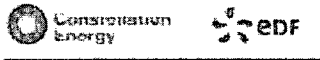


CENG

a joint venture of



100 Constellation Way
Suite 200C
Baltimore, MD 21202-3106
410.470.3312
443.213.3680 Fax
steven.miller@cenginc.com

Steven L. Miller
Senior Vice President
General Counsel, Secretary

November 10, 2011

U.S. Nuclear Regulatory Commission
Washington, DC 20555-0001

ATTENTION: Document Control Desk

SUBJECT: **Calvert Cliffs Nuclear Power Plant**
Unit Nos. 1 & 2; Docket Nos. 50-317 & 50-318
Calvert Cliffs Independent Spent Fuel Storage Installation
Docket No. 72-8
Nine Mile Point Nuclear Station
Unit Nos. 1 & 2; Docket Nos. 50-220 & 50-410
R. E. Ginna Nuclear Power Plant
Docket No. 50-244
R.E. Ginna Independent Spent Fuel Storage Installation
General License
Docket No. 72-67

Response to NRC's Request for Additional Information on License Transfer Application

REFERENCES: (a) Letter from D. V. Pickett (NRC) to H. B. Barron (CENG), dated October 12, 2011, Request for Additional Information Re: Proposed Merger Between Exelon Corporation and Constellation Energy Group, Inc.
(b) Letter from H. B. Barron (CENG) and C. M. Crane (Exelon) to Document Control Desk (NRC), dated May 12, 2011, Application for Approval of Indirect Transfer of Control of Licenses

The purpose of this letter is to provide the response of Constellation Energy Nuclear Group, LLC (CENG) to the Nuclear Regulatory Commission's request for additional information (Reference a) regarding the Application for Approval of Indirect Transfer of Control of Licenses (Reference b).

The response to the non-proprietary questions is provided in Attachment (1). Please note that Attachment (1b), a response to the two proprietary questions, is being provided in a separately-bound enclosure. Attachment (1b) contains confidential and proprietary information and we request that this attachment be withheld from public disclosure pursuant to 10 CFR 2.390(a)(4) and 9.17(a)(4). An affidavit supporting the request for withholding Attachment (1b) from public disclosure is provided as Attachment (5).

This letter contains proprietary information requested to be withheld from public disclosure under 10 CFR 2.390. The letter is non-proprietary upon removal of Attachment (1b).

Designated original copy.
Douglas Pickett
November 30, 2011

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November 10, 2011
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EMT/emt/bjd

- Attachments:
- (1) Response to NRC Request for Additional Information (Non-Proprietary)
 - (1b) Response to NRC Request for Additional Information (Proprietary)
 - (2) Initial Report of the Nuclear Advisory Committee to the CENG Board of Directors (Redacted)
 - (3) Charter of the Nuclear Advisory Committee to the CENG Board of Directors
 - (4) Revised List of Officers
 - (5) 10 CFR 2.390 Affidavit of Steven L. Miller

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cc: **With Attachment (1b)**

D. V. Pickett, NRC
R. V. Guzman, NRC
E. A. Brown, NRC

Without Attachment (1b)

W. M. Dean, NRC
Resident Inspector, NRC (Calvert Cliffs)
Resident Inspector, NRC (Ginna)
Resident Inspector, NRC (Nine Mile Point)
S. Gray, Maryland DNR
A. L. Peterson, NYSERDA
P. D. Eddy, NYSDPS

ATTACHMENT 1

**RESPONSE TO NRC REQUEST FOR ADDITIONAL INFORMATION
(NON-PROPRIETARY)**

**Constellation Energy Nuclear Group, LLC
November 10, 2011**

ATTACHMENT 1

RESPONSE TO NRC REQUEST FOR ADDITIONAL INFORMATION (NON-PROPRIETARY)

For convenience of the reader, references are placed at the end of this attachment.

1. Decommissioning Funding Assurance

Under Section VI, "Financial Qualifications," subheading B, "Decommissioning Funding," the Applicants state that "[...] decommissioning funding assurance for the CCNPP [Calvert Cliffs Nuclear Power Plant] ISFSI will be maintained consistent with the requirements of 10 CFR 72.30(c)." However, the Applicants did not provide the decommissioning cost estimate or funding assurance methods for the CCNPP ISFSI and the Ginna ISFSI.

Regarding an ISFSI, the NRC regulation 10 CFR 72.50(b)(1) states that:

An application for transfer of a license must include as much of the information described in §§ 72.22 and 72.28 with respect to the identity and the technical and financial qualifications of the proposed transferee as would be required by those sections if the application were for an initial license.

In order to demonstrate financial qualifications in order to be issued a license, 10 CFR 72.22(e) provides that the applicant must submit information that shows that the applicant either possesses the necessary funds, or has reasonable assurance of obtaining the necessary funds to cover construction, operating, and decommissioning costs.

The provisions of 10 CFR 72.30 require the licensee to provide financial assurance for decommissioning an ISFSI. Based on information provided within the application, the NRC needs the following additional information in order to complete its review:

- a) The minimum prescribed amount of decommissioning financial assurance required of reactor licensees specified in 10 CFR 50.75 does not include the costs of decommissioning an ISFSI.*

For each ISFSI, provide the estimated decommissioning costs, and the latest version of the decommissioning funding plan used to provide reasonable assurance that funds for decommissioning will be available when needed.

Reference 1 requests Nuclear Regulatory Commission (NRC) consent to certain indirect license transfers that would result from the proposed merger of Exelon Corporation and Constellation Energy Group, Inc. The NRC's finding for an indirect license transfer (e.g., a change in corporate ownership) is generally, whether the proposed transfer would affect the qualifications of the licensee as the holder of the license (e.g., see Reference 2). Because the pending application is for indirect transfers, the application focuses on the fact that the Applicants are not proposing any change in existing decommissioning funding assurance arrangements for either the reactor facilities or for the Independent Spent Fuel Storage Installations (ISFSI) at Calvert Cliffs Nuclear Power Plant (Calvert Cliffs) or R.E. Ginna Nuclear Power Plant (Ginna).

Constellation Energy Nuclear Group, LLC (CENG) has previously provided the NRC with information on the estimated costs to decommission the Calvert Cliffs and Ginna ISFSIs. Regarding the specific license for the Calvert Cliffs ISFSI, the licensee provided a revision to its originally submitted decommissioning plan to the NRC on August 18, 1992 (Reference 3). Regarding the general reactor and ISFSI license for Ginna, CENG submitted to the NRC a site-specific SAFSTOR decommissioning cost estimate on November 20, 2009 (Reference 4). Independent Spent Fuel Storage Installation decommissioning estimates were also provided due to the contemplated activities needed to terminate the facility license. With the current zero-leakage design of the spent nuclear fuel canisters, no residual contamination is expected to be left behind on the concrete storage pads. In general, it is estimated that

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RESPONSE TO NRC REQUEST FOR ADDITIONAL INFORMATION (NON-PROPRIETARY)

little, if any, decontamination will be required in connection with decommissioning the ISFSIs because of relatively low neutron flux emanating from the spent fuel.

Data withheld from public viewing in accordance with 10 CFR 2.399(a)(4) and 9.17(a)(4)

Calvert Cliffs ISFSI

The Calvert Cliffs ISFSI was licensed in 1992 under a Part 72 specific license. In accordance with 10 CFR 72.30(b), Calvert Cliffs provided an ISFSI decommissioning funding plan in connection with the licensing of the Calvert Cliffs ISFSI (Reference 3). The 1992 Calvert Cliffs ISFSI decommissioning study indicated that the total cost of ISFSI decommissioning would be \$17,747,502, based on prevailing assumptions at that time. The 2009 study in Reference 5 indicates that the actual cost of decommissioning the ISFSI would be significantly lower than this estimate. As of December 31, 2010, there was approximately [] in the Calvert Cliffs ISFSI decommissioning trust accounts that was separately identified and not included as part of the facility radiological trust fund balances reported earlier this year in CENG's biennial report on decommissioning funding (Reference 6). Fund growth through the estimated period of ISFSI decommissioning (currently estimated to be 2065) will provide adequate funding assurance to decommission the Calvert Cliffs ISFSI.

Ginna ISFSI

The Ginna ISFSI, which began operation in the third quarter of 2010, is licensed under a general license pursuant to Subpart K of 10 CFR Part 72. Title 10 CFR Part 72 does not require submittal of an application to obtain a general license, and the currently effective provisions in 10 CFR 72.30(a)-(b) pertaining to submittal of a decommissioning funding plan do not apply to a general license. See 10 CFR 72.13(c). Therefore, 10 CFR 72.50(b)(1) does not require submittal of a decommissioning funding plan when such a general license is transferred. Nevertheless, CENG has planned and is providing financial assurance for the decommissioning of the Ginna ISFSI facility as part of its site-specific SAFSTOR decommissioning cost study submitted to the NRC on November 20, 2009 (Reference 4). It is expected that little, if any, decontamination will be required in connection with decommissioning the Ginna ISFSI. The site-specific decommissioning cost estimate assumes that the ISFSI pad and horizontal storage modules would have no activated concrete or surface contamination.

The site-specific decommissioning cost estimate for Ginna indicated that the total cost of ISFSI decommissioning would be approximately [] (2009 dollars) for the selected SAFSTOR scenario, with the ISFSI demolition occurring in 2045-2046. This amount is the sum of [] on page 49 of 52 plus [] on page 50 of 52 of Table 3 in Appendix D of the Ginna attachment in Reference 4.

As explained in the latest CENG biennial report on decommissioning funding (Reference 6), as of December 31, 2010, there was approximately \$264,864,000 in the radiological reactor decommissioning trust for Ginna. After expending the reactor radiological decommissioning costs (in 2009 dollars), adjusting the amount to year-end 2010 dollars, and escalating the funds at a 2 percent annual real earnings rate, a balance of approximately \$125,686,000 would be available to pay for the costs of non-radiological decommissioning of the facility and spent fuel management activities, including the [] in ISFSI decommissioning costs, thus assuring that adequate funds are provided for decommissioning the Ginna ISFSI facility.

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- b) *Explain the procedure that will be used to add financial assurance adequate to cover the cost of decommissioning each ISFSI to the amount of financial assurance required for the reactors.*

Financial assurance to cover the costs of decommissioning the Calvert Cliffs ISFSI and Ginna ISFSI is already being provided, as explained in the response to RAI 1(a). Thus, no added assurance is currently required. For Calvert Cliffs, trust funds for ISFSI decommissioning are separately identified and subject to periodic adjustment in accordance with 10 CFR 72.30(b). For Ginna, the ISFSI decommissioning cost estimate is currently included and updated periodically as part of the site specific SAFSTOR cost estimate. Both ISFSIs will comply with the new requirement to submit updated ISFSI decommissioning funding plans at three year intervals under the revised Decommissioning Planning rule (76 Fed. Reg. 35512, June 17, 2011), when it becomes effective on December 17, 2012.

- c) *Explain the procedure that will be used to separately identify the amounts of financial assurance provided for each reactor and ISFSI.*

As explained in the responses to RAI 1(a) and RAI 1(b), trust funds for Calvert Cliffs' specific license ISFSI decommissioning are separately identified and not included as part of the facility radiological decommissioning trust fund balances reported earlier this year in CENG's biennial report on decommissioning funding assurance (Reference 6). For Ginna, allocated funds for the general license ISFSI decommissioning are currently held in the same trust accounts with funds for facility radiological decommissioning. As part of compliance with the recent Decommissioning Planning rule (76 Fed. Reg. 35512, June 17, 2011), Ginna, along with the remainder of the industry, will assess the need to separately identify the amounts of financial assurance provided for the reactor and ISFSI.

2. Foreign Ownership, Control, or Domination:

In the supplement dated August 12, 2011, the Applicants provided additional information to the NRC regarding FOCD as it relates to the CENG subsidiary licenses and Exelon.

