

South Texas Project Electric Generating Station P.O. Box 289 Wadsworth, Texas 77483

Attachment 2A is Considered Exempt from Public Disclosure in Accordance with 10 CFR 2.390.

July 23, 2007
NOC-AE-07002190
File No.: D43.02
10 CFR 50.80
10 CFR 2.390

U. S. Nuclear Regulatory Commission
Attention: James E. Dyer
Director, Office of Nuclear Reactor Regulation
One White Flint North
11555 Rockville Pike
Rockville, MD 20852-2738

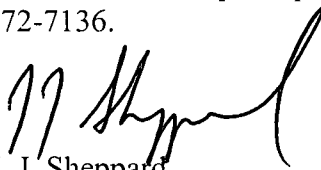
South Texas Project
Units 1 and 2
Docket Nos. STN 50-498, STN 50-499
Supplement to Application for Order Approving Indirect Transfer of Control of Licenses

On May 3, 2007, STP Nuclear Operating Company (STPNOC), acting on behalf of NRG South Texas LP (NRG South Texas) and its corporate parent NRG Energy, Inc. (NRG Energy), submitted an Application (ML071130024) seeking consent of the Nuclear Regulatory Commission (NRC) to the indirect transfer of control of NRG South Texas's licenses to own a 44% interest in the South Texas Project, Units 1 and 2 (STP). In support of that Application, STPNOC submits the enclosed supplemental information provided in Attachment 2A (revised), which includes financial projections for the six-year period from 2007-2012, as requested by the NRC.

Attachment 2A (revised) contains confidential commercial or financial information. NRG Energy requests that Attachment 2A (revised) be withheld from public disclosure pursuant to 10 CFR 2.390, as described in the Affidavit of Thad Hill, provided in Attachment 1 to this letter. A non-proprietary version of Attachment 2A suitable for public disclosure is provided as Attachment 2 to the Application.

There are no commitments in this letter.

If NRC requires additional information concerning this license transfer request, please contact Mr. Scott Head, STPNOC Licensing Manager, at (361) 972-7136.


J. J. Sheppard
President & Chief Executive Officer

PLW

Attachment 2A is Considered Exempt from Public Disclosure in Accordance with 10 CFR 2.390.

STI: 32186297

AD001

Enclosures:

Affirmation of Thad Hill
Attachment 1 – 10 CFR 2.390 Affidavit of Thad Hill
Attachment 2 (revised) – Non-Proprietary Version
Attachment 2A (revised) – Proprietary Version

cc: w/o proprietary Attachment 2A (revised)
except *

Regional Administrator, Region IV
U.S. Nuclear Regulatory Commission
611 Ryan Plaza Drive, Suite 400
Arlington, TX 76011-8064

Senior Resident Inspector
U.S. Nuclear Regulatory Commission
P.O. Box 289, Mail Code: MN116
Wadsworth, TX 77483

* U. S. Nuclear Regulatory Commission
Attention: Document Control Desk
One White Flint North
11555 Rockville Pike
Rockville, MD 20852

* U. S. Nuclear Regulatory Commission
Attention: Susan Uttal
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Director
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Bureau of Radiation Control
Texas Department of State Health Services
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Service Employees International Union
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Environmental and Natural Resources
Policy Director
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J. J. Nesrsta/R. K. Temple
E. Alarcon/Kevin Pollo
City Public Service Board
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San Antonio, TX 78296

C. M. Canady
City of Austin
Electric Utility Department
721 Barton Springs Road
Austin, TX 78704J.

Mohan C. Thadani
Senior Project Manager
U.S. Nuclear Regulatory Commission
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Steve Winn/Christie Jacobs
Eddy Daniels/Marty Ryan
NRG Energy, Inc.
211 Carnegie Center
Princeton, NJ 08540

Brian Almon
Public Utility Commission
William B. Travis Building
P.O. Box 13326
1701 North Congress Avenue
Austin, TX 78701-3326

Judge, Matagorda County
Matagorda County Courthouse
1700 Seventh Street
Bay City, TX 77414

Susan M. Jablonski
Office of Permitting, Remediation and Registration
Texas Commission on Environmental Quality
MC-122
P.O. Box 13087
Austin, TX 78711-3087

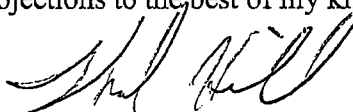
Mr. Terry Parks, Chief Inspector
Texas Department of Licensing and Regulation
Boiler Division
P.O. Box 12157
Austin, TX 78711

UNITED STATES OF AMERICA
NUCLEAR REGULATORY COMMISSION

In the Matter of)	
)	
STP Nuclear Operating Company)	Docket Nos. 50-498
)	50-499
South Texas Project Units 1 and 2)	

AFFIRMATION

I, Thad Hill, being duly sworn, hereby depose and state that I am Manager and President of Texas Genco GP, LLC; the General Partner of NRG South Texas LP, and I am Executive Vice President and Regional President, NRG Texas of NRG Energy, Inc., that I am familiar with the content of the Attachment 2A (revised) being ~~in~~^{is} submitted in support of an application for order approving indirect transfer of control of licenses; and that the projections provided in Attachment 2A (revised) are true and correct projections to the best of my knowledge and belief.

