

July 28, 2008

Mr. Michael R. Kansler
President & CEO/CNO
Entergy Nuclear Operations, Inc.
1340 Echelon Parkway
Jackson, MS 39213

SUBJECT: PILGRIM NUCLEAR POWER STATION – ORDER APPROVING INDIRECT
TRANSFER OF FACILITY OPERATING LICENSE (TAC NO. MD6184)

Dear Mr. Kansler:

By application dated July 30, 2007, as supplemented by letters dated October 31, and December 5, 2007, and January 24, March 17, April 22, and May 2, 2008, Entergy Nuclear Operations, Inc. (ENO), acting on behalf of itself and Entergy Nuclear Generation Company (Entergy Nuclear), requested that the U.S. Nuclear Regulatory Commission (NRC, the Commission), pursuant to Section 50.80 of Title 10 of the *Code of Federal Regulations*, consent to the proposed indirect transfer of control of the Facility Operating License, No. DPR-35, for the Pilgrim Nuclear Power Station.

Entergy Nuclear, the owner of the Pilgrim facility, is currently an indirect subsidiary of Entergy Corporation. Under a proposed corporate restructuring plan, a new holding company, Enexus Energy Corporation (Enexus), will be created and will be publicly owned. According to this plan, Enexus will acquire indirect ownership of 100 percent of Entergy Nuclear. In addition, ENO, the operator of the Pilgrim facility, is currently an indirect subsidiary of Entergy Corporation. Following the corporate restructuring, Entergy Corporation and Enexus will each have indirect control of 50 percent of ENO.

ENO will be converted from a corporation to a limited liability company and its name will be changed to EquaGen Nuclear LLC. Also, Entergy Nuclear will undergo a name change to become Enexus Nuclear Generation Company. The staff understands that ENO will request an administrative license amendment to conform the Pilgrim license in the near future.

The enclosed Order (Enclosure 1) approves the proposed indirect transfer of control of the license held by Entergy Nuclear to Enexus. The Order also approves the indirect transfer of control of the Pilgrim license to the extent held by ENO to EquaGen LLC, a new intermediate holding company, in equal shares by two new next tier intermediate holding companies, which are subsidiaries of Entergy Corporation and Enexus.

Enclosures 2 and 3 contain the non-proprietary and proprietary versions, respectively, of the NRC staff's safety evaluation (SE) related to the preceding actions. The non-proprietary version of the SE will be placed in the NRC Public Document Room and added to the Agencywide Document Access Management System Public Electronic Reading Room Library.

M. Kansler

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The Order is being forwarded to the Office of the Federal Register for publication. If you have any questions, please contact me at (301) 415-1364.

Sincerely,

Douglas V. Pickett, Senior Project Manager
Plant Licensing Branch I-1
Division of Operating Reactor Licensing
Office of Nuclear Reactor Regulation

Docket No. 50-293

Enclosures:

1. Order
2. Safety Evaluation (Non-proprietary)
3. Safety Evaluation (Proprietary)

cc w/encls. 1 and 2: See next page

M. Kansler

- 2 -

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Pilgrim Nuclear Power Station

cc:

Regional Administrator, Region I
U. S. Nuclear Regulatory Commission
475 Allendale Road
King of Prussia, PA 19406-1415

Senior Resident Inspector
U. S. Nuclear Regulatory Commission
Pilgrim Nuclear Power Station
Post Office Box 867
Plymouth, MA 02360

Chairman, Board of Selectmen
11 Lincoln Street
Plymouth, MA 02360

Chairman
Nuclear Matters Committee
Town Hall
11 Lincoln Street
Plymouth, MA 02360

Chairman, Duxbury Board of Selectmen
Town Hall
878 Tremont Street
Duxbury, MA 02332

Office of the Commissioner
Massachusetts Department of
Environmental Protection
One Winter Street
Boston, MA 02108

Office of the Attorney General
One Ashburton Place
20th Floor
Boston, MA 02108

MA Department of Public Health
Radiation Control Program
Schrafft Center, Suite 1M2A
529 Main Street
Charlestown, MA 02129

Massachusetts Emergency
Management Agency
Attn: John Giarrusso, Nuclear
Preparedness Manager
400 Worcester Road
Framingham, MA 01702-5399

Mr. William D. Meinert
Nuclear Engineer
Massachusetts Municipal Wholesale
Electric Company
P.O. Box 426
Ludlow, MA 01056-0426

Vice President, Operations
Entergy Nuclear Operations
Pilgrim Nuclear Power Station
600 Rocky Hill Road
Plymouth, MA 02360-5508

Senior Vice President
Entergy Nuclear Operations, Inc.
P.O. Box 31995
Jackson, MS 39286-1995

Vice President Oversight
Entergy Nuclear Operations, Inc.
P.O. Box 31995
Jackson, MS 39286-1995

Senior Manager, Nuclear Safety &
Licensing
Entergy Nuclear Operations, Inc.
P.O. Box 31995
Jackson, MS 39286-1995