In Section IV, "Foreign Ownership or Control," of the May 12, 2011 submittal, the licensees state that:

[E]xelon's acquisition of CEG will not result in CENG or the Licensees being owned, controlled, or dominated by an alien, foreign corporation, or foreign government within the meaning of Sections 103d or 104d of the Atomic Energy Act, or the licensee eligibility requirements of 10 CFR 50.38.

Section 103d of the Atomic Energy Act prohibits the NRC from issuing a license to:

[a]n alien or any corporation or other entity if the Commission knows or has reason to believe it is owned, controlled, or dominated by an alien, a foreign corporation or a foreign government.

Section 50.38 of 10 CFR is the regulatory provision that implements this statutory prohibition. In order for the NRC to complete its review, provide the following additional information:

- a) *Describe the type of shares (e.g., common or preferred stock) and shareholder rights of the shares of Exelon stock that EDF Inc. will own at the time the merger is consummated. In addition, state what rights, if applicable, EDF Inc., will have to nominate any Director(s) to Exelon's Board of Directors at the time the transfer is consummated and in the future.*

EDF Inc. (EDF) currently holds approximately 14.46 million shares of common stock of Constellation Energy Group, Inc., which represent approximately 7.2 percent of the outstanding Constellation shares. In the merger of Constellation with Exelon Corporation, the Constellation stock held by EDF will be converted into approximately 13.45 million shares of Exelon common stock. EDF will, as a result of the merger, hold approximately 1.5 percent of the issued and outstanding common stock of Exelon. As the

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RESPONSE TO NRC REQUEST FOR ADDITIONAL INFORMATION (NON-PROPRIETARY)

holder of Exelon common stock, EDF will have no greater or lesser rights than any other holder of Exelon common stock. In general, this includes the right to vote on matters on which shareholders are entitled or asked to vote, such as matters of corporate policy and the election of members of the board of directors, and the right to dividends as and when declared payable by the board of directors.

However, beyond its ordinary shareholder rights, EDF would not have the ability to exercise control to nominate or appoint any directors to Exelon's Board of Directors. Neither EDF nor any other Exelon shareholder has a right to appoint a representative to the Exelon board of directors. Like almost all other publicly-held companies, Exelon's bylaws include a procedure that allows shareholders to place the name of a candidate in nomination for election to the board of directors. Shareholders are also permitted to submit recommendations to the Exelon Corporate Governance Committee, which serves as a nominating committee for the board of directors. EDF as the holder of Exelon common stock, will have the same opportunities as other shareholders to follow these procedures. There are also no voting arrangements between EDF and any other shareholders that could give EDF additional voting power relative to Exelon, such as matters of corporate policy and the election of members of the board of directors.

- b) *Describe the procedures that will be used to assure that EDF Inc.'s shareholder rights in Exelon do not result in EDF Inc. participating in decisions concerning nuclear safety or security; obtaining responsibility for special nuclear material; or gaining access to restricted data.*

EDF Inc.'s less than 2 percent shareholder interest in Exelon will give it no right to participate in management decisions of Exelon, including any management decisions concerning nuclear safety or security, or to obtain responsibility for special nuclear material or access to Restricted Data. EDF will continue to be an owner (49.99 percent) of CENG and participate as a member in the CENG joint venture subject to the Negotiation Action Plan approved in connection with the NRC October 30, 2009 orders approving EDF's investment in CENG.

The CENG Operating Agreement requires the CENG board of directors to appoint a Nuclear Advisory Committee composed of U.S. citizens who are not officers or directors of CENG, EDF, or Constellation Energy Group, Inc. The Nuclear Advisory Committee is responsible for oversight to help ensure that CENG is in compliance with laws and regulations regarding foreign domination and control of nuclear operations and that a decision of a foreign government could not adversely affect or interfere with the reliable and safe operation of any nuclear assets of CENG or its affiliates.

- c) *Explain what right of appeal to Exelon the Nuclear Advisory Committee (NAC) has in the event the CENG Board or its Chairman takes an action regarding FOCD in a manner not recommended by the NAC.*

The NAC is an advisory board that reports to the CENG Board of Directors. The roles and responsibilities of the NAC are set forth in Section 7.5 of the Second Amended and Restated Operating Agreement for CENG, dated November 6, 2009 (CENG Operating Agreement, submitted in Reference 1). The NAC's activities are also guided by the NAC Charter (Attachment 3). The NAC's primary responsibility is to work with the management of CENG to determine if any potential FOCD-related matters could affect the reliable and safe operation of the CENG nuclear facilities or assets and whether the company should take any additional steps to ensure compliance with FOCD requirements. The NAC does not have a decision-making role for CENG, nor is there a formal "right of appeal" if the CENG Board or its Chairman takes an action in a manner inconsistent with a recommendation of the NAC. However, there is nothing that prevents the NAC from engaging CENG's parent companies - including Exelon following completion of the proposed merger - on any matter of concern to the NAC, including matters of compliance with NRC FOCD requirements.

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As NAC member Richard Meserve described to the NRC Staff during the applicants' September 26, 2011 meeting with the NRC, the NAC has met with the Constellation Energy Group, Inc. (CEG) Board of Directors' Committee on Nuclear Power on more than one occasion. The Committee on Nuclear Power provides corporate oversight of nuclear safety, security, and reliability matters for CEG. The applicants expect that the same interaction would occur after the closing of the merger. For example, the NAC would be free to meet with the Generation Oversight Committee of the Exelon Board of Directors following consummation of the deal. That committee provides corporate oversight of nuclear safety matters, including compliance with NRC requirements, for the Exelon fleet. If the NAC were to have a concern with an action of the CENG Board or its Chairman regarding FOCD, the NAC is free to raise the issue with Exelon's Generation Oversight Committee or with management within the Exelon Generation organization. Moreover, and as stated by Dr. Meserve in his presentation to the Staff during the September 26th meeting, the NAC can always take matters of FOCD concern directly to NRC if conditions warrant such attention.

- d) *State whether Exelon will have the power, whether or not exercised, to influence or override the CENG Chairman's casting vote, or a decision by the CENG Board on FOCD matters. In addition, state if in the event Exelon influences or overrides the CENG Chairman's casting vote or a decision by the CENG Board on FOCD matters, whether Exelon is required to obtain the advice and recommendation of the NAC.*

After the closing, Exelon will be one of two ultimate parents of CENG but will not have any additional rights to participate in CENG beyond those held currently by CEG as a member. Exelon will not have the power to override the CENG Chairman's casting vote or a decision by the CENG Board on FOCD matters. Following the proposed transaction, CENG will continue to operate as a joint venture, as it does now pursuant to the CENG Operating Agreement. The Operating Agreement establishes the requirements and procedures for governance of the joint venture. CEG and EDF only have the right to participate in CENG as members subject to the terms of the CENG Operating Agreement. Members do not have the right to override the CENG Chairman's casting vote authority or a decision by the CENG Board on FOCD matters.

As described in the response to RAI 2(c), Exelon is not *required* to obtain the advice of the NAC because the NAC is an advisory committee for the CENG Board of Directors. Nonetheless, there is nothing that would prevent Exelon from communicating with the NAC on any FOCD matters, and it is expected that such interaction will occur.

- e) *Explain how Exelon and CENG will allocate authority and accountability regarding FOCD issues, obtaining the advice of the CENG NAC, and taking action on advice given by the NAC. In addition, explain how Exelon and CENG will resolve any differences of opinion regarding FOCD issues.*

Constellation Energy Nuclear Group, LLC is responsible for ensuring compliance with the Negotiation Action Plan. The Nuclear Advisory Committee assists in that compliance by advising CENG on FOCD matters. Following the merger, Exelon will have corporate oversight responsibility as an ultimate parent company with respect to CENG's performance and compliance with NRC requirements, which would include the NRC's FOCD restrictions. As explained in Exelon's August 3, 2011 RAI response, the Exelon Board of Directors has established a Generation Oversight Committee that is responsible for Board level oversight of all nuclear and other generation matters, including regulatory performance and compliance with NRC requirements, including FOCD issues. As noted above, it is expected that Exelon will also communicate with the NAC on FOCD matters as part of its corporate oversight.

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RESPONSE TO NRC REQUEST FOR ADDITIONAL INFORMATION (NON-PROPRIETARY)

Exelon and CENG will have multiple avenues to resolve any differences of opinion regarding FOCD issues. These include the ability of either Exelon or CENG personnel to report an FOCD concern to their supervisor or to enter a potential FOCD concern into the corrective action program, or to raise the concern with the Employee Concerns Program (ECP). Both CENG and Exelon maintain ECP programs. In addition, Exelon or CENG personnel may bring the potential FOCD concern to the attention of the NAC, and they are always free to report any concern directly to the NRC. The NAC's advisory role can be particularly useful in helping to address any difference of opinion regarding a FOCD issue by providing independent expert advice. It is important to note that Exelon has substantial experience in this area as a former owner of AmerGen Energy Company, L.L.C. a 50/50 joint venture between Exelon and British Energy, which had a governance structure and negotiation measures similar to those for CENG.

- f) Describe the procedures used by CENG to report FOCD matters and concerns to the NAC. In addition, state the rights and obligations, if applicable, Exelon will have to obtain the advice of the NAC on any potential FOCD matters before taking actions that may affect FOCD, and the extent to which the NAC will report to or advise on FOCD matters to Exelon.*

As noted above, CENG personnel have multiple avenues to raise potential FOCD concerns. If CENG personnel identify a potential FOCD concern, they may bring the concern to the attention of management, enter the issue into the corrective action program, or bring it to the attention of the NAC. The NAC Charter also contemplates that the NAC will take an active role in identifying potential FOCD issues. The NAC typically meets four times a year and its meetings include discussions with CENG management. During the year, the NAC has contact with various levels of the CENG organization. The NAC's formal communication to the CENG Board of Directors is through the NAC's Annual Report. However, CENG can bring FOCD matters or concerns to the NAC at any time. As shown in the NAC Annual Report for 2010, CENG has utilized the resources it has available through the NAC to provide an independent opinion on FOCD matters.

It is important to reiterate, as NAC member Richard Meserve explained to the NRC during the September 26, 2011 meeting, that the NAC is not passive—it seeks out FOCD issues and will contact individuals at various levels within the CENG and CEG organizations. It is expected that the NAC will continue to function in the same proactive manner with Exelon and Exelon Generation when the proposed merger closes. The NAC does not limit its discussions to senior management, but rather will speak with relevant employees within the organization to gather additional information on matters that could affect FOCD. For example, in 2010, the NAC self-initiated a number of inquiries into issues such as cyber security, fuel procurement, staff training, control of Safeguards Information, export controls, Foreign Corrupt Practices Act procurement, and post-Fukushima actions (such as plant walk downs). The NAC has an observer at CENG Board of Directors meetings. The NAC also engages a consultant to the committee who helps conduct interviews with management and other reviews, and engages its own legal counsel with expertise on foreign ownership issues.

- g) Describe the procedures used by the NAC to meet with and discuss FOCD matters to CENG's parent companies within the corporate structure, both pre and post consummation of the transfer.*

The NAC's activities in this regard are guided by its Charter (Attachment 3). Because the NAC is established as an advisory committee to the CENG Board of Directors, there is no formal process for the NAC to meet with and discuss FOCD matters with CENG's parent companies. However, it is expected that such contacts would naturally occur as a part of the NAC's function. As described in the response to RAI 2(c), the NAC has met with the CEG Board of Directors' Committee on Nuclear Power on more than one occasion. If the NAC would like to discuss FOCD matters with CENG's parent companies or

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CENG's parent companies would like to discuss FOCD matters with the NAC, nothing prevents that interaction from occurring. The same will be true after the consummation of the merger.

