

INCLUDES PROPRIETARY INFORMATION WITHHOLD UNDER 10 CFR 2.390

Mary G. Korsnick
Acting Chief Executive Officer
Chief Nuclear Officer

Office 410-470-5133
Fax 443-213-6739
E-mail: Maria.Korsnick@cengllc.com

Exelon.
Generation

CENG[™]

a joint venture of



10 CFR 50.80
10 CFR 50.90
10 CFR 72.50

February 5, 2014

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

ATTENTION: Document Control Desk

SUBJECT: **Calvert Cliffs Nuclear Power Plant, Units 1 and 2**
Renewed Facility Operating License Nos. DPR-53 and DPR-69
Docket Nos. 50-317 and 50-318
Calvert Cliffs Independent Spent Fuel Storage Installation
Materials License No. SNM-2505
Docket No. 72-8
Nine Mile Point Nuclear Station, Units 1 and 2
Renewed Facility Operating License Nos. DPR-63 and NPF-69
Docket Nos. 50-220 and 50-410
Nine Mile Point Nuclear Station, Independent Spent Fuel Storage Installation
General License
Docket No. 72-1036
R.E. Ginna Nuclear Power Plant
Renewed Facility Operating License No. DPR-18
Docket No. 50-244
R.E. Ginna Independent Spent Fuel Storage Installation
General License
Docket No. 72-67

Supplemental Response to NRC's Requests for Additional Information Regarding
Application for Order Approving Transfer of Operating Authority and Conforming
License Amendments

REFERENCES: (a) Letter from N. S. Morgan (NRC) to M. G. Korsnick (CENG) and B. P. Wright (Exelon), dated December 5, 2013 Calvert Cliffs Nuclear Power Plant, Unit Nos. 1 and 2, Nine Mile Point Nuclear Station, Unit Nos. 1 and

Constellation Energy Nuclear Group, LLC
100 Constellation Way, Suite 200C, Baltimore, MD 21202

~~UNRESTRICTED UPON REMOVAL OF ATTACHMENT 2A~~

Acc 1
NMSS 26

2, and R. E. Ginna Nuclear Power Plant- Request for Additional Information Regarding Order Approving Direct Transfer of Renewed Facility Operating Licenses and Conforming Amendments (TAC No. MF2584, MF2585, MF2586, MF2587, and MF2588) (ML13337A390)

- (b) Letter from M. G. Korsnick (CENG) and B. P. Wright (Exelon) to Document Control Desk (NRC), dated August 6, 2013, Application for Order Approving Transfer of Operating Authority and Conforming License Amendments (ML13232A156)
- (c) Letter from J. A. Spina (CENG) to Document Control Desk (NRC), dated December 17, 2013, Response to NRC's Requests for Additional Information Regarding Application for Order Approving Transfer of Operating Authority and Conforming License Amendments (ML13360A200)
- (d) Email from N. S. Morgan to E. M. Tyler, dated January 24, 2014, CENG/Exelon LTA Status

The purpose of this letter is to supplement the response of Constellation Energy Nuclear Group, LLC (CENG), acting on behalf of itself, Exelon Generation Company, LLC (ExGen), and its subsidiary licensees, Calvert Cliffs Nuclear Power Plant, LLC, Nine Mile Point Nuclear Station, LLC and R.E. Ginna Nuclear Power Plant, LLC, dated December 17, 2013 (Reference c). That letter responded to the Nuclear Regulatory Commission's request for additional information (Reference a) regarding the Application for Order Approving Transfer of Operating Authority and Conforming License Amendments (Reference b). On January 24, 2014, the NRC Staff relayed two follow-up questions which were transmitted by email (Reference d) and discussed in two subsequent telephone conferences. Responses to the requests for additional information are provided in Attachment (1) along with supplemental information provided as Attachments (2) through (3).