Senior Vice President and COO
Entergy Nuclear Operations, Inc.
440 Hamilton Avenue
White Plains, NY 10601

Assistant General Counsel
Entergy Nuclear Operations, Inc.
440 Hamilton Avenue
White Plains, NY 10601

Pilgrim Nuclear Power Station

cc:

Manager, Licensing
Entergy Nuclear Operations
Pilgrim Nuclear Power Station
600 Rocky Hill Road
Plymouth, MA 02360-5508

Ms. Stacey Lousteau
Treasury Department
Entergy Services, Inc.
639 Loyola Avenue
New Orleans, LA 70113

Mr. James Snizek
5486 Nithsdale Drive
Salisbury, MD 21801-2490

Mr. Michael D. Lyster
5931 Barclay Lane
Naples, FL 34110-7306

Mr. Garrett D. Edwards
814 Waverly Road
Kennett Square, PA 19348

Mr. John Doering
P.O. Box 189
Parker Ford, PA 19457

UNITED STATES OF AMERICA
NUCLEAR REGULATORY COMMISSION

In the Matter of)	
)	
ENTERGY NUCLEAR OPERATIONS, INC.)	
)	
ENTERGY NUCLEAR GENERATION COMPANY)	
)	
(Pilgrim Nuclear Power Station))	Docket No. 50-293
)	

ORDER APPROVING INDIRECT TRANSFER OF FACILITY OPERATING LICENSE

I

Entergy Nuclear Operations, Inc. (ENO) and Entergy Nuclear Generation Company (Entergy Nuclear) are co-holders of the Facility Operating License, No. DPR-35, which authorizes the possession, use, and operation of the Pilgrim Nuclear Power Station (Pilgrim). Pilgrim is a boiling water nuclear reactor that is owned by Entergy Nuclear and operated by ENO. The facility is located on the western shore of Cape Cod in the town of Plymouth on the Entergy Nuclear site in Plymouth County, Massachusetts.

II

By application dated July 30, 2007, as supplemented by letters dated October 31, and December 5, 2007, and January 24, March 17, April 22, and May 2, 2008, ENO, acting on behalf of itself and Entergy Nuclear, requested that the U.S. Nuclear Regulatory Commission (NRC, the Commission), pursuant to Section 50.80 of Title 10 of the *Code of Federal Regulations* (10 CFR), consent to the proposed indirect transfer of control of the Pilgrim license.

Entergy Nuclear is currently a direct wholly owned subsidiary of Entergy Nuclear Holding Company #1. Seventy-five percent of Entergy Nuclear Holding Company #1 is directly owned by Entergy Corporation while the remaining 25 percent is directly owned by Entergy Global,

LLC. Entergy Global, LLC is a direct wholly owned subsidiary of Entergy International Holdings LTD which, in turn, is a direct wholly owned subsidiary of Entergy Corporation. Therefore, under the current corporate structure, Entergy Corporation is the indirect owner of 100 percent of Entergy Nuclear.

Under the proposed corporate restructuring, a new holding company, Enexus Energy Corporation (Enexus), will be created. Initially, the shareholders of Entergy Corporation will separately own the shares of Enexus and, as such, Enexus will be owned by the public. Entergy Nuclear Holding Company #1 will become a direct wholly owned subsidiary of Enexus and both Entergy Global, LLC and Entergy International Holdings LTD will be eliminated. Accordingly, following the corporate restructuring, Enexus will acquire indirect control of 100 percent of Entergy Nuclear.

ENO, the operator of the Pilgrim facility, is currently a direct wholly owned subsidiary of Entergy Nuclear Holding Company #2 which, in turn, is a direct wholly owned subsidiary of Entergy Corporation. Therefore, Entergy Corporation is currently the indirect owner of 100 percent of ENO.

Under the proposed corporate restructuring, Entergy Nuclear Holding Company #2 will be eliminated and ENO will become a direct subsidiary of a new parent company called EquaGen LLC. EquaGen LLC will be owned in equal shares by two new intermediate holding companies as follows. Entergy EquaGen, Inc. is being created as a direct subsidiary of Entergy Corporation and will own 50 percent of EquaGen LLC. Similarly, Enexus EquaGen, LLC is being created as a direct subsidiary of Enexus and will also own 50 percent of EquaGen LLC. Accordingly, following the corporate restructuring, Entergy Corporation and Enexus will each have indirect control of 50 percent of ENO.

Finally, ENO will be converted from a corporation to a limited liability company and its name will be changed from Entergy Nuclear Operations, Inc. to EquaGen Nuclear LLC. Under

Delaware law, EquaGen Nuclear LLC will assume all of the rights and responsibilities of ENO, and it will be the same company (legal entity) both before and after the conversion and name change. Also, Entergy Nuclear will undergo a name change to become Enexus Nuclear Generation Company. The staff understands that ENO will request an administrative license amendment to conform the Pilgrim license in the near future.