- h) State if in the event of a deadlock by the EDF Inc. appointed CENG Board of Directors on the budget as it relates to plant improvements, nuclear safety, security and reliability, whether EDF Inc.'s participation is required to form a quorum on NRC-designated activities, other than related to special matters as described in the CENG Operating Agreement.*

Unanimous approval of CENG directors is required on special matters that relate to economic and budget matters, strategic business decisions, and governance. Nuclear Regulatory Commission precedent has recognized that such business decisions can appropriately be reserved for the full board of licensees with foreign directors. A budget matter is generally for the full Board to decide, and all directors appointed by a member must vote in the same manner (i.e., as a block), either for or against. See CENG Operating Agreement at Section 7.2(j): Thus a vote will either be unanimous or deadlocked. In the event of a deadlock, if the matter relates to any of the several matters subject to the U.S. Chairman's casting vote (including NRC licensed activities, nuclear safety, security or reliability), the issue would be decided by the U.S. Chairman.

Under Section 7.2(g) of the CENG Operating Agreement, the action of a majority of directors at a meeting at which a quorum (a majority including at least one CEG and one EDF director) is present constitutes an action of the CENG Board, provided at least one CEG and one EDF director votes in favor, except for matters decided by the Chairman's casting vote pursuant to Section 7.3(c). Thus, while EDF's participation is generally required to form a quorum, the U.S. Chairman's casting vote authority is excepted from the quorum provision of Section 7.2(g) (see also the final sentence of Section 7.3(c), "notwithstanding 7.2(g), any such action [the Chairman's casting vote] approved pursuant to this Section 7.3(c) shall constitute an action of the Board of Directors").

- i) State whether the NAC would have any authority to prevent a FOCD event or issue from transpiring once it was brought to the attention of the NAC.*

The NAC is an advisory committee and does not function in a decision-making role. If the NAC becomes aware of an FOCD event or issue, it will bring it to the attention of CENG management and/or the CENG Board of Directors. The NAC may advise the CENG Board and provide its recommendations regarding the regulatory or safety significance of the issue, and recommended actions to address the issue. In this manner, the NAC may have a role in preventing an FOCD event or issue from transpiring. As explained by Richard Meserve during the September 26th meeting, the NAC may also report any FOCD concerns to the NRC or other U.S. governmental authorities. See CENG Operating Agreement at Section 7.5.

- j) State if there will be any changes to CENG's Board of Directors. Also, explain the term "independent director" as it applies to both the Exelon and CEG Board of Directors, and the criteria used to determinate [sic] that a director is independent.*

Exelon has not identified any proposed changes to the designated CENG board members; however Constellation Nuclear LLC has the right under the Operating Agreement to do so at any time and Exelon may cause Constellation Nuclear LLC to make changes in CENG board membership following closing of the proposed merger.

The NYSE independence rules are detailed and complex. Generally speaking, independent directors of CENG are people who are not currently employed by CENG or its subsidiaries, have not been employed by CENG or its subsidiaries during the past three years or served as an executive officer of CENG or its

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subsidiaries, are not consultants to CENG or its subsidiaries who have been paid more than \$100,000 in any 12 month period in any of the last three years, have not engaged in material transactions with CENG or its subsidiaries in the past three years, are not employed by a company that has had transactions with CENG and its subsidiaries in the past three years that exceed 2 percent of that company's consolidated gross revenues in its most recent fiscal year, and have no other material relationships with CENG or its subsidiaries. An independent director is obligated to act in the best interests of the corporation and the shareholders. Independent directors are not employed by the corporation, its subsidiaries, its owners, or any of their affiliates, nor are they controlled by or acting at the direction of the corporation, its subsidiaries, its owners, or any of their affiliates.

k) *In the submittal dated August 12, 2011 CENG stated that:*

For an approximately 50/50 joint venture like CENG, deconsolidation of the joint venture's financial results from those of the parent would usually be considered to provide a more fair presentation. In this regard, CEG determined that CEG and EDF should be considered to have joint control of CENG under the applicable accounting standards of ASC 810, and thus neither CEG nor EDF Inc. would be considered to have a controlling financial interest.

The NRC staff notes that a FOCD determination by the NRC is based on the totality of facts since a foreign entity may exert indirect control due to factors other than voting interests, including financial interests.

Explain how the negation action plan approved in 2009 is still appropriate due to CEG ceasing to have a "controlling financial interest" in CENG since CEG and EDF Inc. are considered to have "joint control" over the day-to-day business activities of CENG, as stated in response to the NRC's RAI on the June 30, 2010, Securities and Exchange Commission letter.

As explained in CENG's August 12, 2011 RAI response, the Negation Action Plan is working as intended and remains appropriate. There has been no change in FOCD matters within the meaning of the Atomic Energy Act since the Negation Action Plan was approved in 2009. The SEC letter addressed "controlling financial interest" solely for accounting purposes – i.e., to determine whether to deconsolidate the financial results of the CENG joint venture from those of the parent CEG – in accordance with a Financial Accounting Standards Board financial accounting standard. The term "controlling financial interest" in this standard is not the same as the use of the term "control or domination" in the Atomic Energy Act.

In any event, while CEG determined that EDF should be deemed to have joint financial control over day-to-day business activities of CENG within the meaning of the financial accounting standard, it at all times remains subject to the casting vote authority of the U.S. Chairman over matters of nuclear safety, security and reliability.

l) *On page 4 of the 2010 Électricité de France S.A. (EDF) Annual Report, EDF states that it owns 48.96 percent of the equity and 50 percent of the voting rights in Edison, an Italian company (www.edf.com). On August 3, 2011, the Government Accounting office issued a report regarding the Comprehensive Iran Sanctions, Accountability and Divestment Act of 2010 for the Senate Armed Services Committee titled: "Firms Reported in Open Sources as Having Commercial Activity in Iran's Oil, Gas, and Petrochemical Sectors." On page 5, Edison is listed as a firm identified by the GAO that had commercial activity in Iran's oil, gas, or petrochemical sectors from January 2010 to May 2011. Indicate the current equity and voting rights of Edison, and any other corporation listed in the August 3, 2011, GAO Report by EDF, and whether the negation action plan previously approved in 2009 is sufficient to negate any indirect impact of the Edison ownership, or other financial arrangements and ownership with foreign corporations as having commercial activity in*

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RESPONSE TO NRC REQUEST FOR ADDITIONAL INFORMATION (NON-PROPRIETARY)

Iran. In addition, regarding Constellation and Exelon, describe any financial arrangements with foreign corporations having commercial activity with Iran as provided within the GAO Report.

As reflected in the most recent EDF Annual Report, EDF owns 48.96 percent of the equity and 50 percent of the voting rights in Edison. Edison and CENG operate as wholly separate business entities under an ultimate EDF parent organization. Edison has no direct or indirect role in the activities of EDF Inc. or its role as a member of CENG. None of the officers or directors of CENG holds any position as an officer or director of Edison. There is no relationship between the two entities other than EDF's partial ownership interest in each company. Moreover, the existing Negation Action Plan assures that U.S. control of CENG, within the meaning of 10 CFR 50.38, is exercised. No activity of Edison could override the casting vote authority of the U.S. Chairman of the Board of CENG over matters required to be under U.S. control.

The Committee on Foreign Investment in the United States (CFIUS) reviewed EDF's 49.99 percent acquisition of CENG in 2009, pursuant to Section 721 of the Defense Production Act of 1950, as amended, 50 U.S.C. App. 2170. The CFIUS review considers all relevant national security factors. [Withheld from public viewing in accordance with 10 CFR 2.390(a)(4) and 9.17(a)(4)]

[]
[] Based on its review, CFIUS determined that there were no unresolved national security concerns with respect to the transaction and advised relevant members of Congress and Congressional committees of this determination. The parties were advised of the CFIUS clearance on March 30, 2009, and the NRC was notified of the CFIUS action by letter dated April 22, 2009 (See ADAMS ML091250439).

As noted above, the Negation Action Plan is working as intended to ensure that CENG is not subject to impermissible foreign control or domination. Because EDF does not have impermissible control over CENG for purposes of the Atomic Energy Act and the NRC regulations, EDF's other subsidiaries or other EDF financial arrangements—in Iran or otherwise—cannot result in either direct or indirect control over CENG.

To the best of their knowledge, neither CEG nor Exelon have any financial arrangements with foreign corporations having commercial activity with Iran as provided in the GAO Report.

REFERENCES

1. Letter from H. B. Barron (CEG) and C. M. Crane (Exelon) to Document Control Desk (NRC), dated May 12, 2011, Application for Approval of Indirect Transfer of Control of Licenses (ML11138A159)
2. Order Approving Indirect Transfer of Facility Operating License, Entergy Nuclear Operations, Inc., issued July 28, 2008, at p. 3 (ML080940364)
3. Letter from G. C. Creel (CCNPP) to Director, Office of Nuclear Material Safety and Safeguards (NRC), dated August 18, 1992, Revision to the ISFSI Decommissioning Plan (ML920820002)
4. Letter from H. B. Barron (CENG) to Document Control Desk (NRC), dated November 20, 2009, Submittal of Site-Specific SAFSTOR Decommissioning Cost Estimates (ML093340088)
5. Letter from D. E. Lauver (CCNPP) to Document Control Desk (NRC), dated March 22, 2011, Submittal of Site-Specific SAFSTOR Decommissioning Cost Estimates (ML110830680)
6. Letter from S. Mormann (CENG) to Document Control Desk (NRC), dated March 29, 2011, Biennial Report: Status of Decommissioning Funding (ML110940057)

ATTACHMENT 1b

RESPONSE TO NRC REQUEST FOR ADDITIONAL INFORMATION
(PROPRIETARY)

ATTACHMENT 2

**INITIAL REPORT OF THE NUCLEAR ADVISORY COMMITTEE
TO THE CENG BOARD OF DIRECTORS (REDACTED)**

The Initial Report of the
CENG Nuclear Advisory Committee
To the Constellation Energy Group, LLC
Board of Directors
December 15, 2010

MEMBERS OF THE ADVISORY COMMITTEE

John Gordon, Chairman
James Asselstine
John Hamre
Robert Hanfling
Richard Meserve

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Initial Report to the CENG
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CENG Nuclear Advisory Committee
Initial Report to the CENG
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1 Executive Summary

The independent Nuclear Advisory Committee ("the AC") was established through the execution of the Constellation Energy Nuclear Group, LLC ("CENG" or "the Company") Second Amended and Restated Operating Agreement ("the Agreement") dated November 6, 2009. Section 7.5 of the Agreement sets forth the role and responsibilities of the AC.

The AC held its first meeting on December 1, 2009, and thereafter began performing the responsibilities set forth in the Agreement including the development of the AC Charter. The Agreement and the AC Charter call for the AC to prepare a report, at least annually, to the CENG Board of Directors describing the AC's activities and any AC observations regarding issues of foreign ownership, control, or influence ("FOCI") that could affect the nuclear operations of CENG. This report describes the activities of the AC during calendar 2010, and presents the findings of the AC as called for under the Agreement.

The AC's primary responsibility is to work with the management of CENG to determine if any existing or potential FOCI related matters could affect the reliable and safe operation of the CENG nuclear facilities or assets and whether the Company

¹ The reference to CENG throughout this report is intended to include Constellation Energy Nuclear Group LLC, its Subsidiaries and Affiliates.

CENG Nuclear Advisory Committee
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should take any additional steps to ensure compliance with FOCI related laws and/or regulations. Based on the efforts of the AC during this initial period of activity, the AC advises the CENG Board of Directors that nothing came to the AC's attention that would cause the AC to advise the CENG Board of Directors that CENG should take additional measures to ensure that the Company is in compliance with U.S. laws and regulations regarding FOCI. In addition, and as called for by the AC Charter, the AC did not identify any significant FOCI matters that may have necessitated the AC to report such matters directly to the Nuclear Regulatory Commission (the "NRC").

II. Introduction and Scope of the Report

Section 7.5 of the Agreement describes the purpose and responsibilities of the CENG Nuclear Advisory Committee. Specifically, the Agreement calls for the AC to:

"At least annually, the Advisory Committee shall prepare a report and supporting documentation to be delivered to the Board of Directors, which report shall advise the Company as to whether additional measures should be taken to ensure that the Company is in compliance with U.S. laws and regulations regarding foreign domination or control and that a decision of a foreign government could not adversely affect or interfere with the reliable and safe operation of any nuclear assets of the Company, its Subsidiaries or Affiliates."²

This Initial Report to the CENG Board of Directors ("the Initial Report") provides an overview of the activities of the AC beginning in December 2009 through the date of

² The Constellation Energy Nuclear Group, L.L.C., Operating Agreement, date November 6, 2009, p 41.

