



**UNITED STATES
NUCLEAR REGULATORY COMMISSION**
WASHINGTON, D.C. 20555-0001

August 1, 2018

Mr. Keith Jury
Vice President, Regulatory Assurance
Entergy Services, Inc.
M-ECH-61
1340 Echelon Parkway
Jackson, MS 39213

SUBJECT: ARKANSAS NUCLEAR ONE, UNITS 1 AND 2; GRAND GULF NUCLEAR STATION, UNIT 1; RIVER BEND STATION, UNIT 1; AND WATERFORD STEAM ELECTRIC STATION, UNIT 3—ORDERS APPROVING DIRECT AND INDIRECT TRANSFERS OF FACILITY OPERATING LICENSES (CAC NOS. MG0258, MG0259, MG0260, MG0261, AND MG0262; EPID L-2017-LLM-0010)

Dear Mr. Jury:

The U.S. Nuclear Regulatory Commission (NRC) staff has completed its review of the application dated September 21, 2017 (Agencywide Documents Access and Management System Accession (ADAMS) No. ML17268A213), requesting approval of the following:

- The direct transfer of Renewed Facility Operating License Nos. DPR-51 and NPF-6 for Arkansas Nuclear One (ANO), Units 1 and 2, and general license for the independent spent fuel storage installation (ISFSI) currently held by Entergy Arkansas, Inc., as owner, to a new limited liability company, Entergy Arkansas, LLC (EAL). EAL would acquire ownership of the facilities, and Entergy Operations, Inc. would remain responsible for the operation and maintenance of ANO, Units 1 and 2 and the ISFSI.
- The indirect transfer of membership interest of EAL (the owner of ANO) to an intermediate company, Entergy Utility Holding Company, LLC (EUHC), which would be the new parent company of EAL.
- The indirect transfer of membership interests in Entergy Louisiana, LLC (ELL) (the owner of River Bend Station, Unit 1 (RBS), Waterford Steam Electric Station, Unit 3 (Waterford), and the associated ISFSIs), to the extent ELL is affected by the addition of EAL, Entergy Mississippi, LLC (EML), and Entergy New Orleans, LLC (ENOL)¹ to EUHC.
- The direct transfer of antitrust responsibilities for Renewed Facility Operating License No. NPF-29 for Grand Gulf Nuclear Station, Unit 1 (GGNS), and the associated general license for the ISFSI, from Entergy Mississippi, Inc. to a new limited liability company, Entergy Mississippi, LLC.

¹ The application stated that, by a separate transaction expected to close in late 2017, membership interests of ENOL will be contributed to EUHC.

The enclosed orders for ANO, Units 1 and 2; RBS; and Waterford (Enclosures 1, 4, and 5, respectively) approve the proposed direct and indirect transfers in accordance with Title 10 of the *Code of Federal Regulations* (10 CFR) 50.80, "Transfer of licenses," and subject to the conditions described therein. The ANO, Units 1 and 2, order also approves the enclosed draft conforming license amendments in accordance with 10 CFR 50.90, "Application for amendment of license, construction permit, or early site permit," for ANO, Units 1 and 2 (Enclosures 2 and 3, respectively), to reflect the new owner.

The NRC staff determined that the transfer of antitrust responsibilities for GGNS and its ISFSI did not meet the 10 CFR 50.80 criteria for a license transfer; therefore, there is no order for GGNS. However, the NRC staff approves the enclosed draft conforming license amendment in accordance with 10 CFR 50.90 for GGNS (Enclosure 6) to reflect the name of the newly formed entity with antitrust responsibilities as a result of the proposed transaction.

The NRC will issue and make effective all conforming amendments for ANO, Units 1 and 2, and GGNS at the time the proposed transaction is consummated.

Enclosure 7 is the NRC staff's safety evaluation related to the preceding actions. The staff will place the safety evaluation in the NRC public document room and add it to the NRC Publicly Available Records System Library.

The NRC staff has forwarded the orders to the Office of the Federal Register for publication.

Sincerely,



Margaret W. O'Banion, Project Manager
Plant Licensing Branch IV
Division of Operating Reactor Licensing
Office of Nuclear Reactor Regulation

Docket Nos. 50-313, 50-368, 72-13, 50-458,
72-49, 50-382, 72-75, 50-416, and 72-50

Enclosures:

1. ANO, Units 1 and 2, Order
2. Draft Conforming Amendment to DPR-51
3. Draft Conforming Amendment to NPF-6
4. RBS Order
5. Waterford Order
6. Draft Conforming Amendment to NPF-29
7. Safety Evaluation

cc: Listserv

ENCLOSURE 1

ORDER APPROVING DIRECT AND INDIRECT TRANSFERS OF CONTROL OF
LICENSES AND CONFORMING AMENDMENTS FOR
ARKANSAS NUCLEAR ONE, UNITS 1 AND 2
(ADAMS Accession No. ML18177A237)

UNITED STATES OF AMERICA
NUCLEAR REGULATORY COMMISSION

In the Matter of)	
)	
Entergy Arkansas, Inc. and)	
Entergy Operations, Inc.)	
)	
Arkansas Nuclear One,)	Docket Nos. 50-313, 50-368, and 72-13
Units 1 and 2)	License Nos. DPR-51 and NPF-6

ORDER APPROVING DIRECT AND INDIRECT TRANSFERS OF CONTROL
OF LICENSES AND CONFORMING AMENDMENTS

I.

Entergy Arkansas, Inc. (EAI) and Entergy Operations, Inc. (EOI) (together, the licensees) are co-holders of Renewed Facility Operating License (RFOL) Nos. DPR-51 and NPF-6 for Arkansas Nuclear One (ANO), Units 1 and 2, and the general license for the independent spent fuel storage installation (ISFSI). EAI is the owner and EOI is authorized to possess, use, and operate ANO, Units 1 and 2, and the ISFSI, which are located in Pope County, Arkansas.

II.

By application dated September 21, 2017, EOI requested on behalf of itself, EAI, and their parent companies (together, the applicants), pursuant to Title 10 of the *Code of Federal Regulations* (10 CFR) Section 50.80, "Transfer of licenses," that the U.S. Nuclear Regulatory Commission (NRC) consent to the direct transfer of RFOL Nos. DPR-51 and NPF-6 for ANO, Units 1 and 2, and the general license for the ISFSI, from the current owner, EAI, to a new limited liability company, Entergy Arkansas, LLC (EAL). The applicants also requested approval of conforming license amendments that would replace references to EAI in the RFOLs with references to EAL to reflect the transfer of ownership. In addition, the applicants requested the

NRC's consent to the indirect transfer of membership interest of EAL to an intermediate company, Entergy Utility Holding Company, LLC (EUHC). Entergy Corporation will remain as the ultimate parent company, but EUHC will be the direct parent company of EAL. Ultimately, EAL will acquire ownership of the facilities and EOI will remain responsible for the operation and maintenance of ANO, Units 1 and 2. The license transfers are necessary to support a corporate restructuring.

The application proposes no physical or operational changes to the facilities. The interconnections that provide offsite power to ANO, Units 1 and 2, do not change as a result of the proposed direct and indirect license transfers.

The applicants requested NRC approval of the transfers of the facility operating and ISFSI general licenses and conforming license amendments in accordance with 10 CFR 50.80 and 10 CFR 50.90, "Application for amendment of license, construction permit, or early site permit." The NRC published a notice, "Arkansas Nuclear One, Units 1 and 2; Grand Gulf Nuclear Station, Unit 1; River Bend Station, Unit 1; and Waterford Steam Electric Station, Unit 3 Consideration of Approval of Transfer of Licenses and Conforming Amendments," in the *Federal Register* on December 29, 2017 (82 FR 61800). No comments or hearing requests were received.

Under 10 CFR 50.80, no license, or any right thereunder, shall be transferred, directly or indirectly, through transfer of control of the license, unless the NRC gives its consent in writing. Upon review of the information in the application, and other information before the Commission, the NRC staff has determined that EAL is qualified to hold the license to the extent proposed to permit the transfer of ownership from EAI to EAL and the indirect transfer of membership interest of EAL to an intermediate company, EUHC, as described in the application. The NRC staff has also determined that the proposed license transfers are otherwise consistent with the

applicable provisions of law, regulations, and orders issued by the NRC pursuant thereto, subject to the condition set forth below. The NRC staff has further found that the application for the proposed license amendments complies with the standards and requirements of the Atomic Energy Act of 1954, as amended (the Act), and the Commission's rules and regulations set forth in 10 CFR Chapter I, "Nuclear Regulatory Commission"; the facilities will operate in conformity with the application, the provisions of the Act, and the rules and regulations of the Commission; there is reasonable assurance that the activities authorized by the proposed license amendments can be conducted without endangering the health and safety of the public and that such activities will be conducted in compliance with the Commission's regulations; the issuance of the proposed license amendments will not be inimical to the common defense and security or to the health and safety of the public; and the issuance of the proposed amendments will be in accordance with 10 CFR Part 51, "Environmental Protection Regulations for Domestic Licensing and Related Regulatory Functions," of the Commission's regulations and all applicable requirements have been satisfied. The findings set forth above are supported by an NRC safety evaluation dated August 1, 2018.

III.

Accordingly, pursuant to Sections 161b, 161i, and 184 of the Act; Title 42 of the *United States Code* Sections 2201(b), 2201(i), and 2234; and 10 CFR 50.80, IT IS HEREBY ORDERED that the application regarding the proposed license transfers is approved, subject to the following condition:

1. Before completion of the proposed transaction, EOI shall provide the Director of the Office of Nuclear Reactor Regulation satisfactory documentary evidence that EAL has obtained the appropriate amount of

insurance required of the licensees under 10 CFR Part 140 and
10 CFR Part 50.

IT IS FURTHER ORDERED that, consistent with 10 CFR 2.1315(b), the license amendments for ANO, Units 1 and 2, that make changes, as indicated in Enclosures 2 and 3 to the cover letter forwarding this order, to conform the licenses to reflect the subject transfers, are approved. The amendments shall be issued and made effective at the time the proposed transfer actions are completed.

