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 Reparations

The companies have not committed to building a new plant but aim to test the NRC's streamlined licensing process, implemented in 1992. The companies hope to file the application in 2008 and get an NRC decision in 2010. They say their actions follow a Department of Energy initiative last fall to develop nuclear power plants. Nustart has already won a commitment of \$260 million from the Energy Department to complete plant design. The original request was for \$400 million.

Under another consortium, **NuStart Energy Development** applied for a smaller grant to study building an advanced reactor on the site of a twin-reactor project abandoned in 1988 as too expensive. NuStart includes the **Tennessee Valley Authority**, **Duke Power**, **Exelon Nuclear**, a unit of the Exelon Corporation; **Entergy Nuclear**, a unit of the Entergy Corporation; Constellation Energy; **Southern Company**; **EDF International North America**, a subsidiary of Électricité de France, which owns shares in reactors in the United States, **General Electric** and the Westinghouse Electric Company, a subsidiary of BNFL, which was formerly British Nuclear Fuels Limited. NuStart is applying for a dollar-for-dollar match, under a program called **Nuclear Power 2010**, whose goal is to have at least one reactor under construction by that year. It has not picked a site or a design, or even committed to build anything.

A different group asked for help with a \$4 million under Nuclear Power 2010 to explore building a nuclear reactor in northern Alabama at the site of the Tennessee Valley Authority's Bellefonte project. The T.V.A. stopped work on a twin-unit nuclear plant at Bellefonte in 1988, after spending \$2.5 billion. This consortium consists of T.V.A. and General Electric (which are both members of the NuStart group as well); Bechtel, Toshiba; and USEC, a company that processes uranium for nuclear reactor use.

Another consortium made up of **Dominion Resources Inc.**, **Hitachi America**, **Bechtel** and an American subsidiary of **Atomic Energy of Canada Ltd** are also asking for financing.

Constellation Buys Ginna In New York

Nov 2003 Constellation Energy Group, the owner of Baltimore Gas & Electric's buying the R.E. Ginna nuclear power plant near Rochester, N.Y., from Rochester Gas & Electric Corp. for \$401 million. Mayo A. Shattuck III, Baltimore based Constellation's chairman, president and chief executive announced that Constellation expects to close the Ginna purchase, as well as a \$21.6 million nuclear fuel acquisition, on June 30. The deal is subject to federal and state approval of a 20-year extension of Ginna's operating license, now set to expire in 2009.

Constellation expects that upgrades to oversized steam generators will boost the plant's production capacity from 495 megawatts to 580 megawatts. It is currently operating at 95 percent of capacity. Constellation will sell 90 percent of its production to Rochester Gas & Electric for 10 years. The transaction will be financed with a mixture of debt and equity.

The Ginna plant, on the south shores of Lake Ontario, would be the third nuclear plant owned by Constellation. It owns the Calvert Cliffs plant in Maryland and most of the Nine Mile Point plant in Scriba, N.Y. BG&E has 1.1 million customers in central Maryland, including parts of Montgomery, Prince George's, Anne Arundel and Howard counties.

Reparations
Land
Fauna
Rich Green
Groups
Rich Green Charts
Perdue Farms
Genetics
Anthrax
Special Projects
Maryland
Maryland
Maryland
Maryland
ICC
Washington DC
Washington DC
Washington DC
Virginia
PG County
PG County
Federal Agencies
State Agencies
State Agencies

Tools

Dominion Resources Inc., the predominant Virginia power company, announced in October it is buying the Kewaunee nuclear plant in northeastern Wisconsin.

