



UNITED STATES
NUCLEAR REGULATORY COMMISSION
WASHINGTON, D.C. 20555-0001

August 19, 2011

Mr. Henry B. Barron
President and Chief Executive Officer
Constellation Energy Nuclear Group, LLC
100 Constellation Way, Suite 200C
Baltimore, MD 21202

SUBJECT: REQUEST FOR WITHHOLDING INFORMATION FROM PUBLIC DISCLOSURE
FOR PROPOSED MERGER BETWEEN CONSTELLATION ENERGY GROUP,
LLC AND EXELON CORPORATION (TAC NOS. ME6234, ME6235, ME6236,
ME6237, AND ME6238)

Dear Mr. Barron:

By letter dated May 12, 2011, "Application for Approval of Indirect Transfer of Control of Licenses," you submitted an affidavit dated May 12, 2011, requesting that the information contained in the following document be withheld from public disclosure pursuant to Title 10 of the *Code of Federal Regulations* (10 CFR) 2.390(a)(4):

Attachment (3A), "Projected Income Statements for Licensees (Proprietary Version)"

A nonproprietary copy of this document has been placed in the Nuclear Regulatory Commission's (NRC's) Public Document Room and added to the NRC Library in the Agencywide Documents Access and Management System (ADAMS).

The affidavit stated that the submitted information should be considered exempt from mandatory public disclosure for the following reasons:

- This information is and has been held in confidence by the Licensees.
- This information is of a type that is customarily held in confidence by the Licensees, and there is a rational basis for doing so because the information contains sensitive financial information concerning projected revenues and operating expenses of the Licensees.
- This information is being transmitted to the NRC voluntarily and in confidence.
- This information is not available in public sources and could not be gathered readily from other publicly available information.
- Public disclosure of this information would create substantial harm to the competitive position of the Licensees by disclosing their internal financial projections.

In addition, by letter dated August 12, 2012, "Response to NRC's Request for Additional Information on License Transfer Application," you submitted an affidavit dated August 12, 2011,

requesting that the information contained in the following document be withheld from public disclosure pursuant to Title 10 of the *Code of Federal Regulations* (10 CFR) 2.390(a)(4):

Attachment 4, "Initial Report of the Nuclear Advisory Committee [NAC] to the CENG [Constellation Energy Nuclear Group, LLC] Board of Directors"

The affidavit stated that the submitted information should be considered exempt from mandatory public disclosure for the following reasons:

- This information is and has been held in confidence by CENG.
- This information is of a type that is customarily held in confidence by CENG, and there is a rational basis for doing so because the information contains sensitive CENG business information. The report discusses proprietary internal discussions and activities by and between CENG management and the NAC, as well as legal and regulatory analysis prepared by internal and external legal counsel for the benefit of CENG and the NAC.
- This information is being transmitted to the NRC voluntarily and in confidence.
- This information is not available in public sources and could not be gathered readily from other publicly available information.
- Public disclosure of this information would create substantial harm to the competitive position of CENG by disclosing internal business discussions and activities as well as the legal and regulatory advice prepared by counsel at the request and for the benefit of CENG management or the NAC that is intended solely for internal use.

We have reviewed your applications and the material in accordance with the requirements of 10 CFR 2.390 and, on the basis of the statements in the affidavits, have determined that the submitted information sought to be withheld contains proprietary commercial information and should be withheld from public disclosure.

Therefore, the versions of the submitted information marked as proprietary will be withheld from public disclosure pursuant to 10 CFR 2.390(b)(5) and Section 103(b) of the Atomic Energy Act of 1954, as amended.

Withholding from public inspection shall not affect the right, if any, of persons properly and directly concerned to inspect the documents. If the need arises, we may send copies of this information to our consultants working in this area. We will ensure that the consultants have signed the appropriate agreements for handling proprietary information.

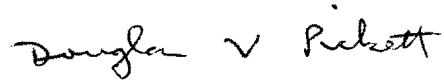
If the basis for withholding this information from public inspection should change in the future such that the information could then be made available for public inspection, you should promptly notify the NRC. You also should understand that the NRC may have cause to review this determination in the future, for example, if the scope of a Freedom of Information Act request includes your information. In all review situations, if the NRC makes a determination adverse to the above, you will be notified in advance of any public disclosure.

H. Barron

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If you have any questions regarding this matter, I may be reached at 301-415-1364.

Sincerely,

A handwritten signature in black ink that reads "Douglas V. Pickett". The signature is written in a cursive style with a large, stylized 'D' and a clear 'V'.

Douglas V. Pickett, Senior Project Manager
Plant Licensing Branch I-1
Division of Operating Reactor Licensing
Office of Nuclear Reactor Regulation

Docket Nos. 50-317, 50-318, 50-220, 50-410,
50-244, 72-8, and 72-67

cc: Distribution via Listserv

H. Barron

- 3 -

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Sincerely,

/ra/

Douglas V. Pickett, Senior Project Manager
Plant Licensing Branch I-1
Division of Operating Reactor Licensing
Office of Nuclear Reactor Regulation

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