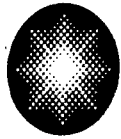


J. M. Heffley
Chief Nuclear Officer

Constellation Generation Group
1997 Annapolis Exchange Parkway
Suite 310
Annapolis, MD 21401
410-897-5020



Constellation Energy®
Generation Group

January 23, 2006

U. S. Nuclear Regulatory Commission
Washington, D.C. 20555

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 Nos. 50-244

Request for Threshold Determination or Application for Approval of
10 CFR 50.80 and 10 CFR 72.50 License Transfers

- REFERENCES:**
- (a) 2004 Annual Financial reports of Constellation Energy and Long Island Power Authority, per 10 CFR 50.71(b), ADAMS Accession Number ML052010322, dated July 8, 2005
 - (b) 2004 Annual Financial Report (Calvert Cliffs and ISFSI), ADAMS Accession Number ML051380132, dated May 11, 2005
 - (c) Biennial Report, Status of Decommissioning Funding per 10 CFR 50.75(f)(1), ADAMS Accession Number ML05090024, dated March 29, 2005

Constellation Generation Group, LLC (CGG), on behalf of Calvert Cliffs Nuclear Power Plant, Inc., Nine Mile Point Nuclear Station, LLC, and R. E. Ginna Nuclear Power Plant, LLC, (together, Applicants) requests that the U.S. Nuclear Regulatory Commission (NRC) make a threshold determination that there is no indirect transfer of control that requires NRC approval pursuant to 10 CFR 50.80 and 10 CFR 72.50 in connection with the proposed merger between

KimSS01

CGG's parent corporation, Constellation Energy Group, Inc. (Constellation Energy), and FPL Group, Inc. (FPL Group). In the alternative, if necessary, Applicants request NRC approval, pursuant to Section 184 of the Atomic Energy Act of 1954, as amended (the Act), and 10 CFR 50.80 and 10 CFR 72.50, of any indirect transfers of control that NRC may deem to occur as a result of the proposed merger with respect to the following licenses: (1) Calvert Cliffs Nuclear Power Plant, Unit Nos. 1 & 2 (CCNPP), Operating Licenses, DPR-53 & DPR-69; (2) Calvert Cliffs Independent Spent Fuel Storage Installation (ISFSI), Materials License No. SNM-2505; (3) Nine Mile Point Nuclear Station, Unit Nos. 1 & 2 (NMPNS), Operating Licenses DPR-63 & NPF-69; and (4) R. E. Ginna Nuclear Power Plant (Ginna), Operating License DPR-18 (collectively, the Licenses).

Under the terms of the proposed merger, Constellation Energy will acquire FPL Group as follows: a wholly-owned subsidiary of Constellation Energy, formed for the purpose of the merger, will merge with and into FPL Group. As a result, FPL Group will survive the merger and will become a wholly-owned subsidiary of Constellation Energy upon completion of the merger. Constellation Energy will remain the ultimate parent company of the licensee subsidiaries of CGG, and there will be no change in the direct and indirect ownership of these licensees through various direct and indirect wholly-owned subsidiaries of Constellation Energy. *See Attachment (1), Pre- and Post-Merger Simplified Organization Charts.* At the closing of the merger, the former shareholders of FPL Group will own approximately 60% of the outstanding stock of Constellation Energy, and the pre-merger shareholders of Constellation Energy will own the remaining approximately 40%. The existing shares of Constellation Energy are widely held, and the shares of Constellation Energy will continue to be widely held following the proposed merger. Based upon filings made with the Securities and Exchange Commission under Section 13 of the Securities Exchange Act of 1934, as amended, the Applicants have no reason to believe that any shareholder or shareholder group (foreign or domestic) will be in a position to exercise control over Constellation Energy upon consummation of the merger.

Immediately following the merger, Lewis Hay, III, currently chairman, president and chief executive officer of FPL Group, will become chief executive officer of Constellation Energy. Mayo A. Shattuck III, currently chairman, president and chief executive officer of Constellation Energy, will continue as chairman of the board of Constellation Energy and will also head the company's competitive energy business. The post-merger Constellation Energy board will be composed of fifteen members, nine of whom will be current FPL Group directors, and six of whom will be current Constellation Energy directors. Thirteen of Constellation Energy's board members will be non-executive directors. The current Constellation Energy board has approved an Agreement and Plan of Merger dated December 18, 2005, which sets forth the methods for selection of the members of the new board upon consummation of the merger.

Under these facts, the Applicants believe that the proposed transaction does not involve an indirect transfer of control of licenses within the meaning of Section 184 of the Act, and therefore, the Applicants request that the NRC Staff make a threshold determination that no prior written approval of the NRC is required under the Act pursuant to 10 CFR 50.80 or 10 CFR 72.50.

Alternatively, the information contained in the Application provided as Attachment (2) demonstrates that CGG and its subsidiaries possess the requisite qualifications to own and operate the facilities. If the proposed merger involves indirect transfers of control, such transfers will not result in any change in the role of CGG's subsidiaries as the licensed operators of the facilities and will not result in any changes to their technical qualifications.

This request includes a proprietary, separately bound addendum with Attachment (3A), which contains confidential commercial or financial information. The Applicants request that Attachment (3A) be withheld from public disclosure pursuant to 10 CFR 9.17(a)(4) and the policy reflected in 10 CFR 2.390, as described in the Affidavit of John M. Heffley, which is provided in Attachment (4). A non-proprietary version of Attachment (3A) suitable for public disclosure is provided as Attachment (3).

In summary, if the proposed merger is deemed to involve indirect license transfers, such transfers will be consistent with the requirements set forth in the Act, NRC regulations, and the relevant NRC licenses and orders. No physical changes will be made to the facilities and there will be no changes in day-to-day operations as a result of these transfers. The indirect transfers of control will not involve any changes to the current licensing bases. They will neither have any adverse impact on the public health and safety, nor be inimical to the common defense and security. Finally, this request for transfers of control of licenses does not involve any entities that are owned, controlled, or dominated by a foreign entity. The Applicants therefore respectfully request that the NRC consent to the transfers of control in accordance with 10 CFR 50.80 and 10 CFR 72.50.

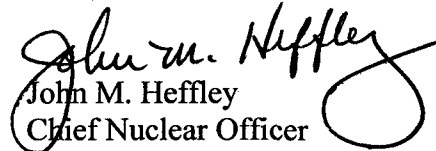
FPL Group and Constellation Energy intend to consummate the merger as soon as reasonably possible after all of the necessary approvals have been obtained, which could be as soon as June of 2006. Therefore, Constellation Energy respectfully requests the NRC to review this application on a schedule that will permit the NRC to make a threshold determination that no approval is required pursuant to 10 CFR 50.80 or provide its final consent to the indirect transfer of control as promptly as possible, but in no event later than June 1, 2006. Such consent should be immediately effective upon issuance and should permit the indirect transfers of control at any time within twelve months of the date of approval of this Application. CGG will inform the NRC if there are any significant changes in the status of any other required approvals or any other developments that have a material impact on the schedule.

Should the NRC determine, however, that the proposed transfers are not necessary, given the merger structure, Constellation Energy requests that the Staff make its threshold determination on an expedited basis, well prior to June 1, 2006. Such a determination and notification would greatly assist Constellation Energy and FPL Group in their efforts to timely consummate their proposed transaction.

There are no new regulatory commitments in this letter.