IT IS FURTHER ORDERED that, after receipt of all required regulatory approvals of the proposed transfer actions, EOI shall inform the Director of the Office of Nuclear Reactor Regulation in writing of such receipt, and of the date of closing of the transfers, no later than 5 business days before the date of the closing of the transfers. Should the proposed transfers not be completed within 1 year of this order's date of issuance, this order shall become null and void; however, upon written application and for 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 September 21, 2017 (Agencywide Documents Access and Management System (ADAMS) Accession No. ML17268A213) and the NRC's safety evaluation dated August 1, 2018 (ADAMS Accession No. ML18177A236), which are available for public inspection at the NRC's Public Document Room located at One White Flint North, Public File Area 01-F21, 11555 Rockville Pike (first floor), Rockville, Maryland. Publicly available documents created or received at the NRC are accessible electronically through ADAMS in the NRC Library at <http://www.nrc.gov/reading-rm/adams.html>. Persons who do not have access to ADAMS, or who encounter problems accessing the documents in ADAMS, should contact the NRC Public Document Room

reference staff by telephone at 1-800-397-4209 or 301-415-4737, or by e-mail to pdr.resource@nrc.gov.

Dated at Rockville, Maryland, this 1st day of August, 2018.

FOR THE NUCLEAR REGULATORY COMMISSION

A handwritten signature in black ink, appearing to read "B. E. Holian", with a stylized flourish at the end.

Brian E. Holian, Acting Director
Office of Nuclear Reactor Regulation

ENCLOSURE 2

DRAFT CONFORMING AMENDMENT FOR

ARKANSAS NUCLEAR ONE, UNIT 1

RENEWED FACILITY OPERATING LICENSE NO. DPR-51



UNITED STATES
NUCLEAR REGULATORY COMMISSION
WASHINGTON, D.C. 20555-0001

ENTERGY OPERATIONS, INC.

DOCKET NO. 50-313

ARKANSAS NUCLEAR ONE, UNIT 1

AMENDMENT TO RENEWED FACILITY OPERATING LICENSE

Amendment No.
Renewed License No. DPR-51

1. The Nuclear Regulatory Commission (the Commission) has found that:
 - A. The application for amendment by Entergy Operations, Inc. (the licensee), dated September 21, 2017, complies with the standards and requirements of the Atomic Energy Act of 1954, as amended (the Act), and the Commission's rules and regulations set forth in 10 CFR Chapter I;
 - B. The facility will operate in conformity with the application, the provisions of the Act, and the rules and regulations of the Commission;
 - C. There is reasonable assurance (i) that the activities authorized by this amendment can be conducted without endangering the health and safety of the public, and (ii) that such activities will be conducted in compliance with the Commission's regulations;
 - D. The issuance of this license amendment will not be inimical to the common defense and security or to the health and safety of the public; and
 - E. The issuance of this amendment is in accordance with 10 CFR Part 51 of the Commission's regulations and all applicable requirements have been satisfied.

2. Accordingly, the license is amended as indicated in the attachment to this license amendment.
3. The license amendment is effective as of its date of issuance and shall be implemented within 60 days from the date of issuance.

FOR THE NUCLEAR REGULATORY COMMISSION

Brian E. Holian, Acting Director
Office of Nuclear Reactor Regulation

Attachment:
Changes to the Renewed Facility
Operating License No. DPR-51

Date of Issuance:

ATTACHMENT TO LICENSE AMENDMENT NO. _____

RENEWED FACILITY OPERATING LICENSE NO. DPR-51

ARKANSAS NUCLEAR ONE, UNIT 1

DOCKET NO. 50-313

Replace the following pages of the Renewed Facility Operating License No. DPR-51 with the attached revised pages. The revised pages are identified by amendment number and contain marginal lines indicating the areas of change.

Renewed Facility Operating License

REMOVE

1
2

INSERT

1
2



UNITED STATES
NUCLEAR REGULATORY COMMISSION
WASHINGTON, D.C. 20555-0001

ENTERGY ARKANSAS, LLC
ENTERGY OPERATIONS, INC.
DOCKET NO. 50-313
ARKANSAS NUCLEAR ONE, UNIT 1
RENEWED FACILITY OPERATING LICENSE

Renewed License No. DPR-51

1. The U.S. Nuclear Regulatory Commission (the Commission) having previously made the findings set forth in License No. DPR-51 issued on May 21, 1974, has now found that:
 - a. The application to renew License No. DPR-51 filed by Entergy Arkansas, LLC and Entergy Operations, Inc., complies with the standards and requirements of the Atomic Energy Act of 1954, as amended (the Act), and the Commission's rules and regulations set forth in 10 CFR Chapter I and all required notifications to other agencies or bodies have been duly made;
 - b. Actions have been identified and have been or will be taken with respect to (1) managing the effects of aging during the period of extended operation on the functionality of structures and components that have been identified to require review under 10 CFR 54.21(a)(1); and (2) time-limited aging analyses that have been identified to require review under 10 CFR 54.21(c), such that there is reasonable assurance that the activities authorized by the renewed license will continue to be conducted in accordance with the current licensing basis, as defined in 10 CFR 54.3, for the Arkansas Nuclear One, Unit 1 plant and that any changes made to the plant's current licensing basis in order to comply with 10 CFR 54.29(a) are in accord with the Act and the Commission's regulations;
 - c. The facility will operate in conformity with the application, as amended, the provisions of the Act, and the rules and regulations of the Commission;
 - d. There is reasonable assurance (i) that the activities authorized by this renewed license can be conducted without endangering the health and safety of the public and (ii) that such activities will be conducted in compliance with the rules and regulations of the Commission;
 - e. Entergy Operations, Inc. (EOI) is technically and financially qualified to engage in the activities authorized by this renewed license in accordance with the rules and regulations of the Commission;
 - f. Entergy Arkansas, LLC has satisfied the applicable provisions of 10 CFR Part 140, "Financial Protection Requirements and Indemnity Agreements," of the Commission's regulations;

Amendment No. ____

- g. The renewal of this operating license will not be inimical to the common defense and security or to the health and safety of the public;
 - h. After weighing the environmental, economic, technical, and other benefits of the facility against environmental costs and considering available alternatives, the issuance of the renewed Facility Operating License No. DPR-51 is in accordance with 10 CFR Part 51 of the Commission's regulations and all applicable requirements have been satisfied; and
 - i. The receipt, possession, and use of source, byproduct and special nuclear material as authorized by this renewed license will be in accordance with the Commission's regulations in 10 CFR Parts 30, 40 and 70, including 10 CFR Section 30.33, 40.32, 70.23 and 70.31.
2. On the basis of the foregoing findings regarding this facility, Facility Operating License DPR-51, issued on May 21, 1974, is superseded by renewed Facility Operating License No. DPR-51, which is hereby issued to Entergy Arkansas, LLC and Entergy Operations, Inc., to read as follows:
- a. This renewed license applies to Arkansas Nuclear One, Unit 1, a pressurized water reactor and associated equipment (the facility), owned by Entergy Arkansas, LLC. The facility is located in Pope County, Arkansas, and is described in the "Safety Analysis Report" (SAR) as supplemented and amended, and the Environmental Report as supplemented and amended.
 - b. Subject to the conditions and requirements incorporated herein, the Commission hereby licenses:
 - (1) Entergy Arkansas, LLC, pursuant to Section 104b of the Act and 10 CFR Part 50, to possess but not operate the facility at the designated location in Pope County, Arkansas, in accordance with the procedures and limitations set forth in this renewed license.
 - (2) EOI, pursuant to Section 104b of the Act and 10 CFR Part 50, "Domestic Licensing of Production and Utilization Facilities," to possess, use, and operate the facility at the designated location in Pope County, Arkansas in accordance with the procedures and limitations set forth in this renewed license;
 - (3) EOI, pursuant to the Act and 10 CFR Part 70, to receive, possess and use at any time at the facility site and as designated solely for the facility, special nuclear material as reactor fuel, in accordance with the limitations for storage and amounts required for reactor operation, as described in the SAR, as supplemented and amended;
 - (4) EOI, pursuant to the Act and 10 CFR Parts 30, 40 and 70, to receive, possess and use at any time any byproduct, source and special nuclear material as sealed neutron sources for reactor startup, sealed sources for reactor instrumentation and radiation monitoring equipment calibration, and as fission detectors in amounts as required;

Renewed License No. DPR-51
Amendment No. _____

ENCLOSURE 3

DRAFT CONFORMING AMENDMENT FOR

ARKANSAS NUCLEAR ONE, UNIT 2

RENEWED FACILITY OPERATING LICENSE NO. NPF-6



**UNITED STATES
NUCLEAR REGULATORY COMMISSION**
WASHINGTON, D.C. 20555-0001

ENTERGY OPERATIONS, INC.

DOCKET NO. 50-368

ARKANSAS NUCLEAR ONE, UNIT 2

AMENDMENT TO RENEWED FACILITY OPERATING LICENSE

Amendment No.
Renewed License No. NPF-6

1. The Nuclear Regulatory Commission (the Commission) has found that:
 - A. The application for amendment by Entergy Operations, Inc. (the licensee), dated September 21, 2017, complies with the standards and requirements of the Atomic Energy Act of 1954, as amended (the Act), and the Commission's rules and regulations set forth in 10 CFR Chapter I;
 - B. The facility will operate in conformity with the application, the provisions of the Act, and the rules and regulations of the Commission;
 - C. There is reasonable assurance (i) that the activities authorized by this amendment can be conducted without endangering the health and safety of the public, and (ii) that such activities will be conducted in compliance with the Commission's regulations;
 - D. The issuance of this license amendment will not be inimical to the common defense and security or to the health and safety of the public; and
 - E. The issuance of this amendment is in accordance with 10 CFR Part 51 of the Commission's regulations and all applicable requirements have been satisfied

2. Accordingly, the license is amended as indicated in the attachment to this license amendment.
3. The license amendment is effective as of its date of issuance and shall be implemented within 60 days from the date of issuance.

FOR THE NUCLEAR REGULATORY COMMISSION

Brian E. Holian, Acting Director
Office of Nuclear Reactor Regulation

Attachment:
Changes to the Renewed Facility
Operating License No. NPF-6

Date of Issuance:

ATTACHMENT TO LICENSE AMENDMENT NO. _____

RENEWED FACILITY OPERATING LICENSE NO. NPF-6

ARKANSAS NUCLEAR ONE, UNIT 2

DOCKET NO. 50-368

Replace the following pages of the Renewed Facility Operating License No. NPF-6 with the attached revised pages. The revised pages are identified by amendment number and contain marginal lines indicating the areas of change.

Renewed Facility Operating License

REMOVE

1
2
7

INSERT

1
2
7



UNITED STATES
NUCLEAR REGULATORY COMMISSION
WASHINGTON, D.C. 20555-0001

ENTERGY ARKANSAS, LLC

ENTERGY OPERATIONS, INC.

