<u>12/31/2016 Unit #4</u>
<b>A</b> NRC	1,115,186,418	546,365,400	568,821,018
Assets	505,057,240	247,443,653	257,613,587
Collections	0	0	0
Real Return	610,129,179	298,921,747	311,207,431
<b>B</b> Total	<u>1,115,186,419</u>	<u>546,365,400</u>	<u>568,821,018</u>

<b>NRC Result</b>	Funded: 100.0%	Funded: 100.0%	Funded: 100.0%
Based on NRC Cost	Passed	Passed	Passed

**NRC Financial Assurance Report**  
**for Comanche Peak Units 3 and 4 - Method #1 - Prepayment**  
**Luminant Generation Company LLC - Comanche Peak Steam Electric Station (CPSES)**

**CPSES: Unit 3 NDT**

Year	Contribution	Real Return		Balance
		Rate	Return/Earnings	
2015				247,443,653.03
1 2016	0.00	2.00%	4,948,873.06	252,392,526.10
2 2017	0.00	2.00%	5,047,850.52	257,440,376.62
3 2018	0.00	2.00%	5,148,807.53	262,589,184.15
4 2019	0.00	2.00%	5,251,783.68	267,840,967.83
5 2020	0.00	2.00%	5,356,819.36	273,197,787.19
6 2021	0.00	2.00%	5,463,955.74	278,661,742.93
7 2022	0.00	2.00%	5,573,234.86	284,234,977.79
8 2023	0.00	2.00%	5,684,699.56	289,919,677.35
9 2024	0.00	2.00%	5,798,393.55	295,718,070.89
10 2025	0.00	2.00%	5,914,361.42	301,632,432.31
11 2026	0.00	2.00%	6,032,648.65	307,665,080.96
12 2027	0.00	2.00%	6,153,301.62	313,818,382.58
13 2028	0.00	2.00%	6,276,367.65	320,094,750.23
14 2029	0.00	2.00%	6,401,895.00	326,496,645.23
15 2030	0.00	2.00%	6,529,932.90	333,026,578.14
16 2031	0.00	2.00%	6,660,531.56	339,687,109.70
17 2032	0.00	2.00%	6,793,742.19	346,480,851.90
18 2033	0.00	2.00%	6,929,617.04	353,410,468.93
19 2034	0.00	2.00%	7,068,209.38	360,478,678.31
20 2035	0.00	2.00%	7,209,573.57	367,688,251.88
21 2036	0.00	2.00%	7,353,765.04	375,042,016.92
22 2037	0.00	2.00%	7,500,840.34	382,542,857.25
23 2038	0.00	2.00%	7,650,857.15	390,193,714.40
24 2039	0.00	2.00%	7,803,874.29	397,997,588.69
25 2040	0.00	2.00%	7,959,951.77	405,957,540.46
26 2041	0.00	2.00%	8,119,150.81	414,076,691.27
27 2042	0.00	2.00%	8,281,533.83	422,358,225.10
28 2043	0.00	2.00%	8,447,164.50	430,805,389.60
29 2044	0.00	2.00%	8,616,107.79	439,421,497.39
30 2045	0.00	2.00%	8,788,429.95	448,209,927.34
31 2046	0.00	2.00%	8,964,198.55	457,174,125.88
32 2047	0.00	2.00%	9,143,482.52	466,317,608.40
33 2048	0.00	2.00%	9,326,352.17	475,643,960.57
34 2049	0.00	2.00%	9,512,879.21	485,156,839.78
35 2050	0.00	2.00%	9,703,136.80	494,859,976.58
36 2051	0.00	2.00%	9,897,199.53	504,757,176.11
37 2052	0.00	2.00%	10,095,143.52	514,852,319.63
38 2053	0.00	2.00%	10,297,046.39	525,149,366.02
39 2054	0.00	2.00%	10,502,987.32	535,652,353.34
40 2055	0.00	2.00%	10,713,047.07	546,365,400.41
2056				
<b>Totals</b>	<u>0.00</u>		<u>298,921,747.38</u>	OK

NOTE: The Real Return Rate is 2.0% as provide for in 10 CFR 50.75(e)(ii).

**NRC Financial Assurance Report**  
**for Comanche Peak Units 3 and 4 - Method #1 - Prepayment**  
**Luminant Generation Company LLC - Comanche Peak Steam Electric Station (CPSES)**

