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In the Matter of the Petition Filed By Entergy
Nuclear FitzPatrick, LLC, Entergy Nuclear Indian
Point 2, LLC, Entergy Nuclear Indian Point 3, LLC,
Entergy Nuclear Operations, Inc., NewCo and
Entergy Corporation for a Declaratory Ruling
Regarding a Corporate Reorganization or, in the
Alternative, an Order Approving the Transaction
and an Order Approving Debt Financings
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Case 08-E-0077

**VERIFIED RESPONSE TO THE COMMENTS OF THE NEW YORK STATE
ATTORNEY GENERAL'S OFFICE, WESTCHESTER COUNTY AND
RIVERKEEPER, INC.**

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Dated: April 29, 2008

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17, 2008.³ The comments of the New York AG, Westchester County and Riverkeeper relate to the Petition for a Declaratory Ruling Regarding a Corporate Reorganization or, in the Alternative, an Order Approving the Transaction and an Order Approving Debt Financings filed by the Petitioners in Case 08-E-0077 on January 28, 2008 (the "Petition"). The Petition describes a series of corporate transactions that will result in the creation of a new holding company, NewCo, as the owner of Entergy's non-utility nuclear plants located in New York State (the "Corporate Reorganization").⁴ The Petition requests a declaratory ruling that the Corporate Reorganization does not need to be reviewed by the New York State Public Service Commission ("Commission") under Public Service Law ("PSL") Section 70. In the alternative, the Petition requests Commission approval, without modification or condition, pursuant to PSL Section 70 and any other statutory or regulatory provision deemed applicable, to consummate the Corporate Reorganization. The Petition also requests that the Commission issue an Order authorizing NewCo to enter into the debt financings that are described in detail in the Petition.

As discussed below, the New York AG's, Westchester County's and Riverkeeper's comments contain several factual and legal errors and raise several questions about the contents of the Petition.⁵ The Petitioners submit this response to correct those errors, provide additional information in support of the Petition and to further demonstrate why the Commission does not need to hold evidentiary hearings.

³ Notably, Riverkeeper's comments are untimely because they were filed on April 17, 2008, which was 10 days past the 45-day comment period set forth in the SAPA Notice. Accordingly, the comments should not be considered by the Commission.

⁴ Entergy's non-utility nuclear plants located in New York State include: James A. FitzPatrick Nuclear Power Plant ("FitzPatrick"), Indian Point Nuclear Generating Unit No. 2 ("IP2"), Indian Point Nuclear Generating Unit No. 3 ("IP3") and the retired Indian Point 1 Generating Plant ("IP1") (collectively, the "New York Facilities").

⁵ This response addresses the comments of the New York AG, Westchester County and Riverkeeper. Because Westchester County's and Riverkeeper's comments summarize the more detailed comments filed by the New York AG, this response will cite only to the New York AG's comments, unless otherwise necessary.

EXECUTIVE SUMMARY

Over the past ten years, Entergy has developed one of the most successful wholesale nuclear business segments in the electric industry. Entergy developed its non-utility nuclear business in a manner that took into account the needs of (and regulatory requirements applicable to) its regulated utility business.⁶ For example, in compliance with regulatory restrictions designed to protect the captive ratepayers of the regulated utilities, Entergy developed its non-utility nuclear business (including the New York Facilities) with working capital and other financing requirements provided solely by Entergy and its non-utility holding companies. As a result of this process, Entergy now operates with two primary business segments: the regulated utility business and the non-utility nuclear fleet located primarily in the Northeast.

While the current, diversified structure was sufficient to develop the non-utility nuclear business, Entergy has concluded that the time has come to separate these two business segments by creating an independent, stand-alone company (NewCo) to own and operate the non-utility nuclear fleet, including the New York Facilities. Entergy believes that aggregating the ownership, financing and control of the non-utility nuclear fleet under NewCo will achieve direct corporate benefits for the New York Facilities, including, but not limited to, a level of strategic and financial flexibility not available under the current diversified structure. Among other things, under the Corporate Reorganization, NewCo will be free to develop financial policy and deploy operating cash flow and investment capital independent of the capital requirements, risks and financial condition of other Entergy businesses. The Corporate Reorganization will simplify NewCo's structure and financing arrangements and enhance the ability of regulators,

⁶ Entergy's regulated utility business consists of six franchised utility subsidiaries: Entergy Arkansas, Inc.; Entergy Gulf States Louisiana, LLC; Entergy Louisiana, LLC; Entergy Mississippi, Inc.; Entergy New Orleans, Inc.; and Entergy Texas, Inc. (collectively, the "Entergy Operating Companies").

analysts, capital markets and shareholders to understand, evaluate and finance this segment. Just as important, the Corporate Reorganization will be accomplished in a manner that preserves benefits of scale associated with operating larger nuclear fleet.

Consistent with its policy of encouraging the development of a robust wholesale generation market, the Commission has provided wholesale generators (including the owners of the New York Facilities) the ability to effectuate corporate reorganizations as "lightly-regulated entities." In compliance with the requirements applicable to lightly-regulated entities, the Petitioners are requesting the Commission to issue a declaratory ruling that the Commission need not review the Corporation Reorganization under PSL Section 70, or in the alternative, an Order, pursuant to PSL Section 70, authorizing Petitioners to consummate the Corporate Reorganization, without modification or condition. The Petitioners also request the Commission to issue an Order authorizing NewCo to enter into the debt financings described in the Petition, which are necessary to allow NewCo to own and operate the New York Facilities.

The New York AG, Westchester County and Riverkeeper have filed comments requesting that the Commission reject the Petition or, alternatively, require full evidentiary hearings. The substantive objections of these parties largely come down to the allegation that Entergy is attempting to "create a mechanism that extracts cash, maintains 50% control, and loads the plant up with debt."⁷

As discussed in this response, the comments of these parties provide no legitimate basis to reject the Petition or require evidentiary hearings. To begin with, Entergy is not "extracting cash" from NewCo or otherwise denying NewCo the financial resources sufficient to support the New York Facilities. In fact, the Corporate Reorganization will increase the New

⁷ E.g., New York AG's Comments at 16.

York Facilities' access to financial resources by: (1) increasing the level of operational financing available through a new support agreement for all of the non-utility nuclear facilities; and (2) creating an independent, stand-alone company (NewCo) that is sufficiently capitalized and will be able to deploy operating cash flow and investment capital without taking into account the capital requirements, risks and financial condition of other Entergy businesses.

The New York AG's position to the contrary is based on a series of erroneous assumptions supposedly demonstrating that separation of New York Facilities from the regulated utility business is contrary to the interests of New York ratepayers. The New York AG first assumes that the New York Facilities have the ability to rely on the assets, income and other financial resources of the regulated utilities and will lose that ability under the restructuring. To the contrary, the New York Facilities do not have (and have never had) access to the financial resources of Entergy's regulated utility business. Furthermore, there are well-established restrictions on "cross-subsidization" contained in the code of conduct and other regulatory requirements imposed by the Federal Energy Regulatory Commission ("FERC").

Similarly, the New York AG assumes that the financing arrangements necessary to accomplish the Corporate Reorganization can only limit NewCo's access to credit and capital markets. To the contrary, NewCo itself will be adequately capitalized and the non-utility nuclear facilities that it will own will have a demonstrated capability to generate cash-flow sufficient for their operations. As previously noted, NewCo will have increased financial flexibility because of simplified financing and structural arrangements that are independent of Entergy's other businesses.

The concerns regarding Entergy's control of the New York Facilities and management focus following the Corporate Reorganization are also unfounded. As part of the

Corporate Reorganization, certain members of Entergy's senior management will take positions with NewCo (and thus will focus on NewCo's operations and needs), while other members of senior management will remain with Entergy Corporation (and thus will focus on the operations and needs of the regulated utility business). Importantly, Michael R. Kansler, the Chief Executive Officer currently in charge of operations at the New York Facilities, will continue to have the authority following the Corporate Reorganization to take any actions necessary to carry out all responsibilities under the Nuclear Regulatory Commission ("NRC") operating licenses, including any actions and/or expenditure of funds necessary to protect the public health and safety, to maintain safe, operating or shutdown conditions at each plant, and to comply with NRC orders and requirements. Under these arrangements, the day-to-day operation of the New York Facilities will be exactly the same before and after the Corporate Reorganization.

Contrary to the New York AG's apparent assumption, the operation and control of all of Entergy's nuclear facilities (utility and non-utility) will not be conducted by a single entity controlled by Entergy. Instead, Entergy's utility nuclear plants will continue to be operated by the regulated nuclear service company subsidiary of Entergy, while the non-utility nuclear facilities will be operated by essentially the same entity that currently operates those facilities. This entity will, in turn, be wholly owned by a joint venture that will provide certain technical and other support services to the operators of both the utility and non-utility nuclear facilities and other third parties who contract for such services. Although Entergy and NewCo will each own equal shares of this joint venture, Entergy will not "control" the operation of the non-utility nuclear fleet through this ownership interest. In particular, the relevant Service and Operating Agreements that implement these business relationships will contain specific procedures and provisions that will ensure that the New York Facilities are managed in a manner that allows for

their continued safe and reliable operation.⁸ Moreover, NewCo (which will have equal ownership rights in the joint venture) will have every reason to ensure that the non-utility nuclear plants are treated fairly and are effectively managed because those plants are NewCo's assets.

The Commission should also reject the procedural arguments raised by these parties. The Petition contains all information required of lightly regulated entities, such as Petitioners, and the fact that Petitioners own nuclear facilities neither increases nor expands their filing requirements. The New York AG's attempt to expand these requirements to require additional information of Petitioners should be rejected. Nevertheless, as discussed herein, Entergy will provide additional documentation regarding the transaction as it becomes available.

For these reasons, it is appropriate for the Commission to issue a declaratory ruling stating that it will not review the Corporate Reorganization. In the event the Commission decides to review the Corporate Reorganization, an evidentiary hearing is still not necessary as it is not required by law, and the comments of the New York AG, Westchester County and Riverkeeper do not provide sufficient justification for holding a hearing.

DISCUSSION

I. THE NEW YORK AG'S CONCERNS REGARDING FINANCIAL RESOURCES AND MANAGEMENT DO NOT JUSTIFY REJECTION OF THE PETITION.

A. The New York AG's Concerns Regarding Access to Financial Resources Are Based on a Fundamental Misunderstanding of Affiliate Relationships.

The New York AG claims that the Corporate Reorganization will inhibit the ability of the New York Facilities to access adequate financial resources.⁹ Specifically, the New York AG asserts that the Corporate Reorganization would: (1) build a "wall" between the New

⁸ Petitioners are willing to provide the Department of Public Service Staff ("Staff") with definitive Service and Operating Agreements in draft form (the agreements will not become final until executed post closing of the Corporate Reorganization). Petitioners expect these agreements to be available contemporaneously with the Form 10 filing. See infra Section II(B).

⁹ New York AG's Comments at 12-15.

York Facilities and the current financial resources upon which they rely; and (2) result in the New York Facilities having to rely on alternative resources that are "riskier" than those currently available.¹⁰

Both of these concerns are based on the same erroneous premise: that under the current corporate structure, the New York Facilities have access to the assets and income of Entergy's regulated utilities. This premise is incorrect. The New York Facilities do not have access to the financial resources of Entergy's regulated utilities. Furthermore, there are well-established restrictions on "cross-subsidization" contained in two sets of regulatory obligations imposed by the FERC. First, for those public utilities subject to Section 204 of the Federal Power Act, such as the Entergy Operating Companies, FERC requires that regulated public utilities seeking authorization to issue debt that is secured by an asset of a regulated utility must use the proceeds of the debt for utility purposes (the "Westar Conditions").¹¹ These restrictions are specifically designed to "prevent public utilities from borrowing substantial amounts of monies and using the proceeds to finance non-utility businesses."¹² Entergy's regulated utility companies are subject to the Westar Conditions.¹³

Second, for those public utilities that have an affiliate marketer or non-utility plant with market-based rates, FERC requires that the regulated utility and non-utility plant affiliate comply with what is known as the "code of conduct."¹⁴ ENFP, ENIP2 and ENIP3 each have market-based rates and have been bound by the code of conduct restrictions since acquiring

¹⁰ Id. at 14.

¹¹ Westar Energy, Inc., 102 FERC ¶ 61,186 at 22 (emphasis added), order on reh'g, 104 FERC ¶ 61,018 (2003) ("Westar").

¹² Id.

¹³ Entergy Servs., Inc., 122 FERC ¶ 62,263 (2008) (Letter order applying Westar Conditions to Entergy Operating Companies).

¹⁴ FERC recently adopted regulations codifying the code of conduct restrictions. See 18 C.F.R. § 35.39 (2007).

the New York Facilities.¹⁵ The "purpose of the code of conduct is to prevent affiliates from acting in a manner that results in a transfer of benefits from the franchised utility and its ratepayers to the power marketer and its shareholders."¹⁶

Working capital and other financing requirements for the non-utility nuclear business (including the New York Facilities) currently are provided solely by Entergy and its non-utility holding companies. In addition, none of the assets of the regulated utility business are pledged or used in any manner to secure borrowings or other financings of the holding companies for the purpose of financing the non-utility nuclear business, including the New York Facilities.

Thus, contrary to the New York AG's assumption, the New York Facilities do not currently rely on the income, cash flow or financial resources of the regulated utilities to support their operations or to secure debt on their behalf.¹⁷ Because the New York Facilities do not have the ability to call upon the financial resources of Entergy's regulated utility companies under the existing corporate structure, the fact that NewCo will not have access to those resources after the Corporate Reorganization does not represent a change and cannot justify denial of the Petition.¹⁸

¹⁵ Entergy Nuclear FitzPatrick, LLC and Entergy Nuclear Indian Point 2, LLC Docket No. ER00-2738-000, et al. (unpublished letter order issued Aug. 9, 2000); Entergy Nuclear Indian Point 2, LLC, Docket No. ER01-1721-00 (unpublished letter order issued May 24, 2001).

¹⁶ Carolina Power & Light Co., 97 FERC ¶ 61,063, at 61,350 (2001).

¹⁷ The New York AG's suggestion that the regulated utility assets may be currently available to supply replacement power in the event of an outage fares no better. Under FERC regulation and the market-based rate tariffs filed at FERC, the Entergy entities that own the New York Facilities are prohibited from purchasing capacity and energy from "any Entergy affiliate with a franchised service territory" without prior FERC authorization. See Entergy Nuclear Generation, Co., 116 FERC ¶ 61,101 (2006). Significant showings must be made in order to obtain authorization to make affiliate power sales. Entergy has never sought authorization to make a power sale between its franchised utilities and the entities that own the New York Facilities. Due to these FERC-imposed restrictions and the fact that the output of the Southern nuclear facilities is committed to serving native load customers, the assets of Entergy's regulated utilities in the South have never been available to replace the output of the New York Facilities as the New York AG claims.

¹⁸ Additionally, contrary to the New York AG's Comments, the Petitioners did not rely on Entergy's regulated utility resources when arguing to the Commission that full regulation of its New York operations was not necessary. The New York AG's Comments mischaracterize the petitions in Cases 01-E-0113 and 00-E-1225.

Lastly, the Commission should also reject the New York AG's claim that revenue streams for NewCo (wholesale power generated by the nuclear plants, management of nuclear plants and competitive electricity trading) are too "risky" to support the New York Facilities.¹⁹ Contrary to the New York AG's claim, the Corporate Reorganization would not "put [New York's] power supply and [New York's] ratepayers at greater risk in that the new truncated corporation would be dependent on riskier sources of financing."²⁰ Again, this argument is based on the erroneous assumption that the New York Facilities have previously been able to rely on the "guaranteed cash flows" from the regulated business.²¹ It also ignores the fact that the non-utility nuclear business has a demonstrated capability to generate more than adequate cash flow to support its operations. The New York AG's claim that the cash-flow of the New York Facilities is insufficient also is inconsistent with his recognition that the New York Facilities (along with the other non-utility nuclear plants) are one of Entergy's most profitable business segments.²² The New York AG's attempt to explain this inconsistency by claiming that the income of the regulated utilities is larger and more reliable (and therefore preferable) is based on the same mistaken assumption as the New York AG's other arguments, that the New York Facilities have access to the assets and income of Entergy's regulated utilities.²³ Finally, the New York AG's position is also inconsistent with the fact that there are a number of examples of lightly regulated power companies that have successfully executed and continue to execute financing transactions under different market conditions.

Those petitions merely provide descriptions of Entergy (as required by Commission regulation) and provide absolutely no representation of reliance on Entergy's regulated utility resources.

¹⁹ New York AG's Comments at 14.

²⁰ Id. at 15.

²¹ Id. at 14.

²² See id. at 21.

²³ Id. at 21 n.46.

B. The Corporate Reorganization Will Increase the Financial Resources Available to the New York Facilities and Ensure that NewCo Is Adequately Capitalized.

As the discussion above indicates, the New York Facilities cannot be subsidized by the regulated utility business and cannot rely on the regulated utility assets for financing. Instead, the New York Facilities rely on the existing stand-by guarantee agreements required by the NRC entered into by the applicable non-utility holding companies to provide any working capital or other direct funding.²⁴ These arrangements are capped at a maximum aggregate amount of \$145 million.

The Corporate Reorganization is designed to restructure these arrangements in a manner that increases, not reduces, the financial resources available to the non-utility nuclear business, including the New York Facilities. Specifically, the Corporate Reorganization will: (1) increase the level of operational financing available through a new support agreement for all of the non-utility nuclear facilities; and (2) create an independent, stand-alone company that is sufficiently capitalized and will be able to deploy operating cash flow and investment capital without taking into account the capital requirements, risks and financial condition of other Entergy businesses. These aspects of the Corporate Reorganization are discussed below.

With respect to operational financing for the New York Facilities, the Petition makes clear that the financial support available to the New York Facilities will be increased by terminating the existing support agreements in the aggregate amount of \$145 million and establishing a new support agreement in the amount of \$700 million for all non-utility nuclear plants owned by NewCo. In a footnote, the New York AG dismisses the increased level of

²⁴ These support agreements are referenced in the Petition and include the following: (1) a \$35 million guarantee to the NRC by Entergy International LTD LLC, on behalf of ENIP2; (2) a \$20 million guarantee to the NRC by Entergy Global, LLC, on behalf of ENIP2; (3) a \$50 million guarantee to the NRC by Entergy International LTD LLC, on behalf of ENIP3 and ENFP; (4) a \$20 million guarantee to NRC by Entergy Global, LLC, on behalf of ENIP3; and (5) \$20 million guarantee to the NRC by Entergy Global, LLC, on behalf of ENFP.

financial support stating that the new \$700 million guarantee "is not an adequate substitute" because NewCo's guarantee is dependent on the same income sources (i.e., wholesale power generated by the nuclear plants, management of nuclear plants and competitive electricity trading).²⁵ This argument ignores the demonstrated capability of the non-utility nuclear business to generate more than adequate cash flow to support its operations. In addition, this argument ignores the fact that the financial adequacy of the proposed support agreements must first be approved by the NRC, which is the federal agency charged with regulation of the public safety in the area of nuclear power.²⁶

NewCo itself will be provided with a significant initial cash infusion and will be adequately capitalized. Assuming NewCo places the \$4.5 billion in Senior Notes and enters into the credit facilities (as described in the Petition), its capitalization structure will be similar to that of other exempt wholesale generators ("EWGs"). EWGs are typically rated below investment grade, with total debt normally comprising anywhere from approximately 45% to 55% of total enterprise value and an average Standard & Poor's ("S&P") rating of approximately single B. NewCo is expected to take on a slightly more conservative capital structure, with an anticipated S&P rating in the BB range and an expected debt-to-total-enterprise value of 30% to 45% (ultimately debt-to-total-enterprise value will depend on how the market values NewCo's common stock after closing). NewCo will be placing the debt with sophisticated lenders, and they will not lend to NewCo any more capital than they believe is supported by NewCo's balance sheet and the underlying value of and cash flow from its non-utility nuclear fleet. Moreover, the NRC has a statutory duty to review the financial qualifications of any proposed licensees and the NRC must determine that both the estimated operating costs and the assumptions used in

²⁵ New York AG's Comments at 12, n.31.

²⁶ See infra Section IV(B).

projections of revenues or sources of funds are reasonable. In other words, the NRC has a statutory obligation and the jurisdiction to obtain reasonable assurance that, under NewCo's ownership, the NRC licensees, including the New York Facilities, will be able to obtain adequate funds to operate the non-utility nuclear plants safely.²⁷

As noted in the Petition, Entergy believes that by aggregating the ownership and financing activities of the non-utility nuclear fleet under NewCo, the non-utility nuclear business will obtain an increased level of financial flexibility over the current diversified structure. The New York AG alleges that Entergy's claims of "increased financial flexibility" are inconsistent with what the New York AG characterizes as Entergy's plan to "extract" \$4.0 billion in cash from NewCo.²⁸ This argument mischaracterizes the Corporate Reorganization and fails to recognize the benefits associated with creating an independent, stand-alone company focused solely on the needs of the non-utility nuclear fleet, including the New York Facilities.

To begin with, Entergy is not "extracting" cash from NewCo. In developing the non-utility nuclear business, Entergy used its own sources of capital, including debt as well as shareholder equity, to finance the cost of acquiring the non-utility nuclear plants, including the New York Facilities. This debt and the associated capital interests in the non-utility nuclear fleet currently reside with Entergy. Entergy must replace these investments and reduce the debt in order to create an independent, stand-alone company for these assets. This company (NewCo) will issue Senior Notes in the aggregate principal amount of up to \$4.5 billion. The proceeds from the Senior Notes will be used to reduce, retire or pay off certain Entergy debt and capital

²⁷ See *infra* Section IV(B).

²⁸ See New York AG Comments at 24.

interests associated with these assets, as well as to provide working capital to NewCo as the owner of the assets.²⁹

The financing arrangements necessary to create the stand-alone company are entirely consistent with the goal of achieving increased financial flexibility for the New York Facilities and non-utility nuclear business. Entergy has made clear in numerous regulatory filings, analyst calls and other public documents that the current, diversified structure (with both regulated utility and non-utility assets under the same corporate structure) is not the most efficient means for the non-utility nuclear business to finance its operations.

One of the primary objectives of the Corporate Reorganization is to separate the two business segments in a manner that will increase access to credit markets for the non-utility nuclear business. Under the new structure:

- NewCo will be free to deploy operating cash flow and investment capital to fund any of its operations or strategic initiatives without consideration of capital requirements of other Entergy businesses. Financial policy can be tailored to the needs of NewCo, without consideration of the needs of Entergy's regulated utility business.
- NewCo will be isolated from the risks of other Entergy businesses, and its access to capital will not be attributable to the financial condition of Entergy in the future. Operating revenues and net income from NewCo will be isolated solely for the benefit of the ongoing non-utility nuclear company, creating a discrete operating history and an operational focus resulting in clear performance measurements.
- NewCo's structure and financing arrangements will be isolated and simplified. This simplification will enhance the ability of regulators, analysts, capital markets and shareholders to understand, evaluate and finance this segment.

In sum, by aggregating the ownership and financing activities of the non-utility nuclear fleet under NewCo within a discrete, independent business-segment structure and by transferring control of this segment, the non-utility nuclear plants will achieve direct corporate

²⁹ Importantly, these uses are permitted under PSL Section 69.

benefits, including, but not limited to, the strategic and financial flexibility of the non-utility nuclear business over the current diversified structure. The New York AG's claim to the contrary should be rejected.

C. The New York AG's Claims Regarding Degradation of Management Focus and Access to Other Resources Are Without Merit.

The New York AG alleges that the ownership structure associated with ENOI Holdings – an entity which will be owned 50% by both Entergy and NewCo – enables Entergy to control an entity that will be operating both the non-utility nuclear facilities and the utility nuclear facilities. According to the New York AG, this will enable Entergy to "skew allocation of critical parts or personnel" to the utility nuclear facilities.³⁰ These arguments are based on a fundamental misunderstanding of how ENOI Holdings will function.

As set forth in the Petition, ENO currently operates Entergy's entire non-utility nuclear fleet. Following the Corporate Reorganization, ENO will be converted from a corporate entity into a limited liability company and renamed ENOI, LLC ("ENOI") which will be owned by a joint venture, ENOI Holdings, which in turn will be owned 50% by both Entergy and NewCo. ENOI, the existing NRC-licensed operator, will continue to operate the plants of NewCo, including the New York Facilities. Contrary to the New York AG's Comments, ENOI will not be responsible for operating the utility nuclear plants of Entergy. Instead, Entergy's utility nuclear facilities will continue to be operated by their separate existing NRC-licensed operator, Entergy Operations, Inc. ("EOI"), the regulated nuclear service company subsidiary of Entergy. After the reorganization, it is contemplated that ENOI Holdings will provide certain technical and other support functions directly to its wholly-owned subsidiary ENOI, to third

³⁰ New York AG's Comments at 24.

parties who contract for such services, and to EOI under a shared services agreement (the "ENOI Holdings Shared Services Agreement").

Assuming that the New York AG is concerned about the provision of these shared support services, it appears that the New York AG is arguing that Entergy's ownership of a 50% share of ENOI Holdings (i.e., the same size share as NewCo) with "an equal say in what [ENOI Holdings] does" (i.e., the same "say" as NewCo has) provides Entergy (but not NewCo) with the ability to obtain preferential treatment for the utility nuclear facilities. The New York AG does not explain, and Entergy is unable to discern, how an ownership structure and decision-making process that affords two parties equal ownership shares and duplicate rights can be construed to allow only one of the parties to "control" ENOI Holdings or any of its subsidiaries. In fact, such an arrangement prevents either party from controlling the company and will encourage the parties to work together.

If the New York AG's concern is that the inability of the parties to agree could limit the effectiveness of the arrangement, such concerns are not warranted. The agreement between Entergy and NewCo will include a dispute resolution provision.³¹ For significant matters that are not reserved to NewCo and Entergy, the failure to agree will trigger dispute resolution provisions.³² Furthermore, Chief Executive Officer of ENOI Holdings, Michael R. Kansler, will have the authority at all times, as is the case currently, to take any actions necessary to carry out ENOI's responsibilities as the operator under the NRC operating licenses, including

³¹ The dispute resolution provision will call for specific procedures for resolving disputes, including presenting the matter to the Chief Executive Officers of NewCo and Entergy for resolution, followed by mediation and binding arbitration, if necessary. A dispute resolution provision in substantially the same form and effect as the one that will be used with the ENOI is found in the attached NRC Supplemental Information #4 in Support of Application for Order Approving Indirect Transfer of Control of Licenses, at 3-4 (Mar. 17, 2008).

³² Significant matters that would be subject to dispute resolution would include matters, such as, approval of the business plan or annual budget, variation or termination of material contracts, significant expenditures, incurring significant indebtedness, commencement of litigation, major regulatory filings, distributions, redemptions and selection of accountants and auditors.

any actions and/or expenditure of funds necessary to protect the public health and safety, to maintain safe, operating or shutdown conditions at each plant, and to comply with NRC orders and requirements. Also, many decisions will be delegated to management, and many of ENOI's actions will continue to be dictated by the terms of the Operating Agreements with the owners of the New York Facilities, as they are currently. The only actions that require both parties to agree (without recourse to a dispute resolution mechanism) are actions that affect the fundamental economic rights of the co-owners of ENOI Holdings as opposed to operational matters, such as, the admission of additional co-owners, the imposition of mandatory capital contributions, the sale of ENOI Holdings to a third party or its liquidation. These decisions will require unanimity, and the failure to agree on such matters means the "status quo pro ante" will prevail.

In arguing that the Commission deny the Petition, the New York AG claims that "Entergy has a vested interest in giving priority to its merchant plants," and that the Corporate Reorganization will replace that incentive with a bias toward Entergy's utility nuclear facilities.³³ As an initial matter, Entergy will not own any merchant nuclear plants following the Corporate Reorganization. Furthermore, Entergy does not currently have an incentive to favor, and is, in fact, precluded from favoring its non-utility nuclear facilities over its utility nuclear facilities. Among other things, the FERC code of conduct restrictions discussed above preclude such preferential treatment. The New York AG's belief that such an incentive exists is not a basis for denying the Petition.

Perhaps more to the point, Entergy also disagrees that there will be a post-reorganization bias in favor of the utility nuclear facilities. The Corporate Reorganization and the corresponding contractual agreements will be structured in a manner that will not allow a

³³ New York AG Comments at 16.

diversion of managerial and operational talent or other resources from the non-utility nuclear plants, including the New York Facilities, to the utility nuclear plants, or vice versa. Under the Operating Agreements, ENOI will be contractually bound to operate and make capital improvements to each facility in accordance with good utility practice, applicable laws and regulations, and the applicable NRC operating license. In fact, the Operating Agreements will be on commercially reasonable terms and will include performance based financial incentives. Daily operation and maintenance decisions will be made by ENOI (subject to NewCo's contractual oversight), which will not be controlled by Entergy. Decisions to modify the New York Facilities will be within the purview of NewCo. Furthermore, if NewCo is dissatisfied with ENOI's performance, the Operating Agreements will allow NewCo to take over or reassign responsibility for facility operations after a defined transition period.

Aside from the applicable agreements, NewCo will also have the ability and incentive to ensure that the non-utility nuclear plants are fairly treated and effectively managed because they are NewCo's assets. In fact, the Operating Agreements will be on commercially reasonable terms and will include performance-based financial incentives. Once the Corporate Reorganization is completed, NewCo and ENOI will have a fiduciary responsibility to ensure that the non-utility nuclear assets are effectively managed and operated. With an ownership structure and decision-making process that affords NewCo an equal ownership share with Entergy in ENOI Holdings, NewCo will have the ability to ensure that the nuclear assets it owns are operated and maintained in a safe, reliable and efficient manner. The New York AG has not provided any valid rationale for the assumption that NewCo would ignore its own self-interest and would not exercise its contractual rights to prevent detrimental treatment of its units. In

summary, the New York AG's concerns with respect to a possible degradation in the management of the non-utility assets are not justified.

II. THE PETITION PROVIDES SUFFICIENT INFORMATION TO APPROVE THE CORPORATE REORGANIZATION AND FINANCING.

A. Contrary to the New York AG's Allegations, the Petition Meets All Applicable Statutory and Regulatory Requirements.

The New York AG's comments contain several statements to the effect that the Petition is lacking specific financial information that the Commission requires of applicants requesting approval pursuant to PSL Sections 69 and 70.³⁴ However, as noted in the Petition, under applicable Commission precedent for lightly regulated entities, such as the Petitioners, the Commission need not take an in-depth analysis of the Corporate Reorganization and proposed financing, and by relying on the contents of the petition itself, may take prompt action.³⁵ Given the reduced scrutiny applicable to lightly regulated entity filings, the Commission has routinely waived the filing requirements contained in 16 NYCRR §§ 18, 37 and 39.³⁶ Therefore, contrary to the New York AG's Comments, the Petition properly requested the same treatment that others similarly situated have been afforded. Thus, the Petition contains all the information required of lightly regulated companies.³⁷

Additionally, the New York AG's comment that the Petitioners must be subject to stricter application of the PSL under the Commission's lightened regulation orders is misleading. The lightened regulation orders for the New York Facilities are consistent with lightened

³⁴ New York AG's Comments at 3, 9-10, 18-19, 25 and 28.

³⁵ Petition at 19, n.21.

³⁶ Id. at 15, n.15 and 19, n.22.

³⁷ As discussed herein, the Form 10 will provide further information regarding the Corporate Reorganization and NewCo.

regulation orders for other wholesale generators.³⁸ The only requirements imposed on the New York Facilities that were not required of other lightly regulated entities related to reporting and monitoring requirements, which were clearly set forth in the Appendix to the Commission's Order authorizing lightened regulation for the New York Facilities.³⁹ Specifically, the requirements included: (1) providing Staff access to reports concerning the New York Facilities (e.g., business plans and monthly reports, submittals to the NRC and safety reports); (2) specific notification requirements for various events (e.g., plant shutdown, fatal accident and significant power reduction of more than 15%); (3) providing Staff site access to the New York Facilities; and (4) cooperating with Staff in the event of an emergency or facility inspection. Other than these additional reporting and monitoring requirements, there is nothing in the lightened regulation orders for the New York Facilities that require the Petitioners to conform more strictly to the PSL or require them to supply "far more information than the minimal filing under the Wallkill presumption" as alleged by the New York AG.⁴⁰

Finally, the New York AG erroneously states that the PSL and/or Commission regulation requires the Petition to: (1) show that the Corporate Reorganization will ensure that there will be adequate resources to reduce the likelihood of outages and to endure those that happen; and (2) contain information needed to determine that the debt NewCo anticipates taking

³⁸ See Case 01-E-0113 - Entergy Nuclear Indian Point 2, LLC and Entergy Nuclear Operations, Inc. – Joint Petition for a Declaratory Ruling that Lightened Regulation be Applied and Case 00-E-1225 - Entergy Nuclear FitzPatrick, LLC, Entergy Nuclear Indian Point 3, LLC, and Entergy Nuclear Operations, Inc. - Joint Petition for a Declaratory Ruling That Lightened Regulation Be Applied Concerning Their Purchase of Nuclear Power Facilities From the Power Authority of the State of New York, Order Providing for Lightened Regulation of Nuclear Generating Facility (Aug. 31, 2001); Case 00-E-1225 - Entergy Nuclear Fitzpatrick, LLC, Entergy Nuclear Indian Point 3, LLC, and Entergy Nuclear Operations, Inc. – Joint Petition for a Declaratory Ruling That Lightened Regulation be Applied Concerning Their Purchase of Nuclear Power Facilities From the Power Authority of the State of New York, Declaratory Ruling on Lightened Regulation (Aug. 23, 2000) ("Entergy Nuclear Lightened Regulation Orders").

³⁹ Case 01-E-0113, Order Providing for Lightened Regulation of Nuclear Generating Facility, Appendix (Aug. 31, 2001).