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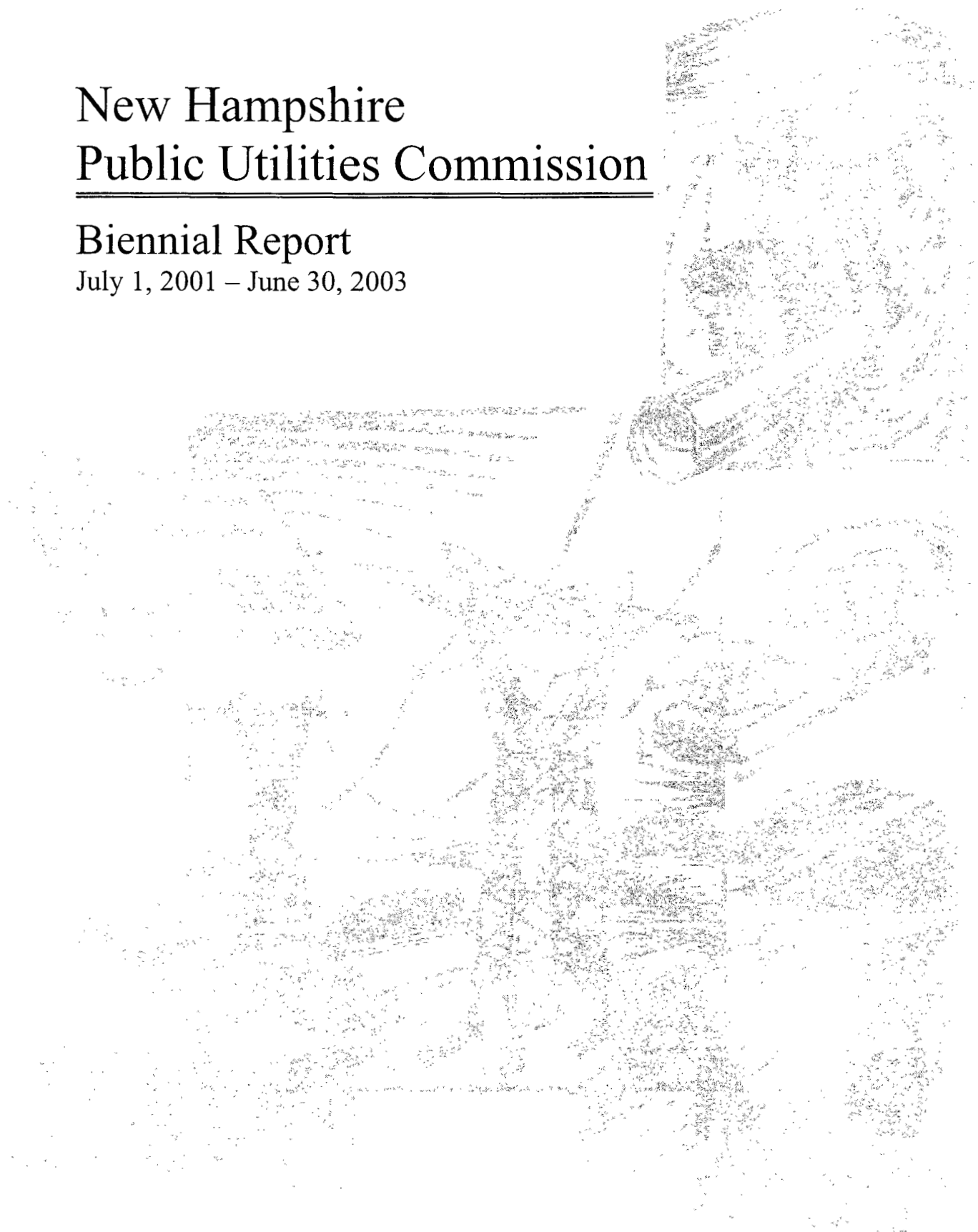
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New Hampshire Public Utilities Commission

Biennial Report

July 1, 2001 – June 30, 2003





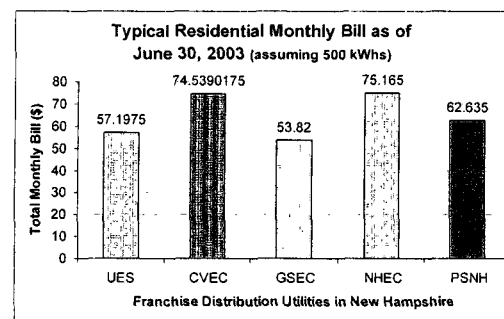
ELECTRIC INDUSTRY

Overview

The past two years marked a number of major achievements, as well as increased challenges, as the New Hampshire electric industry continues its transition from a structure of vertically integrated, regulated monopolies to one that entails increased wholesale and retail competition. The provision of safe and reliable service at reasonable prices, however, is still central to all the policy decisions confronting the Commission.