Please note that Attachment (2A) is being provided in a separately-bound proprietary enclosure. Attachment (2A) contains confidential financial, commercial, and proprietary material non-public information of CENG and its subsidiaries and Exelon Corporation and its subsidiaries. We request that Attachment (2A) be withheld from public disclosure pursuant to 10 CFR §§ 2.390(a)(3) and (4) and 9.17(a)(3) and (4). Attachment (2) is provided as a non-proprietary version suitable for public disclosure. An affidavit supporting the request for withholding Attachment (2A) from public disclosure is provided as Attachment (3).

This correspondence does not contain any regulatory commitments.

If there are any questions regarding this transmittal, please contact Bruce Montgomery at (443)-532-6533.

I declare under penalty of perjury that the foregoing is true and correct. Executed on February 5, 2014.

Sincerely,



Mary G. Korsnick

- Attachments: (1) Supplemental Response to NRC Request for Additional Information
(2) Additional Financial Information (Non-Proprietary Version)
(2A) Additional Financial Information (Proprietary, Restricted Version)
(3) 10 CFR 2.390 Affidavit of Bryan P. Wright

cc: **(With Attachment 2A)**

NRC Project Manager, Calvert Cliffs
NRC Project Manager, Ginna
NRC Project Manager, Nine Mile Point
Regional Administrator, NRC Region I
Susan Uttal, NRC Office of General Counsel

(Without Attachment 2A)

USNRC, Director, Office of Nuclear Reactor Regulation
USNRC, Director, Office of Nuclear Material Safety and Safeguards
NRC Resident Inspector – Calvert Cliffs
NRC Resident Inspector – Nine Mile Point
NRC Resident Inspector – R.E. Ginna
S. Gray, Maryland DNR
A. L. Peterson, NYSERDA
B. Frymire, NYSDPS

ATTACHMENT (1)

**SUPPLEMENTAL RESPONSE TO NRC REQUEST FOR ADDITIONAL
INFORMATION**

ATTACHMENT (1)
SUPPLEMENTAL RESPONSE TO NRC REQUEST FOR ADDITIONAL INFORMATION

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

Requested Information 1: Financial Qualifications

In accordance with 10 CFR 50.33(f)(2), the Applicants provided financial information on Constellation and the licensees to demonstrate that they possess, or have reasonable assurance of obtaining the funds necessary to cover the projected operating costs of Calvert Cliffs, Calvert Cliffs ISFSI, Ginna, Ginna ISFSI, NMP 1, and a pro rata share of the estimated operating costs of NMP 2 associated with a total 82% undivided ownership interest for the period of their respective licenses.

Based on the application, Constellation states that it currently "maintains a cash pooling arrangement with an Inter-Company Credit Agreement that provides an additional vehicle for managing the working capital needs of the Licensees" This cash pooling arrangement was reviewed by the NRC in connection with the indirect license transfer related to corporate restructuring in 2011.

Under 10 CFR 50.33(f) a non-utility applicant must provide information sufficient to demonstrate its financial qualifications to carry out the activities for which the license is being sought. In addition, per NUREG 1577, Rev. 1, the reviewer "will also consider relevant financial information (i.e., information on cash or cash equivalents that would be sufficient to pay fixed operating costs during an outage of at least 6 months...and any other relevant factors)."

Finally, 10 CFR 50.33(f)(4) states, in part:

The Commission may request an established entity or newly-formed entity to submit additional or more detailed information respecting its financial arrangements....[T]his may include information regarding a licensee's ability to continue the conduct of the activities authorized by the license...

License transfer financial qualification reviews provide an opportunity for NRC staff to review and ultimately address any new financial qualification concerns. The finding of reasonable assurance that funds will be available to cover estimated operating costs for the period of the license relies on the applicant providing sufficient information regarding availability of credit or support agreements, bank lines of credit or other specifically identified sources of funds, sufficient to fund the estimated fixed operating and maintenance costs the period of the license.

