



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

March 29, 2001

**LICENSEES:** Florida Power and Light Company  
Entergy Corporation

**FACILITIES:** St. Lucie Plant, Units 1 and 2; Turkey Point Plant, Units 3 and 4; River Bend Station; Waterford Unit 3; Arkansas Nuclear One - Units 1 and 2; Grand Gulf Nuclear Station; FitzPatrick Nuclear Power Plant; Indian Point Unit 3; Pilgrim Nuclear Power Station; and Indian Point, Units 1 and 2 (pending their license transfers)

**SUBJECT:** SUMMARY OF MARCH 19, 2001, MEETING REGARDING THE MERGER  
BETWEEN FPL GROUP, INC. AND ENTERGY CORPORATION

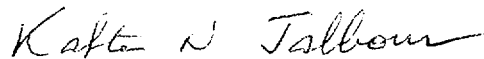
On March 19, 2001, the NRC staff met with representatives of FPL Group, Inc., the parent company of Florida Power and Light Company (FPL), and Entergy Corporation (Entergy) at NRC Headquarters in Rockville, Maryland. The objective of the meeting was to discuss their proposed merger. The meeting was open to the public as stated in the meeting notice dated March 8, 2001. Enclosure 1 is a list of attendees.

At the beginning of the meeting, the licensees distributed copies of a press release dated March 19, 2001, issued by FPL Group and Entergy, which stated that "certain issues have arisen in connection with their pending merger, including governance structure/value-related issues and integration of the two companies going forward. The parties will be meeting in the near future to address these issues. The parties will have no further comment on the status of the merger at the present time." The press release is included as Enclosure 2.

Subsequently, the licensees' representatives provided an overview of the proposed merger, which will result in the indirect transfer of control of the NRC licenses for the FPL and Entergy plants to a new holding company currently referred to as "WCB Holding Corporation," which will have as subsidiaries: FPL Group, Entergy Corporation, and WCB Operations, Inc., which is currently named Entergy Nuclear Operations, Inc. WCB Operations, Inc. will have operating responsibility for the FPL plants (St. Lucie, Units 1 and 2, and Turkey Point, Units 3 and 4) and will remain the licensed operator for the Entergy plants regulated by the state Public Utility Commission (PUC) in addition to the NRC (River Bend, Waterford Unit 3, Arkansas Nuclear One - Units 1 and 2, and Grand Gulf). The Entergy plants, that are not regulated by the state PUC, will be operated by Entergy subsidiaries: Entergy Nuclear Generation Company (Pilgrim), and Entergy Nuclear Operations, Inc. (FitzPatrick and Indian Point Unit 3; and Indian Point, Units 1 and 2, pending their license transfers). On March 1, 2001, the Entergy licensees submitted their application for approval of the indirect transfers of control of their licenses; and on March 2, 2001, FPL submitted two applications, one for approval of the indirect transfers of control of the licenses held by FPL and the second for approval of the direct transfers to WCB Operations, Inc. of operating authority under the licenses for St. Lucie, Units 1 and 2, and Turkey Point, Units 3 and 4, together with an application for conforming license amendments to reflect the direct transfers. The licensees have requested NRC approval by September 1, 2001, in order to support their target date for completing the merger by October 1, 2001. The licensees' handout is included as Enclosure 3.

The NRC staff stated the noticing of the proposed action on the Indian Point, Units 1 and 2, indirect license transfers would be held in abeyance until the staff acted on a pending application for approval of direct license transfers for these units from Consolidated Edison to Entergy Nuclear Indian Point 2, LLC, and Entergy Nuclear Operations, Inc.

However, the staff did not identify any major obstacle to meeting the requested date, but a detailed review of the submittals will not be completed for a few months. The staff noted that the above meeting was beneficial in gaining an understanding of the objectives of the proposed merger and the schedule for the required NRC licensing actions.



