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September 27, 2012
CNRO-12-00005

10 CFR 50.80
10 CFR 52.28
10 CFR 50.92

Director, Office of Nuclear Reactor Regulation
U.S. Nuclear Regulatory Commission
One White Flint North
11555 Rockville Pike
Rockville, MD 20852

Subject: Entergy Nuclear Operations, Inc.
Arkansas Nuclear One, Units 1 & 2 & ISFSI
Docket Nos. 50-313, 50-368 & 72-13
Grand Gulf Nuclear Station, ESP & ISFSI
Docket Nos. 50-416, 52-009 & 72-50
River Bend Station Unit 1 & ISFSI
Docket Nos. 50-458 & 72-49
Waterford 3 Steam Electric Station & ISFSI
Docket Nos. 50-382 & 72-75

Application for Order Approving Transfers of Licenses and Conforming License
and ESP Amendments

Dear Sir or Madam:

Pursuant to Section 184 of the Atomic Energy Act of 1954, as amended (the Act), and 10 CFR 50.80 and 10 CFR 52.28, Entergy Operations, Inc. (EOI), acting on behalf of Entergy Arkansas, Inc. (EAI), Entergy Gulf States Louisiana, L.L.C. (EGS-LA), Entergy Louisiana, LLC (ELL) and System Energy Resources, Inc. (SERI) (together, the Applicants, and EAI, EGS-LA, ELL and SERI each being an owner Licensee Entity), as well as their parent companies and itself, hereby request that the Nuclear Regulatory Commission (NRC) issue an Order approving the transfers of control of the Facility Operating Licenses for Arkansas Nuclear One, Units 1 & 2 (ANO), Grand Gulf Nuclear Station (GGNS), River Bend Station Unit 1 (RBS), and Waterford 3 Steam Electric Station (Waterford) (together, the Facilities), as well as the Early Site Permit (ESP) for GGNS and conforming license amendments for the ANO licenses and GGNS license and ESP. The license transfer approval and conforming amendments are necessary to support a proposed transaction whereby all of the transmission assets of Entergy Corporation (Entergy) in the States of Arkansas, Louisiana, Mississippi, Missouri and Texas will become owned by ITC Holdings Corp. (ITC) and operated by MISO (Midwest Independent Transmission System Operator, Inc.).

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In connection with the proposed transaction, each Licensee Entity will merge with and into one or more new entity, with the new entity surviving the merger. The various steps in the transaction that are contemplated will occur contemporaneously, and when the transactions are complete at the end of the day of closing, each Licensee Entity will emerge as a new entity with the same name as prior to the proposed transaction, except that EAI will emerge as Entergy Arkansas, LLC, and SERI will emerge as System Energy Resources, LLC. Both of these entities will be Arkansas limited liability companies. In each case the surviving entity will be a new entity that holds each respective NRC license, and each will be a limited liability company. Thus, approval of the license transfers is required pursuant to 10 CFR 50.80 and 10 CFR 52.28, and license amendments are required for the ANO licenses to reflect the new name of Entergy Arkansas, LLC and for the GGNS license and ESP to reflect the new name of System Energy Resources, LLC and Entergy Mississippi, LLC, which is referenced in the GGNS license.

The ultimate corporate parent, Entergy, will remain the same, but each of the Licensee Entities and EOI will be owned by a new intermediary holding company, Entergy Utilities Holdings, LLC, a Delaware limited liability company. Entergy Gulf States Holdings, Inc. and Entergy Louisiana Holdings, Inc. will no longer be intermediary holding companies for EGS-LA and ELL, respectively. Simplified organization charts reflecting the current and post-transfer ownership structures are provided as Figures 1 and 2.

The proposed transfers are necessary to facilitate the separation of the Entergy transmission system, which is to become owned and operated independently from Entergy. These transmission assets are currently owned by the utility operating company subsidiaries of Entergy, which are EAI, EGS-LA, ELL, Entergy Mississippi, Inc., Entergy New Orleans, Inc. and Entergy Texas, Inc. (the "Utility Operating Companies"). Following the proposed transaction, each of the Utility Operating Companies will emerge as a new limited liability company with the same assets as prior to the transaction, except that each will no longer own its respective transmission assets in Arkansas, Louisiana, Mississippi, Missouri and Texas. Instead, Entergy plans that the Entergy transmission system will be owned by newly-formed "wires" companies ("Wires Subs") which in turn will be subsidiaries of a new Entergy subsidiary, Mid South TransCo LLC. Mid South TransCo LLC will become a wholly owned subsidiary of ITC, a Michigan corporation, in the transaction. ITC currently owns other transmission assets, and the shares of ITC are publicly traded and widely held.

Through a spin off and/or split off exchange offer, Entergy shareholders will acquire the ownership interests of Mid South TransCo LLC, and through a subsequent merger of Mid South TransCo LLC with a subsidiary of ITC, Entergy shareholders will acquire shares of ITC in exchange for the ownership interest in Mid South TransCo LLC. As a result of these transactions, the transmission businesses of the Utility Operating Companies will become owned by ITC. The transaction also contemplates that MISO will assume operational control of the Entergy transmission system, and MISO will integrate the operation of the transmission system with the existing MISO transmission grid. This is expected to occur either at the time of the transaction or thereafter likely by the end of 2013. Thus, the Utility Operating Companies will no longer own or operate their existing transmission assets following the transaction.

Through the attached Application, EOI requests, on behalf of the Applicants and itself, that the NRC consent to the proposed license transfers and approve the conforming amendments to the ANO licenses and the GGNS license and ESP. The proposed transfers will not result in any change in the role of EOI as the licensed operator of the facilities and will not result in any changes to its technical qualifications. The names of Entergy Arkansas, LLC and System Energy Resources, LLC will change from the existing owner Licensee Entities, and the names

of each other Licensee Entity will remain the same. Therefore, conforming amendments are required only for the ANO licenses and the GGNS license and ESP.

In addition, the proposed transaction will involve the transfer to Mid South TransCo LLC of "facilities for the production, transmission or distribution of electric energy having a depreciated book value exceeding one percent (1%) of Entergy Gulf States Louisiana, [L.L.C.]'s consolidated net utility plant, as recorded on [its] books of account." Therefore, this letter provides sixty days prior Notice to the Director of the Office of Nuclear Reactor Regulation as contemplated by License Condition 2.C.(16) of the license for RBS.

In summary, the proposed license transfers will be consistent with the requirements set forth in the Act, NRC regulations, and the relevant NRC licenses and orders. The proposed license transfers will not result in any changes in the officers, personnel, or day-to-day operation of the Facilities. The proposed license transfers will not involve any changes to the current licensing basis of the Facilities. They will neither have any adverse impact on the public health and safety nor be inimical to the common defense and security. These transfers do not involve any ownership, control or domination by any foreign entity. The Applicants therefore respectfully request that the NRC consent to the license transfers for the Facilities' licenses and ESP in accordance with 10 CFR 50.80 and 10 CFR 52.28, and that NRC approve conforming amendments to the ANO licenses and the GGNS license and ESP.

EOI requests that NRC review this Application on a schedule that will permit the issuance of NRC consent to the license transfers and approval of the conforming amendments by April 30, 2013. Such consent should be made immediately effective upon issuance and should permit the transfers to occur at any time for one year following NRC's approval. The conforming license amendments should be approved but not issued until the transfers occur. EOI will inform NRC if there are any significant changes in the status of any other required approvals or any other developments that have an impact on the schedule.

If NRC requires additional information concerning this license transfer request, please contact Bryan Ford, Senior Manager, Nuclear Safety and Licensing, at (601) 368-5516. Service on EOI and the Applicants of comments, hearing requests or intervention petitions, or other pleadings, if applicable, should be made to counsel for EOI, Mr. John E. Matthews at Morgan, Lewis & Bockius, LLP, 1111 Pennsylvania Avenue, NW, Washington, DC 20004 (tel: 202-739-5524; fax: 202-739-3001; e-mail: jmatthews@morganlewis.com).

Sincerely,



JFM/bsf/aye

Enclosure: Application For Order Approving License Transfers and Conforming License and ESP Amendments

cc: Regional Administrator, RIV
NRC site PMs

**UNITED STATES OF AMERICA
NUCLEAR REGULATORY COMMISSION**

In the Matter of)	
)	
Entergy Operations, Inc.)	
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Arkansas Nuclear One, Units 1 and 2)	Docket Nos.: 50-313, 50-368
& ISFSI)	& 72-13
Grand Gulf Nuclear Station, ESP & ISFSI)	50-416, 52-009
)	& 72-50
River Bend Station, Unit 1 & ISFSI)	50-458 & 72-49
Waterford 3 Steam Electric Station)	50-382 & 72-75
& ISFSI)	

AFFIRMATION

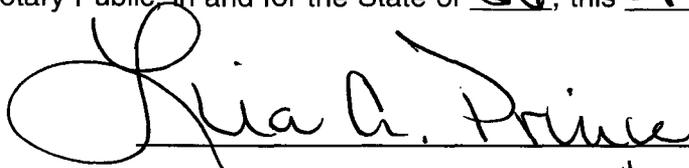
I, John F. McCann, being duly sworn, hereby depose and state that I am Vice President, Nuclear Safety, Emergency Planning, and Licensing; that I am duly authorized to sign and file with the Nuclear Regulatory Commission the attached application for order approving transfers of control of licenses and conforming license and ESP amendments; that I am familiar with the content thereof; and that the matters set forth therein are true and correct to the best of my knowledge and belief.



 John F. McCann
 Vice President, Nuclear Safety, Emergency
 Planning, and Licensing

STATE OF Ms)
)
 COUNTY OF Hinds)

Subscribed and sworn to me, a Notary Public, in and for the State of 26, this Sept day of September, 2012.