Based on the information provided in the application, provide the following additional information, pursuant to 50.33(f) regarding financial qualification:

* * *

- f. On September 3, 2013, Federal Energy Regulatory Commission (FERC) issued an Order approving Exelon and subsidiaries' petition for a Declaratory Order requesting that FERC find that section 305(a) of the Federal Power Act (FPA) is not a bar to the payment of dividends from certain capital accounts from Constellation subsidiaries (Acquired Subsidiaries). The Order stated:*

Applicants [Exelon and subsidiaries] explain that the purpose of this petition is to obtain a determination from the Commission that section 305(a) of the FPA does not prohibit: (1) the Acquired Subsidiaries [Constellation subsidiaries] from

ATTACHMENT (1)

SUPPLEMENTAL RESPONSE TO NRC REQUEST FOR ADDITIONAL INFORMATION

paying dividends to their parent company, Exelon Generation, from their respective capital accounts in equal measure to the funds that were recorded as retained earnings at the close of the Merger; and (2) Exelon Generation from, in turn, paying dividends to its parent company, Exelon Ventures, from its capital accounts to the extent that Exelon Generation has received dividends from any of the Legacy Constellation Subsidiaries paid out of funds recorded as miscellaneous paid-in capital. Applicants state that granting its petition will enable Exelon to move excess cash out of the Acquired Subsidiaries and Exelon Generation to allow the use of this cash elsewhere in the Exelon system. Otherwise, Applicants assert that significant corporate funds could be stranded on the books of the Applicants and rendered unavailable for legitimate corporate purposes.

The NRC has previously expressed concern that corporate restructuring can lead to a diminution of assets necessary for the safe operation and decommissioning of a licensee's nuclear power plant (62 FR 44071), and has previously conditioned license transfer approvals upon a requirement that the licensee not transfer significant assets from the licensee without first notifying the NRC.

Please explain if the Exelon's removal of assets from the Constellation subsidiaries will impact the safe operation of the Constellation plants or decommissioning funding assurance.

On January 24, 2014, the NRC Staff asked CENG to provide information on the amount transferred. How much was transferred from CENG nuclear holdings or any holding companies? Did this affect the assets of the nuclear facilities or sources of funds? The licensee will need to make an affirmative statement that there was no impact to the licensees on the docket or else describe the financial impact(s).

Supplemental Response

The Federal Energy Regulatory Commission (FERC) Order of September 3, 2013, referenced in this RAI, is not applicable to Constellation Energy Nuclear Group LLC (CENG) or its subsidiary companies. The Applicants in the referenced FERC docket, Docket No. EL13-64, are Exelon Generation Company, LLC (ExGen), CER Generation II, LLC, Constellation Mystic Power, LLC, Constellation NewEnergy, Inc., Constellation Power Source Generation, Inc., and Criterion Power Partners, LLC. Only these companies received the requested authorization from FERC.

Constellation Energy Nuclear Group, LLC does periodically make distributions to its parent companies, in accordance with the terms of applicable agreements. The plans for such distributions were taken into account in developing and preparing the *pro forma* financial statements provided. However, CENG notes that distributions or dividends are not specifically reflected in any of the line items on income statements.

Requested Information 2: Financial Qualifications

In its February 22, 2013, 10K filing with the Securities and Exchange Commission, Exelon stated the following (page 18):

ATTACHMENT (1)

SUPPLEMENTAL RESPONSE TO NRC REQUEST FOR ADDITIONAL INFORMATION

As part of reaching a comprehensive agreement with EDF in October 2010, the existing power purchase agreements with [Constellation Energy Nuclear Group, LLC] CENG were modified to be unit-contingent through the end of their original term in 2014. Under these agreements, CENG has the ability to fix the energy price on a forward basis by entering into monthly energy hedge transactions for a portion of the future sale, while any unhedged portions will be provided at market prices by default. Additionally, beginning in 2015 and continuing to the end of the life of the respective plants, Generation agreed to purchase 50.01% of the available output of CENG's nuclear plants at market prices. Generation discloses in the table above commitments to purchase from CENG at fixed prices. All commitments to purchase from CENG at market prices, which include all purchases subsequent to December 31, 2014, are excluded from the table.

Identify the source or sources of funds that will be available to cover operational expenses following the end of the power purchase agreements terms in 2014. Indicate if the pro-formas provided in the license transfer application reflect projected market prices from 2015 through 2019. Provide supporting documentation to justify the projected market prices per MWh.

