

October 6, 2005

Mr. Joseph E. Venable
Vice President Operations
Entergy Operations, Inc.
17265 River Road
Killona, LA 70066-0751

SUBJECT: WATERFORD STEAM ELECTRIC STATION, UNIT 3 (WATERFORD 3) -
NOTICE OF CONSIDERATION OF APPROVAL OF TRANSFER OF FACILITY
OPERATING LICENSE AND CONFORMING AMENDMENT, AND
OPPORTUNITY FOR A HEARING (TAC NO. MC7974)

Dear Mr. Venable:

Enclosed is a copy of a "Notice of Consideration of Approval of Transfer of Facility Operating License and Materials License and Conforming Amendment and Opportunity for a Hearing" related to the application dated July 20, 2005, from Entergy Operations, Inc. This application, filed pursuant to Section 50.80 of Title 10 of the *Code of Federal Regulations* (10 CFR), seeks NRC approval of the transfer of control of Facility Operating License and Materials License No. NPF-38 for Waterford 3. The transfer is associated with the restructuring of Entergy Louisiana, Inc. (ELI) from a Louisiana corporation to a Texas limited liability company, Entergy Louisiana, LLC (ELL). Entergy Operations, Inc. (EOI) will continue to operate Waterford 3. Both ELI and EOI are direct subsidiaries of Entergy Corporation.

The application also seeks, pursuant to 10 CFR 50.90, a conforming amendment to reflect the transfer of the license.

This notice is being forwarded to the Office of the Federal Register for publication.

Sincerely,

/RA by D. Terao for/

N. Kalyanam, Project Manager, Section 1
Project Directorate IV
Division of Licensing Project Management
Office of Nuclear Reactor Regulation

Docket No. 50-382

cc w/encl: See next page

Enclosure: As stated

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DATE	9/27/05	9/27/05	9/30/05	10/6/05

OFFICIAL RECORD COPY

Waterford Steam Electric Station, Unit 3

cc:

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Baton Rouge, Louisiana 70821-4313

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Baton Rouge, LA 70825-1697

May 2005

UNITED STATES NUCLEAR REGULATORY COMMISSION

ENTERGY OPERATIONS, INC.

WATERFORD STEAM ELECTRIC STATION, UNIT 3

DOCKET NO. 50-382

NOTICE OF CONSIDERATION OF APPROVAL OF TRANSFER
OF FACILITY OPERATING LICENSE AND MATERIALS LICENSE
AND CONFORMING AMENDMENT AND OPPORTUNITY FOR A HEARING

The U.S. Nuclear Regulatory Commission (NRC or the Commission) is considering issuance of an order under Section 50.80 of Title 10 of the *Code of Federal Regulations* (10 CFR), approving the transfer of control of Facility Operating License and Materials License No. NPF-38 for Waterford Steam Electric Station, Unit 3 (Waterford 3). The transfer is associated with the restructuring of Entergy Louisiana, Inc. (ELI), from a Louisiana corporation to a Texas limited liability company, Entergy Louisiana, LLC (ELL). Entergy Operations Inc. (EOI), the current operators of Waterford 3, will continue to operate the plant. The Commission is further considering amending the license for administrative purposes to reflect the proposed transfer, including removing references to ELI in the license.

ELI is the owner of Waterford 3, which is operated by EOI. Both ELI and EOI are direct subsidiaries of Entergy Corporation. ELI is currently a Louisiana corporation. Under the proposed restructuring, ELI will become a Texas corporation (“Holdings”) and will form ELL, which will be a Texas limited liability company. Holdings will remain a subsidiary of Entergy Corporation which will own all the common membership interests in ELL. All of the common stock and preferred stock of ELI will continue to be outstanding and to be owned by the same stockholders with the same ownership rights and interests as those stockholders had immediately before the restructuring.

ELL will assume all of the regulated utility obligations of ELI, along with the property and other assets of ELI that are used to provide retail and wholesale electric service to ELI's customers. ELL's retail utility operations will be subject to the jurisdiction of the Louisiana Public Service Commission (LPSC) to the same extent that the LPSC currently possesses jurisdiction over ELI's retail utility operations. ELL will succeed to and assume all of ELI's jurisdictional tariffs, rate schedules, and service agreements, and provide electric service to ELI's customers without interruption.

EOI operates Waterford 3 pursuant to an Operating Agreement with ELI. EOI will continue to operate Waterford 3 and the current Operating Agreement will be amended to reflect the new owner of the plant. EOI will not be affected by the restructuring.