Significant restructuring-related events occurred over the past two years. Perhaps the most important was the sale of 88.2 percent of the Seabrook nuclear plant. Seabrook, an 1,160 MW pressurized water reactor, is the largest electricity generator in New Hampshire. The sale reduced the stranded costs of Public Service Company of New Hampshire (PSNH), Granite State Electric Company (GSEC) and New Hampshire Electric Company (NHEC). The Commission also approved the restructuring of Concord Electric Company and Exeter & Hampton Electric Company which combined the two distribution companies into a single distribution company, Unitil Energy Systems (UES) and paved the way for customer choice. Another important restructuring-related proceeding was the resolution of the six-year court challenge between the Commission and Connecticut Valley Electric Company (CVEC). In late 2002, a three-part settlement agreement allowed PSNH to purchase the distribution assets of CVEC and in exchange CVEC would recover a certain level of stranded costs and drop its long-standing federal district lawsuit against the Commission and withdraw its wholesale stranded cost proceeding at the Federal Energy Regulatory Commission.

Despite the challenges in wholesale markets, particularly with the bankruptcy of a number of large power companies and the challenges of moving toward standard market design (SMD) in New England, new generation has come on line in the State and region over the past few years. In New Hampshire, over 1,200 MW of new gas-fired combined cycle generation came on-line since 2001. For the near future, a surplus of power exists in New Hampshire for its steadily growing demand. To keep pace with the growth in the State and the region, a number of large transmission and distribution projects have been undertaken and completed in the last two years and more are expected to be completed over the next two to three years.



ASSET DIVESTITURE

Sale of Seabrook

In a year of significant achievements, perhaps the most noteworthy was the successful sale of the 1,160MW Seabrook Nuclear plant. The sale, an integral component of the PSNH restructuring agreement, began in 2001 with the selection of JP Morgan as the Commission's auction advisor and sale manager. FPLE Energy



Seabrook was announced in April 2002 as the auction winner of 88.2 percent of the ownership interest in the plant. After a thorough hearing process, the Commission approved the sale on September 12, 2002 and the transfer of ownership occurred on November 1, 2002. The final sale price was just under \$800 million, making it one of the highest nuclear plant sales ever conducted. Three New Hampshire utilities benefited from the sale: PSNH, NHEC and GSEC. For PSNH, whose affiliate, North Atlantic Energy Company, owned 36 percent of the plant, the sale proceeds were used to reduce debt and recover stranded costs, reducing the time period that customers pay so-called "Part 3" stranded costs by almost two years.

Sale of Vermont Yankee

On July 31, 2002, the Vermont Yankee (VY) nuclear power plant was sold to a subsidiary of Entergy Corporation. PSNH had a 4.3 percent ownership interest in VY. Under the terms of the sale, and as approved by the Commission, PSNH will continue to purchase output from the plant through 2012 at fixed prices.

RESTRUCTURING

Unitil Restructuring

Another major proceeding at the Commission concerned the restructuring of Unitil's two New Hampshire distribution companies, Concord Electric Company and Exeter & Hampton Electric Company. The Commission approved two settlement agreements. One permitted the company to merge its two operating companies into a single distribution utility, Unitil Energy Systems (UES), and authorized new distribution rates. The other settlement agreement approved by the Commission paved the way for the newly combined utility, UES, to offer its customers retail choice and end the long court injunction that delayed electric restructuring for Unitil's New Hampshire customers.