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this report as well as the observations of the AC regarding FOCI issues and the status of the Company's ability to respond to such issues.

Throughout 2010, Company management has been establishing the CENG corporate organization, infrastructure, and governance, acquiring the requisite corporate staff and maintaining the existing operations of three nuclear generating stations. The focus of the AC's activities during 2010 has primarily been to understand the CENG transaction and the roles and responsibilities of each CENG joint venture partner, to review the ongoing corporate organizational activities and the potential changes to any plant operating practices in response to the establishment of the CENG joint venture, and to review those operating practices and procedures that could be most influenced by FOCI activities.

The members of the AC during this period have been: John Gordon (Chairman), James Asselstine, John Hamre, Robert Hanfling and Richard Meserve. The AC has conducted the majority of its work through the five meetings held during the period covered by this Initial Report.³ One of the meetings was held at the Calvert Cliffs Nuclear Power Station where the AC members toured and received a briefing on the numerous security upgrades completed there.

³ AC meetings were held on December 1, 2009, January 26th, June 22nd, July 30th, and October 15th in 2010. A final 2010 meeting will be held on December 16th primarily to plan the AC activities for 2011.

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During each of the AC meetings, CENG management has candidly and openly presented the status of the topics of interest identified for discussion by the AC. Those topics of interest have and will continue to include: the governance structure of the CENG organizations, the integration of EDF secondees into Company management, the influence of EDF on CENG operating practices, nuclear security (including physical and cyber security), the screening of nuclear personnel, U.S. export regulations, the protection of critical nuclear infrastructure, domestic and international nuclear fuel cycles and CENG fuel purchasing practices, the decisions and actions of CENG foreign partners and suppliers, and the decisions and actions of foreign governments with influence over those foreign partners and suppliers, among others. In addition, CENG management discussed other issues influencing the activities of the Company with the AC, many of which are highlighted in the following detailed overview of the AC's 2010 activities.

The AC members also attended and observed the CENG Board of Directors meetings held throughout 2010. In addition to providing relevant insights to the CENG Board of Directors during those meetings, the AC members reported their observations, conclusions and perceptions to the AC at each subsequent AC meeting. The knowledge gained at the CENG Board meetings in turn enhanced the AC's insight into important

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Company issues, the working relationships between CENG Board members, and the working relationships between the CENG Board of Directors and CENG management personnel.

III. The Nuclear Advisory Committee Charter

Section 7.5 of the Agreement generally describes the governance, the members, the duties and the responsibilities of the AC. Based on that Section, the AC prepared a Charter to further refine the AC's roles and responsibilities. The AC completed the drafting of the AC Charter ("the Charter") in early 2010 which was subsequently approved by the AC and the CENG Board of Directors. The duties and responsibilities contained in the Charter are consistent with the role of the AC as set forth in the Agreement. The following are certain excerpts from the Charter relevant to the scope of this report:

"The Advisory Committee shall deliver an annual--or more frequent if deemed necessary by either the Advisory Committee or Board of Directors--report and supporting documentation to the Board of Directors regarding Foreign Control Compliance Matters that advises the Company whether additional measures should be taken to ensure:

- The adequacy of measures taken by the Company to continue to comply with U.S. laws and regulations regarding FOCI of the Company, and over the nuclear assets of the Company, its subsidiaries and affiliates, focusing on i) nuclear security plans, including physical security and cyber security; ii) screening of

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nuclear personnel; iii) protection of critical nuclear infrastructure; and, iv) U.S. export regulations; and

- 4 The adequacy of measures taken by the Company to ensure that a decision by a foreign government or foreign corporation could not adversely affect or interfere with the reliable and safe operations of the nuclear assets of the Company, its subsidiaries, or its affiliates.”⁴

“In addition and if appropriate, the AC may report any significant foreign ownership, domination, control, or influence matters that come to the attention of the AC directly to the Nuclear Regulatory Commission.”⁵

IV The Foundation for the Advisory Committee’s Observations and Conclusions

The observations and conclusions of the AC as contained in this Initial Report are primarily formulated from the information and analyses obtained from the following three sources. First, at each AC meeting, the AC received an update from members of CENG management regarding the principal activities of the Company from the more significant, functional areas of the organization, including operations, regulatory, legal, procurement and finance.⁶ As a result of these discussions, the AC proposed for the Company to either respond to the questions posed by the AC or provide additional

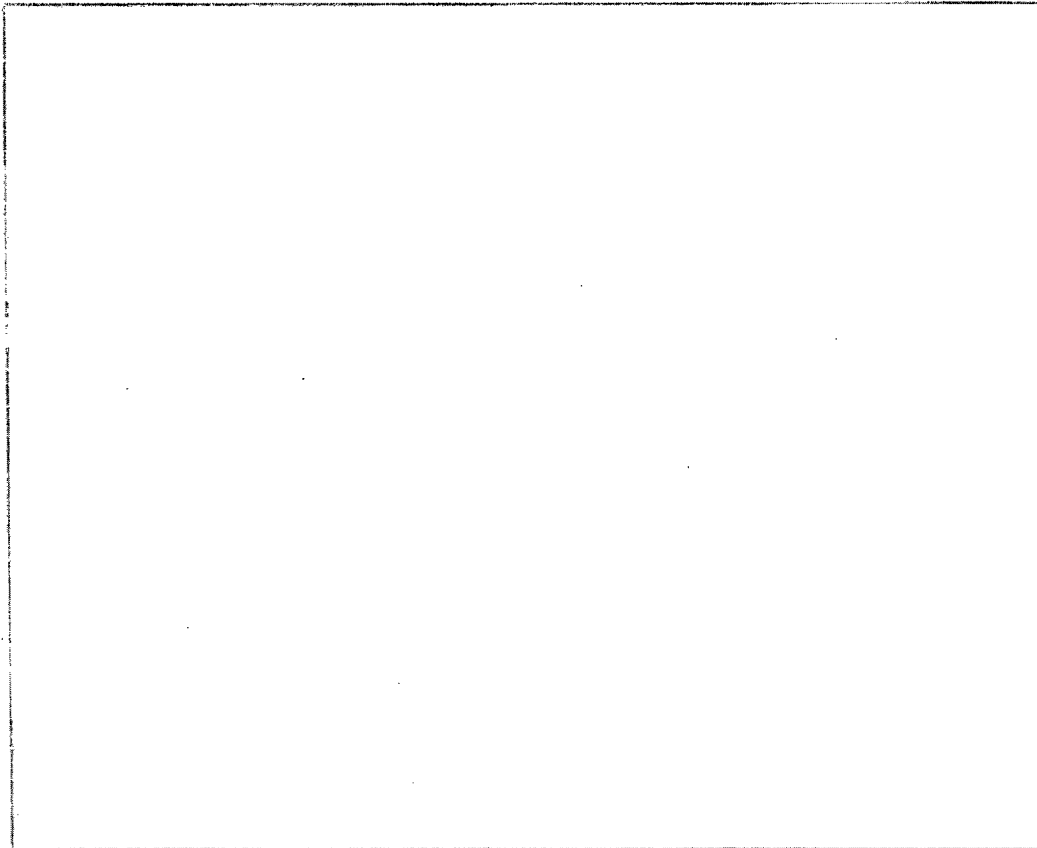
⁴ Independent Nuclear Advisory Committee Charter, pp. 1 and 2.

⁵ Ibid, pp. 2 and 3.

⁶ CENG leadership from whom the AC received briefings included: Michael Wallace, Brew Barron, and Steven Miller. As requested, other members of the CENG management team provided presentations for their specific areas of responsibility and expertise.

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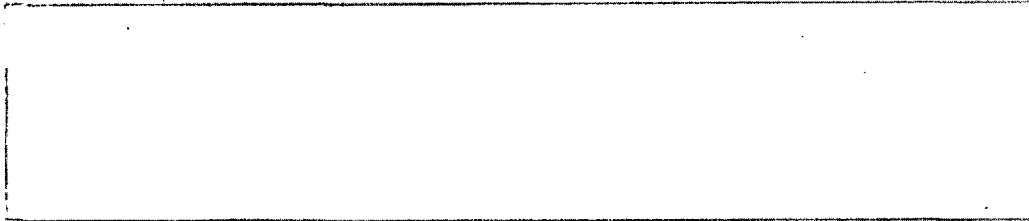
information or analysis to the AC for its continued consideration.⁷ Examples of the issues reviewed and/or discussed with the AC during this period included:



⁷ As noted previously in this Initial Report, the members of the AC also considered the information that was received and communicated to the AC from each AC member following the respective member's attendance at a CENG Board of Directors meeting.

⁸ CFIUS is the abbreviation for the Committee on Foreign Investment in the United States that is composed of various Executive Branch agencies. The Committee is responsible for maintaining the process and for reviewing proposed direct foreign investment in the United States for any national security concerns.

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The second source of information that the AC has considered in formulating the observations and conclusions in this report are the legal and regulatory analyses provided to the AC by the Company and by Arnold & Porter, a Washington D.C. law firm. Arnold & Porter made a presentation to the AC in response to AC questions regarding laws and regulations relevant to the AC's scope of review. This legal analysis included insight into FOCI issues, domestic import and export regulations, and other applicable laws and regulations. The NAC members also participated in a FOCI procedures and practices update provided by the CENG General Counsel. The CENG Chairman requested that the AC discuss with management various issues or events that may potentially represent examples of FOCI. At the direction of the AC, Arnold & Porter and the General Counsel's office of CENG jointly developed, presented, and discussed examples of potential FOCI matters with the AC and CENG management. A partner of Arnold & Porter regularly attends the AC meetings as counsel to the AC and provides timely insight and consultation as necessary.