Kahtan N. Jabbour, Senior Project Manager, Section 2  
Project Directorate II  
Division of Licensing Project Management  
Office of Nuclear Reactor Regulation

Docket Nos. 50-335, 50-389, 50-250,  
50-251, 50-458, 50-382, 50-313,  
50-368, 50-416, 50-333, 50-286,  
50-293, 50-003, and 50-247

Enclosures: As stated

cc w/encls: See next page

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Enclosures: As stated

cc w/encls: See next page

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ACNW/ACRS

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B. Platchek, RI

L. Plisco, RII

K. Brockman, RIV

L. Wert, RII

**ATTENDANCE LIST**

**NUCLEAR REGULATORY COMMISSION STAFF MEETING WITH FPL GROUP, INC. AND  
ENTERGY CORPORATION**

**March 19, 2001**

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M. Gamberoni  
J. Clifford  
R. Gramm  
S. Hom  
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R. Wood  
M. Dusaniwskyj  
J. Bongarra  
D. Skay  
G. Dick  
B. Clayton  
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N. Kalyanam  
B. Moroney  
K. Jabbour

**FPL**

A. Stall  
M. Ross  
D. Lewis (Shaw Pittman)

**ENTERGY**

J. McGaha  
J. Blount  
M. Wetterhahn (Winston & Strawn)

**PUBLIC**

J. Weil (McGraw Hill)

ENCLOSURE 1



**Date:** March 19, 2001

**For Release:** Immediate

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**FPL AND ENTERGY ANNOUNCE ISSUES RELATED TO MERGER**

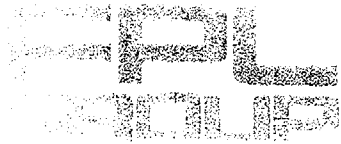
JUNO BEACH, Fla. and NEW ORLEANS, La. (Mar. 19, 2001) - FPL Group, Inc. (NYSE: FPL) and Entergy Corporation (NYSE: ETR) announced today that certain issues have arisen in connection with their pending merger, including governance structure/value-related issues and integration of the two companies going forward. The parties will be meeting in the near future to address these issues. The parties will have no further comment on the status of the merger at the present time.

**Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995**

*This press release contains forward looking statements within the meaning of the "safe harbor" provisions of the United States Private Securities Litigation Reform Act of 1995. Investors are cautioned that such forward-looking statements with respect to revenues, earnings, performance, strategies, prospects and other aspects of the businesses of FPL Group, Inc. and Entergy Corporation are based on current expectations that are subject to risk and uncertainties. A number of factors could cause actual results or outcomes to differ materially from those indicated by such forward looking statements. These factors include, but are not limited to, risks*

*and uncertainties relating to: changes in laws or regulations, changing governmental policies and regulatory actions with respect to allowed rates of return including but not limited to return on equity and equity ratio limits, industry and rate structure, operation of nuclear power facilities, acquisition, disposal, depreciation and amortization of assets and facilities, operation and construction of plant facilities, recovery of fuel and purchased power costs, decommissioning costs, present or prospective wholesale and retail competition (included but not limited to retail wheeling and transmission costs), political and economic risks, changes in and compliance with environmental and safety laws and policies, weather conditions (including natural disasters such as hurricanes), population growth rates and demographic patterns, competition for retail and wholesale customers, availability, pricing and transportation of fuel and other energy commodities, market demand for energy from plants or facilities; changes in tax rates or policies or in rates of inflation or in accounting standards, unanticipated delays or changes in costs for capital projects, unanticipated changes in operating expenses and capital expenditures, capital market conditions, competition for new energy development opportunities and legal and administrative proceedings (whether civil, such as environmental, or criminal) and settlements and other factors. Readers are referred to FPL Group, Inc.'s and Entergy Corporation's most recent reports filed with the Securities and Exchange Commission.*

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# NRC REVIEW OF FPL-ENTERGY MERGER

March 19, 2001



# FPL-ENTERGY MERGER

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- FPL
  - J.A. Stall - Vice President, Nuclear Engineering
- Entergy
  - J. R. McGaha - President, EOI