DOCKET NO. 50-368

ARKANSAS NUCLEAR ONE, UNIT 2

RENEWED FACILITY OPERATING LICENSE NO. NPF-6

1. The Nuclear Regulatory Commission (the Commission) having previously made the findings set forth in License NPF-6 issued on September 1, 1978 has now found that:
 - A. The application to renew License NPF-6 filed by Entergy Arkansas, LLC and Entergy Operations, Inc. (EOI), complies with the standards and requirements of the Atomic Energy Act of 1954, as amended (the Act), and the Commission's regulations set forth in 10 CFR Chapter I and all required notifications to other agencies or bodies have been duly made;
 - B. Construction of Arkansas Nuclear One, Unit 2 (the facility) has been substantially completed in conformity with Construction Permit No. CPPR-89 and the application, as amended, the provisions of the Act and the regulations of the Commission.
 - C. Actions have been identified and have been or will be taken with respect to (1) managing the effects of aging during the period of extended operation on the functionality of structures and components that have been identified to require review under 10 CFR 54.21(a)(1); and (2) time-limited aging analyses that have been identified to require review under 10 CFR 54.21(c), such that there is reasonable assurance that the activities authorized by the renewed license will continue to be conducted in accordance with the current licensing basis, as defined in 10 CFR 54.3, for Arkansas Nuclear One, Unit 2 (the facility), and that any changes made to the facility's current licensing basis in order to comply with 10 CFR 54.29(a) are in accord with the Act and the Commission's regulations;
 - D. The facility requires exemptions from certain requirements of (1) Sections 50.55a(g)(2) and 50.55a(g)(4) of 10 CFR Part 50, (2) Appendices G and H to 10 CFR Part 50, and (3) Appendix J to 10 CFR Part 50 for a period of three years. These exemptions are described in the Office of Nuclear Reactor Regulation's safety evaluations supporting the granting of these exemptions which are enclosed in the letter transmitting this license amendment. These exemptions are authorized by law and will not endanger life or property or the common defense and security and are otherwise in the public interest. The exemptions are, therefore, hereby granted. With the granting of these exemptions, the facility will operate in conformity with the application, as amended, the provisions of the Act, and the regulations of the Commission;
 - E. There is reasonable assurance: (i) that the activities authorized by this renewed operating license can be conducted without endangering the health and safety of the public, and (ii) that such activities will be conducted in compliance with the regulations of the Commission;

Amendment No. _____

- F. EOI is technically and financially qualified to engage in the activities authorized by this renewed operating license in accordance with the regulations of the Commission;
 - G. Entergy Arkansas, LLC has satisfied the applicable provisions of 10 CFR Part 140, "Financial Protection Requirements and Indemnity Agreements," of the Commission's regulations;
 - H. The issuance of this renewed operating license will not be inimical to the common defense and security or to the health and safety of the public;
 - I. After weighing the environmental, economic, technical and other benefits of the facility against environmental and other costs and considering available alternatives, the issuance of Renewed Facility Operating License No. NPF-6 subject to the conditions for protection of the environment set forth herein, is in accordance with 10 CFR Part 51 (formerly Appendix D to 10 CFR Part 50) of the Commission's regulations and all applicable requirements have been satisfied; and
 - J. The receipt, possession, and use of source, byproduct and special nuclear material as authorized by this renewed license will be in accordance with the Commission's regulations in 10 CFR Parts 30, 40 and 70, including 10 CFR Sections 30.33, 40.32, 70.23 and 70.31.
2. Facility Operating License No. NPF-6, issued September 1, 1978, is superceded by Renewed Facility Operating License No. NPF-6, which is hereby issued to Entergy Arkansas, LLC and Entergy Operations, Inc. to read as follows:
- A. This renewed license applies to Arkansas Nuclear One, Unit 2, a pressurized water reactor and associated equipment (the facility) owned by Entergy Arkansas, LLC. The facility is located in Pope County, Arkansas and is described in the Final Safety Analysis Report as supplemented and amended (Amendments 20 through 47) and the Environmental Report as supplemented and amended (Amendments 1 through 7).
 - B. Subject to the conditions and requirements incorporated herein, the Commission hereby licenses:
 - (1) Entergy Arkansas, LLC pursuant to Section 103 of the Act and 10 CFR Part 50, to possess, but not operate, the facility at the designated location in Pope County, Arkansas in accordance with the procedures and limitations set forth in this renewed license.
 - (2) EOI, pursuant to Section 103 of the Act and 10 CFR Part 50, "Licensing of Production and Utilization Facilities," to possess, use, and operate the facility at the designated location in Pope County, Arkansas in accordance with the procedures and limitations set forth in this renewed license;
 - (3) EOI, pursuant to the Act and 10 CFR Part 70, to receive, possess and use at any time at the facility site and as designated solely for the facility, special nuclear material as reactor fuel, in accordance with the limitations for storage and amounts required for reactor operation, as described in the Final Safety Analysis Report, as supplemented and amended;

- 2.C.(3)(l) Deleted per Amendment 24, 6/19/81.
- 2.C.(3)(m) Deleted per Amendment 12, 6/12/79.
- 2.C.(3)(n) Deleted per Amendment 7, 12/1/78.
- 2.C.(3)(o) Deleted per Amendment 7, 12/1/78.
- 2.C.(3)(p) Deleted per Amendment 255, 9/28/04.
- 2.C.(4) (Number has never been used.)
- 2.C.(5) Deleted per Amendment 255, 9/28/04.
- 2.C.(6) Deleted per Amendment 255, 9/28/04.
- 2.C.(7) Deleted per Amendment 78, 7/22/86.

(8) Antitrust Conditions

EOI shall not market or broker power or energy from Arkansas Nuclear One, Unit 2. Entergy Arkansas, LLC is responsible and accountable for the actions of its agents to the extent said agent's actions affect the marketing or brokering of power or energy from ANO, Unit 2.

(9) Rod Average Fuel Burnup

Entergy Operations is authorized to operate the facility with an individual rod average fuel burnup (burnup averaged over the length of a fuel rod) not to exceed 60 megawatt-days/kilogram of uranium.

(10) Mitigation Strategies

The licensee shall develop and maintain strategies for addressing large fires and explosions that include the following key areas:

- (i) Fire fighting response strategy with the following elements:
 - 1. Pre-defined coordinated fire response strategy and guidance
 - 2. Assessment of mutual aid fire fighting assets
 - 3. Designated staging areas for equipment and materials
 - 4. Command and control
 - 5. Training of response personnel
- (ii) Operations to mitigate fuel damage considering the following:
 - 1. Protection and use of personnel assets
 - 2. Communications
 - 3. Minimizing fire spread
 - 4. Procedures for implementing integrated fire response strategy
 - 5. Identification of readily-available pre-staged equipment
 - 6. Training on integrated fire response strategy
 - 7. Spent fuel pool mitigation measures

ENCLOSURE 4

ORDER APPROVING INDIRECT TRANSFER OF CONTROL OF LICENSE FOR

RIVER BEND STATION, UNIT 1

(ADAMS Accession No. ML18177A235)

UNITED STATES OF AMERICA
NUCLEAR REGULATORY COMMISSION

In the Matter of)	
)	
Entergy Louisiana, LLC and)	
Entergy Operations, Inc.)	
)	
River Bend Station, Unit 1)	Docket Nos. 50-458 and 72-49
)	License No. NPF-47

ORDER APPROVING INDIRECT TRANSFER OF CONTROL OF LICENSE

I.

Entergy Louisiana, LLC (ELL) and Entergy Operations, Inc. (EOI) (together, the licensees) are co-holders of Facility Operating License No. NPF-47 for River Bend Station, Unit 1 (RBS), and the general license for the independent spent fuel storage installation (ISFSI). ELL is the owner and EOI is authorized to possess, use, and operate RBS and the ISFSI, which are located in West Feliciana Parish, Louisiana.

II.

By application dated September 21, 2017, EOI requested, on behalf of itself, ELL, and their parent companies (together, the applicants), pursuant to Title 10 of the *Code of Federal Regulations* (10 CFR) Section 50.80, "Transfer of licenses," that the U.S. Nuclear Regulatory Commission (NRC) consent to the indirect transfer of membership interests in ELL to the extent ELL is affected by the addition of Entergy Arkansas, LLC (EAL); Entergy Mississippi, LLC (EML); and Entergy New Orleans, LLC (ENOL) to Entergy Utility Holding Company, LLC (EUHC). These changes will result (upon execution of the transfers) in additional members of EUHC that may dilute the resources and voting power of its members.

The application proposes no physical or operational changes to the facilities. The interconnections that provide offsite power to RBS do not change as a result of the proposed indirect license transfer.

The applicants requested NRC approval of the indirect transfer of membership interests in ELL. The NRC published a notice, "Arkansas Nuclear One, Units 1 and 2; Grand Gulf Nuclear Station, Unit 1; River Bend Station, Unit 1; and Waterford Steam Electric Station, Unit 3 Consideration of Approval of Transfer of Licenses and Conforming Amendments," in the *Federal Register* on December 29, 2017 (82 FR 61800). No comments or hearing requests were received.

Under 10 CFR 50.80, no license, or any right thereunder, shall be transferred, directly or indirectly, through transfer of control of the license, unless the NRC gives its consent in writing. Upon review of the information in the application and other information before the Commission, the NRC staff has determined that the licensees are qualified to hold the license to the extent proposed to permit the indirect transfer of membership interests in ELL to the extent ELL is affected by the addition of EAL, EML, and ENOL to EUHC. The NRC staff has also determined that the proposed license transfer is otherwise consistent with the applicable provisions of law, regulations, and orders issued by the NRC pursuant thereto. The findings set forth above are supported by an NRC safety evaluation dated August 1, 2018.

III.

Accordingly, pursuant to Sections 161b, 161i, and 184 of the Atomic Energy Act of 1954, as amended; Title 42 of the *United States Code* Sections 2201(b), 2201(i), and 2234; and 10 CFR 50.80, IT IS HEREBY ORDERED that the application regarding the proposed indirect license transfer is approved.