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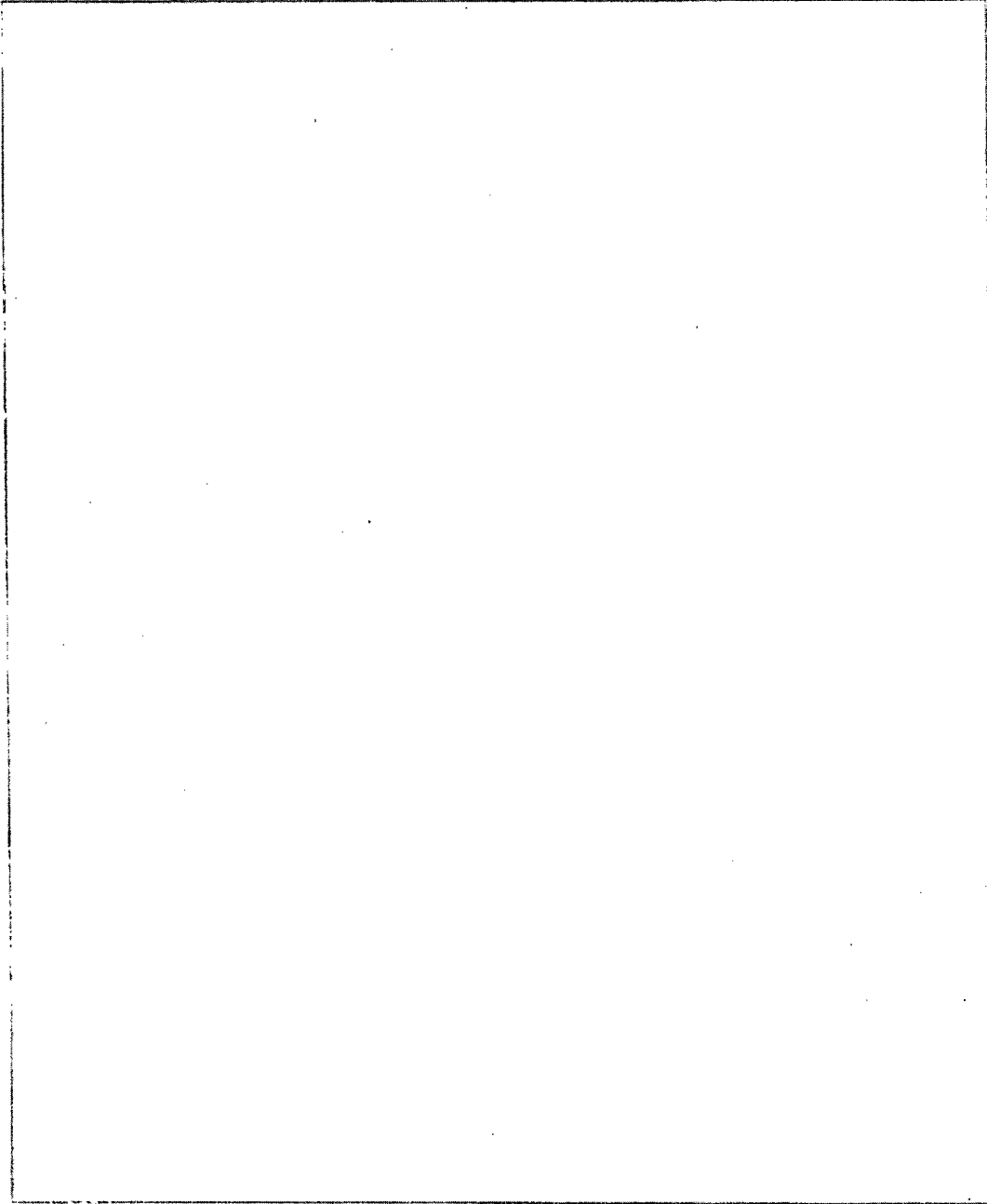
The third primary source of information that the AC has considered in formulating the conclusions herein is a limited review performed by Navigant Consulting Inc. ("NCI")⁹ on behalf of the AC concerning CENG's current ability to identify, evaluate and respond to potential FOCI related events. The NCI review was performed primarily through discussions/interviews with various CENG management personnel. Additionally, NCI reviewed the CENG Board of Director Meeting Minutes and various other relevant documents provided by CENG. NCI discussed the results of its review with the members of the AC.

⁹Specific Issues Reviewed by the Advisory Committee

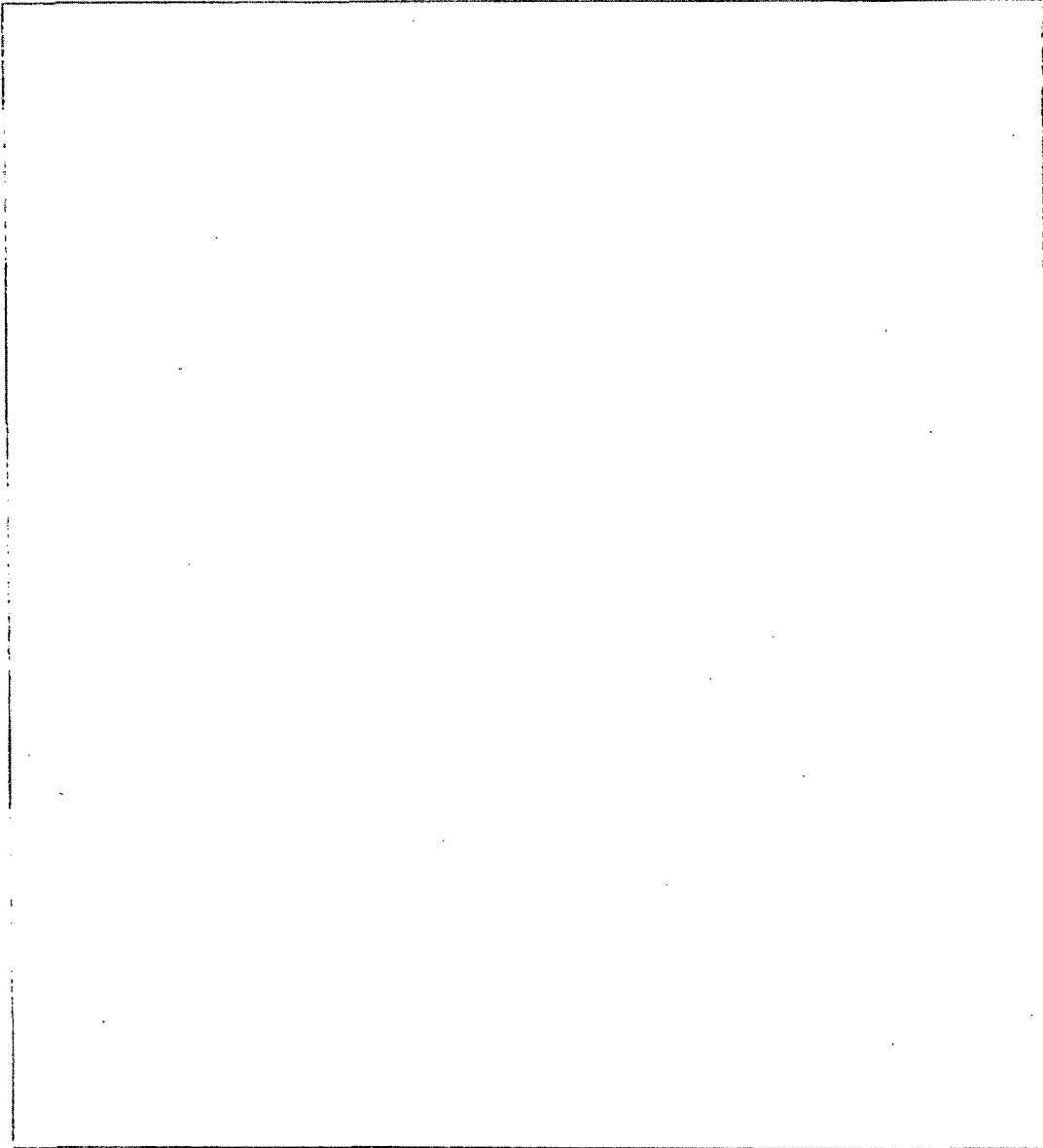
During this initial period of AC activity, CENG, consistent with the operating procedures and practices employed prior to the CENG/EDF transaction, continued to operate three nuclear stations. The AC received briefings of the CENG Board of Directors' activities, the transition and integration efforts of CENG management and the ongoing activities of each station. In addition, the AC requested a more detailed discussion of certain CENG practices and procedures that in its view may be subject to greater FOCI or legal and regulatory risk. The following are summaries of the information discussed with the AC during these more detailed reviews.

⁹Navigant Consulting Inc. is an international consulting firm. Senior members of this firm with significant nuclear power experience provided assistance to the AC during 2010.

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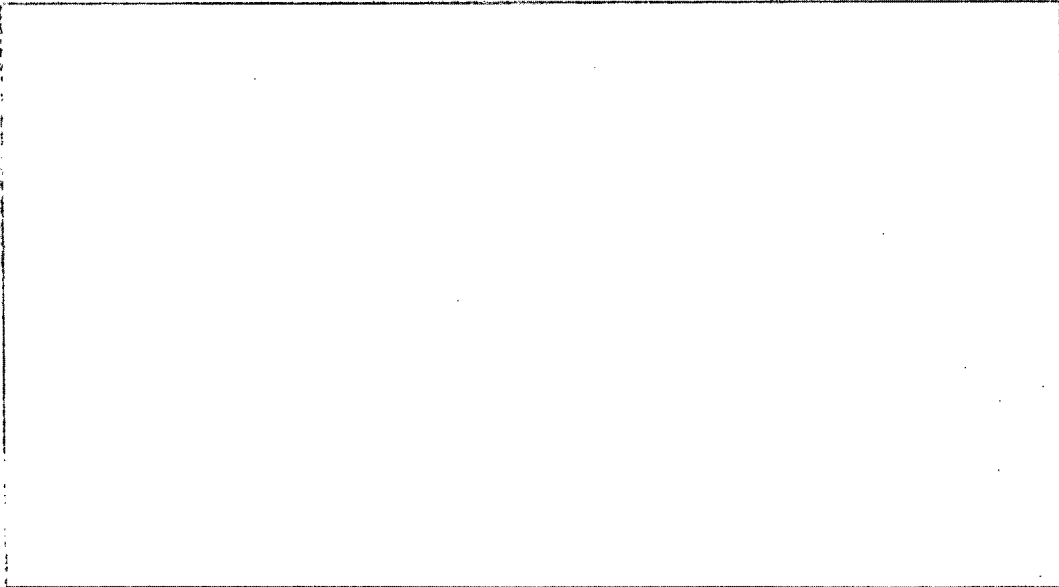


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¹⁶ Prior to issuance of this Report, the AC was notified by management that EDF became the sole owner of UniStar Nuclear Energy LLC ("UniStar"), by purchasing Constellation Energy's UniStar ownership share, in November 2010.

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VI Conclusions and Observations

The AC has completed its responsibilities to the CENG Board of Directors under the Agreement and the AC Charter for calendar year 2010. Those responsibilities generally include determining whether additional measures need to be undertaken by CENG to: 1) ensure the Company's compliance with U.S. laws and regulations regarding FOCI over the nuclear assets of the Company and 2) ensure that action by a foreign government would not adversely impact the reliable and safe operation of the Company's nuclear assets. Based on the work undertaken by the AC during this initial period of activity, nothing has come to the attention of the AC that would require the

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Company to take additional measures to ensure compliance with U.S. laws and regulations regarding FOCI over the CENG nuclear assets or the potential reliable and safe operation of those assets.

Furthermore, the AC has not identified any significant matter or matters that could potentially affect the safe, secure, or reliable operation of the Company's nuclear assets that would require an independent reporting to the Nuclear Regulatory Commission.¹¹

As noted above, the management of CENG has actively brought significant or material issues related to the AC's Charter to the AC for its review, consideration, and insight, including issues that may arise as a result of the extended relationship between the two CENG parent organizations. The AC urges management to continue to be sensitive to the issues of interest to the AC and to continue to bring potentially relevant issues to the AC'S attention as the AC continues to execute its FOCI oversight responsibilities to the CENG Board of Directors. The AC also encourages CENG management to consider additional ways to enhance the role of the AC during the coming year. The AC is pleased with both the responsiveness of management to the

¹¹ It should be noted that the determination of the significance of a potential FOCI matter remains with the experience and judgment of the AC and their evaluation of the matter. The facts, circumstances, risks, and numerous other issues associated with such a matter would need to be fully vetted by the AC prior to determining the level of significance and need for reporting to the NRC.

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AC's issues of interest and the full and constructive support that CENG management has provided to the AC throughout the year.

ATTACHMENT 3

**CHARTER OF THE NUCLEAR ADVISORY COMMITTEE
TO THE CENG BOARD OF DIRECTORS**

Charter
Independent Nuclear Advisory Committee
Constellation Energy Nuclear Group, LLC

As provided for in the Second Amended and Restated Operating Agreement of Constellation Energy Nuclear Group, LLC, a Maryland limited liability company ("Operating Agreement") (Constellation Energy Nuclear Group, LLC, the "Company"), the Company has established an independent Advisory Committee ("Advisory Committee"). The principal purposes of the Advisory Committee are to:

- Provide transparency to the U.S. Nuclear Regulatory Commission ("NRC") and other U.S. government authorities regarding issues related to foreign ownership, control or influence ("FOCI") over nuclear operations planned or conducted by the Company.
- Advise and make recommendations to the Company's Board of Directors ("Board of Directors") whether measures additional to those already in place should be taken to ensure that i) the Company is in compliance with U.S. laws and regulations regarding FOCI including those related to non-proliferation and fuel cycle matters, and ii) action by a foreign government or foreign corporation could not adversely affect or interfere with the reliable and safe operations of the nuclear assets of the Company its subsidiaries and affiliates (i and ii, collectively, the "Foreign Control Compliance Matters"), and to provide reports and supporting documentation to the Board of Directors relating to such Foreign Control Compliance Matters on at least an annual basis.

