

August 18, 2006

Mr. James J. Sheppard  
President and Chief Executive Officer  
STP Nuclear Operating Company  
South Texas Project Electric  
Generating Station  
P. O. Box 289  
Wadsworth, TX 77483

SUBJECT: SOUTH TEXAS PROJECT, UNITS 1 AND 2 - RE: MODIFICATION OF  
AGREEMENT FOR CORPORATE RESTRUCTURING UNDERTAKEN BY NRG  
ENERGY, INC. (TAC NOS. MD1651 AND MD1652)

Dear Mr. Sheppard:

This is in response to the STP Nuclear Operating Company's (STPNOC's) letters dated April 13, 2006, and May 25, 2006. In both letters, STPNOC, the licensee for South Texas Project, Units 1 and 2, described a corporate restructuring that NRG Energy, Inc. (NRG Energy), undertook and completed during April and May 2006. The licensee stated that the new corporate structure will not involve any direct or indirect transfer of control of NRG South Texas LP or its licenses. In addition, STPNOC requested that the U.S. Nuclear Regulatory Commission (NRC) provide written consent to amendments to the existing (April 2005 Agreement) financial support agreement for \$120 million, dated April 13, 2005, between NRG Texas LLC and NRG South Texas LP. The proposed amendments would: (1) conform the names in the April 2005 Agreement to fit the new structure; (2) conform the April 2005 Agreement in light of the new intermediary relationships between NRG Energy and NRG South Texas LP, rather than having the agreement reflect the intermediary company relationships existing before the restructuring; and (3) acknowledge that the obligations under the April 2005 Agreement can be offset by support payments made by NRG Energy under a new 2006 financial support agreement for \$120 million between NRG Energy and NRG South Texas LP.

The licensee also stated that the restructuring completed in May 2006 was done to "streamline the corporate organizational structure among the NRG Energy subsidiaries that hold direct and indirect ownership of the NRG South Texas LP, and to achieve certain other business and tax advantages" but that it "will not involve any direct or indirect transfer of control of the NRG South Texas LP or its licenses." In the new corporate structure, NRG Energy and the existing wholly-owned subsidiaries of NRG Energy that own the NRG South Texas LP will retain control of the voting stock or other existing controlling interests in NRG South Texas LP. The STPNOC noted in its May 25, 2006, letter that in the new structure, NRG Energy directly owns over 80 percent of the voting stock of Texas Genco Holdings, Inc. (TGN), which in turn controls NRG South Texas LP through two intermediary companies. Also, before the restructuring, over 80 percent of this voting stock in TGN was also owned by NRG Energy. Therefore, in the new corporate structure, NRG Energy will continue to exercise control over TGN and thus over NRG South Texas LP; only changes in intermediary company relationships will occur that do not affect this relationship of control of the licensee by NRG Energy.

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The NRC staff has performed a threshold review of the facts and circumstances set forth in these two letters, and has considered the changes in the corporate structure and in the support agreement. The staff has concluded that no NRC direct or indirect license transfer approvals are required under 10 CFR 50.80 with respect to the licenses held by NRG South Texas LP and that changes to the prior support agreement as reflected in the new 2006 support agreement are adequate and need no further modification.

If you have any questions regarding this matter, please contact me at (301) 415-1476.

Sincerely,

*/RA/*

Mohan C. Thadani, Senior Project Manager  
Plant Licensing Branch IV  
Division of Operating Reactor Licensing  
Office of Nuclear Reactor Regulation

Docket Nos. 50-498 and 50-499

cc: See next page

J. Sheppard

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ACCESSION NO: ML062220406

\*No significant change to SE input.

OFFICE	NRR/LPL4/PM	NRR/LPL4/LA	PFPB/BC	NRR/LPL4/BC
NAME	MThadani	LFeizollahi	BWetzel	DTerao
DATE	8/17/06	8/16/06	7/19/06	8/18/06

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South Texas Project, Units 1 & 2

cc:

Senior Resident Inspector  
U.S. Nuclear Regulatory Commission  
P. O. Box 910  
Bay City, TX 77414

C. Kirksey/C. M. Canady  
City of Austin  
Electric Utility Department  
721 Barton Springs Road  
Austin, TX 78704

Mr. J. J. Nesrsta  
Mr. R. K. Temple  
City Public Service Board  
P. O. Box 1771  
San Antonio, TX 78296

INPO  
Records Center  
700 Galleria Parkway  
Atlanta, GA 30339-3064

Regional Administrator, Region IV  
U.S. Nuclear Regulatory Commission  
611 Ryan Plaza Drive, Suite 400  
Arlington, TX 76011

Steve Winn  
Texas Genco, LP  
12301 Kurland Drive  
Houston, TX 77034

Judge, Matagorda County  
Matagorda County Courthouse  
1700 Seventh Street  
Bay City, TX 77414

A. H. Gutterman, Esq.  
Morgan, Lewis & Bockius  
1111 Pennsylvania Avenue, NW  
Washington, DC 20004

E. D. Halpin  
Site Vice President/  
Plant General Manager  
STP Nuclear Operating Company  
P.O. Box 289  
Wadsworth, TX 77483

S. M. Head, Manager, Licensing  
STP Nuclear Operating Company  
P. O. Box 289, Mail Code: N5014  
Wadsworth, TX 77483

Environmental and Natural Resources  
Policy Director  
P. O. Box 12428  
Austin, TX 78711-3189

Jon C. Wood  
Cox, Smith, & Matthews  
112 East Pecan, Suite 1800  
San Antonio, TX 78205

Director  
Division of Compliance & Inspection  
Bureau of Radiation Control  
Texas Department of State Health Services  
1100 West 49th Street  
Austin, TX 78756

Brian Almon  
Public Utility Commission  
William B. Travis Building  
P. O. Box 13326  
1701 North Congress Avenue  
Austin, TX 78701-3326

Susan M. Jablonski  
Office of Permitting, Remediation  
and Registration  
Texas Commission on  
Environmental Quality  
MC-122  
P.O. Box 13087  
Austin, TX 78711-3087

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Mr. Terry Parks, Chief Inspector  
Texas Department of Licensing  
and Regulation  
Boiler Division  
P. O. Box 12157  
Austin, TX 78711

Mr. Glenn Adler  
Senior Research Analyst  
Service Employees International Union  
1313 L Street NW.  
Washington, DC 20005

Mr. Ted Enos  
4200 South Hulen  
Suite 630  
Ft. Worth, Texas 76109