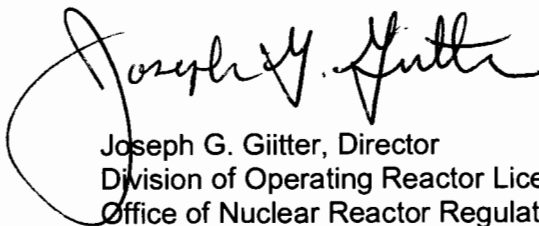
IT IS FURTHER ORDERED that, after receipt of all required regulatory approvals of the proposed transfer action, EOI shall inform the Director of the Office of Nuclear Reactor Regulation in writing of such receipt, and of the date of closing of the transfer, no later than 5 business days before the date of the closing of the transfer. Should the proposed indirect transfer not be completed within 1 year of this order's date of issuance, this order shall become null and void; however, upon written application and for 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 September 21, 2017 (Agencywide Documents Access and Management System (ADAMS) Accession No. ML17268A213), and the NRC's safety evaluation dated August 1, 2018 (ADAMS Accession No. ML18177A236), which are available for public inspection at the NRC's Public Document Room, located at One White Flint North, Public File Area 01-F21, 11555 Rockville Pike (first floor), Rockville, Maryland. Publicly available documents created or received at the NRC are accessible electronically through ADAMS in the NRC Library at <http://www.nrc.gov/reading-rm/adams.html>. Persons who do not have access to ADAMS, or who encounter problems accessing the documents located in ADAMS, should contact the NRC Public Document Room reference staff by telephone at 1-800-397-4209 or 301-415-4737, or by e-mail to pdr.resource@nrc.gov.

Dated at Rockville, Maryland this 1st day of August, 2018.

FOR THE NUCLEAR REGULATORY COMMISSION



Joseph G. Giitter, Director
Division of Operating Reactor Licensing
Office of Nuclear Reactor Regulation

ENCLOSURE 5

ORDER APPROVING INDIRECT TRANSFER OF CONTROL OF LICENSE FOR
WATERFORD STEAM ELECTRIC STATION, UNIT 3
(ADAMS Accession No. ML18177A234)

UNITED STATES OF AMERICA
NUCLEAR REGULATORY COMMISSION

In the Matter of)	
)	
Entergy Louisiana, LLC and)	
Entergy Operations, Inc.)	
)	
Waterford Steam Electric Station, Unit 3)	Docket Nos. 50-382 and 72-75
)	License No. NPF-38

ORDER APPROVING INDIRECT TRANSFER OF CONTROL OF LICENSE

I.

Entergy Louisiana, LLC (ELL) and Entergy Operations, Inc. (EOI) (together, the licensees) are co-holders of Facility Operating License No. NPF-38 for Waterford Steam Electric Station, Unit 3 (Waterford), and the general license for the independent spent fuel storage installation (ISFSI). ELL is the owner and EOI is authorized to possess, use, and operate Waterford and the ISFSI, which are located in St. Charles Parish, Louisiana.

II.

By application dated September 21, 2017, EOI requested, on behalf of itself, ELL, and their parent companies (together, the applicants), pursuant to Title 10 of the *Code of Federal Regulations* (10 CFR) Section 50.80, "Transfer of licenses," that the U.S. Nuclear Regulatory Commission (NRC) consent to the indirect transfer of membership interests in ELL to the extent ELL is affected by the addition of Entergy Arkansas, LLC (EAL); Entergy Mississippi, LLC (EML); and Entergy New Orleans, LLC (ENOL) to Entergy Utility Holding Company, LLC

(EUHC). These changes will result (upon execution of the transfers) in additional members of EUHC that may dilute the resources and voting power of its members.

The application proposes no physical or operational changes to the facilities. The interconnections that provide offsite power to Waterford do not change as a result of the proposed indirect license transfer.

The applicants requested NRC approval of the indirect transfer of membership interests in ELL. The NRC published a notice, "Arkansas Nuclear One, Units 1 and 2; Grand Gulf Nuclear Station, Unit 1; River Bend Station, Unit 1; and Waterford Steam Electric Station, Unit 3 Consideration of Approval of Transfer of Licenses and Conforming Amendments," in the *Federal Register* on December 29, 2017 (82 FR 61800). No comments or hearing requests were received.

Under 10 CFR 50.80, no license, or any right thereunder, shall be transferred, directly or indirectly, through transfer of control of the license, unless the NRC gives its consent in writing. Upon review of the information in the application and other information before the Commission, the NRC staff has determined that the licensees are qualified to hold the license to the extent proposed to permit the indirect transfer of membership interests in ELL to the extent ELL is affected by the addition of EAL, EML, and ENOL to EUHC. The NRC staff has also determined that the proposed license transfer is otherwise consistent with the applicable provisions of law, regulations, and orders issued by the NRC pursuant thereto. The findings set forth above are supported by an NRC safety evaluation dated August 1, 2018.

III.

Accordingly, pursuant to Sections 161b, 161i, and 184 of the Atomic Energy Act of 1954, as amended; Title 42 of the *United States Code* Sections 2201(b), 2201(i), and 2234; and 10 CFR 50.80, IT IS HEREBY ORDERED that the application regarding the proposed indirect license transfer is approved.

IT IS FURTHER ORDERED that, after receipt of all required regulatory approvals of the proposed transfer action, EOI shall inform the Director of the Office of Nuclear Reactor Regulation in writing of such receipt, and of the date of closing of the transfer, no later than 5 business days before the date of the closing of the transfer. Should the proposed indirect transfer not be completed within 1 year of this order's date of issuance, this order shall become null and void; however, upon written application and for good cause shown, such date may be extended by order.

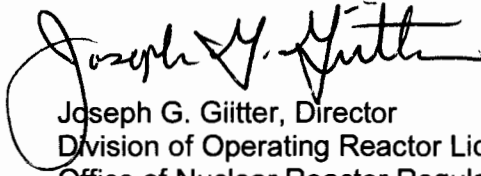
This order is effective upon issuance.

For further details with respect to this order, see the application dated September 21, 2017 (Agencywide Documents Access and Management System (ADAMS) Accession No. ML17268A213), and the NRC's safety evaluation dated August 1, 2018 (ADAMS Accession No. ML18177A236), which are available for public inspection at the NRC's Public Document Room located at One White Flint North, Public File Area 01-F21, 11555 Rockville Pike (first floor), Rockville, Maryland. Publicly available documents created or received at the NRC are accessible electronically through ADAMS in the NRC Library at <http://www.nrc.gov/reading-rm/adams.html>. Persons who do not have access to ADAMS, or who encounter problems accessing the documents located in ADAMS, should contact the NRC

Public Document Room reference staff by telephone at 1-800-397-4209 or 301-415-4737, or by e-mail to pdr.resource@nrc.gov.

Dated at Rockville, Maryland, this 1st day of August, 2018.

FOR THE NUCLEAR REGULATORY COMMISSION

A handwritten signature in black ink, appearing to read "Joseph G. Giitter". The signature is stylized with a large initial "J" and a prominent "G".

Joseph G. Giitter, Director
Division of Operating Reactor Licensing
Office of Nuclear Reactor Regulation

ENCLOSURE 6

DRAFT CONFORMING AMENDMENT FOR
GRAND GULF NUCLEAR STATION, UNIT 1
RENEWED FACILITY OPERATING LICENSE NO. NPF-29



UNITED STATES
NUCLEAR REGULATORY COMMISSION
WASHINGTON, D.C. 20555-0001

ENTERGY OPERATIONS, INC.

SYSTEM ENERGY RESOURCES, INC.

COOPERATIVE ENERGY, A MISSISSIPPI ELECTRIC COOPERATIVE

ENTERGY MISSISSIPPI, INC.

DOCKET NO. 50-416

GRAND GULF NUCLEAR STATION, UNIT 1

AMENDMENT TO RENEWED FACILITY OPERATING LICENSE

Amendment No.
Renewed License No. NPF-29

1. The Nuclear Regulatory Commission (the Commission) has found that:
 - A. The application for amendment by Entergy Operations, Inc. (the licensee), dated September 21, 2017, complies with the standards and requirements of the Atomic Energy Act of 1954, as amended (the Act), and the Commission's rules and regulations set forth in 10 CFR Chapter I;
 - B. The facility will operate in conformity with the application, the provisions of the Act, and the rules and regulations of the Commission;
 - C. There is reasonable assurance (i) that the activities authorized by this amendment can be conducted without endangering the health and safety of the public, and (ii) that such activities will be conducted in compliance with the Commission's regulations;
 - D. The issuance of this amendment will not be inimical to the common defense and security or to the health and safety of the public; and
 - E. The issuance of this amendment is in accordance with 10 CFR Part 51 of the Commission's regulations and all applicable requirements have been satisfied.

2. Accordingly, the license is amended as indicated in the attachment to this license amendment.
3. The license amendment is effective as of its date of issuance and shall be implemented within 60 days from the date of issuance.

FOR THE NUCLEAR REGULATORY COMMISSION

Robert J. Pascarelli, Chief
Plant Licensing Branch IV
Division of Operating Reactor Licensing
Office of Nuclear Reactor Regulation

Attachment:
Changes to the Renewed Facility
Operating License No. NPF-29 and
Appendix C Antitrust Conditions

Date of Issuance:

ATTACHMENT TO LICENSE AMENDMENT NO. _____

RENEWED FACILITY OPERATING LICENSE NO. NPF-29

GRAND GULF NUCLEAR STATION, UNIT 1

DOCKET NO. 50-416

Replace the following pages of the Renewed Facility Operating License No. NPF-29 and Appendix C Antitrust Conditions with the attached revised pages. The revised pages are identified by amendment number and contain marginal lines indicating the areas of change.

Renewed Facility Operating License

REMOVE

1
2
5

INSERT

1
2
5

Appendix C Antitrust Conditions

REMOVE

1

INSERT

1



UNITED STATES
NUCLEAR REGULATORY COMMISSION
WASHINGTON, D.C. 20555-0001

ENTERGY OPERATIONS, INC.

SYSTEM ENERGY RESOURCES, INC.

