



Entergy Operations, Inc.
Entergy Nuclear Operations, Inc.
1340 Echelon Parkway
Jackson, MS 39213-1995
601-368-5692

Michael R. Kansler
President, Chief Executive Officer
& Chief Nuclear Officer

10 CFR 50.80

ENOC-08-00012

March 17, 2008

U.S. Nuclear Regulatory Commission
Attn: Document Control Desk
One White Flint North
11555 Rockville Pike
Rockville, MD 20852-2738
(301) 415-7000

Subject: Entergy Nuclear Operations, Inc.
Pilgrim Nuclear Power Station
Docket No. 50-293
Indian Point Nuclear Generating Unit Nos. 1, 2 & 3
Docket Nos. 50-003, 50-247, 50-286 & 72-51
James A. FitzPatrick Nuclear Power Plant
Docket Nos. 50-333 & 72-12
Vermont Yankee Nuclear Power Station
Docket Nos. 50-271 & 72-59
Palisades Nuclear Plant
Docket No. 50-255 & 72-7
Big Rock Point
Docket Nos. 50-155 & 72-43

Supplemental Information #4 in Support of Application for Order Approving
Indirect Transfer of Control of Licenses

By letter dated July 30, 2007, and as supplemented on October 31, 2007, December 5, 2007, and January 24, 2008, Entergy Nuclear Operations, Inc., also to be known as ENOI, LLC (either company herein, ENO), acting on behalf of itself and Entergy Nuclear Generation Company, Entergy Nuclear FitzPatrick, LLC, Entergy Nuclear Vermont Yankee, LLC, Entergy Nuclear Indian Point 2, LLC, Entergy Nuclear Indian Point 3, LLC, and Entergy Nuclear Palisades, LLC, (together, Applicants), requested that the Nuclear Regulatory Commission (NRC) consent to the indirect transfer of control of the above-captioned licenses pursuant to Section 184 of the Atomic Energy Act, as amended (the Act), and 10 CFR 50.80.

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The indirect transfer of control results from certain planned restructuring transactions that would involve the creation of a new holding company, new intermediary holding companies and/or changes in the intermediary holding companies for the ownership structure for the corporate entities that hold the NRC licenses for Pilgrim, Indian Point 1, 2, and 3, FitzPatrick, Vermont Yankee, Palisades and Big Rock Point (together, the Facilities), including both the six corporate entities (named among the Applicants above) licensed for their ownership of the Facilities and ENO, which is the entity licensed to operate or maintain the Facilities.

This letter provides additional information regarding the proposed transfer including updated corporate information, information regarding the Independent Spent Fuel Storage Installations (ISFSIs) captioned above, and the dispute resolution mechanisms in the Joint Venture arrangements that will govern the owner of ENO, the licensed operator of the Facilities.

Updated Corporate Information. Simplified organization charts reflecting the updated current and planned post-reorganization ownership structure are included as Figures 1 and 4. Figure 1 has been revised to reflect the elimination of Entergy Nuclear Investment Company, LLC in the ownership of Entergy Indian Point 2, LLC. This former direct parent company was merged into Entergy Nuclear Holding Company #3, LLC, which as the surviving entity, remains in indirect control of the affected NRC licenses. Because the existing entities in the corporate chain remain in indirect control of Entergy Indian Point 2, LLC, this merger did not require NRC's prior written consent pursuant to 10 CFR 50.80. In addition, Figure 4 has been revised to reflect the corrected planned name for "ETR ENOI Holdings, Inc." Entergy has determined that this entity will be a Delaware corporation, rather than a Delaware limited liability company. Updated General Corporate Information regarding this entity is provided as Attachment 1. In addition, a revised table is provided as Attachment 1 with general corporate information regarding ENOI Holdings, LLC to reflect potential changes in plans with respect to the proposed Managers of this parent company of ENO.