 Notary Public in and for the State of MS



**Application for Order Approving License Transfers
and Conforming License and ESP Amendments**

Entergy Operations, Inc. (All Dockets)
Arkansas Nuclear One Docket Nos. 50-313, 50-368, & 72-13
Grand Gulf Nuclear Station Docket Nos. 50-416, 52-009 & 72-50
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Figure 1 Simplified Organizational Chart (Current)

Figure 2 Simplified Organizational Chart (Post-Transfer)

Attachment 1 Proposed Changes to the Facility Operating Licenses and Early Site Permit

Attachment 2 No Significant Hazards Consideration Determination

Attachment 3 General Corporate Information Regarding NRC Licensed Entities and Their Corporate Parents

I. INTRODUCTION

Pursuant to Section 184 of the Atomic Energy Act of 1954, as amended (the Act), and 10 CFR 50.80 and 10 CFR 52.28, Entergy Operations, Inc. (EOI), acting on behalf of Entergy Arkansas, Inc. (EAI), Entergy Gulf States Louisiana, L.L.C. (EGS-LA), Entergy Louisiana, LLC (ELL) and System Energy Resources, Inc. (SERI) (together, the Applicants, and EAI, EGS-LA, ELL and SERI each being an owner Licensee Entity), as well as their parent companies and itself, hereby request that the Nuclear Regulatory Commission (NRC) issue an Order approving the transfers of control of the Facility Operating Licenses for Arkansas Nuclear One, Units 1 & 2 (ANO), Grand Gulf Nuclear Station (GGNS), River Bend Station Unit 1 (RBS), and Waterford 3 Steam Electric Station (Waterford) (together, the Facilities), as well as the Early Site Permit (ESP) for GGNS and conforming amendments for the ANO licenses and GGNS license and ESP. The license transfer approval and conforming amendments are necessary to support a proposed transaction whereby all of the transmission assets of Entergy Corporation (Entergy) in the States of Arkansas, Louisiana, Mississippi, Missouri and Texas will become owned by ITC Holdings Corp. (ITC) and operated by MISO (Midwest Independent Transmission System Operator, Inc.).

In connection with the proposed transaction, each Licensee Entity will merge with and into one or more new entity, with the new entity surviving the merger. The various steps in the transaction that are contemplated will occur contemporaneously, and when the transactions are complete at the end of the day of closing, each Licensee Entity will emerge as a new entity with the same name as prior to the proposed transaction, except that EAI will emerge as Entergy Arkansas, LLC, and SERI will emerge as System Energy Resources, LLC. Both of these entities will be Arkansas limited liability companies. In each case the surviving entity will be a new entity that holds each respective NRC license, and each will be a limited liability company. Thus, approval of the license transfers is required pursuant to 10 CFR 50.80 and 10 CFR 52.28, and amendments are required for the ANO licenses to reflect the new name of Entergy

Arkansas, LLC and for the GGNS license and GGNS ESP to reflect the new names of System Energy Resources, LLC and Entergy Mississippi, LLC, which is referenced in the license.

The ultimate corporate parent, Entergy, will remain the same, but each of the Licensee Entities and EOI will be owned by a new intermediary holding company, Entergy Utilities Holdings, LLC, a Delaware limited liability company. Entergy Gulf States Holdings, Inc. and Entergy Louisiana Holdings, Inc. will no longer be intermediary holding companies for EGS-LA and ELL, respectively. Simplified organization charts reflecting the current and post-transfer ownership structures are provided as Figures 1 and 2.

This application also requests conforming administrative amendments to reflect Entergy Arkansas, LLC as the new owner licensee for the ANO licenses and to reflect System Energy Resources, LLC as the new owner licensee for the GGNS license and holder of the GGNS ESP and to reflect the new name of Entergy Mississippi, LLC, which is referenced in the license. Marked-up and typed pages showing the requested conforming changes to the licenses are provided as Attachment 1 to this application. Attachment 2 is an evaluation showing that these changes raise no significant hazards consideration. The proposed amendments do no more than conform the licenses to reflect the transfer action, and as such, they fall within the generic finding of no significant hazards consideration provided for in 10 CFR 2.1315.

II. STATEMENT OF PURPOSE OF THE TRANSFERS AND NATURE OF THE TRANSACTION MAKING THE TRANSFERS NECESSARY OR DESIRABLE

The proposed transfers are necessary to facilitate the separation of the Entergy transmission system, which is to become owned and operated independently from Entergy. These transmission assets are currently owned by the utility operating company subsidiaries of Entergy, which are EAI, EGS-LA, ELL, Entergy Mississippi, Inc., Entergy New Orleans, Inc. and Entergy Texas, Inc. (the "Utility Operating Companies"). Following the proposed transaction, each of the Utility Operating Companies will emerge as a new limited liability company with the same assets as prior to the transaction, except that each will no longer own its respective

transmission assets in Arkansas, Louisiana, Mississippi, Missouri and Texas. Instead, Entergy plans that the Entergy transmission system will be owned by newly formed “wires” companies (“Wires Subs”) which in turn will be subsidiaries of a new Entergy subsidiary, Mid South TransCo LLC. Mid South TransCo LLC will become a wholly owned subsidiary of ITC, a Michigan corporation, in the transaction. ITC currently owns other transmission assets, and the shares of ITC are publicly traded and widely held.

Through a spin off and/or split off exchange offer, Entergy shareholders will acquire the ownership interests of Mid South TransCo LLC, and through a subsequent merger of Mid South TransCo LLC with a subsidiary of ITC, Entergy shareholders will acquire shares of ITC in exchange for the ownership interest in Mid South Transco LLC. As a result of these transactions, the transmission businesses of the Utility Operating Companies will become owned by ITC. The transaction also contemplates that MISO will assume operational control of the Entergy transmission system, and MISO will integrate the operation of the transmission system with the existing MISO transmission grid. This is expected to occur either at the time of the transaction or thereafter likely by the end of 2013. Thus, the Utility Operating Companies will no longer own or operate their existing transmission assets following the transaction.

Joining the Entergy transmission system with MISO is aligned with national policy objectives to facilitate investment in regional and inter-regional transmission facilities, to advance initiatives to open access to the transmission grid, and to promote access to competitive energy markets. Also, by divesting its transmission business, Entergy is increasing its flexibility of investment alternatives and maintaining the credit quality of Entergy and its operating subsidiaries. In turn, as transmission-only utilities, the Wires Subs that are held by Mid South TransCo LLC will address the transmission system needs of the region to support efficient infrastructure investment, by improving access to capital for the resulting transmission business. The restructuring is fully consistent with the continued safe operation of the Facilities.

III. GENERAL CORPORATE INFORMATION

The following are the names of the corporate entities licensed by the NRC:

Entergy Operations, Inc.
Entergy Arkansas, Inc. (to become "Entergy Arkansas, LLC")
Entergy Gulf States Louisiana, L.L.C.
Entergy Louisiana, LLC
System Energy Resources, Inc. (to become "System Energy Resources, LLC")

The following are the names of the parent corporate entities that after the transfers will directly or indirectly own the Licensee Entities and EOI:

Entergy Corporation
Entergy Utilities Holdings, LLC

The parent company relationships of the licensed corporate entities and related entities both before and after the transfer are reflected in Figures 1 and 2. The information regarding each corporate entity required by 10 CFR 50.33(d)(3) is provided in Attachment 3. This information is current for the existing entities and planned for the post-transaction organization.

All of the current and proposed directors and executive personnel of the corporate entities are citizens of the United States.

IV. FOREIGN OWNERSHIP OR CONTROL

Entergy is a publicly traded company, and its securities are traded on the New York Stock Exchange and are widely held. Section 13(d) of the Securities Exchange Act of 1934, as amended, 15 U.S.C. 78m(d), requires that a person or entity that owns or controls more than 5% of the securities of a company must file notice with the Securities and Exchange Commission (SEC). Based upon filings with the SEC, EOI is not aware of any alien, foreign corporation, or foreign government that holds or may hold beneficial ownership of more than 5% of the securities of Entergy. However, Blackrock, Inc., a Delaware corporation, reports that as of December 31, 2011, it owned 7.83% of the voting common stock of Entergy and that an undisclosed number of these shares are held by one or more foreign-domiciled subsidiaries. In addition, State Street Corporation, a Massachusetts corporation, reports that as of

December 31, 2011, it owned 5.2% of the voting common stock of Entergy and that an undisclosed number of these shares are held by one or more foreign-domiciled subsidiaries, and Franklin Resources, Inc., a Delaware corporation, reports that as of December 31, 2011, it owned 5.3% of the voting common stock of Entergy and that an undisclosed number of these shares are held by one or more foreign-domiciled subsidiaries. Blackrock, Inc., State Street Corporation, and Franklin Resources Inc. are U.S. companies, and they have no right to appoint any manager or director of Entergy and have no special voting rights beyond those held by all other voting shareholders of Entergy. Moreover, their SEC filings specifically certify that they did not acquire their respective shares for the purpose of or with the effect of changing or influencing the control of Entergy. See 17 CFR 240.13d-1(b)&(c) (requirements for Schedule 13G filing).

The current and proposed directors and executive officers of Entergy and the Entergy subsidiaries that directly or indirectly own the Applicants are all United States citizens. There is no reason to believe that the Applicants are owned, controlled, or dominated by any alien, foreign corporation, or foreign government. Thus, the transfer of control of the licensed entities will not result in any foreign ownership, domination, or control of these entities within the meaning of the Act and 10 CFR 50.38.

V. TECHNICAL QUALIFICATIONS

The technical qualifications of EOI are not affected by the proposed license transfers. There will be no changes in the officers, personnel, or day-to-day operations of the Facilities in connection with the indirect transfer of control. It is anticipated that EOI will at all times remain the licensed operator of the Facilities. The issue of grid reliability and any potential impacts are addressed in Section X below.

VI. FINANCIAL QUALIFICATIONS

The Applicants are all direct or indirect, wholly owned subsidiaries of Entergy. Headquartered in New Orleans, Louisiana, Entergy is an integrated energy company engaged

primarily in electric power production and retail electric distribution operations. Entergy owns and operates power plants with approximately 30,000 MW of electric generating capacity, including more than 10,000 megawatts of nuclear power, making it one of the nation's leading nuclear generators. Entergy delivers electricity to 2.8 million utility customers in Arkansas, Louisiana, Mississippi, and Texas. Entergy generated annual revenues of \$11.2 billion in 2011 and had approximately 15,000 employees as of December 31, 2011.

