

John F. Groth
Senior Vice President, Nuclear Operations

10 CFR 50.80
10 CFR 50.90

Consolidated Edison Company of New York, Inc.
Indian Point Station
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Telephone (914) 734-5713, Fax (914) 734-5718
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REDACTED VERSION

December 12, 2000

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

**Subject: Consolidated Edison Co. of New York, Inc,
Entergy Nuclear Indian Point 2, LLC, and
Entergy Nuclear Operations, Inc.
Indian Point Nuclear Generating Unit Nos. 1 and 2
Docket Numbers 50-003 and 50-247
License Numbers DPR-5 and DPR- 26
Transfer of Facility Operating Licenses
and Proposed License Amendments**

Ladies and Gentlemen:

Consolidated Edison Co. of New York, Inc ("Con Edison"), Entergy Nuclear Indian Point 2, LLC ("Entergy Nuclear IP2") and Entergy Nuclear Operations, Inc. ("ENO") hereby request the transfer of: (1) the Indian Point Station Unit 1 ("IP1") Facility Operating License DPR- 5 from Con Edison to Entergy Nuclear IP2 to possess and use, and to ENO to possess, use and maintain in accordance with its possession only license, IP1; and (2) Indian Point Nuclear Generating Unit No. 2 ("IP2") Facility Operating License DPR-26 from Con Edison to Entergy Nuclear IP2 to possess and use, and to ENO to possess, use, and operate, IP2. The request is made in accordance with 10 CFR 50.80. Proposed license amendments conforming with the transfer are also submitted in accordance with 10 CFR 50.90.

This letter contains information that is requested to be withheld from public disclosure pursuant to 10 CFR 2.790(a)(4) and 10 CFR 9.17(a)(4). The Affidavit in support of this request is included with this application. Therefore, there are redacted and non-redacted versions of Enclosures 1, 5, 7, 8 and 9 of this submittal. The shaded portions of the Enclosures signify the information being requested to be withheld from public

disclosure and the information that has been redacted. Both redacted and non-redacted versions of the Enclosures are being filed concurrently.

The transfer is requested as a result of the Asset Purchase and Sale Agreement signed by Con Edison and Entergy Nuclear IP2 on November 9, 2000, to purchase IP1 and IP2. The Asset Purchase and Sale Agreement also includes the purchase of certain other assets including the Indian Point Gas Turbine Units 1, 2, and 3, and the Toddville Training Facility.

Upon closing of the sale and approval of the operating license transfers, ownership, control and operation of IP1 and IP2, and all special nuclear material including spent and unspent fuel, will change from Con Edison to Entergy Nuclear IP2 and ENO. In the interim (i.e., before closing of the sale), Con Edison will retain full operational control of IP1 and IP2. No actions will be taken prior to closing (e.g., transfer of employees, reassignment of contracts) that would need to be rescinded. Further, closing of the sale cannot occur until all regulatory approvals are received.

The information in support of the transfers, including proposed amendments to the Facility Operating Licenses and Technical Specifications, is enclosed as follows:

- Enclosure 1 is the Application for Transfer of Facility Operating Licenses.
- Enclosure 1, Attachment A, contains proposed amendments to the Facility Operating Licenses. This includes the identification of changes (primarily changes in the name of the licensee) to all pages of the licenses that are impacted by the change in ownership. Con Edison considers the proposed amendments to be administrative changes. Included are marked-up pages of the current licenses and clean copies of the revised licenses.
- Enclosure 1, Attachment B, is proposed amendments to the Technical Specifications. These involve only a change in the name of the licensee in the Technical Specifications. Con Edison considers the proposed amendment to be an administrative change. Included are marked-up copies of the affected current Technical Specification pages as well as clean copies of the revised pages.
- Enclosure 1, Attachment C, provides the No Significant Hazards Consideration determination pursuant to 10 CFR 50.92 (c).
- Enclosure 2 provides the Entergy Corporation 10-Ks for the last 5 years.
- Enclosure 3 provides the Entergy Corporation Moody's and Standard and Poor's Bond Ratings (last 3 years).
- Enclosure 4 provides a copy of the signed Asset Purchase and Sale Agreement between Con Edison and Entergy Nuclear IP2, LLC without schedules.