ISFSIs. ENO's prior submittals did not list the docket numbers assigned for the Indian Point ISFSI, which began operation in January 2008, and the Vermont Yankee ISFSI, which is expected to begin operation in 2008. However, these facilities, as well as the ISFSIs for Big Rock, FitzPatrick and Palisades, will continue to be owned by the affected NRC licensees, and therefore, the proposed indirect transfer of control of each of the licenses for the Facilities, also includes the ISFSIs in the same way that the proposed transfer affects any other assets related to each 10 CFR Part 50 license. The ISFSIs are licensed pursuant to general licenses under 10 CFR Part 72. All projected costs associated with the affected ISFSIs have been included in the financial projections submitted on December 5, 2008. The projections for each licensed entity include the respective costs or share of costs for the associated ISFSI or ISFSIs. In this regard, Entergy Nuclear Indian Point 2, LLC is the licensee for Indian Point 1 and Indian Point 2, and Entergy Nuclear Palisades is the licensee for Palisades and Big Rock Point. As such, the financial projections for each of these corporate entities include the costs associated with each entity's licenses.

Dispute Resolution. As indicated in ENO's December 5, 2007 submittal, ENO will be wholly owned and member managed by ENOI Holdings, LLC, which in turn will be owned 50:50 by wholly owned subsidiaries of Entergy Corporation and NewCo (each subsidiary a "Member").

Since the two Members will have equal rights with respect to the governance of ENOI Holdings, LLC, there is a possibility of a “deadlock” with respect to some decision-making that could affect ENO. Obviously, many decisions will be delegated to management, and many ENO actions will continue to be dictated by the terms of the operating agreements with the owners of the Facilities, as they are currently. However, there are certain high level matters that would be decided by ENOI Holdings, LLC, and certain of these matters, such as securities issuances or variation of securities rights, major tax matters, mergers, acquisitions, etc., are reserved to the Members for decision. These decisions require unanimity, and the failure to agree on such matters means the “*status quo pro ante*” will prevail. For example, if the Members cannot agree on whether to approve a merger of ENO Holdings, LLC with another company, no merger will occur.

For significant matters that are not reserved to the Members, the failure to agree can trigger dispute resolution provisions. Significant matters that would be subject to dispute resolution would include matters such as approval of the business plan or annual budget, variation or termination of material contracts, significant expenditures, incurring significant indebtedness, commencement of litigation, major regulatory filings, distributions, redemptions, selection of accountants and auditors, etc. To resolve disagreements regarding such matters, the LLC Agreement for ENOI Holdings, LLC will include provisions in substantially the same form and effect as the following provisions:

7.09 Deadlock Matters.

(a) Declaration. *If the Board fails to approve a Significant Board Matter at any two (2) consecutive Board meetings at which a quorum is present (“Deadlock Matter”), the Member whose Nominee Managers voted in favor of the Deadlock Matter shall describe in writing, in reasonable detail, the Deadlock Matter (“Deadlock Notice”) within five (5) days after the second meeting and deliver the Deadlock Notice to the Board.*

(b) CEOs. *The Board shall deliver any Deadlock Notice received pursuant to Section 7.09(a) to the chief executive officer of the Parent of each Member, or the Member if it has no Parent, and the chief executive officers shall have thirty (30) days to meet and seek to resolve the Deadlock Matter.*

(c) Mediation. *If the Deadlock Matter is not resolved by the chief executive officers of each Member within thirty (30) days of the Deadlock Matter being referred to them by the Board, the Deadlock Matter shall be referred to mediation by the Board. Unless the Members have agreed on a mediator within five (5) days of the end of the period in which the chief executive officers were to resolve the Deadlock Matter, the mediator will be appointed in accordance with the Arbitration Rules and Mediation Procedures of the American Arbitration Association (“AAA”). The mediation will be carried out in accordance with the Arbitration Rules and Mediation Procedures of the American Arbitration Association, unless the Members agree otherwise in writing.*

(d) Arbitration. *If the Deadlock Matter is not resolved by mediation within sixty (60) days of the Deadlock Matter being referred to a mediator (“Mediation”*

Period"), the Deadlock Matter will be referred to binding arbitration in accordance with the Commercial Arbitration Rules of the AAA ("Rules"), as modified by the following procedure:

