



10 CFR 140.21

**Confidential Financial Information
Submitted Under 10 CFR 2.390**

November 14, 2012

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

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

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

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

Dresden Nuclear Power Station, Units 2 and 3
Renewed Facility Operating License Nos. DPR-19 and DPR-25
NRC Docket Nos. 50-237 and 50-249

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

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

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

Peach Bottom Atomic Power Station, Units 2 and 3
Renewed Facility Operating License Nos. DPR-44 and DPR-56
NRC Docket Nos. 50-277 and 50-278

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

**Attachment 1 transmitted herewith contains Confidential Financial Information.
When separated from Attachment 1, this transmittal document is decontrolled.**

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

Subject: 2012 Annual Report - Guarantees of Payment of Deferred Premiums

Pursuant to 10 CFR 140.21, "Licensee guarantees of payment of deferred premiums," Exelon Generation Company, LLC, is providing evidence that we maintain a guarantee of payment of deferred premiums in the amount of \$17.5 million for each of our reactors. This information is required to be submitted annually on the anniversary date on which the indemnity agreement is effective for each of our reactors. Because the indemnity agreement effective dates vary for each of our reactors, we submit information for all of our reactors by November 16 of each year to demonstrate our compliance with 10 CFR 140.21.

The Exelon Generation Company, LLC, projected internal cash flow is contained in Attachment 1. The average quarterly cash flow projection could be drawn on to raise \$297.5 million needed to provide for our payment of retrospective premiums.

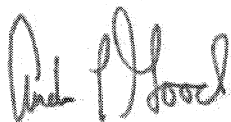
MidAmerican Energy Company is the owner of 25 percent of the Quad Cities Nuclear Power Station. Additionally, PSEG Nuclear, LLC is the owner of 50 percent of Peach Bottom Atomic Power Station, Units 2 and 3. This submittal also serves to reflect the guarantee of payment of deferred premiums for these co-owned units.

Peach Bottom Atomic Power Station, Unit 1 is not included in this report because this unit is a permanently shutdown reactor in the SAFSTOR status and not subject to this regulation.

Attachment 1 contains information confidential to Exelon Generation Company, LLC. Exelon Generation Company, LLC requests that the contents of Attachment 1 be withheld from public disclosure in accordance with 10 CFR 2.390(a)(4). An affidavit supporting the 2.390(a)(4) request is contained in Attachment 2. A non-confidential version of the projected internal cash flow is contained in Attachment 3.

If you have any questions about this letter, please contact T. Loomis at (610) 765-5510.

Respectfully,



Andrew L. Good
Chief Financial Officer
Exelon Generation Company, LLC

2012 Annual Report - Guarantees of
Payment of Deferred Premiums
November 14, 2012
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Attachments:

- 1 – Confidential Financial Information – Projected Internal Cash Flow
- 2 – Affidavit
- 3 – Non-Confidential Financial Information – Projected Internal Cash Flow

cc: Regional Administrator - NRC Region I
Regional Administrator - NRC Region III
NRC Senior Resident Inspector - Braidwood Station
NRC Senior Resident Inspector - Byron Station
NRC Senior Resident Inspector - Clinton Power Station
NRC Senior Resident Inspector - Dresden Nuclear Power Station
NRC Senior Resident Inspector - LaSalle County Station
NRC Senior Resident Inspector - Limerick Generating Station
NRC Senior Resident Inspector - Oyster Creek Nuclear Generating Station
NRC Senior Resident Inspector - Peach Bottom Atomic Power Station
NRC Senior Resident Inspector - Quad Cities Nuclear Power Station
NRC Senior Resident Inspector - Three Mile Island Nuclear Station, Unit 1

ATTACHMENT 2

Exelon Generation Company, LLC

2012 Annual Report - Guarantees of Payment of Deferred Premiums

AFFIDAVIT

ATTACHMENT 2

AFFIDAVIT

I, Andrew L. Good, Chief Financial Officer of Exelon Generation Company, LLC (Exelon), do hereby affirm and state:

1. I am an officer of Exelon authorized to execute this affidavit on its behalf. I am further authorized to review information submitted to the Nuclear Regulatory Commission (NRC) and apply for the withholding of information from disclosure.
2. Exelon is providing information pursuant to 10 CFR 140.21(e), which constitutes proprietary financial information that should be held in confidence by the NRC pursuant to the policy reflected in 10 CFR 2.390(a)(4), because:
 - i. This information (2012 Internal Cash Flow Projection, ATTACHMENT 1) is and has been held in confidence by Exelon.
 - ii. This information is of a type that is held in confidence by Exelon, and there is a rational basis for doing so because the information contains sensitive financial information concerning Exelon's projected revenues, and operating expenses.
 - iii. This information is being transmitted to the NRC 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 Exelon by disclosing Exelon's internal financial projections to other parties whose commercial interests may be adverse to those of Exelon.
3. Accordingly, Exelon requests that the designated documents be withheld from public disclosure pursuant to the policy reflected in 10 CFR 2.390(a)(4).

Exelon Generation Company, LLC



Andrew L. Good
Chief Financial Officer

Subscribed and sworn before me,
A Notary Public in and for the
State of Maryland
this 14th day of November 2012

Melissa A. Kerchner



ATTACHMENT 3

Exelon Generation Company, LLC

2012 Annual Report - Guarantees of Payment of Deferred Premiums

Non-Confidential Financial Information

Projected Internal Cash Flow

ATTACHMENT 1
Exelon Generation Company, LLC
2012 Internal Cash Flow Projection
(Dollars in Thousands)

	2012 Projected UNAUDITED
Net Income	
Less Dividends Paid	
Earnings (Loss)	
Adjustments	
Depreciation, amortization, and accretion	
Deferred income taxes and investment tax credits	
Impairment of certain generating assets	
Net realized and unrealized mark-to-market transactions	
Other non-cash operating activities	
Adjustments	
Internal Cash Flow	
Average Quarterly Cash Flow	

Percentage Ownership

Braidwood Station, Units 1 and 2	100%
Byron Station, Units 1 and 2	100%
Dresden Nuclear Power Station, Units 2 and 3	100%
LaSalle County Station, Units 1 and 2	100%
Limerick Generating Station, Units 1 and 2	100%
Peach Bottom Atomic Power Station, Units 2 and 3 *	100%
Quad Cities Nuclear Power Station, Units 1 and 2 **	100%
Clinton Power Station	100%
Oyster Creek Nuclear Generating Station	100%
Three Mile Island, Unit 1	100%

Maximum Total Contingent Liability **\$297.5M**

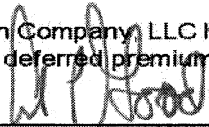
**PSEG Nuclear LLC is the owner of 50% of Peach Bottom Atomic Power Station, Units 2 and 3*

***Mid American Energy Company is the owner of 25% of the Quad Cities Nuclear Power Station
Participation and reimbursement to Exelon by the co-owners for their obligations are governed
by agreements between the respective co-owners and Exelon.*

Certification

Exelon Generation Company, LLC has sufficient cash flow to ensure that its obligations to pay deferred premiums under 10 CFR Part 140 will be met.

Certified By: _____


 Andrew L. Good
 Chief Financial Officer
 Exelon Generation Company, LLC