COOPERATIVE ENERGY, A MISSISSIPPI ELECTRIC COOPERATIVE

ENTERGY MISSISSIPPI, LLC

DOCKET NO. 50-416

GRAND GULF NUCLEAR STATION, UNIT 1

RENEWED FACILITY OPERATING LICENSE

Renewed License No. NPF-29

1. The Nuclear Regulatory Commission (the Commission or the NRC) has found that:
 - A. The application for renewed license filed by Mississippi Power & Light Company (MP&L), (now renamed Entergy Mississippi, LLC.), for itself and Middle South Energy, Inc., (now renamed System Energy Resources, Inc. (SERI), and South Mississippi Electric Power Association (SMEPA), (now renamed Cooperative Energy, A Mississippi electric cooperative (Cooperative Energy)), as amended, (hereinafter referred to as the licensees) complies with the standards and requirements of the Atomic Energy Act of 1954, as amended (the Act), and the Commission's regulations set forth in 10 CFR Chapter I, and all required notifications to other agencies or bodies have been duly made;
 - B. Construction of the Grand Gulf Nuclear Station, Unit 1 (the facility), has been substantially completed in conformity with Construction Permit No. CPPR-118 and the application, as amended, the provisions of the Act, and the regulations of the Commission;
 - C. The facility will operate in conformity with the application, as amended, the provisions of the Act, and the regulations of the Commission (except as exempted from compliance in Section 2.D. below);
 - D. There is reasonable assurance: (i) that the activities authorized by this renewed operating license can be conducted without endangering the health and safety of the public; and (ii) that such activities will be conducted in compliance with the Commission's regulations set forth in 10 CFR Chapter I (except as exempted from compliance in Section 2.D. below);

- E. Entergy Operations, Inc. (EOI), is technically qualified to engage in the activities authorized by this renewed operating license in accordance with the Commission's regulations set forth in 10 CFR Chapter I;
 - F. The licensees have satisfied the applicable provisions of 10 CFR Part 140, "Financial Protection Requirements and Indemnity Agreements," of the Commission's regulations;
 - G. The issuance of this renewed license will not be inimical to the common defense and security or to the health and safety of the public;
 - H. After weighing the environmental, economic, technical, and other benefits of the facility against environmental and other costs and considering available alternatives, the issuance of Renewed Facility Operating License No. NPF-29, subject to the conditions for protection of the environment set forth in the Environmental Protection Plan attached as Appendix B, is in accordance with 10 CFR Part 51 of the Commission's regulations and all applicable requirements have been satisfied;
 - I. The receipt, possession, and use of source, by-product and special nuclear material as authorized by this renewed license will be in accordance with the Commission's regulations in 10 CFR Parts 30, 40, and 70; and
 - J. Actions have been identified and have been or will be taken with respect to (1) managing the effects of aging during the period of extended operation on the functionality of structures and components that have been identified to require review under 10 CFR 54.21(a)(1); and (2) time-limited aging analyses that have been identified to require review under 10 CFR 54.21(c), such that there is reasonable assurance that the activities authorized by this renewed license will continue to be conducted in accordance with the current licensing basis, as defined in 10 CFR 54.3, for the facility, and that any changes made to the facility's current licensing basis in order to comply with 10 CFR 54.29(a) are in accordance with the Act and the Commission's regulations.
2. Based on the foregoing findings regarding this facility and pursuant to Commission Order CLI-84-19, dated October 25, 1984, License NPF-13, as amended, is superseded by this Renewed Facility Operating License NPF-29 which is hereby issued to Entergy Operations, Inc., Entergy Mississippi, LLC, System Energy Resources, Inc., and Cooperative Energy to read as follows:
- A. This renewed license applies to the Grand Gulf Nuclear Station (GGNS), Unit 1, a boiling water nuclear reactor and associated equipment (the facility), owned by System Energy Resources, Inc., and Cooperative Energy and operated by Entergy Operations, Inc. The facility is located in Claiborne County, Mississippi, and is described in the licensees' "Final Safety Analysis Report," as supplemented and amended, and in the licensees' Environmental Report, as supplemented and amended.
 - B. Subject to the conditions and requirements incorporated herein, the Commission hereby licenses:

(3) Antitrust Conditions

- (a) Entergy Mississippi, LLC and SERI shall comply with the antitrust conditions delineated in Appendix C. SERI is authorized to transfer its rights to possess, to use and to operate the facility to EOI, provided however, that until further authorization of the Commission, Entergy Mississippi, LLC and SERI shall continue to be responsible for compliance with the obligations imposed on the licensees in these antitrust conditions, and provided further that EOI accepts the right to possess, use and operate the facility and SERI accepts the right to possess the facility subject to the outcome of the pending separate antitrust review of the antitrust considerations related to the application dated September 2, 1986. SERI is authorized to transfer its rights to operate the facility to EOI.
- (b) Entergy Mississippi, LLC and SERI are responsible and accountable for the actions of their respective agents to the extent said agent's actions contravene the antitrust conditions in Appendix C.

(4) Independent Verification of Staff Performance and Other Plant Activities
(Section 13.4, SER, SSER #2)

- (a) MP&L¹ shall establish a subcommittee of the Corporate Safety Review Committee to review and evaluate the:
 - 1. Status and readiness of the plant and systems needed to support intended modes of operation and/or testing;
 - 2. Readiness of personnel to conduct intended operation and testing;
 - 3. Morale and attitudes of plant personnel that have a bearing on safe plant operation;
 - 4. Past performance in plant operations and adherence to procedures and administrative controls;
 - 5. Changes in current organization with regard to experience and qualifications of plant management and supervisory personnel since the last evaluation;
 - 6. Results and effectiveness of the Plant Safety Review Committee (PSRC),

¹ The original license authorized Mississippi Power & Light Company (MP&L) to operate the facility. Amendment 27 authorized SERI to operate the facility. Amendment 125 resulted in a name change for Mississippi Power & Light Company (MP&L) to Entergy Mississippi, Inc., which was subsequently changed to Entergy Mississippi LLC.

APPENDIX C

ANTITRUST CONDITIONS OPERATING LICENSE NO. NPF-29

Entergy Mississippi, LLC and SERI (the term licensees in Appendix C refers to Entergy Mississippi, LLC and SERI) shall comply with the following conditions:

I. DEFINITIONS

- (a) "Western Mississippi Area" means the counties of: Walthall, Lawrence, Jefferson Davis, Covington; Simpson, Smith, Scott, Leake, Attala, Choctaw, Montgomery, Grenada, Yalobusha, Panola, Tate, DeSoto, Pike, Amite, Wilkinson, Adams, Franklin, Lincoln, Copiah, Jefferson, Claiborne, Hinds, Rankin, Madison, Yazoo, Warren, Issaquena, Sharkey, Humphreys, Holmes, Carroll, Leflore, Sunflower, Washington, Bolivar, Tallahatchie, Quitman, Coahoma, and Tunica. An entity shall be deemed to be in the "Western Mississippi Area" if it has electric power generation, transmission, or distribution facilities located in whole or in part in the above described area.
- (b) "Bulk Power" means the electric power, and any attendant energy, supplied or made available at transmission or subtransmission voltage by one entity to another.
- (c) "Entity" means a person, a private or public corporation a municipality, a cooperative, an association, a joint stock association or business trust owning, operating or proposing to own or operate equipment or facilities for the generation, transmission or distribution of electricity, provided that, except for municipalities or rural electric cooperatives, "entity" is restricted to those which are or will be public utilities under the laws of the state in which the entity transacts or will transact business or under the Federal Power Act, and are or will be providing electric service under a contract or rate schedule on file with and subject to the regulation of a state regulatory commission or the Federal Power Commission.
- (d) "Cost" means any operating and maintenance expenses involved together with any ownership costs which are reasonably allocable to the transaction consistent with power pooling practices (where applicable). No value shall be included for loss of revenues from sale of power at wholesale or retail by one party to a customer which another party might otherwise serve. Cost shall include a reasonable return on Licensees' investment. The sale of portion of the capacity of a generating unit shall be upon the basis of a rate that will recover to the seller the pro rata part of the fixed costs and operating and maintenance

ENCLOSURE 7

SAFETY EVALUATION BY THE OFFICE OF NUCLEAR REACTOR REGULATION
TRANSFERS OF CONTROL OF FACILITY OPERATING LICENSES AND GENERAL
LICENSES FOR THE INDEPENDENT SPENT FUEL STORAGE INSTALLATIONS



UNITED STATES
NUCLEAR REGULATORY COMMISSION
WASHINGTON, D.C. 20555-0001

SAFETY EVALUATION BY THE OFFICE OF NUCLEAR REACTOR REGULATION
FOR TRANSFERS OF CONTROL OF FACILITY OPERATING LICENSES AND
GENERAL LICENSES FOR THE INDEPENDENT SPENT FUEL STORAGE INSTALLATIONS

ARKANSAS NUCLEAR ONE, UNITS 1 AND 2, AND
INDEPENDENT SPENT FUEL STORAGE INSTALLATION
DOCKET NOS. 50-313, 50-368, AND 72-13

RIVER BEND STATION, UNIT 1, AND
INDEPENDENT SPENT FUEL STORAGE INSTALLATION
DOCKET NOS. 50-458 AND 72-49

WATERFORD STEAM ELECTRIC STATION, UNIT 3, AND
INDEPENDENT SPENT FUEL STORAGE INSTALLATION
DOCKET NOS. 50-382 AND 72-75

GRAND GULF NUCLEAR STATION, UNIT 1, AND
INDEPENDENT SPENT FUEL STORAGE INSTALLATION
DOCKET NOS. 50-416 AND 72-50

1.0 INTRODUCTION

By application dated September 21, 2017 (Agencywide Documents Access and Management System (ADAMS) Accession No. ML17268A213), Entergy Operations, Inc. (EOI, the licensee), acting on behalf of the subject licensees, as well as its parent companies and EOI itself (together, the applicants), requested that the U.S. Nuclear Regulatory Commission (NRC, the Commission), in accordance with Title 10 of the *Code of Federal Regulations* (10 CFR) 50.80, "Transfer of licenses," consent to the direct and indirect transfers of control of the facility operating licenses and general licenses for the independent spent fuel storage installations (ISFSIs) for Arkansas Nuclear One (ANO), Units 1 and 2; River Bend Station, Unit 1 (RBS); and Waterford Steam Electric Station, Unit 3 (Waterford) (together, the Facilities). In addition, EOI requested the transfer of antitrust responsibilities for Grand Gulf Nuclear Station, Unit 1 (GGNS).

The applicants also requested NRC approval of the proposed conforming license amendments in accordance with 10 CFR 50.90, "Application for amendment of license, construction permit, or early site permit," to reflect the change in the licensee resulting from the proposed direct transfer for ANO. In addition, the applicants requested NRC approval of the proposed conforming

license amendment in accordance with 10 CFR 50.90 to reflect the name of the proposed newly formed entity with antitrust responsibilities for GGNS.

The proposed transfers are necessary for the proposed transaction of the restructuring of two Entergy Corporation (the ultimate parent company of EOI) utility companies under an intermediate holding company. EOI, overall, will remain the licensed operator of the Facilities. Figures 1 and 2 in the application illustrate the initial and final organizational structure with respect to the proposed transaction.