**CPSES: Unit 4 NDT**

Year	Contribution	Real Return		Balance
		Rate	Return/Earnings	
2015				
2016				257,613,587.18
1 2017	0.00	2.00%	5,152,271.74	262,765,858.92
2 2018	0.00	2.00%	5,255,317.18	268,021,176.10
3 2019	0.00	2.00%	5,360,423.52	273,381,599.62
4 2020	0.00	2.00%	5,467,631.99	278,849,231.61
5 2021	0.00	2.00%	5,576,984.63	284,426,216.24
6 2022	0.00	2.00%	5,688,524.32	290,114,740.57
7 2023	0.00	2.00%	5,802,294.81	295,917,035.38
8 2024	0.00	2.00%	5,918,340.71	301,835,376.09
9 2025	0.00	2.00%	6,036,707.52	307,872,083.61
10 2026	0.00	2.00%	6,157,441.67	314,029,525.28
11 2027	0.00	2.00%	6,280,590.51	320,310,115.79
12 2028	0.00	2.00%	6,406,202.32	326,716,318.10
13 2029	0.00	2.00%	6,534,326.36	333,250,644.47
14 2030	0.00	2.00%	6,665,012.89	339,915,657.35
15 2031	0.00	2.00%	6,798,313.15	346,713,970.50
16 2032	0.00	2.00%	6,934,279.41	353,648,249.91
17 2033	0.00	2.00%	7,072,965.00	360,721,214.91
18 2034	0.00	2.00%	7,214,424.30	367,935,639.21
19 2035	0.00	2.00%	7,358,712.78	375,294,351.99
20 2036	0.00	2.00%	7,505,887.04	382,800,239.03
21 2037	0.00	2.00%	7,656,004.78	390,456,243.81
22 2038	0.00	2.00%	7,809,124.88	398,265,368.69
23 2039	0.00	2.00%	7,965,307.37	406,230,676.06
24 2040	0.00	2.00%	8,124,613.52	414,355,289.58
25 2041	0.00	2.00%	8,287,105.79	422,642,395.38
26 2042	0.00	2.00%	8,452,847.91	431,095,243.28
27 2043	0.00	2.00%	8,621,904.87	439,717,148.15
28 2044	0.00	2.00%	8,794,342.96	448,511,491.11
29 2045	0.00	2.00%	8,970,229.82	457,481,720.93
30 2046	0.00	2.00%	9,149,634.42	466,631,355.35
31 2047	0.00	2.00%	9,332,627.11	475,963,982.46
32 2048	0.00	2.00%	9,519,279.65	485,483,262.11
33 2049	0.00	2.00%	9,709,665.24	495,192,927.35
34 2050	0.00	2.00%	9,903,858.55	505,096,785.90
35 2051	0.00	2.00%	10,101,935.72	515,198,721.62
36 2052	0.00	2.00%	10,303,974.43	525,502,696.05
37 2053	0.00	2.00%	10,510,053.92	536,012,749.97
38 2054	0.00	2.00%	10,720,255.00	546,733,004.97
39 2055	0.00	2.00%	10,934,660.10	557,667,665.07
40 2056	0.00	2.00%	11,153,353.30	568,821,018.37
<b>Totals</b>	<u>0.00</u>		<u>311,207,431.19</u>	OK

NOTE: The Real Return Rate is 2.0% as provide for in 10 CFR 50.75(e)(ii).

## NRC Financial Assurance Report for Comanche Peak Units 3 and 4 - Method #2 - External Sinking Fund

Luminant Generation Company LLC - Comanche Peak Steam Electric Station (CPSES)

### Projected Financial Assurance Results

Used a Real Return (Asset Return - Escalation Rate) of 2% as provided for in 10 CFR 50.75(e)(ii).

The NRC criteria is a simple comparison of:

**A The minimum amount of decommissioning funds estimated to be required.**

Compared to:

**B The sum of the following:**

1. The assets accumulated at the end of the previous calendar year.
2. Amounts remaining to be collected.
3. Amount of Real Return over the collection period.

Results:	<u>Total</u>	<u>12/31/2015 Unit #3</u>	<u>12/31/2016 Unit #4</u>
<b>A</b> NRC	1,115,186,419	546,365,400	568,821,018
Assets	0	0	0
Collections	731,197,826	358,237,140	372,960,686
Real Return	<u>383,988,593</u>	<u>188,128,261</u>	<u>195,860,332</u>
<b>B</b> Total	<u><u>1,115,186,419</u></u>	<u><u>546,365,400</u></u>	<u><u>568,821,018</u></u>

<b>NRC Result</b>	Funded: 100.0%	Funded: 100.0%	Funded: 100.0%
<small>Based on NRC Cost</small>	Passed	Passed	Passed

**NRC Financial Assurance Report**  
**for Comanche Peak Units 3 and 4 - Method #2 - External Sinking Fund**  
**Luminant Generation Company LLC - Comanche Peak Steam Electric Station (CPSES)**