⁴⁰ New York AG's Comments at 18.

on is necessary, appropriate or reasonably related to ensuring the safe and reliable operation of the plants.⁴¹ As to the first item, neither the PSL nor the Commission's regulations contain any such requirement. As to the second item, PSL Section 69 specifically states the permissible grounds for debt issuance. The reasons for the proposed debt issuance are permitted by statute and are clearly set forth in the Petition.

B. The New York AG's Allegations Regarding the Information Provided in the Petition and Elsewhere Should be Rejected.

Entergy has addressed the New York AG's claims regarding substantive financial matters elsewhere in this response. However, the New York AG makes two claims regarding the sufficiency of the information submitted by Entergy that deserve a response. First, the New York AG implies that Entergy has left out material information from its Petition or is not disclosing its true intentions. This is totally unsupported by the facts. Entergy's intentions with regard to NewCo are clearly set forth in the Petition, and the obligations and liabilities to be assumed by NewCo are described in the Petition. Entergy has filed for regulatory approvals in several jurisdictions, each of which has differing requirements with respect to the information required to review the Proposed Reorganization. Indeed, the fact that the New York AG's filing relies almost exclusively on information Entergy prepared for public dissemination confirms that Entergy has been forthright. Consistent with this approach, NewCo's Form 10 filing at the Securities and Exchange Commission in advance of NewCo's regulation as a public company on the New York Stock Exchange is expected by May 13, 2008.⁴² It will clearly detail NewCo's assets and liabilities including its anticipated debt profile. Notably, the amount of debt proposed for NewCo will not be excessive and NewCo's credit rating is expected to be strong relative to

⁴¹ Id. at 18-19 and 25.

⁴² The Form 10 is the general form for registration of securities pursuant to Section 12(b) or 12(g) of the Securities Exchange Act of 1934 that Entergy will be submitting to the Securities and Exchange Commission.

other wholesale generators. The Petitioners will provide Staff with a copy of the Form 10 once it is available.

Second, contrary to the claims of the New York AG, the information contained in Entergy's 2007 Report to Shareholders is not inconsistent with the representations made in the Petition. The Petition clearly states that in order to carry out its business as a non-utility nuclear power generator, Petitioners expect NewCo to issue up to \$4.5 billion in debt and that one of the purposes for the Corporate Reorganization and proposed debt financings is to allow NewCo to acquire property and to discharge or lawfully refund NewCo's obligations.⁴³ The Corporate Reorganization will provide proceeds to Entergy in return for the valuable assets being provided to NewCo. As discussed above, this does not amount to "extracting cash" from NewCo.⁴⁴ Once the Corporate Reorganization is complete, Entergy will no longer have an ownership interest in the plants. NewCo's ability to take on additional debt, therefore, will be up to NewCo's Board of Directors and will be based on the conditions of the commodity and financial markets, applicable financial covenants and, if necessary, subject to Commission approval.

III. THE NEW YORK AG'S CLAIM REGARDING THE VALUE SHARING AGREEMENTS WITH NYPA IS IRRELEVANT TO THE PETITION AND BEYOND THE SCOPE OF THIS PROCEEDING.

The New York AG (and Riverkeeper) notes that the Corporate Reorganization will enable the New York Facilities to avoid paying the New York Power Authority ("NYPA") certain amounts pursuant to revenue sharing agreements (the "Value Sharing Agreements"). The Value Sharing Agreements were entered into by NYPA and ENFP (the direct owner FitzPatrick) and ENIP3 (the direct owner of IP3) at the time of the purchase of those facilities in 2000. Under the original Value Sharing Agreements, the obligation of the owners of these facilities to

⁴³ Petition at 20.

⁴⁴ New York AG's Comments at 16.

share a specified portion of certain revenues terminates on December 31, 2014, or sooner if "Entergy or an Entergy affiliate ceases to own the plants." The amended Value Sharing Agreements provide for guaranteed value sharing payments to NYPA in the total amount of \$144 million even if Entergy or any affiliate to Entergy ceases to own the plants prior to or by December 31, 2008. The New York AG's reliance on these provisions to challenge the Corporate Reorganization is without basis and should be rejected. The New York AG identifies a single provision in a complex commercial agreement entered into by two parties in an arm's length transaction, which provided economic benefit to both parties. The termination clause was a negotiated term in the contracts, and its existence should have no bearing on the Commission's review of the Corporate Reorganization.

IV. AN EVIDENTIARY HEARING REGARDING THE CORPORATE REORGANIZATION IS NOT NECESSARY.

A. The Commission Should Issue a Declaratory Ruling.

As mentioned above, Petitioners, consistent with Commission precedent, requested a declaratory ruling regarding the Corporate Reorganization. As set forth in greater detail in the Petition, the Commission has established a lightened regulatory regime for wholesale generators in New York, including owners and operators of nuclear generating facilities, under which Section 70 review of changes in ownership is not required unless there is a potential for harm to the interests of captive utility ratepayers sufficient to override the presumption (the "Wallkill Presumption").⁴⁵ The Commission granted ENFP, ENIP2, ENIP3, and ENO such lightened regulation and Petitioners are afforded the Wallkill Presumption for

⁴⁵ Case 91-E-0350 - Wallkill Generating Company, L.P. - Regulation, Order Establishing Regulatory Regime (Apr. 11, 1994); see also Entergy Nuclear Lightened Regulation Orders.

transfers of ownership interests in the parent entities upstream from the affiliates owning and operating the New York Facilities.⁴⁶

In past decisions, the Commission has determined that the Wallkill Presumption applies to transactions involving changes of control of wholesale generators and has declined to review those transactions under Section 70.⁴⁷ The Corporate Reorganization involves a change of ownership interests in parent entities upstream from the affiliates owning and operating New York competitive electric generation facilities. Therefore, the Wallkill Presumption applies and the Commission should follow its precedent by issuing a declaratory ruling stating that the Commission need not review the Corporate Reorganization.

If the Commission decides to review the Corporation Reorganization pursuant to Section 70 of the PSL rather than issue a declaratory ruling, an evidentiary hearing is still not required. First, evidentiary hearings are discretionary and are not required pursuant to Section 70.⁴⁸ Second, the public interest standard the Commission uses for wholesale generators is different than the public interest standard for regulated utilities. Rather than require net positive benefits for ratepayers, the Commission examines the Petitioners' affiliations, if any, with fully-regulated New York utilities or power marketers that might afford opportunities for the exercise of market power or pose the potential for other transactions detrimental to captive ratepayer interests.⁴⁹ As discussed in the Petition, Petitioners have demonstrated that NewCo's acquisition

⁴⁶ See Entergy Nuclear Lightened Regulation Orders.

⁴⁷ Petition at 13, n.12.

⁴⁸ See Case 95-G-0761 - Petition of The Brooklyn Union Gas Company Under Section 70 of the Public Service Law for Formulation of a Holding Company, and for Approval of Accounting and Rate Treatment, Ruling on Motion (Aug. 6, 1996); see also Case 01-E-0040 - Joint Petition of Consolidated Edison Company of New York, Inc. and Entergy Nuclear Indian Point 2, LLC, for Authority to Transfer Certain Generating and Related Assets and for Related Relief, Order Authorizing Asset Transfer (Aug. 31, 2001).

⁴⁹ Case 07-E-0170 - Re Alliance Energy Renewables LLC – Order Approving Transfer and Making Other Findings (Apr. 23, 2007); Case 05-E-1341 - Orion Power Holdings, Inc., Astoria Generating Company, L.P. and Astoria Generating Company Acquisitions, LLC – Petition for Authority to Transfer Ownership Interests

of the ENIP2, ENIP3, and ENFP will not generate horizontal or vertical market power concerns.⁵⁰ Evidentiary hearings are not needed for the Commission to make this determination.

The Commission has never required evidentiary hearings for a corporate reorganization or transfer of wholesale generating facilities. Thus, it would be unprecedented to require evidentiary hearings in this case.

B. The NRC Will Review the Corporate Reorganization.

It is important to note that the NRC is also reviewing the Corporate Reorganization. The NRC has a statutory duty pursuant to Section 182(a) of the Atomic Energy Act of 1954, as amended, (the "AEA") to review the financial and technical qualifications of any proposed licensees, and it requires that applicants submit specified financial information pursuant to 10 C.F.R. § 50.33(f). NRC also requires that this information be submitted in connection with NRC's review of any direct or indirect transfer of control of a license, as required by Section 184 of the AEA. Pursuant to NRC's implementing regulations at 10 C.F.R. § 50.80, no license may be transferred, directly or indirectly through the transfer of control of the license, unless the NRC gives its consent in writing. Such action is contingent upon an NRC determination that the transferee is qualified to hold the license, and that the transfer is otherwise consistent with applicable provisions of law, regulations, and orders of the NRC. The financial qualifications of the affected NRC licensees under the proposed NewCo ownership structure will be evaluated consistent with the guidance provided in NUREG-1577, Rev. 1, "Standard Review Plan on Power Reactor Licensee Financial Qualifications and Decommissioning Funding Assurance," dated March 1999. Ultimately, the NRC must determine that both the estimated

and to Issue Corporate Debt, Order Approving Transfer and Financings and Making Other Findings (Feb. 15, 2006); Case 04-E-0789 - Re Orion Power Holdings, Inc., Order Approving Transfers and Financing and Making Other Findings (Sept. 22, 2004).

⁵⁰ Petition at 16-17.

operating costs and the assumptions used in projections of revenues or sources of funds are reasonable. In other words, the NRC has a statutory obligation and the jurisdiction to obtain reasonable assurance that, under NewCo's ownership, the NRC licensees, including the New York Facilities will be able to obtain adequate funds to operate the non-utility nuclear plants safely.

The NRC will also ensure that each NRC licensee provides adequate assurance of decommissioning funding in an amount adequate to ensure the protection of public health and safety. Specifically, 10 C.F.R. § 50.33(k) requires that an application for an operating license for a utilization facility contain information "indicating how reasonable assurance will be provided that funds will be available to decommission the facility." Furthermore, pursuant to 10 C.F.R. § 50.75(b), each power reactor licensee must certify, subject to annual readjustment, that it will provide decommissioning funding assurance in an amount that may be more, but not less, than the amount determined under the formulas in 10 C.F.R. §§ 50.75(c)(1) and (2).

The NRC will also address the technical qualifications of the proposed operator using the guidance as described in the NRC Standard Review Plan (NUREG-0800), Chapter 13, "Conduct of Operations," Section 13.1.1, "Management and Technical Support Organization," and Sections 13.1.2-13.1.3, "Operating Organization." NRC staff will base its evaluation on 10 C.F.R. § 50.40(b), "Common Standards," and American National Standards Institute N18.1-1971, "Selection and Training of Nuclear Power Plant Personnel." The purpose of this evaluation is to ensure that the corporate management of the proposed operator is involved with, informed of, and dedicated to the safe operation of the plant and, that sufficient qualified technical resources will be provided to support safe plant operation and maintenance, and to evaluate proposed changes to the operating organization that may occur as a result of the license

transfer. In summary, the NRC has a statutory responsibility to thoroughly review the Corporate Reorganization to ensure that it meets financial, technical and safety requirements for the safe operation of the New York Facilities. To the extent the New York AG has an interest in addressing questions regarding these matters, the NRC provides the appropriate forum.

A copy of the Petitioners' NRC Application for Order Approving Indirect Transfer of Control of Licenses (July 30, 2007) as supplemented by Supplemental Information in Support of Application for Order Approving Indirect Transfer of Control of Licenses (Oct. 31, 2007), Supplemental Information #2 in Support of Application for Order Approving Indirect Transfer of Control of Licenses (Dec. 5, 2007), Supplemental Information #3 in Support of Application for Order Approving Indirect Transfer of Control of Licenses (Jan. 24, 2008), and Supplemental Information #4 in Support of Application for Order Approving Indirect Transfer of Control of Licenses (March 17, 2008).

V. The Petition Adequately Addresses the New York State Environmental Quality Review Act.

The New York AG, Westchester County and Riverkeeper claim that the Petition was deficient with regard to the New York State Quality Environmental Review Act ("SEQRA") in that it failed to consider alternatives to the Corporate Reorganization, including alternatives that might make the plants safer, more reliable or otherwise reduce their threat to the environment. Contrary to these claims, the Petition contained the requisite information for the Commission to undertake a SEQRA analysis, if such an analysis is necessary. As explained in the Petition, SEQRA review is required only if the Commission should decide to review the transaction under Section 70 because declaratory rulings and Section 69 approval do not trigger SEQRA review.

However, if the Commission decides to review the Corporate Reorganization under PSL Section 70, Petitioners agree that SEQRA review is required. To facilitate the review, the Petitioners attached to the Petition a complete Short Environmental Assessment Form describing the potential impact of the Corporate Reorganization. In doing so, the Petitioners submitted the same information similarly situated applicants have provided to the Commission.⁵¹

Under Commission precedent, when there is no change to the operation of the generating facility, no adverse environmental impact will result.⁵² As described above, the indirect transfer of ownership of the New York Facilities will not change the operation of those assets that could cause an adverse environmental effect. The Petitioners will continue to operate the New York Facilities in accordance with their environmental permits and all applicable environmental laws.

Moreover, the New York AG's, Westchester County's and Riverkeeper's concerns over the organizational structure of the Proposed Reorganization are irrelevant to the SEQRA review and beyond the scope of this proceeding. The use of limited liability companies ("LLCs") to own the New York Facilities is not new and is common in the industry.⁵³ Criticism of the LLC structure,⁵⁴ therefore, is inappropriate because this structure has already been

⁵¹ See e.g., Case 07-E-0170 - Re Alliance Energy Renewables LLC - Order Approving Transfer and Making Other Findings (Apr. 23, 2007); Case 05-E-1341 - Orion Power Holdings, Inc., Astoria Generating Company, L.P. and Astoria Generating Company Acquisitions, LLC - Petition for Authority to Transfer Ownership Interests and to Issue Corporate Debt, Order Approving Transfers and Financings and Making Other Findings (Feb., 15, 2006); Case 04-E-0789 - Orion Power Holdings, Inc. and Great Lakes Power, Inc. - Joint Petition for Application of Lightened Regulation, Approval of a Financing, and a Declaratory Ruling that the Commission Will Not Assert Jurisdiction Over a Transfer, or, in the Alternative, Approval of the Transfer, Order Approving Transfers and a Financing and Making Other Findings (Sept. 22, 2004).

⁵² Id.

⁵³ In fact, all of the nuclear facilities located in New York State are owned by LLCs (i.e., Entergy Nuclear FitzPatrick, LLC, Entergy Nuclear Indian Point 2, LLC, Entergy Nuclear Indian Point 3, LLC, Nine Mile Point Nuclear Station, LLC and R.E. Ginna Nuclear Power Plant, LLC).

⁵⁴ New York AG's Comments at 28.

approved by the Commission as being in the public interest.⁵⁵ The corporate structure that exists today has allowed for the safe and reliable operation of the New York Facilities and will continue to do so in the future. Therefore, should the Commission review the Corporate Reorganization under PSL Section 70, it should follow precedent and issue a negative declaration and undertake no further environmental review.⁵⁶

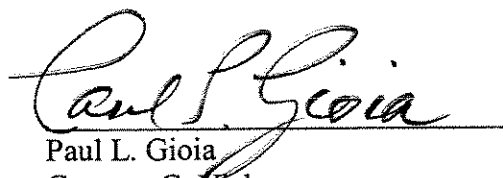
CONCLUSION

Based on the foregoing, the Petitioners respectfully request that the Commission grant Petitioners the relief requested in the Petition in its entirety, including that the Commission issue a declaratory ruling that the Wallkill Presumption applies and the Commission need not review the Corporation Reorganization under PSL Section 70. Alternatively, the Petitioners respectfully request the Commission decline to hold an evidentiary hearing regarding the Corporate Reorganization and issue an Order, as expeditiously as possible, authorizing Petitioners to consummate the Corporate Reorganization, without modification or condition. The Petitioners also request the Commission issue an Order authorizing NewCo to enter into the debt financings as described in the Petition.

⁵⁵ Case 01-E-0040 - Joint Petition of Consolidated Edison Company of New York, Inc. and Entergy Nuclear Indian Point 2, LLC, for Authority to Transfer Certain Generating and Related Assets and for Related Relief, Order Authorizing Asset Transfer (Aug. 31, 2001); see also Case 03-E-1231 - Petition of Rochester Gas and Electric Corporation, Constellation Generation Group, LLC, and R.E. Ginna Nuclear Power Plant, LLC for Authority Under Public Service Law Section 70 to Transfer by Auction Sale the R.E. Ginna Nuclear Generating Plant and Related Assets and for Related Approvals, Order Approving Transfer, Subject to a Modification (May 20, 2004); Case 01-E-0011 - Joint Petition of Niagara Mohawk Power Corporation, New York State Electric & Gas Corporation, Rochester Gas and Electric Corporation, Central Hudson Gas & Electric Corporation, Constellation Nuclear, LLC and Nine Mile Point Nuclear Station, LLC for Authority Under Public Service Law Section 70 to Transfer Certain Generating and Related Assets and for Related Approvals, Order Authorizing Asset Transfer (Oct. 26, 2001).

⁵⁶ Id.

Dated: April 29, 2008

A handwritten signature in black ink, reading "Paul L. Gioia". The signature is fluid and cursive, with a horizontal line drawn underneath it.

Paul L. Gioia
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Attorneys for
Entergy Nuclear FitzPatrick, LLC,
Entergy Nuclear Indian Point 2, LLC,
Entergy Nuclear Indian Point 3, LLC,
Entergy Nuclear Operations, Inc.,
Entergy Corporation and
NewCo

----- X
In the Matter of the Petition Filed By Entergy
Nuclear FitzPatrick, LLC, Entergy Nuclear Indian
Point 2, LLC, Entergy Nuclear Indian Point 3, LLC,
Entergy Nuclear Operations, Inc., NewCo and
Entergy Corporation for a Declaratory Ruling
Regarding a Corporate Reorganization or, in the
Alternative, an Order Approving the Transaction
and an Order Approving Debt Financings
----- X

Case 08-E-0077

VERIFICATION

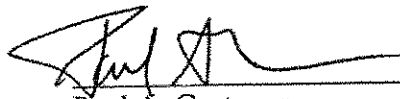
STATE OF LOUISIANA)

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PARISH OF ORLEANS)

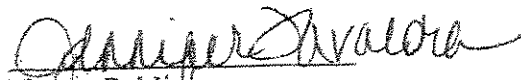
Paul A. Castanon being duly sworn, deposes and states as follows:

1. I am Assistant Secretary of Entergy Corporation.
2. I am authorized to sign this verification on behalf of Entergy Nuclear FitzPatrick, LLC, Entergy Nuclear Indian Point 2, LLC, Entergy Nuclear Indian Point 3, LLC, Entergy Nuclear Operations, Inc., Entergy Corporation and NewCo.
3. I have reviewed the foregoing Verified Response and the statements of fact contained therein are true and correct to the best of my knowledge, information and belief.



Paul A. Castanon

Sworn to and subscribed before me
this 24th day of April, 2008.



Notary Public

JENNIFER B. FAVALORA
NOTARY PUBLIC (ID # 57639)
Parish of Orleans, Louisiana
Commission Issued For Life

A



Entergy Nuclear
P.O. Box 31995
Jackson, MS 39286-1995
Tel 601 368 5692

Michael R. Kansler
President, Chief Executive Officer
& Chief Nuclear Officer

July 30, 2007
ENOC-07-0026

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

Subject: Entergy Nuclear Operations, Inc.
Pilgrim Nuclear Power Station
Docket No. 50-293
Indian Point Nuclear Generating Unit No. 1
Docket No. 50-003
Indian Point Nuclear Generating Unit No. 2
Docket No. 50-247
Indian Point Nuclear Generating Unit No. 3
Docket No. 50-286
James A. FitzPatrick Nuclear Power Plant
Docket Nos. 50-333 & 72-12
Vermont Yankee Nuclear Power Station
Docket Nos. 50-271
Palisades Nuclear Plant
Docket No. 50-255 & 72-7
Big Rock Point
Docket Nos. 50-155 & 72-43

Application for Order Approving Indirect Transfer of Control of Licenses

Pursuant to Section 184 of the Atomic Energy Act of 1954, as amended (the Act), and 10 CFR 50.80, Entergy Nuclear Operations, Inc. (ENO), acting on behalf of itself and Entergy Nuclear Generation Company, Entergy Nuclear FitzPatrick, LLC, Entergy Nuclear Vermont Yankee, LLC, Entergy Nuclear Indian Point 2, LLC, Entergy Nuclear Indian Point 3, LLC, and Entergy Nuclear Palisades, LLC, (together, Applicants), hereby requests that the Nuclear Regulatory Commission (NRC) consent to the indirect transfer of control of the above-captioned licenses. The indirect transfer of control results from certain restructuring transactions that will involve the creation of new intermediary holding companies and/or changes in the intermediary holding companies for the ownership structure for the corporate entities that hold the NRC licenses for Pilgrim, Indian Point 1, 2, and 3, FitzPatrick, Vermont Yankee, Palisades and Big Rock Point (together, Facilities), including both the six corporate entities (named among the

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Applicants above) licensed for their ownership of the Facilities and ENO, which is the entity licensed to operate or maintain the Facilities. The licensees remain the same, and the ultimate corporate parent, Entergy Corporation, remains the same. Simplified organization charts reflecting the current and post-reorganization ownership structures are provided as Figures 1 and 2.

Through the attached Application, ENO requests, on behalf of the Applicants, that the NRC consent to this proposed indirect transfer of control. The proposed indirect transfer of control will not result in any change in the role of ENO as the licensed operator of the facilities and will not result in any changes to its technical qualifications.

In summary, the proposed indirect transfer of control will be consistent with the requirements set forth in the Act, NRC regulations, and the relevant NRC licenses and orders. The proposed indirect transfer of control will not result in any physical changes to the Facilities or changes in the officers, personnel, or day-to-day operation of the Facilities. The proposed indirect transfer of control will not involve any changes to the current licensing basis of the Facilities. It will neither have any adverse impact on the public health and safety, nor be inimical to the common defense and security. This transfer does not involve any ownership, control or domination by any foreign entity. The Applicants therefore respectfully request that the NRC consent to the indirect transfer of control of the licenses for the Facilities in accordance with 10 CFR 50.80.

ENO requests that NRC review this Application on a schedule that will permit the issuance of NRC consent to the indirect transfer of control by December 31, 2007. Such consent should be made immediately effective upon issuance and should permit the indirect transfer of control at any time for one year following NRC's approval. ENO 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.

The Application includes a proprietary, separately bound addendum that provides Attachments 2A and 3A, which contain confidential commercial or financial information. ENO requests that Attachments 2A and 3A be withheld from public disclosure pursuant to 10 CFR 2.390, as described in the Affidavit of Michael R. Kansler, which is provided in Attachment 4 to the Application. Non-proprietary versions of Attachments 2A and 3A suitable for public disclosure are provided as Attachments 2 and 3 to the Application.

Regulatory commitments made by Entergy are identified in the table provided in the Enclosure titled "Commitments".

If NRC requires additional information concerning this license transfer request, please contact John McCann, ENO's Director, Fleet Regulatory Affairs, at (914) 272-3370 or jmccan1@entergy.com. Service on ENO of comments, hearing requests or intervention petitions, or other pleadings, if applicable, should be made to counsel for ENO, 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).



Michael R. Kansler

President & Chief Executive Officer

Enclosures: Regulatory Commitments
Oath & Affirmation
Application For Order Approving Indirect Transfer Of Control Of Licenses

cc: w/o proprietary Addendum except *

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Mr. Peter R. Smith, President
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Supervisor
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Covert, MI 49043

Senior Resident Inspector
Pilgrim Nuclear Power Station

Office of the Governor
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Lansing, MI 48909

Michigan Department of Environmental Quality
Waste and Hazardous Materials Division
Hazardous Waste and Radiological
Protection Section
Nuclear Facilities Unit
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Lansing, MI 48909-7741

Commitments

This table identifies actions discussed in this letter for which Entergy commits to perform. Any other actions discussed in this submittal are described for the NRC's information and are not commitments.

COMMITMENT	TYPE (Check one)		SCHEDULED COMPLETION DATE (If Required)
	ONE-TIME ACTION	CONTINUING COMPLIANCE	
1. For entities listed on Attachment 1 that have not yet been formed, these entities will be formed in the states indicated, with the business address indicated, and with the Directors or Managers and Executive Personnel indicated.	x		No later than the date on which the indirect license transfers are implemented.
2. Entergy Nuclear Finance Holding, LLC, will execute a financial Support Agreement in favor of the Applicants substantially in the form provided in Attachment 5.	x		No later than the date on which the indirect license transfers are implemented.
3. Entergy Nuclear Finance Holding, LLC, will provide a letter of credit or other financial assurance instrument in compliance with 10 CFR 50.75(e)(1) to be held by Entergy Nuclear Palisades, LLC and to replace the \$5 million Guaranty of decommissioning funding assurance for the Big Rock ISFSI.	x		No later than the date on which the indirect license transfers are implemented.

**UNITED STATES OF AMERICA
NUCLEAR REGULATORY COMMISSION**

In the Matter of)

Entergy Nuclear Operations, Inc.)

Pilgrim Nuclear Power Station)

Indian Point Nuclear Generating Unit No. 1)

Indian Point Nuclear Generating Unit No. 2)

Indian Point Nuclear Generating Unit No. 3)

James A. FitzPatrick Nuclear Power Plant)

FitzPatrick ISFSI)

Vermont Yankee Nuclear Power Station)

Palisades Nuclear Plant)

Palisades ISFSI)

Big Rock Point)

Big Rock Point ISFSI)

Docket Nos. 50-293

50-003

50-247

50-286

50-333 &

72-12

50-271

50-255 &

72-7

50-155 &

72-043

AFFIRMATION

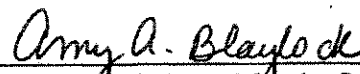
I, Michael R. Kansler, being duly sworn, hereby depose and state: that I am President & Chief Executive Officer, of Entergy Nuclear Operations, Inc.; that I am duly authorized to sign and file with the Nuclear Regulatory Commission the attached application for order approving indirect transfer of control of licenses; 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.


Michael R. Kansler
President & Chief Executive Officer

STATE OF MISSISSIPPI)

COUNTY OF HINDS)

Subscribed and sworn to me, a Notary Public, in and for the State of Mississippi, this 30th day of July, 2007.


Notary Public in and for the State of Mississippi

Notary Public State of Mississippi At Large
My Commission Expires: June 17, 2009
Bonded Thru Helden, Brooks & Garland, Inc.

Application for Order Approving Indirect Transfer of Control of Licenses

Entergy Nuclear Operations, Inc. (All Dockets)
Pilgrim Nuclear Power Station, Docket No. 50-293
Indian Point Nuclear Generating Unit No. 1, Docket No. 50-003
Indian Point Nuclear Generating Unit No. 2, Docket No. 50-247
Indian Point Nuclear Generating Unit No. 3, Docket No. 50-286
James A. FitzPatrick Nuclear Power Plant, Docket Nos. 50-333 & 72-12
Vermont Yankee Nuclear Power Station, Docket Nos. 50-271
Palisades Nuclear Plant, Docket No. 50-255 & 72-7
Big Rock Point, Docket Nos. 50-155 & 72-43

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I. INTRODUCTION

Pursuant to Section 184 of the Atomic Energy Act of 1954, as amended (the Act), and 10 CFR 50.80, Entergy Nuclear Operations, Inc. (ENO), acting on behalf of itself and Entergy Nuclear Generation Company, Entergy Nuclear FitzPatrick, LLC, Entergy Nuclear Vermont Yankee, LLC, Entergy Nuclear Indian Point 2, LLC, Entergy Nuclear Indian Point 3, LLC, and Entergy Nuclear Palisades, LLC, (together, Applicants), hereby requests that the Nuclear Regulatory Commission (NRC) consent to the indirect transfer of control of the above-captioned licenses. The indirect transfer of control results from certain restructuring transactions that will involve the creation of new intermediary holding companies and/or changes in the intermediary holding companies for the ownership structure for the corporate entities that hold the NRC licenses for Pilgrim, Indian Point 1, 2, and 3, FitzPatrick, Vermont Yankee, Palisades and Big Rock Point (together, the Facilities), including both the six corporate entities (named among the Applicants above) licensed for their ownership of the Facilities and ENO, which is the entity licensed to operate and/or maintain the Facilities. The licensees remain the same, and the ultimate corporate parent, Entergy Corporation, remains the same. Simplified organization charts reflecting the current and post-reorganization ownership structures are provided as Figures 1 and 2.

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

The restructuring transactions will centralize ownership and control of the owner Applicants under a new intermediate holding company structure in the Entergy Corporation system that will be wholly owned by Entergy Nuclear Finance Holding, LLC (HoldCo.). The transactions also will centralize ownership and control of ENO and Entergy's other nuclear service businesses under Entergy Nuclear, Inc. The restructuring will enhance the financial

strength of the Applicants, simplify the Applicants' and Entergy Corporation's corporate structure to the benefit of customers, regulators, capital markets and shareholders, and facilitate the financing of Holdco and its direct and indirect subsidiaries as a discrete and integrated business. The restructuring is fully consistent with the continued safe operation of the Facilities. By reorganizing a currently diffuse organization, the wholesale nuclear business will be positioned for future growth.

For historic reasons the Applicants are currently part of a dispersed structure within the Entergy Corporation system. Financing is provided internally in a top down fashion, with debt attributable to the wholesale nuclear business residing primarily with Entergy Corporation. This structure has resulted in complex financing and operating relationships. The Applicants believe that by aggregating their ownership and financing activities under Holdco within a discrete business segment structure, and aggregating their nuclear services businesses under Entergy Nuclear, Inc., they will own and operate the company's nuclear plants with more clarity and enhance their ability to attract capital.

The restructuring will create an organizational structure that is consistent with Entergy Corporation's characterization and management of the wholesale, non-utility nuclear business as one of its primary business segments. Operating revenues and net income from its nuclear services business and its wholesale, non-utility nuclear generation business will be segregated for the benefit of this business segment. This will create discrete operating history and focused operating results.

The restructuring will isolate and simplify the structure of the businesses that comprise the wholesale nuclear business segment. This simplification will enhance the ability of analysts, regulators, capital markets and shareholders to understand and evaluate this business segment.

The Applicants believe that the organization of a separate and integrated intermediate holding company system will clarify responsibilities within the Entergy Corporation system, facilitate capital formation, enhance the ability to retain and recruit qualified personnel and highlight growth opportunities for this important segment of Entergy Corporation's business.

III. GENERAL CORPORATE INFORMATION

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

- Entergy Nuclear Operations, Inc.
- Entergy Nuclear Generation Company
- Entergy Nuclear FitzPatrick, LLC
- Entergy Nuclear Vermont Yankee, LLC
- Entergy Nuclear Indian Point 2, LLC
- Entergy Nuclear Indian Point 3, LLC
- Entergy Nuclear Palisades, LLC

The following are the names of the parent corporate entities that will directly or indirectly own the NRC licensed corporate entities.

- Entergy Corporation
- Entergy Nuclear, Inc.
 - (by merger, successor to Entergy Nuclear Holding Company #2)
- Entergy Global Trading Holdings, LTD
- Entergy International Holdings, LTD
- Entergy Global Investments, Inc.
 - (formerly, Entergy Global, LLC)
- Entergy Power Gas Holdings Corp.
- Entergy Power Gas Operations Corp.
- Entergy Nuclear Holding Company #1
- Entergy Global Holdings, Inc.
- Entergy Nuclear Finance Holding, LLC
 - (formerly, Entergy Nuclear Finance Holding, Inc.)
- Entergy Nuclear Holding, LLC
 - (formerly, Entergy Nuclear Holding Company)
- Entergy NHC, LLC
- Entergy Nuclear Midwest Investment Company, LLC
- Entergy Nuclear Northeast Investment Company, LLC
 - (formerly, Entergy Nuclear New York Investment Company 1, and
 - by merger, successor to Entergy Nuclear Holding Company #3 LLC)
- Entergy Nuclear Investment Company, LLC
- Entergy Nuclear Vermont Investment Company, LLC

The parent company relationships of the licensed corporate entities both before and after the indirect transfer of control 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 1.

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 Corporation 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, ENO is aware of one alien, foreign corporation, or foreign government that holds or may hold beneficial ownership of more than 5% of the securities of Entergy Corporation. AXA Assurance I.A.R.D. Mutuelle, a French entity, and its affiliates (together, AXA) have filed a statement indicating that as of December 31, 2006, AXA had beneficial ownership of 5% of the shares of Entergy Corporation. AXA does not have any representation on Entergy Corporation's Board of Directors, and its SEC filing specifically certifies that AXA did not acquire these shares for the purpose of or with the effect of changing or influencing the control of Entergy Corporation. See 17 CFR 240.13d-1(c)(1) (requirements for Schedule 13G filing).

The current and proposed directors and executive officers of Entergy Corporation and the Entergy subsidiaries that directly or indirectly own the Applicants are 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 indirect transfer of control of the

licensed entities and their corporate parents will not result in any foreign ownership, domination, or control of these entities within the meaning of the Atomic Energy Act of 1954, as amended.

V. TECHNICAL QUALIFICATIONS

The technical qualifications of ENO are not affected by the proposed indirect transfer of control. There will be no physical changes to the Facilities and 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 ENO will at all times remain the licensed operator of the Facilities, or in the case of permanently shutdown reactors the entity licensed to maintain the Facilities.

VI. FINANCIAL QUALIFICATIONS

The Applicants are all indirect, wholly-owned subsidiaries of Entergy Corporation ("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, and Entergy is the second-largest nuclear power generator in the United States. Entergy delivers electricity to 2.6 million utility customers in Arkansas, Louisiana, Mississippi, and Texas. Entergy generated annual revenues of \$10.9 billion in 2006 and had approximately 13,800 employees as of December 31, 2006. Through its subsidiaries (both regulated and non-regulated), Entergy Corporation owns and operates eleven nuclear power plants at nine sites. These include the Facilities that are the subject of this application, as well as five other nuclear power plants owned by affiliates of the Applicants: Arkansas Nuclear One Units 1 and 2, Grand Gulf Nuclear Station, River Bend Station, and Waterford 3 Steam Electric Station.