Should you have any questions or require additional information regarding this request for transfers of control of licenses, please contact Mark Flaherty at 410-897-5087 or Mark.Flaherty@constellation.com. Service of any comments, hearing requests, intervention petitions, or other filings should be made to: Jay M. Gutierrez at Morgan, Lewis & Bockius LLP, 1111 Pennsylvania Ave. N.W., Washington, DC 20004 (tel: 202-739-5466) (jgutierrez@morganlewis.com).

Very truly yours,


John M. Heffley
Chief Nuclear Officer

STATE OF MARYLAND

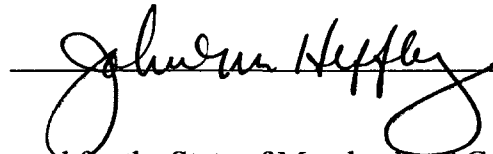
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: TO WIT

COUNTY OF ANNE ARUNDEL

:

I, John M. Heffley, state that I am Chief Nuclear Officer, Constellation Generation Group, LLC, for Calvert Cliffs Nuclear Power Plant, Inc., Nine Mile Point Nuclear Station, LLC, and R. E. Ginna Nuclear Power Plant, LLC, and that I am duly authorized to execute and file this request on behalf of these companies. To the best of my knowledge and belief, the statements contained in this document are true and correct. To the extent that these statements are not based on my personal knowledge, they are based upon information provided by employees and/or consultants of the companies. Such information has been reviewed in accordance with company practice, and I believe it to be reliable.



Subscribed and sworn before me, a Notary Public, in and for the State of Maryland and County of Calvert, this 23rd day of January, 2006.



WITNESS my Hand and Notarial Seal:


Notary Public

My Commission Expires:

June 27, 2007
Date

Document Control Desk

January 23, 2006

Page 5

Attachments: (1) Pre- and Post-Merger Simplified Organizational Charts
(2) Application for Order Approving Indirect Transfers of Control of Licenses
(3) Projected Income Statements (Non-Proprietary Version)
(4) 10 CFR 2.390 Affidavit of John M. Heffley

Proprietary Addendum (Separately Bound):

(3A) Balance Sheets and Projected Income Statements of Licensees
(Proprietary Version)

cc: **with Attachment 3A**
P. D. Milano, NRC

without Attachment 3A

T.G. Colburn, NRC

S. J. Collins, NRC

Resident Inspector, NRC (Ginna)

Resident Inspector, NRC (Calvert Cliffs)

Resident Inspector, NRC (NMPNS)

R. I. McLean, Maryland DNR

J. P. Spath, NYSERDA

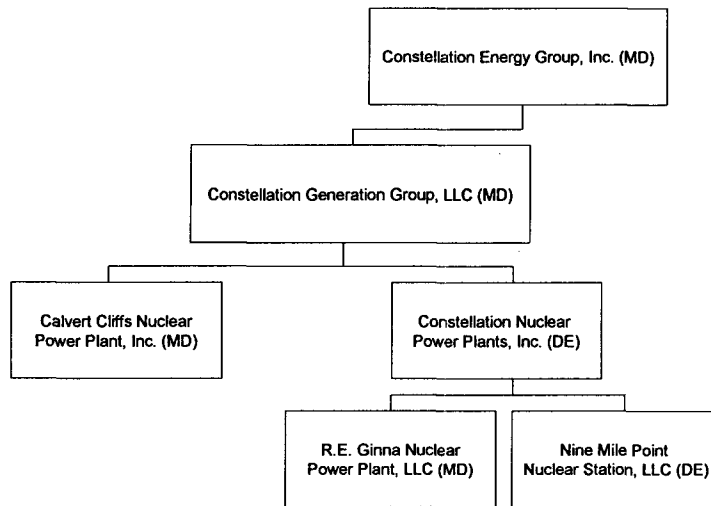
P. Eddy, NYS Dept. of Public Services

ATTACHMENT (1)

**PRE- AND POST-MERGER SIMPLIFIED ORGANIZATIONAL
CHARTS**

Attachment 1
Pre- and Post-Merger Simplified Organizational Charts

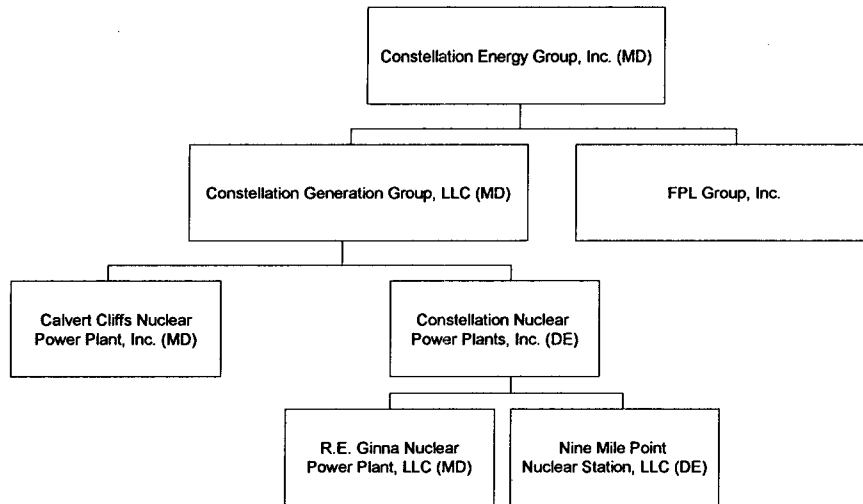
Simplified Organization Chart of Pre-Merger Nuclear Plant Ownership



Note: Only entities with direct or indirect ownership or control of the NRC licenses are shown.

Attachment 1
Pre- and Post-Merger Simplified Organizational Charts

Simplified Organization Chart of Post-Merger Nuclear Plant Ownership



Note: Only entities with direct or indirect ownership or control of the NRC licenses are shown.

ATTACHMENT (2)

**APPLICATION FOR ORDER APPROVING
INDIRECT TRANSFERS OF CONTROL OF LICENSES**



Constellation Energy
Generation Group

**APPLICATION FOR ORDER APPROVING
INDIRECT TRANSFERS OF CONTROL OF LICENSES**

January 23, 2006

submitted by

**Constellation Generation Group, LLC, on Behalf of:
Calvert Cliffs Nuclear Power Plant, Inc.;
Nine Mile Point Nuclear Station, LLC;
And,
R. E. Ginna Nuclear Power Plant, LLC.**

**Calvert Cliffs Nuclear Power Plant, Units 1 and 2
NRC Facility Operating License Nos. DPR-53 and DPR-69,
Calvert Cliffs Independent Spent Fuel Storage Installation,
Materials License No. SNM-2505
Docket Nos. 50-317, 50-318, and 72-8**

**Nine Mile Point Nuclear Station, Units 1 and 2
NRC Facility Operating License Nos. DPR-63 and NPF-69
Docket Nos. 50-220 and 50-410**

**R. E. Ginna Nuclear Power Plant
NRC Facility Operating License No. DPR-18
Docket No. 50-244**

**APPLICATION FOR ORDER APPROVING
INDIRECT TRANSFERS OF CONTROL OF LICENSES**

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I. INTRODUCTION

Constellation Generation Group, LLC (CGG), on behalf of Calvert Cliffs Nuclear Power Plant, Inc., Nine Mile Point Nuclear Station, LLC, and R. E. Ginna Nuclear Power Plant, LLC, (together, Applicants) requests that the U.S. Nuclear Regulatory Commission (NRC) make a threshold determination that there is no indirect transfer of control that requires NRC approval pursuant to 10 CFR 50.80 and 10 CFR 72.50 in connection with the proposed merger between CGG's parent corporation, Constellation Energy Group, Inc. (Constellation Energy), and FPL Group, Inc. (FPL Group). In the alternative, if necessary, Applicants request NRC approval of any indirect transfers of control that NRC may deem to occur with respect to the following licenses: (1) Calvert Cliffs Nuclear Power Plant, Unit Nos. 1 & 2 (CCNPP), Operating Licenses, DPR-53 & DPR-69; (2) Calvert Cliffs Independent Spent Fuel Storage Installation (ISFSI), Materials License No. SNM-2505; (3) Nine Mile Point Nuclear Station, Unit Nos. 1 & 2 (NMPNS), Operating Licenses DPR-63 & NPF-69; and (4) R. E. Ginna Nuclear Power Plant (Ginna), Operating License DPR-18 (collectively, the Licenses).