**CPSES: Unit 3 NDT**

Year	Contribution	Real Return		Balance
		Rate	Return/Earnings	
2015				0.00
1 2016	8,955,928.49	2.00%	89,559.28	9,045,487.77
2 2017	8,955,928.49	2.00%	270,469.04	18,271,885.31
3 2018	8,955,928.49	2.00%	454,996.99	27,682,810.79
4 2019	8,955,928.49	2.00%	643,215.50	37,281,954.78
5 2020	8,955,928.49	2.00%	835,198.38	47,073,081.65
6 2021	8,955,928.49	2.00%	1,031,020.92	57,060,031.06
7 2022	8,955,928.49	2.00%	1,230,759.91	67,246,719.45
8 2023	8,955,928.49	2.00%	1,434,493.67	77,637,141.62
9 2024	8,955,928.49	2.00%	1,642,302.12	88,235,372.22
10 2025	8,955,928.49	2.00%	1,854,266.73	99,045,567.44
11 2026	8,955,928.49	2.00%	2,070,470.63	110,071,966.57
12 2027	8,955,928.49	2.00%	2,290,998.62	121,318,893.67
13 2028	8,955,928.49	2.00%	2,515,937.16	132,790,759.32
14 2029	8,955,928.49	2.00%	2,745,374.47	144,492,062.28
15 2030	8,955,928.49	2.00%	2,979,400.53	156,427,391.30
16 2031	8,955,928.49	2.00%	3,218,107.11	168,601,426.90
17 2032	8,955,928.49	2.00%	3,461,587.82	181,018,943.22
18 2033	8,955,928.49	2.00%	3,709,938.15	193,684,809.85
19 2034	8,955,928.49	2.00%	3,963,255.48	206,603,993.83
20 2035	8,955,928.49	2.00%	4,221,639.16	219,781,561.48
21 2036	8,955,928.49	2.00%	4,485,190.51	233,222,680.48
22 2037	8,955,928.49	2.00%	4,754,012.89	246,932,621.87
23 2038	8,955,928.49	2.00%	5,028,211.72	260,916,762.08
24 2039	8,955,928.49	2.00%	5,307,894.53	275,180,585.10
25 2040	8,955,928.49	2.00%	5,593,170.99	289,729,684.57
26 2041	8,955,928.49	2.00%	5,884,152.98	304,569,766.04
27 2042	8,955,928.49	2.00%	6,180,954.61	319,706,649.13
28 2043	8,955,928.49	2.00%	6,483,692.27	335,146,269.89
29 2044	8,955,928.49	2.00%	6,792,484.68	350,894,683.07
30 2045	8,955,928.49	2.00%	7,107,452.95	366,958,064.50
31 2046	8,955,928.49	2.00%	7,428,720.57	383,342,713.57
32 2047	8,955,928.49	2.00%	7,756,413.56	400,055,055.61
33 2048	8,955,928.49	2.00%	8,090,660.40	417,101,644.50
34 2049	8,955,928.49	2.00%	8,431,592.17	434,489,165.16
35 2050	8,955,928.49	2.00%	8,779,342.59	452,224,436.24
36 2051	8,955,928.49	2.00%	9,134,048.01	470,314,412.74
37 2052	8,955,928.49	2.00%	9,495,847.54	488,766,188.77
38 2053	8,955,928.49	2.00%	9,864,883.06	507,587,000.32
39 2054	8,955,928.49	2.00%	10,241,299.29	526,784,228.10
40 2055	8,955,928.49	2.00%	10,625,243.85	546,365,400.44
2056				
<b>Totals</b>	<u><u>358,237,139.60</u></u>		<u><u>188,128,260.84</u></u>	ok

NOTE: The Real Return Rate is 2.0% as provide for in 10 CFR 50.75(e)(ii).



**NRC Financial Assurance Report**  
**for Comanche Peak Units 3 and 4 - Method #2 - External Sinking Fund**  
**Luminant Generation Company LLC - Comanche Peak Steam Electric Station (CPSES)**

**CPSES: Unit 4 NDT**

Year	Contribution	Real Return		Balance
		Rate	Return/Earnings	
2015				
2016				0.00
1 2017	9,324,017.15	2.00%	93,240.17	9,417,257.32
2 2018	9,324,017.15	2.00%	281,585.32	19,022,859.79
3 2019	9,324,017.15	2.00%	473,697.37	28,820,574.31
4 2020	9,324,017.15	2.00%	669,651.66	38,814,243.12
5 2021	9,324,017.15	2.00%	869,525.03	49,007,785.30
6 2022	9,324,017.15	2.00%	1,073,395.88	59,405,198.33
7 2023	9,324,017.15	2.00%	1,281,344.14	70,010,559.62
8 2024	9,324,017.15	2.00%	1,493,451.36	80,828,028.14
9 2025	9,324,017.15	2.00%	1,709,800.73	91,861,846.02
10 2026	9,324,017.15	2.00%	1,930,477.09	103,116,340.26
11 2027	9,324,017.15	2.00%	2,155,566.98	114,595,924.39
12 2028	9,324,017.15	2.00%	2,385,158.66	126,305,100.20
13 2029	9,324,017.15	2.00%	2,619,342.18	138,248,459.53
14 2030	9,324,017.15	2.00%	2,858,209.36	150,430,686.04
15 2031	9,324,017.15	2.00%	3,101,853.89	162,856,557.09
16 2032	9,324,017.15	2.00%	3,350,371.31	175,530,945.55
17 2033	9,324,017.15	2.00%	3,603,859.08	188,458,821.78
18 2034	9,324,017.15	2.00%	3,862,416.61	201,645,255.54
19 2035	9,324,017.15	2.00%	4,126,145.28	215,095,417.97
20 2036	9,324,017.15	2.00%	4,395,148.53	228,814,583.66
21 2037	9,324,017.15	2.00%	4,669,531.84	242,808,132.65
22 2038	9,324,017.15	2.00%	4,949,402.82	257,081,552.63
23 2039	9,324,017.15	2.00%	5,234,871.22	271,640,441.00
24 2040	9,324,017.15	2.00%	5,526,048.99	286,490,507.15
25 2041	9,324,017.15	2.00%	5,823,050.31	301,637,574.61
26 2042	9,324,017.15	2.00%	6,125,991.66	317,087,583.43
27 2043	9,324,017.15	2.00%	6,434,991.84	332,846,592.42
28 2044	9,324,017.15	2.00%	6,750,172.02	348,920,781.59
29 2045	9,324,017.15	2.00%	7,071,655.80	365,316,454.54
30 2046	9,324,017.15	2.00%	7,399,569.26	382,040,040.96
31 2047	9,324,017.15	2.00%	7,734,040.99	399,098,099.10
32 2048	9,324,017.15	2.00%	8,075,202.15	416,497,318.40
33 2049	9,324,017.15	2.00%	8,423,186.54	434,244,522.09
34 2050	9,324,017.15	2.00%	8,778,130.61	452,346,669.86
35 2051	9,324,017.15	2.00%	9,140,173.57	470,810,860.58
36 2052	9,324,017.15	2.00%	9,509,457.38	489,644,335.11
37 2053	9,324,017.15	2.00%	9,886,126.87	508,854,479.13
38 2054	9,324,017.15	2.00%	10,270,329.75	528,448,826.04
39 2055	9,324,017.15	2.00%	10,662,216.69	548,435,059.88
40 2056	9,324,017.15	2.00%	11,061,941.37	568,821,018.40
<b>Totals</b>	<b><u>372,960,686.04</u></b>		<b><u>195,860,332.36</u></b>	<b>ok</b>