A. Projected Operating Revenues and Operating Costs

Financial information regarding Entergy Corporation and its subsidiaries is provided in its 2006 Annual Report (SEC Form 10-K) dated March 1, 2007, which is available along with Entergy's prior annual reports on the internet at:

<http://www.shareholder.com/entergy/edgar.cfm?DocType=Annual,Quarterly&Year=>

In addition, Applicants have prepared balance sheets and projected income statements for the licensed owners of the Facilities, as well as a projected consolidated balance sheet and projected income statement for Entergy Nuclear Finance Holding, LLC (HoldCo), which is an intermediary holding company that will indirectly own all of the corporate entities licensed to own the Facilities, as well as other assets and businesses related to non-utility nuclear generation business of Entergy Corporation.

ENO, the corporate entity licensed to operate the operating Facilities and to maintain the non-operating Facilities, will be a wholly-owned subsidiary of Entergy Nuclear, Inc., which itself will be a direct wholly-owned subsidiary of Entergy Corporation. Entergy Nuclear, Inc. will own the nuclear services businesses of Entergy Corporation. ENO will receive the revenue necessary to operate and maintain the Facilities, including decommissioning funds to pay for such expenses, from the corporate entities licensed to own the Facilities pursuant to operating agreements or other intra-corporate arrangements that have been previously described to NRC. If any changes are made to replace the existing arrangements, any new agreements are expected to be consistent with the current arrangements. Any new agreements will be made available for inspection by NRC. As such, ENO relies upon the financial qualifications of the licensed owners of the Facilities, because these corporate entities will be financially responsible for the operation and decommissioning of the units.

In accordance with 10 CFR 50.33(f) and the Standard Review Plan on Power Reactor Licensee Financial Qualifications and Decommissioning Funding Assurance (NUREG-1577, Rev. 1) ("Standard Review Plan"), projected balance sheets for each of the licensed owners of the Facilities are provided in a separately bound proprietary addendum as Attachment 2A. In addition, a projected opening balance sheet for the consolidated businesses of Entergy Nuclear Finance Holding, LLC is also provided in Attachment 2A. ENO requests that Attachment 2A be withheld from public disclosure, as described in the Affidavit provided in Attachment 4. Redacted versions of these balance sheets, suitable for public disclosure, are provided as Attachment 2.

In addition, *pro forma* Projected Income Statements for the six year period from January 1, 2007 through December 31, 2012 for each of the licensed owners of the Facilities and Entergy Nuclear Finance Holding, LLC are provided in a separately bound proprietary addendum as Attachment 3A. In addition, a sensitivity analysis of these projections (reflecting a 10% reduction in projected revenue) is provided in Attachment 3A. ENO requests that Attachment 3A be withheld from public disclosure, as described in the Affidavits provided in Attachment 4. Redacted versions of these balance sheets, suitable for public disclosure, are provided as Attachment 3.

The Projected Income Statements for the licensed owners show that anticipated revenues from sales of capacity and energy from the Facilities provide reasonable assurance of an adequate source of funds to meet the ongoing operating and maintenance expenses for the Facilities. In addition, Entergy Nuclear Finance Holding, LLC will execute a financial Support Agreement with the Applicants, including each of the corporate entities licensed to own the Facilities, in the total amount of \$700 million, to pay for the operating and maintenance (O&M)

costs for all six operating Facilities, if called upon to do so. This provides assurance that adequate funds will be available to fund ongoing O&M expenses with respect to all of the operating Facilities. A form of this agreement is provided as Attachment 5.

The financial projections for Entergy Nuclear Finance Holding, LLC establish that it will have adequate resources from its consolidated businesses to provide funding if necessary under the Support Agreement. In addition, this parent company is expected to have access to a line of credit of at least \$1 billion or more, which provides additional assurance of its ability on an ongoing basis to provide funds for the licensed entities.

Pursuant to the Support Agreement, the licensed owners will have access to funds sufficient to pay the fixed O&M costs in the event of any unanticipated plant shutdown in accordance with the guidance provided in the Standard Review Plan. Pursuant to this agreement, Entergy Nuclear Finance Holding, LLC will make up to an aggregate amount of \$700 million in funding available to any and all of the Applicants to meet their obligations to NRC relating to the Facilities. This arrangement replaces the prior financial support arrangements under which funds were available to each licensed owner individually in limited amounts, and Applicants seek NRC's prior written approval of the revocation of the prior arrangements through NRC's approval of the new Support Agreement, which rescinds the prior arrangements under the terms of Section 7 of the Support Agreement.

Under the new Support Agreement, each of the licensed entities will have access to up to a total of \$700 million, to the extent not previously utilized, for any single plant outage or for a multiple plant outage should the circumstances necessitate access to such funds. As such, the proposed Support Agreement would provide funding for any individual site that significantly exceeds the six-month period suggested by the NRC's Standard Review Plan guidance, which

requests demonstration of a source of funds to pay fixed O&M expenses in the event of an extended plant outage. The availability of the entire aggregate amount of funding under the Support Agreement for each plant is superior to the current disparate support arrangements. Moreover, the total amount available would fund nearly six-months worth of fixed O&M expenses for all six operating Facilities. Finally, Applicants note that they do not expect to need to request funding under this formal agreement, as they expect that during their day-to-day operations and otherwise as the need for funding arises, they will have access to funds from capital contributions, loans, credit lines, or other sources that provide adequate funding to support safe operation of all of the Facilities.

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 29, 2007 decommissioning funding status report (ENOC-07-00007) submitted by ENO in accordance with 10 CFR 50.75(f), except for Palisades and Big Rock Point which were not included in this report. This report demonstrates that there is reasonable assurance of adequate decommissioning funding that is provided by pre-paid amounts maintained as assets in external sinking funds segregated from licensee assets and outside licensee administrative control in accordance with the requirements of 10 CFR 50.75(e)(1)(i).

With respect to Palisades, the trust fund balance for Palisades as of April 30, 2007 was approximately \$252.9 million, and with credit for earnings taken into account as permitted by NRC rules, less than \$205 million in pre-paid assets maintained in a trust would be sufficient to fully fund the NRC's current "formula amount" estimate for Palisades decommissioning costs at

\$345.9 million, calculated pursuant to 10 CFR 50.75(c). Thus, the existing trust fund balances maintained by Entergy Palisades LLC as assets in an external sinking fund segregated from licensee assets and outside licensee administrative control provide decommissioning funding assurance in accordance with the requirements of 10 CFR 50.75(e)(1)(i). There is, therefore, reasonable assurance that the amount of decommissioning funds available will be sufficient to pay decommissioning costs for Palisades at the time permanent termination of operations is expected.

With respect to Big Rock Point, the NRC acknowledged in its recent approval of the transfer of this facility to Entergy Palisades LLC that NRC has approved the release of most of the Big Rock Point site, and the remaining decommissioning obligation is approximately \$2.8 million estimated for the decommissioning of the Independent Spent Fuel Storage Facility (ISFSI). Entergy Corporation committed to provide a Parent Guaranty for \$5 million. Prior to the indirect transfer of the Big Rock Point license, this Parent Guaranty will be terminated and replaced by an alternative financial assurance mechanism acceptable under the terms of 10 CFR 50.75(e)(1), such as a letter of credit from a financial institution or a pre-paid decommissioning trust in an amount not less than \$2.8 million. None of the other existing arrangements for Big Rock Point as approved in the prior license transfer will be affected. This provides reasonable assurance of the availability of funds for decommissioning the Big Rock Point ISFSI pursuant to 10 CFR 50.75 and 72.30.

Other than the changes to the Parent Guaranty for Big Rock Point described above, the Applicants do not anticipate any changes in the existing decommissioning funding assurance provided in connection with the proposed indirect transfers of control. Applicants also do not anticipate any changes or amendments to any nuclear decommissioning trust fund agreements,

and if any amendments are to be made in the future, the existing trust agreements require prior written notice be provided to the NRC. Moreover, any existing NRC license conditions governing these trust agreements will remain in effect and unchanged.

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.

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. ENO'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 applicants agree that restricted or classified defense information will not 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 will not endanger the common defense and security of the United States.

IX. ENVIRONMENTAL CONSIDERATIONS

The requested consent to indirect transfer 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 indirect transfer does not involve any amendment to the facility operating licenses or other change, and it will not directly affect the actual operation of the Facilities in any substantive way. The proposed transfer does 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 involves 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 transfer has no environmental impact.

X. PRICE-ANDERSON INDEMNITY AND NUCLEAR INSURANCE

The proposed indirect transfer of control does not affect the existing Price-Anderson indemnity agreements for the Facilities, and does not affect 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.

XI. EFFECTIVE DATE AND OTHER REQUIRED REGULATORY APPROVALS

Accordingly, ENO requests that NRC review this Application on a schedule that will permit the issuance of NRC consent to the indirect transfer of control by December 31, 2007. Such consent should be made immediately effective upon issuance and should permit the indirect transfer of control at any time within a year after issuance. ENO 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.

XII. CONCLUSION

Based upon the foregoing information, ENO respectfully requests, on behalf of the Applicants, that the NRC issue an Order consenting to the indirect transfer of control.

FIGURE 1

SIMPLIFIED ORGANIZATION CHART – CURRENT

Figure 1: SIMPLIFIED ORGANIZATION CHART – CURRENT

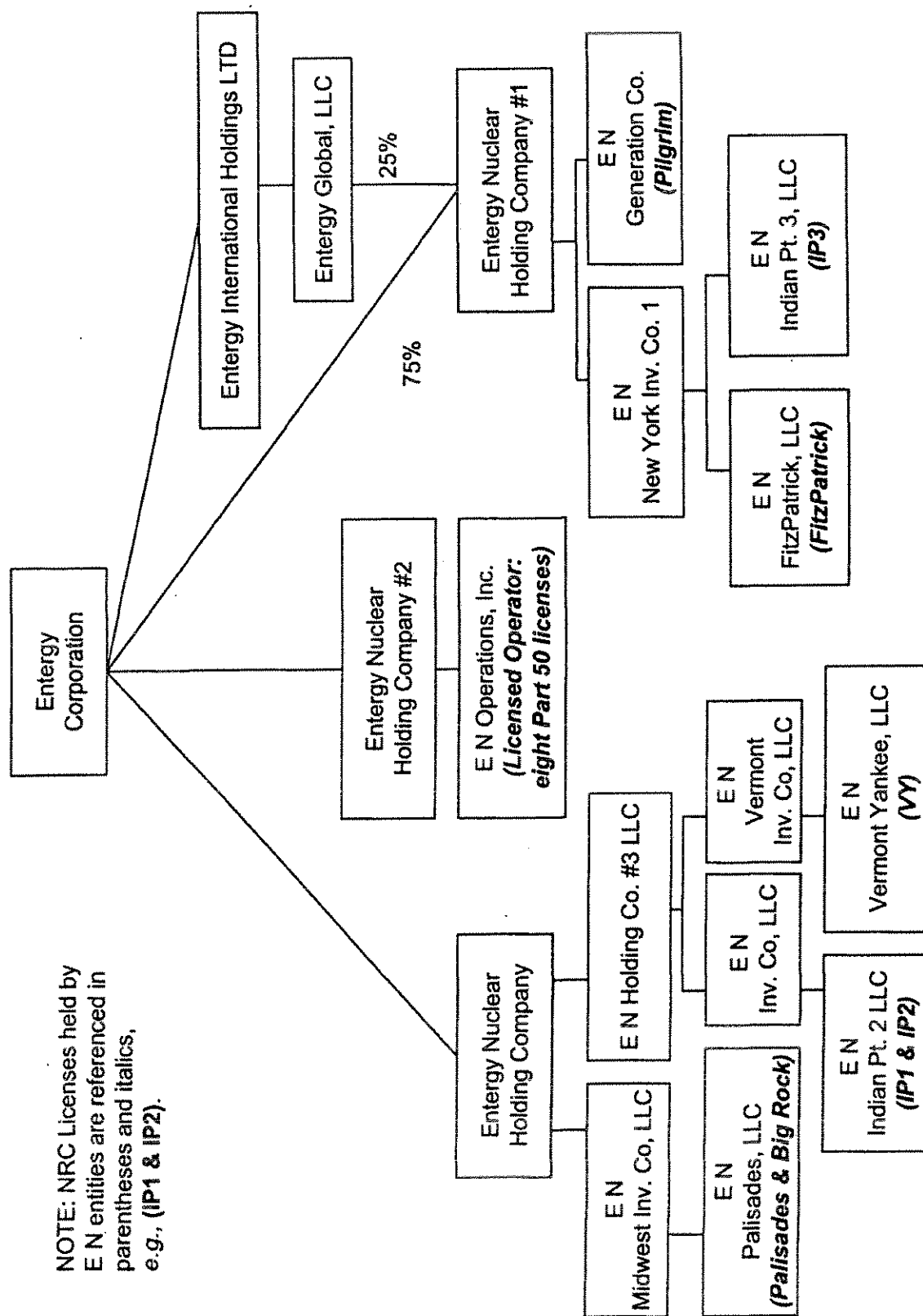


FIGURE 2

SIMPLIFIED ORGANIZATION CHART – POST REORGANIZATION

ATTACHMENT 1**General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents**

NAME:	Entergy Corporation
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	639 Loyola Avenue New Orleans, LA 70113
DIRECTORS:	J. Wayne Leonard (Chairman) Maureen S. Bateman W. Frank Blount Simon D. deBree Gary W. Edwards Alexis M. Herman Donald C. Hintz Stuart L. Levinick James R. Nichols William A. Percy, II W. J. "Billy" Tauzin Steven V. Wilkinson
EXECUTIVE PERSONNEL	J. Wayne Leonard – Chief Executive Officer Richard J. Smith – President & Chief Operating Officer Gary J. Taylor – Group President, Utility Operations Leo P. Denault – Executive VP & CFO Curtis L. Hebert, Jr. – Executive VP, External Affairs Michael R. Kansler – Executive VP & Chief Nuclear Officer Mark T. Savoff – Executive VP, Operations Robert D. Sloan – Executive VP / General Counsel & Secretary Theodore H. Bunting, Jr – Senior VP & Chief Accounting Officer Joseph T. Henderson – Senior VP & General Tax Counsel Terry R. Seamons – Senior VP, Human Resources & Administration Steven C. McNeal – VP & Treasurer Paul A. Castanon – Assistant Secretary

ATTACHMENT 1

General Corporate Information Regarding the NRC Licensed Entities and Their Corporate Parents

NAME:	Entergy Nuclear, Inc.
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	1340 Echelon Parkway Jackson, Mississippi 39213
DIRECTORS:	Michael R. Kansler – Chairman Leo P. Denault C. Randy Hutchinson
EXECUTIVE PERSONNEL	Michael R. Kansler – President & Chief Executive Officer C. Randy Hutchinson – Senior VP, Development Robert D. Sloan – Executive VP & Secretary Wanda Curry – VP Chief Financial Officer, Nuclear Operations Danny R. Keuter – VP Business Development Steven C. McNeal – VP & Treasurer Dana Atchison – Assistant Secretary Amy A. Blaylock – Assistant Secretary Terence A. Burke – Assistant Secretary Mary Ann Valladares – Assistant Treasurer Patricia A. Galbraith – Tax Officer Rory L. Roberts – Tax Officer

ATTACHMENT 1

**General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents**

NAME:	Entergy Global Trading Holdings, LTD
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	10055 Grogans Mill Road, Parkwood II Building The Woodlands, TX 77380
DIRECTORS:	Barrett E. Green John Wengler James E. Striedel
EXECUTIVE PERSONNEL	Barrett E. Green – President John Wengler – VP & Treasurer James E. Striedel – Vice President Thomas Wagner – Secretary Joseph T. Henderson – Tax Officer

ATTACHMENT 1

**General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents**

NAME:	Entergy International Holdings LTD
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	20 Greenway Plaza, Suite 500 Houston, TX 77046
DIRECTORS:	Steven C. McNeal Eddie Peebles Andrew Rosenlieb
EXECUTIVE PERSONNEL	Eddie Peebles – President Steven C. McNeal – Vice President & Treasurer Andrew Rosenlieb – Vice President & Secretary Thomas G. Wagner – Assistant Secretary Joseph T. Henderson – Tax Officer

ATTACHMENT 1

**General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents**

NAME:	Entergy Global Investments, Inc. (Proposed Conversion)
STATE OF INCORPORATION:	Arkansas
BUSINESS ADDRESS:	425 West Capitol Avenue Little Rock, AR 72201
DIRECTORS:	Douglas Castleberry Steven C. McNeal O. H. Storey, III
EXECUTIVE PERSONNEL	Douglas Castleberry – President Robert D. Sloan – Executive VP, General Counsel, & Secretary Steven C. McNeal – Vice President & Treasurer O. H. Storey, III – Vice President Sue Chambers – Assistant Secretary Janan E. Honeysuckle – Assistant Secretary Rory L. Roberts – Tax Officer

ATTACHMENT 1

**General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents**

NAME:	Entergy Power Gas Holdings Corporation
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	20 Greenway Plaza, Suite 500 Houston, Texas 77046
DIRECTORS:	Steven C. McNeal
EXECUTIVE PERSONNEL	James E. Striedel – President Joseph T. Henderson – Tax Officer Steven C. McNeal – VP & Treasurer

ATTACHMENT 1

**General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents**

NAME:	Entergy Power Gas Operations Corporation
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	Entity Services (Nevada), L.L.C. 2215-B Renaissance Dr., Suite 5 Las Vegas Nevada 89119
DIRECTORS:	Richard F. Boland Douglas Castleberry Steven C. McNeal Tom D. Reagan
EXECUTIVE PERSONNEL	Tom D. Reagan – President Richard F. Boland – VP, Secretary, & Assistant Treasurer Steven C. McNeal – VP & Treasurer Thomas G. Wagner – Assistant Secretary Rory L. Roberts – Tax Officer

ATTACHMENT 1

**General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents**

NAME:	Entergy Nuclear Holding Company #1
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	20 Greenway Plaza, Suite 500 Houston, Texas 77046
DIRECTORS:	Michael R. Kansler (Chairman) Wanda Curry
EXECUTIVE PERSONNEL	Michael R. Kansler – President & Chief Executive Officer Joseph T. Henderson – Senior VP & General Tax Counsel Wanda Curry – VP Thomas G. Wagner – Secretary Paul A. Castanon – Assistant Secretary Rory L. Roberts – Tax Officer Steven C. McNeal – VP & Treasurer

ATTACHMENT 1

General Corporate Information Regarding the NRC Licensed Entities and Their Corporate Parents

NAME:	Entergy Global Holdings, Inc. (Proposed Entity/Not Yet Created)
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	10055 Grogans Mill Road, Parkwood II Building The Woodlands, TX 77380
DIRECTORS:	James E. Striedel* Andrew Rosenlieb*
EXECUTIVE PERSONNEL	James E. Striedel* – President Andrew Rosenlieb* – Vice President John Wengler* – VP & Treasurer Reginald G. Rice* – Secretary Joseph C. Henderson* – Tax Officer

*Subject to additional internal review by Affiliate Rules Compliance

ATTACHMENT 1

**General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents**

NAME:	Entergy Nuclear Finance Holding, LLC (Proposed Conversion)
STATE OF INCORPORATION:	Arkansas
BUSINESS ADDRESS:	425 West Capitol Little Rock, AR 72201
MANAGERS:	Douglas Castleberry – Management Committee Member Michael R. Kansler – Management Committee Member O. H. Storey – Management Committee Member
EXECUTIVE PERSONNEL	Michael R. Kansler – President & Chief Executive Officer Douglas Castleberry – Vice President Steven C. McNeal – VP & Treasurer O. H. Storey – VP & Secretary Sue Chambers – Assistant Secretary Janan E. Honeysuckle – Assistant Secretary Rory L. Roberts – Tax Officer

ATTACHMENT 1

**General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents**

NAME:	Entergy Nuclear Holding, LLC (Proposed Conversion)
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	20 Greenway Plaza, Suite 500 Houston, Texas 77046
MANAGERS:	Wanda Curry – Management Committee Member Eddie Peebles – Management Committee Member
EXECUTIVE PERSONNEL	Michael R. Kansler – President & Chief Executive Officer Robert D. Sloan – Executive VP & Secretary Joseph T. Henderson – Senior VP & General Tax Counsel Wanda Curry – Vice President Steven C. McNeal – VP & Treasurer Rory L. Roberts – Tax Officer

ATTACHMENT 1

**General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents**

NAME:	Entergy NHC, LLC (Proposed Entity/Not Yet Created)
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	10055 Grogans Mill Road, Parkwood II Building The Woodlands, TX 77380
MANAGERS:	James E. Striedel* Andrew Rosenlieb*
EXECUTIVE PERSONNEL	James E. Striedel* – President Andrew Rosenlieb* – Vice President John Wengler* – VP & Treasurer Reginald G. Rice* – Secretary Joseph C. Henderson* – Tax Officer

* Subject to additional internal review by Affiliate Rules Compliance

ATTACHMENT 1

**General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents**

NAME:	Entergy Nuclear Midwest Investment Company, LLC
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	1340 Echelon Parkway Jackson, Mississippi 39213
MANAGERS:	C. Randy Hutchinson – Management Committee Member
EXECUTIVE PERSONNEL	Joseph T. Henderson – Senior VP & General Tax Counsel Terence A. Burke – VP & Secretary Steven C. McNeal – VP & Treasurer Amy A. Blaylock – Assistant Secretary Paul A. Castanon – Assistant Secretary David Gibbs – Assistant Secretary Rory L. Roberts – Tax Officer

ATTACHMENT 1

**General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents**

NAME:	Entergy Nuclear Northeast Investment Company, LLC (Proposed Conversion)
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	1340 Echelon Parkway Jackson, Mississippi 39213
DIRECTORS OR MANAGERS:	Michael R. Kansler – Management Committee Member C. Randy Hutchinson – Management Committee Member
EXECUTIVE PERSONNEL	Michael R. Kansler – President, Executive VP & Chief Executive Officer Terence A. Burke – VP & Secretary Steven C. McNeal – VP & Treasurer Paul A. Castanon – Assistant Secretary Rory L. Roberts – Tax Officer

ATTACHMENT 1
General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents

NAME:	Entergy Nuclear Investment Company, LLC
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	1340 Echelon Parkway Jackson, Mississippi 39213
MANAGERS:	C. Randy Hutchinson – Management Committee Member Michael R. Kansler – Management Committee Member
EXECUTIVE PERSONNEL	Terence A. Burke – VP & Secretary Amy A. Blaylock – Assistant Secretary Paul A. Castanon – Assistant Secretary Rory L. Roberts – Tax Officer

ATTACHMENT 1

**General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents**

NAME:	Entergy Nuclear Vermont Investment Company, LLC
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	1340 Echelon Parkway Jackson, Mississippi 39213
MANAGERS:	C. Randy Hutchinson – Management Committee Member Michael R. Kansler – Management Committee Member
EXECUTIVE PERSONNEL	Terence A. Burke – VP & Secretary Paul A. Castanon – Assistant Secretary Rory L. Roberts – Tax Officer

ATTACHMENT 1

General Corporate Information Regarding the NRC Licensed Entities and Their Corporate Parents

NAME:	Entergy Nuclear Operations, Inc. [NRC Licensed Entity]
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	1340 Echelon Parkway Jackson, Mississippi 39213
DIRECTORS:	C. Randy Hutchinson Michael R. Kansler
EXECUTIVE PERSONNEL	<p>Michael R. Kansler – Chief Executive Officer John McGaha – President, Planning, Development & Oversight John T. Herron – Senior VP, Entergy Nuclear Operations C. Randy Hutchinson – Senior VP, Business Development Robert D. Sloan – Executive VP, General Counsel & Secretary Michael A. Balduzzi, Jr. – Senior VP, Chief Operating Officer, ENO Kevin Bronson – VP Operations, Pilgrim Wanda Curry – VP, Chief Financial Officer, Nuclear Fred R. Dacimo – VP Operations, Indian Point Energy Center Peter T. Dietrich – VP Operations, JAF Danny R. Keuter – VP, Development, Planning & Innovation Oscar Limpas – VP, Engineering Steven C. McNeal – VP & Treasurer Stewart B. Minahan – VP Operations, Cooper Christopher J. Schwarz – VP Operations, Palisades Theodore A. Sullivan – VP Operations, Vermont Yankee Amy A. Blaylock – Assistant Secretary Terence A. Burke – Assistant Secretary Paul A. Castanon – Assistant Secretary Mary Ann Valladares – Assistant Treasurer Patricia A. Galbraith – Tax Officer Rory L. Roberts – Tax Officer Paul Hinnenkamp – VP, Business Development Cliff Eubanks – VP, Project Management Joseph DeRoy – VP, Operations Support Bruce Williams – VP, Oversight</p>

ATTACHMENT 1
General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents

NAME:	Entergy Nuclear Generation Company [NRC Licensed Entity]
STATE OF INCORPORATION:	Massachusetts
BUSINESS ADDRESS:	1340 Echelon Parkway Jackson, Mississippi 39213
DIRECTORS:	Michael R. Kansler – Chairman C. Randy Hutchinson
EXECUTIVE PERSONNEL	Michael R. Kansler – Chief Executive Officer & President Robert D. Sloan – Executive VP & Secretary John T. Herron – Senior VP & Chief Operating Officer Michael A. Balduzzi, Jr. – VP, Operations, Pilgrim NPS Wanda Curry – VP, Chief Financial Officer, Nuclear Terence A. Burke – VP & Secretary Steven C. McNeal – VP & Treasurer Amy A. Blaylock – Assistant Secretary Paul A. Castanon – Assistant Secretary James W. Snider – Assistant Secretary Patricia A. Galbraith – Tax Officer Rory L. Roberts – Tax Officer

ATTACHMENT 1
General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents

NAME:	Entergy Nuclear FitzPatrick, LLC [NRC Licensed Entity]
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	268 Lake Road East Lycoming, New York 13093
MANAGERS:	Michael R. Kansler – Management Committee Member
EXECUTIVE PERSONNEL	Michael R. Kansler – Chief Executive Officer & President John T. Herron – Senior VP & Chief Operating Officer Robert D. Sloan – Executive VP, General Counsel & Secretary Wanda Curry – VP, Chief Financial Officer, Nuclear Peter T. Dietrich – VP, Operations Steven C. McNeal – VP & Treasurer Paul A. Castanon – Assistant Secretary Mary Ann Valladares – Assistant Treasurer Patricia A. Galbraith – Tax Officer Rory L. Roberts – Tax Officer

ATTACHMENT 1
General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents

NAME:	Entergy Nuclear Vermont Yankee, LLC [NRC Licensed Entity]
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	320 Governor Hunt Road Vernon, Vermont 05302
MANAGERS:	Michael R. Kansler – Management Committee Member
EXECUTIVE PERSONNEL	Michael R. Kansler – Chief Executive Officer & President Robert D. Sloan – Executive VP, General Counsel & Secretary John T. Herron – Senior VP & Chief Operating Officer Wanda Curry – Vice President, Chief Financial Officer, Nuclear Operations Steven C. McNeal – VP & Treasurer Theodore A. Sullivan – VP, Operations Paul A. Castanon – Assistant Secretary Mary Ann Valladares – Assistant Treasurer Patricia A. Galbraith – Tax Officer Rory L. Roberts – Tax Officer

ATTACHMENT 1**General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents**

NAME:	Entergy Nuclear Indian Point 2, LLC [NRC Licensed Entity]
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	Bleakley Avenue and Broadway Buchanan, New York 10511
MANAGERS:	Michael R. Kansler – Management Committee Member
EXECUTIVE PERSONNEL	Michael R. Kansler – Chief Executive Officer & President Robert D. Sloan – Executive VP & Secretary John T. Herron – Senior VP & Chief Operating Officer Wanda Curry – VP, Chief Financial Officer, Nuclear Operations Fred R. Dacimo – Vice President, Operations Steven C. McNeal – VP & Treasurer Paul A. Castanon – Assistant Secretary Mary Ann Valladares – Assistant Treasurer Patricia A. Galbraith – Tax Officer Rory L. Roberts – Tax Officer

ATTACHMENT 1**General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents**

NAME:	Entergy Nuclear Indian Point 3, LLC [NRC Licensed Entity]
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	Bleakley Avenue and Broadway Buchanan, New York 10511
MANAGERS:	Michael R. Kansler – Management Committee Member
EXECUTIVE PERSONNEL	Michael R. Kansler – Chief Executive Officer & President John T. Herron – Senior VP & Chief Operating Officer Robert D. Sloan – Executive VP, General Counsel & Secretary Wanda Curry – VP, Chief Financial Officer, Nuclear Operations Fred R. Dacimo – Vice President, Operations Steven C. McNeal – VP & Treasurer Paul A. Castanon – Assistant Secretary Mary Ann Valladares – Assistant Treasurer Patricia A. Galbraith – Tax Officer Rory L. Roberts – Tax Officer

ATTACHMENT 1**General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents**

NAME:	Entergy Nuclear Palisades, LLC [NRC Licensed Entity]
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	27780 Blue Star Memorial Highway Covert, Michigan 49043
MEMBER (MEMBER MANAGED LLC):	Entergy Nuclear Midwest Investment Company, LLC – Member
EXECUTIVE PERSONNEL	Michael R. Kansler – President Terence A. Burke – VP & Secretary Steven C. McNeal – VP & Treasurer Christopher J. Schwartz – VP, Operations Dana Atchison – Assistant Secretary Amy A. Blaylock – Assistant Secretary Paul A. Castanon – Assistant Secretary David Gibbs – Assistant Treasurer Patricia A. Galbraith – Tax Officer Rory L. Roberts – Tax Officer

ATTACHMENT 2

Projected Balance Sheets: 2007-2012

(Non-Proprietary Version)

Entergy Nuclear Finance Holding, LLC (Consolidated) -- Projected Balance Sheets (2007-2012)

Dollars in Thousands

Projected Balance as of December 31

Forecast as of April 2007

	2007	2008	2009	2010	2011	2012
ASSETS:						
Cash						
Accounts Receivable						
Fuel						
Inventory						
Notes Receivable						
Net Plant						
Decommissioning Trust Funds						
Prepayments & Other						
Total Assets						
LIABILITIES:						
Accounts Payable						
Accum. Def. Income Taxes						
Accrued Pension Liability and Other						
Notes Payable (1)						
Decommissioning Liability						
Other Liabilities						
Total Liabilities						
EQUITY:						
Member's Interest						
Retained Earnings						
Total Equity (1)						
Total Liabilities & Equity						

FORECAST STATEMENTS / ACTUAL RESULTS MAY VARY

Entergy Nuclear Indian Point 2, LLC -- Projected Balance Sheets (2007-2012)

Dollars in Thousands

Projected Balance as of December 31

Forecast as of April 2007

	2007	2008	2009	2010	2011	2012
ASSETS:						
Cash						
Accounts Receivable						
Fuel						
Inventory						
Notes Receivable						
Net Plant						
Decommissioning Trust Funds						
Prepayments & Other						
Total Assets						
LIABILITIES:						
Accounts Payable						
Accum. Def. Income Taxes						
Accrued Pension Liability						
Notes Payable						
Decommissioning Liability						
Other Liabilities						
Total Liabilities						
EQUITY:						
Member's Interest						
Retained Earnings						
Total Equity						
Total Liabilities & Equity						

FORECAST STATEMENTS / ACTUAL RESULTS MAY VARY

Entergy Nuclear Indian Point 3, LLC -- Projected Balance Sheets (2007-2012)

Dollars in Thousands

Projected Balance as of December 31

Forecast as of April 2007

	2007	2008	2009	2010	2011	2012
ASSETS:						
Cash						
Accounts Receivable						
Fuel						
Inventory						
Notes Receivable						
Net Plant (1)						
Decommissioning Trust Funds						
Prepayments & Other						
Total Assets						
LIABILITIES:						
Accounts Payable						
Accum. Def. Income Taxes						
Accrued Pension Liability						
Notes Payable						
Decommissioning Liability						
Other Liabilities						
Total Liabilities						
EQUITY:						
Member's Interest						
Retained Earnings						
Total Equity						
Total Liabilities & Equity						

FORECAST STATEMENTS / ACTUAL RESULTS MAY VARY

Entergy Nuclear Vermont Yankee, LLC -- Projected Balance Sheets (2007-2012)

Dollars in Thousands

Projected Balance as of December 31

Forecast as of April 2007

	2007	2008	2009	2010	2011	2012
--	------	------	------	------	------	------

ASSETS:

Cash

Accounts Receivable

Fuel

Inventory

Notes Receivable

Net Plant

Decommissioning Trust Funds

Prepayments & Other

Total Assets**LIABILITIES:**

Accounts Payable

Accum. Def. Income Taxes

Accrued Pension Liability

Notes Payable

Decommissioning Liability

Other Liabilities

Total Liabilities**EQUITY:**

Member's Interest

Retained Earnings

Total Equity**Total Liabilities & Equity**

FORECAST STATEMENTS / ACTUAL RESULTS MAY VARY

Entergy Nuclear FitzPatrick, LLC -- Projected Balance Sheets (2007-2012)

Dollars in Thousands

Projected Balance as of December 31

Forecast as of April 2007

2007

2008

2009

2010

2011

2012

ASSETS:

Cash

Accounts Receivable

Fuel

Inventory

Notes Receivable

Net Plant (1)

Decommissioning Trust Funds

Prepayments & Other

Total Assets**LIABILITIES:**

Accounts Payable

Accum. Def. Income Taxes

Accrued Pension Liability

Notes Payable

Decommissioning Liability

Other Liabilities

Total Liabilities**EQUITY:**

Member's Interest

Retained Earnings

Total Equity**Total Liabilities & Equity**

FORECAST STATEMENTS / ACTUAL RESULTS MAY VARY

Entergy Nuclear Generation Company -- Projected Balance Sheets (2007-2012)