Under the terms of the proposed merger, Constellation Energy will acquire FPL Group as follows: a wholly-owned subsidiary of Constellation Energy, formed for the purpose of the merger, will merge with and into FPL Group. As a result, FPL Group will survive the merger and will become a wholly-owned subsidiary of Constellation Energy upon completion of the merger. Constellation Energy thus will remain the ultimate parent company of the licensee subsidiaries of CGG, and there will be no change in the direct and indirect ownership of these licensees through various direct and indirect wholly-owned subsidiaries of Constellation Energy. See Attachment (1), Pre- and Post-Merger Simplified Organization Charts. At the closing of the

merger, the former shareholders of FPL Group will own approximately 60% of the outstanding stock of Constellation Energy, and the pre-merger shareholders of Constellation Energy will own the remaining approximately 40%. The existing shares of Constellation Energy are widely held, and the shares of Constellation Energy will continue to be widely held following the proposed merger. Based upon filings made with the Securities and Exchange Commission under Section 13 of the Securities Exchange Act of 1934, as amended, the Applicants have no reason to believe that any shareholder or shareholder group (foreign or domestic) will be in a position to exercise control over Constellation Energy upon consummation of the merger.

Immediately following the merger, Lewis Hay, III, currently chairman, president and chief executive officer of FPL Group, will become chief executive officer of Constellation Energy. Mayo A. Shattuck III, currently chairman, president and chief executive officer of Constellation Energy, will continue as chairman of the board of Constellation Energy and will also head the company's competitive energy business. The Constellation Energy board will be composed of fifteen members, nine of whom will be current FPL Group directors, and six of whom will be current Constellation Energy directors. Thirteen of Constellation Energy's board members will be non-executive directors. The current Constellation Energy board has approved an Agreement and Plan of Merger dated December 18, 2005, which sets forth the methods for selection of the members of the new board upon consummation of the merger.

Under these facts, the Applicants believe that the proposed transaction does not involve an indirect transfer of control of licenses within the meaning of Section 184 of the Act, and therefore, the Applicants request that the NRC Staff make a threshold determination that no prior written approval of the NRC is required under the Act pursuant to 10 CFR 50.80 and 10 CFR 72.50.

Alternatively, the information contained in this Application demonstrates that CGG and its subsidiaries will continue to possess the requisite qualifications to own and operate the facilities. If the proposed merger involves indirect transfers of control, such transfers will not result in any change in the role of CGG's subsidiaries as the licensed operators of the facilities and will not result in any changes to their technical qualifications.

CCNPP is composed of two units: Unit 1 is an 825 megawatt electric (MWe) (net) (2,700 MWt) nuclear power plant and Unit 2 is an 835 megawatt electric (MWe) (net) (2,700 MWt) nuclear power plant. Each unit consists of a Combustion Engineering two-loop pressurized water reactor, other associated plant equipment, and related site facilities. CCNPP is located on the Chesapeake Bay, 40 miles south of Annapolis, Maryland. CGG's wholly-owned subsidiary, Calvert Cliffs Nuclear Power Plant, Inc., is the sole owner and licensed operator for CCNPP, pursuant to licenses issued by the NRC.

NMPNS is composed of two units: Unit 1 is a 565 megawatt electric (MWe) (net) (1,850 MWt) nuclear power plant and Unit 2 is a 1,120 megawatt electric (MWe) (net) (3,467 MWt) nuclear power plant, each consisting of a General Electric boiling water reactor, other associated plant equipment, and related site facilities. NMPNS is located on Lake Ontario, 6 miles northeast of Oswego, New York. CGG's wholly-owned subsidiary, Nine Mile Point Nuclear Station, LLC, is the sole owner and licensed operator for Nine Mile Point Unit 1, pursuant to licenses issued by the NRC.

Nine Mile Point Nuclear Station, LLC is also an owner and the licensed operator for Nine Mile Point Unit 2. Two owners currently each own an undivided ownership interest in Nine Mile Point Unit 2 and entitlements to generating output, in the following percentages:

Nine Mile Point Nuclear Station, LLC	82 %
--------------------------------------	------

Long Island Power Authority

18 %

These same entities pay corresponding shares of the costs of operating Nine Mile Point Unit 2, but Nine Mile Point Nuclear Station, LLC, retains exclusive control over the operation of the facility.

Ginna is a single unit, 490 megawatt electric (MWe) (net) (1,520 MWt) nuclear power plant, consisting of a Westinghouse two-loop pressurized water reactor, other associated plant equipment, and related site facilities. Ginna is located in Ontario, New York, 20 miles northeast of Rochester. CGG's wholly-owned subsidiary, R. E. Ginna Nuclear Power Plant, LLC, is the sole owner and licensed operator for Ginna, pursuant to licenses issued by the NRC.

The information contained in this Application demonstrates that, if the proposed merger is deemed by NRC to involve indirect transfers of control of licenses, the Applicants in any event will continue to possess the requisite qualifications to maintain their interests in CCNPP, NMPNS, and Ginna. The proposed indirect transfers of control of the Licenses will not result in any change in the role of the Applicants as the licensed operators of the facilities and will not result in any changes to their technical qualifications. In addition, the Applicants will remain financially qualified to own their interests. Finally, this request for consent to indirect transfers of control of the Licenses does not involve any entities that are owned, controlled, or dominated by a foreign entity.

II. STATEMENT OF PURPOSE OF THE TRANSFERS AND NATURE OF THE TRANSACTION MAKING THE TRANSFERS NECESSARY OR DESIRABLE

The purpose of the proposed merger is to achieve substantial strategic and financial benefits to the shareholders, employees, and customers of FPL Group and Constellation Energy. Constellation Energy's generation portfolio, through its subsidiaries, will be the nation's largest, and—again, through its subsidiaries—will be the third-largest nuclear plant operator in the

United States. Constellation Energy will be the nation's largest competitive energy supplier and will have the second largest electric utility portfolio. Each pre-merger company has established itself as a leading nuclear operator, and combining the fleets offers significant potential for increased depth of resources and talent, enhanced safety performance, and opportunities for fleet cost synergies. After the merger, Constellation Energy will provide a larger foundation to pursue continued nuclear consolidation and to potentially develop a program to deploy new nuclear units, as market conditions warrant.