On January 24, 2014, the NRC Staff raised questions regarding the projections, as compared with the currently reported revenues for Exelon Generation, as reported to the SEC.

Supplemental Response

In addition to the information previously provided regarding sources of funds to cover operational expenses, it is worth noting that as a result of the proposed transaction, ExGen will become the licensed operator of the CENG units. As such, ExGen will be subject to NRC's specific jurisdiction with respect to the CENG units, and ExGen's substantial resources from both nuclear and non-nuclear operations will fully stand behind ExGen's responsibility for the safe operation of the CENG units.

Further detailed financial information regarding ExGen's operations is provided in Attachment (2A). The financial information in Attachment (2A) is considered confidential financial, commercial, and proprietary material, non-public information of CENG and its subsidiaries and Exelon Corporation and its subsidiaries. We request that Attachment (2A) be withheld from public disclosure pursuant to 10 CFR §§ 2.390(a)(3) and (4) and 9.17(a)(3) and (4). Attachment (2) is provided as a non-proprietary version suitable for public disclosure. An affidavit supporting the request for withholding Attachment (2A) from public disclosure is provided as Attachment (3).

ATTACHMENT (2)

ADDITIONAL FINANCIAL INFORMATION
(NON-PROPRIETARY VERSION)

ATTACHMENT (2)

ADDITIONAL FINANCIAL INFORMATION (NON-PROPRIETARY VERSION)

Additional Information Regarding Revised Financial Projections

The following provides a brief overview of the revised financial projections in this Attachment (2A) submitted to supplement the response of Constellation Energy Nuclear Group, LLC (CENG), acting on behalf of itself, Exelon Generation Company, LLC (ExGen), and its subsidiary licensees, Calvert Cliffs Nuclear Power Plant, LLC (Calvert Cliffs), Nine Mile Point Nuclear Station, LLC (Nine Mile Point) and R.E. Ginna Nuclear Power Plant, LLC (Ginna), dated December 17, 2013 (Reference c).

ATTACHMENT (2)
ADDITIONAL FINANCIAL INFORMATION (NON-PROPRIETARY VERSION)

o

ATTACHMENT (2)

ADDITIONAL FINANCIAL INFORMATION (NON-PROPRIETARY VERSION)

(millions)	ExGen Consolidated				
	Projected Income Statement				
	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>
Operating revenues					
Operating expenses					
Purchased power and fuel					
Operating and maintenance					
Depreciation and amortization					
Taxes other than income					
Total operating expenses					
Equity in loss of unconsolidated affiliates					
Operating (loss) income					
Other income and (deductions)					
Interest expense					
Interest income (excluding Decom)					
Other, net					
Total other income and (deductions)					
(Loss) income before income taxes					
Income (benefit) taxes					
Net (loss) income					
Net income (loss) attributable to noncontrolling interests					
Net (loss) income on membership interest					

Notes

- 1.
- 2.
- 3.
- 4.

ATTACHMENT (2)
ADDITIONAL FINANCIAL INFORMATION (NON-PROPRIETARY VERSION)

Exelon Nuclear (an operating unit of ExGen)
Projected Income Statement

(millions)	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>
Operating revenues					
Operating expenses					
Purchased power and fuel					
Operating and maintenance					
Depreciation and amortization					
Taxes other than income					
Total operating expenses					
Equity in loss of unconsolidated affiliates					
Operating (loss) income					
Other income and (deductions)					
Interest expense					
Interest income (excluding Decom)					
Other, net					
Total other income and (deductions)					
(Loss) income before income taxes					
Income (benefit) taxes					
Net (loss) income					
Net income (loss) attributable to noncontrolling interests					
Net (loss) income on membership interest					

Notes

1.

2.

3.

4.

ATTACHMENT (2)

ADDITIONAL FINANCIAL INFORMATION (NON-PROPRIETARY VERSION)

5.

