



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

December 31, 2013
NOC-AE-13003063
10 CFR 54.17(b)

U. S. Nuclear Regulatory Commission
Attention: Document Control Desk
Washington, DC 20555-0001

South Texas Project
Units 1 and 2
Docket Nos. STN 50-498, STN 50-499
Review of License Renewal Application Safety Evaluation
with Open Items – Proposed License Conditions
(TAC NOS. ME4936 and ME4937)

- References:
1. STPNOC Letter from G. T. Powell to NRC Document Control Desk, "License Renewal Application", dated October 25, 2010 (NOC-AE-10002607) (ML103010257)
 2. Safety Evaluation Report Related to the License Renewal of South Texas Project, Units 1 and 2, dated February 15, 2013 (ST-AE-NOC-13002403) (ML13044A115)

By Reference 1, STP Nuclear Operating Company (STPNOC) submitted an application to the Nuclear Regulatory Commission (NRC) for the renewal of Facility Operating Licenses NPF-76 and NPF-80, for South Texas Project (STP) Units 1 and 2, respectively. Reference 2 transmitted the Safety Evaluation Report (SER) with Open Items related to the license renewal of the South Texas Project, Units 1 and 2.

As requested in Reference 2, STPNOC has reviewed the SER for accuracy and comments are provided for NRC consideration in separate correspondence.

Section 1.7 of Reference 2 proposed certain conditions concerning the approval of a renewed license for Units 1 and 2. This letter addresses the fourth proposed License Condition regarding foreign ownership, control, or domination pursuant to 10 CFR 54.17(b).

The proposed License Condition is as follows:

The fourth license condition will specify the measures that must be maintained regarding foreign ownership, control, or domination, pursuant to 10 CFR 54.17(b). The license condition will specify that NRG will maintain the NRC-approved NOC and Nuclear Oversight Subcommittee, both of which are to be made up of all U.S. citizens, and ensure that they have sole discretion and decision-making authority on behalf of NRG as to all matters involving safety and security with respect to its ownership interest in STP, Units 1 and 2, STPNOC, and any other nuclear power plant facilities in which NRG may hold any interests. The NOC and the Nuclear Oversight Subcommittee shall not be changed, amended, or repealed in any respect without the prior written consent of the Director, Office of Nuclear Reactor Regulation. The license condition will also state that the President and CEO of NRG must be U.S. citizens and will have authority on behalf of NRG to take all actions with respect to NRG's ownership interest in STP, Units 1 and 2, regarding safety, security, or ordinary course business and operations of STP, Units 1 and 2. Finally, the license condition

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will also state that STPNOC shall notify the Director, Office of Nuclear Reactor Regulation, promptly of any filing with the SEC of any Schedules 13D or 13G, filed pursuant to the Securities and Exchange Act of 1934, that disclose beneficial ownership of any registered class of NRG stock.

STPNOC disagrees with the following proposed conditions.

1. *The license condition will specify that NRG will maintain the NRC-approved NOC and Nuclear Oversight Subcommittee, both of which are to be made up of all U.S. citizens, and ensure that they have sole discretion and decision-making authority on behalf of NRG as to all matters involving safety and security with respect to its ownership interest in STP, Units 1 and 2, STPNOC, and any other nuclear power plant facilities in which NRG may hold any interests. The NOC and the Nuclear Oversight Subcommittee shall not be changed, amended, or repealed in any respect without the prior written consent of the Director, Office of Nuclear Reactor Regulation. The license condition will also state that the President and CEO of NRG must be U.S. citizens and will have authority on behalf of NRG to take all actions with respect to NRG's ownership interest in STP, Units 1 and 2, regarding safety, security, or ordinary course business and operations of STP, Units 1 and 2.*

STPNOC request

In response to NRC requests for additional Information, STPNOC previously provided information establishing that NRG Energy, Inc. (NRG) is a U.S. owned and controlled company, and that NRG is not subject to any potential foreign ownership control or domination that would require mitigation. However, STPNOC provided information regarding certain Orbis investment companies domiciled in Bermuda that had submitted a Schedule 13G dated December 17, 2011, as well as subsequent filings, indicating that these Orbis companies owned 5.3% of the common stock of NRG. It appears that this stock ownership by the Orbis companies is the basis for this License Condition. However, on February 14, 2013, Orbis Investment Management (U.S.), LLC, Orbis Investment Management Limited, and Orbis Asset Management Limited filed a Schedule 13G with the Securities and Exchange Commission (SEC) indicating that as of December 31, 2012 their ownership in shares of NRG was 0%. A copy of this Schedule 13G is attached.

Based upon a review of Schedule 13Gs and 13Ds filed with the SEC in 2013, STPNOC is not aware of any foreign entity that currently owns more than 5% of the shares of NRG. There is therefore no basis for imposing the proposed License Condition, and it should be withdrawn.

Moreover, even if this condition were to be imposed, the sole discretion and decision making authority of NRG as to all matters involving safety and security with respect to its ownership of "any other nuclear power plant facilities" in which NRG may hold any interests should not be part of the license for operating STP Units 1 and 2.

STPNOC requests that the License Condition be deleted.