Under the terms of the merger, FPL Group will merge with a newly-created subsidiary of Constellation Energy, thus becoming a wholly-owned subsidiary of Constellation Energy after the merger.¹ The alignment of Constellation Energy's existing subsidiaries will not change. The alignment of all of FPL Group's subsidiaries will not change. Figures showing the current corporate alignment and the alignment after the merger are provided in Attachment (1). CGG will continue to operate in the competitive energy business.

Under the merger agreement, which was unanimously approved by both companies' boards of directors, each common share of Constellation Energy stock outstanding immediately prior to the merger will be converted into 1.444 shares of common stock Constellation Energy stock at the time of the merger, and each share of common stock of FPL Group stock outstanding immediately prior to the merger will be converted into one share of Constellation Energy common stock at the time of the merger. Based on the number of shares of common stock

¹ The merger is expected to be effectuated through the following steps: Constellation Energy has formed a new, directly owned subsidiary, CF Merger Corporation. Constellation Energy will then effect a stock split, whereby each outstanding share of Constellation Energy common stock will be converted into 1.444 shares of Constellation Energy common stock. CF Merger Corporation will then merge with FPL Group, with FPL Group being the surviving corporation and a wholly owned subsidiary of Constellation Energy. At the effective time of this merger, each outstanding share of FPL Group common stock (other than shares owned by FPL Group or Constellation Energy) will be converted into the right to receive one share of Constellation Energy common stock. See Attachment (1) for pre-merger and post-merger organizations.

currently outstanding, current FPL Group shareholders will own approximately 60 percent of the common equity of the combined company, and current Constellation Energy shareholders will own approximately 40 percent. The existing shares of Constellation Energy are widely held, and the shares of Constellation Energy will continue to be widely held following the proposed merger. Based upon filings made with the Securities and Exchange Commission (SEC) under Section 13 of the Securities Exchange Act of 1934, as amended, the Applicants have no reason to believe that any shareholder or shareholder group (foreign or domestic) will be in a position to exercise control over Constellation Energy upon consummation of the merger.

III. GENERAL CORPORATE INFORMATION REGARDING CONSTELLATION ENERGY GROUP, INC. AND THE CGG COMPANIES

Detailed information regarding the business and management of Constellation Energy and its subsidiaries is set forth in the 2004 Annual Report for Constellation Energy. This report is provided to the SEC and is available at <http://www.constellationenergy.com/investors/annual.asp>. This Annual Report was previously submitted to the NRC in Reference (a). Certain key information is provided below. Unless otherwise noted, this information is not affected by the proposed transfer that is the subject of this Application.

A. Names

Constellation Energy Group, Inc. (Constellation Energy)

Constellation Generation Group, LLC (CGG)

(together with the following subsidiaries, the CGG Companies):

Calvert Cliffs Nuclear Power Plant, Inc.

Constellation Nuclear Power Plants, Inc. (parent of the following two subsidiaries):

Nine Mile Point Nuclear Station, LLC

R. E. Ginna Nuclear Power Plant, LLC

B. Addresses

Constellation Energy: 750 East Pratt Street, Baltimore, Maryland, 21202

CGG Companies: 1997 Annapolis Exchange Parkway, Suite 310, Annapolis, MD 21401

C. Description of Business or Occupation

Constellation Energy, through its subsidiaries, is a major generator of electric power and a leading supplier of competitive electricity, with a power generation portfolio of over 12,000 megawatts. The CGG Companies own and operate Constellation Energy's fleet of nuclear generating plants. CGG additionally performs a headquarters function for all of Constellation Energy's generation assets (fossil, renewable, and nuclear), generation operating companies, and fossil fuel processing facilities. The output of Constellation Energy's plants is sold by Constellation Energy's commodities business, Constellation Energy Commodities Group, Inc., to many of the nation's leading distribution utilities, energy companies, and cooperatives.

D. Organization and Management

1. States of Establishment and Place of Business

- Constellation Energy is a Maryland Corporation, and Maryland is its principal place of business. CGG is a Maryland Limited Liability Company and a wholly-owned subsidiary of Constellation Energy.
- CGG was formed in 1999, as a holding company for Constellation Energy's nuclear generation assets and consulting businesses, and to perform a

headquarters function for all of Constellation Energy's generating units and generation operating companies.

- Calvert Cliffs Nuclear Power Plant, Inc. (CCNPPI) is a Maryland Limited Liability Company, wholly-owned direct subsidiary of CGG, and the owner and licensed operator of CCNPP.
- Constellation Nuclear Power Plants, Inc. (CNPP) is a Delaware corporation and wholly-owned direct subsidiary of CGG. The following two entities are both wholly-owned subsidiaries of Constellation Nuclear Power Plants, Inc.
 - R. E. Ginna Nuclear Power Plant, LLC (REGNPPL), a Maryland Limited Liability Company; and,
 - Nine Mile Point Nuclear Station, LLC (NMPNSL), a Delaware Limited Liability Company.
- "Constellation Nuclear" is a term sometimes used to specify the nuclear component of the CGG Companies and is neither a separate corporate entity nor a business unit.

2. Directors, Executive Officers

Following the merger of Constellation Energy with FPL Group, Constellation Energy's Board of Directors will consist of 15 members; 9 members who are current FPL Group directors and 6 members who are current Constellation Energy directors. The following individuals, who are U.S. citizens, will be directors of Constellation Energy:

Mayo A. Shattuck III, Chairman
Lewis Hay III

Thirteen additional directors, all of whom will be U.S. Citizens, will be named prior to closing.

These additional directors will be named from among the current directors of Constellation

Energy and FPL Group, all of whom are U.S. Citizens, listed below:

CONSTELLATION ENERGY

Yves C. de Balmann²
Douglas L. Becker
James T. Brady
Frank P. Bramble Sr.
Edward A. Crooke
James R. Curtiss, Esq.
Dr. Freeman A. Hrabowski III
Edward J. Kelly III
Nancy Lampton
Robert J. Lawless
Lynn M. Martin
Michael D. Sullivan

FPL GROUP

H. Jesse Arnelle
Sherry S. Barrat
Robert M. Beall, II
J. Hyatt Brown
James L. Camaren
J. Brian Ferguson
Rudy E. Schupp
Michael H. Thaman
Hansel E. Tookes II
Paul R. Tregurtha
Frank G. Zarb

The following individuals, all of whom are U.S. citizens, will be among the principal executive officers of Constellation Energy following the merger:

Lewis Hay III, Chief Executive Officer
Mayo A. Shattuck III, leader of the competitive energy entity
E. Follin Smith, Chief Financial Officer & Chief Administrative Officer

² Mr. de Balmann claims dual citizenship – U.S. and France.