NOTE: The Real Return Rate is 2.0% as provide for in 10 CFR 50.75(e)(ii).

**NRC Financial Assurance Report  
for Comanche Peak Units 3 and 4 - PUC supported Sinking Fund**

**Luminant Generation Company LLC - Comanche Peak Steam Electric Station (CPSES)**

**Projected Financial Assurance Results**

Used a Real Return (Asset Return - Escalation Rate) of 2% as provided for in 10 CFR 50.75(e)(ii).

The NRC criteria is a simple comparison of:

**A The minimum amount of decommissioning funds estimated to be required.**

Compared to:

**B The sum of the following:**

1. The assets accumulated at the end of the previous calendar year.
2. Amounts remaining to be collected.
3. Amount of Real Return over the collection period.

Results:	<u>Total</u>	<u>12/31/2015 Unit #3</u>	<u>12/31/2016 Unit #4</u>
<b>A</b> NRC	1,115,186,418	546,365,400	568,821,018
Assets	212,266,360	103,996,061	108,270,299
Collections	367,845,744	180,219,364	187,626,380
Real Return	535,074,313	262,149,975	272,924,339
<b>B</b> Total	<u>1,115,186,418</u>	<u>546,365,400</u>	<u>568,821,018</u>

<b>NRC Result</b>	Funded: 100.0%	Funded: 100.0%	Funded: 100.0%
<small>Based on NRC Cost</small>	Passed	Passed	Passed

**NRC Financial Assurance Report**  
**for Comanche Peak Units 3 and 4 - PUC supported Sinking Fund**  
**Luminant Generation Company LLC - Comanche Peak Steam Electric Station (CPSES)**

**CPSES: Unit 3 NDT**

Year	Contribution	Real Return		Balance
		Rate	Return/Earnings	
2015				103,996,061.01
1 2016	7,509,140.18	2.00%	2,155,012.62	113,660,213.81
2 2017	7,509,140.18	2.00%	2,348,295.68	123,517,649.66
3 2018	7,509,140.18	2.00%	2,545,444.40	133,572,234.24
4 2019	7,509,140.18	2.00%	2,746,536.09	143,827,910.50
5 2020	7,509,140.18	2.00%	2,951,649.61	154,288,700.29
6 2021	7,509,140.18	2.00%	3,160,865.41	164,958,705.88
7 2022	7,509,140.18	2.00%	3,374,265.52	175,842,111.58
8 2023	7,509,140.18	2.00%	3,591,933.63	186,943,185.39
9 2024	7,509,140.18	2.00%	3,813,955.11	198,266,280.68
10 2025	7,509,140.18	2.00%	4,040,417.02	209,815,837.88
11 2026	7,509,140.18	2.00%	4,271,408.16	221,596,386.21
12 2027	7,509,140.18	2.00%	4,507,019.13	233,612,545.52
13 2028	7,509,140.18	2.00%	4,747,342.31	245,869,028.01
14 2029	7,509,140.18	2.00%	4,992,471.96	258,370,640.15
15 2030	7,509,140.18	2.00%	5,242,504.20	271,122,284.54
16 2031	7,509,140.18	2.00%	5,497,537.09	284,128,961.81
17 2032	7,509,140.18	2.00%	5,757,670.64	297,395,772.63
18 2033	7,509,140.18	2.00%	6,023,006.85	310,927,919.66
19 2034	7,509,140.18	2.00%	6,293,649.79	324,730,709.63
20 2035	7,509,140.18	2.00%	6,569,705.59	338,809,555.41
21 2036	7,509,140.18	2.00%	6,851,282.51	353,169,978.10
22 2037	7,509,140.18	2.00%	7,138,490.96	367,817,609.24
23 2038	7,509,140.18	2.00%	7,431,443.59	382,758,193.01
24 2039	7,509,140.18	2.00%	7,730,255.26	397,997,588.45
25 2040		2.00%	7,959,951.77	405,957,540.22
26 2041		2.00%	8,119,150.80	414,076,691.02
27 2042		2.00%	8,281,533.82	422,358,224.84
28 2043		2.00%	8,447,164.50	430,805,389.34
29 2044		2.00%	8,616,107.79	439,421,497.12
30 2045		2.00%	8,788,429.94	448,209,927.07
31 2046		2.00%	8,964,198.54	457,174,125.61
32 2047		2.00%	9,143,482.51	466,317,608.12
33 2048		2.00%	9,326,352.16	475,643,960.28
34 2049		2.00%	9,512,879.21	485,156,839.49
35 2050		2.00%	9,703,136.79	494,859,976.28
36 2051		2.00%	9,897,199.53	504,757,175.80
37 2052		2.00%	10,095,143.52	514,852,319.32
38 2053		2.00%	10,297,046.39	525,149,365.71
39 2054		2.00%	10,502,987.31	535,652,353.02
40 2055		2.00%	10,713,047.06	546,365,400.08
2056				
<b>Totals</b>	<b>180,219,364.30</b>		<b>262,149,974.77</b>	<b>OK</b>

