

From: Purnell, Blake
Sent: Wednesday, March 24, 2021 11:36 AM
To: Bradley.Fewell@exeloncorp.com
Cc: Salgado, Nancy; david.helker@exeloncorp.com
Subject: Exelon Generation Company, LLC - Acceptance of License Transfer Application (EPID L-2021-LLM-0000)

Dear Mr. Fewell:

By letter dated February 25, 2021 (Agencywide Documents Access and Management System (ADAMS) Accession No. ML21057A273), Exelon Generation Company, LLC (EGC) on behalf of itself and Exelon Corporation; Exelon FitzPatrick, LLC; Nine Mile Point Nuclear Power Station, LLC; R. E. Ginna Nuclear Power Plant, LLC; and Calvert Cliffs Nuclear Power Plant, LLC (collectively, the Applicants) requested that the U.S. Nuclear Regulatory Commission (NRC) consent to the indirect transfer of control of the following licenses (collectively, the licenses):

- Renewed Facility Operating License Nos. NPF-72 and NPF-77 for Braidwood Station, Units 1 and 2, respectively;
- Renewed Facility Operating License Nos. NPF-37 and NPF-66 for Byron Station, Unit Nos. 1 and 2, respectively;
- Renewed Facility Operating License Nos. DPR-53 and DPR-69 for Calvert Cliffs Nuclear Power Plant (Calvert Cliffs), Units 1 and 2, respectively;
- Facility Operating License No. NPF-62 for Clinton Power Station, Unit No. 1;
- Facility Operating License No. DPR-2 and Renewed Facility Operating License Nos. DPR-19 and DPR-25 for Dresden Nuclear Power Station, Units 1, 2, and 3, respectively;
- Renewed Facility Operating License No. DPR-59 for James A. FitzPatrick Nuclear Power Plant (FitzPatrick);
- Renewed Facility Operating License Nos. NPF-11 and NPF-18 for LaSalle County Station, Units 1 and 2, respectively;
- Renewed Facility Operating License Nos. NPF-39 and NPF-85 for Limerick Generating Station, Units 1 and 2, respectively;
- Renewed Facility Operating License Nos. DPR-63 and NPF-69 for Nine Mile Point Nuclear Station (NMP), Units 1 and 2, respectively;
- Facility Operating License No. DPR-12 and Subsequent Renewed Facility Operating License Nos. DPR-44 and DPR-56 for Peach Bottom Atomic Power Station, Units 1, 2, and 3, respectively;
- Renewed Facility Operating License Nos. DPR-29 and DPR-30 for Quad Cities Nuclear Power Station, Units 1 and 2, respectively;
- Renewed Facility Operating License No. DPR-18 for R. E. Ginna Nuclear Power Plant (Ginna);
- Renewed Facility Operating License Nos. DPR-70 and DPR-75 for Salem Nuclear Generating Station, Unit Nos. 1 and 2, respectively;
- Renewed Facility License No. DPR-50 for Three Mile Island Nuclear Station, Unit 1;
- Facility Operating License Nos. DPR-39 and DPR-48 for Zion Nuclear Power Station (Zion), Units 1 and 2, respectively;
- Materials License No. SNM-2505 for the independent spent fuel storage installation (ISFSI) at Calvert Cliffs; and
- the general licenses for the ISFSIs at the other facilities.

Specifically, the Applicants requested that the NRC consent to the indirect transfer of control of the licenses to support a proposed transaction in which Exelon Corporation will transfer its 100 percent ownership of EGC to a newly-created subsidiary that will then be spun off to Exelon Corporation shareholders, becoming EGC's new ultimate parent company. Once the spin transaction is completed, the new ultimate parent company, EGC (operating under a new name), and its subsidiaries will no longer be affiliated with Exelon Corporation. EGC will remain the same Pennsylvania limited liability company and will continue to own and/or operate the facilities, as applicable, and hold the licenses, but it will be renamed and reorganized. The Applicants also requested that the NRC consent to the indirect transfer of control of the licenses for FitzPatrick, NMP, Ginna, and their ISFSIs to support the reorganization of EGC. In addition, the Applicants requested conforming amendments to the specific licenses to reflect the proposed transfer.