ATTACHMENT (2)

ADDITIONAL FINANCIAL INFORMATION (NON-PROPRIETARY VERSION)

Nine Mile Point					
Projected Income Statement					
(millions)	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>
Revenue					
PPA					
Market Sales					
Revenues					
Operating Expenses					
Purchased Fuel and Energy and Cost of Sales					
O&M, Non-Outage					
O&M, Refueling Outage					
O&M, Allocated Nuclear Corporate					
O&M, Integration Expenses					
O&M, IT Transition Expenses					
Property Taxes					
Decommissioning Expenses					
Depreciation					
Total Operating Expenses					
Operating Income					
Other (Income)/Expense					
O&M, allocated CEG HQ Costs					
Decommissioning fund earnings					
Total Other (Income)/Expense					
Pretax Income (Loss)					
Income Taxes					
Net Income (Loss) After-Tax					

ATTACHMENT (2)

ADDITIONAL FINANCIAL INFORMATION (NON-PROPRIETARY VERSION)

**Calvert Cliffs
Projected Income Statement**

(millions)	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>
Revenue					
PPA					
Market Sales					
Revenues					
Operating Expenses					
Purchased Fuel and Energy and Cost of Sales					
O&M, Non-Outage					
O&M, Refueling Outage					
O&M, Allocated Nuclear Corporate					
O&M, Integration Expenses					
O&M, IT Transition Expenses					
Property Taxes					
Decommissioning Expenses					
Depreciation					
Total Operating Expenses					
Operating Income					
Other (Income)/Expense					
O&M, allocated CEG HQ Costs					
Decommissioning fund earnings					
Total Other (Income)/Expense					
Pretax Income (Loss)					
Income Taxes					
Net Income (Loss) After-Tax					

ATTACHMENT (2)

ADDITIONAL FINANCIAL INFORMATION (NON-PROPRIETARY VERSION)

	Ginna				
	Projected Income Statement				
(millions)	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>
Revenue					
PPA					
Market Sales					
Revenues					
Operating Expenses					
Purchased Fuel and Energy and Cost of Sales					
O&M, Non-Outage					
O&M, Refueling Outage					
O&M, Allocated Nuclear Corporate					
O&M, Integration Expenses					
O&M, IT Transition Expenses					
Property Taxes					
Decommissioning Expenses					
Depreciation					
Total Operating Expenses					
Operating Income					
Other (Income)/Expense					
O&M, allocated CEG HQ Costs					
Decommissioning fund earnings					
Total Other (Income)/Expense					
Pretax Income (Loss)					
Income Taxes					
Net Income (Loss) After-Tax					

ATTACHMENT (2)
ADDITIONAL FINANCIAL INFORMATION (NON-PROPRIETARY VERSION)

Nine Mile Point, Calvert Cliffs and Ginna
Notes

- 1.
- 2.
- 3.
- 4.
- 5.
- 6.
- 7.
- 8.
- 9.
- 10.
- 11.
- 12.
- 13.

ATTACHMENT (2)

ADDITIONAL FINANCIAL INFORMATION (NON-PROPRIETARY VERSION)

Underlying Inputs for the CENG Plant Sites Financial Projections

	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>
Calvert Cliffs					
Revenues (\$M)					
PPA					
Market Sales					
Energy					
Capacity					
Total Market Sales					
Total Revenues					
Average Price Per MWh					
PPA					
Market Sales					
Energy					
Capacity					
Purchased Fuel and Energy and Cost of Sales (\$M)					
Purchased Fuel and Energy and Cost of Sales Per MWh					
Total Plant MWh Capacity (MWh)					
Projected Capacity Factor					
Nine Mile Point					
Revenues (\$M)					
PPA					
Market Sales					
Energy					
Capacity					
Total Market Sales					
Total Revenues					
Average Price Per MWh					
PPA					
Market Sales					
Energy					
Capacity					
Purchased Fuel and Energy and Cost of Sales (\$M)					
Purchased Fuel and Energy and Cost of Sales Per MWh					
Total Plant MWh Capacity (MWh)					
Projected Capacity Factor					
Ginna					
Revenues (\$M)					
PPA					
Market Sales					
Energy					
Capacity					
Total Market Sales					
Total Revenues					
Average Price Per MWh					
PPA					
Market Sales					
Energy					
Capacity					
Purchased Fuel and Energy and Cost of Sales (\$M)					
Purchased Fuel and Energy and Cost of Sales Per MWh					
Total Plant MWh Capacity (MWh)					
Projected Capacity Factor					

ATTACHMENT (2)

ADDITIONAL FINANCIAL INFORMATION (NON-PROPRIETARY VERSION)

Notes

1.