Dollars in Thousands

Projected Balance as of December 31

Forecast as of April 2007

	2007	2008	2009	2010	2011	2012
ASSETS:						
Cash						
Accounts Receivable						
Fuel						
Inventory						
Notes Receivable						
Net Plant						
Decommissioning Trust Funds						
Prepayments & Other						
Total Assets						
LIABILITIES:						
Accounts Payable						
Accum. Def. Income Taxes						
Accrued Pension Liability						
Notes Payable						
Decommissioning Liability						
Other Liabilities						
Total Liabilities						
EQUITY:						
Member's Interest						
Retained Earnings						
Total Equity						
Total Liabilities & Equity						

FORECAST STATEMENTS / ACTUAL RESULTS MAY VARY

Entergy Nuclear Pallsades, LLC -- Projected Balance Sheets (2007-2012)

Dollars in Thousands

Projected Balance as of December 31

Forecast as of April 2007

	2007	2008	2009	2010	2011	2012
ASSETS:						
Cash						
Accounts Receivable						
Fuel						
Inventory						
Notes Receivable						
Net Plant						
Decommissioning Trust Funds						
Prepayments & Other						
Total Assets						
LIABILITIES:						
Accounts Payable						
Accum. Def. Income Taxes						
Accrued Pension Liability and Other						
Notes Payable						
Decommissioning Liability						
Other Liabilities						
Total Liabilities						
EQUITY:						
Member's Interest						
Retained Earnings						
Total Equity						
Total Liabilities & Equity						

FORECAST STATEMENTS / ACTUAL RESULTS MAY VARY

ATTACHMENT 3

Projected Income Statements: 2007-2012
(Non-Proprietary Version)

Entergy Nuclear Finance Holding, LLC (Consolidated) -- Projected Income Statements (2007-2012)

Dollars in Thousands

Forecast as of April 2007

	2007	2008	2009	2010	2011	2012
Entergy Nuclear MDC						
Projected Capacity Factor						
Average Contract Price \$/MWh						
Average Market Price \$/MWh						
Power Sales - Contract						
Power Sales - Market						
Total Revenue						
Operation & Maintenance						
O&M						
Outage						
Insurance						
Other						
Fuel						
DOE Charges						
Amortization						
Plant Depreciation						
Other						
Interest Income						
Interest Expense						
Decommissioning						
Administrative & Other						
Total Operating Expenses						
Operating Profit						
Income Taxes						
Net Income						
Note: Assumes 01/01/08 Close						
Total Operating Expenses						
Add:						
Ongoing Capital Expenditures						
Less:						
Plant Depreciation						
Variable Outside Goods & Services						
(25% of 25% of O&M)						
Fuel						
Outage						
Annual Fixed Operating Expenses						
6 Months' Operating Expenses						

FORECAST STATEMENTS / ACTUAL RESULTS MAY VARY

Entergy Nuclear Indian Point 2, LLC -- Projected Income Statements (2007-2012)

Dollars in Thousands

Forecast as of April 2007

	2007	2008	2009	2010	2011	2012
Indian Point 2 MDC						
Projected Capacity Factor						
Average Contract Price \$/MWh						
Average Market Price \$/MWh						
Power Sales - Contract						
Power Sales - Market						
Total Revenue						
Operation & Maintenance						
O&M						
Outage						
Insurance						
Other						
IP-1						
Fuel						
DOE Charges						
Amortization						
Plant Depreciation						
Other						
Interest Income						
Interest Expense						
Decommissioning						
Administrative & Other						
Total Operating Expenses						
Operating Profit						
Income Taxes						
Net Income						
Note: Assumes 01/01/08 Close						
Total Operating Expenses						
Add:						
Ongoing Capital Expenditures						
Less:						
Plant Depreciation						
Variable Outside Goods & Services						
(25% of 25% of O&M)						
Fuel						
Outage						
Annual Fixed Operating Expenses						
6 Months' Operating Expenses						

FORECAST STATEMENTS / ACTUAL RESULTS MAY VARY

Entergy Nuclear Indian Point 3, LLC -- Projected Income Statements (2007-2012)

Dollars in Thousands

Forecast as of April 2007

	2007	2008	2009	2010	2011	2012
--	------	------	------	------	------	------

IP3 MDC

Projected Capacity Factor

Average Contract Price \$/MWh

Average Market Price \$/MWh

Power Sales - Contract

Power Sales - Market

Total Revenue

Operation & Maintenance

O&M

Outage

Insurance

Other

Fuel

DOE Charges

Amortization

Plant Depreciation

Other

Interest Income

Interest Expense

Decommissioning

Administrative & Other

Total Operating Expenses

Operating Profit

Income Taxes

Net Income

Note: Assumes 01/01/08 Close

Total Operating Expenses

Add:

Ongoing Capital Expenditures

Less:

Plant Depreciation

Variable Outside Goods & Services

(25% of 25% of O&M)

Fuel

Outage

Annual Fixed Operating Expenses

6 Months' Operating Expenses

FORECAST STATEMENTS / ACTUAL RESULTS MAY VARY

Entergy Nuclear Vermont Yankee, LLC -- Projected Income Statements (2007-2012)

Dollars in Thousands

Forecast as of April 2007

	2007	2008	2009	2010	2011	2012
Vermont Yankee MDC						
Projected Capacity Factor						
Average Contract Price \$/MWh						
Average Market Price \$/MWh						
Power Sales - Contract						
Power Sales - Market						
Total Revenue						
Operation & Maintenance						
O&M						
Outage						
Insurance						
Other						
Fuel						
DOE Charges						
Amortization						
Plant Depreciation						
Other						
Interest Income						
Interest Expense						
Decommissioning						
Administrative & Other						
Total Operating Expenses						
Operating Profit						
Income Taxes						
Net Income (1)						
Note: Assumes 01/01/08 Close						
Total Operating Expenses						
Add:						
Ongoing Capital Expenditures						
Less:						
Plant Depreciation						
Variable Outside Goods & Services						
(25% of 25% of O&M)						
Fuel						
Outage						
Annual Fixed Operating Expenses						
6 Months' Operating Expenses						

FORECAST STATEMENTS / ACTUAL RESULTS MAY VARY

Entergy Nuclear Vermont Yankee, LLC -- Cash Flow Statements (2007-2012)

Dollars in Thousands

Forecast as of April 2007

	2007	2008	2009	2010	2011	2012
OPERATING ACTIVITIES						
Net Income						
Non-Cash Items Included in Net Income:						
Depreciation, Amortization, Decommissioning and Deferred Income Taxes						
Other						
NET CASH FLOW PROVIDED BY (USED IN) OPERATING ACTIVITIES						
INVESTING ACTIVITIES						
Construction Expenditures						
Nuclear Fuel Purchase						
Decommissioning Trust Contributions and Realized Changes in Trust Assets						
NET CASH FLOW PROVIDED BY (USED IN) INVESTING ACTIVITIES						
FINANCING ACTIVITIES						
Proceeds from Issuance of:						
Long-Term Debt						
Retirement of:						
Long-Term Debt						
Notes from Parents / Associated Companies						
Other						
NET CASH FLOW PROVIDED BY (USED IN) FINANCING ACTIVITIES						
Net Increase (Decrease) in Cash and Cash Equivalents						
Cash and Cash Equivalents at Beginning of Period						
CASH AND CASH EQUIVALENTS AT END OF PERIOD						

FORECAST STATEMENTS / ACTUAL RESULTS MAY VARY

Entergy Nuclear FitzPatrick, LLC -- Projected Income Statements (2007-2012)

Dollars in Thousands

Forecast as of April 2007

	2007	2008	2009	2010	2011	2012
Fitzpatrick MDC						
Projected Capacity Factor						
Average Contract Price \$/MWh						
Average Market Price \$/MWh						
Power Sales - Contract						
Power Sales - Market						
Total Revenue						
Operation & Maintenance						
O&M						
Outage						
Insurance						
Other						
Fuel						
DOE Charges						
Amortization						
Plant Depreciation						
Other						
Interest Income						
Interest Expense						
Decommissioning						
Administrative & Other						
Total Operating Expenses						
Operating Profit						
Income Taxes						
Net Income						
Note: Assumes 01/01/08 Close						
Total Operating Expenses						
Add:						
Ongoing Capital Expenditures						
Less:						
Plant Depreciation						
Variable Outside Goods & Services						
(25% of 25% of O&M)						
Fuel						
Outage						
Annual Fixed Operating Expenses						
6 Months' Operating Expenses						

FORECAST STATEMENTS / ACTUAL RESULTS MAY VARY

Entergy Nuclear Generation Company -- Projected Income Statements (2007-2012)

Dollars in Thousands

Forecast as of April 2007

Pilgrim MDC

	2007	2008	2009	2010	2011	2012
Projected Capacity Factor						
Average Contract Price \$/MWh						
Average Market Price \$/MWh						
Power Sales - Contract						
Power Sales - Market						
Total Revenue						
Operation & Maintenance						
O&M						
Outage						
Insurance						
Other						
Fuel						
DOE Charges						
Amortization						
Plant Depreciation						
Other						
Interest Income						
Interest Expense						
Decommissioning						
Administrative & Other						
Total Operating Expenses						
Operating Profit						
Income Taxes						
Net Income						
Note: Assumes 01/01/08 Close						
Total Operating Expenses						
Add:						
Ongoing Capital Expenditures						
Less:						
Plant Depreciation						
Variable Outside Goods & Services						
(25% of 25% of O&M)						
Fuel						
Outage						
Annual Fixed Operating Expenses						
6 Months' Operating Expenses						

FORECAST STATEMENTS / ACTUAL RESULTS MAY VARY

Entergy Nuclear Palisades, LLC -- Projected Income Statements (2007-2012)

Dollars in Thousands

Forecast as of April 2007

	2007	2008	2009	2010	2011	2012
--	------	------	------	------	------	------

Palisades MDC

Projected Capacity Factor

Average Contract Price \$/MWh

Average Market Price \$/MWh

Power Sales - Contract

Power Sales - Market

Total Revenue

Operation & Maintenance

O&M

Outage

Insurance

Other

Big Rock ISFI

Fuel

DOE Charges

Amortization

Plant Depreciation

Other

Interest Income

Interest Expense

Decommissioning

Administrative & Other

Total Operating Expenses

Operating Profit

Income Taxes

Net Income

Note: Assumes 01/01/08 Close

Total Operating Expenses

Add:

Ongoing Capital Expenditures

Less:

Plant Depreciation

Variable Outside Goods & Services

(25% of 25% of O&M)

Fuel

Outage

Annual Fixed Operating Expenses

6 Months' Operating Expenses

FORECAST STATEMENTS / ACTUAL RESULTS MAY VARY

Entergy Nuclear Finance Holding, LLC (Consolidated) -- Projected Income Statements (2007-2012)
Sensitivity (10% Reduction in Revenue)

Dollars in Thousands

Forecast as of April 2007

	2007	2008	2009	2010	2011	2012
Entergy Nuclear MDC						
Projected Capacity Factor						
Average Contract Price \$/MWh						
Average Market Price \$/MWh						
Power Sales - Contract						
Power Sales - Market						
Total Revenue						
Operation & Maintenance						
O&M						
Outage						
Insurance						
Other						
Fuel						
DOE Charges						
Amortization						
Plant Depreciation						
Other						
Interest Income						
Interest Expense						
Decommissioning						
Administrative & Other						
Total Operating Expenses						
Operating Profit						
Income Taxes						
Net Income						
Note: Assumes 01/01/08 Close						
Total Operating Expenses						
Add:						
Ongoing Capital Expenditures						
Less:						
Plant Depreciation						
Variable Outside Goods & Services						
(25% of 25% of O&M)						
Fuel						
Outage						
Annual Fixed Operating Expenses						
6 Months' Operating Expenses						

FORECAST STATEMENTS / ACTUAL RESULTS MAY VARY

Entergy Nuclear Indian Point 2, LLC -- Projected Income Statements (2007-2012)

Sensitivity (10% Reduction in Revenue)

Forecast as of April 2007

	2007	2008	2009	2010	2011	2012
Indian Point 2 MDC						
Projected Capacity Factor						
Average Contract Price \$/MWh						
Average Market Price \$/MWh						
Power Sales - Contract						
Power Sales - Market						
Total Revenue						
Operation & Maintenance						
O&M						
Outage						
Insurance						
Other						
IP-1						
Fuel						
DOE Charges						
Amortization						
Plant Depreciation						
Other						
Interest Income						
Interest Expense						
Decommissioning						
Administrative & Other						
Total Operating Expenses						
Operating Profit						
Income Taxes						
Net Income						
Note: Assumes 01/01/08 Close						
Total Operating Expenses						
Add:						
Ongoing Capital Expenditures						
Less:						
Plant Depreciation						
Variable Outside Goods & Services						
(25% of 25% of O&M)						
Fuel						
Outage						
Annual Fixed Operating Expenses						
6 Months' Operating Expenses						

FORECAST STATEMENTS / ACTUAL RESULTS MAY VARY

Entergy Nuclear Indian Point 3, LLC -- Projected Income Statements (2007-2012)

Sensitivity (10% Reduction in Revenue)

Dollars in Thousands

Forecast as of April 2007

	2007	2008	2009	2010	2011	2012
IP3 MDC						
Projected Capacity Factor						
Average Contract Price \$/MWh						
Average Market Price \$/MWh						
Power Sales - Contract						
Power Sales - Market						
Total Revenue						
Operation & Maintenance						
O&M						
Outage						
Insurance						
Other						
Fuel						
DOE Charges						
Amortization						
Plant Depreciation						
Other						
Interest Income						
Interest Expense						
Decommissioning						
Administrative & Other						
Total Operating Expenses						
Operating Profit						
Income Taxes						
Net Income						
Note: Assumes 01/01/08 Close						
Total Operating Expenses						
Add:						
Ongoing Capital Expenditures						
Less:						
Plant Depreciation						
Variable Outside Goods & Services						
(25% of 25% of O&M)						
Fuel						
Outage						
Annual Fixed Operating Expenses						
6 Months' Operating Expenses						

FORECAST STATEMENTS / ACTUAL RESULTS MAY VARY

Entergy Nuclear Vermont Yankee, LLC -- Projected Income Statements (2007-2012)
Sensitivity (10% Reduction in Revenue)

Dollars in Thousands

Forecast as of April 2007

	2007	2008	2009	2010	2011	2012
Vermont Yankee MDC	605	605	605	605	605	605

Projected Capacity Factor

Average Contract Price \$/MWh

Average Market Price \$/MWh

Power Sales - Contract

Power Sales - Market

Total Revenue

Operation & Maintenance

O&M

Outage

Insurance

Other

Fuel

DOE Charges

Amortization

Plant Depreciation

Other

Interest Income

Interest Expense

Decommissioning

Administrative & Other

Total Operating Expenses

Operating Profit

Income Taxes

Net Income

Note: Assumes 01/01/08 Close

Total Operating Expenses

Add:

Ongoing Capital Expenditures

Less:

Plant Depreciation

Variable Outside Goods & Services

(25% of 25% of O&M)

Fuel

Outage

Annual Fixed Operating Expenses

6 Months' Operating Expenses

FORECAST STATEMENTS / ACTUAL RESULTS MAY VARY

Entergy Nuclear FitzPatrick, LLC -- Projected Income Statements (2007-2012)
Sensitivity (10% Reduction in Revenue)

Dollars in Thousands

Forecast as of April 2007

	2007	2008	2009	2010	2011	2012
--	------	------	------	------	------	------

Fitzpatrick MDC

Projected Capacity Factor

Average Contract Price \$/MWh

Average Market Price \$/MWh

Power Sales - Contract

Power Sales - Market

Total Revenue

Operation & Maintenance

O&M

Outage

Insurance

Other

Fuel

DOE Charges

Amortization

Plant Depreciation

Other

Interest Income

Interest Expense

Decommissioning

Administrative & Other

Total Operating Expenses

Operating Profit

Income Taxes

Net Income

Note: Assumes 01/01/08 Close

Total Operating Expenses

Add:

Ongoing Capital Expenditures

Less:

Plant Depreciation

Variable Outside Goods & Services

(25% of 25% of O&M)

Fuel

Outage

Annual Fixed Operating Expenses

6 Months' Operating Expenses

FORECAST STATEMENTS / ACTUAL RESULTS MAY VARY

Entergy Nuclear Generation Company -- Projected Income Statements (2007-2012)
Sensitivity (10% Reduction in Revenue)

Dollars in Thousands

Forecast as of April 2007

	2007	2008	2009	2010	2011	2012
--	------	------	------	------	------	------

Pilgrim MDC

Projected Capacity Factor

Average Contract Price \$/MWh

Average Market Price \$/MWh

Power Sales - Contract

Power Sales - Market

Total Revenue

Operation & Maintenance

O&M

Outage

Insurance

Other

Fuel

DOE Charges

Amortization

Plant Depreciation

Other

Interest Income

Interest Expense

Decommissioning

Administrative & Other

Total Operating Expenses

Operating Profit

Income Taxes

Net Income

Note: Assumes 01/01/08 Close

Total Operating Expenses

Add:

Ongoing Capital Expenditures

Less:

Plant Depreciation

Variable Outside Goods & Services

(25% of 25% of O&M)

Fuel

Outage

Annual Fixed Operating Expenses

6 Months' Operating Expenses

FORECAST STATEMENTS / ACTUAL RESULTS MAY VARY

Entergy Nuclear Palisades, LLC -- Projected Income Statements (2007-2012)
Sensitivity (10% Reduction in Revenue)

Dollars in Thousands

Forecast as of April 2007

	2007	2008	2009	2010	2011	2012
--	------	------	------	------	------	------

Palisades MDC

Projected Capacity Factor

Average Contract Price \$/MWh

Average Market Price \$/MWh

Power Sales - Contract

Power Sales - Market

Total Revenue

Operation & Maintenance

O&M

Outage

Insurance

Other

Big Rock ISFI

Fuel

DOE Charges

Amortization

Plant Depreciation

Other

Interest Income

Interest Expense

Decommissioning

Administrative & Other

Total Operating Expenses

Operating Profit

Income Taxes

Net Income

Note: Assumes 01/01/08 Close

Total Operating Expenses

Add:

Ongoing Capital Expenditures

Less:

Plant Depreciation

Variable Outside Goods & Services
 (25% of 25% of O&M)

Fuel

Outage

Annual Fixed Operating Expenses

6 Months' Operating Expenses

FORECAST STATEMENTS / ACTUAL RESULTS MAY VARY

Attachment 4

10 CFR 2.390 AFFIDAVIT OF MICHAEL R. KANSLER

UNITED STATES OF AMERICA
NUCLEAR REGULATORY COMMISSION

In the Matter of)

Entergy Nuclear Operations, Inc.)

Pilgrim Nuclear Power Station)

Indian Point Nuclear Generating Unit No. 1)

Indian Point Nuclear Generating Unit No. 2)

Indian Point Nuclear Generating Unit No. 3)

James A. FitzPatrick Nuclear Power Plant)

Vermont Yankee Nuclear Power Station)

Palisades Nuclear Plant)

Docket Nos. 50-293

50-003

50-247

50-286

50-333

50-271

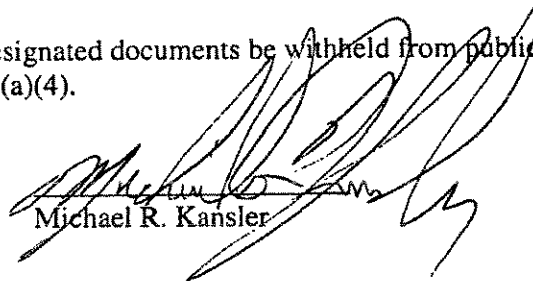
50-255

AFFIDAVIT

I, Michael R. Kansler, President & Chief Executive Officer of Entergy Nuclear Operations, Inc. (ENO), hereby affirm and state:

1. I am authorized to execute this affidavit on behalf of ENO.
2. ENO is providing information in support of an Application for Order Approving Indirect Transfer of Control of Licenses. The documents being provided in Attachment 2A and 3A contain proprietary financial information and financial projections related to the ownership and operation of the generation assets operated by ENO. These documents constitute proprietary commercial and financial information that should be held in confidence by the NRC pursuant to 10 CFR § 2.390(a)(4) because:
 - i. This information is and has been held in confidence by ENO.
 - ii. This information is of a type that is customarily held in confidence by ENO and there is a rational basis for doing so because the information contains sensitive financial information concerning projected revenues and operating expenses of ENO.
 - iii. This information is being transmitted to the NRC voluntarily and in confidence.
 - iv. This information is not available in public sources and could not be gathered readily from other publicly available information.
 - v. Public disclosure of this information would create substantial harm to the competitive position of ENO by disclosing its internal financial projections.

3. Accordingly, ENO requests that the designated documents be withheld from public disclosure pursuant to 10 CFR § 2.390(a)(4).

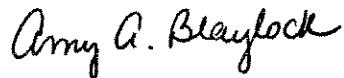

Michael R. Kansler

STATE OF MISSISSIPPI

COUNTY OF HINDS

)
)
)

Subscribed and sworn to me, a Notary Public, in and for the State of Mississippi, this 30th day of July, 2007.



Notary Public in and for the
State of Mississippi

Notary Public State of Mississippi At Large
My Commission Expires: June 17, 2008
Bonded Thru Holden, Brooks & Garland, Inc.

Attachment 5

Form of SUPPORT AGREEMENT

Between

Entergy Nuclear Finance Holding, LLC

and

**Entergy Nuclear Generation Company,
Entergy Nuclear FitzPatrick, LLC,
Entergy Nuclear Vermont Yankee, LLC,
Entergy Nuclear Indian Point 2, LLC,
Entergy Nuclear Indian Point 3, LLC, and
Entergy Nuclear Palisades, LLC**

THIS SUPPORT AGREEMENT, dated as of _____, 2007 between Entergy Nuclear Finance Holding, LLC, a Delaware corporation ("Parent"), and Entergy Nuclear Generation Company, Entergy Nuclear FitzPatrick, LLC, Entergy Nuclear Vermont Yankee, LLC, Entergy Nuclear Indian Point 2, LLC, Entergy Nuclear Indian Point 3, LLC, and Entergy Nuclear Palisades, LLC (individually, "Subsidiary Licensee" and collectively, "Subsidiary Licensees"),

WITNESSETH:

WHEREAS, through its intermediate subsidiary companies, Parent is the indirect owner of 100% of the outstanding shares of the Subsidiary Licensees;

WHEREAS, the Subsidiary Licensees are the corporate entities that hold the NRC licenses for Pilgrim, Indian Point 2 and 3, FitzPatrick, Vermont Yankee, and Palisades (individually, each a "Facility," and collectively the "Facilities"); and

WHEREAS, Parent and the Subsidiary Licensees desire to take certain actions to assure the ability of the Subsidiary Licensees to pay the pro rata expenses of maintaining the Facilities safely and protecting the public health and safety (the "Operating Expenses") and to meet Nuclear Regulatory Commission ("NRC") requirements during the life of each Facility (the "NRC Requirements").

NOW, THEREFORE, in consideration of the mutual promises herein contained, the parties hereto agree as follows:

1. *Availability of Funding.* From time to time, upon request of Subsidiary Licensees, Parent shall provide or cause to be provided to Subsidiary Licensees such funds as the Subsidiary Licensees determine to be necessary to pay Operating Expenses and meet NRC Requirements; provided, however, in any event the aggregate unreimbursed amount which Parent is obligated to provide under this Agreement at any one time shall not exceed \$700 million.
2. *No Guarantee.* This Support Agreement is not, and nothing herein contained, and no action taken pursuant hereto by Parent shall be construed as, or deemed to constitute, a direct or indirect guarantee by Parent to any person of the payment of the Operating Expenses or of any liability or obligation of any kind or character whatsoever of the Subsidiary Licensees. This Agreement may, however, be relied upon by the NRC in determining the financial qualifications of each Subsidiary Licensee to hold the operating license for a Facility.
3. *Waivers.* Parent hereby waives any failure or delay on the part of the Subsidiary Licensees in asserting or enforcing any of their rights or in making any claims or demands hereunder.
4. *Amendments and Termination.* This Agreement may not be amended or modified at any time without 30 days prior written notice to the NRC. This Agreement shall terminate at such time as Parent is no longer the direct or indirect owner of any of the shares or other ownership interests in a Subsidiary Licensee. This Agreement shall also terminate with respect to the Operating Expenses and NRC Requirements applicable to a Facility whenever such Facility permanently ceases commercial operations and certification is made as to the permanent removal of fuel from the reactor vessel.
5. *Successors.* This Agreement shall be binding upon the parties hereto and their respective successors and assigns.
6. *Third Parties.* Except as expressly provided in Sections 2 and 4 with respect to the NRC, this Agreement is not intended for the benefit of any person other than the parties hereto, and shall not confer or be deemed to confer upon any other such person any benefits, rights, or remedies hereunder.
7. *Other Financial Support Arrangements.* This Agreement supersedes any other support arrangement relating to NRC requirements, if any exists prior to the date hereof, between Parent or any other affiliate that is a signatory hereto, and a Subsidiary Licensee to provide funding when necessary to pay Operating

Expenses and meet NRC Requirements for the Facilities, and any such other financial support arrangement is hereby voided, revoked and rescinded. As such, the total available funding provided for in this Agreement shall be limited as set forth in Section 1 herein and shall not be cumulative with any other financial support arrangement for purposes of meeting NRC requirements that is subject to the jurisdiction of the NRC. For avoidance of doubt, the parties agree that this Section 7 does not apply to financial guarantees or commitments made to third parties, even where such agreements may relate to compliance with NRC requirements. A list of the financial support arrangements rescinded by this paragraph is provided as Schedule A.

8. *Governing Law.* This Agreement shall be governed by the laws of the State of Delaware.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

ACKNOWLEDGED AND AGREED

Entergy Nuclear Finance Holding, LLC

By:

Name: _____

Title: _____

Entergy Corporation

By:

Name: _____

Title: _____

Entergy International Holdings LTD

By:

Name: _____

Title: _____

Entergy International LTD LLC

By:

Name: _____

Title: _____

Entergy Nuclear Generation Company

By:

Name: _____

Title: _____

Entergy Nuclear FitzPatrick, LLC

By:

Name: _____

Title: _____

Entergy Nuclear Vermont Yankee, LLC

By:

Name: _____

Title: _____

Entergy Nuclear Indian Point 2, LLC

By:

Name: _____

Title: _____

Entergy Nuclear Indian Point 3, LLC

By:

Name: _____

Title: _____

Entergy Nuclear Palisades, LLC

By:

Name: _____

Title: _____

Schedule A

Guarantor	Guaranty on behalf of	Amount	Claim
Entergy International LTD LLC	Entergy Nuclear Generation Company	\$50M	Guarantee to NRC for financial assurance to provide for safe plant operation and for decommissioning, through working credit line.
Entergy International LTD LLC	Entergy Nuclear Indian Point 2, LLC	\$35M	Guarantee to NRC for financial assurance to provide for safe plant operation and for decommissioning, through working credit line.
Entergy International Holdings LLC	Entergy Nuclear Vermont Yankee, LLC	\$35M	Guarantee to NRC for financial assurance to provide for safe plant operation and for decommissioning, through working credit line.
Entergy Corporation	Entergy Nuclear Vermont Yankee, LLC	\$35M	If the financial assurance line is below \$35M at the point that it is determined that ENVY will cease operations, ETR will make additional funds available to ENVY, up to \$35M.
Entergy Corporation	Entergy Nuclear Vermont Yankee, LLC	\$25M	If the financial assurance line is below \$25M at the point that it is determined that ENVY will cease operations, ETR will make additional funds available to ENVY, up to \$25M.
Entergy International LTD LLC	Entergy Nuclear FitzPatrick, LLC & Entergy Nuclear Indian Point 3, LLC	\$50M	Guarantee to NRC for financial assurance to provide for safe plant operation and for decommissioning, through working credit line.
Entergy Global, LLC	Entergy Nuclear FitzPatrick, LLC	\$20M	Guarantee to NRC for financial assurance to provide for safe plant operation and for decommissioning, through working credit line.
Entergy Global, LLC	Entergy Nuclear Indian Point 3, LLC	\$20M	Guarantee to NRC for financial assurance to provide for safe plant operation and for decommissioning, through working credit line.
Entergy Global, LLC	Entergy Nuclear Palisades, LLC	\$25M	Guarantee to NRC for financial assurance to provide for safe plant operation through working credit line.



Entergy Operations, Inc.
Entergy Nuclear Operations, Inc.
1340 Echelon Parkway
Jackson, MS 39213-1995
601-368-5692

Michael R. Kansier
President, Chief Executive Officer
& Chief Nuclear Officer

ENOC-07-00036

October 31, 2007

U.S. Nuclear Regulatory Commission
Attn: Document Control Desk
One White Flint North
11555 Rockville Pike
Rockville, MD 20852-2738
(301) 415-7000

Subject: Entergy Nuclear Operations, Inc.
Pilgrim Nuclear Power Station
Docket No. 50-293
Indian Point Nuclear Generating Unit No. 1
Docket No. 50-003
Indian Point Nuclear Generating Unit No. 2
Docket No. 50-247
Indian Point Nuclear Generating Unit No. 3
Docket No. 50-286
James A. FitzPatrick Nuclear Power Plant
Docket Nos. 50-333 & 72-12
Vermont Yankee Nuclear Power Station
Docket Nos. 50-271
Palisades Nuclear Plant
Docket No. 50-255 & 72-7
Big Rock Point
Docket Nos. 50-155 & 72-43

Supplemental Information in Support of Application for Order Approving
Indirect Transfer of Control of Licenses

By letter dated July 30, 2007, Entergy Nuclear Operations, Inc. (ENO), acting on behalf of itself and Entergy Nuclear Generation Company, Entergy Nuclear FitzPatrick, LLC, Entergy Nuclear Vermont Yankee, LLC, Entergy Nuclear Indian Point 2, LLC, Entergy Nuclear Indian Point 3, LLC, and Entergy Nuclear Palisades, LLC, (together, Applicants), requested that the Nuclear Regulatory Commission (NRC) consent to the indirect transfer of control of the above-captioned licenses pursuant to Section 184 of the Atomic Energy Act of 1954, as amended (the Act), and 10 CFR 50.80. The indirect transfer of control results from certain planned restructuring transactions that would involve the creation of new intermediary holding

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companies and/or changes in the intermediary holding companies for the ownership structure for the corporate entities that hold the NRC licenses for Pilgrim, Indian Point 1, 2, and 3, FitzPatrick, Vermont Yankee, Palisades and Big Rock Point (together, Facilities), including both the six corporate entities (named among the Applicants above) licensed for their ownership of the Facilities and ENO, which is the entity licensed to operate or maintain the Facilities.

This responds to NRC's Request for Additional Information dated October 18, 2007, which requests the submission of sensitivity analyses of the financial projections accompanying the Application.

In Attachment 3A to the Application, Applicants provided a sensitivity analysis reflecting a 10% reduction in projected revenue for the period 2007-2012. This sensitivity analysis produces the same result as a sensitivity based upon an assumed 10% reduction in the average price of energy projected to be generated. In addition, NRC has requested a second sensitivity analysis, reflecting an assumed 10% reduction in the amount of energy generated. This second sensitivity analysis results in the same 10% reduction in projected revenue, but the assumed reduction in generation also reduces the projected fuel cost, which results in lower projected operating costs and higher net income than with the first sensitivity analysis.

The second sensitivity analysis requested by NRC is provided as a proprietary enclosure, labeled "Sensitivity Analysis (Proprietary)." ENO requests that this document be withheld from public disclosure pursuant to 10 CFR 2.390, as described in the Affidavit of John F. McCann, which is also provided. A redacted version of this document, suitable for public disclosure is provided separately and is labeled "Sensitivity Analysis (Non-Proprietary Version)."

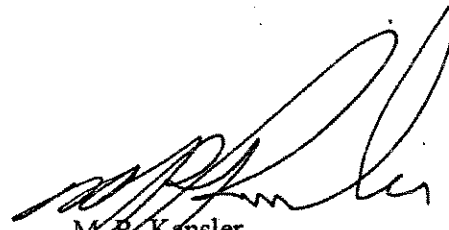
In addition, Applicants have identified the approximate percentages of ownership of Entergy Power Gas Operations Corporation, which were previously represented as "X" and "Y" on Figure 2 to the Application. The percentage represented as "X" will be approximately 79% equity and 75% voting, and the percentage represented as "Y" will be approximately 21% equity and 25% voting.

Applicants also have updated several pages to Attachment 1 of the Application to reflect various changes or corrections that have been reflected in the corporate records for various companies. Revised pages for the affected companies are provided in the enclosed Attachment 1 (Updated Pages).

Finally, Applicants have identified an additional commitment for a \$20 million working credit line that should be included in Schedule A to Attachment 5 of the Application. A revised version of Schedule A is therefore also enclosed.

There are no changes to the Commitments identified in the July 30, 2007 submittal.

If NRC requires additional information concerning this license transfer request, please contact Bryan S. Ford, ENO's Senior Manager, Nuclear Safety and Licensing, at (601)368-5516 or bford@entergy.com.