Notice of the request for approval and an opportunity for a hearing was published in the *Federal Register* on January 16, 2008 (73 FR 2951). By petition dated February 5, 2008, Locals 369 and 590, Utility Workers Union of America (UWUA), American Federation of Labor-Congress of Industrial Organization, representing plant workers at the Pilgrim facility, responded to the *Federal Register* notice and requested a hearing and leave to intervene as a party in the Pilgrim proceeding. On June 12, 2008, Local 369 filed a notice of withdrawal of its petition to intervene. The notice of withdrawal did not apply to Local 590.

The request for a hearing is currently pending before the Commission. Pursuant to 10 CFR 2.1316, during the pendency of a hearing, the staff is expected to promptly proceed with the approval or denial of license transfer requests consistent with the staff's findings in its safety evaluation. Notice of the staff's action shall be promptly transmitted to the presiding officer and parties to the proceeding. Commission action on the pending hearing requests is being handled independently of this action.

Pursuant to 10 CFR 50.80(a), no license, or any right thereunder, shall be transferred, directly or indirectly, through transfer of control of the license, unless the Commission shall give its consent in writing. Upon review of the information in the application as supplemented and other information before the Commission, and relying upon the representations and agreements in the application as supplemented, the NRC staff concludes that the proposed indirect transfer of control of the license held by Entergy Nuclear to Enexus, as described herein, will not affect the qualifications of Entergy Nuclear as holder of the Pilgrim license. The indirect transfer of

control of the license is otherwise consistent with applicable provisions of law, regulations, and orders issued by the NRC. Furthermore, the NRC staff concludes that the proposed corporate restructuring involving new intermediate and ultimate parent companies over ENO, as described herein, will not affect the qualifications of ENO as holder of the Pilgrim license. The indirect transfer of control of the license as held by ENO, to the extent affected by the proposed restructuring, is otherwise consistent with applicable provisions of law, regulations, and orders issued by the Commission.

The NRC staff concludes that the conversion of Entergy Nuclear Operations, Inc. to Equagen Nuclear LLC would not constitute a direct transfer of the licenses to the extent held by ENO. Therefore, no consent to the proposed conversion is necessary.

The findings set forth above are supported by the NRC's safety evaluation dated July 28, 2008.

III.

Accordingly, pursuant to Sections 161b, 161i, 161o, and 184 of the Atomic Energy Act of 1954, as amended, 42 USC §§ 2201(b), 2201(i), 2201(o), and 2234; and 10 CFR 50.80, IT IS HEREBY ORDERED that the application regarding the indirect license transfer discussed above related to the proposed corporate restructuring and establishment of Enexus is approved, subject to the following conditions:

- 1 Entergy Nuclear shall enter into the \$700 million Support Agreement with Enexus Energy Corporation as described in the application, no later than the time the proposed transactions and indirect license transfer occurs. Entergy Nuclear shall take no action to cause Enexus Energy Corporation, or its successors and assigns, to void, cancel, or modify the Support Agreement or cause it to fail to perform, or impair its performance under the Support Agreement, without prior

written consent of the NRC. The Support Agreement may not be amended or modified without 30 days prior written notice to the Director of the Office of Nuclear Reactor Regulation or his designee. An executed copy of the Support Agreement shall be submitted to the NRC no later than 30 days after the completion of the proposed transactions and the indirect license transfer. Entergy Nuclear shall inform the NRC in writing anytime it draws upon the Support Agreement.

- 2 The ten separate support guarantees from various Entergy subsidiaries, which total \$315 million, including the support guarantee relating to Pilgrim, may be revoked when, and conditioned upon, implementation of the new \$700 million Support Agreement at the time the proposed restructuring and indirect license transfer are completed.
- 3 Should the proposed corporate restructuring and establishment of Enexus not be completed within one year from the date of this Order, this Order shall become null and void, provided, however, upon written application and good cause shown, such date may be extended by Order.

This Order is effective upon issuance.

For further details with respect to this Order, see the application dated July 30, 2007, as supplemented by letters dated October 31, and December 5, 2007, and January 24, March 17, April 22, and May 2, 2008, and the NRC's safety evaluation dated July 28, 2008, which are available for public inspection at the Commission's Public Document Room (PDR), located at One White Flint North, Public File Area 01 F21, 11555 Rockville Pike (first floor), Rockville, Maryland and accessible electronically from the Agencywide Documents Access and Management System (ADAMS) Public Electronic Reading Room on the Internet at the NRC Web site,

<http://www.nrc.gov/reading-rm/adams.html>. Persons who do not have access to ADAMS or who encounter problems in accessing the documents located in ADAMS, should contact the NRC PDR Reference staff by telephone at 1-800-397-4209, 301-415-4737, or by e-mail to pdr@nrc.gov.

Dated at Rockville, Maryland this 28th day of July 2008.

FOR THE NUCLEAR REGULATORY COMMISSION

Timothy J. McGinty, Acting Director
Division of Operating Reactor Licensing
Office of Nuclear Reactor Regulation