# PURPOSE OF MEETING

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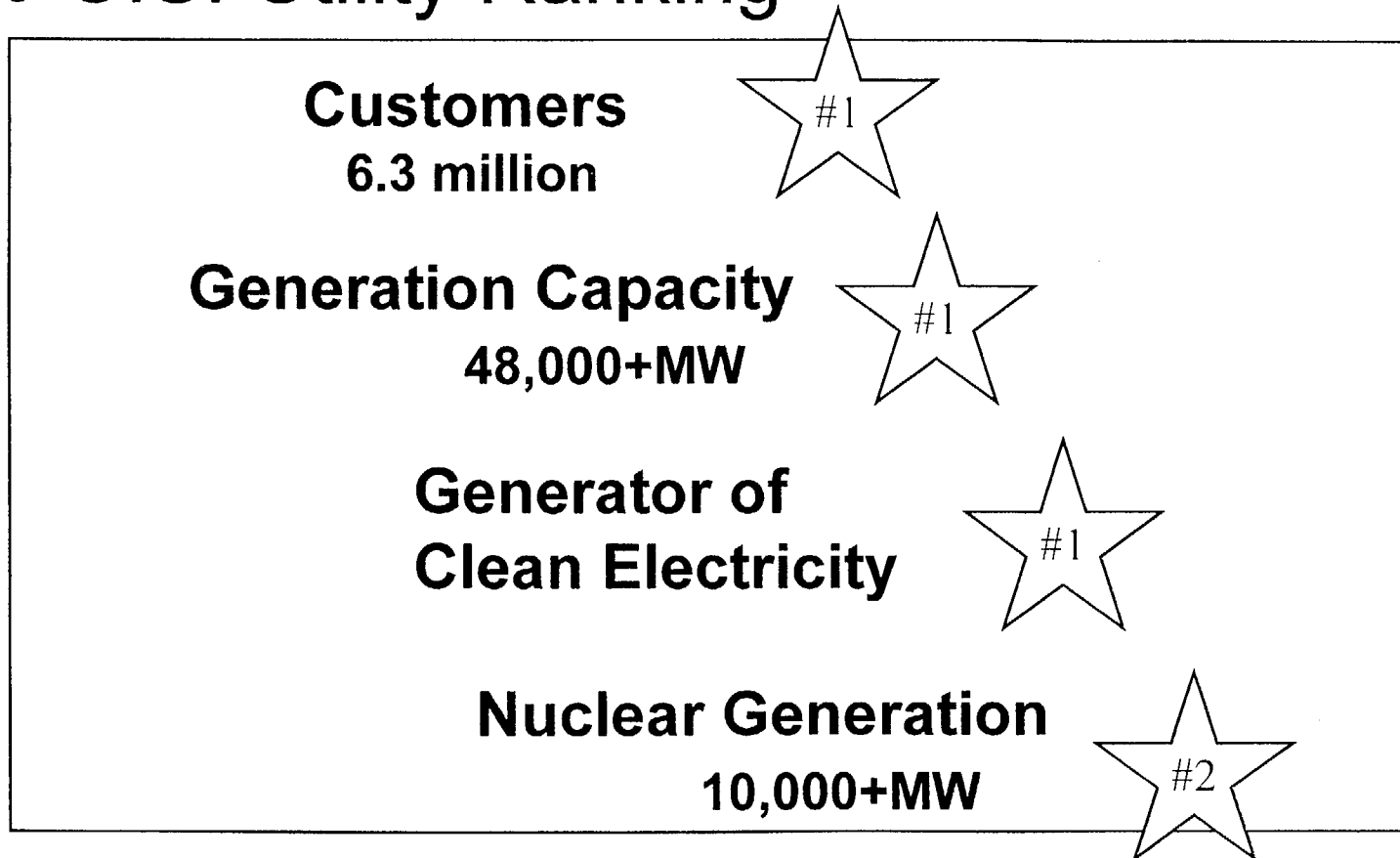
- Describe Proposed Merger Between FPL Group, Inc. and Entergy Corporation
- Describe Submittals to NRC
- Discuss Proposed Review Timeline
- Questions and Open Discussion