M. R. Kansler
Chief Executive Officer

Enclosures: Oath & Affirmation
10 CFR 2.390 Affidavit
Attachment 1 (Updated Pages)
Schedule A to Attachment 5 (Revised)
Sensitivity Analysis (Non-Proprietary Version)
Sensitivity Analysis (Proprietary Version)

c: w/o proprietary except *

Regional Administrator, Region I U.S. Nuclear Regulatory Commission 475 Allendale Road King of Prussia, PA 19406-1415	Mr. David O'Brien, Commissioner VT Department of Public Service 112 State Street - Drawer 20 Montpelier, VT 15620-2601
Regional Administrator, Region III U.S. Nuclear Regulatory Commission 2443 Warrenville Road, Suite 210 Lisle, IL 60532-4352	Mr. Peter R. Smith, President New York State Energy, Research, and Development Authority 17 Columbia Circle Albany, NY 12203-6399
* U.S. Nuclear Regulatory Commission Attention: Document Control Desk One White Flint North 11555 Rockville Pike Rockville, MD 20852	Mr. Paul Eddy New York State Department of Public Service 3 Empire State Plaza Albany, NY 12223
* Steven R. Horn U.S. Nuclear Regulatory Commission One White Flint North 11555 Rockville Pike Rockville, MD 20852 Mail Stop OWFN/12-D3	Mr. Charles Donaldson, Esq. Assistant Attorney General New York Department of Law 120 Broadway New York, NY 10271
Mr. James J. Shea, Project Manager Division of Licensing Project Management Office of Nuclear Reactor Regulation Mail Stop 08 BI Washington, DC 20555	Mayor, Village of Buchanan 236 Tate Avenue Buchanan, NY 10511
Mr. John Boska, Project Manager Plant Licensing Branch I-I Division of Operating Reactor Licensing Office of Nuclear Reactor Regulation U.S. Nuclear Regulatory Commission Mail Stop O-8-C2 Washington, DC 20555	Michigan Department of Attorney General Special Litigation Division 525 West Ottawa Street Sixth Floor, G. Mennen Williams Building Lansing, MI 48913
Mahesh L. Chawla, Project Manager Project Directorate III Division of Licensing Project Management Office of Nuclear Reactor Regulation Mail Stop 8H 4A Washington, DC 20555	Mr. Raymond L. Albanese Four County Coordinator 200 Bradhurst Avenue Unit 4 Westchester County Hawthorne, NY 10532

USNRC Resident Inspector Entergy Nuclear Vermont Yankee P.O. Box 157 Vernon, VT 05354	Mr. Robert Walker, Director Massachusetts Department of Public Health Schrafft Center Suite 1 M2A Radiation Control Program 529 Main Street Charlestown, MA 02129
Resident Inspector's Office U.S. Nuclear Regulatory Commission James A. FitzPatrick Nuclear Power Plant P.O. Box 136 Lycoming, NY 13093	Ms. Cristine McCombs, Director Mass. Emergency Management Agency 400 Worcester Road Framingham, MA 01702
U.S. Nuclear Regulatory Commission Resident Inspector's Office Palisades Plant 27782 Blue Star Memorial Highway Covert, MI 49043	Mr. Peter R. Smith, President New York State Energy, Research, & Development Authority 17 Columbia Circle Albany, NY 12203-6399
Senior Resident Inspector's Office Indian Point 2 U.S. Nuclear Regulatory Commission P.O. Box 59 Buchanan, NY 10511	Supervisor Covert Township P.O. Box 35 Covert, MI 49043
Senior Resident Inspector Pilgrim Nuclear Power Station Rocky Hill Road Plymouth, MA 02360	Office of the Governor P.O. Box 30013 Lansing, MI 48909
Michigan Department of Environmental Quality Waste and Hazardous Materials Division Hazardous Waste and Radiological Protection Section Nuclear Facilities Unit Constitution Hall, Lower-Level North 525 West Allegan Street, P.O. Box 30241 Lansing, MI 48909-7741	

**UNITED STATES OF AMERICA
NUCLEAR REGULATORY COMMISSION**

In the Matter of)

Entergy Nuclear Operations, Inc.)

Pilgrim Nuclear Power Station)

Indian Point Nuclear Generating Unit No. 1)

Indian Point Nuclear Generating Unit No. 2)

Indian Point Nuclear Generating Unit No. 3)

James A. FitzPatrick Nuclear Power Plant)

FitzPatrick ISFSI)

Vermont Yankee Nuclear Power Station)

Palisades Nuclear Plant)

Palisades ISFSI)

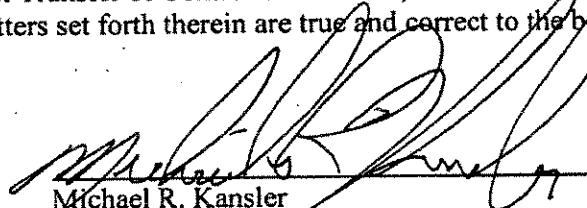
Big Rock Point)

Big Rock Point ISFSI)

Docket Nos. 50-293
50-003
50-247
50-286
50-333 &
72-12
50-271
50-255 &
72-7
50-155 &
72-043

AFFIRMATION

I, Michael R. Kansler, being duly sworn, hereby depose and state: that I am Chief Executive Officer, of Entergy Nuclear Operations, Inc.; that I am duly authorized to sign and file with the Nuclear Regulatory Commission the attached Supplemental Information in Support of Application for Order Approving Indirect Transfer of Control of Licenses; 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.


Michael R. Kansler
Chief Executive Officer

STATE OF MISSISSIPPI)

COUNTY OF HINDS)

Subscribed and sworn to me, a Notary Public, in and for the State of Mississippi, this 31st day of October, 2007.




Notary Public in and for the State of Mississippi

Notary Public State of Mississippi At Large
My Commission Expires: June 17, 2009
Bonded Thru Heiden, Brooks & Garland, Inc.

UNITED STATES OF AMERICA
NUCLEAR REGULATORY COMMISSION

In the Matter of)	
)	
Entergy Nuclear Operations, Inc.)	
)	
Pilgrim Nuclear Power Station	)	Docket Nos. 50-293
Indian Point Nuclear Generating Unit No. 1	)	50-003
Indian Point Nuclear Generating Unit No. 2	)	50-247
Indian Point Nuclear Generating Unit No. 3	)	50-286
James A. FitzPatrick Nuclear Power Plant	)	50-333 &
FitzPatrick ISFSI	)	72-12
Vermont Yankee Nuclear Power Station	)	50-271
Palisades Nuclear Plant	)	50-255 &
Palisades ISFSI	)	72-7
Big Rock Point	)	50-155 &
Big Rock Point ISFSI	)	72-043

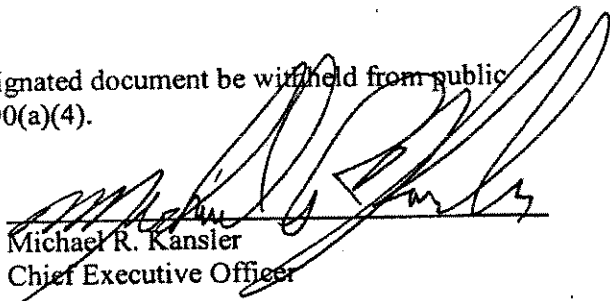
AFFIDAVIT

I, Michael R. Kansler, Chief Executive Officer, of Entergy Nuclear Operations, Inc. (ENO), hereby affirm and state:

1. I am authorized to execute this affidavit on behalf of ENO.
2. ENO is providing Supplemental Information in Support of Application for Order Approving Indirect Transfer of Control of Licenses. The document being provided as the enclosed Sensitivity Analysis (Proprietary) contains proprietary financial information and financial projections related to the ownership and operation of the generation assets operated by ENO. This document constitutes proprietary commercial and financial information that should be held in confidence by the NRC pursuant to 10 CFR § 2.390(a)(4) because:
 - i. This information is and has been held in confidence by ENO.
 - ii. This information is of a type that is customarily held in confidence by ENO and there is a rational basis for doing so because the information contains sensitive financial information concerning projected revenues and operating expenses of ENO.
 - iii. This information is being transmitted to the NRC voluntarily and in confidence.

- iv. This information is not available in public sources and could not be gathered readily from other publicly available information.
- v. Public disclosure of this information would create substantial harm to the competitive position of ENO by disclosing its internal financial projections.

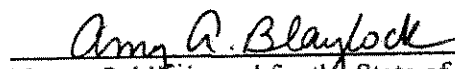
3. Accordingly, ENO requests that the designated document be withheld from public disclosure pursuant to 10 CFR § 2.390(a)(4).


Michael R. Kansler
Chief Executive Officer

STATE OF MISSISSIPPI)

COUNTY OF HINDS)

Subscribed and sworn to me, a Notary Public, in and for the State of Mississippi, this 31st day of October, 2007.


Notary Public in and for the State of Mississippi

Notary Public State of Mississippi At Large
My Commission Expires: June 17, 2008
Bonded Thru Helden, Brooks & Garland, Inc.

ATTACHMENT 1 (Updated Pages)**General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents**

NAME:	Entergy Nuclear, Inc.
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	1340 Echelon Parkway Jackson, Mississippi 39213
DIRECTORS:	Michael R. Kansler – Chairman Leo P. Denault
EXECUTIVE PERSONNEL	Michael R. Kansler – President & Chief Executive Officer Robert D. Sloan – Executive VP & Secretary Wanda Curry – VP Chief Financial Officer, Nuclear Operations Danny R. Keuter – VP, Planning & Innovation Steven C. McNeal – VP & Treasurer Dana Atchison – Assistant Secretary Amy A. Blaylock – Assistant Secretary Terence A. Burke – Assistant Secretary Mary Ann Valladares – Assistant Treasurer Patricia A. Galbraith – Tax Officer Rory L. Roberts – Tax Officer

ATTACHMENT 1

General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents

NAME:	Entergy Power Gas Operations Corporation
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	Entity Services (Nevada), L.L.C. 2215-B Renaissance Dr., Suite 5 Las Vegas Nevada 89119
DIRECTORS:	Susan P. Rosenthal Douglas Castleberry Steven C. McNeal Tom D. Reagan
EXECUTIVE PERSONNEL	Tom D. Reagan – President Susan P. Rosenthal – VP, Secretary, & Assistant Treasurer Steven C. McNeal – VP & Treasurer Thomas G. Wagner – Assistant Secretary Rory L. Roberts – Tax Officer

ATTACHMENT 1

General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents

NAME:	Entergy Nuclear Midwest Investment Company, LLC
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	1340 Echelon Parkway Jackson, Mississippi 39213
MANAGERS:	Michael R. Kansler – Management Committee Member
EXECUTIVE PERSONNEL	Joseph T. Henderson – Senior VP & General Tax Counsel Terence A. Burke – VP & Secretary Steven C. McNeal – VP & Treasurer Amy A. Blaylock – Assistant Secretary Paul A. Castanon – Assistant Secretary David Gibbs – Assistant Secretary Rory L. Roberts – Tax Officer

ATTACHMENT 1**General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents**

NAME:	Entergy Nuclear Investment Company, LLC
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	1340 Echelon Parkway Jackson, Mississippi 39213
MANAGERS:	Michael R. Kansler – Management Committee Member
EXECUTIVE PERSONNEL	Terence A. Burke – VP & Secretary Amy A. Blaylock – Assistant Secretary Paul A. Castanon – Assistant Secretary Rory L. Roberts – Tax Officer

ATTACHMENT 1**General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents**

NAME:	Entergy Nuclear Vermont Investment Company, LLC
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	1340 Echelon Parkway Jackson, Mississippi 39213
MANAGERS:	Michael R. Kansler – Management Committee Member
EXECUTIVE PERSONNEL	Terence A. Burke – VP & Secretary Paul A. Castanon – Assistant Secretary Rory L. Roberts – Tax Officer

ATTACHMENT 1

General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents

NAME:	Entergy Nuclear Operations, Inc. [NRC Licensed Entity]
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	1340 Echelon Parkway Jackson, Mississippi 39213
DIRECTORS:	Michael R. Kansler
EXECUTIVE PERSONNEL	<p>Michael R. Kansler – Chief Executive Officer</p> <p>John McGaha – President, Planning, Development & Oversight</p> <p>John T. Herron – Senior VP, Entergy Nuclear Operations</p> <p>Robert D. Sloan – Executive VP, General Counsel & Secretary</p> <p>Michael A. Balduzzi, Jr. – Senior VP, Chief Operating Officer, ENO</p> <p>Kevin Bronson – VP Operations, Pilgrim</p> <p>Wanda Curry – VP, Chief Financial Officer, Nuclear Operations</p> <p>Fred R. Dacimo – VP Operations, Indian Point Energy Center</p> <p>Peter T. Dietrich – VP Operations, JAF</p> <p>Danny R. Keuter – VP, Planning & Innovation</p> <p>Oscar Limpas – VP, Engineering</p> <p>Steven C. McNeal – VP & Treasurer</p> <p>Stewart B. Minahan – VP Operations, Cooper</p> <p>Christopher J. Schwarz – VP Operations, Palisades</p> <p>Theodore A. Sullivan – VP Operations, Vermont Yankee</p> <p>Amy A. Blaylock – Assistant Secretary</p> <p>Terence A. Burke – Assistant Secretary</p> <p>Paul A. Castanon – Assistant Secretary</p> <p>Mary Ann Valladares – Assistant Treasurer</p> <p>Patricia A. Galbraith – Tax Officer</p> <p>Rory L. Roberts – Tax Officer</p> <p>Paul Hinnenkamp – VP, Business Development</p> <p>Cliff Eubanks – VP, Project Management</p> <p>Joseph DeRoy – VP, Operations Support</p> <p>Bruce Williams – VP, Oversight</p>

ATTACHMENT 1

General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents

NAME:	Entergy Nuclear Generation Company [NRC Licensed Entity]
STATE OF INCORPORATION:	Massachusetts
BUSINESS ADDRESS:	600 Rocky Hill Road Plymouth, MA 02360
DIRECTORS:	Michael R. Kansler
EXECUTIVE PERSONNEL	Michael R. Kansler – Chief Executive Officer & President Robert D. Sloan – Executive VP & Secretary John T. Herron – Senior VP, Entergy Nuclear Operations Kevin Bronson – VP, Operations, Pilgrim NPS Wanda Curry – VP, Chief Financial Officer, Nuclear Operations Terence A. Burke – VP & Secretary Steven C. McNeal – VP & Treasurer Amy A. Blaylock – Assistant Secretary Paul A. Castanon – Assistant Secretary James W. Snider – Assistant Secretary Patricia A. Galbraith – Tax Officer Rory L. Roberts – Tax Officer

ATTACHMENT 1

General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents

NAME:	Entergy Nuclear FitzPatrick, LLC [NRC Licensed Entity]
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	268 Lake Road East Lycoming, New York 13093
MANAGERS:	Michael R. Kansler – Management Committee Member
EXECUTIVE PERSONNEL	Michael R. Kansler – Chief Executive Officer & President John T. Herron – Senior VP, Entergy Nuclear Operations Robert D. Sloan – Executive VP, General Counsel & Secretary Wanda Curry – VP, Chief Financial Officer, Nuclear Operations Peter T. Dietrich – VP, Operations Steven C. McNeal – VP & Treasurer Paul A. Castanon – Assistant Secretary Mary Ann Valladares – Assistant Treasurer Patricia A. Galbraith – Tax Officer Rory L. Roberts – Tax Officer

ATTACHMENT 1

General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents

NAME:	Entergy Nuclear Vermont Yankee, LLC [NRC Licensed Entity]
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	320 Governor Hunt Road Vernon, Vermont 05302
MANAGERS:	Michael R. Kansler – Management Committee Member
EXECUTIVE PERSONNEL	Michael R. Kansler – Chief Executive Officer & President Robert D. Sloan – Executive VP, General Counsel & Secretary John T. Herron – Senior VP, Entergy Nuclear Operations Wanda Curry – Vice President, Chief Financial Officer, Nuclear Operations Steven C. McNeal – VP & Treasurer Theodore A. Sullivan – VP, Operations Paul A. Castanon – Assistant Secretary Mary Ann Valladares – Assistant Treasurer Patricia A. Galbraith – Tax Officer Rory L. Roberts – Tax Officer

ATTACHMENT 1**General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents**

NAME:	Entergy Nuclear Indian Point 2, LLC [NRC Licensed Entity]
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	Bleakley Avenue and Broadway Buchanan, New York 10511
MANAGERS:	Michael R. Kansler – Management Committee Member
EXECUTIVE PERSONNEL	Michael R. Kansler – Chief Executive Officer & President Robert D. Sloan – Executive VP, General Counsel & Secretary John T. Herron – Senior VP, Entergy Nuclear Operations Wanda Curry – VP, Chief Financial Officer, Nuclear Operations Fred R. Dacimo – Vice President, Operations Steven C. McNeal – VP & Treasurer Paul A. Castanon – Assistant Secretary Mary Ann Valladares – Assistant Treasurer Patricia A. Galbraith – Tax Officer Rory L. Roberts – Tax Officer

ATTACHMENT 1**General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents**

NAME:	Entergy Nuclear Indian Point 3, LLC [NRC Licensed Entity]
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	Bleakley Avenue and Broadway Buchanan, New York 10511
MANAGERS:	Michael R. Kansler – Management Committee Member
EXECUTIVE PERSONNEL	Michael R. Kansler – Chief Executive Officer & President John T. Herron – Senior VP, Entergy Nuclear Operations Robert D. Sloan – Executive VP, General Counsel & Secretary Wanda Curry – VP, Chief Financial Officer, Nuclear Operations Fred R. Dacimo – Vice President, Operations Steven C. McNeal – VP & Treasurer Paul A. Castanon – Assistant Secretary Mary Ann Valladares – Assistant Treasurer Patricia A. Galbraith – Tax Officer Rory L. Roberts – Tax Officer

Schedule A to Attachment 5 (Revised)

Guarantor	Guaranty on behalf of	Amount	Claim
Entergy International LTD LLC	Entergy Nuclear Generation Company	\$50M	Guarantee to NRC for financial assurance to provide for safe plant operation and for decommissioning, through working credit line.
Entergy International LTD LLC	Entergy Nuclear Indian Point 2, LLC	\$35M	Guarantee to NRC for financial assurance to provide for safe plant operation and for decommissioning, through working credit line.
Entergy Global	Entergy Nuclear Indian Point 2, LLC	\$20M	Guarantee to NRC for financial assurance to provide for safe plant operation and for decommissioning, through working credit line.
Entergy International Holdings LLC	Entergy Nuclear Vermont Yankee, LLC	\$35M	Guarantee to NRC for financial assurance to provide for safe plant operation and for decommissioning, through working credit line.
Entergy Corporation	Entergy Nuclear Vermont Yankee, LLC	\$35M	If the financial assurance line is below \$35M at the point that it is determined that ENVY will cease operations, ETR will make additional funds available to ENVY, up to \$35M.
Entergy Corporation	Entergy Nuclear Vermont Yankee, LLC	\$25M	If the financial assurance line is below \$25M at the point that it is determined that ENVY will cease operations, ETR will make additional funds available to ENVY, up to \$25M.
Entergy International LTD LLC	Entergy Nuclear FitzPatrick, LLC & Entergy Nuclear Indian Point 3, LLC	\$50M	Guarantee to NRC for financial assurance to provide for safe plant operation and for decommissioning, through working credit line.
Entergy Global, LLC	Entergy Nuclear FitzPatrick, LLC	\$20M	Guarantee to NRC for financial assurance to provide for safe plant operation and for decommissioning, through working credit line.
Entergy Global, LLC	Entergy Nuclear Indian Point 3, LLC	\$20M	Guarantee to NRC for financial assurance to provide for safe plant operation and for decommissioning, through working credit line.
Entergy Global, LLC	Entergy Nuclear Palisades, LLC	\$25M	Guarantee to NRC for financial assurance to provide for safe plant operation through working credit line.

Sensitivity Analysis (Non-Proprietary Version)

NON-PROPRIETARY (REDACTED)

Entergy Nuclear Finance Holding, LLC (Consolidated) -- Projected Income Statements (2007-2012)
Sensitivity (10% Reduction in Production)

Dollars in Thousands

Forecast as of April 2007 2007 2008 2009 2010 2011 2012

Entergy Nuclear MDC

Projected Capacity Factor

Average Contract Price \$/MWh

Average Market Price \$/MWh

Power Sales - Contract

Power Sales - Market

Total Revenue

Operation & Maintenance

O&M

Outage

Insurance

Other

Fuel

DOE Charges

Amortization

Plant Depreciation

Other

Interest Income

Interest Expense

Decommissioning

Administrative & Other

Total Operating Expenses

Operating Profit

Income Taxes

Net Income

Note: Assumes 01/01/08 Close

Total Operating Expenses

Add:

Ongoing Capital Expenditures

Less:

Plant Depreciation

Variable Outside Goods & Services

(25% of 25% of O&M)

Fuel

Outage

Annual Fixed Operating Expenses

6 Months' Operating Expenses

FORECAST STATEMENTS / ACTUAL RESULTS MAY VARY

NON-PROPRIETARY (REDACTED)

Entergy Nuclear Indian Point 2, LLC – Projected Income Statements (2007-2012)
Sensitivity (10% Reduction in Production)

Dollars in Thousands
Forecast as of April 2007

	2007	2008	2009	2010	2011	2012
Indian Point 2 MDC						

Projected Capacity Factor

Average Contract Price \$/MWh

Average Market Price \$/MWh

Power Sales - Contract

Power Sales - Market

Total Revenue

Operation & Maintenance

O&M

Outage

Insurance

Other

IP-1

Fuel

DOE Charges

Amortization

Plant Depreciation

Other

Interest Income

Interest Expense

Decommissioning

Administrative & Other

Total Operating Expenses

Operating Profit

Income Taxes

Net Income

Note: Assumes 01/01/08 Close

Total Operating Expenses

Add:

Ongoing Capital Expenditures

Less:

Plant Depreciation

Variable Outside Goods & Services

(25% of 25% of O&M)

Fuel

Outage

Annual Fixed Operating Expenses

6 Months' Operating Expenses

FORECAST STATEMENTS / ACTUAL RESULTS MAY VARY

NON-PROPRIETARY (REDACTED)

Entergy Nuclear Indian Point 3, LLC -- Projected Income Statements (2007-2012)

Sensitivity (10% Reduction in Production)

Dollars in Thousands

Forecast as of April 2007

	2007	2008	2009	2010	2011	2012
--	------	------	------	------	------	------

IP3 MDC

Projected Capacity Factor

Average Contract Price \$/MWh

Average Market Price \$/MWh

Power Sales - Contract

Power Sales - Market

Total Revenue

Operation & Maintenance

O&M

Outage

Insurance

Other

Fuel

DOE Charges

Amortization

Plant Depreciation

Other

Interest Income

Interest Expense

Decommissioning

Administrative & Other

Total Operating Expenses

Operating Profit

Income Taxes

Net Income

Note: Assumes 01/01/08 Close

Total Operating Expenses

Add:

Ongoing Capital Expenditures

Less:

Plant Depreciation

Variable Outside Goods & Services

(25% of 25% of O&M)

Fuel

Outage

Annual Fixed Operating Expenses

6 Months' Operating Expenses

FORECAST STATEMENTS / ACTUAL RESULTS MAY VARY

NON-PROPRIETARY (REDACTED)

Entergy Nuclear Vermont Yankee, LLC – Projected Income Statements (2007-2012)
Sensitivity (10% Reduction in Production)

Dollars in Thousands

Forecast as of April 2007

	2007	2008	2009	2010	2011	2012
--	------	------	------	------	------	------

Vermont Yankee MDC

Projected Capacity Factor

Average Contract Price \$/MWh

Average Market Price \$/MWh

Power Sales - Contract

Power Sales - Market

Total Revenue

Operation & Maintenance

O&M

Outage

Insurance

Other

Fuel

DOE Charges

Amortization

Plant Depreciation

Other

Interest Income

Interest Expense

Decommissioning

Administrative & Other

Total Operating Expenses

Operating Profit

Income Taxes

Net Income

Note: Assumes 01/01/08 Close

Total Operating Expenses

Add:

Ongoing Capital Expenditures

Less:

Plant Depreciation

Variable Outside Goods & Services

(25% of 25% of O&M)

Fuel

Outage

Annual Fixed Operating Expenses

6 Months' Operating Expenses

FORECAST STATEMENTS / ACTUAL RESULTS MAY VARY

NON-PROPRIETARY (REDACTED)

Entergy Nuclear FitzPatrick, LLC -- Projected Income Statements (2007-2012)
Sensitivity (10% Reduction in Production)

Dollars in Thousands

Forecast as of April 2007

Fitzpatrick MDC

	2007	2008	2009	2010	2011	2012
Projected Capacity Factor						
Average Contract Price \$/MWh						
Average Market Price \$/MWh						
Power Sales - Contract						
Power Sales - Market						
Total Revenue						
Operation & Maintenance						
O&M						
Outage						
Insurance						
Other						
Fuel						
DOE Charges						
Amortization						
Plant Depreciation						
Other						
Interest Income						
Interest Expense						
Decommissioning						
Administrative & Other						
Total Operating Expenses						
Operating Profit						
Income Taxes						
Net Income						
Note: Assumes 01/01/08 Close						
Total Operating Expenses						
Add:						
Ongoing Capital Expenditures						
Less:						
Plant Depreciation						
Variable Outside Goods & Services						
(25% of 25% of O&M)						
Fuel						
Outage						
Annual Fixed Operating Expenses						
6 Months' Operating Expenses						

FORECAST STATEMENTS / ACTUAL RESULTS MAY VARY

NON-PROPRIETARY (REDACTED)

Entergy Nuclear Generation Company -- Projected Income Statements (2007-2012)

Sensitivity (10% Reduction in Production)

Dollars In Thousands

Forecast as of April 2007

Pilgrim MDC

2007 2008 2009 2010 2011 2012

Projected Capacity Factor

Average Contract Price \$/MWh

Average Market Price \$/MWh

Power Sales - Contract

Power Sales - Market

Total Revenue

Operation & Maintenance

O&M

Outage

Insurance

Other

Fuel

DOE Charges

Amortization

Plant Depreciation

Other

Interest Income

Interest Expense

Decommissioning

Administrative & Other

Total Operating Expenses

Operating Profit

Income Taxes

Net Income

Note: Assumes 01/01/08 Close

Total Operating Expenses

Add:

Ongoing Capital Expenditures

Less:

Plant Depreciation

Variable Outside Goods & Services

(25% of 25% of O&M)

Fuel

Outage

Annual Fixed Operating Expenses

6 Months' Operating Expenses

FORECAST STATEMENTS / ACTUAL RESULTS MAY VARY

NON-PROPRIETARY (REDACTED)

Entergy Nuclear Palisades, LLC -- Projected Income Statements (2007-2012)

Sensitivity (10% Reduction in Production)

Dollars in Thousands

Forecast as of April 2007

Palisades MDC

2007

2008

2009

2010

2011

2012

Projected Capacity Factor

Average Contract Price \$/MWh

Average Market Price \$/MWh

Power Sales - Contract

Power Sales - Market

Total Revenue

Operation & Maintenance

O&M

Outage

Insurance

Other

Big Rock ISFI

Fuel

DOE Charges

Amortization

Plant Depreciation

Other

Interest Income

Interest Expense

Decommissioning

Administrative & Other

Total Operating Expenses

Operating Profit

Income Taxes

Net Income

Note: Assumes 01/01/08 Close

Total Operating Expenses

Add:

Ongoing Capital Expenditures

Less:

Plant Depreciation

Variable Outside Goods & Services

(25% of 25% of O&M)

Fuel

Outage

Annual Fixed Operating Expenses

6 Months' Operating Expenses

FORECAST STATEMENTS / ACTUAL RESULTS MAY VARY



Entergy Operations, Inc.
Entergy Nuclear Operations, Inc.
1340 Echelon Parkway
Jackson, MS 39213-1995
601-368-5692

Michael R. Kansler
President, Chief Executive Officer
& Chief Nuclear Officer

10 CFR 50.80

ENOC-07-00042

December 5, 2007

U.S. Nuclear Regulatory Commission
Attn: Document Control Desk
One White Flint North
11555 Rockville Pike
Rockville, MD 20852-2738
(301) 415-7000

Subject: Entergy Nuclear Operations, Inc.
Pilgrim Nuclear Power Station
Docket No. 50-293
Indian Point Nuclear Generating Unit No. 1
Docket No. 50-003
Indian Point Nuclear Generating Unit No. 2
Docket No. 50-247
Indian Point Nuclear Generating Unit No. 3
Docket No. 50-286
James A. FitzPatrick Nuclear Power Plant
Docket Nos. 50-333 & 72-12
Vermont Yankee Nuclear Power Station
Docket Nos. 50-271
Palisades Nuclear Plant
Docket No. 50-255 & 72-7
Big Rock Point
Docket Nos. 50-155 & 72-43

Supplemental Information #2 in Support of Application for Order Approving
Indirect Transfer of Control of Licenses

By letter dated July 30, 2007, and as supplemented on October 31, 2007, Entergy Nuclear Operations, Inc. (ENO), acting on behalf of itself and Entergy Nuclear Generation Company, Entergy Nuclear FitzPatrick, LLC, Entergy Nuclear Vermont Yankee, LLC, Entergy Nuclear Indian Point 2, LLC, Entergy Nuclear Indian Point 3, LLC, and Entergy Nuclear Palisades, LLC, (together, Applicants), requested that the Nuclear Regulatory Commission (NRC) consent to the indirect transfer of control of the above-captioned licenses pursuant to

ADD
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Section 184 of the Atomic Energy Act, as amended (the Act), and 10 CFR 50.80. The indirect transfer of control results from certain planned restructuring transactions that would involve the creation of new intermediary holding companies and/or changes in the intermediary holding companies for the ownership structure for the corporate entities that hold the NRC licenses for Pilgrim, Indian Point 1, 2, and 3, FitzPatrick, Vermont Yankee, Palisades and Big Rock Point (together, the Facilities), including both the six corporate entities (named among the Applicants above) licensed for their ownership of the Facilities and ENO, which is the entity licensed to operate or maintain the Facilities. Simplified organization charts reflecting the current and planned post-reorganization ownership structure were provided as Figures 1 and 2.

Additional Information Regarding Nature of the Transaction & Organizational Structure

As discussed in the July 30, 2007 Application, the restructuring would isolate and simplify the structure of the businesses that comprise Entergy Corporation's wholesale nuclear business segment and enhance the ability of analysts, regulators, capital markets and shareholders to understand and evaluate this business segment. The Board of Directors of Entergy Corporation (Board) and its management have continued to evaluate the company's options regarding this business segment, and the Board has determined that the wholesale nuclear business segment should be organized under a holding company (referred to in this application as "NewCo") and that the shares of this company should be distributed directly to the shareholders of Entergy Corporation.

After the proposed transaction, the shareholders of Entergy Corporation will also separately own the shares of NewCo. As such, NewCo will be owned and controlled by the public. Prior to the distribution of the shares of NewCo, there is a possibility that an individual or group under common control may seek to purchase more than 5% of NewCo's shares and, in connection with this investment, this individual or group may potentially acquire rights in the management of the corporate affairs of NewCo, such as the right to appoint one or more member(s) of the NewCo Board of Directors. ENO recognizes that any such arrangements could have implications regarding whether such entities might be in a position to exercise "control" of NewCo. Therefore, during the time that this license transfer request remains pending, ENO will inform NRC if it has information suggesting that any individual or group under common control will acquire more than 5% of the shares of NewCo in connection with the proposed transaction.

The organizational structure of the reorganized company will need to be different from that provided as Figure 2 in the July 30, 2007 Application and rather will be as reflected in the attached Figure 3. (Figure 1 is also provided for ease of reference.) The Applicants respectfully request that NRC review and approve the implementation of the proposed reorganization with the corporate structure reflected in Figure 3. With the limited exception of additional information provided below, the information provided in the July 30, 2007 Application, remains the same.

Additional Information Regarding Technical Qualifications

ENO will remain the licensed operator of the Facilities and will be owned by a parent company referred to in this application as ENOI Holdings, LLC, which in turn will be owned 50% by Entergy Corporation and 50% by NewCo. Each of these 50% interests will be held by wholly owned subsidiaries of Entergy Corporation and NewCo, referred to in this application as ETR ENOI Holdings, LLC and NewCo ENOI Holdings, LLC. ENO will therefore continue to benefit from Entergy Corporation's continued role in the operation of the NRC-licensed commercial nuclear power plants owned by NewCo. Under the existing and any amended operating agreements with the individual plant owners, ENO will operate and make capital improvements at the plants in accordance with the operating licenses and applicable laws and regulatory requirements; ENO also shall have the sole authority as the operator of the plants to protect the public health and safety and comply with NRC orders and requirements. ENO will establish clear lines of authority to carry out its duties as an operator, and dispute resolution mechanisms will be established in the event of any disagreement among the two 50% owners of ENOI Holdings, LLC. Notwithstanding any such disagreement among the owners of ENO, the Chief Nuclear Officer of ENO shall have the authority at all times to take any actions necessary to carry out ENO's responsibilities as the operator under the NRC Operating Licenses, including any actions and/or expenditure of funds necessary to protect the public health and safety, to maintain safe operating or shutdown conditions at each plant, and to comply with NRC orders and requirements.

In addition, ENO will be converted from a corporation to a limited liability company and its name will be changed to ENOI LLC. Under Delaware law, ENOI LLC will assume all of the rights and responsibilities of Entergy Nuclear Operations, Inc., and it will be the same company (legal entity) both before and after the conversion and name change. To the extent any approval might be required to consummate the conversion, such approval is being sought in connection with the pending "Application for Order Approving Indirect Transfer of Control of Licenses." ENO will separately submit a request for license amendments to make the administrative changes as a result of ENO's name change from "Entergy Nuclear Operations, Inc." to "ENOI LLC."

Additional Information Regarding Financial Qualifications

As a result of its review of financial projections, NRC has made a second Request For Information (RAI-2). An Answer to RAI-2 is enclosed. Both RAI-2 and the Answer to RAI-2 discuss proprietary financial information, which should be withheld from public disclosure.

In addition, NewCo will take the place of Entergy Nuclear Finance Holding, LLC for all purposes where Entergy Nuclear Finance Holding, LLC is discussed in the July 30, 2007 Application. NewCo and the owner-licensees will enter into the financial Support Agreement described in the Application. A form of this Support Agreement was provided as Attachment 5, and NewCo will take the place of Entergy Nuclear Finance Holding, LLC in this agreement. A revised version "Attachment 5 (Revised)" is provided with this letter for convenience. NewCo also will provide a letter of credit or other financial assurance instrument in compliance with 10 CFR 50.75(e)(1) to be held by Entergy Nuclear

Palisades, LLC and to replace the \$5 million Guaranty of decommissioning funding assurance for the Big Rock ISFSI.