James Robo, Executive Vice President, Regulated Utilities & Generation
Moray Dewhurst, Executive Vice President, Transition and Integration

The following individuals, all of whom are U.S. citizens, are the directors and principal executive officers of the CGG Companies and will likely remain so upon consummation of the merger:

CGG

Directors:

Mayo A. Shattuck III – Chairman of the Board
Michael J. Wallace

Officers:

Mayo A. Shattuck III - Chairman of the Board
Michael J. Wallace - President and Chief Executive Officer
David L. Rehn - Senior Vice President
John T. Long - Senior Vice President
Joseph C. Turnage - Senior Vice President
J. Michael Heffley - Senior Vice President, Chief Nuclear Officer
Frank Andracchi - Vice President
Stephen B. Gross - Vice President
Dale Linaweaver - Vice President
Richard Mark - Vice President
Joellyn Willis - Vice President
Paul English - Vice President
Mary G. Korsnick - Vice President
George Vanderheyden - Vice President
James A. Spina - Vice President
James K. Walkington - Vice President and Chief Financial Officer
Daniel L. Haught - Treasurer
Stephen Mormann - Assistant Treasurer
Steven L. Miller - Vice President, General Counsel and Secretary
Daniel R. Skowronski - Assistant Secretary

CNPP

Directors:

Michael J. Wallace
J. Michael Heffley

Officers:

Michael J. Wallace - Chairman of the Board and President
J. Michael Heffley - Vice President
Steven L. Miller - Secretary
Stephen A. Mormann - Treasurer

CCNPPI

Directors:

Michael J. Wallace
J. Michael Heffley
James A. Spina

Officers:

Michael J. Wallace – Chairman and President
J. Michael Heffley, Chief Nuclear Officer
James A. Spina – VP
Stephen A. Mormann – Treasurer
Steven L. Miller – Secretary
Carey Fleming – Asst. Secretary

NMPNSL

Directors:

Michael J. Wallace
J. Michael Heffley
Timothy O’Conner

Officers:

Michael J. Wallace – Chairman and President
J. Michael Heffley, Chief Nuclear Officer
Timothy O’Conner – VP
Stephen A. Mormann – Treasurer
Steven L. Miller – Secretary
Carey Fleming – Asst. Secretary

REGNPPL

Directors:

Michael J. Wallace
J. Michael Heffley
Mary G. Korsnick

Officers:

Michael J. Wallace – Chairman and President
J. Michael Heffley, Chief Nuclear Officer
Mary G. Korsnick – VP
Stephen A. Mormann – Treasurer
Steven L. Miller – Secretary
Carey Fleming – Asst. Secretary

IV. FOREIGN OWNERSHIP OR CONTROL

Constellation Energy is a publicly traded company, and its securities are traded on the NYSE and are widely held. CGG is a wholly-owned subsidiary of Constellation Energy. Section 13 of the Securities Exchange Act of 1934, as amended, 15 U.S.C. § 78m(d), requires that a person or entity that owns or controls more than 5% of the stock of a company must file notice with the SEC. Based upon its review of the relevant filings with the SEC, the Applicants have identified that AXA Assurance I.A.R.D. Mutuelle, a French insurance company (AXA), controls approximately 7.3% of the voting stock of Constellation Energy, and Barclays Global Investors, NA, a U.S. company that is owned by Barclays PLC, a United Kingdom company (Barclays), controls approximately 8.7% of the voting stock of Constellation Energy.³ Neither AXA nor Barclays currently exercises control over Constellation Energy, and neither company is expected to exercise control over Constellation Energy following the proposed merger.⁴ The

³ This information is set forth on the 2005 annual proxy statement dated April 13, 2005, and is based on specific information provided on March 18, 2005.

⁴ While AXA and Barclays both also apparently own some FPL voting stock, neither entity has made an SEC filing indicating that they own 5% or more of such stock. In light of the share exchange ratio for the merger, their percentage ownership interests in Constellation Energy following the merger likely will be less than their current percentage ownership interests in Constellation Energy even if they were to retain their existing Constellation Energy shares and convert their existing FPL shares into Constellation

Applicants are not aware of any other alien, foreign corporation, or foreign government that holds more than 5% of the securities of Constellation Energy, or will hold more than 5% of the securities of Constellation Energy following its merger with FPL Group. All of the directors of Constellation Energy, CGG, and the subsidiaries of CGG are United States citizens, and are expected to remain so after the merger. The appointed officers for the new Constellation Energy are expected to be limited to the current pool of officers of the merging companies, all of whom are U.S. citizens. If a non-U.S. citizen is appointed as an officer, then Constellation Energy will inform the NRC Staff of that fact within a reasonable time. Thus, there is no reason to believe that either CGG or Constellation Energy is or will be owned, controlled, or dominated by any alien, foreign corporation, or foreign government. Thus, any indirect transfers of control of the licenses for CCNPP, NMPNS, and Ginna will not result in any foreign ownership, domination, or control of CCNPP, NMPNS, or Ginna within the meaning of the Atomic Energy Act.

V. TECHNICAL QUALIFICATIONS

The technical qualifications of the Applicants are not affected by any proposed indirect transfers of control of the CCNPP, NMPNS, and Ginna. There will be no physical changes to CCNPP, NMPNS, or Ginna and no changes in their day-to-day operations in connection with any indirect transfers of control. The Applicants will at all times remain the licensed operators of CCNPP, NMPNS, and Ginna.

Energy shares. However, Constellation Energy neither controls nor is able to predict potential purchases or sales of securities that may change the holdings of AXA or Barclay's prior to the merger. In any event, neither entity will exercise control over Constellation Energy following the proposed merger. In their SEC filings, both of these companies certified that "the securities . . . were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities."

VI. FINANCIAL QUALIFICATIONS OF THE CGG COMPANIES

A. Ongoing Operating and Maintenance Costs

Historical financial information regarding Constellation Energy and its subsidiaries is set forth in the 2004 Annual Report for Constellation Energy. This report is provided to the Securities and Exchange Commission (SEC) and is available at <http://www.constellationenergy.com/investors/annual.asp>. This Annual Report was previously submitted to the NRC in Reference (a). That information supports the conclusion that Constellation Energy and the CGG Companies possess, or have reasonable assurance of obtaining, the funds necessary to cover the operating costs of CCNPP, Ginna, as well as NMPNS Unit 1, and a *pro rata* share of the estimated operating costs of NMPNS Unit 2 associated with a total 82% undivided ownership interest in NMPNS Unit 2 for the period of the Licenses in accordance with 10 CFR 50.33(f)(2), and the Standard Review Plan on Power Reactor Licensee Financial Qualifications and Decommissioning Funding Assurance (NUREG-1577, Rev. 1) (FQ SRP). Financial qualifications information related to the Part 72 license for the Calvert Cliffs Independent Spent Fuel Storage Installation (ISFSI) was last submitted in Reference (b) by the licensee on May 11, 2005, per the requirements of 10 CFR 72.80(b).

The NRC has previously found that Calvert Cliffs Nuclear Power Plant, Inc. (CCNPPI), Nine Mile Point Nuclear Station, LLC (NMPNSL), and R. E. Ginna Nuclear Power Plant, LLC (REGNPPL) have the financial qualifications necessary to maintain and operate their shares of their respective facilities for the periods of the operating licenses, as well as the ISFSI license held by CCNPPI. Attachment (3A) provides projected income statements for the five-year period from January 1, 2007 through December 31, 2011. Attachment (3A) is provided as a

proprietary, separately bound addendum, because it contains confidential commercial or financial information. CGG requests that Attachment (3A) be withheld from public disclosure pursuant to 10 CFR 9.17(a)(4) and the policy reflected in 10 CFR 2.390, as described in the Affidavit of John M. Heffley, which is provided in Attachment (4). A non-proprietary version of Attachment (3A) suitable for public disclosure is provided as Attachment (3). This proprietary financial information demonstrates that CCNPPI, NMPNSL, and REGNPPL will remain financially qualified to hold their respective licenses.