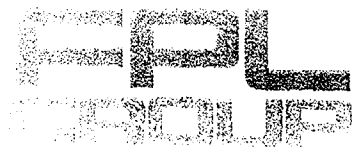


# CREATING AN INDUSTRY LEADER

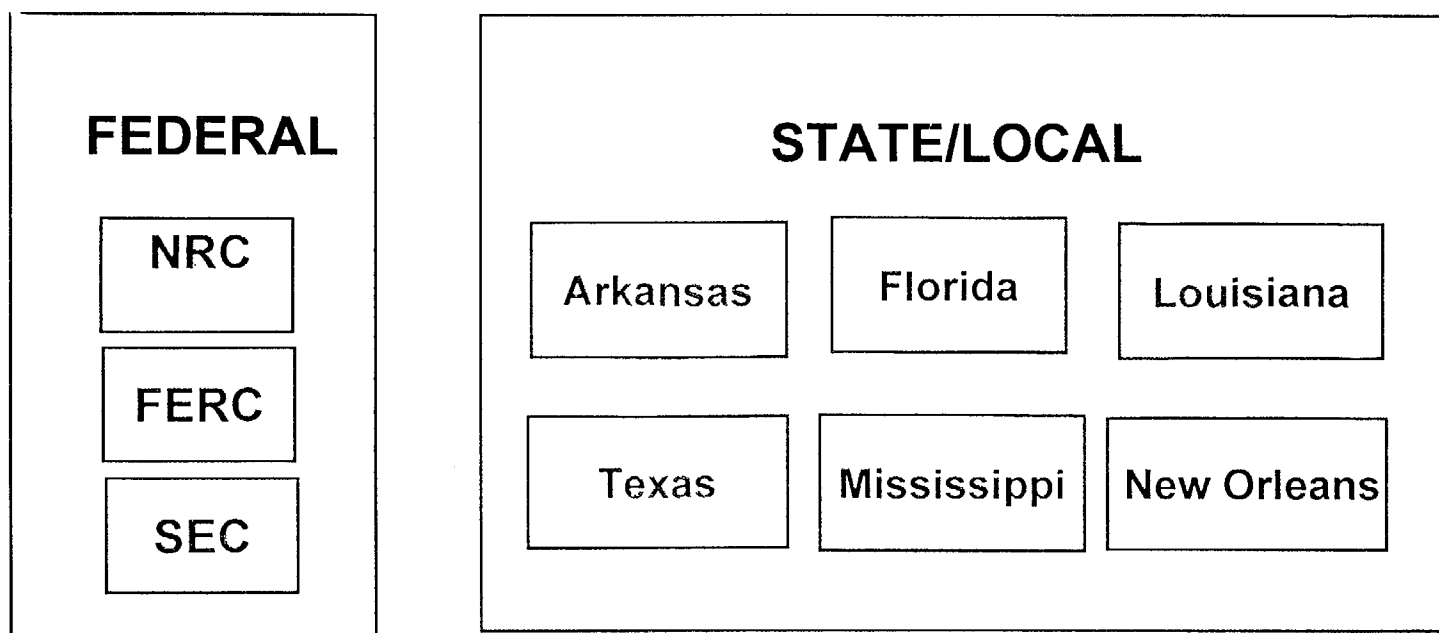


- U.S. Utility Ranking

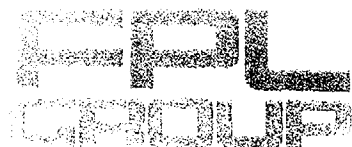




# REGULATORY ACTION PLAN



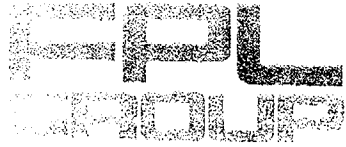
**Completion Target: 4th Quarter 2001**



# ENTERGY SUBMITTALS IN SUPPORT OF MERGER



- 
- Application for Indirect Transfers of Control
    - Merger of FPL Group, Inc. and Entergy Corporation results in an indirect transfer of control
    - All Entergy NRC licensees request consent to indirect transfer of control over licenses resulting from merger