NOTE: The Real Return Rate is 2.0% as provide for in 10 CFR 50.75(e)(ii).

**NRC Financial Assurance Report**  
**for Comanche Peak Units 3 and 4 - PUC supported Sinking Fund**  
 Luminant Generation Company LLC - Comanche Peak Steam Electric Station (CPSES)

**CPSES: Unit 4 NDT**

Year	Contribution	Real Return		Balance
		Rate	Return/Earnings	
2015				
2016				108,270,299.05
1 2017	7,817,765.84	2.00%	2,243,583.64	118,331,648.52
2 2018	7,817,765.84	2.00%	2,444,810.63	128,594,224.99
3 2019	7,817,765.84	2.00%	2,650,062.16	139,062,052.98
4 2020	7,817,765.84	2.00%	2,859,418.72	149,739,237.54
5 2021	7,817,765.84	2.00%	3,072,962.41	160,629,965.78
6 2022	7,817,765.84	2.00%	3,290,776.97	171,738,508.59
7 2023	7,817,765.84	2.00%	3,512,947.83	183,069,222.26
8 2024	7,817,765.84	2.00%	3,739,562.10	194,626,550.20
9 2025	7,817,765.84	2.00%	3,970,708.66	206,415,024.70
10 2026	7,817,765.84	2.00%	4,206,478.15	218,439,268.69
11 2027	7,817,765.84	2.00%	4,446,963.03	230,703,997.55
12 2028	7,817,765.84	2.00%	4,692,257.61	243,214,021.00
13 2029	7,817,765.84	2.00%	4,942,458.08	255,974,244.91
14 2030	7,817,765.84	2.00%	5,197,662.56	268,989,673.31
15 2031	7,817,765.84	2.00%	5,457,971.12	282,265,410.27
16 2032	7,817,765.84	2.00%	5,723,485.86	295,806,661.97
17 2033	7,817,765.84	2.00%	5,994,310.90	309,618,738.70
18 2034	7,817,765.84	2.00%	6,270,552.43	323,707,056.97
19 2035	7,817,765.84	2.00%	6,552,318.80	338,077,141.60
20 2036	7,817,765.84	2.00%	6,839,720.49	352,734,627.93
21 2037	7,817,765.84	2.00%	7,132,870.22	367,685,263.98
22 2038	7,817,765.84	2.00%	7,431,882.94	382,934,912.75
23 2039	7,817,765.84	2.00%	7,736,875.91	398,489,554.50
24 2040	7,817,765.84	2.00%	8,047,968.75	414,355,289.09
25 2041		2.00%	8,287,105.78	422,642,394.87
26 2042		2.00%	8,452,847.90	431,095,242.77
27 2043		2.00%	8,621,904.86	439,717,147.62
28 2044		2.00%	8,794,342.95	448,511,490.58
29 2045		2.00%	8,970,229.81	457,481,720.39
30 2046		2.00%	9,149,634.41	466,631,354.80
31 2047		2.00%	9,332,627.10	475,963,981.89
32 2048		2.00%	9,519,279.64	485,483,261.53
33 2049		2.00%	9,709,665.23	495,192,926.76
34 2050		2.00%	9,903,858.54	505,096,785.29
35 2051		2.00%	10,101,935.71	515,198,721.00
36 2052		2.00%	10,303,974.42	525,502,695.42
37 2053		2.00%	10,510,053.91	536,012,749.33
38 2054		2.00%	10,720,254.99	546,733,004.32
39 2055		2.00%	10,934,660.09	557,667,664.40
40 2056		2.00%	11,153,353.29	568,821,017.69
Totals	<u>187,626,380.06</u>		<u>272,924,338.58</u>	OK

NOTE: The Real Return Rate is 2.0% as provide for in 10 CFR 50.75(e)(ii).

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

**ATTACHMENT 2  
Financial Report Links**

EFH, EFC Holdings, TCEH and MHI provide the following information consistent with 10 CFR 50.33(f), 10CFR 50 App C, and NUREG-15777, Rev. 1 to demonstrate that Luminant, and specifically, CPNPC individually and collectively possess or have reasonable assurance of obtaining the funds necessary to cover estimated construction costs and related fuel cycle costs.

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

Financial information filed with the SEC for EFH and its subsidiaries and MHI reporting of its financial information for itself and its subsidiaries supports the conclusion that these companies possess or have reasonable assurance of being able to obtain, funds sufficient for the construction and operation of two units at the Comanche Peak site based on the US-APWR technology.