The projected income statements show that the anticipated revenues from sales of energy and capacity from CCNPP, NMPNS, and Ginna provide reasonable assurance of an adequate source of funds to meet anticipated expenses for these plants. The projected income statements for CCNPPI also demonstrate its financial qualifications to maintain its ISFSI. CCNPPI receives a fixed stream of revenue, as well as variable revenue to cover fuel and variable operating and maintenance expenses, from a power purchase agreement with its affiliate Constellation Energy Commodities Group, Inc., and this agreement extends through 2011. Its revenues are not affected by changes in the market price of energy. NMPNSL and REGNPPL each receive revenue from both sales of energy at market (that are affected by market prices) and pursuant to power purchase agreements previously described to and reviewed by NRC. To the extent that aspects of these agreements affect the enclosed projected income statements, further information is provided in notes to the projections. In addition, the CGG Companies have access to a cash pool that Constellation Energy operates for its subsidiaries that has previously been described to the NRC, and the CGG Companies maintain Inter-Company Credit Agreements in accordance with prior NRC Orders approving license transfers and license conditions imposed on the Licenses. The cash pools are backed up by credit agreements and committed bank lines of credit

that exceed \$3.5 billion. In addition, the amounts of funding available under these agreements for each site are sufficient to fund the estimated fixed operating and maintenance costs each site for a period of time of approximately six months, as set forth in the FQ SRP. These arrangements will remain in place, will be unchanged by the proposed merger, and will continue in compliance with existing license requirements.

The merger merely adds FPL Group as an additional subsidiary of Constellation Energy. It does not change the Applicant's financial ability to operate and maintain their plants, nor does it change the financial ability of the CGG subsidiaries to operate and maintain the plants. Indeed, the financial position of Constellation Energy will be strengthened by the merger. The transaction will result in Constellation Energy having a market capitalization of approximately \$28 billion (based on current market values) and \$57 billion in total assets. Constellation Energy will maintain dual headquarters in Juno Beach, Florida and Baltimore, Maryland. Its subsidiaries will have approximately 21,750 employees and will serve more than 5.5 million electric customers in Florida and Maryland and 625,000 gas customers in Maryland. Its competitive wholesale and retail businesses will serve thousands of commercial, industrial and utility customers, including 72 Fortune 100 companies. Its generation portfolio will be the nation's largest, exceeding 45,000 megawatts of capacity. Through its subsidiaries, it will be the third-largest nuclear plant operator in the United States.

B. Decommissioning Funding

Information regarding the status of decommissioning funding for CCNPP, NMPNS, and Ginna as of December 31, 2004 was reported to the NRC in accordance with 10 CFR 50.75(f)(1) in Reference (c), dated March 29, 2005. The proposed transaction will not affect the decommissioning funding arrangements previously reported. The Applicants will continue to

maintain their existing decommissioning trust funds segregated from their assets and outside their administrative control in accordance with the requirements of 10 CFR 50.75(e)(1). The trustee for all of the Applicant's decommissioning funds will remain Mellon Bank N.A. As required by 10 CFR 50.75(f)(1), the Applicant will provide an updated status report by March 31, 2006.

Calvert Cliffs Nuclear Power Plant, Inc. currently provides decommissioning funding assurance for CCNPP through an external sinking fund which is funded with additional contributions from a non-bypassable charge collected by Constellation Energy's regulated utility affiliate, the Baltimore Gas and Electric Company (BGE). BGE is contractually obligated to deposit the funds into the decommissioning trusts. Under these arrangements, CCNPPI will continue to provide decommissioning funding assurance for CCNPP in accordance with 10 CFR 50.75(e)(1)(ii)(B) or will satisfy NRC requirements pursuant to 10 CFR 50.75(e)(1)(i) or other methods acceptable to the NRC. CGG also provides decommissioning funding assurance for the Calvert Cliffs ISFSI through an external sinking fund which is funded with additional contributions from a non-bypassable charge collected by BGE. BGE is contractually obligated to deposit the funds into the decommissioning trusts. Under these arrangements, CGG will continue to provide decommissioning funding assurance for the ISFSI in accordance with 10 CFR 72.30(c)(5) or will satisfy requirements pursuant to 10 CFR 72.30(c)(1) (or other methods acceptable to the NRC).

Nine Mile Point Nuclear Station, LLC currently provides decommissioning funding assurance for NMPNS Unit 1 and its share of NMPNS Unit 2 through existing prepaid decommissioning trust funds assets, in accordance with 10 CFR 50.75(e)(1)(i), combined with a parental guarantee from Constellation Energy provided pursuant to 10 CFR 50.75(e)(1)(iii)(B).

Nine Mile Point Nuclear Station, LLC provides decommissioning funding assurance for Ginna through its existing prepaid decommissioning trust fund assets in accordance with 10 CFR 50.75(e)(1)(i).

As is amply demonstrated above, in accordance with 10 CFR 50.75, there is reasonable assurance that the Applicants will obtain the funds necessary to cover the estimated decommissioning costs of CCNPP, Ginna, and NMPNS Unit 1, and their share of the decommissioning costs of NMPNS Unit 2 at the end of licensed operation. In addition, decommissioning funding assurance for the ISFSI will be maintained consistent with the requirements of 10 CFR 72.30(c).

VII. ANTITRUST INFORMATION

This Application post-dates the issuance of the plants' operating licenses, and therefore no antitrust review is required or authorized. Based upon the Commission's decision in *Kansas Gas and Electric Co., et al.* (Wolf Creek Generating Station, Unit 1), CLI-99-19, 49 NRC 441 (1999), the Act does not require or authorize antitrust reviews of post-operating license transfer applications. *See also* 10 CFR 50.80(b); Final Rule, Antitrust Review Authority: Clarification, 65 Fed. Reg. 44,649 (July 19, 2000).

VIII. RESTRICTED DATA AND CLASSIFIED NATIONAL SECURITY INFORMATION

The proposed indirect transfers do not contain any Restricted Data or other Classified National Security Information, nor do they result in any change in access to any Restricted Data or Classified National Security Information. The CGG Companies' existing restrictions on

access to Restricted Data and Classified National Security Information are unaffected by the proposed transfers. In compliance with Section 145a of the Act, the CGG Companies agree that restricted or classified defense information will not be provided to any individual until the Office of Personnel Management investigates and reports to the NRC on the character, associations, and loyalty of such individual, and the NRC determines that permitting such person to have access to Restricted Data will not endanger the common defense and security of the United States.

IX. ENVIRONMENTAL CONSIDERATIONS

The requested consent to transfers of control of the Licenses is exempt from environmental review because it falls within the categorical exclusion contained in 10 CFR 51.22(c)(21), for which neither an Environmental Assessment nor an Environmental Impact Statement is required. Moreover, the proposed transfers will not directly affect the actual operation of the Plants in any substantive way. The proposed transfers do not involve an increase in the amounts, or a change in the types, of any radiological effluents that may be allowed to be released off-site, and they do not involve an increase in the amounts, or a change in the types, of non-radiological effluents that may be released off-site. Further, there is no increase in the individual or cumulative operational radiation exposure, and the proposed transfers have no environmental impact.