A. Financial Qualifications For Operations

Under 10 CFR 50.80(b)(1)(i), an application for a license transfer must contain all the requested information related to financial qualifications as required by 10 CFR 50.33. An "electric utility" is exempted from the requirement to submit financial qualifications information under 10 CFR 50.33(f). "Electric utility" is defined in 10 CFR 50.2 as "any 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." The Applicants all recover their cost of electricity for the Facilities either directly or indirectly through rates established by regulatory authorities, and they will continue to do so following the proposed license transfers. As such, the Applicants are presumed to be financially qualified for operations, and they are exempt from the financial qualifications information requirements. EOI recovers its costs from the owner Licensee Entities, and its financial qualifications are based upon those of the owner Licensee Entities.

Entergy Louisiana, LLC (ELL), the owner-licensee of Waterford, is an electric utility. ELL directly recovers its costs for Waterford through rates set by the Louisiana Public Service Commission (LPSC). New ELL will become the owner-licensee for Waterford and will continue to be an electric utility and recover its costs in rates in the same fashion.

Entergy Arkansas, Inc. (EAI), the owner-licensee of ANO, is an electric utility, and it directly recovers its costs for ANO through rates established by the Arkansas Public Service

Commission. Entergy Arkansas, LLC will become the owner-licensee for ANO and will continue to be an electric utility and recover its costs in rates in the same fashion.

Entergy Gulf States Louisiana, L.L.C. (EGS-LA), the owner-licensee for RBS, is an electric utility. It directly and indirectly recovers its costs for RBS through rates established by the LPSC, the Public Utility Commission of Texas (PUCT), and the Federal Energy Regulatory Commission (FERC). New EGS-LA will become the owner-licensee for RBS and will continue to be an electric utility and recover its costs in rates in the same fashion.

For 70% of RBS, EGS-LA recovers its costs of service directly through rates set by the LPSC and indirectly through FERC tariffs that are captured in a FERC-approved life-of-unit Power Purchase Agreement (PPA) with Entergy Texas, Inc. (ETI), an electric utility in Texas. ETI purchases its “responsibility ratio”¹ portion of the capacity and energy of the 70% portion of River Bend pursuant to the System Agreement Service Schedule MSS-4 (MSS-4).² This FERC-approved 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 relating to its responsibility ratio. This PPA is also subject to the jurisdiction of the PUCT. These arrangements will continue in effect for the new EGS-LA, except that ETI will be replaced with Entergy Texas, LLC. This PPA may also be considered a “cost passthrough contract” with regulated electric utilities in which the electric utilities pay for the cost of the electricity they use through cost of service rate recovery.³

EGS-LA also owns a thirty percent (30%) portion of RBS that was formerly owned by Cajun Electric Cooperative, Inc. and that is sometimes referred to as an “unregulated” portion of

¹ The ETI responsibility ratio is based on the twelve-month coincident peak demands of the ETI retail load and the EGS-LA responsibility ratio reflects the Louisiana retail and all wholesale loads.

² MSS-4 is a FERC approved tariff that provides the basis for making a unit power purchase between Entergy utility operating companies. The pricing pursuant to MSS-4 is based on the cost of service.

³ *Northern States Power Co.* (Monticello Nuclear Generating Plant; Prairie Island Nuclear Generating Plant, Units 1 and 2; Prairie Island Independent Spent Fuel Storage Installation), CLI-00-14, 52 NRC 37, 49-51 (2000) (even where an entity is not an “electric utility,” the existence of a “cost passthrough” contract can be sufficient information to demonstrate financial qualifications).

RBS. However, EGS-LA's cost of service for the capacity and energy associated with this 30% portion of River Bend is indirectly recovered through regulated rates, because the rates for this capacity and electricity are subject to FERC tariffs that are captured in FERC-approved life-of-unit PPAs with ELL and Entergy New Orleans, Inc. (ENOI). These PPAs are priced based upon the cost of service pursuant to FERC Service Schedule MSS-4, and they are also subject to the jurisdiction of the LPSC. These arrangements will continue in effect for the new EGS-LA , except that ENOI will be replaced with Entergy New Orleans, LLC, and ELL will be replaced with new ELL. These PPAs may also be considered cost passthrough contracts with regulated electric utilities in which the electric utilities pay for the cost of the electricity they use through cost of service rate recovery.

Because it will recover the cost of service for RBS through rates established by regulatory agencies, the new EGS-LA will continue to be an "electric utility" as defined in 10 CFR 50.2 and recover its costs of service for 100% of RBS either directly or indirectly through regulated rate recovery. These arrangements were reviewed and approved by the NRC in connection with a prior license transfer approval in 2007.⁴

System Energy Resources, Inc. (SERI) is the owner licensee of 90% of GGNS and has indirect rate recovery for GGNS similar to the EGS-LA PPA cost recovery arrangements for RBS. SERI recovers, and the new System Energy Resources, LLC will continue to recover, its cost of service for the capacity and energy associated with its 90% of GGNS indirectly through regulated rates, because the rates for this capacity and electricity are subject to FERC tariffs that are captured in a FERC-approved life-of-unit PPA with Entergy Mississippi, Inc. (EMI), an electric utility in Mississippi. This PPA is priced based upon the cost of service pursuant to FERC Service Schedule MSS-4, and it is also subject to the jurisdiction of the Mississippi Public

⁴ Safety Evaluation by the Office of Nuclear Reactor Regulation, Direct Transfer of Facility Operating License No. NPF-47 from Entergy Gulf States, Inc., to Entergy Gulf States Louisiana, LLC and Conforming Amendment, Entergy Operations, Inc., River Bend Station (Unit 1), Docket No. 50-458, Nuclear Regulatory Commission, at 3 (Oct. 26, 2007).

Service Commission. These arrangements will continue in effect with the System Energy Resources, LLC, except that EMI will be replaced with Entergy Mississippi, LLC. This PPA may also be considered a cost passthrough contract with a regulated electric utility in which the electric utility pays for the cost of the electricity it uses through cost of service rate recovery. A review of financial qualifications is not required for the transfer of control of the holder of an Early Site Permit pursuant to 10 CFR 50.80(b)(1)(ii), which requires only information “with respect to the identity and technical qualifications of the proposed transferee.”

B. Decommissioning Funding

The financial qualifications of the Applicants to continue to own the Facilities are further demonstrated by the decommissioning funding assurance provided in accordance with 10 CFR 50.75(e)(1). Details regarding the status of the decommissioning funding assurance maintained by the Applicants for the Facilities are provided in the March 31, 2011, decommissioning funding status report (CNRO-11-00001) submitted by ENO in accordance with 10 CFR 50.75(f). An updated 2012 report reflecting December 31, 2011, balances will be submitted separately in the near future.

The 2011 report demonstrates and the 2012 update will confirm that there is reasonable assurance of adequate decommissioning funding that is provided by external sinking funds established by setting aside funds periodically in nuclear decommissioning trust accounts segregated from the licensees’ assets and outside the licensees’ administrative control in accordance with the requirements of 10 CFR 50.75(e)(1)(ii) for external sinking funds. For the 30% portion of RBS, the external sinking fund (with earnings credited as authorized by the regulations) is currently considered “prepaid” meeting the requirements of 10 CFR 50.75(e)(1)(i).

VII. ANTITRUST INFORMATION

This Application post-dates the issuance of the operating licenses of the facilities, and therefore no antitrust review is required or authorized. Based upon the Commission’s decision

in *Kansas Gas and Electric Co., et al.* (Wolf Creek Generating Station, Unit 1), CLI-99-19, 49 NRC 441 (1999), the Atomic Energy Act of 1954, as amended, does not require or authorize antitrust reviews of post-operating license transfer applications.

The present licenses contain various antitrust conditions. No changes are required in connection with the proposed license transfers, but instead these conditions can remain in the transferred licenses unmodified. See *Standard Review Plan on Transfer and Amendment of Antitrust Conditions and Antitrust Enforcement*, NUREG-1574, Rev. 2, page 4 & footnote 4 (Dec. 2007) (“[I]f the applicant proposes that the conditions remain in the transferred license unmodified and will thus become applicable to the new owner/licensee, the staff should normally grant the request.”).

VIII. RESTRICTED DATA AND CLASSIFIED NATIONAL SECURITY INFORMATION

The proposed transfers do not involve any Restricted Data or other Classified National Security Information or result in any change in access to such Restricted Data or Classified National Security Information. EOI's existing restrictions on access to Restricted Data and Classified National Security Information are unaffected by the proposed transfers. In compliance with Section 145(a) of the Act, the transferee Licensed Entities agree that neither Restricted Data nor Classified National Security Information will be provided to any individual until the Office of Personnel Management investigates and reports to the NRC on the character, associations, and loyalty of such individual, and the NRC determines that permitting such person to have access to Restricted Data or to Classified National Security Information will not endanger the common defense and security of the United States.

IX. ENVIRONMENTAL CONSIDERATIONS

The requested consent to transfers of control of the facilities' licenses is exempt from environmental review because it falls within the categorical exclusion contained in 10 CFR 51.22(c)(21), for which neither an Environmental Assessment nor an Environmental Impact Statement is required. Moreover, the proposed transfers do not directly affect the actual

operation of the Facilities in any substantive way. The proposed transfers do not involve an increase in the amounts, or a change in the types, of any radiological effluents that may be allowed to be released off-site, and they involve no increase in the amounts or change in the types of non-radiological effluents that may be released off-site. Further, there is no increase in the individual or cumulative operational radiation exposure, and the proposed transfers have no environmental impact.

X. GRID RELIABILITY

Consistent with General Design Criterion (GDC) 17, each licensee currently provides off-site power to its licensed facility over existing transmission facilities that are owned by the Licensed Entities and operated by Entergy's transmission organization (Entergy Transmission). Functionally, these interconnections will not change as a result of the proposed license transfers. EAI, EGS-LA, ELL, and SERI utilize a combination of agreements, procedures, protocols, and/or actions with Entergy Transmission to facilitate the availability of reliable power to the plant sites and to respond accordingly to any problems with off-site power. Following the proposed transfers of licenses and separation of the transmission system from the Utility Operating Companies, these formal requirements with Entergy Transmission will be continued in Switchyard and Transmission Interface Agreements and other agreements between the Licensee Entities and Mid South TransCo LLC, as well as MISO. These agreements will be binding upon the new companies responsible for the ownership and operation of Entergy Transmission following the proposed license transfers. The existing and new formal agreements establish procedures and processes deemed to be important to the safe operation of the plants. These arrangements will require that each site is to be provided with an assured source of off-site power.