EFH 10-K December 31, 2008

<http://phx.corporate-ir.net/phoenix.zhtml?c=102498&p=irol-SECText&TEXT=aHR0cDovL2NjYm4uMTBrd2I6YXJkLmNvbS94bWwvZmlsaW5nLnhtbD9yZXBvPXRlbmsmaXBhZ2U9NjE4NTcwOSZhdHRhY2g9T04mc1hCUkw9MQ%3d%3d>

EFCH 10-K December 31, 2008

<http://phx.corporate-ir.net/phoenix.zhtml?c=102498&p=irol-SECText&TEXT=aHR0cDovL2NjYm4uMTBrd2I6YXJkLmNvbS94bWwvZmlsaW5nLnhtbD9yZXBvPXRlbmsmaXBhZ2U9NjE4NTcwOSZhdHRhY2g9T04mc1hCUkw9MQ%3d%3d>

TCEH 10K December 31, 2008

[http://www.energyfutureholdings.com/pdf/Texas Competitive Electric Holdings Company LLC December 31 2008%20Financials.pdf](http://www.energyfutureholdings.com/pdf/Texas%20Competitive%20Electric%20Holdings%20Company%20LLC%20December%2031%202008%20Financials.pdf)

MHI Annual Report March 31, 2009

[http://www.mhi.co.jp/en/finance/library/contents/pdf/annual\\_2009.pdf](http://www.mhi.co.jp/en/finance/library/contents/pdf/annual_2009.pdf)

Withhold from Public Disclosure Under 10 CFR 2.390(a)(4)  
(Proprietary)

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

[Redacted content]

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

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

[Redacted content]











U. S. Nuclear Regulatory Commission  
CP-200901245  
TXNB-09038  
8/31/09  
Attachment 1

ENCLOSURE 2

EFH Press Release on Establishment of Joint Venture with MHI, February 2, 2009 ,

(Public Version)



## **Luminant & Mitsubishi Heavy Industries, Ltd. Establish Nuclear Plant Development Joint Venture**

**TOKYO/DALLAS - February 2, 2009** - Luminant and Mitsubishi Heavy Industries, Ltd. (MHI), today announced they have established a joint venture to further the development of Comanche Peak Units 3 & 4 using MHI's US-Advanced Pressurized Water Reactor (US-APWR). The joint venture, known as Comanche Peak Nuclear Power Company, will fund project development costs during the period preceding the issuance of the combined license (COL) to build and operate Comanche Peak Units 3 & 4. Under the terms of the joint venture, Luminant holds an 88 percent ownership share in the company and MHI has a 12 percent stake.

"This is another step toward the continued use of safe, dependable, clean-air nuclear power in Texas," said Mike Blevins, Luminant executive vice president and chief nuclear officer. "This joint venture formalizes and enhances our existing work with MHI, a group which brings demonstrated technology expertise and a commitment to helping us meet our needs."

"The establishment of this joint venture will cement and define the relationship between both companies and this is an important step forward into achieving construction and operation of the US-APWR at Comanche Peak," said Hiroshi Inoue, executive officer and senior vice president of MHI's nuclear energy systems headquarters.

Luminant selected MHI's US-APWR as its technology of choice in March 2007, following an extensive evaluation of prospective nuclear generating technologies. Since then, the Nuclear Regulatory Commission has accepted for review Luminant's application to build and operate Comanche Peak Units 3 & 4 at its existing nuclear power plant. The joint venture will work toward the successful licensing of Units 3 & 4, each of which will be capable of producing 1,700 megawatts, or enough nuclear energy to power almost 875,000 average Texas homes.

MHI established Mitsubishi Nuclear Energy Systems, Inc. (MNES), as a wholly owned subsidiary in Washington, D.C., in July 2006 to introduce the US-APWR to the U.S. market. MHI submitted an application to have the US-APWR design certified by the NRC in December 2007; that application is currently under NRC review. Mitsubishi Corporation, an MHI partner, is also supporting this project.

"The establishment of the joint venture between MHI and Luminant will allow the Comanche Peak project to move forward as economically and efficiently as possible," said Frank Gillespie, senior vice president, new plant technology, of MNES. "By having a single joint-venture entity managing the COL and funding the project development costs, we can be the most responsive to requests by the NRC and other agencies as the process moves forward."

The US-APWR is an evolutionary pressurized water reactor with improved efficiency, enhanced safety systems and other advanced design elements. MHI has built 23 pressurized-water reactors that currently operate in Japan and has a 24th under construction. MHI also provides a wide range of maintenance services to the plants once they are in operation.

As previously announced, Luminant and MHI will seek official support for financing from the U.S. and Japanese governments. The joint venture has submitted a loan guarantee application to the U.S. Department of Energy.

**About Mitsubishi Heavy Industries, Ltd.**

Mitsubishi Heavy Industries, Ltd. (MHI), headquartered in Tokyo, Japan, is one of the world's leading heavy machinery manufacturers, with consolidated sales of 3,203 billion yen (\$31.9 billion) in fiscal 2007 (year ended March 31, 2008). MHI's diverse lineup of products and services encompasses shipbuilding, power plants, chemical plants, environmental equipment, steel structures, industrial and general machinery, aircraft, space rocketry and air-conditioning systems. For more information, please visit the MHI website (<http://www.mhi.co.jp/en/index.html>).