2.0 BACKGROUND

By application dated September 21, 2017, EOI proposed the following transfers of control to the NRC for review and approval:

- ANO, Units 1 and 2, transactions
 - the direct transfer of control of facility operating and ISFSI licenses for ANO, Units 1 and 2, from the current owner, Entergy Arkansas, Inc. (EAI), to a new limited liability company, Entergy Arkansas, LLC (EAL)
 - the indirect transfer of membership interest of EAL to an intermediate company, Entergy Utility Holding Company, LLC (EUHC), which will be the new parent of EAL

In summary, upon the consummation of the proposed transaction, EAL will acquire ownership of ANO, Units 1 and 2, and the ISFSI and EOI will remain responsible for the operation and maintenance of the facilities.

- GGNS transaction
 - the transfer of antitrust responsibilities specified in the GGNS license from Entergy Mississippi, Inc. (EMI) to a newly formed entity, Entergy Mississippi, LLC (EML)

EMI is a licensee of GGNS for the sole purpose of complying with the antitrust conditions in Appendix C to the license. EMI is not the owner or operator of GGNS. Therefore, there is no license transfer at GGNS to be evaluated in this safety evaluation, and, hence, no associated order. However, the proposed transaction will require a conforming amendment to the GGNS license to change the name from EMI to EML.

By letter dated December 20, 1986 (ADAMS Accession No. ML021430115), the NRC issued an amendment to Facility Operating License No. NPF-29 for GGNS that authorized the transfer of control and performance of licensed activities (as they pertained to the operation of GGNS and construction of Unit 2) from Mississippi Power and Light Company (MP&L) to Middle South Energy, Inc. (renamed System Energy Resources, Inc.). At the time of the amendment, the Commission believed that it was appropriate to retain MP&L on the license, subject to the completion of an antitrust review by the NRC staff to address whether MP&L should be removed from the list of licensees on the license. The NRC staff determined that MP&L would remain as a licensee on the license solely for purposes of complying with antitrust conditions until the Commission approved otherwise.

By letter dated July 16, 1996 (ADAMS Accession No. ML021490036), the NRC approved Amendment No. 125 to Facility Operating License No. NPF-29 for GGNS to revise the operating

license and antitrust conditions of the license to account for the change in name from MP&L to EMI. EMI is subject to the proposed transaction described in the application dated September 21, 2017.

- RBS and Waterford transaction
 - the indirect transfer of membership interests in Entergy Louisiana, LLC (ELL) (the owner of RBS, Waterford, and the associated ISFSIs), to the extent ELL is affected by the addition of EAL, EML, and Entergy New Orleans, LLC (ENOL)¹ to EUHC

Upon the consummation of the proposed transaction, the owner of RBS and Waterford will remain ELL, the operator of the facilities will remain EOI, the parent of ELL will remain EUHC, and the ultimate parent of ELL will remain Entergy Corporation. However, the consummation of the proposed transaction will result in EUHC also being the parent of EAL and EML. Because the addition of EAL and EML as members of EUHC could potentially dilute the resources and voting powers of ELL, the NRC staff evaluated the proposed transaction as an indirect transfer of control of the licenses for RBS and Waterford.

3.0 REGULATORY EVALUATION

The applicant's request for approval of the direct and indirect transfers of control of the facility operating and ISFSI general licenses as described above and discussed in this safety evaluation is made pursuant to Section 184 of the Atomic Energy Act of 1954, as amended (the Act), and 10 CFR 50.80.

The regulation at 10 CFR 50.80(a) states the following:

No license for a production or utilization facility (including, but not limited to, permits under this part and part 52 of this chapter, and licenses under parts 50 and 52 of this chapter), or any right thereunder, shall be transferred, assigned, or in any manner disposed of, either voluntarily or involuntarily, directly or indirectly, through transfer of control of the license to any person, unless the Commission gives its consent in writing.

The requirements of 10 CFR 50.80(b) and (c) apply. The regulation at 10 CFR 50.80(b) states that an application for a license transfer shall include as much of the information described in 10 CFR 50.33, "Contents of applications; general information," and 10 CFR 50.34, "Contents of applications; technical information," specifically, "with respect to the identity and technical and financial qualifications of the proposed transferee as would be required by those sections if the application were for an initial license."

The regulation at 10 CFR 50.80(c) states, in part, the following:

[T]he Commission will approve an application for the transfer of a license, if the Commission determines: (1) That the proposed transferee is qualified to be the holder of the license; and (2) That transfer of the license is otherwise consistent

¹ The application stated that, by a separate transaction expected to close in late 2017, membership interests of ENOL will be contributed to EUHC.

with applicable provisions of law, regulations, and orders issued by the Commission pursuant thereto.

The regulation at 10 CFR 50.33(f) states, in part, the following:

Except for an electric utility applicant for a license to operate a utilization facility of the type described in § 50.21(b) or § 50.22, [each application shall state] information sufficient to demonstrate to the Commission the financial qualification of the applicant to carry out, in accordance with regulations in this chapter, the activities for which the permit or license is sought.

The regulation at 10 CFR 50.2, "Definitions," states, in part, that an electric utility means the following:

[A]ny entity that generates or distributes electricity and which recovers the cost of this electricity, either directly or indirectly, through rates established by the entity itself or by a separate regulatory authority.

Also, 10 CFR 50.33(k)(1) requires that applicants provide information in the form of a report, as described in 10 CFR 50.75, "Reporting and recordkeeping for decommissioning planning," indicating that there is reasonable assurance that funds will be available to decommission the facility. The regulation at 10 CFR 50.75(c) provides a table of minimum amounts required to demonstrate reasonable assurance of funds for decommissioning by reactor type and power level.

The NRC staff applies guidance in NUREG-1577, Revision 1, "Standard Review Plan on Power Reactor Licensee Financial Qualifications and Decommissioning Funding Assurance," issued February 1999 (ADAMS Accession No. ML013330264), to evaluate whether the financial qualifications of licensees would be affected by proposed transfers. In addition, the NRC staff evaluates decommissioning funding amounts using the guidance in NUREG-1307, Revision 16, "Report on Waste Burial Charges: Changes in Decommissioning Waste Disposal Costs at Low-Level Waste Burial Facilities, Final Report," issued March 2017 (ADAMS Accession No. ML17060A362).

The NRC staff also applies the guidance in NUREG-0800, "Standard Review Plan for the Review of Safety Analysis Reports for Nuclear Power Plants: LWR [Light-Water Reactor] Edition," Chapter 13, "Conduct of Operations," Section 13.1.1, "Management and Technical Support Organization," Revision 6, issued August 2016 (ADAMS Accession No. ML15005A449), for the review of the corporate-level management and technical support organization of applicants. The staff applies guidance in NUREG-0800, Sections 13.1.2–13.1.3, "Operating Organization," Revision 7, issued August 2016 (ADAMS Accession No. ML15007A296), for the review of the operating organization of applicants, including the structure, functions, and responsibilities of the onsite organization established to safely operate and maintain the facility.

In addressing foreign ownership, control, or domination (FOCD) issues, Section 103d of the Act provides, in part, that no license may be issued to:

[A]ny corporation or other entity if the Commission knows or has reason to believe it is owned, controlled, or dominated by an alien, a foreign corporation, or a foreign government.

The NRC's regulation at 10 CFR 50.38, "Ineligibility of certain applicants," is the regulatory provision that implements the FOCD provision of the Act. The NRC staff evaluates license transfer applications in a manner consistent with the guidance provided in the Final Standard Review Plan on FOCD to determine whether the applicant is owned, controlled, or dominated by an alien, a foreign corporation, or a foreign government, as published in the *Federal Register* on September 28, 1999 (64 FR 52355-52359).

The NRC staff also reviews information that relates to nuclear property damage insurance requirements at 10 CFR 50.54(w) and the Price-Anderson insurance and indemnity requirements under Section 170 of the Act and 10 CFR Part 140, "Financial Protection Requirements and Indemnity Agreements," specifically, the requirements under 10 CFR 140.21, "Licensee guarantees of payment of deferred premiums."

Finally, with respect to the requested conforming license amendments for ANO and GGNS, the regulation at 10 CFR 50.90 states, in part, the following:

[W]henever a holder of a license, including a construction permit and operating license under this part...desires to amend the license or permit, application for an amendment must be filed with the Commission...fully describing the changes desired, and following as far as applicable, the form prescribed for original applications.

In accordance with 10 CFR 2.1315, "Generic determination regarding license amendments to reflect transfers," where administrative license amendments are necessary to reflect an approved license transfer, the order that approves the license transfer will include such amendments.

4.0 FINANCIAL QUALIFICATIONS

Under the regulation at 10 CFR 50.80(b)(1)(i), an application for a license transfer must contain as much of the information described in 10 CFR 50.33 with respect to financial qualifications of the proposed transferee as would be required if the application were for an initial license. An "electric utility," as defined in 10 CFR 50.2, is exempt from the requirement to submit financial qualifications information under 10 CFR 50.33(f).

4.1 Financial Qualifications for ANO

In its application dated September 21, 2017, the licensee stated that the current owner of ANO, EAI, recovers its cost of electricity for ANO either directly or indirectly through rates established by the Arkansas Public Service Commission. The licensee further stated that, following the proposed transaction, the owner of ANO, EAL, will continue to recover its cost of electricity for ANO through the Arkansas Public Service Commission. As such, EAI and EAL are each considered an "electric utility," as defined in 10 CFR 50.2. The licensee also stated that EAL will succeed to the existing Federal Energy Regulatory Commission (FERC) jurisdictional tariffs and rate schedules of EAI, effective as of the closing of the proposed transaction. EAL and the counterparties to these agreements will perform the agreements following the transaction. Additionally, the current and continuing operator of ANO, EOI recovers its costs from the owner licensee entities, and its financial qualifications are based on the owner licensee entities. Therefore, consistent with the guidance in NUREG-1577, the NRC staff concludes that the

proposed transaction is not subject to the requirements for financial qualifications in 10 CFR 50.33(f).

4.2 Financial Qualifications for GGNS

As noted in the application, EMI does not own or operate GGNS and is only listed in the GGNS license as having solely antitrust responsibilities. Therefore, the NRC staff has determined that there is no license transfer at GGNS to be evaluated in this safety evaluation, and a financial qualifications review is not warranted.

Additionally, the application states that GGNS costs are recovered through a Unit Power Sales Agreement, which is a FERC-approved cost-recovery tariff. The proposed transaction would not change the cost recovery for GGNS, and EML's antitrust responsibilities in the GGNS license will remain the same as those of EMI.