The obligations of the new companies responsible for the ownership and operation of Entergy Transmission will provide adequate assurance that: (1) the Facilities will be provided with a continued source of off-site power; and (2) the arrangements for controlling operation,

maintenance, repair, and other activities with respect to the Facilities' switching stations, the transmission lines, and the switchyards will continue to provide a reliable source of off-site power.

XI. PRICE-ANDERSON INDEMNITY AND NUCLEAR INSURANCE

In accordance with Art. IV.2 of the NRC Price-Anderson indemnity agreements for the Facilities, EOI requests NRC approval of the assignment and transfer each of the transferor's applicable interests in the indemnity agreements to the new Licensee Entities. The only revisions to the indemnity agreements that are required are an amendment to the ANO indemnity agreement to reflect the new entity and name "Entergy Arkansas, LLC" and an amendment to the GGNS indemnity agreement to reflect the new entity and name "System Energy Resources, LLC." The other new Licensee Entities have the same names as the existing Licensee Entities. The Licensee Entities will maintain the required nuclear property damage insurance pursuant to 10 CFR 50.54(w) and nuclear energy liability insurance pursuant to Section 170 of the Act and 10 CFR Part 140.

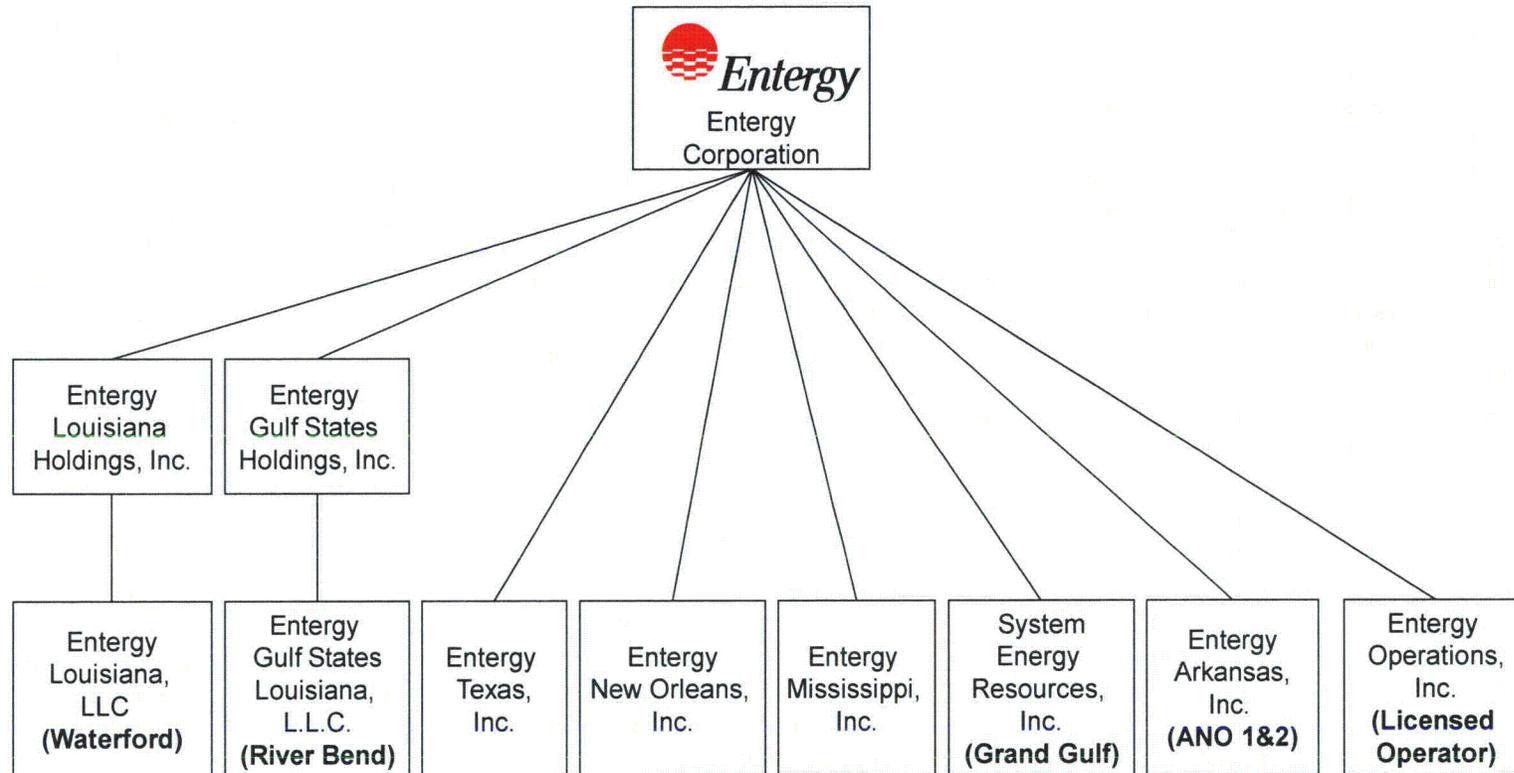
XII. EFFECTIVE DATE AND OTHER REQUIRED REGULATORY APPROVALS

Accordingly, EOI requests that NRC review this Application on a schedule that will permit the issuance of NRC consent to the license transfers and approval of the conforming amendments by April 30, 2013. Such consent should be made immediately effective upon issuance and should permit the transfers to occur at any time within a year after issuance. The conforming license amendments should be approved but not issued until the transfers occur. EOI will inform the NRC if there are any significant changes in the status of any other required approvals or any other developments that have an impact on the schedule.

XIII. CONCLUSION

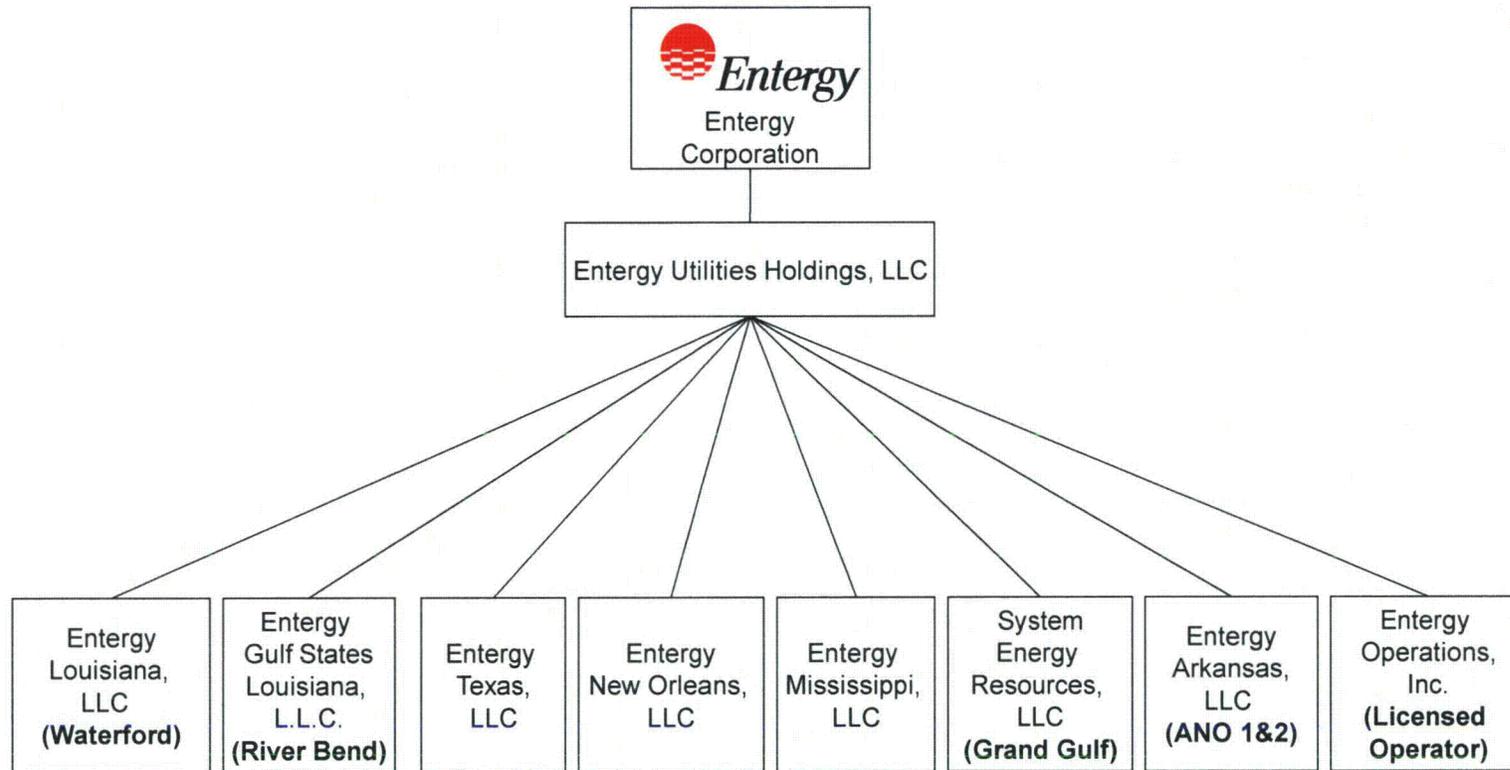
Based upon the foregoing information, EOI respectfully requests, on behalf of the Applicants and itself, that the NRC issue an Order consenting to the license transfers and approve the conforming license amendments to the ANO and GGNS licenses and GGNS ESP.

Figure 1: SIMPLIFIED ORGANIZATION CHART – CURRENT



NOTE: NRC Licenses held by Licensee Entities are referenced in parentheses and bold, e.g., **(ANO 1&2)**.