Operating Principles

The Advisory Committee is non-voting and strictly advisory in nature. Responsibility for the management of the Company's business and affairs rests solely with the Board of Directors, to whom the Advisory Committee reports.

The Advisory Committee shall deliver an annual - or more frequent if deemed necessary by either the Advisory Committee or Board of Directors - report and supporting documentation to the Board of Directors regarding Foreign Control Compliance Matters that advises the Company whether additional measures should be taken to ensure:

- The adequacy of measures taken by the Company to continue to comply with U.S. laws and regulations regarding FOCI of the Company, and over the nuclear assets of the Company, its subsidiaries and affiliates, focusing on i) nuclear security plans, including physical security and cyber security; ii) screening of nuclear personnel; iii) protection of critical nuclear infrastructure; and iv) U.S. export regulations; and

- The adequacy of measures taken by the Company to ensure that a decision by a foreign government or foreign corporation could not adversely affect or interfere with the reliable and safe operations of the nuclear assets of the Company, its subsidiaries, or its affiliates:

In evaluating the above Foreign Control Compliance Matters, the Advisory Committee will consider, *inter alia*, the following:

- All U.S. laws and regulations relating to U.S. control of nuclear facilities owned and operated by the Company:
- All aspects of FOCI that could adversely affect the safe or reliable operation of a nuclear facility including, but not limited to:
 - Implementation or compliance with any NRC generic letter, bulletin, order, confirmatory order, or similar requirement issued by the NRC;
 - Prevention or mitigation of a nuclear event or incident or the unauthorized release of radioactive material;
 - Placement of a plant in a safe condition following any nuclear event or incident;
 - Compliance with the Atomic Energy Act, the Energy Reorganization Act, or any NRC rule;
 - The obtaining of or compliance with a specific license issued by the NRC and its technical specifications; and
 - Compliance with a specific Final Safety Analysis Report, or other licensing basis document.
- All aspects of FOCI that could adversely affect the security of a nuclear facility including, but not limited to, those aspects under the jurisdiction of the U.S. Department of Homeland Security, U.S. Department of Justice, and the NRC.

If, in the course of executing its responsibilities, the Advisory Committee learns of unresolved significant matters resulting or that could result from FOCI, and which are or could be at variance with U.S. law or regulation, or discovers unresolved significant matters that interfere or could interfere with the safe, secure and reliable operations of the nuclear assets of the company, its subsidiaries, or its affiliates, the Advisory Committee is authorized to report these matters directly to the NRC or other appropriate U.S. governmental agency without first seeking authorization from the Company to do so. Prior to such reporting, if deemed reasonably feasible and appropriate by the Advisory Committee, the Advisory Committee shall notify the Board of Directors so as to ensure that i) the Board of Directors is aware of the unresolved significant matter and Advisory Committee's intent to report, and ii) the Company has not in fact resolved such significant matter.

The Advisory Committee may, after notifying the Board of Directors, meet with the NRC or other U.S. government agencies to explain its authority, the terms of this Charter, and

the Company's Operating Agreement and any additional responsibilities it has undertaken in the role it has been assigned. The Advisory Committee shall not, however, make any representations or statements on behalf of the Company, its parents, affiliates and subsidiaries—whether for public relations purposes or otherwise—without first securing written permission from the Company or appropriate parent, affiliate or subsidiary.

To execute its responsibilities, the Advisory Committee will have the power and authority, at the Company's reasonable expense, to retain outside consultants, lawyers, and accountants, delegate matters to Company personnel and other wise do such other acts as are reasonably necessary or advisable to carry out such responsibilities. The Advisory Committee will, when reasonably requested by the Board of Directors, provide justification of the need for the services of and the expenses for such consultants, lawyers, and accountants in carrying out the Advisory Committee's responsibilities. The Secretary to the Advisory Committee will be the interface with the Company for the contracting of and payment for these services.

To help ensure the successful execution of the Advisory Committee's responsibilities, the Company will provide full and prompt access to the Advisory Committee's requests for relevant data, information, policies and access to Company employees. Such access also will be given to duly authorized and contracted consultants, lawyers and accountants assisting the Advisory Committee.

The first formal report of the Advisory Committee shall be provided to the Board of Directors in August 2010, or sooner if requested by the Board of Directors. The Advisory Committee will prepare and provide additional reports as requested by the Board of Directors, or as the Advisory Committee deems appropriate.

Membership

The Advisory Committee initially will be composed of five members, all of whom will be U.S. citizens, and will be appointed by the Board of Directors in accordance with Section 7.5 of the Operating Agreement. Additional members of the Advisory Committee may be appointed by the Board of Directors, as warranted. One member of the Advisory Committee will be appointed by the Board of Directors of the Company as Chairman of the Advisory Committee.

The term of office for Advisory Committee members will be one year. By mutual agreement, the Board of Directors may offer, and an Advisory Committee member may accept, additional one-year appointments. Notwithstanding the foregoing, all Advisory Committee members will serve at the discretion of the Board of Directors, and any change in the composition of the Advisory Committee shall be approved by the Board of Directors in accordance with Sections 7.3(c)(ii)(iv) and 7.5 of the Operating Agreement.

Membership in the Advisory Committee should include individuals with prior experience or service in one or more of the following disciplines: nuclear power; government; regulatory agencies and processes; international business, banking and finance; law; and nuclear academia. There should be particular emphasis on experience on the Advisory Committee related to foreign investment in the U.S. (specific to nuclear generating facilities, if possible), and in nuclear power risk, safety, and security.

The Advisory Committee may retain independent counsel to enable the Advisory Committee to perform its obligations hereunder.

The Company will provide a Secretary to the Advisory Committee who will, among other duties, be responsible for scheduling and providing notice of meetings, communicating with advisors to the Advisory Committee, preparing meeting minutes, arranging for Advisory Committee requested information or meetings with Company officials needed to fulfill the Advisory Committee's responsibilities, managing the administrative processes for retaining outside consultants, lawyers, or accountants, as required by the Advisory Committee, and assisting in preparing the annual report of the Advisory Committee.

Meetings of the Advisory Committee

The Advisory Committee will meet at regularly scheduled times, or at the call of the Chairman, not less than once per quarter, either in person or by telephone during which call all participants may hear the others. Additional meetings may be called by the Chairman at his discretion. Meetings will be held at the CEG offices in Baltimore, or at locations designated by the Chairman. A quorum for the conduct of Advisory Committee business shall consist of a majority of the Advisory Committee members.

When practical, Advisory Committee meetings shall be scheduled or called well in advance of the meetings.

Compensation

Members of the Advisory Committee will be compensated in accordance with a schedule determined in accordance with Section 7.3(c)(ii)(iv) of the Operating Agreement. Compensation will include an annual retainer and reasonable travel expenses for attending meetings, as well as any pre-approved orientation or investigatory visits.

Indemnification/Liability/Insurance

As provided for in the Operating Agreement, the Company shall indemnify members of the Advisory Committee, while serving the Company or at the Company's request any other entity, to the full extent required or permitted under the laws of the State of Maryland, now or hereafter in force, including the advance of expenses, under the procedures and to the full extent permitted by law.

To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no member of the Advisory Committee shall be personally liable to the Company or its Members for money damages.

The Company will, in ensuring this indemnification, provide appropriate D&O insurance coverage for the Advisory Committee members.

Conflict of Interest/Non-Disclosure Agreement

Each Advisory Committee member, prior to assuming their position on the Advisory Committee, shall execute a non-disclosure agreement ("NDA") in favor of the Company. Such NDA will prohibit disclosure of confidential Company information to anyone outside of the Company, other than to appropriate U.S. government agencies and authorities in the performance of the Advisory Committee's duties and, as necessary, to the Advisory Committee's consultants, lawyers, and accountants in carrying out the Advisory Committee's responsibilities.

During each Advisory Committee member's term of service, such member shall refrain from engaging in activities that would create a conflict of interest for such member when performing Advisory Committee duties. Any existing or potential conflict of interest must, upon knowledge of such conflict or potential conflict, be disclosed to the Chairman of the Advisory Committee and the Board of Directors. An Advisory Committee member with a potential or existing conflict of interest shall recuse himself or herself from any matter to which the conflict could affect the Advisory Committee member's ability to impartially and independently provide advice. Should the conflict be such that the Advisory Committee member's ability to serve in an independent capacity is materially affected, the Advisory Committee member shall tender his or her resignation; or, alternatively, be removed by the Board of Directors.

Annual Review by Board of Directors

The Board of Directors shall review the Advisory Committee's scope of responsibilities, compensation and membership, annually.

Amendment of the Charter

The Advisory Committee shall review and reassess the adequacy of this Charter at least annually, and recommend any proposed changes to the Board of Directors. This Charter may be amended only by a vote of the Board of Directors in accordance with Section 7.5(c)(iv) of the Operating Agreement.

John Gordon
Chairman
CENG Nuclear Advisory Committee

General John A. Gordon (U.S. Air Force, Retired) served in the White House as the President's Homeland Security Advisor from June 2003 until June 2004 and as the Deputy National Security Advisor for Counter Terrorism and the National Director for Counter Terrorism from June 2002 to June 2003. Prior to joining the White House team, General Gordon was the first administrator of the National Nuclear Security Administration and Undersecretary of Energy, responsible for the entirety of the nation's nuclear weapons program, serving from June 2000 until June 2002. As an Air Force four-star general, he was the Deputy Director of Central Intelligence from October 1997 until June 2000. General Gordon's thirty-two year Air Force career included significant concentration on research and development, strategic planning, missile and space operations, inter-governmental operations, and international negotiations. General Gordon holds an M.S. degree in physics and an M.A. degree in business administration.

General Gordon is a now private consultant and serves on the boards of several corporations and non-profit organizations.

James K. Asselstine

Mr. Asselstine is a Managing Director and senior fixed income research analyst covering the electric power industry at Barclays Capital. Mr. Asselstine is responsible for fixed income research coverage of more than 100 investment grade-rated and high yield electric utility holding companies, operating companies, and independent power producers. Mr. Asselstine also serves as a member of the Advisory Board for UniStar Nuclear Energy, LLC, a joint venture between Constellation Energy Group and Electricité de France established to develop new nuclear power plants in the United States.

Prior to joining Barclays Capital in September 2008, Mr. Asselstine was a senior fixed income research analyst covering the power industry at Lehman Brothers for more than 18 years. While at Lehman Brothers, Mr. Asselstine was the global head of high grade credit research for six years, and was a member of the firm's Investment Banking Division Commitment and Bridge Loan Committees for two years.

Mr. Asselstine served as a Commissioner on the U.S. Nuclear Regulatory Commission from 1982 to 1987. From 1978 to 1982, he served as Associate Counsel for the U.S. Senate Committee on Environment and Public Works. While on the staff of the committee, Mr. Asselstine also served as a Co-Director of the committee's investigation of the Three Mile Island nuclear power plant accident.

From 1977 to 1978 and from 1973 to 1975, Mr. Asselstine served as a Staff Attorney with the U.S. Nuclear Regulatory Commission, and from 1975 to 1977, he served as Assistant Counsel for the Joint Committee on Atomic Energy of the U.S. Congress.

Mr. Asselstine holds a B.A. degree in Political Science from Virginia Polytechnic Institute, and a J.D. degree from the University of Virginia.

Dr. John J. Hamre

President and CEO, CSIS

John Hamre was elected CSIS President and CEO in January 2000. Before joining CSIS, he served as the 26th U.S. Deputy Secretary of Defense. Prior to holding that post, he was the Under Secretary of Defense (Comptroller) (1993-1997). As Comptroller, Dr. Hamre was the principal assistant to the Secretary of Defense for the preparation, presentation, and execution of the defense budget and management improvement programs. In 2007 Secretary Gates appointed Dr. Hamre to serve as chairman of the Defense Policy Board.