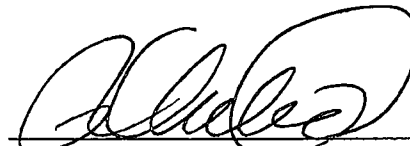


Thad Hill
Manager and President

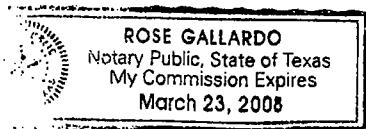
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STATE OF TEXAS)
COUNTY OF Harris)

Subscribed and sworn to me, a Notary Public, in and for the State of Texas, this 20 day of July, 2007.



Notary Public in and for the State of Texas



ATTACHMENT 1

10 CFR 2.390 Affidavit of Thad Hill

UNITED STATES OF AMERICA
NUCLEAR REGULATORY COMMISSION

In the Matter of)	
)	
STP Nuclear Operating Company)	Docket Nos. 50-498
)	50-499
South Texas Project Units 1 and 2)	

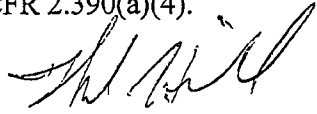
AFFIDAVIT

I, Thad Hill, Manager and President of Texas Genco GP, LLC; the General Partner of NRG South Texas LP, and Executive Vice President and Regional President, NRG Texas of NRG Energy, Inc. do hereby affirm and state:

1. I am authorized to execute this affidavit on behalf of NRG South Texas LP and NRG Energy, Inc.
2. NRG South Texas LP is providing information in support of its Application for Order Approving Indirect Transfer of Control of Licenses. The information being provided in Attachment 2A (revised) contains financial projections related to its ownership of the South Texas Project Electric Generating Station. Attachment 2A (revised) constitutes proprietary commercial and financial information that should be held in confidence by the NRC pursuant to the policy reflected in 10 CFR 2.390(a)(4), because:
 - i. This information is and has been held in confidence by NRG South Texas LP and its affiliates
 - ii. This information is of a type that is customarily held in confidence by NRG South Texas LP and its affiliates, and there is a rational basis for doing so because the information contains sensitive financial information concerning projected revenues and operating expenses of NRG South Texas LP.
 - iii. This information is being transmitted to the NRC voluntarily and in confidence.
 - iv. This information is not available in public sources and could not be gathered readily from other publicly available information.

- v. Public disclosure of this information would create substantial harm to the competitive position of NRG South Texas LP and its affiliates by disclosing its internal financial projections.

3. Accordingly, NRG South Texas LP requests that the designated documents be withheld from public disclosure pursuant to 10 CFR 2.390(a)(4).



Thad Hill
Manager and President


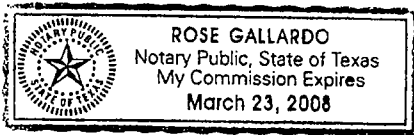
STATE OF TEXAS

COUNTY OF

Harris

)
)
)

Subscribed and sworn to me, a Notary Public, in and for the State of Texas, this 20 day of July, 2007.



Notary Public in and for the
State of Texas

ATTACHMENT 2 (revised)

**Projected Income Statement of
NRG South Texas LP
(Non-Proprietary Version)**

Projected Income Statement of NRG South Texas LP

(\$'s in 1000s)

	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>
Assumed STP Capacity (MWe)						
Assumed STP Capacity Factor						
Total MWhs Available (1000s)						
Weighted Average Price						
Revenue (\$)						
Nuclear Fuel (\$)						
Gross Margin (\$)						
Operation & Maintenance (\$)						
General and Administrative (\$)						
Taxes Other than Income (\$)						
Nuclear Fuel Amortization						
Add-back (\$)						
EBITDA (\$)						
Depreciation & Amortization (\$)						
EBIT (\$)						
Interest Expense (\$)						
EBT (\$)						
Tax Expense (33%) (\$)						
Net Income (\$)						