# ENTERGY SUBMITTALS IN SUPPORT OF MERGER



- Application for Indirect Transfers of Control (cont.)
  - Entergy Operations, Inc. (EOI) will become a direct subsidiary of the new holding company created by the merger resulting in an indirect transfer of control and will be renamed
  - EOI and Entergy plants operated by EOI request NRC consent to indirect transfer of control resulting from elevation of EOI to a direct subsidiary of new holding company
    - River Bend Station
    - Waterford 3
    - Arkansas Nuclear One, Units 1 and 2
    - Grand Gulf Nuclear Station
  - Conforming license amendments also requested to reflect name change for EOI

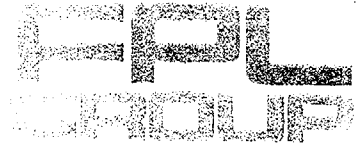


# ENTERGY SUBMITTALS IN SUPPORT OF MERGER

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- Application for Indirect Transfers of Control (cont.)
  - Entergy subsidiaries that own non-regulated plants or operate non-regulated plants unaffected by reorganization of EOI
    - FitzPatrick Nuclear Power Station
    - Indian Point Unit 3
    - Pilgrim Nuclear Power Station
  - Pending license transfers of Indian Point Units 1 and 2



# FPL SUBMITTALS IN SUPPORT OF MERGER



- 
- Application for Indirect Transfer of Control
    - Merger of FPL Group and Entergy Corporation results in an indirect transfer of control over Turkey Point 3 and 4 and St. Lucie 1 and 2



# FPL SUBMITTALS IN SUPPORT OF MERGER



- 
- Application for Direct Transfer of Operating Authority
    - Operational Authority for Turkey Point 3 and 4, St. Lucie 1 and 2 to be transferred to EOI
    - No change to ownership of FPL units
      - FPL retains 100% ownership of Turkey Point 3 and 4 and St. Lucie Unit 1
      - FPL retains ownership of 85% of St. Lucie Unit 2
      - Minority participants in St. Lucie Unit 2 (Florida Municipal Power Agency and Orlando Utilities Commission) retain their ownership in that unit





# FPL SUBMITTALS IN SUPPORT OF MERGER



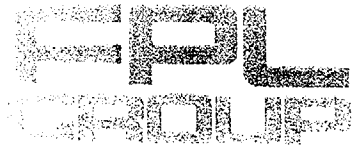
- 
- Application for Direct Transfer of Operating Authority (cont.)
    - No changes to technical qualifications
    - Financial qualifications not affected
    - Decommissioning funding will not be affected
    - No licensing impacts (offsite power reliability, emergency preparedness, security, exclusion area control, QA, operator training)
    - Application includes proposed conforming license changes to reflect name of new entity



# PROPOSED REVIEW TIMELINE



- 
- Applications submitted by FPL and Entergy on March 2, 2001
  - NRC approvals requested by September 1, 2001
    - Immediately effective order
    - Effective through October 1, 2002