The Applicants also requested NRC approval to replace existing nuclear operating services agreements and financial support agreements associated with the ownership and operation of Calvert Cliffs, NMP, Ginna, and FitzPatrick. The application requested NRC approval to transfer the qualified and non-qualified trusts for FitzPatrick from Exelon Generation Consolidation, LLC (a subsidiary of EGC) to the renamed Exelon FitzPatrick, LLC. The application requested amendments to the NMP, Ginna, and Calvert Cliffs licenses to delete conditions referencing the Constellation Energy Nuclear Group, LLC (a subsidiary of EGC) Board and its operating agreement to reflect the internal reorganization of EGC described in the application.

By Order dated November 26, 2019 (ADAMS Accession No. ML19228A130), as modified by Order dated October 21, 2020 (ADAMS Accession No. ML20259A469), the NRC authorized the direct transfer of Facility Operating License Nos. DPR-39 and DPR-48 for Zion, Units 1 and 2, respectively, and Zion's generally licensed ISFSI from ZionSolutions, LLC to EGC. According to the February 25, 2021, application, the Zion license transfer will be completed prior to the spin transaction.

The purpose of this e-mail is to provide the results of the NRC staff's acceptance review of the February 25, 2021, license transfer request. The acceptance review was performed to determine if there is sufficient technical information in scope and depth to allow the NRC staff to complete its detailed technical review. The acceptance review is also intended to identify whether the application has any readily apparent information insufficiencies in its characterization of the regulatory requirements or the licensing bases of the plants.

Consistent with Sections 50.80 and 72.50 of Title 10 of the *Code of Federal Regulations* (10 CFR), an application for transfer of a license shall include as much of the information as described in 10 CFR 50.33, 50.34, 72.22, and 72.28, as applicable, with respect to identity and technical and financial qualifications of the proposed transferee. Consistent with 10 CFR 50.90 and 72.56, as applicable, an amendment to the license must fully describe the changes requested, and following as far as applicable, the form prescribed for original applications. Sections 50.34 and 72.24 of 10 CFR address the content of technical information required for licenses issued under 10 CFR Parts 50 and 72, respectively.

The NRC staff has reviewed your application and concluded that it does provide technical information in sufficient detail to enable the NRC staff to complete its detailed technical review and make an independent assessment regarding the acceptability of the proposed amendment in terms of regulatory requirements and the protection of public health and safety and the environment. Given the lesser scope and depth of the acceptance review as compared to the detailed technical review, there may be instances in which issues that impact the NRC staff's ability to complete the detailed technical review

are identified despite completion of an adequate acceptance review. You will be advised of any further information needed to support the NRC staff's detailed technical review by separate correspondence.

Based on the information provided in your submittal, the NRC staff has estimated that the review of this licensing request will take approximately 700 hours to complete. The NRC staff expects to complete this review by November 30, 2021. If there are emergent complexities or challenges in our review that would cause changes to the initial forecasted completion date or significant changes in the forecasted hours, the reasons for the changes, along with the new estimates, will be communicated during the routine interactions with the assigned project manager. These estimates are based on the NRC staff's initial review of the application and they could change, due to several factors including requests for additional information, unanticipated addition of scope to the review, or hearing-related activities.

If you have any questions, please contact me at (301) 415-1380.

Sincerely,

Blake Purnell, Project Manager
Plant Licensing Branch III
Division of Operating Reactor Licensing
Office of Nuclear Reactor Regulation
U.S. Nuclear Regulatory Commission

Docket Nos. STN 50-456, STN 50-457, 72-73, STN 50-454, STN 50-455, 72-68, 50-317, 50-318, 72-8, 50-461, 72-1046, 50-010, 50-237, 50-249, 72-37, 50-333, 72-12, 50-373, 50-374, 72-70, 50-352, 50-353, 72-65, 50-220, 50-410, 72-1036, 50-171, 50-277, 50-278, 72-29, 50-254, 50-265, 72-53, 50-244, 72-67, 50-272, 50-311, 72-48, 50-289, 72-77, 50-295, 50-304, and 72-1037

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