Through the settlement, the parties defined a process to conduct simultaneous auctions to divest the Company's power supply portfolio and select Transition Service supplier(s). The auction process was completed and Mirant emerged as the winning bidder in both auctions.

Sale of CVEC to PSNH

After years of litigation, a comprehensive multi-part settlement was reached in late 2002 that resolved all outstanding litigation between Connecticut Valley Electric Company (CVEC) and the Commission. As part of the agreement, PSNH will purchase the service territory of CVEC for \$9 million and pay CVEC's parent company, Central Vermont Public Service, \$21 million to terminate the long-standing wholesale power contract between Central Vermont and CVEC. Upon consummation of the transaction, all CVEC's customers will become PSNH customers and take service from PSNH at the same rates and under the same terms and conditions as PSNH's customers. PSNH would be entitled to recover the \$21 million termination payment as a stranded cost. The settlement agreement, which was supported by the City of Claremont, the Office of Consumer Advocate, the New Hampshire Governor's Office, New Hampshire Legal Assistance and Commission Staff, was approved by the Commission on May 23, 2003. The transaction is expected to close on or around January 1, 2004.

PSNH TRANSITION SERVICE AND STRANDED COST RECONCILIATION

Transition Service

Pursuant to RSA 369-B:3 and the Agreement to Settle PSNH Restructuring, PSNH was required to supply Transition Service from its existing portfolio of generation assets and, to the extent necessary, supplemental power purchases. From May 1, 2001 through January

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Texas Genco Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

4911
(Primary Standard Industrial
Classification Code Number)

20-2886772
(I.R.S. Employer
Identification Number)

**12301 Kurland Drive
Houston, Texas 77034
(713) 795-6000**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Thad Miller, Esq.
Executive Vice President, Chief Legal Officer
Texas Genco Inc.
12301 Kurland Drive
Houston, Texas 77034
(713) 795-6000

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

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Approximate date of commencement of the proposed sale of the securities to the public: As soon as practicable after the Registration Statement becomes effective.

If any of the securities being registered on this form are being offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☐

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

CALCULATION OF REGISTRATION FEE

THE FORMATION TRANSACTIONS

The Initial Acquisition

Texas Genco LLC was formed on July 19, 2004 to facilitate the acquisition of Texas Genco Holdings, Inc. in a multi-step transaction from CenterPoint Energy, Inc. and other minority public stockholders. On December 13, 2004, Texas Genco Holdings, Inc. divided its nuclear and non-nuclear generating assets and liabilities between two of its wholly owned subsidiaries so that its non-nuclear generating assets and liabilities were allocated to Texas Genco II, LP. Its nuclear assets and liabilities and its cash remained with Texas Genco, LP. We refer to these non-nuclear generating assets and liabilities, together with assets and liabilities unrelated to the wholesale generation business held by Texas Genco Services, LP, another wholly owned subsidiary of Texas Genco Holdings, Inc., as the "Non-Nuclear Assets." We refer to this division as the "Nuclear/Non-Nuclear Division." On December 14, 2004, Texas Genco Holdings, Inc. merged with a wholly owned subsidiary of CenterPoint Energy, Inc. As a result of this merger, which we refer to as the "Public Company Merger," CenterPoint Energy, Inc. acquired 100% of the issued and outstanding common stock of Texas Genco Holdings, Inc. To fund the consideration payable to the minority public stockholders in the Public Company Merger, Texas Genco Holdings, Inc. borrowed \$716.0 million under an overnight bridge loan facility. On December 15, 2004, two wholly owned subsidiaries of Texas Genco LLC merged with and into Texas Genco II, LP and Texas Genco Services, LP. As a result of these mergers, which we refer to as the "Initial Acquisition," Texas Genco II, LP and Texas Genco Services, LP became wholly owned subsidiaries of Texas Genco LLC and Texas Genco LLC thereby acquired the Non-Nuclear Assets. We paid Texas Genco Holdings, Inc. aggregate consideration of \$2,813.0 million in cash in connection with the Initial Acquisition. Texas Genco Holdings, Inc. used a portion of those proceeds to repay its obligations under the overnight bridge loan facility and distributed the remainder, together with certain available cash, to CenterPoint Energy, Inc. We financed the Initial Acquisition with \$1,150.0 million of borrowings under the term loan portion of our senior secured credit facilities, \$1,125.0 million of proceeds from the issuance of senior notes and \$780.6 million of aggregate cash equity investment in us by the Investors and the Management Members. We refer to these borrowings and the issuance of the senior notes as the "Initial Acquisition Financings."