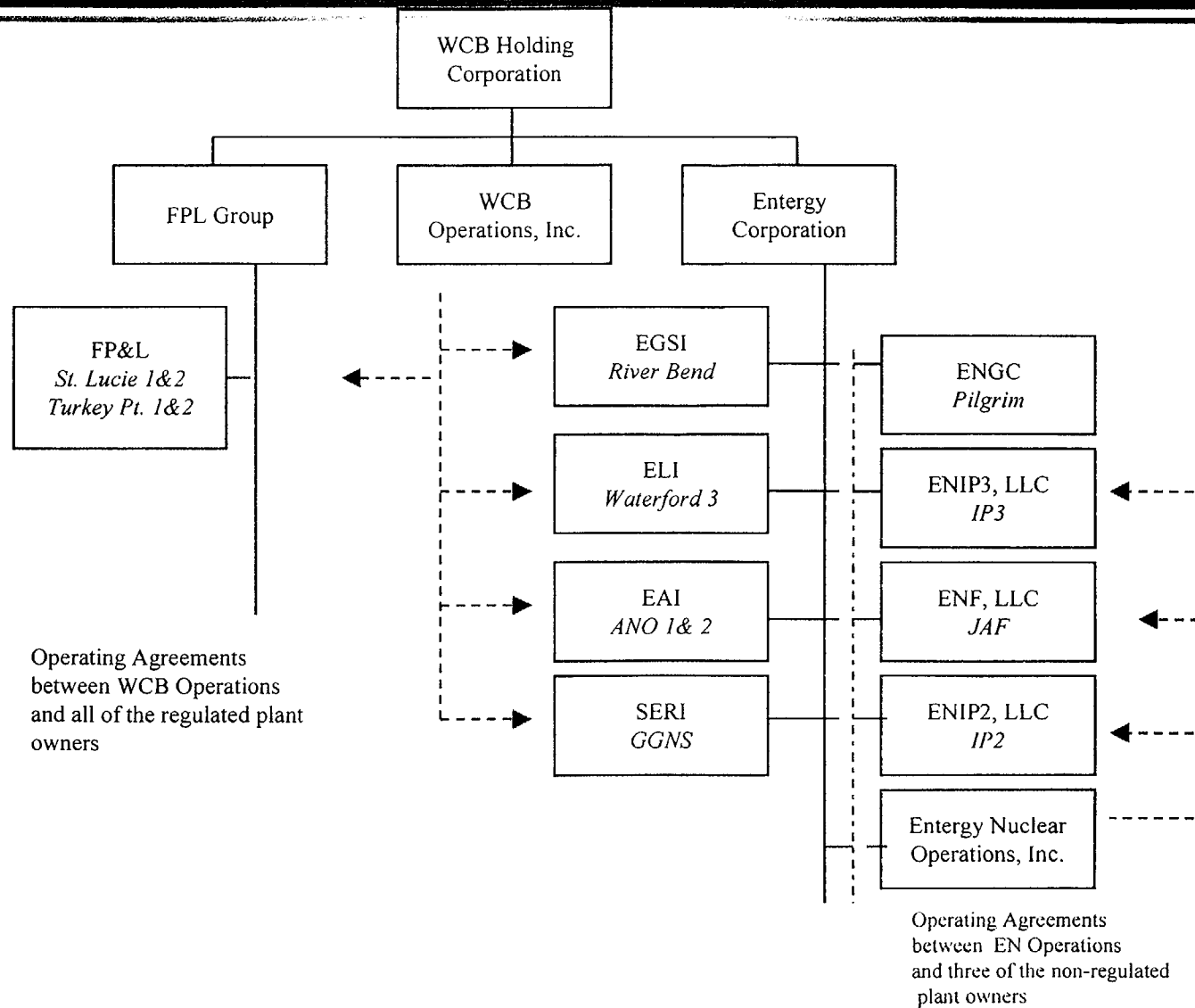
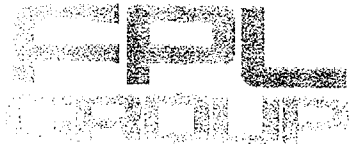


# CONCLUSIONS

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- FPL-Entergy merger will create the largest U.S. utility and the second largest generator of nuclear energy
- Completion of NRC reviews requested by September 1, 2001



Florida Power and Light Company

**ST. LUCIE PLANT  
TURKEY POINT PLANT**

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Waterford Generating Station 3

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