- (i) the Members shall mutually agree upon an arbitrator within fourteen (14) days of the date on which the Mediation Period expires without the Deadlock Matter being resolved and, in the absence of such agreement, such arbitrator shall be appointed by the AAA in accordance with the listing, striking and ranking procedure in the Rules;*
- (ii) the place of arbitration shall be Jackson, Mississippi, or such other location as mutually agreed by the Members in writing;*
- (iii) the arbitrator shall be empowered to resolve the Deadlock Matter by selecting either of the positions set forth by the Members, provided that the arbitrator is not empowered to amend the provisions of Articles IV [Capital] or VII [Management] of this Agreement or otherwise amend this Agreement where such amendment would, in any way whatsoever, change or be likely to change the effect of the provisions set forth in Article VII of this Agreement, any other fundamental governance provisions of this Agreement specified by the Members in writing, or require a Member to make a Capital Contribution to which it has not given its prior consent;*
- (iv) any arbitration proceedings or decision rendered hereunder and the validity, effect and interpretation of this Section 7.09(d) shall be governed by the Federal Arbitration Act, 9 U.S.C. § 1 et seq.; and*
- (v) the decision of the arbitrator shall be final and binding on the parties and shall be the sole and exclusive remedy between the parties regarding the Deadlock Matter presented to the arbitrator.*

Consequently, the foregoing provisions are designed to ensure that a resolution is reached on any significant matter with respect to which the Members cannot agree.

Notwithstanding any disagreement among the Members of ENOI Holdings, LLC, the terms of the governance provisions for ENOI Holdings, LLC and/or contractual arrangements of ENO will provide that the Chief Nuclear Officer of ENO shall have the authority at all times to take any actions necessary to carry out ENO's responsibilities as the operator under the NRC Operating Licenses, including any actions and/or expenditure of funds necessary to protect the public health and safety, to maintain safe operating or shutdown conditions at each plant, and to comply with NRC orders and requirements.

If NRC requires additional information concerning this license transfer request, please contact John McCann, Director, Nuclear Safety and Licensing, at (914) 272-3370 or jmccan1@entergy.com. Service on ENO of comments, hearing requests or intervention petitions, or other pleadings, if applicable, should be made to counsel for ENO, Mr. John E. Matthews at Morgan, Lewis & Bockius, LLP, 1111 Pennsylvania Avenue, NW, Washington, DC 20004 (tel: 202-739-5524; fax: 202-739-3001; e-mail: jmatthews@morganlewis.com).

I declare under penalty of perjury that the foregoing is true and correct. Executed on this 17th day of March, 2008.

A handwritten signature in black ink, appearing to read "Michael R. Kangler", written over a horizontal line.

Michael R. Kangler
President & Chief Executive Officer

Enclosures: Regulatory Commitments
Figures 1 & 4
Attachment 1

Regulatory Commitments

This table identifies actions discussed in this letter for which Entergy commits to perform. Any other actions discussed in this submittal are described for the NRC's information and are not commitments.

COMMITMENT	TYPE (Check one)		SCHEDULED COMPLETION DATE (If Required)
	ONE-TIME ACTION	CONTINUING COMPLIANCE	
1. NewCo will execute a Joint Venture Agreement for ENOI Holdings, LLC that will include a "Deadlock Matters" provision substantially in the form set forth in this letter above.	x		No later than the date on which the indirect license transfers are implemented.

c:

