



Entergy Nuclear Operations, Inc.  
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CNRO-2016-00009

March 21, 2016

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

SUBJECT: Supplement to Notice of Change in Corporate Form of Entergy Nuclear New York Investment Company I and Creditor Agreement

Entergy Nuclear FitzPatrick, LLC  
James A. Fitzpatrick Nuclear Power Plant  
Docket Nos. 50-333 & 72-12  
License No. DFR-59

Entergy Nuclear Indian Point 3, LLC  
Indian Point Energy Center, Unit 3  
Docket Nos. 50-286 & 72-51  
License No. DPR-64

Dear Sir or Madam:

By letter dated February 25, 2016 (ADAMS Accession No. ML16056A485, the "Notice"), Entergy Nuclear Operations, Inc. provided notice on behalf of Entergy Nuclear New York Investment Company I (ENNYIC) regarding a planned conversion of ENNYIC from a Delaware corporation to a Delaware limited liability company and ENNYIC's planned entry into a creditor agreement with Entergy Power BJE, Ltd. (BJE). ENNYIC is a wholly owned indirect subsidiary of Entergy Corporation and the direct owner of the licensees that respectively own the James A. FitzPatrick Nuclear Power Plant and Indian Point Nuclear Generating Unit 3. BJE is a wholly owned indirect subsidiary of Entergy Corporation that is incorporated in the Cayman Islands.

Entergy Nuclear Operations, Inc. is now supplementing the Notice to provide notice of an amendment to the creditor agreement described therein.

In accordance with the Notice, on February 29, 2016, ENNYIC was converted from a Delaware corporation to a Delaware limited liability company<sup>1</sup> and on March 2, 2016, BJE entered into a credit agreement to lend funds to ENNYIC and ENNYIC executed a note to repay the borrowed amount.

As stated in the Notice, the credit agreement provides that in the event of default, BJE's creditor interests shall be converted into ten (10) percent of ENNYIC's membership interests. The conversion of BJE's creditor interests into membership interests, however, is subject to compliance with, and the prior receipt of all authorizations required by, 10 CFR 50.80 (relating to the transfer of the facility licenses) and 10 CFR 50.38 (relating to foreign ownership or

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<sup>1</sup> The conversion did not involve any dissolution of the company or any transfer of ownership. The conversion was accomplished pursuant to Sections 228 and 266 of the General Corporation Law of the State of Delaware (DGCL) and Section 18-214 of the Delaware Limited Liability Company Act (DLLCA), as described in the Notice.

control of licensees). The credit agreement also provides that: (1) the conversion of BJE's creditor interests into membership interests shall occur only in compliance with and subject to the same requirements and restrictions as would apply to the licensees pursuant to their licenses, the Atomic Energy Act of 1954, as amended, and regulations issued by the Commission pursuant to that Act; and (2) BJE shall not take possession of the licensees' facilities prior to either the issuance of licenses by the Commission authorizing such possession or the transfer of the licenses. The credit agreement thus was subject to the Commission's consent, without individual application, provided in 10 CFR 50.81(a).

Entergy Nuclear Operations, Inc. hereby provides notice that ENNYIC and BJE plan to enter into an amended credit agreement on March 23, 2016 to increase the amount that BJE will lend to ENNYIC and correspondingly to increase to no more than 25% the share of ENNYIC's membership interests into which BJE's creditor interests would be converted in the event of a default by ENNYIC. Under the amended credit agreement, any such conversion of BJE's creditor interests to membership interests in ENNYIC will remain subject to all of the same conditions, limitations and requirements described in the Notice and above. Like the original credit agreement, the amended credit agreement thus is subject to the Commission's consent, without individual application, provided in 10 CFR 50.81(a).

This letter contains no new commitments.

If you have any questions, please contact Mr. Guy Davant at (601) 368-5756.

Sincerely,

A handwritten signature in black ink, appearing to read "Guy Davant", is written over a horizontal line.

BSF/ghd