X. PRICE-ANDERSON INDEMNITY AND NUCLEAR INSURANCE

The proposed indirect transfers of control do not affect the existing Price-Anderson indemnity agreement for CCNPP, NMPNS, and Ginna, and do not affect the required nuclear property damage insurance pursuant to 10 CFR 50.54(w) and nuclear energy liability insurance pursuant to Section 170 of the Act and 10 CFR Part 140. CGG will maintain all required nuclear property damage insurance and nuclear energy liability insurance. In addition, CGG's annual

reporting in compliance with 10 CFR 140.21(e) provides reasonable assurance regarding its ongoing ability to pay its share of any annual retrospective premium. Also, CGG's financial information submitted with this application provides assurance of the ability to pay deferred premiums in accordance with 10 CFR 140.21(f).

XI. EFFECTIVE DATES

The proposed merger of FPL Group and Constellation Energy requires the approval of federal and state regulatory authorities in addition to the NRC. FPL Group and Constellation Energy intend to consummate the merger as soon as reasonably possible after all of the necessary approvals have been obtained, which could be as soon as June 2006. Therefore, Constellation Energy respectfully requests the NRC to review this application on a schedule that will permit the NRC to provide its final consent to the indirect transfer of control as promptly as possible, but in no event later than June 1, 2006. Such consent should be immediately effective upon issuance and should permit the indirect transfers of control at any time within twelve months of the date of approval of this Application. CGG will inform the NRC if there are any significant changes in the status of any other required approvals or any other developments that have an impact on the schedule.

Should the NRC determine, however, that the proposed transfers are not necessary, given the merger structure, Constellation Energy respectfully requests that the Staff make its threshold determination on an expedited basis, well prior to June 1, 2006. Such early determination and notification would greatly assist Constellation Energy and FPL Group in their efforts to timely consummate their proposed transaction.

XII. CONCLUSION

Based upon the foregoing information, the Applicants request that the NRC issue an Order consenting to the indirect transfers of control of the Facility Operating Licenses Nos. DPR-53, DPR-69, DPR-63, NPF-69, and DPR-18, and ISFSI Materials License No. SNM-2505, to the extent NRC approval is required. In the alternative, Applicants request that NRC make a threshold determination that there is no indirect transfer of control that requires NRC approval pursuant to 10 CFR 50.80.

ATTACHMENT (3)

**Projected Income Statements for Licensees
(Non-Proprietary Version)**

Attachment 3
Projected Income Statements for Licensees
(Non-Proprietary Version)

Projected Income Statement - Calvert Cliffs Nuclear Power Plant, Inc.

(\$Millions)	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>
Revenue [*]					
PPA					
Market					
Total Revenues					
Operating Expenses [†]					
Nuclear Fuel [‡]					
O&M, Non-Outage [§]					
O&M, refueling outage					
Property taxes					
Decommissioning expenses ^{**}					
Depreciation					
Total Operating Expenses					
Operating Income					
Other(income)/expense					
Decommissioning fund earnings					
Interest expense					
Total other (income)/expense					
Pretax Income					
Income Taxes					

* CCNPPI's revenue is provided from a power purchase agreement with a subsidiary of Constellation Power Source Holdings, Inc. The agreement provides for fixed monthly payments, as well as additional monthly variable payments equal to CCNPPI's cost for: fuel commodity, fuel delivery, facility output transmission and distribution cost and variable operations and maintenance cost.

† Allocations of corporate overhead are not included.

‡ Includes DOE disposal fees. Also, the cost of casks used to store spent nuclear fuel in the ISFSI are included as part of the nuclear fuel batch cost and are recorded as expense in the income statement as MWs of electricity are generated.

§ Operational costs resulting from loading spent nuclear fuel into casks for storage in the ISFSI are included in the projections for O&M Non-Outage.

** Decommissioning is a non-cash expense, but is included pursuant to FAS-143 accounting standards for asset retirement obligations.

Attachment 3
Projected Income Statements for Licensees
(Non-Proprietary Version)

Net Income After-Tax

Projected Income Statement - Calvert Cliffs Nuclear Power Plant, Inc.
Sensitivity: Assumes 10% Reduction in Projected Market Prices

(\$Millions)	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>
Revenue ^{††}					
PPA					
Market					
Total Revenues					
Operating Expenses					
Nuclear Fuel					
O&M, Non-Outage					
O&M, refueling outage					
Property taxes					
Decommissioning expenses					
Depreciation					
Total Operating Expenses					
Operating Income					
Other(income)/expense					
Decommissioning fund earnings					
Interest expense					
Total other (income)/expense					
Pretax Income					
Income Taxes					
Net Income After-Tax					

^{††} See Notes for Projected Income Statement. This sensitivity analysis reflects results from market prices 10% lower than projected. Results in this analysis reflect the same revenue as the Projected Income Statement, because CCNPPI's revenues are not affected by changes in the market price of energy.

Attachment 3
Projected Income Statements for Licensees
(Non-Proprietary Version)

Projected Income Statement - Calvert Cliffs Nuclear Power Plant, Inc.
Sensitivity: Assumes Sales From 10% Reduction in Capacity Factor

(\$Millions)	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>
Revenue ^{††}					
PPA					
Market					
Total Revenues					
Operating Expenses					
Nuclear Fuel					
O&M, Non-Outage					
O&M, refueling outage					
Property taxes					
Decommissioning expenses					
Depreciation					
Total Operating Expenses					
Operating Income					
Other(income)/expense					
Decommissioning fund earnings					
Interest expense					
Total other (income)/expense					
Pretax Income					
Income Taxes					
Net Income After-Tax					

^{††} See Notes for Projected Income Statement. This sensitivity analysis reflects results from sales assuming a 10% reduction in capacity factor lower than projected. CCNPPI's fixed revenues remain the same and changes in variable revenues are offset by changes in variable expenses. Therefore, there is no effect on operating income or net income.

Attachment 3
Projected Income Statements for Licensees
(Non-Proprietary Version)

Projected Statement of Operating Cashflows - Calvert Cliffs Nuclear Power Plant, Inc.

(\$Millions)	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>
Revenue					
PPA					
Market					
Total Revenues					
Operating Expenses					
Nuclear fuel ^{§§}					
O&M, Non-Outage ^{***}					
O&M, refueling outage					
Property taxes					
Total Operating Expenses					
Capital project expenditures ^{†††}					
Operating Cash flows Before					
Income Taxes & financing costs					

^{§§} Includes DOE disposal fees and nuclear fuel capital (including cost of spent fuel casks).
^{***} Operational costs resulting from loading spent nuclear fuel into casks for storage in the ISFSI are included in the projections for O&M Non-Outage.
^{†††} Capital costs related to the construction of the ISFSI are included in projected capital project expenditures.

Attachment 3
Projected Income Statements for Licensees
(Non-Proprietary Version)

Projected Income Statement - Nine Mile Point Nuclear Station, LLC

(\$Millions)	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>
Revenue ^{†††}					
PPA					
Market					
Total Revenues					
Operating Expenses ^{§§§}					
Nuclear Fuel ^{****}					
O&M, Non-Outage					
O&M, refueling outage					
Property taxes					
Decommissioning expenses ^{††††}					
Depreciation					
Total Operating Expenses					
Operating Income					
Other(income)/expense					
Decommissioning fund earnings					
Interest expense					
Total other (income)/expense					
Pretax Income					
Income Taxes					
Net Income After-Tax					

^{†††} The Projected Income Statement includes the projected revenue that is expected from the sale of 90% of the facility's output under power purchase agreement (PPA) arrangements. Other output is sold at market. The PPA for NMP Unit 1 terminates in August 2009, and the projections then include sales of 100% from Unit 1 at market. The PPA for NMP Unit 2 terminates in November 2011, but the projections conservatively project sales for 90% of Unit output at the lower PPA price for the entire year 2011.