**About Mitsubishi Nuclear Energy Systems, Inc.**

Mitsubishi Nuclear Energy Systems, Inc. (MNES), headquartered in Washington, D.C., was established by MHI as its wholly owned subsidiary in July 2006, to introduce the US-APWR to the U.S. market. MNES has also established an office near Dallas to further strengthen its coordination with Luminant. For more information, please visit the MNES website (<http://www.mnes-us.com>).

**About Luminant**

Luminant, a subsidiary of Energy Future Holdings Corp. (EFH), is a competitive power generation business, including mining, wholesale marketing and trading, construction and development operations. Luminant has over 18,300 megawatts of generation in Texas, including 2,300 megawatts of nuclear and 5,800 megawatts of coal-fueled generation capacity, and is building an additional 2,200 megawatts of coal-fueled generation capacity. Luminant is also the largest purchaser of wind-generated electricity in Texas and fifth largest in the United States. EFH is a Dallas-based energy holding company that has a portfolio of competitive and regulated energy subsidiaries, primarily in Texas. Visit [www.luminant.com](http://www.luminant.com) or [www.energyfutureholdings.com](http://www.energyfutureholdings.com) for additional information.

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\* \* \*

ENCLOSURE 3

Marked-up Final Safety Analysis Report Pages 1.4-1 and 1.4-2

(Public Version)

**Comanche Peak Nuclear Power Plant, Units 3 & 4  
COL Application  
Part 2, FSAR**

**1.4 IDENTIFICATION OF AGENTS AND CONTRACTORS**

This section of the referenced DCD is incorporated by reference with the following departures and/or supplements.

**1.4.1 Applicant/Program Manager**

CP COL 1.4(1) Insert the following paragraphs before first paragraph in DCD Subsection 1.4.1.

~~Luminant Generation Company LLC (Luminant) is a subsidiary of Energy Future Holdings Corp. (EFH), and is the owner, applicant, and operator applicant for CPNPP Units 3 and 4. Luminant is also the owner and operator of CPNPP Units 1 and 2, and its corporate predecessor was responsible for construction of Units 1 and 2.~~

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Comanche Peak Nuclear Power Company LLC (CPNPC) is the owner applicant for CPNPP Units 3 and 4. CPNPC is jointly owned by Luminant (88%) through a wholly-owned subsidiary, Nuclear Energy Future Holdings II LLC (NEFH II) and by MHI (12%) through a wholly-owned subsidiary, MHI Nuclear North America, Inc. (MHI-NNA). CPNPC is a project company that will develop, construct and be the 100% owner of CPNPP Units 3 & 4. CPNPC also contracts with Luminant and MNES for project development and continued site-specific design development of the US-APWR.

EFH (formerly TXU Corp.) conducts its operations principally through Texas Competitive Electric Holdings (TCEH) and Oncor Electric Delivery Company LLC (Oncor) subsidiaries. TCEH is a holding company for subsidiaries engaged in competitive electricity market activities largely in Texas, including Luminant, which is engaged in electricity generation, development and construction of new generation facilities, wholesale energy sales and purchases, and commodity risk management and trading activities, and TXU Energy, which is engaged in retail electricity sales. Oncor is engaged in regulated electricity transmission and distribution operations in Texas.

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Mitsubishi Heavy Industries, Ltd. (MHI) is responsible for developing the overall standard plant design for the US-APWR, supporting COL application development and relevant design, and licensing support for the FSAR and related parts of the COL application. In addition, MHI has a 12% ownership in CPNPC through MHI-NNA.

**1.4.2.3 Washington Division of URS Corporation**

CP COL 1.4(1) Add the following sentence to the end of first sentence in DCD Subsection 1.4.2.3.

The Washington Division of URS Corporation provides consultation, engineering and cost estimating services in support of the design of the CPNPP Units 3 and 4 site and systems. The Washington Division of URS Corporation has entered into a contract with MNES to provide these services.

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**Deleted: MHI**

CP COL 1.4(1) Add the following subsections after DCD Subsection 1.4.2.3.

**1.4.2.4 Mitsubishi Nuclear Energy Systems, Inc.**

Mitsubishi Nuclear Energy Systems, Inc. (MNES) is the primary contractor to Luminant for developing the CPNPP Units 3 and 4 COL Application, and provides overall project management and project control functions, as well as regulatory oversight. Various subcontractors support MNES. MNES, established in July 2006, is a subsidiary of MHI that serves as a comprehensive



**Comanche Peak Nuclear Power Plant, Units 3 & 4**  
**COL Application**  
**Part 2, FSAR**

business base for MHI's nuclear power business in the U.S., taking orders for new plants and handling business to supply large-size replacement components for existing nuclear power plants.

**1.4.2.5 Enercon Services Inc.**

Enercon Services, Inc. is an engineering, environmental, technical, and management services firm providing a broad range of professional services to private and government sector clients throughout the U.S. The primary roles of Enercon Services, Inc are developing the Environmental Report and related FSAR Chapter 2 for CPNPP Units 3 and 4, and providing services in document development and coordination.