Before serving in the Department of Defense, Dr. Hamre worked for ten years as a professional staff member of the Senate Armed Services Committee. During this time he was primarily responsible for the oversight and evaluation of procurement, research, and development programs, defense budget issues and relations with the Senate Appropriations Committee.

From 1978 to 1984, Dr. Hamre served in the Congressional Budget Office, where he became its Deputy Assistant Director for National Security and International Affairs. In that position, he oversaw analysis and other support for committees in both the House of Representatives and the Senate.

Dr. Hamre received his Ph.D., with distinction, in 1978 from the School of Advanced International Studies, Johns Hopkins University. His studies focused on international politics and economics and U.S. foreign policy. In 1972, he received a B.A., with high distinction, from Augustana College, Sioux Falls, South Dakota, emphasizing political science and economics. The following year he studied as a Rockefeller Fellow at the Harvard Divinity School.

Dr. Hamre is married to the former Julia Pfänsstichl, and they reside in Bethesda, Maryland.

Robert L. Hanfling

Robert Hanfling is an experienced manager and consultant with diversified corporate and public-sector expertise, focusing on energy programs and policy, new energy technologies, nuclear power and non-proliferation issues, nuclear facility clean up, electricity issues, government contracting, business development and management and international negotiation. He possesses the unique combination of an analytical mind, excellent negotiation skills, financial management experience, a technical background, and an understanding of public policy. He is well known for his ability to resolve major conflicts, negotiate complex transactions and make and implement decisions. Some examples follow.

Government Experience

At the US Department of Energy, served as Chief of Staff to Secretary of Energy Hazel O'Leary's transition team, establishing new policies and procedures, including reorganization of the Department. Redefined and restructured bidding procedures for the clean up of several major nuclear weapons facilities. The resulting new contracts led to significant acceleration of facility closures and savings of \$20 billion.

Member of Secretary of Energy Advisory Board under Secretaries O'Leary, Pena and Richardson. While serving as Chair under Secretary O'Leary, expanded private sector interest in meeting the Department's objectives and increased the list of major companies that responded to Requests for Proposals on nuclear facility decontamination projects.

Served as Deputy Under Secretary, Executive Assistant to the Deputy Secretary, and Acting Assistant Administrator during the Ford and Carter administrations, (1974-80) providing broad public-sector direction and management for major domestic and international energy programs.

Member of the Carter White House Energy Policy Task Force with primary responsibility for several major legislative proposals including the Uranium Mill Tailings Act and the Nuclear Siting and Licensing Bill. Worked with Congress, Governors and other interest groups to assist in their passage.

Negotiated major international energy agreements with the People's Republic of China, Japan, the Federal Republic of Germany, Venezuela and Israel.

Negotiated a billion dollar loan guarantee for the Great Plains Coal Gasification Project.

Experienced in all of DOE's areas of responsibility: Energy Security, National Security (weapons programs,) Science and Technology, Environmental Cleanup and International Cooperation, and has worked with all of DOE's constituencies: Congress, state, local and foreign governments, contractors, unions, consumer groups, employees, and public interest groups.

Renewable and New Energy Technologies

Initiated the development of a joint venture company to manufacture and market state of the art Magnetic Vertical Axis Wind Turbines. Serves as President and CEO.

Started and is Chairman of the Board of an agricultural biomass processing company that efficiently reduces water content from 66% to 20%, thus permitting cost effective transportation and storage. Both companies have new processes that will enable a wide range of renewable energy projects to be more economical and reduce CO2 emissions.

Former President and COO of a company that developed technology to reduce the water and mercury content of sub-bituminous coal.

Nuclear Power

Advised a major nuclear utility for the construction of new nuclear power plants.

Served as Bankruptcy Trustee for a nuclear waste processing company.

During Carter Administration, wrote legislation for a Nuclear Siting and Licensing bill to encourage standardized plants and a combined construction and operating license. Wrote bill to clean up orphan uranium tailings.

Former Assistant General Manager for United Nuclear Corporation's commercial products and naval products divisions, which manufactured nuclear fuel assemblies for commercial reactors and complete cores for the US nuclear navy.

Nuclear Non-Proliferation

During Clinton I, assisted in the establishment of the United States Enrichment Corporation, (USEC), and the implementation of the HEU to LEU ("Swords into Plowshares") program with Russia. In cooperation with USEC and DOE, traveled frequently to Russia to facilitate progress on the program and initiated the concept of a joint international fuel supply company, (which was not implemented.) Also worked on the plutonium MOX disposal program.

Nuclear Facility Clean Up/ Environmental Management

Consults to a company that has developed a process to remove a wide range of impurities, potentially including uranium and plutonium, from ground water at DOE facilities.

Formerly appointed Chapter 11 Trustee for ATC, a nuclear waste processing company. At the time of the bankruptcy there was over 10 million pounds of low-level waste at the company's facilities. Worked with creditors, customers, Federal / state regulators and insurance companies, to provide safe and efficient continued operation of the facilities. Settlements and sales of major assets were negotiated with minimal intervention of the court.

Electricity

Former Special Master, (facilitator) for a major electric utility and the six states that regulate the utility. Designed the process and worked with state regulators, their staffs, other stakeholders and the utility to define a regulatory regime acceptable to each state commission, in order to permit significant future investments.

Former Member of the New England Power Pool (NEPOOL) Board of Review, which provides advisory opinions to resolve disputes between the members of Nepal's participants' committee.

Appointed Chapter 11 Trustee for the Colorado-Use Electric Association bankruptcy, the largest public utility bankruptcy at that time. Developed and negotiated plans of reorganization to satisfy all creditors and resolved several multi-million-dollar contract disputes. When the final plan of reorganization was approved by the court, all unsecured creditors had received 106 percent of their allowable claims, electricity rates had been reduced and stabilized, and the long-term supply of electric power was ensured.

Arbitrated several complex disputes among electric utilities.

Corporate Strategy

Advised holding company on management of ten technology based companies in the U.S. and Russia. Engaged to oversee the management of one of the company's operations. Reduced overhead, discontinued or spun-off operations unrelated to the target product, developed a strategic business plan and obtained additional new financing. The new investor then assumed management responsibilities.

Retained as a business advisor for a \$4.5 billion union pension fund regarding direct venture capital equity investments. Worked closely with management to evaluate and recommend potential investments and represented the union at board meetings of those companies, including one for solar power, in which the pension fund's money had been invested.

Boards

Mr. Handling is a founder and former Chairman of the Board of NextGen Energy Council, a 501 (C) (3) non-profit entity which informs public and private sector leaders about advanced fossil fuel technologies. He serves on the public policy Keystone Center's Energy Board, and is a Trustee of Fisk University.

Education

B.ChE. Rensselaer Polytechnic Institute, 1959

Master's in Nuclear Engineering, West Virginia University, 1961

MBA. (International Trade), City University of New York, 1965

Dr. Richard A. Meserve

Dr. Richard A. Meserve became the ninth president of the Carnegie Institution for Science in April 2003, after stepping down as Chairman of the U.S. Nuclear Regulatory Commission (NRC). The Carnegie Institution conducts basic research in biology, astronomy and geophysics.

As Chairman of the NRC, Meserve served as the principal executive officer of the federal agency with responsibility for ensuring public health and safety in the operation of nuclear power plants and in the usage of nuclear materials. He served as Chairman under both Presidents Clinton and Bush and led the NRC in responding to the terrorism threat that came to the fore after the 9/11 attacks. Before joining the NRC, Meserve was a partner in the Washington, D.C., law firm of Covington & Burling, and he now serves as Senior Of Counsel to the firm. With his Harvard law degree, received in 1975, and his Ph.D. in applied physics from Stanford, awarded in 1976, he devoted his legal practice to technical issues arising at the intersection of science, law, and public policy. Early in his career, he served as legal counsel to the President's science advisor, and was a law clerk to Justice Harry A. Blackmun of the United States Supreme Court and to Judge Benjamin Kaplan of the Massachusetts Supreme Judicial Court. He received his undergraduate degree from Tufts University in 1966.

Meserve has served on numerous legal and scientific committees over the years, including many established by the National Academies of Sciences and Engineering. He also currently serves as Chairman of the International Nuclear Safety Group, which is chartered by the International Atomic Energy Agency, and as a member of the National Commission on Energy Policy. Among other affiliations, he is a member of the American Philosophical Society, the National Academy of Engineering, and Sigma Xi, and he is a fellow of the American Academy of Arts and Sciences, the American Association for the Advancement of Science, the American Physical Society, and the Phi Beta Kappa Society. Meserve serves on the Board of Directors of PG&E Corporation, Luminant Holding Company LLC, and of the Universities Research Association, Inc., on the Advisory Committee for UniStar Nuclear Energy LLC, and on the Council, Executive Committee, and Trust of the American Academy of Arts and Sciences. He is a member of the Board of Overseers of Harvard University and serves on the Visiting Committee to the MIT Department of Nuclear Science and Engineering.

ATTACHMENT 4

REVISED LIST OF OFFICERS

ATTACHMENT 4
REVISED LIST OF OFFICERS

| | |
|---|--|
| NAME: | Constellation Energy Group, Inc. |
| STATE OF INCORPORATION & CORPORATE FORM: | Maryland Corporation |
| BUSINESS ADDRESS: | 100 Constellation Way, Suite 1800P Baltimore, Maryland, 21202 |
| DIRECTORS | Yves de Balmann ¹ Ann C. Berzin James T. Brady James R. Curtiss Dr. Freeman A. Hrabowski, III Nancy Lampton Robert J. Lawless ² Mayo A. Shattuck III John L. Skolds Michael D. Sullivan |
| OFFICERS | Mayo A. Shattuck III – Chairman of the Board, President and Chief Executive Officer Henry B. Barron – Executive Vice President James L. Connaughton – Executive Vice President, Corporate Affairs, Public and Environmental Policy Paul J. Allen – Senior Vice President, Corporate Affairs and Chief Environmental Officer Charles A. Berardesco – Senior Vice President, General Counsel and Corporate Secretary Brenda L. Boulwood – Senior Vice President and Chief Risk Officer Kenneth W. DeFontes – Senior Vice President Andrew L. Good – Senior Vice President, Corporate Strategy and Development Kathleen W. Hyle – Senior Vice President Mary Lauria – Senior Vice President and Chief Human Resource Officer Martin V. Proctor, Jr.* – Senior Vice President Jonathan W. Thayer – Senior Vice President and Chief Financial Officer Wynne K. Hayes* – Vice President Reese K. Feuerman* – Vice President, Operational Finance Robert J. Gauch* – Vice President Gabrielle M. Melka* – Vice President, Corporate Audit Thomas E. Ruszin, Jr.* – Vice President Edward J. Stoltz* – Vice President David J. Villa* – Vice President Bryan P. Wright* – Vice President, Chief Accounting Officer and Controller Jennifer Lowry* – Vice President and Treasurer |

¹ Mr. de Balmann is a citizen of the United States and France

² Mr. Lawless is a citizen of Canada

ATTACHMENT 4
REVISED LIST OF OFFICERS

| | |
|--------------|---|
| NAME: | Constellation Energy Group, Inc. |
| | Christopher J. Budzynski - Assistant Treasurer Sean J. Klein* - Assistant Secretary Steven J. Woerner* - Vice-President John Paffenbarger* - Vice-President Vladimir Gorney* - Vice-President Frank G. Goetz* - Vice-President David M. Gilbert* - Vice-President Dayan R. Aheyratne - Vice-President * Officers are not elected by the Board of Directors but are appointed by the Chief Executive Officer per authority in the Bylaws |

ATTACHMENT 4
REVISED LIST OF OFFICERS

| | |
|---|--|
| NAME: | Constellation Nuclear, LLC |
| STATE OF INCORPORATION & CORPORATE FORM: | Delaware Limited Liability Company |
| BUSINESS ADDRESS: | 100 Constellation Way, Suite 1800P Baltimore, Maryland, 21202 |
| DIRECTORS OR MANAGEMENT COMMITTEE: | Mayo A. Shattuck III Henry B. Barron |
| EXECUTIVE PERSONNEL: | Henry B. Barron – President Jennifer E. Lowry – Treasurer Christopher J. Budzynski – Assistant Treasurer Sean J. Klein – Secretary Charles A. Berardesco – Assistant Secretary |

