

July 31, 2007

MEMORANDUM TO: File

FROM: Balwant K. Singal, Senior Project Manager /RA/
Plant Licensing Branch IV
Division of Operating Reactor Licensing
Office of Nuclear Reactor Regulation

SUBJECT: COMANCHE PEAK STEAM ELECTRIC STATION UNITS 1 AND 2 -
REQUEST FOR ADDITIONAL INFORMATION REGARDING
APPLICATION FOR ORDER APPROVING INDIRECT TRANSFER OF
CONTROL OF LICENSES AND LICENSE AMENDMENTS TO
REFLECT PROPOSED LICENSEE'S NAME CHANGE (TAC NOS.
MD5289 AND MD5290)

By letter dated April 18, 2007 (Agencywide Documents Access and Management System Accession No. ML071100349), TXU Generation Company LP (the licensee) requested the Nuclear Regulatory Commission's (NRC's) consent to the indirect transfer of control of TXU Generation Company LP's licenses to operate the Comanche Peak Steam Electric Station, Units 1 and 2.

The NRC staff reviewed the information provided and determined that additional information is required in order to complete its evaluation. The additional information needed to complete the review was discussed with TXU Generation Company LP's staff via a conference call on July 10, 2007. A list of the questions provided in the enclosure were identified for discussion. During the discussions, the licensee clarified the information in response to some of the questions, and it was agreed that the licensee will respond to other questions by submitting additional information and updates. By letter dated July 20, 2007, the licensee provided its response to the identified questions. The NRC staff has reviewed the information provided in the licensee's response, and has determined that no other information is needed for completing its review.

Docket Nos. 50-445 and 50-446

Enclosure: List of RAI Questions

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Enclosure: List of RAI Questions

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ADAMS Accession No. ML072080004

OFFICE	DORL/LPL4/PM	DORL/LPL4/PM	DORL/LPL4/LA	DPR/PFPB	DORL/LPL4/BC
NAME	BSingal	MThadani	JBurkhardt	MDusaniwskyj	Thiltz, MThadani for
DATE	7/30/07	7/31/07	7/30/07	7/31/07	7/31/07

OFFICIAL AGENCY RECORD

REQUEST FOR ADDITIONAL INFORMATION

COMANCHE PEAK STEAM ELECTRIC STATION (CPSES), UNITS 1 AND 2

APPLICATION FOR ORDER APPROVING INDIRECT TRANSFER OF CONTROL OF

LICENSES AND LICENSE AMENDMENTS TO REFLECT

PROPOSED LICENSE NAME CHANGE

1. When will the applicants provide the final ownership percentages of the various sponsors?
2. Based on the statement below from the application (pages 10-11 emphasis added), do the applicants anticipate that the sponsors will take a more active role in the day-to-day operations of CPSES?

The KKR Funds, Texas Pacific Group Funds, Goldman Funds, and Lehman Entities are referred to collectively as the "Controlling Owners." Upon the consummation of the transaction, the Controlling Owners will collectively have the right to cause Texas Energy LP to appoint all of the members of the board of directors of TXU Corp. and thereby through Texas Energy GP [Texas Energy LP's General Partner] will effectively control the management of TXU Corp. and its subsidiaries, including TXU Power. In addition, the KKR Funds, Texas Pacific Group Funds, and Goldman Funds will be entitled to consent rights over extraordinary transactions by TXU Corp. and its subsidiaries, such as a change of control, initial public offering, or voluntary bankruptcy.

3. Does the following footnote from attachment 2A of the application suggest anything not expressly stated?

Financial Statements represent an operational view and therefore exclude purchase accounting adjustments for the proposed transaction and non-operating special items for 2007 related to the transaction, cancellation of the reference plant program, deferred project costs, and 1-time hedging costs.

4. Do the applicants anticipate that the transaction will take longer than 1 day to close (i.e., will there be multiple steps)?
5. When can NRC expect to receive the Support Agreement for review?
6. Do the applicants see the name change as an integrated part of the indirect transfer of control?

ENCLOSURE

7. Is this transfer a direct transfer rather than an indirect transfer because the licensee is changing from an LP to an LLC?
8. To provide a full 5 years of financial projections, can the applicants provide financial projections for 2012?