4.3 Financial Qualifications for RBS and Waterford

As stated in the application, ELL, the owner licensee of RBS, recovers 70 percent of its costs for RBS directly through rates established by the Louisiana Public Service Commission (LPSC), the rate regulator, and indirectly through FERC tariffs, as part of a FERC-approved life-of-unit Power Purchase Agreement (PPA) with Entergy Texas, Inc. (ETI), an electric utility serving customers in Texas. The PPA provides for cost-of-service recovery for the costs associated with the portion of RBS that correlates with electricity from RBS delivered to ETI. The application notes that the PPA is also subject to the jurisdiction of the Public Utility Commission of Texas to the extent of the determination of the RBS decommissioning collections for the ETI share of RBS. The application provides that these arrangements will continue in effect for ELL.

As stated in the application, ELL also owns a 30-percent portion of RBS that is directly or indirectly recovered through regulated rates. These rates are subject to two FERC-approved life-of-unit PPAs with Entergy New Orleans, Inc., and through ELL retail rates on a dollar-for-dollar basis through the additional capacity mechanism of ELL's Formula Rate plan, which LPSC reviews and approves annually. According to the application, ELL directly recovers its costs for Waterford through rates set by the LPSC.

Since ELL recovers the cost of service for RBS and Waterford through rates established by regulatory agencies, the NRC considers ELL to be an "electric utility," as defined in 10 CFR 50.2, and, therefore, is not subject to the requirements for financial qualifications in 10 CFR 50.33(f).

4.4 Summary of Financial Qualifications

Based on the above, the NRC staff determined that there is no license transfer with respect to GGNS to be evaluated in this safety evaluation, and, thus, a financial qualifications review is not warranted. In addition, the NRC staff concludes that the licensees will remain electric utilities and are not subject to further financial qualifications reviews in accordance with the guidance in NUREG-1577 and the requirements under 10 CFR 50.33(f). Additionally, the ultimate parent, Entergy Corporation, will remain financially qualified to own and operate ANO, RBS, Waterford, and GGNS, and the owners of the affected Facilities will continue to be electric utilities. Other entities' financial qualifications remain unaffected by the proposed transaction. Therefore, the NRC staff concludes that the proposed transaction satisfies 10 CFR 50.80 with respect to financial qualifications.

5.0 DECOMMISSIONING FUNDING

In the application dated September 21, 2017, the licensee stated that at the time of the proposed transaction, it will retain the existing decommissioning trust funds maintained by Entergy Corporation for the ownership of ANO, GGNS, RBS, and Waterford. In addition, for the 30-percent nonregulated portion of the RBS license, the licensee considers the external sinking fund "prepaid" and meeting the requirements at 10 CFR 50.75(e)(1)(i).

Under 10 CFR 50.75(f)(1), power reactor licensees involved in a merger or an acquisition shall submit reports regarding decommissioning funding status on an annual basis. The applicants submitted the annual report regarding the status of decommissioning funding for ANO, GGNS, RBS, and Waterford by letter dated March 31, 2017 (ADAMS Accession No. ML17093A933). The NRC staff reviewed the decommissioning funding report and, by letter dated May 8, 2018 (ADAMS Accession No. ML18122A001), informed the applicants of its determination that the licensees satisfied the decommissioning funding assurance reporting requirements and have provided decommissioning funding assurance.

5.1 Decommissioning Funding Assurance for ANO

As required by 10 CFR 50.75(f)(1), and as stated in the March 31, 2017, letter, EAI provided the NRC with the status of decommissioning funding for ANO as of December 31, 2016. In its submittal, the licensee stated that the total amount of decommissioning funds required for ANO using the table of minimum amounts formula under 10 CFR 50.75(c) is \$450 million for Unit 1 and \$468 million for Unit 2 (2017 dollars). Entergy Corporation retains the ownership of the prepaid funds or the external sinking funds set aside for the decommissioning funding assurance. Available funds in the ANO decommissioning trusts as of December 31, 2016, were \$466 million for Unit 1 and \$368 million for Unit 2. The NRC staff evaluated these funding amounts using guidance provided in NUREG-1307, Revision 16. The staff concluded that the current funding amounts provided for the ownership interest of ANO exceed NRC minimum decommissioning funding requirements based on current nuclear decommissioning trust (NDT) balances, future compounding of fund assets within the NDTs through the operating license expiration dates of May 20, 2034, for Unit 1 and July 17, 2038, for Unit 2, and future licensee contributions.

Based on the above, the NRC staff determined that the proposed transactions will not affect the decommissioning funding arrangements currently in place for ANO, Units 1 and 2. The information provided in the application and in the decommissioning funding status report conforms to the guidance in NUREG-1577 for the staff's review of decommissioning funding assurance. Therefore, the staff concludes that the proposed transaction satisfies the requirements at 10 CFR 50.80 with respect to decommissioning funding.

5.2 Decommissioning Funding Assurance for GGNS

As noted in the application and in this safety evaluation, EMI does not own or operate GGNS, and is only listed in the GGNS license as having certain antitrust responsibilities. Therefore, there is no license transfer at GGNS to be evaluated in this safety evaluation and, thus, a decommissioning funding assurance review is not warranted.

However, as required by 10 CFR 50.75(f)(1), and as stated in the March 31, 2017, letter, the licensee provided the NRC with the status of decommissioning funding for GGNS as of December 31, 2016. Per its submittal, the total amount of decommissioning funds required for GGNS, using the table of minimum amounts formula under 10 CFR 50.75(c), was \$642 million (2017 dollars). Entergy Corporation retains the ownership of the prepaid funds or the external sinking funds set aside for the decommissioning funding assurance. Available funds in the GGNS decommissioning trusts as of December 31, 2016, were \$845 million. The NRC staff evaluated these funding amounts using guidance provided in NUREG-1307, Revision 16. By letter dated May 8, 2018, the NRC informed the licensee of its determination that the licensee had provided decommissioning funding assurance. In addition, the NRC staff concluded that the current funding amounts provided for the ownership interest of GGNS exceed NRC minimum decommissioning funding requirements based on current NDT balances, future compounding of fund assets within the NDTs through the operating license expiration date of November 1, 2044, and future licensee contributions.

5.3 Decommissioning Funding Assurance for RBS

As required by 10 CFR 50.75(f)(1), and as stated in the March 31, 2017, letter, ELL provided the NRC with the status of decommissioning funding for RBS as of December 31, 2016. Per its submittal, the total amount of decommissioning funds required for RBS using the table of minimum amounts formula under 10 CFR 50.75(c) was \$627 million (2017 dollars). Entergy Corporation retains the ownership of the prepaid funds or the external sinking funds set aside for the decommissioning funding assurance. Available funds in the RBS decommissioning trust as of December 31, 2016, were \$712 million. The NRC staff evaluated these funding amounts using the guidance provided in NUREG-1307, Revision 16. By letter dated May 8, 2018, the NRC informed the licensee of its determination that the licensee had provided decommissioning funding assurance. In addition, the NRC staff concluded that the current funding amounts provided for the ownership interest of RBS exceed NRC minimum decommissioning funding requirements based on the current NDT balance, future compounding of fund assets within the NDTs through the operating license expiration date of August 29, 2025, and future licensee contributions.

Based on the above, the NRC staff determined that the proposed transaction will not affect the decommissioning funding arrangements currently in place for RBS. The information provided in the application and the decommissioning funding status report conforms to the guidance in NUREG-1577 for the staff's review of decommissioning funding assurance. Therefore, the NRC staff concludes that the proposed transaction satisfies the requirements in 10 CFR 50.80 with respect to decommissioning funding.

5.4 Decommissioning Funding Assurance for Waterford

As required by 10 CFR 50.75(f)(1), and as stated in the March 31, 2017, letter, ELL provided the NRC with the status of decommissioning funding for Waterford as of December 31, 2016. Per its submittal, the total amount of decommissioning funds required for Waterford using the table of minimum amounts formula under 10 CFR 50.75(c) was \$484 million (2017 dollars). Entergy Corporation retains the ownership of the prepaid funds or the external sinking funds set aside for the decommissioning funding assurance. Available funds in the Waterford decommissioning trust as of December 31, 2016, were \$428 million. The NRC staff evaluated these funding amounts using the guidance provided in NUREG-1307, Revision 16. By letter dated May 8, 2018, the NRC informed the licensee of its determination that the licensee had provided decommissioning funding assurance. In addition, the NRC staff concluded that the current

funding amounts provided for the ownership interest of Waterford exceed NRC minimum decommissioning funding requirements based on the current NDT balance, future compounding of fund assets within the NDTs through the operating license expiration date of December 18, 2024, and future licensee contributions.

Based on the above, the NRC staff determined that the proposed transaction will not affect the decommissioning funding arrangements currently in place for Waterford. The information provided in the application and the decommissioning funding status report conform to the guidance in NUREG-1577 for the staff's review of decommissioning funding assurance. Therefore, the staff concludes that the proposed transaction satisfies the requirements in 10 CFR 50.80 with respect to decommissioning funding.

6.0 TECHNICAL QUALIFICATIONS

6.1 Management and Technical Support Organization

The NRC staff used guidance in NUREG-0800, Section 13.1.1, Revision 6, in part, to review the application to ensure that the proposed corporate management is involved with, informed of, and dedicated to the safe operation of the Facilities.

The licensee stated the following in Section V, "Technical Qualifications," of the application:

The technical qualifications of EOI are not affected by the proposed license transfers. There will be no changes in the operator's officers, personnel, or day-to-day operations of the Facilities in connection with the proposed transfers of control. It is anticipated that EOI will at all times remain the licensed operator of the Facilities.

As stated above, the proposed transaction will not affect the technical qualifications of EOI, and EOI will continue to remain as the licensed operator for the Facilities. EOI, as the current licensed operator, has sufficient background and experience in nuclear energy operation. Therefore, the NRC staff finds the management and technical support organization to be acceptable.

6.2 Operating Organization

The NRC staff used guidance in NUREG-0800, Chapters 13.1.2 and 13.1.3, Revision 7, to review the application to ensure that sufficient technical resources will continue to be provided to adequately operate the Facilities in both normal and off-normal conditions as a result of the proposed transaction.

As noted in the previous section, the licensee provided that no changes are to be made to operating officers, personnel, or day-to-day operations of the Facilities. EOI will remain the licensed operator of the Facilities; therefore, the Facilities will be unaffected and will continue to be technically qualified to adequately operate in both normal and off-normal conditions. As such, the NRC staff finds the operating organization to be acceptable.

