



Entergy Nuclear Operations, Inc.
Pilgrim Nuclear Power Station
600 Rocky Hill Road
Plymouth, MA 02360

November 15, 2005

Michael A. Balduzzi
Site Vice President

U. S. Nuclear Regulatory Commission
ATTN: Document Control Desk
11555 Rockville Pike
Rockville, MD 20852-2738

SUBJECT: Entergy Nuclear Operations, Inc.
Pilgrim Nuclear Power Station
Docket No.: 50-293
License No.: DPR-35

Change to Massachusetts Corporation

LETTER NUMBER: 2.05.081

Dear Sir or Madam:

The purpose of this letter is to inform you that Entergy Nuclear Generation Company, a Delaware corporation, intends to become a Massachusetts corporation on December 15, 2005. Entergy Nuclear Generation Company (ENGCO) is the licensed owner of Pilgrim Nuclear Power Station (Pilgrim) in Plymouth, Massachusetts. Pilgrim is operated by Entergy Nuclear Operations, Inc. (ENO). Both ENGCO and ENO are authorized to conduct business in Massachusetts.

The change from a Delaware corporation to a Massachusetts corporation will be accomplished by filing a certificate of conversion with the Secretary of State of Delaware, as provided by §266, Title 8, Chapter 1 of the Delaware Code, and by filing Articles of Domestication with the Secretary of the Commonwealth of Massachusetts, as provided by §9.22, Chapter 156D of the General Laws of Massachusetts. Upon domestication as a Massachusetts corporation, ENGCO will cease to be a Delaware corporation and will become a Massachusetts corporation. The name of the corporation will remain Entergy Nuclear Generation Company.

The change of ENGCO's state of incorporation will have no effect on the current property, obligations, and liabilities of ENGCO. As provided in § 9.24, Chapter 156D of the General Laws of Massachusetts (Attachment 1):

"(a) when a domestication of a foreign business corporation and the commonwealth becomes effective:

(1) the title to all real and personal property, both tangible and intangible, of the corporation remains in the corporation without reversion or impairment;

(2) the liabilities of the corporation remain the liabilities of the corporation. . . ."

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Section 9.24 further provides that when a foreign corporation becomes a Massachusetts corporation, the corporation is considered to "be the same corporation without interruption as the corporation that existed under the laws of the foreign jurisdiction. . . ." (emphasis added). The corporation is also considered to "have been incorporated on the date it was originally incorporated in the foreign jurisdiction." Id.

The change of ENG C's state of incorporation from Delaware to Massachusetts will not cause a direct or indirect transfer of control of the NRC license for Pilgrim.

- There will be no transfer of property, title to property, or assets as a result of the change.
- The Officers and Directors of ENG C will remain the same.
- ENG C's parent and affiliated companies will remain the same, and there will be no change in ENG C's relationships to its parent or affiliated companies.
- The stockholders of ENG C will not change, and they will retain the same ownership interests they currently have.
- There will be no assignment of existing contracts, or other legal obligations, as a result of the change.
- ENG C's bank accounts and banking relationships will not change.

All obligations and liabilities coincident with ENG C's ownership of Pilgrim will be unaffected by the change in ENG C's state of incorporation. There will be no change to ENG C other than its state of incorporation.

Pilgrim will continue to be operated by ENO, and there will be no changes to the relationship between ENG C and ENO. The Officers and Directors of ENO will remain the same and there will be no change of personnel or management at Pilgrim as a result of ENG C becoming a Massachusetts corporation.

The Decommissioning Trust for Pilgrim will be unaffected by the change and the balance in the Trust after ENG C becomes a Massachusetts corporation will be the same as when ENG C was a Delaware corporation.

Because there will be no transfer of any indicia of ownership of the NRC license for Pilgrim as a result of ENG C becoming a Massachusetts corporation, we do not intend to file an Application for transfer of license pursuant to 10 C.F.R. 50.80. If the Commission disagrees with this position, we would appreciate being notified of your position prior to December 10, 2005.