Regional Administrator, Region I U.S. Nuclear Regulatory Commission 475 Allendale Road King of Prussia, PA 19406-1415	Mr. David O'Brien, Commissioner VT Department of Public Service 112 State Street – Drawer 20 Montpelier, VT 15620-2601
Regional Administrator, Region III U.S. Nuclear Regulatory Commission 2443 Warrenville Road, Suite 210 Lisle, IL 60532-4352	Mr. Paul D. Tonko, President New York State Energy, Research, and Development Authority 17 Columbia Circle Albany, NY 12203-6399
U.S. Nuclear Regulatory Commission Attention: Document Control Desk Mail Stop O-H3-8 One White Flint North 11555 Rockville Pike Rockville, MD 20852	Mr. Paul Eddy Public Service Commission New York State Department of Public Service 3 Empire State Plaza Albany, NY 12223
Steven R. Hom U.S. Nuclear Regulatory Commission One White Flint North 11555 Rockville Pike Rockville, MD 20852 Mail Stop OWFN/12-D3	Mr. Charles Donaldson, Esq. Assistant Attorney General New York Department of Law 120 Broadway New York, NY 10271
Mr. James J. Shea, Project Manager Division of Licensing Project Management Office of Nuclear Reactor Regulation Mail Stop 08 BI Washington, DC 20555	Mayor, Village of Buchanan 236 Tate Avenue Buchanan, NY 10511
Mr. John Boska, Sr. Project Manager DORL, Plant Licensing Branch I-I U.S. Nuclear Regulatory Commission Mail Stop O-8-C2 Washington, DC 20555	Michigan Department of Attorney General Special Litigation Division 525 West Ottawa Street Sixth Floor, G. Mennen Williams Building Lansing, MI 48913
Mahesh L. Chawla, Project Manager Project Directorate III Division of Licensing Project Management Office of Nuclear Reactor Regulation Mail Stop 8H 4A Washington, DC 20555	Mr. Raymond L. Albanese Four County Coordinator 200 Bradhurst Avenue Unit 4 Westchester County Hawthorne, NY 10532

<p>USNRC Resident Inspector Entergy Nuclear Vermont Yankee P.O. Box 157 Vernon, VT 05354</p>	<p>Mr. Robert Walker, Director Massachusetts Department of Public Health Schrafft Center Suite 1 M2A Radiation Control Program 529 Main Street Charlestown, MA 02129</p>
<p>Resident Inspector's Office U.S. Nuclear Regulatory Commission James A. FitzPatrick Nuclear Power Plant P.O. Box 136 Lycoming, NY 13093</p>	<p>Ms. Cristine McCombs, Director Mass. Emergency Management Agency 400 Worcester Road Framingham, MA 01702</p>
<p>U.S. Nuclear Regulatory Commission Resident Inspector's Office Palisades Plant 27782 Blue Star Memorial Highway Covert, MI 49043</p>	<p>Supervisor Covert Township P.O. Box 35 Covert, MI 49043</p>
<p>Resident Inspector's Office Indian Point 1, 2 & 3 U.S. Nuclear Regulatory Commission P.O. Box 59 Buchanan, NY 10511</p>	<p>Office of the Governor P.O. Box 30013 Lansing, MI 48909</p>
<p>Senior Resident Inspector Pilgrim Nuclear Power Station Rocky Hill Road Plymouth, MA 02360</p>	<p>Ms. Mary Jo Kunkle Executive Secretary Michigan Public Service Commission 6545 Mercantile Way P. O. Box 30221 Lansing, MI 48909</p>
<p>Michigan Department of Environmental Quality Waste and Hazardous Materials Division Hazardous Waste and Radiological Protection Section Nuclear Facilities Unit Constitution Hall, Lower-Level North 525 West Allegan Street, P.O. Box 30241 Lansing, MI 48909-7741</p>	<p>Mr. Theodore B. Smith, Project Manager U. S. Nuclear Regulatory Commission Mail Stop T8F5 Two White Flint North 11545 Rockville Pike Rockville, MD 20852</p>

ATTACHMENT 1
General Corporate Information

NAME:	[ENOI Holdings, LLC] (Proposed Entity/Not Yet Created)
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	1340 Echelon Parkway Jackson, Mississippi 39213
MANAGERS:	[To Be Determined] Richard J. Smith John R. McGaha J. Wayne Leonard Leo P. Denault Mark T. Savoff
EXECUTIVE PERSONNEL	Michael R. Kansler – Chief Executive Officer and Chief Nuclear Officer John T. Herron – Chief Operating Officer

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ATTACHMENT 1
General Corporate Information

NAME:	[ETR ENOI Holdings, Inc.]
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	1340 Echelon Parkway Jackson, Mississippi 39213
DIRECTORS:	J. Wayne Leonard Leo P. Denault Mark T. Savoff
EXECUTIVE PERSONNEL	Michael R. Kansler – Chief Executive Officer and Chief Nuclear Officer John T. Herron – Chief Operating Officer

Figure 1: SIMPLIFIED ORGANIZATION CHART – CURRENT

(Chart Revised 03/12/2008)

NOTE: NRC Licenses held by E N entities are referenced in parentheses and italics, e.g., (IP1 & IP2).