Figure 2: SIMPLIFIED ORGANIZATION CHART – POST-TRANSFER



NOTE: NRC Licenses held by Licensee Entities are referenced in parentheses and bold, e.g., **(ANO 1&2)**.

Proposed Changes to the Facility Operating Licenses (FOL) and Early Site Permit (ESP)

- ANO1 FOL changes – clean pages (2 pages)
- ANO1 FOL changes – markup pages (2 pages)
- ANO2 FOL changes – clean pages (4 pages)
- ANO2 FOL changes – markup pages (4 pages)
- GGNS FOL changes – clean pages (6 pages)
- GGNS FOL changes – markup pages (6 pages)
- GGNS ESP changes – clean pages (2 pages)
- GGNS ESP changes – markup pages (2 pages)

ANO1 FOL changes – clean pages (2 pages)



UNITED STATES
NUCLEAR REGULATORY COMMISSION
WASHINGTON, D.C. 20555-001

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 superceded 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;

ANO1 FOL changes – markup pages (2 pages)



UNITED STATES
NUCLEAR REGULATORY COMMISSION
WASHINGTON, D.C. 20555-001

ENTERGY ARKANSAS, INC. 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, ~~Inc. 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, ~~Inc. 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, ~~Inc.~~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, ~~Inc.~~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, ~~Inc.~~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;

ANO2 FOL changes – clean pages (4 pages)



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;

(b) Fire Protection

EOI shall implement and maintain in effect all provisions of the approved fire protection program as described in Amendment 9A to the Safety Analysis Report and as approved in the Safety Evaluation dated March 31, 1992, subject to the following provision:

The licensee may make changes to the approved fire protection program without prior approval of the Commission only if those changes would not adversely affect the ability to achieve and maintain safe shutdown in the event of a fire.

(c) Less Than Four Reactor Coolant Pump Operation

EOI shall not operate the reactor in operational Modes 1 and 2 with fewer than four reactor coolant pumps in operation, except as allowed by Special Test Exception 3.10.3 of the facility Technical Specifications.

2.C.(3)(d) Deleted per Amendment 24, 6/19/81.

- (e) Arkansas Power & Light (AP&L)¹ shall complete the following modifications by the indicated dates in accordance with the staff's findings as set forth in the fire protection evaluation report, NUREG-0223 "Fire Protection Safety Evaluation Report."

Implementation Dates for Proposed Modifications

<u>Applicable Section of NUREG-0223</u>		<u>Date</u>
3.1	Portable Radio Communication Equipment	March 31, 1979
3.2	Separation of Power Cables in Manholes	*
3.3	Protection from Water Spray	*
3.4	Protection of Redundant Cables in the MCC Room (2096-M)	December 30, 1978
3.5	Protection of Redundant Cables in the Hallway – Elevation 372 (2109-U)	*, **
3.6	Protection of Redundant Cables in the Cable Spreading Room (2098-L)	*
3.7	Protection of Redundant Cables in the Switchgear Room (2100-Z)	*

¹ AP&L is the predecessor to Entergy Arkansas, LLC

2.C.(3)(f) Deleted per Amendment 24, 6/19/81.

2.C.(3)(g) Deleted per Amendment 93, 4/25/89.

2.C.(3)(h) Deleted per Amendment 29, (3/4/82) and its correction letter, (3/15/82).

(i) Containment Radiation Monitor

AP&L shall, prior to July 31, 1980 submit for Commission review and approval documentation which establishes the adequacy of the qualifications of the containment radiation monitors located inside the containment and shall complete the installation and testing of these instruments to demonstrate that they meet the operability requirements of Technical Specification No. 3.3.3.6.

2.C.(3)(j) Deleted per Amendment 7, 12/1/78.

2.C.(3)(k) Deleted per Amendment 12, 6/12/79 and Amendment 31, 5/12/82.

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.

ANO2 FOL changes – markup pages (4 pages)



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

ENTERGY ARKANSAS, INC-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, Inc-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, [Ine-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, [Ine-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, [Ine-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, [Ine-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;

(b) Fire Protection

EOI shall implement and maintain in effect all provisions of the approved fire protection program as described in Amendment 9A to the Safety Analysis Report and as approved in the Safety Evaluation dated March 31, 1992, subject to the following provision:

The licensee may make changes to the approved fire protection program without prior approval of the Commission only if those changes would not adversely affect the ability to achieve and maintain safe shutdown in the event of a fire.

(c) Less Than Four Reactor Coolant Pump Operation

EOI shall not operate the reactor in operational Modes 1 and 2 with fewer than four reactor coolant pumps in operation, except as allowed by Special Test Exception 3.10.3 of the facility Technical Specifications.

2.C.(3)(d) Deleted per Amendment 24, 6/19/81.

- (e) Arkansas Power & Light (AP&L)¹ shall complete the following modifications by the indicated dates in accordance with the staff's findings as set forth in the fire protection evaluation report, NUREG-0223 "Fire Protection Safety Evaluation Report."

Implementation Dates for Proposed Modifications

<u>Applicable Section of NUREG-0223</u>		<u>Date</u>
3.1	Portable Radio Communication Equipment	March 31, 1979
3.2	Separation of Power Cables in Manholes	*
3.3	Protection from Water Spray	*
3.4	Protection of Redundant Cables in the MCC Room (2096-M)	December 30, 1978
3.5	Protection of Redundant Cables in the Hallway – Elevation 372 (2109-U)	*, **
3.6	Protection of Redundant Cables in the Cable Spreading Room (2098-L)	*
3.7	Protection of Redundant Cables in the Switchgear Room (2100-Z)	*

¹ AP&L is the predecessor to Entergy Arkansas, [Inc-LLC](#)

2.C.(3)(f) Deleted per Amendment 24, 6/19/81.

2.C.(3)(g) Deleted per Amendment 93, 4/25/89.

2.C.(3)(h) Deleted per Amendment 29, (3/4/82) and its correction letter, (3/15/82).

(i) Containment Radiation Monitor

AP&L shall, prior to July 31, 1980 submit for Commission review and approval documentation which establishes the adequacy of the qualifications of the containment radiation monitors located inside the containment and shall complete the installation and testing of these instruments to demonstrate that they meet the operability requirements of Technical Specification No. 3.3.3.6.

2.C.(3)(j) Deleted per Amendment 7, 12/1/78.

2.C.(3)(k) Deleted per Amendment 12, 6/12/79 and Amendment 31, 5/12/82.

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, ~~Inc.~~ 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.

GGNS FOL changes – clean pages (6 pages)

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

ENTERGY OPERATIONS, INC.

SYSTEM ENERGY RESOURCES, LLC

SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION

ENTERGY MISSISSIPPI, LLC

DOCKET NO. 50-416

GRAND GULF NUCLEAR STATION, UNIT 1

FACILITY OPERATING LICENSE

License No. NPF-29

1. The Nuclear Regulatory Commission (the Commission or the NRC) has found that:
 - A. The application for 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, LLC and South Mississippi Electric Power Association (SMEPA), 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 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 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 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 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; and
 - I. The receipt, possession, and use of source, by-product and special nuclear material as authorized by this license will be in accordance with the Commission's regulations in 10 CFR Parts 30, 40, and 70.
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 Facility Operating License NPF-29 which is hereby issued to Entergy Operations, Inc., Entergy Mississippi, LLC, System Energy Resources, LLC, and South Mississippi Electric Power Association to read as follows:
- A. This 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, LLC, and South Mississippi Electric Power Association 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:
 - (1) Entergy Operations, Inc. (EOI) pursuant to Section 103 of the Act and 10 CFR Part 50, to possess, use, and operate the facility at the designated location in Claiborne County, Mississippi, in accordance with the procedures and limitations set forth in this license;
 - (2) System Energy Resources, LLC, and South Mississippi Electric Power Association to possess, but not operate, the facility at the designated location in Claiborne County, Mississippi, in accordance with the procedures and limitations set forth in this 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;
- (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;
- (5) EOI, pursuant to the Act and 10 CFR Parts 30, 40, and 70, to receive, possess, and use in amounts as required any byproduct, source or special nuclear material without restriction to chemical or physical form, for sample analysis or instrument calibration or associated with radioactive apparatus or components; and
- (6) EOI, pursuant to the Act and 10 CFR Parts 30, 40, and 70, to possess, but not separate, such byproduct and special nuclear materials as may be produced by the operation of the facility.
- (7) (a) System Energy Resources, LLC (formerly known as System Energy Resources, Inc. (SERI) is authorized to transfer up to 15 percent of its 90.0 percent ownership share in Grand Gulf Nuclear Station, Unit 1 (GGNS Unit 1), to certain equity investors identified in the submissions of October 31, 1988 and November 11, 1988, and at the same time to lease back from such purchasers such interest sold in the facility. The term of the lease is for approximately 26 years subject to a right of renewal. Such sale and lease back transactions are subject to the condition that lessors and anyone else who may acquire an interest under these transactions are prohibited from exercising directly or indirectly any control over (i) GGNS Unit 1, (ii) power or energy produced by GGNS Unit 1, or (iii) the licensees of GGNS Unit 1. Further, any rights acquired under this authorization may be exercised only in compliance with and subject to the requirements and restrictions of this operating license, the Atomic Energy Act of 1954, as amended, and the Commission's regulations. For purposes of this condition, the limitations of 10 CFR 50.81, as now in effect and as they may be subsequently amended, are fully applicable to the lessors and any successors in interest to those lessors, as long as the license of GGNS Unit 1 remains in effect.

(b) System Energy Resources, LLC, is required to notify the NRC in writing prior to any change in (i) the terms or conditions of any new or existing sale or lease agreements executed as part of the above authorized financial transactions, (ii) the GGNS Unit 1 operating agreement, (iii) the existing property insurance coverage for GGNS Unit 1 that would materially alter the representations and conditions set forth in the Staff's Safety Evaluation Report dated December 19, 1988 attached to Amendment No. 54. In addition, System Energy Resources, LLC, is required to notify the NRC of any action by a lessor or other successor in interest to System Energy Resources, LLC, that may have an effect on the operation of the facility.