There are no new commitments contained in this letter.

If you need further information regarding ENGCO's change from a Delaware corporation to a Massachusetts corporation, please contact Mr. Bryan Ford at (508) 830-8403.

Sincerely,



Michael A. Balduzzi
Site Vice President

MJG/dm

Attachment: 1. General Laws of Massachusetts, Chapter 156D, § 9.24

cc: Mr. Samuel J. Collins
Region I Administrator
U.S. Nuclear Regulatory Commission
475 Allendale Road
King of Prussia, PA 19406

Senior Resident Inspector
Pilgrim Nuclear Power Station

ATTACHMENT 1 TO LTR. 2.05.081

General Laws of Massachusetts

**Chapter 156D, § 9.24
(2 pages)**

GENERAL LAWS OF MASSACHUSETTS

PART I. ADMINISTRATION OF THE GOVERNMENT

TITLE XXII. CORPORATIONS

CHAPTER 156D. BUSINESS CORPORATIONS

PART 9

SUBDIVISION A.

DOMESTICATION

Chapter 156D: Section 9.24 Effect of domestication

[Text of section added by 2003, 127, Sec. 17 effective July 1, 2004. See 2003, 127, Sec. 24.]

Section 9.24. EFFECT OF DOMESTICATION

(a) When a domestication of a foreign business corporation in the commonwealth becomes effective:

(1) the title to all real and personal property, both tangible and intangible, of the corporation remains in the corporation without reversion or impairment;

(2) the liabilities of the corporation remain the liabilities of the corporation;

(3) an action or proceeding pending against the corporation continues against the corporation as if the domestication had not occurred;

(4) the articles of domestication, or the articles of organization attached to the articles of domestication, constitute the articles of organization of the corporation;

(5) the shares of the corporation are reclassified into other shares, other securities, obligations, rights to acquire shares or other securities of the corporation or into cash or other property in accordance with the terms of the domestication as approved under the laws of the foreign jurisdiction, and the shareholders are entitled only to the rights provided by those terms and under those laws; and

(6) the corporation is considered to:

(i) be incorporated under the laws of the commonwealth for all purposes;

(ii) be the same corporation without interruption as the corporation that existed under the laws of the foreign jurisdiction; and

(iii) have been incorporated on the date it was originally incorporated in the foreign jurisdiction.

(b) When a domestication of a domestic business corporation in a foreign jurisdiction becomes

effective, the foreign business corporation is considered to:

(1) appoint the secretary of state as its agent for service of process in a proceeding to enforce the rights of shareholders who exercise appraisal rights in connection with the domestication; and

(2) agree that it will promptly pay the amount, if any, to which such shareholders are entitled under PART 13.

(c) The owner liability of a shareholder in a foreign corporation that is domesticated in the commonwealth shall be as follows:

(1) The domestication shall not discharge any owner liability under the laws of the foreign jurisdiction to the extent the owner liability arose before the effective time of the articles of domestication.

(2) The shareholder shall not have owner liability under the laws of the foreign jurisdiction for any debt, obligation or liability of the corporation that arises after the effective time of the articles of domestication.

(3) The laws of the foreign jurisdiction shall continue to apply to the collection or discharge of any owner liability preserved by clause (1), as if the domestication had not occurred and the corporation were still incorporated under the laws of the foreign jurisdiction.

(4) The shareholder shall have whatever rights of contribution from other shareholders are provided by the laws of the foreign jurisdiction with respect to any owner liability preserved by clause (1), as if the domestication had not occurred and the corporation were still incorporated under the laws of that jurisdiction.

(d) A shareholder who becomes subject to owner liability for some or all of the debts, obligations or liabilities of the corporation as a result of its domestication in the commonwealth shall be personally liable only for those debts, obligations or liabilities of the corporation that arise after the effective time of the articles of domestication.

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