In addition to owning 50% of ENO, NewCo will own the same pool of assets that had been planned for Entergy Nuclear Finance Holding, LLC. As such, the financial projections submitted for Entergy Nuclear Finance Holding, LLC are representative of the projections for NewCo for purposes of assessing NewCo's financial qualifications to provide the Support Agreement. In addition, the financial projections for the six individual owner licensees are "bounding" or conservative, when the group of six plants is assessed on a consolidated basis. Nevertheless, ENO has prepared updated balance sheets and financial projections for NewCo and the six individual owner licensee entities. These projections are provided in a proprietary Addendum labeled "Answer to RAI 2 and Updated Financial Projections (Proprietary Version)." ENO requests that this document be withheld from public disclosure pursuant to 10 CFR 2.390, as described in the Affidavit of Michael R. Kansler, which is also provided. A redacted version of this document, suitable for public disclosure is provided separately and is labeled "Answer to RAI 2 and Updated Financial Projections (Non-Proprietary Version)."

Additional General Corporate Information

The NRC licensed entities affected by the indirect transfer of control are:

- ENO (Entergy Nuclear Operations, Inc., converted to ENOI LLC)
- Entergy Nuclear Generation Company
- Entergy Nuclear FitzPatrick, LLC
- Entergy Nuclear Vermont Yankee, LLC
- Entergy Nuclear Indian Point 2, LLC
- Entergy Nuclear Indian Point 3, LLC
- Entergy Nuclear Palisades, LLC

ENO will remain the licensed operator, and the funding of operations will continue to be provided through agreements with the licensed owner companies. There will be no change in the technical qualifications of ENO.

The following companies would be the direct or indirect parent companies of one or more of the licensed owner entities:

- NewCo
- Entergy Nuclear Holding Company #1
- Entergy Nuclear New York Investment Company 1*
- Entergy Nuclear Holding Company*
- Entergy Nuclear Midwest Investment Company, LLC*
- Entergy Nuclear Holding Company #3 LLC*
- Entergy Nuclear Vermont Investment Company, LLC

Depending upon the ability to obtain favorable tax rulings, it may be possible to eliminate the intermediary companies designated above with an asterisk ("*"). If favorable rulings are obtained, ENO will inform the NRC and provide an updated organization chart, indicating

which intermediary holding companies remain in the chain of ownership of the licensed owner entities.

The following companies would be the direct or indirect parent companies of ENO, the licensed operator:

Entergy Corporation
NewCo
ENOI Holdings, LLC
ETR ENOI Holdings, LLC
NewCo ENOI Holdings, LLC

The detailed general corporate information required by 10 CFR 50.33(d)(3) regarding each of the NRC licensed entities and their corporate parents is provided as Attachment 1 (Revised), which is enclosed with this letter. Attachment 1 (Revised) reflects the current plans regarding required general corporate information, which will be implemented prior to completing the license transfers. Additional key management personnel may be selected and will be reported consistent with NRC requirements. All of the current and proposed directors and executive personnel of these corporate entities are citizens of the United States, except that Simon D. de Bree, Director of Entergy Corporation, is a citizen of the Kingdom of the Netherlands. A single director with foreign citizenship will not be able to exercise control over Entergy Corporation or any of the individual NRC licenses.

Regulatory Commitments

The Regulatory Commitments identified in the table of the Enclosure to the July 30, 2007 titled "Commitments" need to be revised to reflect the role of NewCo substituting for Entergy Nuclear Finance Holdings, LLC and including the commitment made in this letter. A revised table is enclosed.

If NRC requires additional information concerning this license transfer request, please contact John McCann, Director, Nuclear Safety and Licensing, at (914) 272-3370 or jmccan1@entergy.com. Service on ENO of comments, hearing requests or intervention petitions, or other pleadings, if applicable, should be made to counsel for ENO, 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).



Michael R. Kansler
President & Chief Executive Officer

Enclosures: Regulatory Commitments
Oath & Affirmation
10 CFR 2.390 Affidavit
Figures 1 & 3
Attachment 1 (Revised)
Attachment 5 (Revised)
Schedule A to Attachment 5 (Revised)
Answer to RAI 2 & Updated Financial Projections (Non-Proprietary Version)
Answer to RAI 2 & Updated Financial Projections (Proprietary Version)

Regulatory Commitments

This table identifies actions discussed in this letter for which Entergy commits to perform. Any other actions discussed in this submittal are described for the NRC's information and are not commitments.

COMMITMENT	TYPE (Check one)		SCHEDULED COMPLETION DATE (If Required)
	ONE-TIME ACTION	CONTINUING COMPLIANCE	
1. If ENO has information that any individual or group under common control will acquire more than 5% of the stock of NewCo in connection with the proposed transfer, ENO will provide information to NRC.		x (until transfer is completed)	No later than the date on which the indirect license transfers are implemented.
2. If favorable rulings are obtained from the Internal Revenue Service, ENO will inform the NRC and provide an updated organization chart, indicating which intermediary holding companies remain in the chain of ownership of the licensed owner entities.		x	Ongoing.
3. For entities listed on Attachment 1 (Revised) that have not yet been formed, these entities will be formed in the states indicated, with the business address indicated. The planned appointments of Directors or Managers and Executive Personnel indicated in Attachment 1 will be implemented. Updated information regarding Directors or Managers and Executive Personnel will be provided, as needed or required.	x		No later than the date on which the indirect license transfers are implemented.

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4. NewCo will execute a financial Support Agreement in favor of the Applicants substantially in the form provided in Attachment 5.	x		No later than the date on which the indirect license transfers are implemented.
5. NewCo will provide a letter of credit or other financial assurance instrument in compliance with 10 CFR 50.75(e)(1) to be held by Entergy Nuclear Palisades, LLC and to replace the \$5 million Guaranty of decommissioning funding assurance for the Big Rock ISFSI.	x		No later than the date on which the indirect license transfers are implemented.

ENOC-07-00042

c: w/o proprietary except *

Regional Administrator, Region I U.S. Nuclear Regulatory Commission 475 Allendale Road King of Prussia, PA 19406-1415	Mr. David O'Brien, Commissioner VT Department of Public Service 112 State Street - Drawer 20 Montpelier, VT 15620-2601
Regional Administrator, Region III U.S. Nuclear Regulatory Commission 2443 Warrenville Road, Suite 210 Lisle, IL 60532-4352	Mr. Peter R. Smith, President New York State Energy, Research, and Development Authority 17 Columbia Circle Albany, NY 12203-6399
* U.S. Nuclear Regulatory Commission Attention: Document Control Desk One White Flint North 11555 Rockville Pike Rockville, MD 20852	Mr. Paul Eddy New York State Department of Public Service 3 Empire State Plaza Albany, NY 12223
* Steven R. Horn U.S. Nuclear Regulatory Commission One White Flint North 11555 Rockville Pike Rockville, MD 20852 Mail Stop OWFN/12-D3	Mr. Charles Donaldson, Esq. Assistant Attorney General New York Department of Law 120 Broadway New York, NY 10271
Mr. James J. Shea, Project Manager Division of Licensing Project Management Office of Nuclear Reactor Regulation Mail Stop 08 BI Washington, DC 20555	Mayor, Village of Buchanan 236 Tate Avenue Buchanan, NY 10511
Mr. John Boska, Project Manager Plant Licensing Branch I-I Division of Operating Reactor Licensing Office of Nuclear Reactor Regulation U.S. Nuclear Regulatory Commission Mail Stop O-8-C2 Washington, DC 20555	Michigan Department of Attorney General Special Litigation Division 525 West Ottawa Street Sixth Floor, G. Mennen Williams Building Lansing, MI 48913
Mahesh L. Chawla, Project Manager Project Directorate III Division of Licensing Project Management Office of Nuclear Reactor Regulation Mail Stop 8H 4A Washington, DC 20555	Mr. Raymond L. Albanese Four County Coordinator 200 Bradhurst Avenue Unit 4 Westchester County Hawthorne, NY 10532

<p>USNRC Resident Inspector Entergy Nuclear Vermont Yankee P.O. Box 157 Vernon, VT 05354</p>	<p>Mr. Robert Walker, Director Massachusetts Department of Public Health Schrafft Center Suite 1 M2A Radiation Control Program 529 Main Street Charlestown, MA 02129</p>
<p>Resident Inspector's Office U.S. Nuclear Regulatory Commission James A. FitzPatrick Nuclear Power Plant P.O. Box 136 Lycoming, NY 13093</p>	<p>Ms. Cristine McCombs, Director Mass. Emergency Management Agency 400 Worcester Road Framingham, MA 01702</p>
<p>U.S. Nuclear Regulatory Commission Resident Inspector's Office Palisades Plant 27782 Blue Star Memorial Highway Covert, MI 49043</p>	<p>Mr. Peter R. Smith, President New York State Energy, Research, & Development Authority 17 Columbia Circle Albany, NY 12203-6399</p>
<p>Senior Resident Inspector's Office Indian Point 2 U.S. Nuclear Regulatory Commission P.O. Box 59 Buchanan, NY 10511</p>	<p>Supervisor Covert Township P.O. Box 35 Covert, MI 49043</p>
<p>Senior Resident Inspector Pilgrim Nuclear Power Station Rocky Hill Road Plymouth, MA 02360</p>	<p>Office of the Governor P.O. Box 30013 Lansing, MI 48909</p>
<p>Michigan Department of Environmental Quality Waste and Hazardous Materials Division Hazardous Waste and Radiological Protection Section Nuclear Facilities Unit Constitution Hall, Lower-Level North 525 West Allegan Street, P.O. Box 30241 Lansing, MI 48909-7741</p>	

**UNITED STATES OF AMERICA
NUCLEAR REGULATORY COMMISSION**

In the Matter of)

Entergy Nuclear Operations, Inc.)

Pilgrim Nuclear Power Station)

Indian Point Nuclear Generating Unit No. 1)

Indian Point Nuclear Generating Unit No. 2)

Indian Point Nuclear Generating Unit No. 3)

James A. FitzPatrick Nuclear Power Plant)

FitzPatrick ISFSI)

Vermont Yankee Nuclear Power Station)

Palisades Nuclear Plant)

Palisades ISFSI)

Big Rock Point)

Big Rock Point ISFSI)

Docket Nos. 50-293

50-003

50-247

50-286

50-333 &

72-12

50-271

50-255 &

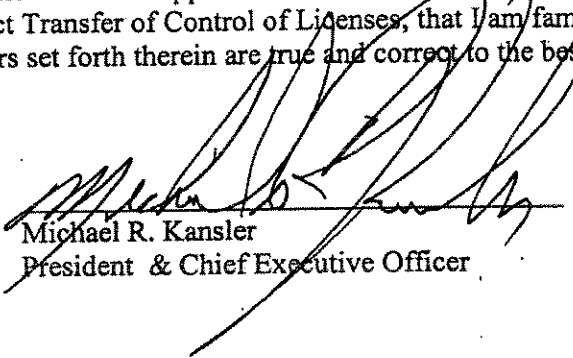
72-7

50-155 &

72-043

AFFIRMATION

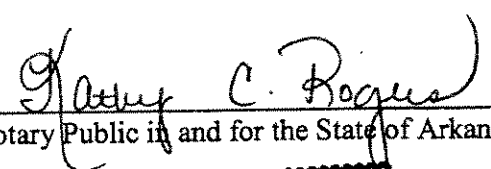
I, Michael R. Kansler, being duly sworn, hereby depose and state: that I am President & Chief Executive Officer, of Entergy Nuclear Operations, Inc.; that I am duly authorized to sign and file with the Nuclear Regulatory Commission the attached Supplemental Information #2 in Support of Application for Order Approving Indirect Transfer of Control of Licenses, 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.

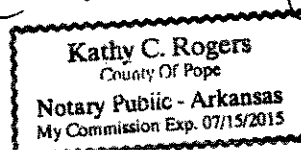

Michael R. Kansler
President & Chief Executive Officer

STATE OF ARKANSAS)

COUNTY OF POPE)

Subscribed and sworn to me, a Notary Public, in and for the State of Arkansas, this 5th day of December, 2007.


Notary Public in and for the State of Arkansas



UNITED STATES OF AMERICA
NUCLEAR REGULATORY COMMISSION

In the Matter of)

Entergy Nuclear Operations, Inc.)

Pilgrim Nuclear Power Station)

Indian Point Nuclear Generating Unit No. 1)

Indian Point Nuclear Generating Unit No. 2)

Indian Point Nuclear Generating Unit No. 3)

James A. FitzPatrick Nuclear Power Plant)

FitzPatrick ISFSI)

Vermont Yankee Nuclear Power Station)

Palisades Nuclear Plant)

Palisades ISFSI)

Big Rock Point)

Big Rock Point ISFSI)

Docket Nos. 50-293

50-003

50-247

50-286

50-333 &

72-12

50-271

50-255 &

72-7

50-155 &

72-043

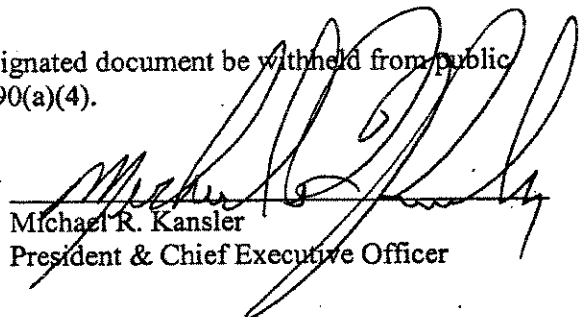
AFFIDAVIT

I, Michael R. Kansler, President & Chief Executive Officer, of Entergy Nuclear Operations, Inc. (ENO), hereby affirm and state:

1. I am authorized to execute this affidavit on behalf of ENO.
2. ENO is providing Supplemental Information #2 in Support of Application for Order Approving Indirect Transfer of Control of Licenses. The document being provided as the enclosed Sensitivity Analysis (Proprietary) contains proprietary financial information and financial projections related to the ownership and operation of the generation assets operated by ENO. This document constitutes proprietary commercial and financial information that should be held in confidence by the NRC pursuant to 10 CFR § 2.390(a)(4) because:
 - i. This information is and has been held in confidence by ENO.
 - ii. This information is of a type that is customarily held in confidence by ENO and there is a rational basis for doing so because the information contains sensitive financial information concerning projected revenues and operating expenses of ENO.
 - iii. This information is being transmitted to the NRC voluntarily and in confidence.

ENOC-07-00042

- iv. This information is not available in public sources and could not be gathered readily from other publicly available information.
 - v. Public disclosure of this information would cause substantial harm to the competitive position of ENO by disclosing its internal financial projections.
3. Accordingly, ENO requests that the designated document be withheld from public disclosure pursuant to 10 CFR § 2.390(a)(4).


Michael R. Kansler
President & Chief Executive Officer

STATE OF ARKANSAS)

COUNTY OF POPE)

Subscribed and sworn to me, a Notary Public, in and for the State of Arkansas, this 5th day of December, 2007.


Notary Public in and for the State of Arkansas

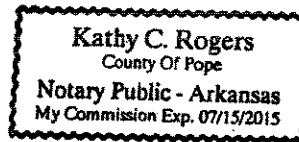


Figure 1: SIMPLIFIED ORGANIZATION CHART – CURRENT

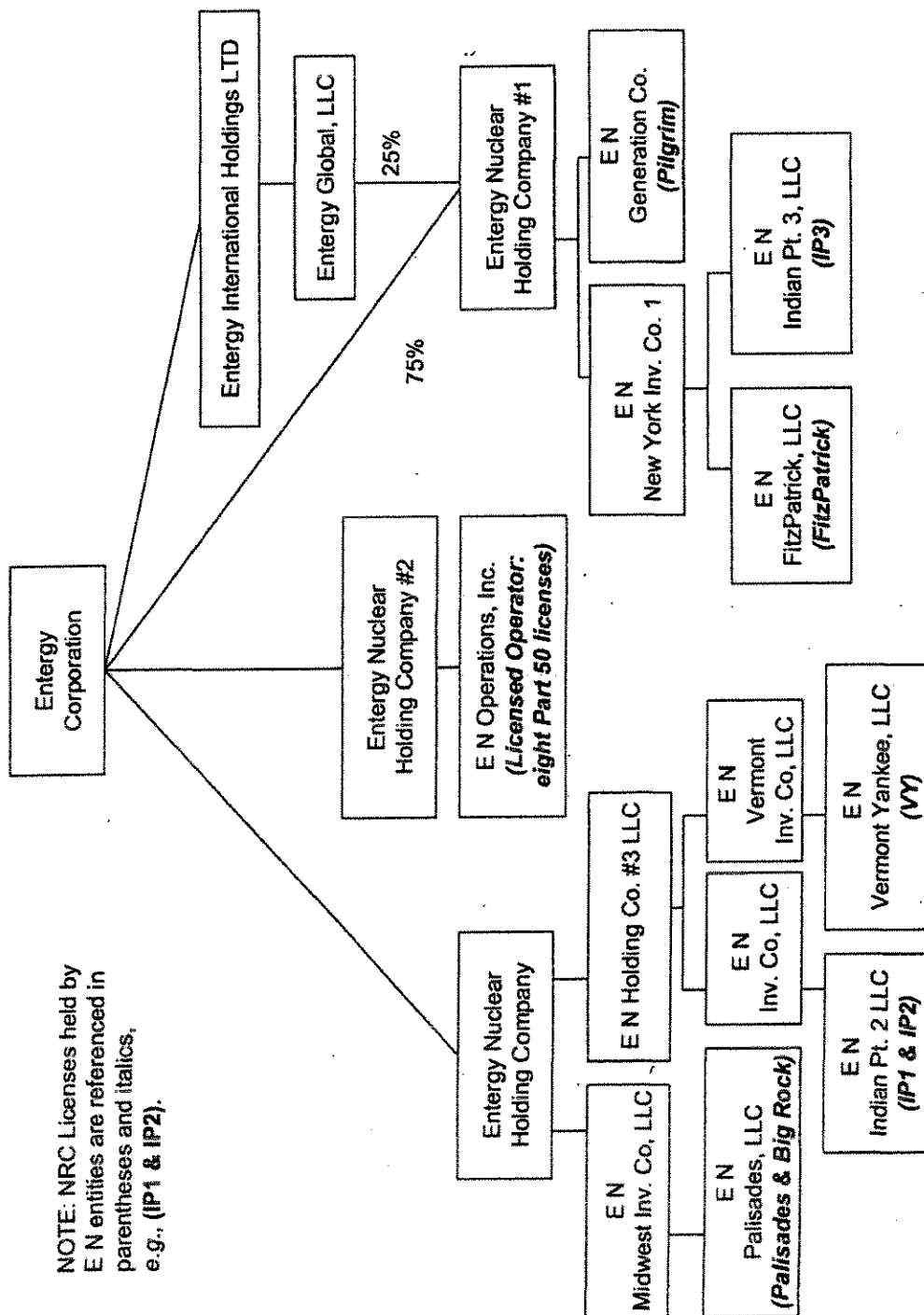
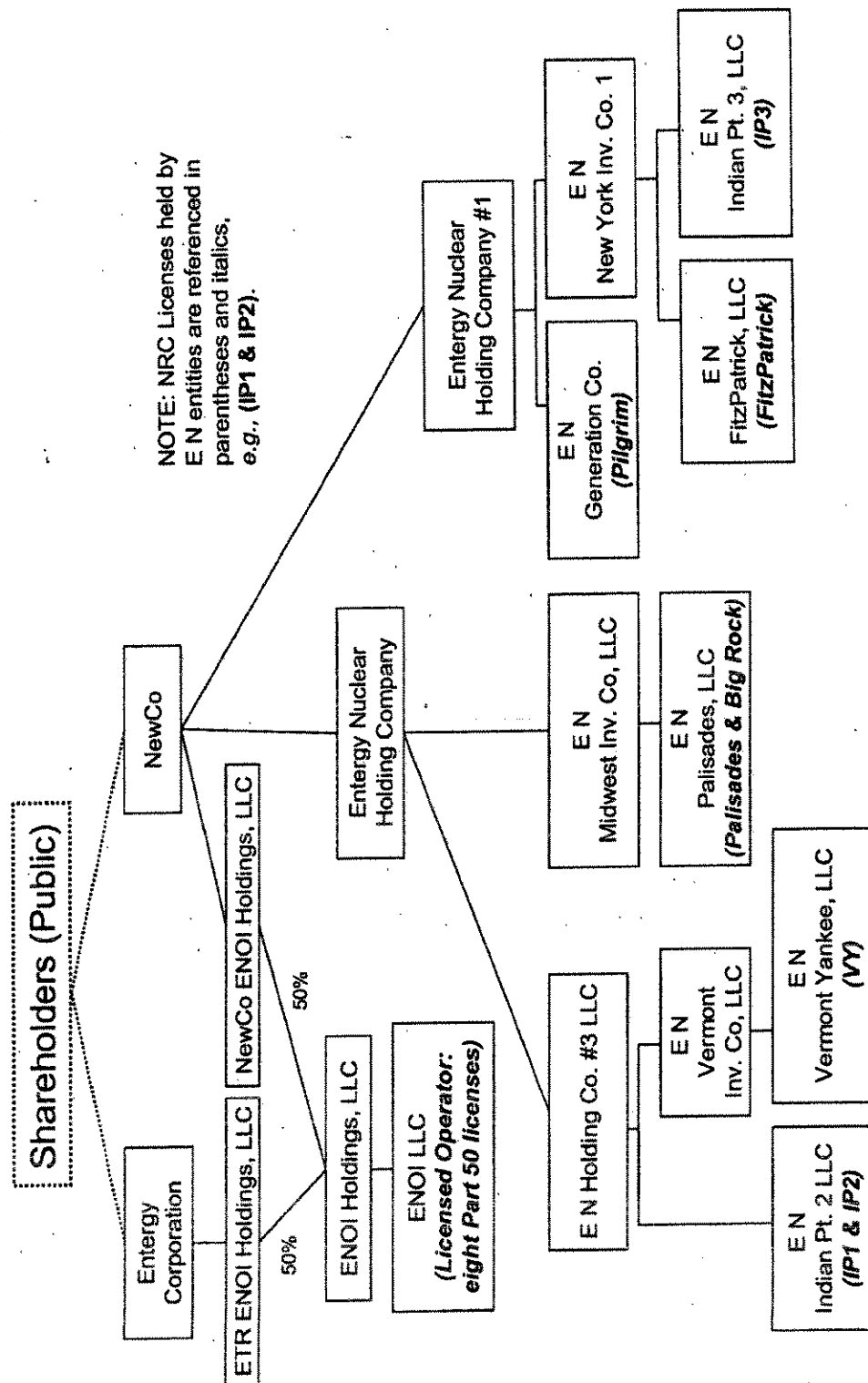


Figure 3: SIMPLIFIED ORGANIZATION CHART – POST REORGANIZATION



ATTACHMENT 1 (Revised)**General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents**

NAME:	Entergy Corporation
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	639 Loyola Avenue New Orleans, LA 70113
DIRECTORS:	J. Wayne Leonard (Chairman) Maureen S. Bateman W. Frank Blount Simon D. deBree Gary W. Edwards Alexis M. Herman Donald C. Hintz Stuart L. Levinick James R. Nichols William A. Percy, II W. J. "Billy" Tauzin Steven V. Wilkinson
EXECUTIVE PERSONNEL	J. Wayne Leonard – Chief Executive Officer Gary J. Taylor – Group President, Utility Operations Leo P. Denault – Executive VP & CFO Curtis L. Hebert, Jr. – Executive VP, External Affairs Michael R. Kansler – Executive VP & Chief Nuclear Officer Mark T. Savoff – Executive VP and Chief Operating Officer Robert D. Sloan – Executive VP / General Counsel & Secretary Theodore H. Bunting, Jr – Senior VP & Chief Accounting Officer Joseph T. Henderson – Senior VP & General Tax Counsel Terry R. Seamons – Senior VP, Human Resources & Administration Steven C. McNeal – VP & Treasurer Paul A. Castanon – Assistant Secretary

ATTACHMENT 1 (Revised)**General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents**

NAME:	NewCo (Proposed Entity/Not Yet Created)
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	1340 Echelon Parkway Jackson, Mississippi 39213
DIRECTORS:	Donald C. Hintz – Chairman Richard J. Smith Note: It is anticipated that NewCo will become a public company reporting under the Securities Exchange Act of 1934 and its common stock will be listed on the New York Stock Exchange. NewCo intends, consistent with the practice of other public companies, to expand its Board to include independent directors prior to the distribution of its stock to Entergy stockholders. Updated information regarding the Board of Directors of NewCo will be provided.
EXECUTIVE PERSONNEL	Richard J. Smith – Chief Executive Officer John R. McGaha – Chief Operating Officer

ATTACHMENT 1 (Revised)

General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents

NAME:	[ENOI Holdings, LLC] (Proposed Entity/Not Yet Created)
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	1340 Echelon Parkway Jackson, Mississippi 39213
MANAGERS:	Donald C. Hintz Richard J. Smith John R. McGaha J. Wayne Leonard Leo P. Denault Mark T. Savoff
EXECUTIVE PERSONNEL	Michael R. Kansler – Chief Executive Officer and Chief Nuclear Officer John T. Herron – Chief Operating Officer

ATTACHMENT 1 (Revised)**General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents**

NAME:	ENOI LLC formerly Entergy Nuclear Operations, Inc. [NRC Licensed Entity]
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	1340 Echelon Parkway Jackson, Mississippi 39213
MANAGERS:	Michael R. Kansler
EXECUTIVE PERSONNEL	Michael R. Kansler – Chief Executive Officer and Chief Nuclear Officer John T. Herron – Chief Operating Officer Kevin H. Bronson – VP Operations, Pilgrim Joseph E. Pollock – VP Operations, Indian Point Energy Center Peter T. Dietrich – VP Operations, JAF Stewart B. Minahan – VP Operations, Cooper Christopher J. Schwarz – VP Operations, Palisades Theodore A. Sullivan – VP Operations, Vermont Yankee

ATTACHMENT 1 (Revised)**General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents**

NAME:	[ETR ENOI Holdings, LLC] (Proposed Entity/Not Yet Created)
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	1340 Echelon Parkway Jackson, Mississippi 39213
MANAGERS:	J. Wayne Leonard Leo P. Denault Mark T. Savoff
EXECUTIVE PERSONNEL	Michael R. Kansler – Chief Executive Officer and Chief Nuclear Officer John T. Herron – Chief Operating Officer

ATTACHMENT 1 (Revised)

**General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents**

NAME:	[NewCo ENOI Holdings, LLC] (Proposed Entity/Not Yet Created)
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	1340 Echelon Parkway Jackson, Mississippi 39213
MANAGERS:	Donald C. Hintz – Chairman Richard J. Smith John R. McGaha
EXECUTIVE PERSONNEL	Richard J. Smith – Chief Executive Officer John R. McGaha – Chief Operating Officer

ATTACHMENT 1 (Revised)**General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents**

NAME:	Entergy Nuclear Holding Company #1
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	1340 Echelon Parkway Jackson, Mississippi 39213
DIRECTORS:	Richard J. Smith John R. McGaha
EXECUTIVE PERSONNEL	Richard J. Smith – Chief Executive Officer John R. McGaha – Chief Operating Officer

ATTACHMENT 1 (Revised)**General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents**

NAME:	Entergy Nuclear Holding Company
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	1340 Echelon Parkway Jackson, Mississippi 39213
MANAGERS:	Richard J. Smith John R. McGaha
EXECUTIVE PERSONNEL	Richard J. Smith – Chief Executive Officer John R. McGaha – Chief Operating Officer

ATTACHMENT 1 (Revised)**General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents**

NAME:	Entergy Nuclear Midwest Investment Company, LLC
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	1340 Echelon Parkway Jackson, Mississippi 39213
MANAGERS:	Richard J. Smith John R. McGaha
EXECUTIVE PERSONNEL	Richard J. Smith – Chief Executive Officer John R. McGaha – Chief Operating Officer

ATTACHMENT 1 (Revised)**General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents**

NAME:	Entergy Nuclear New York Investment Company 1
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	1340 Echelon Parkway Jackson, Mississippi 39213
DIRECTORS OR MANAGERS:	Richard J. Smith John R. McGaha
EXECUTIVE PERSONNEL	Richard J. Smith – Chief Executive Officer John R. McGaha – Chief Operating Officer

ATTACHMENT 1 (Revised)

General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents

NAME:	Entergy Nuclear Holding Company #3 LLC
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	1340 Echelon Parkway Jackson, Mississippi 39213
DIRECTORS OR MANAGERS:	Richard J. Smith John R. McGaha
EXECUTIVE PERSONNEL	Richard J. Smith – Chief Executive Officer John R. McGaha – Chief Operating Officer

ATTACHMENT 1 (Revised)**General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents**

NAME:	Entergy Nuclear Vermont Investment Company, LLC
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	1340 Echelon Parkway Jackson, Mississippi 39213
MANAGERS:	Richard J. Smith John R. McGaha
EXECUTIVE PERSONNEL	Richard J. Smith – Chief Executive Officer John R. McGaha – Chief Operating Officer

ATTACHMENT 1 (Revised)

General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents

NAME:	Entergy Nuclear Generation Company [NRC Licensed Entity]
STATE OF INCORPORATION:	Massachusetts
BUSINESS ADDRESS:	600 Rocky Hill Road Plymouth, MA 02360
DIRECTORS:	Richard J. Smith John R. McGaha
EXECUTIVE PERSONNEL	Richard J. Smith – Chief Executive Officer John R. McGaha – Chief Operating Officer Kevin H. Bronson – VP, Operations, Pilgrim NPS

ATTACHMENT 1 (Revised)**General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents**

NAME:	Entergy Nuclear FitzPatrick, LLC [NRC Licensed Entity]
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	268 Lake Road East Lycoming, New York 13093
MANAGERS:	Richard J. Smith John R. McGaha
EXECUTIVE PERSONNEL	Richard J. Smith – Chief Executive Officer John R. McGaha – Chief Operating Officer Peter T. Dietrich – VP, Operations

ATTACHMENT 1 (Revised)

General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents

NAME:	Entergy Nuclear Vermont Yankee, LLC [NRC Licensed Entity]
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	320 Governor Hunt Road Vernon, Vermont 05302
MANAGERS:	Richard J. Smith John R. McGaha
EXECUTIVE PERSONNEL	Richard J. Smith – Chief Executive Officer John R. McGaha – Chief Operating Officer Theodore A. Sullivan – VP, Operations

ATTACHMENT 1 (Revised)**General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents**

NAME:	Entergy Nuclear Indian Point 2, LLC [NRC Licensed Entity]
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	Bleakley Avenue and Broadway Buchanan, New York 10511
MANAGERS:	Richard J. Smith John R. McGaha
EXECUTIVE PERSONNEL	Richard J. Smith – Chief Executive Officer John R. McGaha – Chief Operating Officer Joseph E. Pollock – Vice President, Operations

ATTACHMENT 1 (Revised)**General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents**

NAME:	Entergy Nuclear Indian Point 3, LLC [NRC Licensed Entity]
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	Bleakley Avenue and Broadway Buchanan, New York 10511
MANAGERS:	Richard J. Smith John R. McGaha
EXECUTIVE PERSONNEL	Richard J. Smith – Chief Executive Officer John R. McGaha – Chief Operating Officer Joseph E. Pollock – Vice President, Operations

ATTACHMENT 1 (Revised)**General Corporate Information Regarding the NRC Licensed Entities
and Their Corporate Parents**

NAME:	Entergy Nuclear Palisades, LLC [NRC Licensed Entity]
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	27780 Blue Star Memorial Highway Covert, Michigan 49043
MANAGERS:	Richard J. Smith John R. McGaha
EXECUTIVE PERSONNEL	Richard J. Smith – Chief Executive Officer John R. McGaha – Chief Operating Officer Christopher J. Schwartz – VP, Operations

Attachment 5 (Revised)

Form of SUPPORT AGREEMENT

Between

[NewCo]

and

Entergy Nuclear Generation Company,
Entergy Nuclear FitzPatrick, LLC,
Entergy Nuclear Vermont Yankee, LLC,
Entergy Nuclear Indian Point 2, LLC,
Entergy Nuclear Indian Point 3, LLC, and
Entergy Nuclear Palisades, LLC

THIS SUPPORT AGREEMENT, dated as of _____, 2007 between [NewCo], a Delaware corporation ("Parent"), and Entergy Nuclear Generation Company, Entergy Nuclear FitzPatrick, LLC, Entergy Nuclear Vermont Yankee, LLC, Entergy Nuclear Indian Point 2, LLC, Entergy Nuclear Indian Point 3, LLC, and Entergy Nuclear Palisades, LLC (individually, "Subsidiary Licensee" and collectively, "Subsidiary Licensees"),

WITNESSETH:

WHEREAS, through its intermediate subsidiary companies, Parent is the indirect owner of 100% of the outstanding shares of the Subsidiary Licensees;

WHEREAS, the Subsidiary Licensees are the corporate entities that hold the NRC licenses for Pilgrim, Indian Point 2 and 3, FitzPatrick, Vermont Yankee, and Palisades (individually, each a "Facility," and collectively the "Facilities"); and

WHEREAS, Parent and the Subsidiary Licensees desire to take certain actions to assure the ability of the Subsidiary Licensees to pay the pro rata expenses of maintaining the Facilities safely and protecting the public health and safety (the "Operating Expenses") and to meet Nuclear Regulatory Commission ("NRC") requirements during the life of each Facility (the "NRC Requirements").