C. The license shall be deemed to contain and is subject to the conditions specified in the Commission's regulations set forth in 10CFR Chapter I and is subject to all applicable provisions of the Act and to the rules, regulations, and orders of the Commission now or hereafter in effect; and is subject to the additional conditions specified or incorporated below:

(1) Maximum Power Level

Entergy Operations, Inc. is authorized to operate the facility at reactor core power levels not in excess of 4408 megawatts thermal (100 percent power) in accordance with the conditions specified herein.

(2) Technical Specifications

The Technical Specifications contained in Appendix A and the Environmental Protection Plan contained in Appendix B, as revised through Amendment No. 191 are hereby incorporated into this license. Entergy Operations, Inc. shall operate the facility in accordance with the Technical Specifications and the Environmental Protection Plan.

During Cycle 19, GGNS will conduct monitoring of the Oscillation Power Range Monitor (OPRM). During this time, the OPRM Upscale function (Function 2.f of Technical Specification Table 3.3.1.1-1) will be disabled and operated in an "indicate only" mode and technical specification requirements will not apply to this function. During such time, Backup Stability Protection measures will be implemented via GGNS procedures to provide an alternate method to detect and suppress reactor core thermal hydraulic instability oscillations. Once monitoring has been successfully completed, the OPRM Upscale function will be enabled and technical specification requirements will be applied to the function; no further operating with this function in an "indicate only" mode will be conducted.

(3) Antitrust Conditions

- (a) Entergy Mississippi, LLC and System Energy Resources, LLC shall comply with the antitrust conditions delineated in Appendix C. System Energy Resources, LLC 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 System Energy Resources, LLC 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 System Energy Resources, LLC 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. System Energy Resources, LLC is authorized to transfer its rights to operate the facility to EOI.
- (b) Entergy Mississippi, LLC and System Energy Resources, LLC 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&L* shall establish a subcommittee of the Corporate Safety Review Committee to review and evaluate the:
 - (i) Status and readiness of the plant and systems needed to support intended modes of operation and/or testing;
 - (ii) Readiness of personnel to conduct intended operation and testing;
 - (iii) Morale and attitudes of plant personnel that have a bearing on safe plant operation;
 - (iv) Past performance in plant operations and adherence to procedures and administrative controls;
 - (v) Changes in current organization with regard to experience and qualifications of plant management and supervisory personnel since the last evaluation;
 - (vi) Results and effectiveness of the Plant Safety Review Committee (PSRC),
 - (vii) Status of plant as compared to other BWR startups based on the subcommittee's knowledge and experience.

Reviews shall be conducted prior to exceeding 50 percent of full power and within 30 days following completion of the 100 hour warranty run. The subcommittee shall be composed of a minimum of three professionals not employees of MP&L, with experience which will be responsive to the concerns presented above. In conducting these evaluations, the subcommittee shall conduct interviews of representatives of all levels of plant staff management. The subcommittee shall report directly to the Chairman of the Corporate Safety Review Committee and, in turn, MP&L shall submit the report of these reviews to NRC.

- (b) The Plant Safety Review Committee shall review all Unit 1 Preoperational Testing and System Demonstration activities performed concurrently with the Unit 1 Startup Test Program to assure that the activity will not affect the safe performance of the portion of the Unit 1 Startup Program being performed. The review shall address, as a minimum, system interaction, span of control, staffing, procedures, security and health physics, with respect to performance of the activities concurrent with the portion of the Unit 1 Startup Program being performed.

(5) Deferred Preoperational Deficiencies

MP&L shall satisfactorily resolve those deficiencies which were deferred from the preoperational testing program on a schedule that shall assure that the capability of a system required to be operable by Technical Specification is not degraded.

(6) Soil Structure Interaction (Section 3.7.1, SER, SSER #2)

Prior to startup following the first refueling outage, MP&L shall complete structural modifications, if required, as a result of the NRC staff's completion of its review of MP&L* responses.

(7) Seismic Instrumentation (Section 3.7.4, SER, SSER #2)

Prior to startup following the first refueling outage, the installation of triaxial strong motion accelerometers on reactor supports shall be completed.

(8) Masonry Walls (Section 3.8.3, SER, SSER #2)

Prior to startup following the first refueling outage, MP&L shall complete structural modifications, if required, as a result of the NRC staff's completion of its review of the MP&L response to IE Bulletin 80-11.

*The original license authorized Mississippi Power & Light Company (MP&L) to operate the facility. Amendment 27 authorized System Energy Resources, LLC to operate the facility. Amendment 125 resulted in a name change for Mississippi Power & Light Company (MP&L) to Entergy Mississippi, Inc., now known as Entergy Mississippi, LLC.

GGNS FOL changes – markup pages (6 pages)



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

ENERGY OPERATIONS, INC.

LLC

SYSTEM ENERGY RESOURCES, ~~INC.~~

SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION

ENERGY MISSISSIPPI, ~~INC.~~

LLC

DOCKET NO. 50-416

GRAND GULF NUCLEAR STATION, UNIT 1

FACILITY OPERATING LICENSE

License No. NPF-29

1. The Nuclear Regulatory Commission (the Commission or the NRC) has found that:

LLC

Insert:)

LLC

- A. The application for license filed by Mississippi Power & Light Company (MP&L), (now renamed Energy Mississippi, ~~Inc.~~), for itself and Middle South Energy, Inc., (now renamed System Energy Resources, ~~Inc.~~ (SERI)) and South Mississippi Electric Power Association (SMEPA), 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 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 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 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 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; and
 - I. The receipt, possession, and use of source, by-product and special nuclear material as authorized by this license will be in accordance with the Commission's regulations in 10 CFR Parts 30, 40, and 70.
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 Facility Operating License NPF-29 which is hereby issued to Entergy Operations, Inc., Entergy Mississippi, Inc., System Energy Resources, Inc., and South Mississippi Electric Power Association to read as follows: LLC
- A. This 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 South Mississippi Electric Power Association 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. LLC
 - B. Subject to the conditions and requirements incorporated herein, the Commission hereby licenses:
 - (1) Entergy Operations, Inc. (EOI) pursuant to Section 103 of the Act and 10 CFR Part 50, to possess, use, and operate the facility at the designated location in Claiborne County, Mississippi, in accordance with the procedures and limitations set forth in this license; LLC
 - (2) System Energy Resources, Inc., and South Mississippi Electric Power Association to possess, but not operate, the facility at the designated location in Claiborne County, Mississippi, in accordance with the procedures and limitations set forth in this 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;
- (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;
- (5) EOI, pursuant to the Act and 10 CFR Parts 30, 40, and 70, to receive, possess, and use in amounts as required any byproduct, source or special nuclear material without restriction to chemical or physical form, for sample analysis or instrument calibration or associated with radioactive apparatus or components; and
- (6) EOI, pursuant to the Act and 10 CFR Parts 30, 40, and 70, to possess, but not separate, such byproduct and special nuclear materials as may be produced by the operation of the facility.
- (7) (a) ~~SERI~~ is authorized to transfer up to 15 percent of its 90.0 percent ownership share in Grand Gulf Nuclear Station, Unit 1 (GGNS Unit 1), to certain equity investors identified in the submissions of October 31, 1988 and November 11, 1988, and at the same time to lease back from such purchasers such interest sold in the facility. The term of the lease is for approximately 26 years subject to a right of renewal. Such sale and lease back transactions are subject to the condition that lessors and anyone else who may acquire an interest under these transactions are prohibited from exercising directly or indirectly any control over (i) GGNS Unit 1, (ii) power or energy produced by GGNS Unit 1, or (iii) the licensees of GGNS Unit 1. Further, any rights acquired under this authorization may be exercised only in compliance with and subject to the requirements and restrictions of this operating license, the Atomic Energy Act of 1954, as amended, and the Commission's regulations. For purposes of this condition, the limitations of 10 CFR 50.81, as now in effect and as they may be subsequently amended, are fully applicable to the lessors and any successors in interest to those lessors, as long as the license of GGNS Unit 1 remains in effect.

System Energy Resources, LLC
(formerly known as System
Energy Resources, Inc. (SERI))

System Energy Resources, LLC

(b) ~~SERI~~ is required to notify the NRC in writing prior to any change in (i) the terms or conditions of any new or existing sale or lease agreements executed as part of the above authorized financial transactions, (ii) the GGNS Unit 1 operating agreement, (iii) the existing property insurance coverage for GGNS Unit 1 that would materially alter the representations and conditions set forth in the Staff's Safety Evaluation Report dated December 19, 1988 attached to Amendment No. 54. In addition, ~~SERI~~ is required to notify the NRC of any action by a lessor or other successor in interest to ~~SERI~~ that may have an effect on the operation of the facility.

System Energy Resources, LLC

System Energy Resources, LLC

C. The license shall be deemed to contain ~~and is~~ subject to the conditions specified in the Commission's regulations set forth in 10CFR Chapter I and is subject to all applicable provisions of the Act and to the rules, regulations, and orders of the Commission now or hereafter in effect; and is subject to the additional conditions specified or incorporated below:

(1) Maximum Power Level

Entergy Operations, Inc. is authorized to operate the facility at reactor core power levels not in excess of 4408 megawatts thermal (100 percent power) in accordance with the conditions specified herein.

(2) Technical Specifications

The Technical Specifications contained in Appendix A and the Environmental Protection Plan contained in Appendix B, as revised through Amendment No. 191 are hereby incorporated into this license. Entergy Operations, Inc. shall operate the facility in accordance with the Technical Specifications and the Environmental Protection Plan.

During Cycle 19, GGNS will conduct monitoring of the Oscillation Power Range Monitor (OPRM). During this time, the OPRM Upscale function (Function 2.f of Technical Specification Table 3.3.1.1-1) will be disabled and operated in an "indicate only" mode and technical specification requirements will not apply to this function. During such time, Backup Stability Protection measures will be implemented via GGNS procedures to provide an alternate method to detect and suppress reactor core thermal hydraulic instability oscillations. Once monitoring has been successfully completed, the OPRM Upscale function will be enabled and technical specification requirements will be applied to the function; no further operating with this function in an "indicate only" mode will be conducted.

LLC

System Energy Resources, LLC

(3) Antitrust Conditions

(a) Entergy Mississippi, ~~Inc.~~ 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, ~~Inc.~~ 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.