- Enclosure 5 provides a copy of the proposed Operating Agreement between Entergy Nuclear IP2 and ENO.
- Enclosure 6 provides an Organizational Chart of the Entergy Non-Regulated Nuclear Organization, a copy of the legal structure of the Entergy Nuclear non-regulated businesses, and resumes of Jerry Yelverton and Michael Kansler.
- Enclosure 7 provides the Inter-Company Credit Agreements between Entergy International Ltd. LLC, Entergy Global Investments, Inc. and Entergy Nuclear IP2.
- Enclosure 8 provides financial statements for Entergy International Ltd. and Entergy Global Investments Inc.
- Enclosure 9 provides the financial statement for Entergy Nuclear IP2.

The sale and purchase of IP1 and IP2 requires approvals, notifications or actions from other regulatory agencies, including the Federal Energy Regulatory Commission and the New York State Public Service Commission. These approvals, or actions are being sought separately under each agency's regulatory requirements.

Con Edison, Entergy Nuclear IP2, and ENO request that the U.S. Nuclear Regulatory Commission ("NRC") review this application on a schedule that will permit issuance of an order consenting to the transfer as promptly as possible to support a closing date of May 11, 2001, and that the conforming license amendments be issued to become effective upon closing. The Asset Purchase and Sale Agreement specifies that a closing will not occur during a plant outage. Con Edison, Entergy Nuclear IP2, and ENO will maintain close communication with the NRC Staff to facilitate coordination among all affected agencies.

Consolidated Edison Co. of New York, Inc.
Entergy Nuclear Indian Point 2, LLC
Entergy Nuclear Operations, Inc.

Docket Nos. 50-003 and 50-247
License Nos. DPR-5 and DPR-26

Please feel free to contact Mr. John McCann, Manager, Nuclear Safety and Licensing at the Indian Point Station (914) 734-5074 or Ms. Connie Wells, Manager, Business Development, at Entergy Nuclear Operations (914) 272-3206 if you have any questions or require any additional information regarding this request.

Sincerely,




John Groth
Senior Vice President and
Chief Nuclear Officer

Enclosures

Consolidated Edison Co. of New York, Inc.
Entergy Nuclear Indian Point 2, LLC
Entergy Nuclear Operations, Inc.

Docket Nos. 50-003 and 50-247
License Nos. DPR-5 and DPR-26

For Consolidated Edison Company of New York, Inc.



John Groth


December 12, 2000
Date

State of New York
(County of Westchester)

Then personally appeared before me, John Groth, who being duly sworn, did state that he is Senior Vice President and Chief Nuclear Officer of Consolidated Edison Company of New York, Inc., and that he is duly authorized to execute and file the submittal contained herein in the name and on behalf of Consolidated Edison Company of New York, Inc., and that the statements attributable to Consolidated Edison Company of New York, Inc., are true to the best of his knowledge and belief.

My commission expires:

4/4/02
Date



Notary Public
ROBERT E. MORLINO, JR.
NOTARY PUBLIC, STATE OF NEW YORK
QUALIFIED IN ROCKLAND COUNTY
COMMISSION EXPIRES 4/4/02