**1.4.2.6 Black and Veatch, Inc.**

Black & Veatch, Inc. provides consultation, engineering and cost estimating services in support of the design of the CPNPP Units 3 and 4 site and systems. Black & Veatch, Inc. has entered into a contract with MNES to provide these services.

**1.4.2.7 Other Participants in the Construction**

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No construction contractors have been identified in this section because an architect engineer, balance of plant supplier and constructor have not been selected at this time. Each contractor will be selected based on the experience in the nuclear industry or equivalent, the relevant experience with engineering, procurement and construction, and the available resources. The identification and technical qualification of the primary contractor for construction will be made available prior to commencement of construction.

**1.4.3 Combined License Information**

Replace the content of DCD Subsection 1.4.3 with the following.

CP COL 1.4(1) **1.4(1) Identification of major agents, contractors, and participants**

*This COL item is addressed in Subsections 1.4.1, and 1.4.2.3 through 1.4.2.6.*

**1.5 REQUIREMENTS FOR FURTHER TECHNICAL INFORMATION**

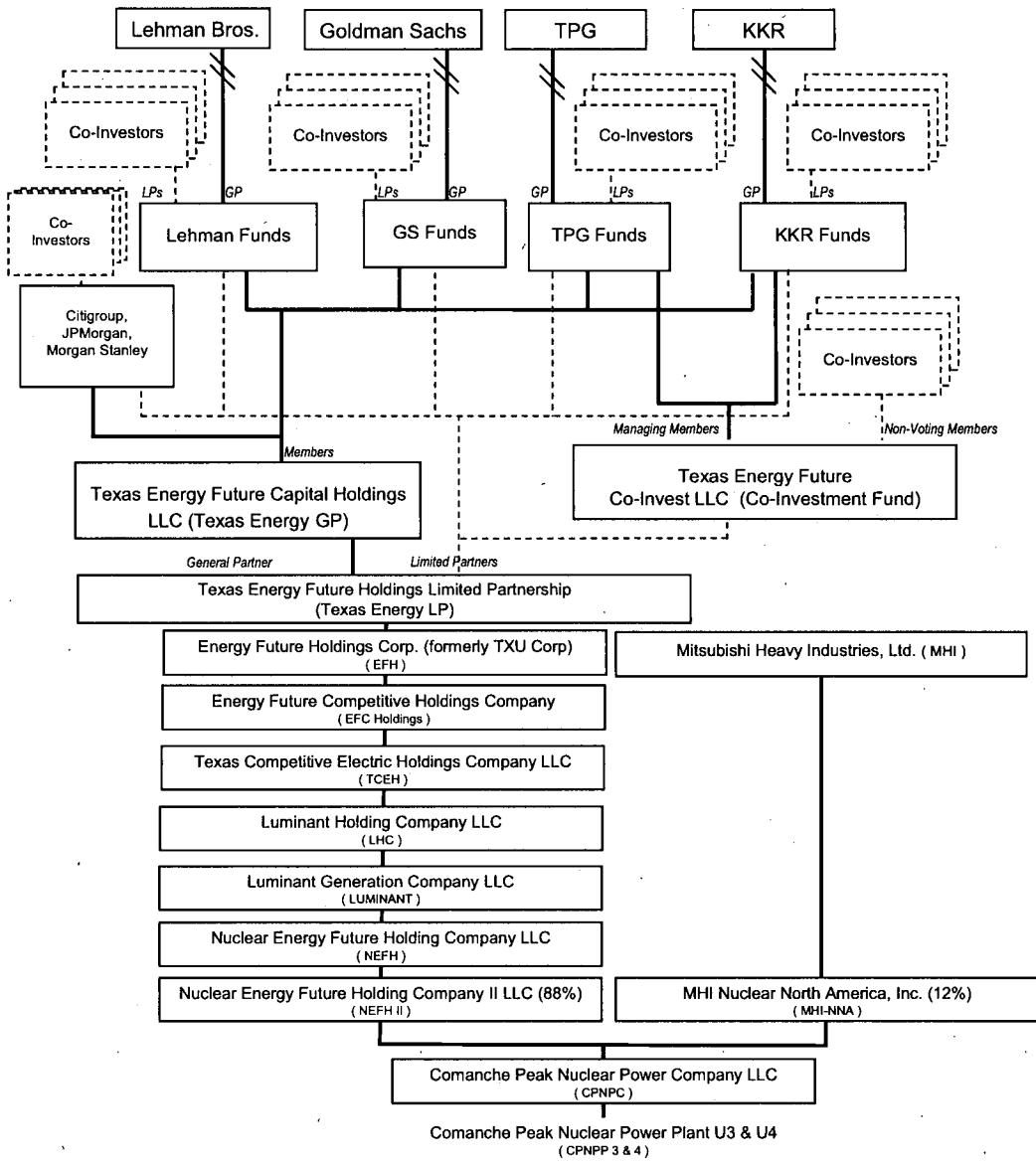
This section of the referenced DCD is incorporated by reference with no departures or supplements.

ENCLOSURE 4

Part 1 Figure 1.2-1, "Simplified Ownership Diagram"

(Public Version)

**FIGURE 1.2-1  
Simplified Ownership Diagram**



ENCLOSURE 5

Part 1 Figure 1.2-2, "Simplified Corporate Structure Diagram"

(Public Version)

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