System Energy Resources, LLC

LLC

System Energy Resources, LLC

(b) Entergy Mississippi, ~~Inc.~~ 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&L* shall establish a subcommittee of the Corporate Safety Review Committee to review and evaluate the:
 - (i) Status and readiness of the plant and systems needed to support intended modes of operation and/or testing;
 - (ii) Readiness of personnel to conduct intended operation and testing;
 - (iii) Morale and attitudes of plant personnel that have a bearing on safe plant operation;
 - (iv) Past performance in plant operations and adherence to procedures and administrative controls;
 - (v) Changes in current organization with regard to experience and qualifications of plant management and supervisory personnel since the last evaluation;
 - (vi) Results and effectiveness of the Plant Safety Review Committee (PSRC),
 - (vii) Status of plant as compared to other BWR startups based on the subcommittee's knowledge and experience.

Reviews shall be conducted prior to exceeding 50 percent of full power and within 30 days following completion of the 100 hour warranty run. The subcommittee shall be composed of a minimum of three professionals not employees of MP&L, with experience which will be responsive to the concerns presented above. In conducting these evaluations, the subcommittee shall conduct interviews of representatives of all levels of plant staff management. The subcommittee shall report directly to the Chairman of the Corporate Safety Review Committee and, in turn, MP&L shall submit the report of these reviews to NRC.

- (b) The Plant Safety Review Committee shall review all Unit 1 Preoperational Testing and System Demonstration activities performed concurrently with the Unit 1 Startup Test Program to assure that the activity will not affect the safe performance of the portion of the Unit 1 Startup Program being performed. The review shall address, as a minimum, system interaction, span of control, staffing, procedures, security and health physics, with respect to performance of the activities concurrent with the portion of the Unit 1 Startup Program being performed.

(5) Deferred Preoperational Deficiencies

MP&L shall satisfactorily resolve those deficiencies which were deferred from the preoperational testing program on a schedule that shall assure that the capability of a system required to be operable by Technical Specification is not degraded.

(6) Soil Structure Interaction (Section 3.7.1, SER, SSER #2)

Prior to startup following the first refueling outage, MP&L shall complete structural modifications, if required, as a result of the NRC staff's completion of its review of MP&L* responses.

(7) Seismic Instrumentation (Section 3.7.4, SER, SSER #2)

Prior to startup following the first refueling outage, the installation of triaxial strong motion accelerometers on reactor supports shall be completed.

(8) Masonry Walls (Section 3.8.3, SER, SSER #2)

Prior to startup following the first refueling outage, MP&L shall complete structural modifications, if required, as a result of the NRC staff's completion of its review of the MP&L response to IE Bulletin 80-11.

System Energy Resources, LLC

*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.

Insert:

, now known as Entergy Mississippi, LLC.

GGNS ESP changes – clean pages (2 pages)

SYSTEM ENERGY RESOURCES, LLC

GRAND GULF ESP SITE

DOCKET NO. 52-009

EARLY SITE PERMIT

Early Site Permit No. ESP-002

1. The U.S. Nuclear Regulatory Commission (the NRC or the Commission) has found the following:
 - A. The application for an early site permit (ESP) filed by System Energy Resources, LLC (the permit holder) complies with the applicable requirements of the Atomic Energy Act of 1954, as amended, and the applicable rules and regulations of the Commission, and all required notifications to other agencies or bodies have been duly made;
 - B. Based on consideration of the site criteria contained in Title 10, Part 100, "Reactor Site Criteria," of the *Code of Federal Regulations* (10 C.F.R. Part 100), a reactor, or reactors, having design characteristics that fall within the site characteristics and controlling parameters of the Grand Gulf ESP Site can be constructed and operated without undue risk to the health and safety of the public;
 - C. There is reasonable assurance that the permit holder will comply with the regulations in 10 C.F.R. Chapter I, and the health and safety of the public will not be endangered;
 - D. Issuance of an ESP to the permit holder will not be inimical to the common defense and security or the health and safety of the public;
 - E. There is no significant impediment to the development of emergency plans, as referenced in 10 C.F.R. § 52.17(b)(1) and 10 C.F.R. § 52.18, "Standards for Review of Applications." The descriptions of contacts and arrangements made with Federal, State, and local governmental agencies with emergency planning responsibilities, as set forth in 10 C.F.R. § 52.17(b)(3), are acceptable. Major features A, B, C, D, E, F, G, I, J, K, L, O, and P of the emergency plan described in the application are acceptable to the extent specified in NUREG-1840, "Safety Evaluation Report for an Early Site Permit (ESP) at the Grand Gulf Site";
 - F. The issuance of this ESP, subject to the conditions for the protection of the environment set forth herein, is in accordance with the National Environmental Policy Act of 1969, as amended, and with applicable sections of 10 C.F.R. Part 51, "Environmental Protection Regulations for Domestic Licensing and Related Regulatory Functions," as referenced by Subpart A of 10 C.F.R. Part 52,

"Early Site Permits; Standard Design Certifications; and Combined Licenses for Nuclear Power Plants," and all applicable requirements therein have been satisfied.

2. Based on the foregoing findings, and pursuant to Sections 103 and 185 of the Atomic Energy Act of 1954, as amended, and 10 C.F.R. Part 52, and the Initial Decision of the Atomic Safety and Licensing Board, dated January 26, 2007 (LBP-07-01), and the Commission Memorandum and Order dated March 27, 2007 (CLI-07-14), the NRC hereby issues Early Site Permit No. ESP-002 to System Energy Resources, LLC for a site located near Port Gibson, Mississippi, approximately 25 miles south of Vicksburg, Mississippi, and adjacent to an existing nuclear power reactor, for additional nuclear power plants, which may be modular, designed to operate at no more than 8600 megawatts thermal, collectively, as described in the application and amendments thereto (the application) filed in this matter by the permit holder, and as described in the evidence received at the public hearing on that application.
3. This ESP shall be deemed to contain and is subject to the conditions specified in the Commission's regulations in 10 C.F.R. Chapter I; is subject to all applicable provisions of the Atomic Energy Act of 1954, as amended, and rules, regulations, and orders of the Commission now or hereafter in effect; and is subject to the following conditions specified or incorporated below:
 - A. The characteristics of the Grand Gulf ESP Site set forth in Appendix A to this ESP are hereby incorporated into this ESP.
 - B. The controlling values of parameters set forth in Appendix B to this ESP are hereby incorporated into this ESP.
 - C. The combined license (COL) action items set forth in Appendix C to this ESP are hereby incorporated into this ESP. These COL action items identify certain matters that an applicant who submits an application referencing this ESP shall address in the final safety analysis report (FSAR). These items constitute information requirements but are not the only acceptable set of information in the FSAR. An applicant may depart from or omit these items, provided that it identifies and justifies the departure or omission in the FSAR. In addition, these items do not relieve an applicant from any requirement in 10 C.F.R. Chapter I that governs the application. After issuance of a construction permit (CP) or COL, these items are not requirements for the permit holder or licensee unless such items are included in a permit or license condition.
 - D. The values of plant parameters considered in the environmental review of the application and set forth in Appendix D to this ESP are hereby incorporated into this ESP.

GGNS ESP changes – markup pages (2 pages)

SYSTEM ENERGY RESOURCES, INC.

LLC

GRAND GULF ESP SITE

DOCKET NO. 52-009

EARLY SITE PERMIT

Early Site Permit No. ESP-002

1. The U.S. Nuclear Regulatory Commission (the NRC or the Commission) has found the following:

LLC (the permit holder)

- A. The application for an early site permit (ESP) filed by System Energy Resources, ~~Inc. (SERI, or the permit holder)~~ complies with the applicable requirements of the Atomic Energy Act of 1954, as amended, and the applicable rules and regulations of the Commission, and all required notifications to other agencies or bodies have been duly made;
- B. Based on consideration of the site criteria contained in Title 10, Part 100, "Reactor Site Criteria," of the *Code of Federal Regulations* (10 C.F.R. Part 100), a reactor, or reactors, having design characteristics that fall within the site characteristics and controlling parameters of the Grand Gulf ESP Site can be constructed and operated without undue risk to the health and safety of the public;
- C. There is reasonable assurance that the permit holder will comply with the regulations in 10 C.F.R. Chapter I, and the health and safety of the public will not be endangered;
- D. Issuance of an ESP to the permit holder will not be inimical to the common defense and security or the health and safety of the public;
- E. There is no significant impediment to the development of emergency plans, as referenced in 10 C.F.R. § 52.17(b)(1) and 10 C.F.R. § 52.18, "Standards for Review of Applications." The descriptions of contacts and arrangements made with Federal, State, and local governmental agencies with emergency planning responsibilities, as set forth in 10 C.F.R. § 52.17(b)(3), are acceptable. Major features A, B, C, D, E, F, G, I, J, K, L, O, and P of the emergency plan described in the application are acceptable to the extent specified in NUREG-1840, "Safety Evaluation Report for an Early Site Permit (ESP) at the Grand Gulf Site";
- F. The issuance of this ESP, subject to the conditions for the protection of the environment set forth herein, is in accordance with the National Environmental Policy Act of 1969, as amended, and with applicable sections of 10 C.F.R. Part 51, "Environmental Protection Regulations for Domestic Licensing and Related Regulatory Functions," as referenced by Subpart A of 10 C.F.R. Part 52,

"Early Site Permits; Standard Design Certifications; and Combined Licenses for Nuclear Power Plants," and all applicable requirements therein have been satisfied.