ATTACHMENT 4
REVISED LIST OF OFFICERS

| | |
|---|--|
| NAME: | CE Nuclear, LLC |
| STATE OF INCORPORATION & CORPORATE FORM: | Delaware Limited Liability Company |
| BUSINESS ADDRESS: | 100 Constellation Way, Suite 1800P Baltimore, Maryland, 21202 |
| DIRECTORS OR MANAGEMENT COMMITTEE: | Mayo A. Shattuck III Henry B. Barron |
| EXECUTIVE PERSONNEL: | Henry B. Barron – President Jennifer E. Lowry – Treasurer Christopher J. Budzynski – Assistant Treasurer Sean J. Klein – Secretary Charles A. Berardesco – Assistant Secretary |

ATTACHMENT 4
REVISED LIST OF OFFICERS

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|---|--|
| NAME: | Constellation Energy Nuclear Group, LLC |
| STATE OF INCORPORATION & CORPORATE FORM: | Maryland Limited Liability Company |
| BUSINESS ADDRESS: | 100 Constellation Way, Suite 1800P Baltimore, Maryland, 21202 |
| DIRECTORS OR MANAGEMENT COMMITTEE: | Henry B. Barron (Chairman) James L. Connaughton Maxim R. Duckworth Charles A. Berardesco Christopher J. Close Eric Bret * Matthieu Poisson * Steven Wolfram Jacques Regaldo * Jeff Johnson |
| EXECUTIVE PERSONNEL: | Henry B. Barron – President and Chief Executive Officer Maria G. Korsnick – Senior Vice President, Chief Operating Officer and Chief Nuclear Officer Joel-Louis-Joseph Dogue * – Senior Vice President and Chief Administrative Officer Susan Collins – Senior Vice President, Human Resources Steven L. Miller – Senior Vice President, Secretary and General Counsel George Gellrich – Vice President Stephen A. Mormann – Vice President – Financial Services and Treasurer James Spina – Vice President Samuel L. Belcher – Vice President – Nine Mile Point Bernard Minvielle* - Chief Financial Officer |

* Citizen of France

ATTACHMENT 4
REVISED LIST OF OFFICERS

| | |
|---|--|
| NAME: | Constellation Nuclear Power Plants, LLC |
| STATE OF INCORPORATION & CORPORATE FORM: | Delaware Limited Liability Company |
| BUSINESS ADDRESS: | 100 Constellation Way, Suite 1800P Baltimore, Maryland, 21202 |
| DIRECTORS OR MANAGEMENT COMMITTEE: | None (member managed by Constellation Energy Nuclear Group, LLC) |
| EXECUTIVE PERSONNEL: | Henry B. Barron – President Stephen A. Mormann – Treasurer Steven L. Miller – Secretary Carey W. Fleming – Assistant Secretary Maria Korsnick – Senior Vice President N. Parker Kressen – Assistant Treasurer |

ATTACHMENT 4
REVISED LIST OF OFFICERS

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|---|---|
| NAME: | Calvert Cliffs Nuclear Power Plant, LLC |
| STATE OF INCORPORATION & CORPORATE FORM: | Maryland Limited Liability Company |
| BUSINESS ADDRESS: | 100 Constellation Way, Suite 1800P Baltimore, Maryland, 21202 |
| DIRECTORS OR MANAGEMENT COMMITTEE: | None (member managed by Constellation Nuclear Power Plants, LLC) |
| EXECUTIVE PERSONNEL: | Henry B. Barron – President George H. Gellrich – Vice President Stephen A. Mormann – Treasurer Steven L. Miller – Secretary Carey W. Fleming – Assistant Secretary Maria Korsnick – Senior Vice President N. Parker Kressen – Assistant Treasurer |

ATTACHMENT 4
REVISED LIST OF OFFICERS

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|---|--|
| NAME: | Nine Mile Point Nuclear Station, LLC |
| STATE OF INCORPORATION & CORPORATE FORM: | Delaware Limited Liability Company |
| BUSINESS ADDRESS: | 100 Constellation Way, Suite 1800P Baltimore, Maryland, 21202 |
| DIRECTORS OR MANAGEMENT COMMITTEE: | None (member managed by Constellation Nuclear Power Plants, LLC) |
| EXECUTIVE PERSONNEL: | Henry B. Barron – President Samuel L. Belcher – Vice President Stephen A. Mormann – Treasurer Steven L. Miller – Secretary Carey W. Fleming – Assistant Secretary Maria Korsnick – Senior Vice President N. Parker Kressen – Assistant Treasurer |

ATTACHMENT 4
REVISED LIST OF OFFICERS

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|---|--|
| NAME: | R.E. Ginna Nuclear Power Plant, LLC |
| STATE OF INCORPORATION & CORPORATE FORM: | Maryland Limited Liability Company |
| BUSINESS ADDRESS: | 100 Constellation Way, Suite 1800P Baltimore, Maryland, 21202 |
| DIRECTORS OR MANAGEMENT COMMITTEE: | None (member managed by Constellation Nuclear Power Plants, LLC) |
| EXECUTIVE PERSONNEL: | Henry B. Barron -- President Stephen A. Mormann -- Treasurer Steven L. Miller -- Secretary Carey W. Fleming -- Assistant Secretary Maria Korsnick -- Senior Vice President N. Parker Kressen -- Assistant Treasurer |

ATTACHMENT 4
REVISED LIST OF OFFICERS

| | |
|--|--|
| NAME: | Exelon Corporation |
| STATE OF INCORPORATION & CORPORATE FORM: | Pennsylvania Corporation |
| BUSINESS ADDRESS: | Exelon Corporation: 10 South Dearborn Street, Chicago, IL 60603 |
| DIRECTORS OR MANAGEMENT COMMITTEE: (All are US citizens) | John W. Rowe, Chairman and Chief Executive Officer, Director John A. Canning, Jr., Director M. Walter D'Alessio, Director Nicholas DeBenedictis, Director Judge Nelson A. Diaz, Director Sue Ling Gin, Director Rosemarie B. Greco, Director Paul L. Joskow, Ph.D., Director Admiral Richard W. Mies, Director John M. Palms, Ph.D., Director William C. Richardson, Ph.D., Director Thomas J. Ridge, Director John W. Rogers, Jr., Director Stephen D. Steinour, Director Donald Thompson, Director |
| EXECUTIVE PERSONNEL: | John W. Rowe, Chairman and Chief Executive Officer Christopher M. Crane, President and Chief Operating Officer Ruth Ann M. Gillis, Executive Vice President Matthew F. Hilzinger, Senior Vice President and Chief Financial Officer Denis P. O'Brien, Executive Vice President William A. Von Hoene, Jr., Executive Vice President, Finance and Legal Darryl M. Bradford, Senior Vice President and General Counsel Joseph Dominguez, Senior Vice President, Federal Regulatory Affairs and Public Policy Kenneth W. Cornew, Senior Vice President Frank M. Clark, Director, Chairman & CEO, ComEd Anne R. Pramaggiore, President and Chief Operating Officer, ComEd Duane M. DesParte, Vice President and Corporate Controller |

ATTACHMENT 4
REVISED LIST OF OFFICERS

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|---|--|
| NAME: | Exelon Generation Company, LLC |
| STATE OF INCORPORATION & CORPORATE FORM: | Pennsylvania Limited Liability Company |
| BUSINESS ADDRESS: | Exelon Generation Company, LLC: 300 Exelon Way, Kennett Square, PA 19348 |
| DIRECTORS OR MANAGEMENT COMMITTEE: | None (member managed by Exelon Ventures Company, LLC) |
| EXECUTIVE PERSONNEL: | John W. Rowe, Chairman Christopher M. Crane, President Charles G. Pardee, Senior Vice President and Chief Operating Officer Kenneth W. Cornew, President, Power Team Michael J. Pacilio, President Exelon Nuclear and Chief Nuclear Officer Sunil Garg, Senior Vice President, Generation; President, Exelon Power Joseph Dominguez, Senior Vice President, State Governmental Affairs, Generation Matthew F. Hilzinger, Senior Vice President and Chief Financial Officer, Exelon; Chief Financial Officer, Generation Matthew R. Galvanoni, Chief Accounting Officer, Generation |

ATTACHMENT 4
REVISED LIST OF OFFICERS

| | |
|---|---|
| NAME: | Exelon Ventures Company, LLC |
| STATE OF INCORPORATION & CORPORATE FORM: | Delaware Limited Liability Company |
| BUSINESS ADDRESS: | 10 South Dearborn Street, 49 th Floor Chicago, IL 60603 |
| DIRECTORS OR MANAGEMENT COMMITTEE: | None (member managed by Exelon Corporation) |
| EXECUTIVE PERSONNEL: | John W. Rowe, President and Chief Executive Officer Christopher M. Crane, Executive Vice President |

ATTACHMENT 5

10 CFR 2.390 AFFIDAVIT OF STEVEN L. MILLER

**Constellation Energy Nuclear Group, LLC
November 10, 2011**

ATTACHMENT 5

10 CFR 2.390 AFFIDAVIT OF STEVEN L. MILLER

UNITED STATES OF AMERICA
NUCLEAR REGULATORY COMMISSION

In the Matter of)
)
Constellation Energy Nuclear Group, LLC, et al.)

AFFIDAVIT

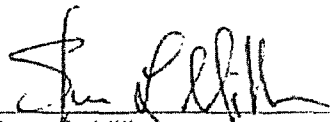
I, Steven L. Miller, Senior Vice President General Counsel and Secretary of Constellation Energy Nuclear Group, LLC (CENG), do hereby affirm and state:

1. I am authorized to execute this affidavit on behalf of CENG and its affiliates.
2. Constellation Energy Nuclear Group, LLC is providing information in support of the application dated May 12, 2011 for an Order approving license transfers. The document being provided in Attachment 1b contains confidential and proprietary information related to a report generated by the Nuclear Advisory Committee (NAC) for the CENG board of directors, information on proprietary decommissioning cost estimates, and confidential information provided to the Committee on Foreign Investment in the United States. This information constitutes proprietary information that should be held in confidence by the NRC pursuant to the policy reflected in 10 CFR 2.390(a)(4) and 9.17(a)(4), because:
 - i. This information is and has been held in confidence by CENG.
 - ii. This information is of a type that is customarily held in confidence by CENG, and there is a rational basis for doing so because the information contains sensitive business information. In particular, the NAC report discusses proprietary internal discussions and activities by and between CENG management and the NAC, as well as legal and regulatory analysis prepared by internal and external legal counsel for the benefit of CENG and the NAC.
 - iii. This information is being transmitted 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 CENG by disclosing confidential commercial information, including internal business discussions and activities as well as the legal and regulatory advice prepared by counsel at the request and for the benefit of CENG management or the NAC that is intended solely for internal use.

ATTACHMENT 5

10 CFR 2.390 AFFIDAVIT OF STEVEN L. MILLER

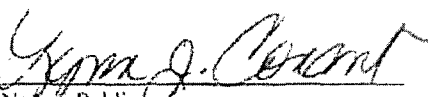
3. Accordingly, we request that Attachment 1b be withheld from public disclosure pursuant to the policy reflected in 10 CFR §§ 2.390(a)(4) and 9.17(a)(4).



Steven L. Miller

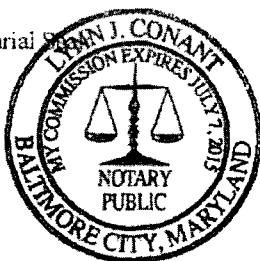
Subscribed and sworn before me, a Notary Public, in and for the State of Maryland and City of Baltimore, this 10th day of Nov., 2011.

WITNESS my hand and Notarial Seal



Notary Public

My Commission Expires:



9/17/15

Date