2.

3.

4.

5.

ATTACHMENT (2)

ADDITIONAL FINANCIAL INFORMATION (NON-PROPRIETARY VERSION)



Gas & Power Service



Wood Mackenzie North America Power Service

November 15, 2013

Average Power Prices (All-In Energy + Capacity, Nominal \$/MWh)

	2014	2015	2016	2017	2018
PJM Western Hub					
NYISO Zone A					

Sensitivity Scenarios

ATTACHMENT (2)
ADDITIONAL FINANCIAL INFORMATION (NON-PROPRIETARY VERSION)

	ExGen Consolidated				
	Projected Income Statement				
	Projected Income Statement -				
(millions)	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>
Operating revenues					
Operating expenses					
Purchased power and fuel					
Operating and maintenance					
Depreciation and amortization					
Taxes other than income					
Total operating expenses					
Equity in loss of unconsolidated affiliates					
Operating (loss) income					
Other income and (deductions)					
Interest expense					
Interest income (excluding Decom)					
Other, net					
Total other income and (deductions)					
(Loss) income before income taxes					
Income (benefit) taxes					
Net (loss) income					
Net income (loss) attributable to noncontrolling interests					
Net (loss) income on membership interest					

Notes

1

2

3

4

ATTACHMENT (2)
ADDITIONAL FINANCIAL INFORMATION (NON-PROPRIETARY VERSION)

5

6

ATTACHMENT (2)

ADDITIONAL FINANCIAL INFORMATION (NON-PROPRIETARY VERSION)

Exelon Nuclear (an operating unit of ExGen)

Projected Income Statement

Projected Income Statement -

(millions)	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>
Operating revenues					
Operating expenses					
Purchased power and fuel					
Operating and maintenance					
Depreciation and amortization					
Taxes other than income					
Total operating expenses					
Equity in loss of unconsolidated affiliates					
Operating (loss) income					
Other income and (deductions)					
Interest expense					
Interest income (excluding Decom)					
Other, net					
Total other income and (deductions)					
(Loss) income before income taxes					
Income (benefit) taxes					
Net (loss) income					
Net income (loss) attributable to noncontrolling interests					
Net (loss) income on membership interest					

Notes

1

2

3

4

ATTACHMENT (2)
ADDITIONAL FINANCIAL INFORMATION (NON-PROPRIETARY VERSION)

5

6

7

ATTACHMENT (2)

ADDITIONAL FINANCIAL INFORMATION (NON-PROPRIETARY VERSION)

Nine Mile Point

Projected Income Statement - Assumes 10% Reduction in Market Revenue

(millions)	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>
Revenue					
PPA					
Market Sales					
Revenues					
Operating Expenses					
Purchased Fuel and Energy and Cost of Sales					
O&M, Non-Outage					
O&M, Refueling Outage					
O&M, Allocated Nuclear Corporate					
O&M, Integration Expenses					
O&M, IT Transition Expenses					
Property Taxes					
Decommissioning Expenses					
Depreciation					
Total Operating Expenses					
Operating Income					
Other (Income)/Expense					
O&M, allocated CEG HQ Costs					
Decommissioning fund earnings					
Total Other (Income)/Expense					
Pretax Income (Loss)					
Income Taxes					
Net Income (Loss) After-Tax					

Notes:

Revenue sensitivity reflects a 10% decline in market sales (energy and capacity revenues); PPA sales are not impacted.