^{§§§} Allocations of corporate overhead are not included.

^{****} Includes DOE disposal fees.

^{††††} Decommissioning is a non-cash expense, but is included pursuant to FAS-143 accounting standards for asset retirement obligations.

Attachment 3
Projected Income Statements for Licensees
(Non-Proprietary Version)

Projected Income Statement - Nine Mile Point Nuclear Station, LLC
Sensitivity: Assumes 10% Reduction in Projected Market Prices

(\$Millions)	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>
Revenue ⁺⁺⁺					
PPA					
Market					
Total Revenues					
Operating Expenses					
Nuclear Fuel					
O&M, Non-Outage					
O&M, refueling outage					
Property taxes					
Decommissioning expenses					
Depreciation					
Total Operating Expenses					
Operating Income					
Other(income)/expense					
Decommissioning fund earnings					
Interest expense					
Total other (income)/expense					
Pretax Income					
Income Taxes					
Net Income After-Tax					

⁺⁺⁺ See Notes to Projected Income Statement. This sensitivity analysis reflects results from market prices 10% lower than projected, which include both a reduction in revenue and corresponding reduction in income tax expense.

Attachment 3
Projected Income Statements for Licensees
(Non-Proprietary Version)

Projected Income Statement - Nine Mile Point Nuclear Station, LLC
Sensitivity: Assumes Sales From 10% Reduction in Capacity Factor

(\$Millions)	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>
Revenue ^{§§§§}					
PPA					
Market					
Total Revenues					
Operating Expenses					
Nuclear Fuel					
O&M, Non-Outage					
O&M, refueling outage					
Property taxes					
Decommissioning expenses					
Depreciation					
Total Operating Expenses					
Operating Income					
Other(income)/expense					
Decommissioning fund earnings					
Interest expense					
Total other (income)/expense					
Pretax Income					
Income Taxes					
Net Income After-Tax					

^{§§§§} See Notes to Projected Income Statement. This sensitivity analysis reflects results from sales assuming a 10% reduction in capacity factor lower than projected, which include both a reduction in PPA and Market revenues and corresponding reductions in nuclear fuel amortization and income tax expense.

Attachment 3
Projected Income Statements for Licensees
(Non-Proprietary Version)

Projected Statement of Operating Cashflows –
Nine Mile Point Nuclear Station, LLC

(\$Millions)	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>
Revenue					
PPA					
Market					
Total Revenues					
Operating Expenses					
Nuclear fuel*****					
O&M, Non-Outage					
O&M, refueling outage					
Property taxes					
Total Operating Expenses					
Capital project expenditures					
Operating Cash flows Before					
Income Taxes & financing costs					

***** Includes DOE disposal fees and nuclear fuel capital.

Attachment 3
Projected Income Statements for Licensees
(Non-Proprietary Version)

Projected Income Statement – R.E. Ginna Nuclear Power Plant, LLC

(\$Millions)	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>
Revenue ^{††††}					
PPA					
Market					
Total Revenues					
Operating Expenses ^{††††}					
Nuclear Fuel ^{§§§§§}					
O&M, Non-Outage					
O&M, refueling outage					
Property taxes					
Decommissioning expenses ^{*****}					
Depreciation					
Total Operating Expenses					
Operating Income					
Other(income)/expense					
Decommissioning fund earnings					
Interest expense					
Total other (income)/expense					
Pretax Income					
Income Taxes					
Net Income After-Tax					

^{††††} The Projected Income Statement assumes a 17% power uprate projected to be complete in November 2006, and reflects projected revenue expected from market sales and sales under a power purchase agreement (PPA). The percentage of sales under the PPA for each year are projected as 2007(80%), 2008(84%), 2009(85%), 2010 (85%), 2011(85%). In each year, the remaining output is projected to be sold at market prices.

^{††††} Allocations of corporate overhead are not included.

^{§§§§§} Includes DOE disposal fees.

^{*****} Decommissioning is a non-cash expense, but is included pursuant to FAS-143 accounting standards for asset retirement obligations.

Attachment 3
Projected Income Statements for Licensees
(Non-Proprietary Version)

Projected Income Statement - R.E. Ginna Nuclear Power Plant, LLC
Sensitivity: Assumes 10% Reduction in Projected Market Prices

(\$Millions)	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>
Revenue ⁺⁺⁺⁺⁺					
PPA					
Market					
Total Revenues					
Operating Expenses					
Nuclear Fuel					
O&M, Non-Outage					
O&M, refueling outage					
Property taxes					
Decommissioning expenses					
Depreciation					
Total Operating Expenses					
Operating Income					
Other(income)/expense					
Decommissioning fund earnings					
Interest expense					
Total other (income)/expense					
Pretax Income					
Income Taxes					
Net Income After-Tax					

⁺⁺⁺⁺⁺ See Notes to Projected Income Statement. This sensitivity analysis reflects results from market prices 10% lower than projected, which include both a reduction in revenue and corresponding reduction in income tax expense.

Attachment 3
 Projected Income Statements for Licensees
 (Non-Proprietary Version)

Projected Income Statement - R.E. Ginna Nuclear Power Plant, LLC
Sensitivity: Assumes Sales From 10% Reduction in Capacity Factor

(\$Millions)	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>
Revenue ^{*****}					
PPA					
Market					
Total Revenues					
Operating Expenses					
Nuclear Fuel					
O&M, Non-Outage					
O&M, refueling outage					
Property taxes					
Decommissioning expenses					
Depreciation					
Total Operating Expenses					
Operating Income					
Other(income)/expense					
Decommissioning fund earnings					
Interest expense					
Total other (income)/expense					
Pretax Income					
Income Taxes					
Net Income After-Tax					

***** See Notes to Projected Income Statement. This sensitivity analysis reflects results from sales assuming a 10% reduction in capacity factor lower than projected, which include both a reduction in PPA and Market revenues and corresponding reductions in nuclear fuel amortization and income tax expense.

Attachment 3
Projected Income Statements for Licensees
(Non-Proprietary Version)

Projected Statement of Operating Cashflows - R.E. Ginna Nuclear Power Plant, LLC

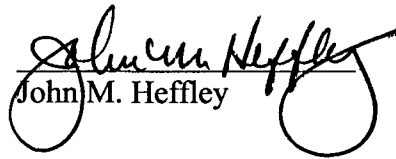
(\$Millions)	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>
Revenue					
PPA					
Market					
Total Revenues					
Operating Expenses					
Nuclear fuel ^{§§§§§§}					
O&M, Non-Outage					
O&M, refueling outage					
Property taxes					
Total Operating Expenses					
Capital project expenditures					
Operating Cash flows Before					
Income Taxes & financing costs					

^{§§§§§§} Includes DOE disposal fees and nuclear fuel capital.

ATTACHMENT (4)


10 CFR 2.390 Affidavit of John M. Heffley

3. Accordingly, the CGG Companies request that the designated documents be withheld from public disclosure pursuant to the policy reflected in 10 CFR §§ 2.390(a)(4) and 9.17(a)(4).


John M. Heffley

Subscribed and sworn before me, a Notary Public, in and for the State of Maryland and County of Calvert, this 23rd day of January, 2006.

WITNESS my hand and Notarial Seal:


Notary Public

My Commission Expires:

June 27, 2007
Date

