

RS-11-105

10 CFR 50.80

June 24, 2011

U.S. Nuclear Regulatory Commission
ATTN: Document Control Desk
Washington, DC 20555-0001

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

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

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

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

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

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

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

Peach Bottom Atomic Power Station, Units 1, 2 and 3
Facility Operating License No. DPR-12
Renewed Facility Operating License Nos. DPR-44 and DPR-56
NRC Docket Nos. 50-171, 50-277 and 50-278

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

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

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

Subject: Response to Request for Additional Information Regarding Request for
Threshold Determination Under 10 CFR 50.80

- Reference:
- (1) USNRC letter to Exelon Generation Company, LLC, "Request for Additional Information Exelon Threshold Determination Request," dated June 24, 2011
 - (2) Exelon Generation Company, LLC letter to USNRC, "Request for Threshold Determination Under 10 CFR 50.80," dated May 18, 2011
 - (3) Exelon Generation Company, LLC and Constellation Energy Nuclear Group, LLC letter to USNRC, "Application for Approval of Indirect Transfer of Control of Licenses," dated May 12, 2011

In Reference 1, the NRC requested additional information regarding the proposed directors that will be added to Exelon Corporation's (Exelon) board of directors, as described in References 2 and 3, including position on the board of directors, and citizenship. Additional information was also requested regarding what authority the four new directors to be added to the Exelon board from the Constellation Energy Group (Constellation) board of directors will have over Exelon Generation's current licensed facilities upon completion of the merger.

The merger agreement provides that the board of directors of Exelon shall cause Mayo A. Shattuck III to be appointed as the executive chairman of the board of directors of Exelon effective upon completion of the merger. The merger agreement provides that, upon completion of the merger, the executive chairman of Exelon shall serve as the chairman of the board of directors, approve the agenda and conduct meetings of the board of directors, support the board of directors selection process, approve the vision and mission of Exelon with the board of directors, provide guidance on and approve the public policy positions of Exelon, act as the Exelon spokesman on public policy initiatives, provide input on the selection of the executive management team following integration, represent the board of directors to the public, assist in representing Exelon to the public and investors, advise the Exelon chief executive officer in the growth and development of the competitive businesses, represent Exelon in advancing the customers and other external constituencies, and advise the chief executive officer on strategy and development and transactional activities.

The merger agreement provides that, upon completion of the merger, Exelon will add to its current 15-member board of directors Mr. Shattuck and three independent directors of Constellation designated by the board of directors of Constellation. (Note that Reference (2) incorrectly referred to the existing Exelon board as having 14 members.) The merger

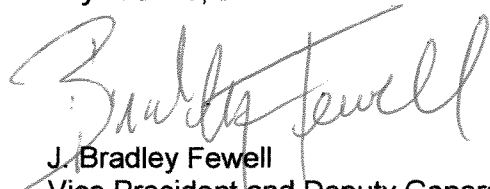
agreement further provides that by the end of 2012, the number of directors constituting the board of directors of Exelon shall be 16, comprised of (1) Mr. Christopher Crane, (2) eleven independent directors of Exelon designated by the board of directors of Exelon, (3) Mr. Shattuck, and (4) the three independent directors of Constellation designated by the board of directors of Constellation. One Exelon director is expected to retire at the end of 2011, and Mr. Rowe is expected to retire upon completion of the merger. One other current Exelon director is expected to retire from the Exelon board at the end of 2012. As a result, the Exelon board of directors will consist of 14 legacy Exelon directors and 4 legacy Constellation directors during 2012 and 12 legacy Exelon directors and 4 legacy Constellation directors beginning in 2013. The merger agreement also provides that, upon completion of the merger, each of the three independent directors of Constellation designated by the board of directors of Constellation will be named to one or more of the compensation committee, corporate governance committee, audit committee and risk oversight committee of the board of directors of Exelon. In addition, one of the three independent directors of Constellation designated by the board of directors of Constellation will be named as the chair of one of such committees. As described above, the four new Exelon directors taken from the Constellation board of directors will constitute less than one-third of the membership of the Exelon board of directors upon completion of the merger.

With the exception of Mr. Shattuck, Exelon and Constellation are not prepared at this time to identify by individual name the three members of the Constellation board of directors to be named to the Exelon board of directors upon completion of the merger. However, any members appointed will be independent and also be U.S. citizens (including U.S. citizens that may have dual citizenship) or citizens from countries not among the embargoed or restricted countries listed in 10 CFR 110.28 and 110.29. It is currently expected that one director would be a non-U.S. citizen with citizenship from a country that is among the Members of the Nuclear Suppliers Group listed in 10 CFR 110.30. In summary, the addition of the four new directors to the Exelon board of directors upon completion of the merger will not change the existing authority and control of Exelon Generation's current licensed facilities as presently exercised by the existing Exelon board of directors, all of whom are U.S. citizens.

There are no regulatory commitments in this letter.

If any additional information is needed regarding this request for threshold determination, please contact David J. Distel at (610) 765-5517.

I declare under penalty of perjury that the foregoing is true and correct. Executed on the 24th day of June, 2011.



J. Bradley Fewell
Vice President and Deputy General Counsel
Exelon Generation Company, LLC

cc: Regional Administrator - NRC Region I
Regional Administrator - NRC Region III
NRC Senior Resident Inspector - Braidwood Station, Units 1 and 2
NRC Senior Resident Inspector - Byron Station, Units 1 and 2
NRC Senior Resident Inspector - Clinton Power Station
NRC Senior Resident Inspector - Dresden Nuclear Power Station, Units 1, 2 and 3
NRC Senior Resident Inspector - LaSalle County Station, Units 1 and 2
NRC Senior Resident Inspector - Limerick Generating Station, Units 1 and 2
NRC Senior Resident Inspector - Oyster Creek Nuclear Generating Station
NRC Senior Resident Inspector - Peach Bottom Atomic Power Station, Units 1, 2 and 3
NRC Senior Resident Inspector - Quad Cities Nuclear Power Station, Units 1 and 2
NRC Senior Resident Inspector - Salem Generating Station, Units 1 and 2
NRC Senior Resident Inspector - Three Mile Island Nuclear Station, Unit 1
E. A. Brown, NRC Senior Project Manager
D. V. Pickett, NRC Senior Project Manager