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Dated at Rockville, Maryland this 6th day of September 2007.

For the Nuclear Regulatory Commission.

**J.E. Dyer,**

*Director, Office of Nuclear Reactor Regulation.*

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## NUCLEAR REGULATORY COMMISSION

[Docket Nos. 50-445 and 50-446; License Nos. NPF-87 and NPF-89]

### In the Matter of: Txu Generation Company LP (Comanche Peak Steam Electric Station, Units 1 and 2); Order Approving Indirect Transfer of Facility Operating Licenses and Conforming Amendments

#### I

TXU Generation Company LP is the holder of Facility Operating Licenses numbered NPF-87 and NPF-89, which authorize operation of Comanche Peak Steam Electric Station, Units 1 and 2 (CPSES). The facilities are located at the licensee's site in Somervell County, Texas. The Operating Licenses authorize TXU Generation Company LP to possess, use and operate CPSES.

#### II

By application dated April 18, 2007, as supplemented by letter dated July 20, 2007, TXU Generation Company LP (TXU Power), acting on behalf of Texas Energy Future Holdings Limited Partnership (Texas Energy LP) and itself, requested that the U.S. Nuclear Regulatory Commission (NRC), pursuant to Section 50.80 of Title 10 of the *Code of Federal Regulations* (10 CFR), consent to the proposed indirect transfer of control of TXU Power's licenses to possess, use, and operate CPSES. TXU Corp., which indirectly owns 100 percent of TXU Power, and Texas Energy LP have entered into an agreement for Texas Energy LP to acquire all of the outstanding equity of

TXU Corp. As part of the transaction, a new company, Luminant Holdco, will be established as an intermediate parent of TXU Power and indirect subsidiary of TXU Corp. At the time of the acquisition, TXU Power will be converted from a limited partnership to a limited liability company, but will continue in existence through the conversion and will continue to hold the licenses. Thus, there will be no direct transfer of the licenses. The application also states that TXU Power, *i.e.*, TXU Generation Company LP, will be renamed as Luminant Generation Company LLC. Therefore, pursuant to 10 CFR 50.90, TXU Power also requested approval of conforming license amendments to the CPSES, Unit 1 Operating License (NPF-87) and CPSES, Unit 2 Operating License (NPF-89) to reflect the name change from TXU Generation Company LP to Luminant Generation Company LLC.

Under the name of Luminant Generation Company LLC, TXU Power will continue to own and operate CPSES. Through the acquisition of TXU Corp. by Texas Energy LP, TXU Power will become part of an enterprise controlled and held by private equity investors.

Notice of the requests for approval and an opportunity for a hearing was published in the **Federal Register** on June 13, 2007 (72 FR 32685). No comments or hearing requests were received.

Pursuant to 10 CFR 50.80, no license, or any right thereunder, shall be transferred, directly or indirectly, through transfer of control of the license, unless the Commission shall give its consent in writing. Upon review of the information in the application as supplemented and other information before the Commission, and relying upon the representations and agreements in the application as supplemented, the NRC staff concludes that the proposed indirect transfer of control of TXU Power as described herein will not affect the qualifications of TXU Power as holder of the CPSES licenses, and that the indirect transfer of control of the licenses, to the extent effected by the proposed transaction described in the application, is otherwise consistent with the applicable provisions of laws, regulations, and orders issued by the NRC pursuant thereto, subject to the conditions described herein.

The findings set forth above are supported by a safety evaluation dated September 10, 2007.

#### III

Accordingly, pursuant to Sections 161b, 161i, 161o, and 184 of the Atomic Energy Act of 1954, as amended, 42 U.S.C. 2201(b), 2201(i), 2201(o), and 2234; and 10 CFR 50.80, *It is hereby ordered* that the application regarding the indirect license transfers related to the proposed acquisition is approved, subject to the following conditions:

(1) TXU Power shall enter into the \$250 million support agreement with Luminant Investment Company LLC, as described in the application, no later than the time the proposed transactions and indirect license transfers occur. TXU Power, whether or not converted to a limited liability company and/or renamed, shall take no action to cause Luminant Investment Company LLC, or its successors and assigns, to void, cancel, or modify the support agreement or cause it to fail to perform, or impair its performance under the support agreement, without the prior written consent of the NRC. The support agreement may not be amended or modified without 30 days prior written notice to the Director of the Office of Nuclear Reactor Regulation or his designee. An executed copy of the support agreement shall be submitted to the NRC no later than 30 days after the completion of the proposed transactions and the indirect license transfers. TXU Power, whether or not converted to a limited liability company and/or renamed, shall inform the NRC in writing anytime it draws upon the support agreement.

(2) Following the subject indirect transfer of control of the licenses, all of the officers of the general partner or controlling member of the licensee of CPSES shall be U.S. citizens. This condition may be amended upon application by the licensee and approval by the Director of the Office of Nuclear Reactor Regulation.

*It is further ordered* that, consistent with 10 CFR 2.1315(b), license amendments that make changes, as indicated in Enclosure 2 to the cover letter forwarding this Order, to conform the licenses to reflect the change in the name of the licensee occurring in connection with the proposed acquisition of TXU Corp., and to reflect certain conditions of this order, are approved. The amendments shall be issued and made effective at the time the proposed acquisition and name change are completed.

*It is further ordered* that TXU Power shall inform the Director of the Office of Nuclear Reactor Regulation in writing of the date of the closing of the acquisition of TXU Corp., establishment of

Luminant Holdco, and change in name of TXU Power no later than 5 business days prior to such actions. Should the indirect transfer of control of TXU Power not be completed by July 10, 2008, this Order shall become null and void, provided, however, upon written application and good cause shown, such date may be extended by order.