2. Based on the foregoing findings, and pursuant to Sections 103 and 185 of the Atomic Energy Act of 1954, as amended, and 10 C.F.R. Part 52, and the Initial Decision of the Atomic Safety and Licensing Board, dated January 26, 2007 (LBP-07-01), and the Commission Memorandum and Order dated March 27, 2007 (CLI-07-14), the NRC hereby issues Early Site Permit No. ESP-002 to System Energy Resources, ~~Inc.~~ for a site located near Port Gibson, Mississippi, approximately 25 miles south of Vicksburg, Mississippi, and adjacent to an existing nuclear power reactor, for additional nuclear power plants, which may be modular, designed to operate at no more than 8600 megawatts thermal, collectively, as described in the application and amendments thereto (the application) filed in this matter by the permit holder, and as described in the evidence received at the public hearing on that application.
3. This ESP shall be deemed to contain and is subject to the conditions specified in the Commission's regulations in 10 C.F.R. Chapter I; is subject to all applicable provisions of the Atomic Energy Act of 1954, as amended, and rules, regulations, and orders of the Commission now or hereafter in effect; and is subject to the following conditions specified or incorporated below:
 - A. The characteristics of the Grand Gulf ESP Site set forth in Appendix A to this ESP are hereby incorporated into this ESP.
 - B. The controlling values of parameters set forth in Appendix B to this ESP are hereby incorporated into this ESP.
 - C. The combined license (COL) action items set forth in Appendix C to this ESP are hereby incorporated into this ESP. These COL action items identify certain matters that an applicant who submits an application referencing this ESP shall address in the final safety analysis report (FSAR). These items constitute information requirements but are not the only acceptable set of information in the FSAR. An applicant may depart from or omit these items, provided that it identifies and justifies the departure or omission in the FSAR. In addition, these items do not relieve an applicant from any requirement in 10 C.F.R. Chapter I that governs the application. After issuance of a construction permit (CP) or COL, these items are not requirements for the permit holder or licensee unless such items are included in a permit or license condition.
 - D. The values of plant parameters considered in the environmental review of the application and set forth in Appendix D to this ESP are hereby incorporated into this ESP.

LLC

No Significant Hazards Consideration Determination

The proposed changes to the licenses are administrative in nature. The proposed changes include changes to the headings and a new footnote in each license to reflect the transfers of the ownership licenses for Arkansas Nuclear One, Units 1 & 2 from Entergy Arkansas, Inc. to Entergy Arkansas, LLC and for Grand Gulf Nuclear Station (GGNS) from System Energy Resources, Inc. to System Energy Resources, LLC. The changes also reflect the new name of Entergy Mississippi, LLC in the GGNS license.

In its regulations, at 10 CFR 2.1315, the Nuclear Regulatory Commission ("NRC") has made a generic determination regarding No Significant Hazards Consideration determinations required by 10 CFR 50.92. The determination is applicable to license amendments involving license transfers. In brief, the rule states that the NRC has determined that any amendment to the license of a utilization facility which does no more than conform the license to reflect the transfer action does not involve a significant hazards consideration. The proposed changes contained in this license amendment application are intended solely to conform the ANO licenses and the GGNS license and ESP to reflect the new owner licensees and ESP holder, and to conform the GGNS license to reflect the name change of an affiliate being made in connection with the transaction giving rise to the proposed transfers, and thus meet the criteria specified by 10 CFR 2.1315.

NAME:	Entergy Corporation
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	639 Loyola Avenue New Orleans, LA 70113
DIRECTORS:	Maureen S. Bateman Gary W. Edwards Alexis M. Herman Donald C. Hintz J. Wayne Leonard (Chairman) Stuart L. Levenick Blanche L. Lincoln Stewart C. Myers William A. Percy, II W.J. "Billy" Tauzin Steven V. Wilkinson
EXECUTIVE PERSONNEL	J. Wayne Leonard – Chief Executive Officer Richard J. Smith – Group President, Wholesale Commodity Business Theodore H. Bunting, Jr. – Group President, Utility Operations Leo P. Denault – Executive Vice President and Chief Financial Officer Mark T. Savoff – Executive Vice President and Chief Operating Officer Roderick K. West – Executive Vice President and Chief Administrative Officer E. Renae Conley – Executive Vice President, Human Resources and Administration John T. Herron – President and Chief Executive Officer Nuclear Operations/Chief Nuclear Operations Joseph T. Henderson – Senior Vice President and General Tax Counsel Alyson Mount – Senior Vice President and Chief Accounting Officer Marcus V. Brown – Senior VP & General Counsel Steven C. McNeal – Vice President and Treasurer Daniel T. Falstad – Secretary Patricia A. Galbraith – Tax Officer Paul J. Wichers, Jr. – Tax Officer

NAME:	Entergy Utilities Holdings, LLC
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DIRECTORS:	Leo P. Denault Theodore H. Bunting, Jr. Roderick K. West Rena E. Conley
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NAME:	Entergy Operations, Inc.
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	1340 Echelon Parkway Jackson, MS 39213
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EXECUTIVE PERSONNEL	John T. Herron – President and Chief Executive Officer Joseph A. Kowalewski – Senior Vice President, Chief Operating Officer Marcus V. Brown – Senior Vice President and General Counsel Wanda C. Curry – Vice President, Chief Financial Officer – Nuclear Operations Clifford Eubanks – vice President – Project Management Donna Jacobs – Vice President, Operations (Waterford 3) Oscar Limpas – Vice President - Engineering Kevin J. Mulligan – Vice President, Operations Eric W. Olson – Vice President, Site (River Bend Station) Michael Perito – Vice President, Site (Grand Gulf Nuclear Power Station) Christopher J. Schwarz – Vice President, Site (Arkansas Nuclear One) Steven C. McNeal – Vice President and Treasurer Daniel T. Falstad – Secretary Joseph A. Aluise – Assistant Secretary Amy A. Blaylock – Assistant Secretary Mary Ann Valladares – Assistant Treasurer Patricia A. Galbraith – Tax Officer Paul J. Wichers, Jr. – Tax Officer

NAME:	Entergy Arkansas, Inc. (to become Entergy Arkansas, LLC)
STATE OF INCORPORATION:	Arkansas
BUSINESS ADDRESS:	425 West Capitol Avenue Little Rock, AR 72201
DIRECTORS:	Hugh T. McDonald (Chairman) Theodore H. Bunting, Jr. Leo P. Denault Mark T. Savoff
EXECUTIVE PERSONNEL	Hugh T. McDonald– President and Chief Executive Officer Theodore H. Bunting, Jr. – Group President, Utility Operations John T. Herron – Executive Vice President and Chief Nuclear Officer Marcus V. Brown – Senior Vice President and General Counsel Joseph T. Henderson – Senior Vice President and General Tax Counsel Alyson M. Mount – Senior Vice President and Chief Accounting Officer John T. Kennedy – Vice President – State Government Affairs Steven K. Strickland – Vice President, Regulatory Affairs Andrew Marsh – Vice President, System Planning Steven C. McNeal – Vice President and Treasurer Daniel T. Falstad – Secretary Dawn A. Balash – Assistant Secretary Janan E. Honeysuckle – Assistant Secretary Mary Ann Valladares – Assistant Treasurer Frank Williford – Assistant Treasurer Patricia A. Galbraith – Tax Officer Rory L. Roberts – Tax Officer Paul J. Wichers, Jr. – Tax Officer

NAME:	Entergy Gulf States Louisiana, L.L.C.
STATE OF INCORPORATION:	Louisiana
BUSINESS ADDRESS:	446 North Boulevard Baton Rouge, LA 70802
DIRECTORS:	William M. Mohl (Chairman) Theodore H. Bunting, Jr. Leo P. Denault Mark T. Savoff
EXECUTIVE PERSONNEL	William M. Mohl – President and Chief Executive Officer Theodore H. Bunting, Jr. – Group President, Utility Operations John T. Herron – Executive Vice President and Chief Nuclear Officer Marcus V. Brown – Senior Vice President and General Counsel Joseph T. Henderson – Senior Vice President and General Tax Counsel Alyson M. Mount – Senior Vice President and Chief Accounting Officer Dennis P. Dawsey – Vice President, Operations, Louisiana Murphy A. Dreher, III – Vice President – State Government Affairs Mark D. Kleehammer – Vice President – Regulatory Affairs, Louisiana Andrew Marsh – Vice President, System Planning Steven C. McNeal – Vice President and Treasurer Daniel T. Falstad – Secretary Dawn A. Balash – Assistant Secretary Mary Ann Valladares – Assistant Treasurer Frank Williford – Assistant Treasurer Patricia A. Galbraith – Tax Officer Rory L. Roberts – Tax Officer Paul J. Wichers, Jr. – Tax Officer

NAME:	Entergy Louisiana, LLC
STATE OF INCORPORATION:	Texas
BUSINESS ADDRESS:	4809 Jefferson Highway Jefferson, LA 70121
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EXECUTIVE PERSONNEL	William M. Mohl – President and Chief Executive Officer Theodore H. Bunting, Jr. – Group President, Utility Operations John T. Herron – Executive Vice President and Chief Nuclear Officer Marcus V. Brown – Senior Vice President and General Counsel Joseph T. Henderson – Senior Vice President and General Tax Counsel Alyson M. Mount – Senior Vice President and Chief Accounting Officer Dennis P. Dawsey – Vice President, Operations, Louisiana Murphy A. Dreher, III – Vice President – State Government Affairs Mark D. Kleehammer – Vice President – Regulatory Affairs, Louisiana Andrew Marsh – Vice President, System Planning Steven C. McNeal – Vice President and Treasurer Daniel T. Falstad – Secretary Dawn A. Balash – Assistant Secretary Mary Ann Valladares – Assistant Treasurer Frank Williford – Assistant Treasurer Patricia A. Galbraith – Tax Officer Rory L. Roberts – Tax Officer Paul J. Wichers, Jr. – Tax Officer

NAME:	System Energy Resources, Inc. (to become System Energy Resources, LLC)
STATE OF INCORPORATION:	Arkansas
BUSINESS ADDRESS:	1340 Echelon Parkway Jackson, MS 39213
DIRECTORS:	Herron, John T. (Chairman) Denault, Leo P. McNeal, Steven C.
EXECUTIVE PERSONNEL	Herron, John T. — President and Chief Executive Officer Brown, Marcus V. — Senior Vice President and General Counsel Curry, Wanda C. — Vice President, Chief Financial Officer - Nuclear Operations McNeal, Steven C. — Vice President and Treasurer Falstad, Daniel T. — Secretary Blaylock, Amy A. — Assistant Secretary Valladares, Mary Ann — Assistant Treasurer Williford, Frank — Assistant Treasurer Galbraith, Patricia A. — Tax Officer Roberts, Rory L. — Tax Officer Wichers, Paul J., Jr. — Tax Officer