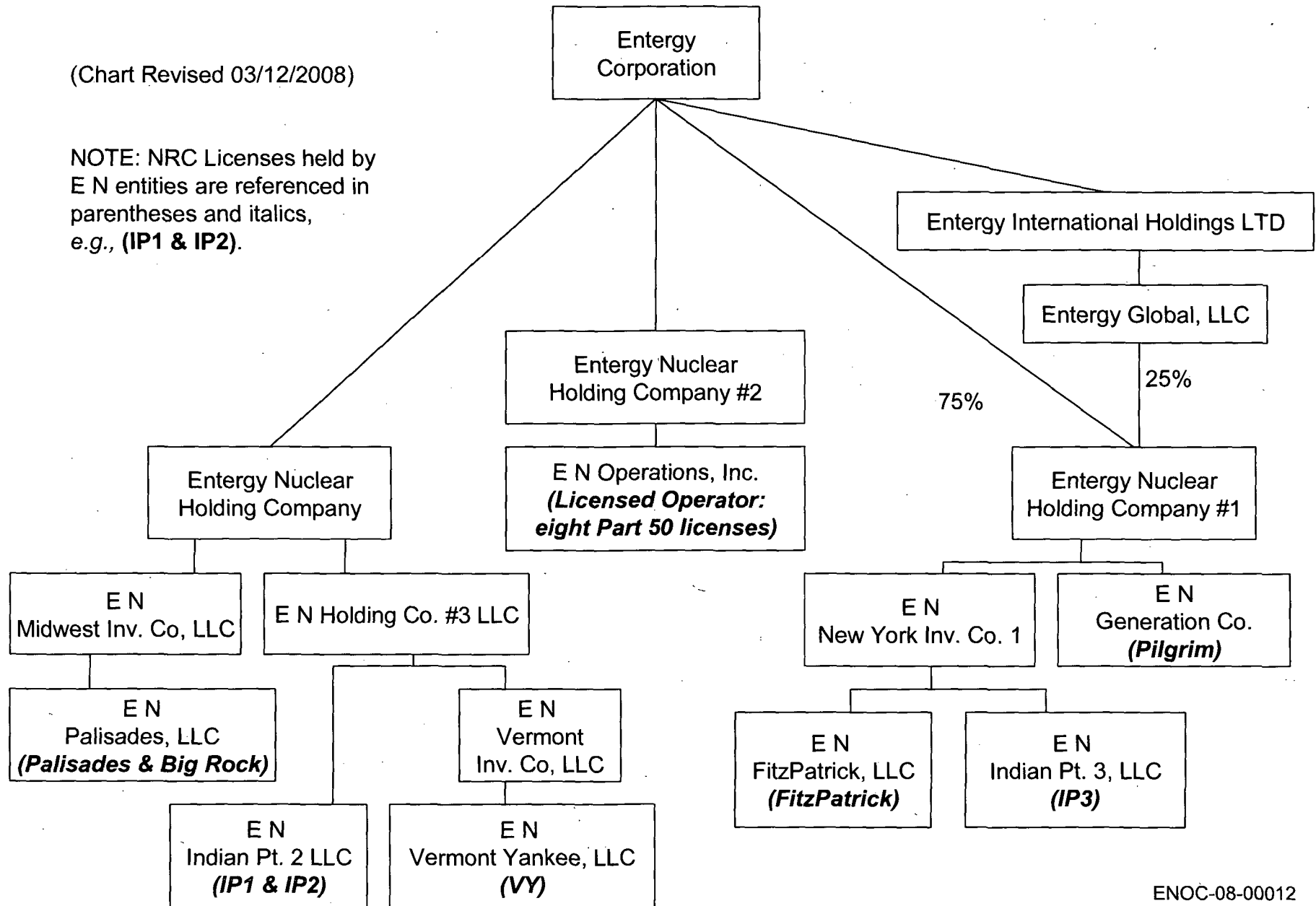


Figure 4: SIMPLIFIED ORGANIZATION CHART – POST REORGANIZATION