This Order is effective upon issuance.

For further details with respect to this Order, see the application dated April 18, 2007, and supplemental letter dated July 20, 2007, and the safety evaluation dated 2007, which are available for public inspection at the Commission's Public Document Room (PDR), located at One White Flint North, Public File Area 01 F21, 11555 Rockville Pike (first floor), Rockville, Maryland and accessible electronically from the Agencywide Documents Access and Management System (ADAMS) Public Electronic Reading Room on the Internet at the NRC Web site, <http://www.nrc.gov/reading-rm/adams.html>. Persons who do not have access to ADAMS or who encounter problems in accessing the documents located in ADAMS, should contact the NRC PDR Reference staff by telephone at 1-800-397-4209, 301-415-4737, or by e-mail to [pdr@nrc.gov](mailto:pdr@nrc.gov).

Dated at Rockville, Maryland this 10th day of September, 2007.

For the Nuclear Regulatory Commission.

**Catherine Haney,**

*Director, Division of Operating Reactor Licensing, Office of Nuclear Reactor Regulation.*

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## NUCLEAR REGULATORY COMMISSION

[Docket Nos. STN 50-456 and STN 50-457]

### **Exelon Generation Company, LLC, Braidwood Station, Units 1 and 2; Environmental Assessment and Finding of No Significant Impact**

The U.S. Nuclear Regulatory Commission (NRC) is considering issuance of an exemption from Title 10 of the *Code of Federal Regulations* (10 CFR) Part 50, section 46, and Appendix K to section 50, for Facility Operating License Nos. NPF-72 and NPF-77, issued to Exelon Generation Company, LLC (the licensee), for operation of the Braidwood Station (Braidwood), Units 1 and 2 located in Will County, Illinois. Therefore, as required by 10 CFR 51.21, the NRC is issuing this environmental assessment and finding of no significant impact.

## **Environmental Assessment**

### *Identification of the Proposed Action*

The proposed action would allow the use of AREVA NP Inc. (AREVA) modified Advanced Mark-BW fuel assemblies.

The proposed action is in accordance with the licensee's application dated September 26, 2006, as supplemented by letter dated August 8, 2007.

### *The Need for the Proposed Action*

The proposed action would allow up to eight AREVA modified Advanced Mark-BW fuel assemblies to be placed in nonlimiting Braidwood, Unit 1 core locations. Pursuant to 10 CFR 50.12, "Specific Exemptions," the licensee has requested an exemption to 10 CFR 50.46, "acceptance criteria for emergency core cooling systems for light-water nuclear power reactors," that requires, among other items, that "each boiling or pressurized light-water nuclear power reactor fueled with uranium oxide pellets within cylindrical zircaloy or ZIRLO cladding, must be provided with an emergency core cooling system (ECCS) that must be designed so that its calculated cooling performance following postulated loss-of-coolant accidents conforms to the criteria set forth in paragraph (b) of this section." Appendix K to 10 CFR Part 50, "ECCS Evaluation Models," requires, among other items, that the rate of energy release, hydrogen generation, and cladding oxidation from the metal/water reaction shall be calculated using the Baker-Just equation. The regulation at 10 CFR 50.46 and 10 CFR Part 50, Appendix K, make no provisions for use of fuel rods clad in a material other than zircaloy or ZIRLO. The licensee will irradiate eight assemblies using fuel rods clad with AREVA's M5 alloy in Braidwood, Unit 1. Since the material specifications of the M5 alloy differ from the specification for zircaloy or ZIRLO, a plant-specific exemption is required to support the use of the eight assemblies.

### *Environmental Impacts of the Proposed Action*

The NRC has completed its safety evaluation of the proposed action and concludes that application of 10 CFR 50.46, and Appendix K to 10 CFR 50, is not necessary for the licensee to achieve its underlying purposes.

The details of the NRC staff's safety evaluation will be provided in the exemption that will be issued as part of the letter to the licensee approving the exemption to the regulation. The proposed action will not significantly increase the probability or consequences

of accidents. No changes are being made in the types of effluents that may be released off site. There is no significant increase in the amount of any effluent released off site. There is no significant increase in occupational or public radiation exposure. Therefore, there are no significant radiological environmental impacts associated with the proposed action.

With regard to potential non-radiological impacts, the proposed action does not have a potential to affect any historic sites. It does not affect non-radiological plant effluents and has no other environmental impact. Therefore, there are no significant non-radiological environmental impacts associated with the proposed action.

Accordingly, the NRC concludes that there are no significant environmental impacts associated with the proposed action.

### *Environmental Impacts of the Alternatives to the Proposed Action*

As an alternative to the proposed action, the staff considered denial of the proposed action (i.e., the "no-action" alternative). Denial of the application would result in no change in current environmental impacts. The environmental impacts of the proposed action and the alternative action are similar.

### *Alternative Use of Resources*

The action does not involve the use of any different resources than those previously considered in the Final Environmental Statement for Braidwood NUREG-1026, dated June 1984.

### *Agencies and Persons Consulted*

In accordance with its stated policy, on August 29, 2007, the NRC staff consulted with the Illinois State official, Mr. Frank Niziolek of the Illinois Emergency Management Agency, regarding the environmental impact of the proposed action. The State official had no comments.

### **Finding of No Significant Impact**

On the basis of the environmental assessment, the NRC concludes that the proposed action will not have a significant effect on the quality of the human environment. Accordingly, the NRC has determined not to prepare an environmental impact statement for the proposed action.

For further details with respect to the proposed action, see the licensee's letter dated September 26, 2006, as supplemented by letter dated August 8, 2007. Documents may be examined, and/or copied for a fee, at the NRC's