NOW, THEREFORE, in consideration of the mutual promises herein contained, the parties hereto agree as follows:

1. *Availability of Funding.* From time to time, upon the written request of a Subsidiary Licensee, Parent shall provide or cause to be provided to such Subsidiary Licensee such funds as the Subsidiary Licensee determines to be necessary to pay Operating Expenses or meet NRC Requirements; provided, however, in any event the aggregate amount outstanding under this Support Agreement at any one time shall not exceed \$700 million, and this shall be the maximum unreimbursed amount Parent is obligated to provide under this Support Agreement.
2. *No Guarantee.* This Support Agreement is not, and nothing herein contained, and no action taken pursuant hereto by Parent shall be construed as, or deemed to constitute, a direct or indirect guarantee by Parent to any person of the payment of the Operating Expenses or of any liability or obligation of any kind or character whatsoever of the Subsidiary Licensees. This Agreement may, however, be relied upon by the NRC in determining the financial qualifications of each Subsidiary Licensee to hold the operating license for a Facility.
3. *Waivers.* Parent hereby waives any failure or delay on the part of the Subsidiary Licensees in asserting or enforcing any of their rights or in making any claims or demands hereunder.
4. *Amendments and Termination.* This Agreement may not be amended or modified at any time without 30 days prior written notice to the NRC. This Agreement shall terminate at such time as Parent is no longer the direct or indirect owner of any of the shares or other ownership interests in a Subsidiary Licensee. This Agreement shall also terminate with respect to the Operating Expenses and NRC Requirements applicable to a Facility whenever such Facility permanently ceases commercial operations and certification is made as to the permanent removal of fuel from the reactor vessel.
5. *Successors.* This Agreement shall be binding upon the parties hereto and their respective successors and assigns.
6. *Third Parties.* Except as expressly provided in Sections 2 and 4 with respect to the NRC, this Agreement is not intended for the benefit of any person other than the parties hereto, and shall not confer or be deemed to confer upon any other such person any benefits, rights, or remedies hereunder.
7. *Other Financial Support Arrangements.* This Agreement supersedes any other support arrangement relating to NRC requirements, if any exists prior to the date

hereof, between Parent or any other affiliate that is a signatory hereto, and a Subsidiary Licensee to provide funding when necessary to pay Operating Expenses and meet NRC Requirements for the Facilities, and any such other financial support arrangement is hereby voided, revoked and rescinded. As such, the total available funding provided for in this Agreement shall be limited as set forth in Section 1 herein and shall not be cumulative with any other financial support arrangement for purposes of meeting NRC requirements. For avoidance of doubt, the parties agree that this Section 7 does not apply to financial guarantees or commitments made to third parties, even where such agreements may relate to compliance with NRC requirements. A list of the financial support arrangements rescinded by this paragraph is provided as Schedule A.

8. *Governing Law.* This Agreement shall be governed by the laws of the State of Delaware.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

ACKNOWLEDGED AND AGREED

[NewCo]

By: _____
Name: _____
Title: _____

Entergy Nuclear Generation Company

By: _____
Name: _____
Title: _____

Entergy Nuclear FitzPatrick, LLC

By: _____
Name: _____

Title: _____

Entergy Nuclear Vermont Yankee, LLC

By: _____

Name: _____

Title: _____

Entergy Nuclear Indian Point 2, LLC

By: _____

Name: _____

Title: _____

Entergy Nuclear Indian Point 3, LLC

By: _____

Name: _____

Title: _____

Entergy Nuclear Palisades, LLC

By: _____

Name: _____

Title: _____

**ACKNOWLEDGED AND AGREED AS TO
SECTION 7**

Entergy Corporation

By: _____
Name: _____
Title: _____

Entergy International Holdings LTD

By: _____
Name: _____
Title: _____

Entergy International LTD LLC

By: _____
Name: _____
Title: _____

Entergy Global, LLC

By: _____
Name: _____
Title: _____

Schedule A to Attachment 5 (Revised)

Guarantor	Guaranty on behalf of	Amount	Claim
Entergy International LTD LLC	Entergy Nuclear Generation Company	\$50M	Guarantee to NRC for financial assurance to provide for safe plant operation and for decommissioning, through working credit line.
Entergy International LTD LLC	Entergy Nuclear Indian Point 2, LLC	\$35M	Guarantee to NRC for financial assurance to provide for safe plant operation and for decommissioning, through working credit line.
Entergy Global	Entergy Nuclear Indian Point 2, LLC	\$20M	Guarantee to NRC for financial assurance to provide for safe plant operation and for decommissioning, through working credit line.
Entergy International Holdings LLC	Entergy Nuclear Vermont Yankee, LLC	\$35M	Guarantee to NRC for financial assurance to provide for safe plant operation and for decommissioning, through working credit line.
Entergy Corporation	Entergy Nuclear Vermont Yankee, LLC	\$35M	If the financial assurance line is below \$35M at the point that it is determined that ENVY will cease operations, ETR will make additional funds available to ENVY, up to \$35M.
Entergy Corporation	Entergy Nuclear Vermont Yankee, LLC	\$25M	If the financial assurance line is below \$25M at the point that it is determined that ENVY will cease operations, ETR will make additional funds available to ENVY, up to \$25M.
Entergy International LTD LLC	Entergy Nuclear FitzPatrick, LLC & Entergy Nuclear Indian Point 3, LLC	\$50M	Guarantee to NRC for financial assurance to provide for safe plant operation and for decommissioning, through working credit line.
Entergy Global, LLC	Entergy Nuclear FitzPatrick, LLC	\$20M	Guarantee to NRC for financial assurance to provide for safe plant operation and for decommissioning, through working credit line.
Entergy Global, LLC	Entergy Nuclear Indian Point 3, LLC	\$20M	Guarantee to NRC for financial assurance to provide for safe plant operation and for decommissioning, through working credit line.
Entergy Global, LLC	Entergy Nuclear Palisades, LLC	\$25M	Guarantee to NRC for financial assurance to provide for safe plant operation through working credit line.

ENOC-07-00042

**Answer to RAI 2 & Updated Financial Projections
(Non-Proprietary Version)**

NRC Request For Information 2:

[Redacted]

Answer:

[Redacted]

NON-PROPRIETARY VERSION
FOR PUBLIC DISCLOSURE

NewCo. -- Projected Balance Sheets (2008-2012)

Dollars in Thousands

Forecast as of September 2007

	2008	2009	2010	2011	2012
ASSETS:					
Cash					
Accounts Receivable					
Fuel					
Inventory					
Notes Receivable					
Net Plant					
Decommissioning Trust Funds					
Prepayments & Other					
Total Assets					
LIABILITIES:					
Accounts Payable					
Accum. Def. Income Taxes					
Accrued Pension Liability and Other					
Notes Payable					
Decommissioning Liability					
Other Liabilities					
Total Liabilities					
EQUITY:					
Common Stock					
Retained Earnings					
Accumulated Other Comprehensive Income					
Treasury Stock					
Total Equity					
Total Liabilities & Equity					

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY

NON-PROPRIETARY VERSION
FOR PUBLIC DISCLOSURE

Indian Point 2 -- Projected Balance Sheets (2008-2012)

Dollars in Thousands

Forecast as of September 2007

	2008	2009	2010	2011	2012
ASSETS:					
Cash					
Accounts Receivable					
Fuel					
Inventory					
Notes Receivable					
Net Plant					
Decommissioning Trust Funds					
Prepayments & Other					
Total Assets					
LIABILITIES:					
Accounts Payable					
Accum. Def. Income Taxes					
Accrued Pension Liability					
Notes Payable					
Decommissioning Liability					
Other Liabilities					
Total Liabilities					
EQUITY:					
Member's Interest					
Retained Earnings					
Accumulated Other Comprehensive Income					
Total Equity					
Total Liabilities & Equity					

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY

NON-PROPRIETARY VERSION
FOR PUBLIC DISCLOSURE

Indian Point 3 -- Projected Balance Sheets (2008-2012)

Dollars in Thousands

Forecast as of September 2007

	2008	2009	2010	2011	2012
ASSETS:					
Cash					
Accounts Receivable					
Fuel					
Inventory					
Notes Receivable					
Net Plant					
Decommissioning Trust Funds					
Prepayments & Other					
Total Assets					
LIABILITIES:					
Accounts Payable					
Accum. Def. Income Taxes					
Accrued Pension Liability					
Notes Payable					
Decommissioning Liability					
Other Liabilities					
Total Liabilities					
EQUITY:					
Member's Interest					
Retained Earnings					
Accumulated Other Comprehensive Income					
Total Equity					
Total Liabilities & Equity					

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY

NON-PROPRIETARY VERSION
FOR PUBLIC DISCLOSURE

Vermont Yankee -- Projected Balance Sheets (2008-2012)

Dollars in Thousands

Forecast as of September 2007

	2008	2009	2010	2011	2012
ASSETS:					
Cash					
Accounts Receivable					
Fuel					
Inventory					
Notes Receivable					
Net Plant					
Decommissioning Trust Funds					
Prepayments & Other					
Total Assets					
LIABILITIES:					
Accounts Payable					
Accum. Def. Income Taxes					
Accrued Pension Liability					
Notes Payable					
Decommissioning Liability					
Other Liabilities					
Total Liabilities					
EQUITY:					
Member's Interest					
Retained Earnings					
Accumulated Other Comprehensive Income					
Total Equity					
Total Liabilities & Equity					

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY

NON-PROPRIETARY VERSION
FOR PUBLIC DISCLOSURE

Fitzpatrick -- Projected Balance Sheets (2008-2012)

Dollars in Thousands

Forecast as of September 2007

	2008	2009	2010	2011	2012
ASSETS:					
Cash					
Accounts Receivable					
Fuel					
Inventory					
Notes Receivable					
Net Plant					
Decommissioning Trust Funds					
Prepayments & Other					
Total Assets					
LIABILITIES:					
Accounts Payable					
Accum. Def. Income Taxes					
Accrued Pension Liability					
Notes Payable					
Decommissioning Liability					
Other Liabilities					
Total Liabilities					
EQUITY:					
Member's Interest					
Retained Earnings					
Accumulated Other Comprehensive Income					
Total Equity					
Total Liabilities & Equity					

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY

NON-PROPRIETARY VERSION
FOR PUBLIC DISCLOSURE

Pilgrim -- Projected Balance Sheets (2008-2012)

Dollars in Thousands

Forecast as of September 2007

	2008	2009	2010	2011	2012
ASSETS:					
Cash					
Accounts Receivable					
Fuel					
Inventory					
Notes Receivable					
Net Plant					
Decommissioning Trust Funds					
Prepayments & Other					
Total Assets					
LIABILITIES:					
Accounts Payable					
Accum. Def. Income Taxes					
Accrued Pension Liability					
Notes Payable					
Decommissioning Liability					
Other Liabilities					
Total Liabilities					
EQUITY:					
Common Stock					
Retained Earnings					
Accumulated Other Comprehensive Income					
Total Equity					
Total Liabilities & Equity					

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY

NON-PROPRIETARY VERSION
FOR PUBLIC DISCLOSURE

Palisades -- Projected Balance Sheets (2008-2012)

Dollars in Thousands

Forecast as of September 2007

	2008	2009	2010	2011	2012
ASSETS:					
Cash					
Accounts Receivable					
Fuel					
Inventory					
Notes Receivable					
Net Plant					
Decommissioning Trust Funds					
Prepayments & Other					
Total Assets					
LIABILITIES:					
Accounts Payable					
Accum. Def. Income Taxes					
Accrued Pension Liability and Other					
Notes Payable					
Decommissioning Liability					
Other Liabilities					
Total Liabilities					
EQUITY:					
Member's Interest					
Retained Earnings					
Accumulated Other Comprehensive Income					
Total Equity					
Total Liabilities & Equity					

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY

NON-PROPRIETARY VERSION
FOR PUBLIC DISCLOSURE

NewCo. -- Projected Income Statements (2008-2012)

Dollars in Thousands

Forecast as of September 2007

Entergy Nuclear MDC

	2008	2009	2010	2011	2012
Projected Capacity Factor					
Average Contract Price \$/MWh					
Average Market Price \$/MWh					
Power Sales - Contract					
Power Sales - Market					
Total Revenue					
Operation & Maintenance					
O&M					
Outage					
Insurance					
Other					
Fuel					
DOE Charges					
Amortization					
Plant Depreciation					
Other					
Interest Income					
Interest Expense					
Decommissioning					
Administrative & Other					
Total Operating Expenses					
Operating Profit					
Income Taxes					
Net Income					

Note: Assumes 01/01/08 Close

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY

NON-PROPRIETARY VERSION
FOR PUBLIC DISCLOSURE

Indian Point 2 -- Projected Income Statements (2008-2012)

Dollars in Thousands

Forecast as of September 2007

	2008	2009	2010	2011	2012
--	------	------	------	------	------

Indian Point 2 MDC

Projected Capacity Factor

Average Contract Price \$/MWh

Average Market Price \$/MWh

Power Sales - Contract

Power Sales - Market

Total Revenue

Operation & Maintenance

O&M

Outage

Insurance

Other

IP-1

Fuel

DOE Charges

Amortization

Plant Depreciation

Other

Interest Income

Interest Expense

Decommissioning

Administrative & Other

Total Operating Expenses

Operating Profit

Income Taxes

Net Income

Note: Assumes 01/01/08 Close

	2008	2009	2010	2011	2012
--	------	------	------	------	------

Total Operating Expenses

Add:

Ongoing Capital Expenditures

Less:

Plant Depreciation

Variable Outside Goods & Services

(25% of 25% of O&M)

Fuel

Outage

Annual Fixed Operating Expenses

6 Months' Operating Expenses

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY

NON-PROPRIETARY VERSION
FOR PUBLIC DISCLOSURE

Indian Point 3 -- Projected Income Statements (2008-2012)

Dollars in Thousands

Forecast as of September 2007

TP3 MDC

	2008	2009	2010	2011	2012
Projected Capacity Factor					
Average Contract Price \$/MWh					
Average Market Price \$/MWh					
Power Sales - Contract					
Power Sales - Market					
Total Revenue					
Operation & Maintenance					
O&M					
Outage					
Insurance					
Other					
Fuel					
DOE Charges					
Amortization					
Plant Depreciation					
Other					
Interest Income					
Interest Expense					
Decommissioning					
Administrative & Other					
Total Operating Expenses					
Operating Profit					
Income Taxes					
Net Income					
Note: Assumes 01/01/08 Close					

	2008	2009	2010	2011	2012
Total Operating Expenses					
Add:					
Ongoing Capital Expenditures					
Less:					
Plant Depreciation					
Variable Outside Goods & Services					
(25% of 25% of O&M)					
Fuel					
Outage					
Annual Fixed Operating Expenses					
6 Months' Operating Expenses					

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY

NON-PROPRIETARY VERSION
FOR PUBLIC DISCLOSURE

Vermont Yankee -- Projected Income Statements (2008-2012)

Dollars in Thousands

Forecast as of September 2007

Vermont Yankee MDC

	2008	2009	2010	2011	2012
Projected Capacity Factor					
Average Contract Price \$/MWh					
Average Market Price \$/MWh					
Power Sales - Contract					
Power Sales - Market					
Total Revenue					
Operation & Maintenance					
O&M					
Outage					
Insurance					
Other					
Fuel					
DOE Charges					
Amortization					
Plant Depreciation					
Other					
Interest Income					
Interest Expense					
Decommissioning					
Administrative & Other					
Total Operating Expenses					
Operating Profit					
Income Taxes					
Net Income					
Note: Assumes 01/01/08 Close					
	2008	2009	2010	2011	2012
Total Operating Expenses					
Add:					
Ongoing Capital Expenditures					
Less:					
Plant Depreciation					
Variable Outside Goods & Services					
(25% of 25% of O&M)					
Fuel					
Outage					
Annual Fixed Operating Expenses					
6 Months' Operating Expenses					

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY

NON-PROPRIETARY VERSION
FOR PUBLIC DISCLOSURE

Entergy Nuclear Vermont Yankee, LLC -- Projected Cash Flow Statements (2008-2012)

Dollars in Thousands

Forecast as of September 2007

	2008	2009	2010	2011	2012
OPERATING ACTIVITIES					
Net Income					
Non-Cash Items Included in Net Income:					
Depreciation, Amortization, Decommissioning and Deferred Income Taxes					
Other					
Net cash flow provided / (used in) operating activities					
INVESTING ACTIVITIES					
Construction Expenditures					
Nuclear fuel purchases					
Decommissioning Trust Contributions and Realized Change in Trust Assets					
Net cash flow provided / (used in) investing activities					
FINANCING ACTIVITIES					
Proceeds from issuance of:					
Long Term Debt					
Retirement of:					
Long Term Debt					
Advances (To) / From Parent/Associated Companies					
Net cash flow provided / (used) by financing activities					
Net Increase (Decrease) in Cash & Cash Equivalents					
Cash and Cash Equivalents at Beginning of Period					
Cash & Cash Equivalents at End of Period					

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY

NON-PROPRIETARY VERSION
FOR PUBLIC DISCLOSURE

Fitzpatrick -- Projected Income Statements (2008-2012)

Dollars in Thousands

Forecast as of September 2007

Fitzpatrick MDC

	2008	2009	2010	2011	2012
Projected Capacity Factor					
Average Contract Price \$/MWh					
Average Market Price \$/MWh					
Power Sales - Contract					
Power Sales - Market					
Total Revenue					
Operation & Maintenance					
O&M					
Outage					
Insurance					
Other					
Fuel					
DDE Charges					
Amortization					
Plant Depreciation					
Other					
Interest Income					
Interest Expense					
Decommissioning					
Administrative & Other					
Total Operating Expenses					
Operating Profit					
Income Taxes					
Net Income-					
Note: Assumes 01/01/08 Close					

	2008	2009	2010	2011	2012
Total Operating Expenses					
Add:					
Ongoing Capital Expenditures					
Less:					
Plant Depreciation					
Variable Outside Goods & Services					
(25% of 25% of O&M)					
Fuel					
Outage					
Annual Fixed Operating Expenses					
6 Months' Operating Expenses					

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY

NON-PROPRIETARY VERSION
FOR PUBLIC DISCLOSURE

Pilgrim -- Projected Income Statements (2008-2012)

Dollars in Thousands

Forecast as of September 2007

Pilgrim MDC

	2008	2009	2010	2011	2012
Projected Capacity Factor					
Average Contract Price \$/MWh					
Average Market Price \$/MWh					
Power Sales - Contract					
Power Sales - Market					
Total Revenue					
Operation & Maintenance					
O&M					
Outage					
Insurance					
Other					
Fuel					
DOE Charges					
Amortization					
Plant Depreciation					
Other					
Interest Income					
Interest Expense					
Decommissioning					
Administrative & Other					
Total Operating Expenses					
Operating Profit					
Income Taxes					
Net Income					
Note: Assumes 01/01/08 Close					
	2008	2009	2010	2011	2012
Total Operating Expenses					
Add:					
Ongoing Capital Expenditures					
Less:					
Plant Depreciation					
Variable Outside Goods & Services					
(25% of 25% of O&M)					
Fuel					
Outage					
Annual Fixed Operating Expenses					
6 Months' Operating Expenses					

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY

NON-PROPRIETARY VERSION
FOR PUBLIC DISCLOSURE

Palladas -- Projected Income Statements (2008-2012)

Dollars in Thousands

Forecast as of September 2007

Palladas MDC

	2008	2009	2010	2011	2012
Projected Capacity Factor					
Average Contract Price \$/MWh					
Average Market Price \$/MWh					
Power Sales - Contract					
Power Sales - Market					
Total Revenue					
Operation & Maintenance					
O&M					
Outage					
Insurance					
Other					
Big Rock ISFI					
Fuel					
DOE Charges					
Amortization					
Plant Depreciation					
Other					
Interest Income					
Interest Expense					
Decommissioning					
Administrative & Other					
Total Operating Expenses					
Operating Profit					
Income Taxes					
Net Income					
Note: Assumes 01/01/08 Close					

Total Operating Expenses

Add:

Ongoing Capital Expenditures

Less:

Plant Depreciation

Variable Outside Goods & Services
(25% of 25% of O&M)

Fuel
Outage

Annual Fixed Operating Expenses

6 Months' Operating Expenses

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY

NON-PROPRIETARY VERSION
FOR PUBLIC DISCLOSURE

NewCo. -- Projected Income Statements (2008-2012)

Sensitivity (10% Reduction in Average Contract/Market Prices)

Dollars in Thousands

Forecast as of September 2007

	2008	2009	2010	2011	2012
Entergy Nuclear MDC					
Projected Capacity Factor					
Average Contract Price \$/MWh					
Average Market Price \$/MWh					
Power Sales - Contract					
Power Sales - Market					
Total Revenue					
Operation & Maintenance					
O&M					
Outage					
Insurance					
Other					
Fuel					
DOE Charges					
Amortization					
Plant Depreciation					
Other					
Interest Income					
Interest Expense					
Decommissioning					
Administrative & Other					
Total Operating Expenses					
Operating Profit					
Income Taxes					
Net Income					
Note: Assumes 01/01/08 Close					

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY

NON-PROPRIETARY VERSION
FOR PUBLIC DISCLOSURE

Indian Point 2 -- Projected Income Statements (2008-2012)

Sensitivity (10% Reduction in Average Contract/Market Prices)

Dollars in Thousands

Forecast as of September 2007

	2008	2009	2010	2011	2012
--	------	------	------	------	------

Indian Point 2 MDC

Projected Capacity Factor

Average Contract Price \$/MWh

Average Market Price \$/MWh

Power Sales - Contract

Power Sales - Market

Total Revenue

Operation & Maintenance

O&M

Outage

Insurance

Other

IP-1

Fuel

DOE Charges

Amortization

Plant Depreciation

Other

Interest Income

Interest Expense

Decommissioning

Administrative & Other

Total Operating Expenses

Operating Profit

Income Taxes

Net Income

Note: Assumes 01/01/08 Close

2008	2009	2010	2011	2012
------	------	------	------	------

Total Operating Expenses

Add:

Ongoing Capital Expenditures

Less:

Plant Depreciation

Variable Outside Goods & Services

(25% of 25% of O&M)

Fuel

Outage

Annual Fixed Operating Expenses

6 Months' Operating Expenses

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY

NON-PROPRIETARY VERSION
FOR PUBLIC DISCLOSURE

Indian Point 3 -- Projected Income Statements (2008-2012)
Sensitivity (10% Reduction in Average Contract/Market Prices)

Dollars in Thousands

Forecast as of September 2007

	2008	2009	2010	2011	2012
--	------	------	------	------	------

TP3 MDC

Projected Capacity Factor

Average Contract Price \$/MWh

Average Market Price \$/MWh

Power Sales - Contract

Power Sales - Market

Total Revenue

Operation & Maintenance

O&M

Outage

Insurance

Other

Fuel

DOE Charges

Amortization

Plant Depreciation

Other

Interest Income

Interest Expense

Decommissioning

Administrative & Other

Total Operating Expenses

Operating Profit

Income Taxes

Net Income

Note: Assumes 01/01/08 Close

2008	2009	2010	2011	2012
------	------	------	------	------

Total Operating Expenses

Add:

Ongoing Capital Expenditures

Less:

Plant Depreciation

Variable Outside Goods & Services

(25% of 25% of O&M)

Fuel

Outage

Annual Fixed Operating Expenses

6 Months' Operating Expenses

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY

NON-PROPRIETARY VERSION
FOR PUBLIC DISCLOSURE

Vermont Yankee -- Projected Income Statements (2008-2012)

Sensitivity (10% Reduction in Average Contract/Market Prices)

Dollars in Thousands

Forecast as of September 2007

Vermont Yankee MDC

	2008	2009	2010	2011	2012
Projected Capacity Factor					
Average Contract Price \$/MWh					
Average Market Price \$/MWh					
Power Sales - Contract					
Power Sales - Market					
Total Revenue					
Operation & Maintenance					
O&M					
Outage					
Insurance					
Other					
Fuel					
DOE Charges					
Amortization					
Plant Depreciation					
Other					
Interest Income					
Interest Expense					
Decommissioning					
Administrative & Other					
Total Operating Expenses					
Operating Profit					
Income Taxes					
Net Income					
Note: Assumes 01/01/08 Close					
	2008	2009	2010	2011	2012
Total Operating Expenses					
Add:					
Ongoing Capital Expenditures					
Less:					
Plant Depreciation					
Variable Outside Goods & Services					
(25% of 25% of O&M)					
Fuel					
Outage					
Annual Fixed Operating Expenses					
6 Months' Operating Expenses					

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY

NON-PROPRIETARY VERSION
FOR PUBLIC DISCLOSURE

Fitzpatrick -- Projected Income Statements (2008-2012)

Sensitivity (10% Reduction in Average Contract/Market Prices)

Dollars in Thousands

Forecast as of September 2007

Fitzpatrick MDC

	2008	2009	2010	2011	2012
Projected Capacity Factor					
Average Contract Price \$/MWh					
Average Market Price \$/MWh					
Power Sales - Contract					
Power Sales - Market					
Total Revenue					
Operation & Maintenance					
O&M					
Outage					
Insurance					
Other					
Fuel					
DOE Charges					
Amortization					
Plant Depreciation					
Other					
Interest Income					
Interest Expense					
Decommissioning					
Administrative & Other					
Total Operating Expenses					
Operating Profit					
Income Taxes					
Net Income					
Note: Assumes 01/01/08 Close					

	2008	2009	2010	2011	2012
Total Operating Expenses					
Add:					
Ongoing Capital Expenditures					
Less:					
Plant Depreciation					
Variable Outside Goods & Services					
(25% of 25% of O&M)					
Fuel					
Outage					
Annual Fixed Operating Expenses					
6 Months' Operating Expenses					

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY

NON-PROPRIETARY VERSION
FOR PUBLIC DISCLOSURE

Pilgrim -- Projected Income Statements (2008-2012)

Sensitivity (10% Reduction in Average Contract/Market Prices)

Dollars In Thousands

Forecast as of September 2007

	2008	2009	2010	2011	2012
--	------	------	------	------	------

Pilgrim MDC

Projected Capacity Factor

Average Contract Price \$/MWh

Average Market Price \$/MWh

Power Sales - Contract

Power Sales - Market

Total Revenue

Operation & Maintenance

O&M

Outage

Insurance

Other

Fuel

DOE Charges

Amortization

Plant Depreciation

Other

Interest Income

Interest Expense

Decommissioning

Administrative & Other

Total Operating Expenses

Operating Profit

Income Taxes

Net Income

Note: Assumes 01/01/08 Close

	2008	2009	2010	2011	2012
--	------	------	------	------	------

Total Operating Expenses

Add:

Ongoing Capital Expenditures

Less:

Plant Depreciation

Variable Outside Goods & Services

(25% of 25% of O&M)

Fuel

Outage

Annual Fixed Operating Expenses

6 Months' Operating Expenses

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY

NON-PROPRIETARY VERSION
FOR PUBLIC DISCLOSURE

Palisades -- Projected Income Statements (2008-2012)

Sensitivity (10% Reduction in Average Contract/Market Prices)

Dollars in Thousands

Forecast as of September 2007

Palisades MDC

	2008	2009	2010	2011	2012
Projected Capacity Factor					
Average Contract Price \$/MWh					
Average Market Price \$/MWh					
Power Sales - Contract					
Power Sales - Market					
Total Revenue					
Operation & Maintenance					
O&M					
Outage					
Insurance					
Other					
Big Rock ISFI					
Fuel					
DOE Charges					
Amortization					
Plant Depreciation					
Other					
Interest Income					
Interest Expense					
Decommissioning					
Administrative & Other					
Total Operating Expenses					
Operating Profit					
Income Taxes					
Net Income					
Note: Assumes 01/01/08 Close					

	2008	2009	2010	2011	2012
Total Operating Expenses					
Add:					
Ongoing Capital Expenditures					
Less:					
Plant Depreciation					
Variable Outside Goods & Services					
(25% of 25% of O&M)					
Fuel					
Outage					
Annual Fixed Operating Expenses					
6 Months' Operating Expenses					

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY

NON-PROPRIETARY VERSION
FOR PUBLIC DISCLOSURE

NewCo. -- Projected Income Statements (2008-2012)

Sensitivity (10% Reduction in Production)

Dollars in Thousands

Forecast as of September 2007

Entergy Nuclear MDC

	2008	2009	2010	2011	2012
Projected Capacity Factor					
Average Contract Price \$/MWh					
Average Market Price \$/MWh					
Power Sales - Contract					
Power Sales - Market					
Total Revenue					
Operation & Maintenance					
O&M					
Outage					
Insurance					
Other					
Fuel					
DOE Charges					
Amortization					
Plant Depreciation					
Other					
Interest Income					
Interest Expense					
Decommissioning					
Administrative & Other					
Total Operating Expenses					
Operating Profit					
Income Taxes					
Net Income					
Note: Assumes 01/01/08 Close					

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY

NON-PROPRIETARY VERSION
FOR PUBLIC DISCLOSURE

Indian Point 2 -- Projected Income Statements (2008-2012)

Sensitivity (10% Reduction in Production)

Dollars in Thousands

Forecast as of September 2007

Indian Point 2 MDX

	2008	2009	2010	2011	2012
Projected Capacity Factor					
Average Contract Price \$/MWh					
Average Market Price \$/MWh					
Power Sales - Contract					
Power Sales - Market					
Total Revenue					
Operation & Maintenance					
O&M					
Outage					
Insurance					
Other					
IP-1					
Fuel					
DOE Charges					
Amortization					
Plant Depreciation					
Other					
Interest Income					
Interest Expense					
Decommissioning					
Administrative & Other					
Total Operating Expenses					
Operating Profit					
Income Taxes					
Net Income					
Note: Assumes 01/01/08 Close					
	2008	2009	2010	2011	2012
Total Operating Expenses					
Add:					
Ongoing Capital Expenditures					
Less:					
Plant Depreciation					
Variable Outside Goods & Services					
(25% of 25% of O&M)					
Fuel					
Outage					
Annual Fixed Operating Expenses					
6 Months' Operating Expenses					

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY

NON-PROPRIETARY VERSION
FOR PUBLIC DISCLOSURE

Indian Point 3 -- Projected Income Statements (2008-2012)

Sensitivity (10% Reduction in Production)

Dollars in Thousands

Forecast as of September 2007

	2008	2009	2010	2011	2012
IP3 MDC					
Projected Capacity Factor					
Average Contract Price \$/MWh					
Average Market Price \$/MWh					
Power Sales - Contract					
Power Sales - Market					
Total Revenue					
Operation & Maintenance					
O&M					
Outage					
Insurance					
Other					
Fuel					
DOE Charges					
Amortization					
Plant Depreciation					
Other					
Interest Income					
Interest Expense					
Decommissioning					
Administrative & Other					
Total Operating Expenses					
Operating Profit					
Income Taxes					
Net Income					
Note: Assumes 01/01/08 Close					

	2008	2009	2010	2011	2012
Total Operating Expenses					
Add:					
Ongoing Capital Expenditures					
Less:					
Plant Depreciation					
Variable Outside Goods & Services					
(25% of 25% of O&M)					
Fuel					
Outage					
Annual Fixed Operating Expenses					
6 Months' Operating Expenses					

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY

NON-PROPRIETARY VERSION
FOR PUBLIC DISCLOSURE

Vermont Yankee -- Projected Income Statements (2008-2012)

Sensitivity (10% Reduction in Production)

Dollars in Thousands

Forecast as of September 2007

	2008	2009	2010	2011	2012
Vermont Yankee MDX					
Projected Capacity Factor					
Average Contract Price \$/MWh					
Average Market Price \$/MWh					
Power Sales - Contract					
Power Sales - Market					
Total Revenue					
Operation & Maintenance					
O&M					
Outage					
Insurance					
Other					
Fuel					
DOE Charges					
Amortization					
Plant Depreciation					
Other					
Interest Income					
Interest Expense					
Decommissioning					
Administrative & Other					
Total Operating Expenses					
Operating Profit					
Income Taxes					
Net Income					
Note: Assumes 01/01/08 Close					

	2008	2009	2010	2011	2012
Total Operating Expenses					
Add:					
Ongoing Capital Expenditures					
Less:					
Plant Depreciation					
Variable Outside Goods & Services					
(25% of 25% of O&M)					
Fuel					
Outage					
Annual Fixed Operating Expenses					
6 Months' Operating Expenses					

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY

NON-PROPRIETARY VERSION
FOR PUBLIC DISCLOSURE

Fitzpatrick -- Projected Income Statements (2008-2012)

Sensitivity (10% Reduction in Production)

Dollars in Thousands

Forecast as of September 2007

	2008	2009	2010	2011	2012
--	------	------	------	------	------

Fitzpatrick MDC

Projected Capacity Factor

Average Contract Price \$/MWh

Average Market Price \$/MWh

Power Sales - Contract

Power Sales - Market

Total Revenue

Operation & Maintenance

O&M

Outage

Insurance

Other

Fuel

DOE Charges

Amortization

Plant Depreciation

Other

Interest Income

Interest Expense

Decommissioning

Administrative & Other

Total Operating Expenses

Operating Profit

Income Taxes

Net Income

Note: Assumes 01/01/08 Close

2008	2009	2010	2011	2012
------	------	------	------	------

Total Operating Expenses

Add:

Ongoing Capital Expenditures

Less:

Plant Depreciation

Variable Outside Goods & Services

(25% of 25% of O&M)

Fuel

Outage

Annual Fixed Operating Expenses

6 Months' Operating Expenses

NON-PROPRIETARY VERSION
FOR PUBLIC DISCLOSURE

Pilgrim -- Projected Income Statements (2008-2012)

Sensitivity (10% Reduction in Production)

Dollars in Thousands

Forecast as of September 2007

Pilgrim MDC

	2008	2009	2010	2011	2012
Projected Capacity Factor					
Average Contract Price \$/MWh					
Average Market Price \$/MWh					
Power Sales - Contract					
Power Sales - Market					
Total Revenue					
Operation & Maintenance					
O&M					
Outage					
Insurance					
Other					
Fuel					
DOE Charges					
Amortization					
Plant Depreciation					
Other					
Interest Income					
Interest Expense					
Decommissioning					
Administrative & Other					
Total Operating Expenses					
Operating Profit					
Income Taxes					
Net Income					
Note: Assumes 01/01/08 Close					

	2008	2009	2010	2011	2012
Total Operating Expenses					
Add:					
Ongoing Capital Expenditures					
Less:					
Plant Depreciation					
Variable Outside Goods & Services					
(25% of 25% of O&M)					
Fuel					
Outage					
Annual Fixed Operating Expenses					
6 Months' Operating Expenses					

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY

NON-PROPRIETARY VERSION
FOR PUBLIC DISCLOSURE

Palisades -- Projected Income Statements (2008-2012)

Sensitivity (10% Reduction in Production)

Dollars in Thousands

Forecast as of September 2007

Palisades MDC

	2008	2009	2010	2011	2012
Projected Capacity Factor					
Average Contract Price \$/MWh					
Average Market Price \$/MWh					
Power Sales - Contract					
Power Sales - Market					
Total Revenue					
Operation & Maintenance					
O&M					
Outage					
Insurance					
Other					
Big Rock ISFI					
Fuel					
DOE Charges					
Amortization					
Plant Depreciation					
Other					
Interest Income					
Interest Expense					
Decommissioning					
Administrative & Other					
Total Operating Expenses					
Operating Profit					
Income Taxes					
Net Income					
Note: Assumes 01/01/08 Close					

	2008	2009	2010	2011	2012
Total Operating Expenses					
Add:					
Ongoing Capital Expenditures					
Less:					
Plant Depreciation					
Variable Outside Goods & Services					
(25% of 25% of O&M)					
Fuel					
Outage					
Annual Fixed Operating Expenses					
6 Months' Operating Expenses					

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY



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10 CFR 50.80

ENOC-08-00003

January 24, 2008

U.S. Nuclear Regulatory Commission
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Subject: Entergy Nuclear Operations, Inc.
Pilgrim Nuclear Power Station
Docket No. 50-293
Indian Point Nuclear Generating Unit No. 1
Docket No. 50-003
Indian Point Nuclear Generating Unit No. 2
Docket No. 50-247
Indian Point Nuclear Generating Unit No. 3
Docket No. 50-286
James A. FitzPatrick Nuclear Power Plant
Docket Nos. 50-333 & 72-12
Vermont Yankee Nuclear Power Station
Docket Nos. 50-271
Palisades Nuclear Plant
Docket No. 50-255 & 72-7
Big Rock Point
Docket Nos. 50-155 & 72-43

Supplemental Information #3 in Support of Application for Order Approving
Indirect Transfer of Control of Licenses

By letter dated July 30, 2007, and as supplemented on October 31, 2007 and December 5, 2007, Entergy Nuclear Operations, Inc. (ENO), acting on behalf of itself and Entergy Nuclear Generation Company, Entergy Nuclear FitzPatrick, LLC, Entergy Nuclear Vermont Yankee, LLC, Entergy Nuclear Indian Point 2, LLC, Entergy Nuclear Indian Point 3, LLC, and Entergy Nuclear Palisades, LLC, (together, Applicants), requested that the Nuclear Regulatory

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Completed per
Doug Pickett - Public Available
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Commission (NRC) consent to the indirect transfer of control of the above-captioned licenses pursuant to Section 184 of the Atomic Energy Act, as amended (the Act), and 10 CFR 50.80.