Pursuant to 10 CFR 50.80, no license, or any right thereunder, shall be transferred, directly or indirectly, through transfer of control of the license, unless the Commission shall give its consent in writing. The Commission will approve an application for the transfer of a license, if the Commission determines that the proposed transferee is qualified to hold the license, and that the transfer is otherwise consistent with applicable provisions of law, regulations, and orders issued by the Commission pursuant thereto.

Before issuance of the proposed conforming license amendment, the Commission will have made findings required by the Atomic Energy Act of 1954, as amended (the Act), and the Commission's regulations.

As provided in 10 CFR 2.1315, unless otherwise determined by the Commission with regard to a specific application, the Commission has determined that any amendment to the license of a utilization facility which does no more than conform the license to reflect the transfer action involves no significant hazards consideration. No contrary determination has been made with respect to this specific license amendment application. In light of the generic determination reflected in 10 CFR

2.1315, no public comments with respect to significant hazards considerations are being solicited, notwithstanding the general comment procedures contained in 10 CFR 50.91.

The filing of requests for hearing and petitions for leave to intervene, and written comments with regard to the license transfer application, are discussed below.

Within 20 days from the date of publication of this notice, any person whose interest may be affected by the Commission's action on the application may request a hearing and, if not the applicant, may petition for leave to intervene in a hearing proceeding on the Commission's action. Requests for a hearing and petitions for leave to intervene should be filed in accordance with the Commission's rules of practice set forth in Subpart C "Rules of General Applicability: Hearing Requests, Petitions to Intervene, Availability of Documents, Selection of Specific Hearing Procedures, Presiding Officer Powers, and General Hearing Management for NRC Adjudicatory Hearings," of 10 CFR Part 2. In particular, such requests and petitions must comply with the requirements set forth in 10 CFR 2.309. Untimely requests and petitions may be denied, as provided in 10 CFR 2.309(c)(1), unless good cause for failure to file on time is established. In addition, an untimely request or petition should address the factors that the Commission will also consider, in reviewing untimely requests or petitions, set forth in 10 CFR 2.309(c)(1)(i)-(viii).

Requests for a hearing and petitions for leave to intervene should be served upon David A. Repka, Esq., Winston & Stawn, LLP, 1700 K Street, NW, Washington, DC 20006-3817; the General Counsel, U.S. Nuclear Regulatory Commission, Washington, DC 20555-0001 (OGCLT@NRC.gov); and the Secretary of the Commission, U.S. Nuclear Regulatory Commission, Washington, DC 20555-0001, Attention: Rulemakings and Adjudications Staff, in accordance with 10 CFR 2.302 and 2.305.

The Commission will issue a notice or order granting or denying a hearing request or intervention petition, designating the issues for any hearing that will be held and designating the

Presiding Officer. A notice granting a hearing will be published in the FEDERAL REGISTER and served on the parties to the hearing.

As an alternative to requests for hearing and petitions to intervene, within 30 days from the date of publication of this notice, persons may submit written comments regarding the license transfer application, as provided for in 10 CFR 2.1305. The Commission will consider and, if appropriate, respond to these comments, but such comments will not otherwise constitute part of the decisional record. Comments should be submitted to the Secretary, U.S. Nuclear Regulatory Commission, Washington, DC 20555-0001, Attention: Rulemakings and Adjudications Staff, and should cite the publication date and page number of this FEDERAL REGISTER notice.

For further details with respect to this action, see the application dated July 20, 2005, available for public inspection at the Commission's Public Document Room (PDR), located at One White Flint North, Public File Area O1 F21, 11555 Rockville Pike (first floor), Rockville, Maryland. Publicly available records will be accessible electronically from the Agencywide Documents Access and Management System's (ADAMS) Public Electronic Reading Room on the Internet at the NRC

web site, <http://www.nrc.gov/reading-rm/adams.html>. Persons who do not have access to ADAMS or who encounter problems in accessing the documents located in ADAMS, should contact the NRC PDR Reference staff by telephone at 1-800-397-4209, 301-415-4737 or by e-mail to pdr@nrc.gov.

Dated at Rockville, Maryland this 6th day of 2005.

FOR THE NUCLEAR REGULATORY COMMISSION

/RA/

Nageswaran Kalyanam, Project Manager, Section 1
Project Directorate IV
Division of Licensing Project Management
Office of Nuclear Reactor Regulation