7.0 ANTITRUST REVIEW

The Act does not require or authorize antitrust reviews of post-operating license transfer applications. In CLI-99-19, in the matter of *Kansas Gas and Electric Co., et al.* (Wolf Creek

Generating Station, Unit 1), 49 NRC 441 (1999), the Commission concluded, upon a close analysis of the Act, that the NRC lacks authority to conduct antitrust reviews of post-operating license transfer applications. Therefore, because the application postdates the issuance of the operating licenses for the units under consideration in this safety evaluation, no antitrust review is required or authorized.

8.0 FOREIGN OWNERSHIP, CONTROL, OR DOMINATION

Section 103d of the Act prohibits the Commission from issuing a license for a nuclear power plant to an alien or any corporation or other entity if the Commission knows or has reason to believe it is owned, controlled, or dominated by an alien, a foreign corporation, or a foreign government. The NRC's regulation at 10 CFR 50.38 implements this statutory prohibition.

In the application dated September 21, 2017, the licensee stated that neither Entergy Corporation nor its subsidiaries are owned, controlled, or dominated by any alien entity, foreign corporation, or foreign government. Further, Entergy Corporation is a publicly traded company with shares that are traded on the New York Stock Exchange and that are widely held. Upon the consummation of the proposed transaction, Entergy Corporation shares will be traded on the New York Stock Exchange. Entergy Corporation will continue to hold its interest in the Facilities. Additionally, the proposed transaction will not result in the licenses or the licensees being subject to FOCD. The proposed transaction is the result of the merger of the current parent companies (EAL and EMI) with the new entity, EUHC, also a U.S. company. Neither of these companies is owned, controlled, or dominated by foreign entities. Finally, the licensee stated that the current and proposed directors and executive officers of Entergy Corporation and the Entergy subsidiaries are all U.S. citizens.

Based on its independent analysis of the information provided in the application, including open-source analysis and verification of the information provided in the application regarding FOCD, the NRC staff concludes that it does not know or have reason to believe that any of the parties related to the proposed transaction is owned, controlled, or dominated by a foreign interest. Thus, the NRC staff concludes that the licensee will continue to meet the requirements of 10 CFR 50.38.

9.0 NUCLEAR INSURANCE AND INDEMNITY

Upon review of the requirements of the Price-Anderson Act (Section 170 of the Act) and the NRC's implementing regulations at 10 CFR Part 140, the NRC staff determined that the current indemnity agreement requires modification to reflect the assignment and transfer of applicable EAL interests in the ANO indemnity agreement to EAL, and assignment and transfer of applicable EMI interests in the GGNS indemnity agreement to EML. Revisions to the indemnity agreements are required to reflect the names of EAL and EML.

According to the application dated September 21, 2017, the financial protection EOI currently provides in the form of offsite liability insurance and onsite property insurance will continue to be maintained by the licensed entities. As the license holder, the licensees are required to provide, maintain, and report the appropriate amount of insurance in accordance with the requirements in 10 CFR 140.11(a)(4), 10 CFR 50.54(w), and 10 CFR 140.21.

To ensure that the license holders amend their respective policies (onsite and offsite insurances), as appropriate, to consider the proposed transactions in this safety evaluation, the

NRC staff has included the following condition in the orders approving the proposed license transfers:

Before completion of the proposed transaction, EOI shall provide the Director of the Office of Nuclear Reactor Regulation satisfactory documentary evidence that EAL has obtained the appropriate amount of insurance required of the licensees under 10 CFR Part 140 and 10 CFR Part 50.

Based on the above, the NRC staff concludes that the proposed transaction, as conditioned, satisfies the nuclear insurance and indemnity requirements of 10 CFR Part 140 and 10 CFR Part 50.

10.0 SUMMARY

10.1 Direct Transfer

The NRC staff concludes that the information contained in the application demonstrates that EAL will possess the requisite qualifications to own ANO and the associated ISFSI, and that EOI will continue to possess the requisite qualifications to operate ANO and the associated ISFSI in accordance with the Renewed Facility Operating License Nos. DPR-51 and NPF-6.

In addition, the NRC staff concludes that the proposed direct transfer of control will not result in any changes in the role of the licensee as the licensed owner or operator of ANO and will not result in any changes to financial qualifications, decommissioning funding assurance, anti-trust, and foreign ownership, control, or domination issues. No physical changes will be made to ANO and there will be no changes in day-to-day operations as a result of the proposed direct transfer. Therefore, the NRC staff concludes that the direct transfer will not affect the management and technical support organization nor the operation organization.

10.2 Indirect Transfers

As explained above, EMI is a licensee of GGNS for the sole purpose of complying with the antitrust conditions in Appendix C to the license; therefore, the NRC staff concludes that the proposed transaction with respect to GGNS and its ISFSI did not meet the criteria for a license transfer per 10 CFR 50.80.

The NRC staff concludes that the indirect transfers of control resulting from EUHC becoming the intermediate parent company between EAL and Entergy Corporation will not involve any changes to the current ANO licensing bases. In addition, the indirect transfers of membership interests in ELL, to the extent they are affected by the addition of new members to EUHC, will not involve any changes to the current RBS and Waterford licensing bases.

The NRC staff concludes that the proposed indirect transfers of control will not result in any changes in the role of the licensee as the licensed owner or operator of ANO, RBS, and Waterford and will not result in any changes to financial qualifications, decommissioning funding assurance, anti-trust, and foreign ownership, control, or domination issues. No physical changes will be made to ANO, RBS, and Waterford and there will be no changes in day-to-day operations as a result of the proposed indirect transfers. Therefore, the NRC staff concludes that the indirect transfers will not affect the management and technical support organization nor the operation organization.

11.0 CONFORMING AMENDMENTS

11.1 Proposed Amendments

In the application dated September 21, 2017, EOI requested NRC approval of conforming amendments to ANO Renewed Facility Operating License Nos. DPR-51 and NPF-6 and GGNS Facility Operating License No. NPF-29 as a result of the proposed transfers.

Specifically, the licensee stated in its application the following:

License amendments are required for the ANO licenses to reflect the new name of the owner licensee, EAL. License amendments are also required, if EMI engages in the transfers, to reflect the new name for the licensee having antitrust responsibilities in the Grand Gulf license, Entergy Mississippi, LLC. The ultimate corporate parent, Entergy Corporation, will remain the same.

By e-mail dated June 25, 2018 (ADAMS Accession No. ML18176A069), EOI clarified its requested issuance date of the conforming amendments for ANO and GGNS and confirmed a 60-day implementation period from the date of issuance of the conforming amendments.

11.2 Discussion

The changes to be made to the respective licenses are indicated in Enclosures 2, 3, and 6 to the cover letter forwarding the NRC staff's orders regarding the subject transfers. The ANO amendments replace references to "Entergy Arkansas, Inc.," the owner licensee entity, with "Entergy Arkansas, LLC." The GGNS amendment replaces references to "Entergy Mississippi, Inc.," which has antitrust responsibilities imposed in the GGNS license, with "Entergy Mississippi, LLC." The amendments involve no safety questions and are administrative in nature.

As discussed in Section 2.0 of this safety evaluation, EMI is a licensee of GGNS for the sole purpose of complying with the antitrust conditions in Appendix C to the license. EMI is not the owner or operator of GGNS. Therefore, there is no license transfer at GGNS to be evaluated in this safety evaluation, and, hence, no associated order. However, a conforming license amendment is necessary to reflect the name of the new limited liability company with antitrust responsibilities for GGNS.

The proposed transaction does not affect the names of the licensee entities in the Waterford or RBS facility operating licenses. Therefore, there are no associated conforming amendments for Waterford or RBS.

As stated above, the NRC staff concludes that the applicants have provided sufficient information to address the applicable regulatory requirements of 10 CFR 50.33 and 10 CFR 50.80. Therefore, in accordance with 10 CFR 50.80, the NRC staff concludes that the proposed direct transfer of the ANO renewed facility operating licenses from Entergy Arkansas, Inc., to Entergy Arkansas, LLC, is acceptable. Similarly, the NRC staff concludes that the proposed replacement of references in the GGNS renewed facility operating license from

Entergy Mississippi, Inc., with Entergy Mississippi, LLC, as a result of the proposed transaction, is acceptable.

11.3 Conclusion with Respect to the Conforming Amendments

The NRC staff concludes that the license amendments for ANO and GGNS, as indicated in Enclosures 2, 3, and 6 to the cover letter forwarding this safety evaluation, are administrative license amendments necessary to reflect the approved license transfers. Therefore, the amendments shall be issued and made effective at the time of the completion of the proposed transaction.

12.0 STATE CONSULTATION

In accordance with the Commission's regulations, the NRC staff notified the Arkansas, Louisiana, and Mississippi State officials of the proposed license transfers and issuance of the conforming amendments on June 28, 2018, and June 29, 2018. The State officials had no comments.

13.0 ENVIRONMENTAL CONSIDERATION

The subject application is for approval of the transfers of licenses issued by the NRC and for approval of associated amendments of licenses required to reflect the approval of the transfers. Accordingly, the actions involved meet the eligibility criteria for categorical exclusion set forth in 10 CFR 51.22(c)(21). Pursuant to 10 CFR 51.22(b), no environmental impact statement or environmental assessment need be prepared in connection with approval of the application.

14.0 CONCLUSION

The Commission has concluded, based on the considerations discussed above, that (1) the proposed transferee is qualified to be the holder of the licenses and (2) transfers of the licenses are otherwise consistent with applicable provisions of law, regulations, and orders issued by the Commission pursuant thereto.

The Commission has concluded, based on the considerations discussed above, that (1) there is reasonable assurance that the health and safety of the public will not be endangered by operation in the proposed manner, (2) there is reasonable assurance that such activities will be conducted in compliance with the Commission's regulations, and (3) the issuance of the amendments will not be inimical to the common defense and security or to the health and safety of the public.

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Date: August 1, 2018

SUBJECT: ARKANSAS NUCLEAR ONE, UNITS 1 AND 2; GRAND GULF NUCLEAR STATION, UNIT 1; RIVER BEND STATION, UNIT 1; AND WATERFORD STEAM ELECTRIC STATION, UNIT 3—ORDERS APPROVING DIRECT AND INDIRECT TRANSFERS OF FACILITY OPERATING LICENSES (CAC NOS. MG0258, MG0259, MG0260, MG0261, AND MG0262; EPID L-2017-LLM-0010) DATED AUGUST 1, 2018

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JWachutka, OGC

ADAMS Accession Nos.: Letter and Enclosures 2, 3, 6, and 7 (ML18177A236); ANO Order (ML18177A237); RBS Order (ML18177A235); Waterford Order (ML18177A234)

*by memo dated

**by e-mail

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