

December 31, 2005

Mr. Gary Taylor
Chief Executive Officer
Entergy Operations, Inc.
P. O. Box 31995
Jackson, MS 39286-1995

SUBJECT: WATERFORD STEAM ELECTRIC STATION, UNIT 3 - ISSUANCE OF
CONFORMING AMENDMENT RE: TRANSFER OF THE FACILITY
OPERATING LICENSE FROM ENTERGY LOUISIANA, INC. TO ENTERGY
LOUISIANA, LLC (TAC NO. MC7974)

Dear Mr. Taylor:

By Order dated December 2, 2005, the Nuclear Regulatory Commission (NRC) approved the transfer of Facility Operating License No. NPF-38 for the Waterford Steam Electric Station, Unit 3 (Waterford 3), held by Entergy Louisiana, Inc. (ELI) and Entergy Operations, Inc. (EOI), and approved a conforming amendment, pursuant to Title 10 of the *Code of Federal Regulations*, Sections 50.80 and 50.90. The transfer is associated with the restructuring of ELI from a Louisiana corporation to a Texas limited liability company, Entergy Louisiana, LLC (ELL). EOI will continue to operate Waterford 3, and the proposed restructuring will not affect the technical or financial qualifications of ELL or EOI. The Order was published in the *Federal Register* on December 13, 2005 (70 FR 73800).

By letter dated December 8, 2005, EOI notified the NRC that 1) all required regulatory approvals of the transfer have been received, 2) the Waterford 3 decommissioning trust agreements will be amended at the time of the closing of the transfer of ownership of Waterford 3 to reflect ELL as the owner of all the decommissioning trust funds accumulated as of the date of the closing, and 3) the closing of the transfer would occur on December 31, 2005, and also provided proof that the required insurance had been obtained. EOI's December 8 letter satisfied the required conditions of the Order.

Accordingly, the Commission has issued the enclosed Amendment No. 203 to Facility Operating License No. NPF-38 for Waterford 3 (Enclosure 1). This conforming amendment reflects the transfer of the license to ELL and includes any changes made to the license pages by amendments issued subsequent to December 2, 2005. The safety evaluation supporting the conforming amendment was attached to the above mentioned Order, issued on December 2, 2005.

Enclosure 2 contains a signed original of Amendment No. 7 to Indemnity Agreement No. B-92 for Waterford 3, which is required in connection with the transfer of the license. Please keep this original for your records.

-2-

The Notice of Issuance will be included in the Commission's biweekly *Federal Register* notice.

Sincerely,

/RA/

Mel B. Fields, Senior Project Manager
Plant Licensing Branch IV
Division of Operating Reactor Licensing
Office of Nuclear Reactor Regulation

Docket No. 50-382

Enclosures: 1. Amendment No. 203 to NPF-38
2. Indemnity Agreement

cc w/encls: See next page

The Notice of Issuance will be included in the Commission's biweekly *Federal Register* notice.

Sincerely,

/RA/

Mel B. Fields, Senior Project Manager
Plant Licensing Branch IV
Division of Operating Reactor Licensing
Office of Nuclear Reactor Regulation

Docket No. 50-382

Enclosures: 1. Amendment No. 203 to NPF-38
2. Indemnity Agreement

cc w/encls: See next page

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Package No.: ML053630345 AMD. 203 License Pages: ML053410249
Enclosure 2 Indemnity Agreement: ML053630248
Adams Accession No. ML053630341 NRR-058

OFFICE	NRR/LPL4/PM	NRR/LPL4/LA	NRR/LPL4/BC
NAME	MFields	DJohnson	DTerao
DATE	12/29/05	12/29/05	12/30/05

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ENERGY OPERATIONS, INC.

DOCKET NO. 50-382

WATERFORD STEAM ELECTRIC STATION, UNIT 3

AMENDMENT TO FACILITY OPERATING LICENSE

Amendment No. 203
License No. NPF-38

1. The Nuclear Regulatory Commission (the Commission) has found that:
 - A. The application for amendment by Entergy Operations, Inc. dated July 20, 2005, as supplemented by letter dated September 14, 2005, complies with the standards and requirements of the Atomic Energy Act of 1954, as amended (the Act) and the Commission's rules and regulations set forth in 10 CFR Chapter I;
 - B. The facility will operate in conformity with the application, the provisions of the Act, and the rules and regulations of the Commission;
 - C. There is reasonable assurance (i) that the activities authorized by this amendment can be conducted without endangering the health and safety of the public, and (ii) that such activities will be conducted in compliance with the Commission's regulations;
 - D. The issuance of this amendment will not be inimical to the common defense and security or to the health and safety of the public; and
 - E. The issuance of this amendment is in accordance with 10 CFR Part 51 of the Commission's regulations and all applicable requirements have been satisfied.

2. Accordingly, the license is hereby amended as indicated in the attachment to this license amendment.
3. This license amendment is effective as of its date of issuance and shall be implemented within 30 days.

FOR THE NUCLEAR REGULATORY COMMISSION

/RA/

J. E. Dyer, Director
Office of Nuclear Reactor Regulation

Attachment: Changes to the Operating License

Date of Issuance: December 31, 2005

ATTACHMENT TO LICENSE AMENDMENT NO. 203

TO FACILITY OPERATING LICENSE NO. NPF-38

DOCKET NO. 50-382

Replace the following pages of Operating License No. NPF-38 with the attached revised pages. The revised pages are identified by amendment number and contain marginal lines indicating the areas of change.

REMOVE

1
2
3
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5
8

INSERT

1
2
3
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5
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Waterford Steam Electric Station, Unit 3

cc:

Mr. Michael E. Henry, State Liaison Officer
Department of Environmental Quality
Permits Division
P.O. Box 4313
Baton Rouge, Louisiana 70821-4313

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Executive Vice President
& Chief Operating Officer
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Chairman
Louisiana Public Services Commission
P. O. Box 91154
Baton Rouge, LA 70825-1697

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

May 2005