The Nuclear Acquisition

On April 13, 2005, a wholly owned subsidiary of Texas Genco LLC merged with and into Texas Genco Holdings, Inc. As a result of this merger, which we refer to as the "Nuclear Acquisition," Texas Genco Holdings, Inc. became a wholly owned subsidiary of Texas Genco LLC and Texas Genco LLC thereby indirectly acquired Texas Genco Holdings, Inc.'s assets and liabilities, including its 30.8% undivided interest in STP. We paid an affiliate of CenterPoint Energy, Inc. aggregate consideration of \$700.0 million in cash in connection with the Nuclear Acquisition. We financed the Nuclear Acquisition with \$475.0 million of borrowings under the term loan portion of our senior secured credit facilities, approximately \$99.5 million of revolver borrowings, an additional cash equity investment of \$117.8 million by the Investors and the Management Members and the balance from cash on hand. We refer to these borrowings as the "Nuclear Acquisition Financing" and refer to the Initial Acquisition Financings and the Nuclear Acquisition Financing, together, as the "Formation Financings." In addition, because Texas Genco Holdings, Inc. had approximately \$75.0 million of bank debt outstanding which became due at the closing of the Nuclear Acquisition, we also paid approximately \$75.0 million from our cash on hand in order to discharge such debt.

The ROFR

On May 19, 2005, pursuant to the exercise of a right of first refusal by Texas Genco, LP, we acquired from AEP an additional 13.2% undivided interest, equivalent to 338 MW, in STP for

Notes to Unaudited Pro Forma Information

A. Basis of Presentation

The unaudited pro forma financial data do not give any effect to any restructuring costs, potential cost savings, or other operating expenses that are expected to result from the acquisitions. The unaudited pro forma financial data are based on certain assumptions and should not be considered indicative of actual results that would have been achieved had these events actually been consummated on the dates indicated and do not purport to indicate results of operations as of any future date or for any future period. Moreover, the unaudited pro forma financial data does not project Texas Genco Inc.'s financial position or results of operations for any future period.

The purchase accounting adjustments with respect to the Initial Acquisition made in connection with the development of the historical financial statements of Texas Genco LLC appearing elsewhere in this prospectus are preliminary. In addition, the purchase accounting adjustments with respect to the Nuclear Acquisition made in connection with the development of the following summary pro forma financial data are preliminary and have been made solely for purposes of developing such pro forma financial data. We have engaged an appraisal firm to perform asset appraisals in order to assist us with a definitive allocation of the purchase price. Final purchase accounting adjustments may cause future results of operations to differ from the pro forma financial data presented.

The purchase price for the Initial Acquisition was \$2,854.7 million which includes \$2,813.0 million cash paid to Texas Genco Holdings, Inc. and \$41.7 million of acquisition costs. The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the acquisition date (in millions):

Current assets	\$ 367.5
Goodwill	820.1
Property, plant and equipment	2,441.0
Other intangibles	820.3
Other non-current assets	8.4
Total assets acquired	\$ 4,457.3
Current liabilities	(269.3)
Benefit obligations	(145.4)
Contractual obligations	(1,176.0)
Other non-current liabilities	(11.9)
Total liabilities assumed	(1,602.6)
Net assets acquired	\$ 2,854.7

The purchase price for the Nuclear Acquisition was \$707.6 million, which includes \$700.0 million cash paid to Texas Genco Holdings, Inc. and approximately \$7.6 million of acquisition costs. The following table sets forth the calculation and adjustments made in connection