The indirect transfer of control results from certain planned restructuring transactions that would involve the creation of new intermediary holding companies and/or changes in the intermediary holding companies for the ownership structure for the corporate entities that hold the NRC licenses for Pilgrim, Indian Point 1, 2, and 3, FitzPatrick, Vermont Yankee, Palisades and Big Rock Point (together, the Facilities), including both the six corporate entities (named among the Applicants above) licensed for their ownership of the Facilities and ENO, which is the entity licensed to operate or maintain the Facilities. Simplified organization charts reflecting the current and planned post-reorganization ownership structure were provided in the December 5, 2007 submittal as Figures 1 and 3.

As discussed in the December 5, 2007 submittal, ENO had identified that, depending upon the ability to obtain favorable tax rulings, it might be possible to eliminate certain of the planned intermediary holding companies. Based upon initial discussions with the Internal Revenue Service (IRS), ENO proposes to eliminate Entergy Nuclear New York Investment Company 1 as an intermediate holding company owning Entergy FitzPatrick, LLC and Entergy Indian Point, LLC. The revised post-reorganization structure is reflected in the attached Figure 4. (Figure 1 is also provided for ease of reference.)

ENO's revised plans with respect to the change in one of the planned intermediary holding companies do not have any material effect upon the information, including financial information, previously provided in support of the requested approval. Moreover, these changes are not inconsistent with the description of the proposed transaction provided in NRC's notices regarding the pending application. 73 FR 2948, 2950, 2951, 2953, 2955, & 2956 (January 16, 2008).

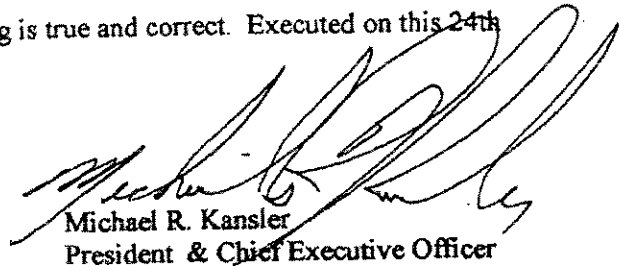
Finally, ENO's response to NRC's recent Request for Additional Information #3 is provided as Attachment 1.

If NRC requires additional information concerning this license transfer request, please contact John McCann, Director, Nuclear Safety and Licensing, at (914) 272-3370 or jmccan1@entergy.com. Service on ENO of comments, hearing requests or intervention petitions, or other pleadings, if applicable, should be made to counsel for ENO, 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).

ENOC-08-00003

Page 3 of 3

I declare under penalty of perjury that the foregoing is true and correct. Executed on this 24th day of January, 2008.



Michael R. Kansler
President & Chief Executive Officer

Enclosures: Figures 1 & 4
Attachment 1

ENOC-08-00003

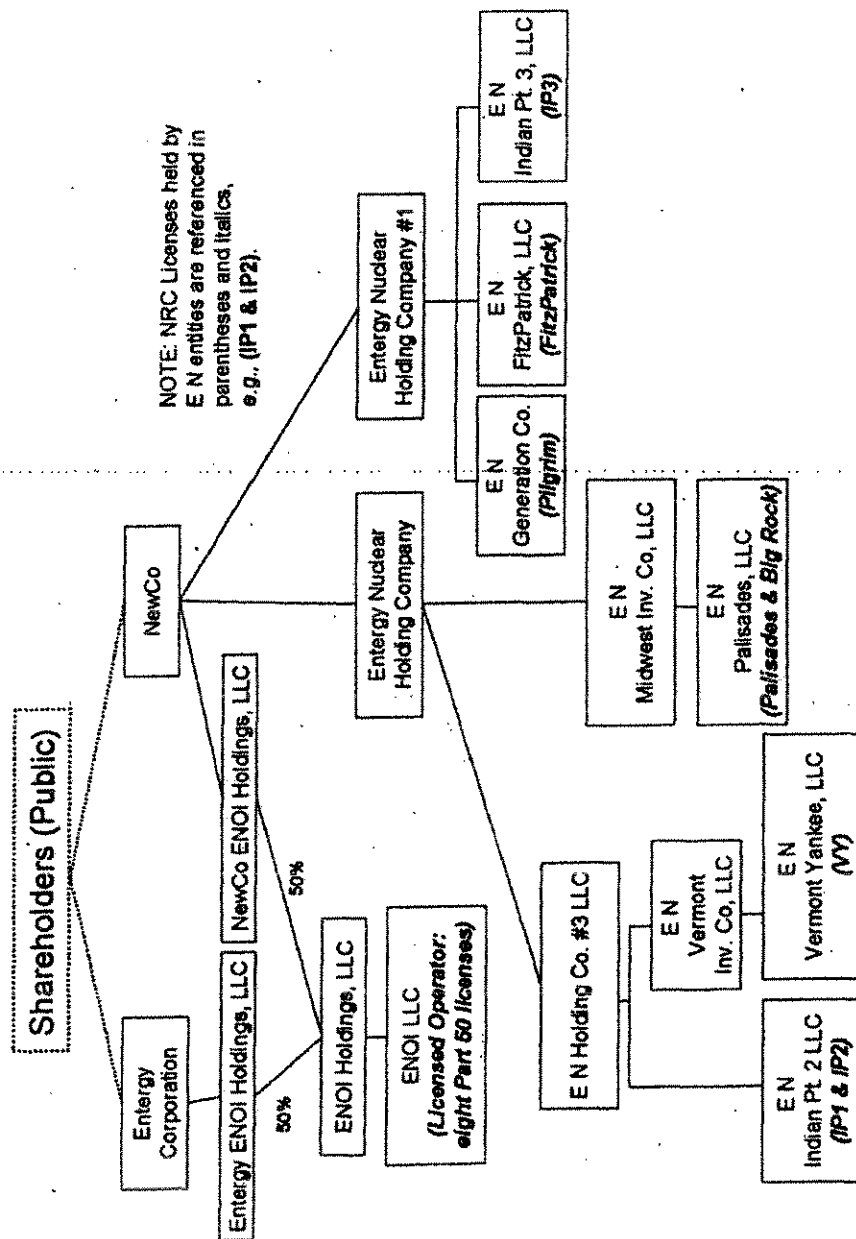
C:

Regional Administrator, Region I U.S. Nuclear Regulatory Commission 475 Allendale Road King of Prussia, PA 19406-1415	Mr. David O'Brien, Commissioner VT Department of Public Service 112 State Street - Drawer 20 Montpelier, VT 05620-2601
Regional Administrator, Region III U.S. Nuclear Regulatory Commission 2443 Warrenville Road, Suite 210 Lisle, IL 60532-4352	Mr. Paul D. Tonko, President New York State Energy, Research, and Development Authority 17 Columbia Circle Albany, NY 12203-6399
U.S. Nuclear Regulatory Commission Attention: Document Control Desk One White Flint North 11555 Rockville Pike Rockville, MD 20852	Mr. Paul Eddy New York State Department of Public Service 3 Empire State Plaza Albany, NY 12223
Steven R. Hom U.S. Nuclear Regulatory Commission One White Flint North 11555 Rockville Pike Rockville, MD 20852 Mail Stop OWFN/12-D3	Mr. Charles Donaldson, Esq. Assistant Attorney General New York Department of Law 120 Broadway New York, NY 10271
Mr. James S. Kim, Project Manager Division of Licensing Project Management Office of Nuclear Reactor Regulation Mail Stop O-8-C2 Washington, DC 20555	Mayor, Village of Buchanan 236 Tate Avenue Buchanan, NY 10511
Mr. John Boska, Project Manager Plant Licensing Branch I-I Division of Operating Reactor Licensing Office of Nuclear Reactor Regulation U.S. Nuclear Regulatory Commission Mail Stop O-8-C2 Washington, DC 20555	Michigan Department of Attorney General Special Litigation Division 525 West Ottawa Street Sixth Floor, G. Mennen Williams Building Lansing, MI 48913
Mahesh L. Chawla, Project Manager Project Directorate III Division of Licensing Project Management Office of Nuclear Reactor Regulation Mail Stop 8H 4A Washington, DC 20555	Mr. Raymond L. Albanese Four County Coordinator 200 Bradhurst Avenue Unit 4 Westchester County Hawthorne, NY 10532

ENOC-08-00003

USNRC Resident Inspector Entergy Nuclear Vermont Yankee P.O. Box 157 Vernon, VT 05354	Mr. Robert Walker, Director Massachusetts Department of Public Health Schrafft Center Suite 1 M2A Radiation Control Program 529 Main Street Charlestown, MA 02129
Resident Inspector's Office U.S. Nuclear Regulatory Commission James A. FitzPatrick Nuclear Power Plant P.O. Box 136 Lycoming, NY 13093	Ms. Cristine McCombs, Director Mass. Emergency Management Agency 400 Worcester Road Framingham, MA 01702
U.S. Nuclear Regulatory Commission Resident Inspector's Office Palisades Plant 27782 Blue Star Memorial Highway Covert, MI 49043	Supervisor Covert Township P.O. Box 35 Covert, MI 49043
Senior Resident Inspector's Office Indian Point 2 U.S. Nuclear Regulatory Commission P.O. Box 59 Buchanan, NY 10511	Office of the Governor P.O. Box 30013 Lansing, MI 48909
Senior Resident Inspector Pilgrim Nuclear Power Station 600 Rocky Hill Road Mail Stop 66 Plymouth, MA 02360	
Mr. Ted Smith, Project Manager Division of Waste Management and Environmental Protection Office of Federal and State Materials and Environmental Management Programs U.S. Nuclear Regulatory Commission Mail Stop T-7-E18 Washington, DC 20555	Michigan Department of Environmental Quality Waste and Hazardous Materials Division Hazardous Waste and Radiological Protection Section Nuclear Facilities Unit Constitution Hall, Lower-Level North 525 West Allegan Street, P.O. Box 30241 Lansing, MI 48909-7741

Figure 4: SIMPLIFIED ORGANIZATION CHART – POST REORGANIZATION



NRC Request for Additional Information #3:

In the December 5th, 2007 application, as well as in the original July 0th, 2007 application, Attachment 5 is a copy of the [Form of] Support Agreement. Please explain the meaning of item #2 "No Guarantee." Does this mean that the only way that a third party seeking payment from a licensee, can receive payment funded by the support agreement only through the licensee?

Answer:

The "Form of" Support Agreement language is substantially the same as or similar to support agreements that have been provided and approved by the NRC in other license transfer proceedings. See, e.g., Letter from J.A. Stall of FPL Energy Point Beach, LLC to Director, Office of Nuclear Reactor Regulation, ML072830045 (October 5, 2007). The language provided in the "No Guarantee" paragraph makes clear that this is not a Guarantee upon which a third party creditor, such as a lender or vendor, might rely and seek payment. If this language were not included, such a third party might make a legal claim that it relied upon the Support Agreement in extending credit or performing services, and the third party could attempt to divert funds that would otherwise remain available only to the owner licensees. By including this language, the terms of the agreement protect against this risk. Only the owner licensees themselves may call upon the financial support provided when they need to do so in order to maintain the plant safely and protect the public health and safety, and NRC is the only third party that can rely upon the Support Agreement.



Entergy Operations, Inc.
Entergy Nuclear Operations, Inc.
1340 Echelon Parkway
Jackson, MS 39213-1995
601-368-5692

Michael R. Kansler
President, Chief Executive Officer
& Chief Nuclear Officer

10 CFR 50.80

ENOC-08-00012

March 17, 2008

U.S. Nuclear Regulatory Commission
Attn: Document Control Desk
One White Flint North
11555 Rockville Pike
Rockville, MD 20852-2738
(301) 415-7000

Subject: Entergy Nuclear Operations, Inc.
Pilgrim Nuclear Power Station
Docket No. 50-293
Indian Point Nuclear Generating Unit Nos. 1, 2 & 3
Docket Nos. 50-003, 50-247, 50-286 & 72-51
James A. FitzPatrick Nuclear Power Plant
Docket Nos. 50-333 & 72-12
Vermont Yankee Nuclear Power Station
Docket Nos. 50-271 & 72-59
Palisades Nuclear Plant
Docket No. 50-255 & 72-7
Big Rock Point
Docket Nos. 50-155 & 72-43

Supplemental Information #4 in Support of Application for Order Approving
Indirect Transfer of Control of Licenses

By letter dated July 30, 2007, and as supplemented on October 31, 2007, December 5, 2007, and January 24, 2008, Entergy Nuclear Operations, Inc., also to be known as ENOI, LLC (either company herein, ENO), acting on behalf of itself and Entergy Nuclear Generation Company, Entergy Nuclear FitzPatrick, LLC, Entergy Nuclear Vermont Yankee, LLC, Entergy Nuclear Indian Point 2, LLC, Entergy Nuclear Indian Point 3, LLC, and Entergy Nuclear Palisades, LLC, (together, Applicants), requested that the Nuclear Regulatory Commission (NRC) consent to the indirect transfer of control of the above-captioned licenses pursuant to Section 184 of the Atomic Energy Act, as amended (the Act), and 10 CFR 50.80.

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NRR

The indirect transfer of control results from certain planned restructuring transactions that would involve the creation of a new holding company, new intermediary holding companies and/or changes in the intermediary holding companies for the ownership structure for the corporate entities that hold the NRC licenses for Pilgrim, Indian Point 1, 2, and 3, FitzPatrick, Vermont Yankee, Palisades and Big Rock Point (together, the Facilities), including both the six corporate entities (named among the Applicants above) licensed for their ownership of the Facilities and ENO, which is the entity licensed to operate or maintain the Facilities.

This letter provides additional information regarding the proposed transfer including updated corporate information, information regarding the Independent Spent Fuel Storage Installations (ISFSIs) captioned above, and the dispute resolution mechanisms in the Joint Venture arrangements that will govern the owner of ENO, the licensed operator of the Facilities.

Updated Corporate Information. Simplified organization charts reflecting the updated current and planned post-reorganization ownership structure are included as Figures 1 and 4. Figure 1 has been revised to reflect the elimination of Entergy Nuclear Investment Company, LLC in the ownership of Entergy Indian Point 2, LLC. This former direct parent company was merged into Entergy Nuclear Holding Company #3, LLC, which as the surviving entity, remains in indirect control of the affected NRC licenses. Because the existing entities in the corporate chain remain in indirect control of Entergy Indian Point 2, LLC, this merger did not require NRC's prior written consent pursuant to 10 CFR 50.80. In addition, Figure 4 has been revised to reflect the corrected planned name for "ETR ENOI Holdings, Inc." Entergy has determined that this entity will be a Delaware corporation, rather than a Delaware limited liability company. Updated General Corporate Information regarding this entity is provided as Attachment 1. In addition, a revised table is provided as Attachment 1 with general corporate information regarding ENOI Holdings, LLC to reflect potential changes in plans with respect to the proposed Managers of this parent company of ENO.

ISFSIs. ENO's prior submittals did not list the docket numbers assigned for the Indian Point ISFSI, which began operation in January 2008, and the Vermont Yankee ISFSI, which is expected to begin operation in 2008. However, these facilities, as well as the ISFSIs for Big Rock, FitzPatrick and Palisades, will continue to be owned by the affected NRC licensees, and therefore, the proposed indirect transfer of control of each of the licenses for the Facilities, also includes the ISFSIs in the same way that the proposed transfer affects any other assets related to each 10 CFR Part 50 license. The ISFSIs are licensed pursuant to general licenses under 10 CFR Part 72. All projected costs associated with the affected ISFSIs have been included in the financial projections submitted on December 5, 2008. The projections for each licensed entity include the respective costs or share of costs for the associated ISFSI or ISFSIs. In this regard, Entergy Nuclear Indian Point 2, LLC is the licensee for Indian Point 1 and Indian Point 2, and Entergy Nuclear Palisades is the licensee for Palisades and Big Rock Point. As such, the financial projections for each of these corporate entities include the costs associated with each entity's licenses.

Dispute Resolution. As indicated in ENO's December 5, 2007 submittal, ENO will be wholly owned and member managed by ENOI Holdings, LLC, which in turn will be owned 50:50 by wholly owned subsidiaries of Entergy Corporation and NewCo (each subsidiary a "Member").

Since the two Members will have equal rights with respect to the governance of ENOI Holdings, LLC, there is a possibility of a "deadlock" with respect to some decision-making that could affect ENO. Obviously, many decisions will be delegated to management, and many ENO actions will continue to be dictated by the terms of the operating agreements with the owners of the Facilities, as they are currently. However, there are certain high level matters that would be decided by ENOI Holdings, LLC, and certain of these matters, such as securities issuances or variation of securities rights, major tax matters, mergers, acquisitions, etc., are reserved to the Members for decision. These decisions require unanimity, and the failure to agree on such matters means the "*status quo pro ante*" will prevail. For example, if the Members cannot agree on whether to approve a merger of ENO Holdings, LLC with another company, no merger will occur.

For significant matters that are not reserved to the Members, the failure to agree can trigger dispute resolution provisions. Significant matters that would be subject to dispute resolution would include matters such as approval of the business plan or annual budget, variation or termination of material contracts, significant expenditures, incurring significant indebtedness, commencement of litigation, major regulatory filings, distributions, redemptions, selection of accountants and auditors, etc. To resolve disagreements regarding such matters, the LLC Agreement for ENOI Holdings, LLC will include provisions in substantially the same form and effect as the following provisions:

7.09 Deadlock Matters.

(a) Declaration. *If the Board fails to approve a Significant Board Matter at any two (2) consecutive Board meetings at which a quorum is present ("Deadlock Matter"), the Member whose Nominee Managers voted in favor of the Deadlock Matter shall describe in writing, in reasonable detail, the Deadlock Matter ("Deadlock Notice") within five (5) days after the second meeting and deliver the Deadlock Notice to the Board.*

(b) CEOs. *The Board shall deliver any Deadlock Notice received pursuant to Section 7.09(a) to the chief executive officer of the Parent of each Member, or the Member if it has no Parent, and the chief executive officers shall have thirty (30) days to meet and seek to resolve the Deadlock Matter.*

(c) Mediation. *If the Deadlock Matter is not resolved by the chief executive officers of each Member within thirty (30) days of the Deadlock Matter being referred to them by the Board, the Deadlock Matter shall be referred to mediation by the Board. Unless the Members have agreed on a mediator within five (5) days of the end of the period in which the chief executive officers were to resolve the Deadlock Matter, the mediator will be appointed in accordance with the Arbitration Rules and Mediation Procedures of the American Arbitration Association ("AAA"). The mediation will be carried out in accordance with the Arbitration Rules and Mediation Procedures of the American Arbitration Association, unless the Members agree otherwise in writing.*

(d) Arbitration. *If the Deadlock Matter is not resolved by mediation within sixty (60) days of the Deadlock Matter being referred to a mediator ("Mediation")*

Period"), the Deadlock Matter will be referred to binding arbitration in accordance with the Commercial Arbitration Rules of the AAA ("Rules"), as modified by the following procedure:

(i) *the Members shall mutually agree upon an arbitrator within fourteen (14) days of the date on which the Mediation Period expires without the Deadlock Matter being resolved and, in the absence of such agreement, such arbitrator shall be appointed by the AAA in accordance with the listing, striking and ranking procedure in the Rules;*

(ii) *the place of arbitration shall be Jackson, Mississippi, or such other location as mutually agreed by the Members in writing;*

(iii) *the arbitrator shall be empowered to resolve the Deadlock Matter by selecting either of the positions set forth by the Members, provided that the arbitrator is not empowered to amend the provisions of Articles IV [Capital] or VII [Management] of this Agreement or otherwise amend this Agreement where such amendment would, in any way whatsoever, change or be likely to change the effect of the provisions set forth in Article VII of this Agreement, any other fundamental governance provisions of this Agreement specified by the Members in writing, or require a Member to make a Capital Contribution to which it has not given its prior consent;*

(iv) *any arbitration proceedings or decision rendered hereunder and the validity, effect and interpretation of this Section 7.09(d) shall be governed by the Federal Arbitration Act, 9 U.S.C. § 1 et seq.; and*

(v) *the decision of the arbitrator shall be final and binding on the parties and shall be the sole and exclusive remedy between the parties regarding the Deadlock Matter presented to the arbitrator.*

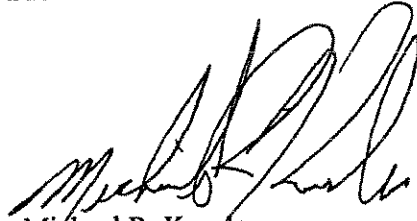
Consequently, the foregoing provisions are designed to ensure that a resolution is reached on any significant matter with respect to which the Members cannot agree.

Notwithstanding any disagreement among the Members of ENOI Holdings, LLC, the terms of the governance provisions for ENOI Holdings, LLC and/or contractual arrangements of ENO will provide that the Chief Nuclear Officer of ENO shall have the authority at all times to take any actions necessary to carry out ENO's responsibilities as the operator under the NRC Operating Licenses, including any actions and/or expenditure of funds necessary to protect the public health and safety, to maintain safe operating or shutdown conditions at each plant, and to comply with NRC orders and requirements.

If NRC requires additional information concerning this license transfer request, please contact John McCann, Director, Nuclear Safety and Licensing, at (914) 272-3370 or jmccan1@entergy.com. Service on ENO of comments, hearing requests or intervention petitions, or other pleadings, if applicable, should be made to counsel for ENO, 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).

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Page 5 of 5

I declare under penalty of perjury that the foregoing is true and correct. Executed on this 17th day of March, 2008.

A handwritten signature in black ink, appearing to read "Michael R. Kangler", is written over the printed name.

Michael R. Kangler
President & Chief Executive Officer

Enclosures: Regulatory Commitments
Figures 1 & 4
Attachment 1

ENOC-08-00012

Regulatory Commitments

This table identifies actions discussed in this letter for which Entergy commits to perform. Any other actions discussed in this submittal are described for the NRC's information and are not commitments.

COMMITMENT	TYPE (Check one)		SCHEDULED COMPLETION DATE (If Required)
	ONE-TIME ACTION	CONTINUING COMPLIANCE	
1. NewCo will execute a Joint Venture Agreement for ENOI Holdings, LLC that will include a "Deadlock Matters" provision substantially in the form set forth in this letter above.	x		No later than the date on which the indirect license transfers are implemented.

ENOC-08-00012

c:

Regional Administrator, Region I U.S. Nuclear Regulatory Commission 475 Allendale Road King of Prussia, PA 19406-1415	Mr. David O'Brien, Commissioner VT Department of Public Service 112 State Street - Drawer 20 Montpelier, VT 15620-2601
Regional Administrator, Region III U.S. Nuclear Regulatory Commission 2443 Warrenville Road, Suite 210 Lisle, IL 60532-4352	Mr. Paul D. Tonko, President New York State Energy, Research, and Development Authority 17 Columbia Circle Albany, NY 12203-6399
U.S. Nuclear Regulatory Commission Attention: Document Control Desk Mail Stop O-H3-8 One White Flint North 11555 Rockville Pike Rockville, MD 20852	Mr. Paul Eddy Public Service Commission New York State Department of Public Service 3 Empire State Plaza Albany, NY 12223
Steven R. Hom U.S. Nuclear Regulatory Commission One White Flint North 11555 Rockville Pike Rockville, MD 20852 Mail Stop OWFN/12-D3	Mr. Charles Donaldson, Esq. Assistant Attorney General New York Department of Law 120 Broadway New York, NY 10271
Mr. James J. Shea, Project Manager Division of Licensing Project Management Office of Nuclear Reactor Regulation Mail Stop 08 BI Washington, DC 20555	Mayor, Village of Buchanan 236 Tate Avenue Buchanan, NY 10511
Mr. John Boska, Sr. Project Manager DORL, Plant Licensing Branch I-I U.S. Nuclear Regulatory Commission Mail Stop O-8-C2 Washington, DC 20555	Michigan Department of Attorney General Special Litigation Division 525 West Ottawa Street Sixth Floor, G. Mennen Williams Building Lansing, MI 48913
Mahesh L. Chawla, Project Manager Project Directorate III Division of Licensing Project Management Office of Nuclear Reactor Regulation Mail Stop 8H 4A Washington, DC 20555	Mr. Raymond L. Albanese Four County Coordinator 200 Bradhurst Avenue Unit 4 Westchester County Hawthorne, NY 10532

<p>USNRC Resident Inspector Entergy Nuclear Vermont Yankee P.O. Box 157 Vernon, VT 05354</p>	<p>Mr. Robert Walker, Director Massachusetts Department of Public Health Schrafft Center Suite 1 M2A Radiation Control Program 529 Main Street Charlestown, MA 02129</p>
<p>Resident Inspector's Office U.S. Nuclear Regulatory Commission James A. FitzPatrick Nuclear Power Plant P.O. Box 136 Lycoming, NY 13093</p>	<p>Ms. Cristine McCombs, Director Mass. Emergency Management Agency 400 Worcester Road Framingham, MA 01702</p>
<p>U.S. Nuclear Regulatory Commission Resident Inspector's Office Palisades Plant 27782 Blue Star Memorial Highway Covert, MI 49043</p>	<p>Supervisor Covert Township P.O. Box 35 Covert, MI 49043</p>
<p>Resident Inspector's Office Indian Point 1, 2 & 3 U.S. Nuclear Regulatory Commission P.O. Box 59 Buchanan, NY 10511</p>	<p>Office of the Governor P.O. Box 30013 Lansing, MI 48909</p>
<p>Senior Resident Inspector Pilgrim Nuclear Power Station Rocky Hill Road Plymouth, MA 02360</p>	<p>Ms. Mary Jo Kunkle Executive Secretary Michigan Public Service Commission 6545 Mercantile Way P. O. Box 30221 Lansing, MI 48909</p>
<p>Michigan Department of Environmental Quality Waste and Hazardous Materials Division Hazardous Waste and Radiological Protection Section Nuclear Facilities Unit Constitution Hall, Lower-Level North 525 West Allegan Street, P.O. Box 30241 Lansing, MI 48909-7741</p>	<p>Mr. Theodore B. Smith, Project Manager U. S. Nuclear Regulatory Commission Mail Stop T8F5 Two White Flint North 11545 Rockville Pike Rockville, MD 20852</p>

ENOC-08-00012

ATTACHMENT 1
General Corporate Information

NAME:	[ENOI Holdings, LLC] (Proposed Entity/Not Yet Created)
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	1340 Echelon Parkway Jackson, Mississippi 39213
MANAGERS:	[To Be Determined] Richard J. Smith John R. McGaha J. Wayne Leonard Leo P. Denault Mark T. Savoff
EXECUTIVE PERSONNEL	Michael R. Kansler – Chief Executive Officer and Chief Nuclear Officer John T. Herron – Chief Operating Officer

ENOC-08-00012

ATTACHMENT 1
General Corporate Information

NAME:	[ETR ENOI Holdings, Inc.]
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	1340 Echelon Parkway Jackson, Mississippi 39213
DIRECTORS:	J. Wayne Leonard Leo P. Denault Mark T. Savoff
EXECUTIVE PERSONNEL	Michael R. Kansler – Chief Executive Officer and Chief Nuclear Officer John T. Herron – Chief Operating Officer

Figure 1: SIMPLIFIED ORGANIZATION CHART – CURRENT

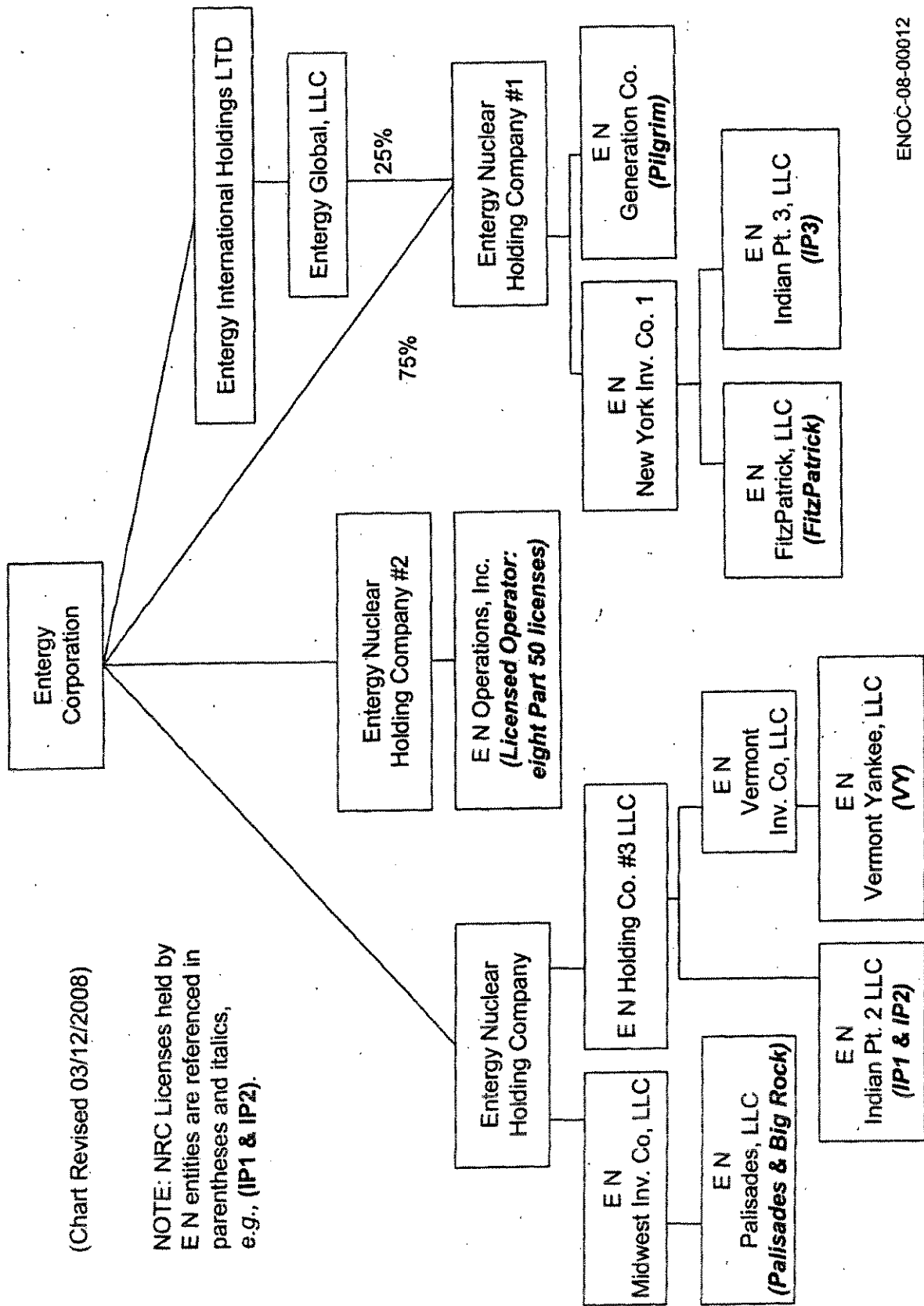


Figure 4: SIMPLIFIED ORGANIZATION CHART – POST REORGANIZATION