Finally, the license condition will also state that STPNOC shall notify the Director, Office of Nuclear Reactor Regulation, promptly of any filing with the SEC of any Schedules 13D or 13G, filed pursuant to the Securities and Exchange Act of 1934, that disclose beneficial ownership of any registered class of NRG stock.

STPNOC request

STPNOC requests that the entire sentence be deleted from the proposed License Condition for the following reasons:

- The filing of Schedules 13D or 13G with the SEC is already required by law as the proposed condition asserts.
- Requiring a further separate submittal to NRC is inconsistent with NRC's recent adoption of revisions to 10 CFR 50.71(b), which now provides that if a company files Form 10-Q with the SEC it need not file annual financial reports with the NRC. See 71 FR 29244 (May 22, 2006) (reduction in regulatory burden justified where NRC can obtain same information in a more timely and cost effective way).
- The filing of Schedules 13D or 13G are made by investors that acquire shares of NRG under certain circumstances, based upon SEC requirements. Such filings are not under the control of STPNOC or NRG.
- The filing of a Schedule 13D or 13G by a U.S. investor does not raise any question relating to foreign ownership, control or domination, and there is no obvious benefit relating to compliance with 10 CFR 54.17 that would be gained by imposing this overly broad requirement.
- The condition appears to place an onerous burden on STPNOC to notify the Director, Office of Nuclear Reactor Regulation, promptly of any filing made by third parties, without any corresponding regulatory basis or benefit.

STPNOC requests that the NRC consider and address the specific requests above, and provide a response.

There are no regulatory commitments in this letter.

Should you have any questions regarding this letter, please contact the Ken Taplett, STP License Renewal Project regulatory point-of-contact (361) 972-8416.



G. T. Powell
Site Vice President

kjt

Attachment: Orbis Investment Management (U.S.), LLC, Orbis Investment Management Limited, and Orbis Asset Management Limited Schedule 13G, dated February 14, 2013

cc:

(paper copy)

Regional Administrator, Region IV
U. S. Nuclear Regulatory Commission
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Balwant K. Singal
U. S. Nuclear Regulatory Commission

Orbis Investment Management (U.S.), LLC,
Orbis Investment Management Limited,
and Orbis Asset Management Limited Schedule 13G,
dated February 14, 2013

(3 pages)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 6)***

NRG ENERGY INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

629377508

(CUSIP Number)

December 31, 2012

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)
☐ Rule 13d-1(c)
☐ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see Instructions).

CUSIP No.: 629377508

1	NAME OF REPORTING PERSON Orbis Investment Management (U.S.), LLC ("OIMUS"); Orbis Investment Management Limited ("OIML"); Orbis Asset Management Limited ("OAML") I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) OIMUS: 26-0583752	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION OIMUS is a company organised under the laws of Delaware, U.S.A.; OIML and OAML are companies organized under the laws of Bermuda.	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	

	0 %
12	TYPE OF REPORTING PERSON FI (OIML); OO (OIMUS and OAML)

CUSIP No.: 629377508

ITEM 1(a). NAME OF ISSUER:

NRG ENERGY INC.

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

211 Carnegie Center Princeton, NJ 08540

ITEM 2(a). NAME OF PERSON FILING:

Orbis Investment Management (U.S.), LLC ("OIMUS"); Orbis Investment Management Limited ("OIML"); Orbis Asset Management Limited ("OAML")

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

For OIML and OAML: Orbis House, 25 Front Street, Hamilton Bermuda HM11; For OIMUS: 600 Montgomery Street, Suite 3800, San Francisco, CA 94111, USA

ITEM 2(c). CITIZENSHIP:

OIMUS is a company organised under the laws of Delaware, U.S.A.; OIML and OAML are companies organized under the laws of Bermuda.

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock

ITEM 2(e). CUSIP NUMBER:

629377508

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK WHETHER THE PERSON FILING IS A:

- (a) ☐ Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b) ☐ Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);
- (e) ☐ An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☒ A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J); for OIML
- (k) ☒ Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d1(b)(1)(ii)(J), please specify the type of institution: Equivalent to IA (only for OIML)

ITEM 4. OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

0

(b) Percent of class:

0 %

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

0

(ii) Shared power to vote or to direct the vote:

0

(iii) Sole power to dispose or to direct the disposition of:

0

(iv) Shared power to dispose or to direct the disposition of:

0

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Orbis Investment Management (U.S.), LLC ("OIMUS"), Orbis Investment Management Limited ("OIML") and Orbis Asset Management Limited ("OAML") are together making this filing because they may be deemed to constitute a "group" for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended. Information with respect to each of OIMUS, OIML and OAML (collectively, the "Reporting Persons") is given solely by each such Reporting Person and no Reporting Person has responsibility for the accuracy or completeness of information supplied by the other Reporting Person.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

ITEM 10. CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

By signing below I certify that, to the best of my knowledge and belief, the foreign regulatory scheme applicable to Orbis Investment Management Limited is substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institution(s). I also undertake to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2013

Date

Orbis Investment Management (U.S.), LLC

Orbis Investment Management Limited

Orbis Asset Management Limited

/s/James Dorr

Signature

James Dorr, General Counsel of Orbis Investment Management Limited and Orbis Asset Management Limited; Director of North Rock Holdings Corp., a member of Orbis Investment Management (U.S.), LLC

Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).
CUSIP No.: 629377508