ATTACHMENT (2)
ADDITIONAL FINANCIAL INFORMATION (NON-PROPRIETARY VERSION)

Calvert Cliffs

Projected Income Statement - Assumes 10% Reduction in Market Revenue

(millions)	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>
Revenue					
PPA					
Market Sales					
Revenues					
Operating Expenses					
Purchased Fuel and Energy and Cost of Sales					
O&M, Non-Outage					
O&M, Refueling Outage					
O&M, Allocated Nuclear Corporate					
O&M, Integration Expenses					
O&M, IT Transition Expenses					
Property Taxes					
Decommissioning Expenses					
Depreciation					
Total Operating Expenses					
Operating Income					
Other (Income)/Expense					
O&M, allocated CEG HQ Costs					
Decommissioning fund earnings					
Total Other (Income)/Expense					
Pretax Income (Loss)					
Income Taxes					
Net Income (Loss) After-Tax					

Notes:

Revenue sensitivity reflects a 10% decline in market sales (energy and capacity revenues); PPA sales are not impacted.

ATTACHMENT (2)

ADDITIONAL FINANCIAL INFORMATION (NON-PROPRIETARY VERSION)

Ginna					
Projected Income Statement - Assumes 10% Reduction in Market Revenue					
(millions)	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>
Revenue					
PPA					
Market Sales					
Revenues	<hr/>				
Operating Expenses					
Purchased Fuel and Energy and Cost of Sales					
O&M, Non-Outage					
O&M, Refueling Outage					
O&M, Allocated Nuclear Corporate					
O&M, Integration Expenses					
O&M, IT Transition Expenses					
Property Taxes					
Decommissioning Expenses					
Depreciation					
Total Operating Expenses	<hr/>				
Operating Income					
Other (Income)/Expense					
O&M, allocated CEG HQ Costs					
Decommissioning fund earnings					
Total Other (Income)/Expense	<hr/>				
Pretax Income (Loss)					
Income Taxes					
Net Income (Loss) After-Tax					

Notes:

Revenue sensitivity reflects a 10% decline in market sales (energy and capacity revenues); PPA sales are not impacted.

ATTACHMENT (3)

10 CFR 2.390 AFFIDAVIT OF BRYAN P. WRIGHT

**Constellation Energy Nuclear Group, LLC
February 5, 2014**

AFFIDAVIT

UNITED STATES OF AMERICA
NUCLEAR REGULATORY COMMISSION

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

AFFIDAVIT

I, Bryan P. Wright, Senior Vice President and Chief Financial Officer for Exelon Generation Company, LLC do hereby affirm and state:

1. I am authorized to execute this affidavit on behalf of the entities requesting protection of the information.

The information reflected in Attachment (2A) is provided in support of the application of Constellation Nuclear Energy Group, LLC (CENG), on behalf of itself, ExGen, and the CENG subsidiary Licensees, for an Order approving license transfers. The information provided in Attachment (2A) contains ExGen's, Exelon Corporation's, and CENG's commercial financial and proprietary information and financial projections related to the ownership and operation of their businesses and proprietary financial projections generated by Wood Mackenzie. This information should be held in confidence by the NRC pursuant to the policy reflected in 10 CFR §§ 2.390(a)(3) and (4) and 9.17(a)(3) and (4), because:

- i. This information is and has been held in confidence by ExGen, Exelon Corporation, and CENG.
- ii. This information is of a type that is customarily held in confidence by ExGen, Exelon Corporation, and CENG, and there is a rational basis for doing so because the information contains ExGen's, Exelon Corporation's, and/or CENG's sensitive financial information concerning projected revenues and operating expenses.
- 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 ExGen, Exelon Corporation, and/or CENG by disclosing their internal financial projections. This information constitutes material non-public information regarding ExGen, Exelon Corporation, and CENG. A leak or other limited or selective disclosure of this information would enable those who come into possession of the information to trade, or allow others to trade, in the securities of Exelon Corporation or its subsidiaries while in possession of material non-public information. Trading in securities of Exelon Corporation or its subsidiaries while in possession of this information may violate United States laws and the laws of the various states.