AFFIDAVIT

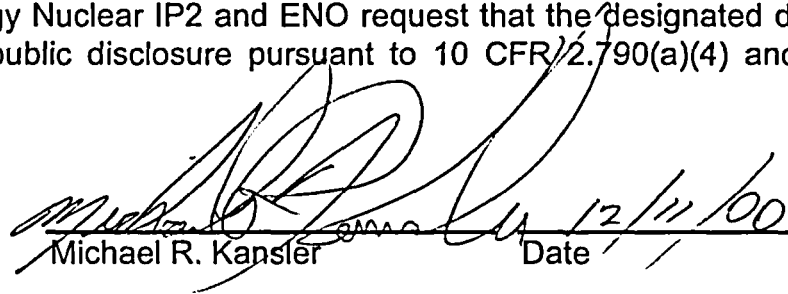
I, Michael R. Kansler, Senior Vice President and Chief Operating Officer of Entergy Nuclear Indian Point 2, LLC (Entergy Nuclear IP2), and Entergy Nuclear Operations, Inc. (ENO), do hereby affirm and state:

1. Entergy Nuclear IP2 and ENO are providing information in support of the proposed license transfer and conforming amendments (IP1 Docket No. 50-003 and IP2 Docket No. 50-247). The documents being provided in Enclosure 1 Section II.F (Financial Qualifications), and in Enclosures 5, 7, 8 and 9 contain Entergy Nuclear IP2 and ENO's financial projections related to the operation of IP2 and the commercial terms of a unique transaction. These documents constitute proprietary commercial and financial information that should be held in confidence by the NRC pursuant to 10 CFR 9.17(a)(4) and the policy reflected in 10 CFR 2.790, because:
 - a. This information is and has been held in confidence by Entergy Nuclear IP2 and ENO.
 - b. This information is of a type that is held in confidence by Entergy Nuclear IP2 and ENO and there is a rational basis for doing so because the information contains sensitive financial information concerning Entergy Nuclear IP2 and ENO's projected revenues and operating expenses.
 - c. This information is being transmitted to the NRC in confidence.
 - d. This information is not available in public sources and could not be gathered readily from other publicly available information.
 - e. Public disclosure of this information would create substantial harm to the competitive position of Entergy Nuclear IP2 and ENO by disclosing Entergy Nuclear IP2 and ENO's internal financial projections and the commercial terms of a unique transaction to other parties whose commercial interests may be adverse to those of Entergy Nuclear IP2 and ENO.

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2. Accordingly, Entergy Nuclear IP2 and ENO request that the designated documents be withheld from public disclosure pursuant to 10 CFR 2.790(a)(4) and 10 CFR 9.17(a)(4).



Michael R. Kansler Date 12/11/00

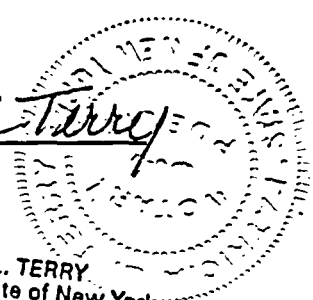
State of New York
(Westchester County)

Then personally appeared before me, Michael R. Kansler, who being duly sworn, did state he is Senior Vice President and Chief Operating Officer of Entergy Nuclear Indian Point 2, LLC and Entergy Nuclear Operations, Inc., that he is duly authorized to execute and file this affidavit in the name and on behalf of Entergy Nuclear Indian Point 2, LLC and Entergy Nuclear Operations, Inc. and that the statements are true to the best of his knowledge and belief.

My commission expires:

Jan. 27, 2002
Date

Patricia L. Terry
Notary Public


PATRICIA L. TERRY
Notary Public, State of New York
No. 4991258
Qualified in Westchester County
Commission Expires Jan. 27, 2002

Consolidated Edison Co. of New York, Inc.
Entergy Nuclear Indian Point 2, LLC
Entergy Nuclear Operations, Inc.

Docket Nos. 50-003 and 50-247
License Nos. DPR-5 and DPR-26

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(10 copies)

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U.S. Nuclear Regulatory Commission
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Consolidated Edison Co. of New York, Inc.
Entergy Nuclear Indian Point 2, LLC
Entergy Nuclear Operations, Inc.

Docket Nos. 50-003 and 50-247
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