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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.

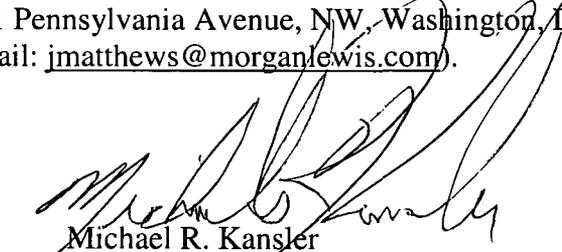
In summary, the proposed indirect transfer of control will be consistent with the requirements set forth in the Act, NRC regulations, and the relevant NRC licenses and orders. The proposed indirect transfer of control will not result in any physical changes to the Facilities or changes in the officers, 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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U.S. Nuclear Regulatory Commission
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Division of Operating Reactor Licensing
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U.S. Nuclear Regulatory Commission
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U.S. Nuclear Regulatory Commission
Resident Inspector's Office
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Mr. Peter R. Smith, President
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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.

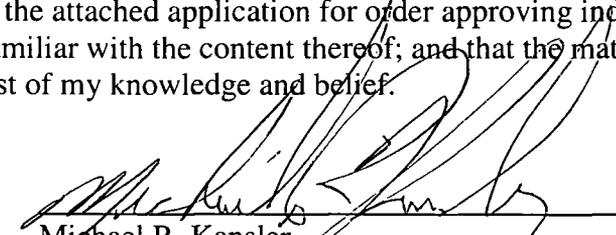
COMMITMENT	TYPE (Check one)		SCHEDULED COMPLETION DATE (If Required)
	ONE-TIME ACTION	CONTINUING COMPLIANCE	
1. For entities listed on Attachment 1 that have not yet been formed, these entities will be formed in the states indicated, with the business address indicated, and with the Directors or Managers 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	)	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

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.

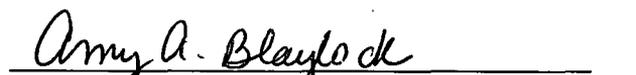


Michael R. Kansler
President & Chief Executive Officer

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
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Attachment 3A Projected Income Statements: 2007-2012 (Proprietary Version)

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

NOTE: NRC Licenses held by E N entities are referenced in parentheses and italics, e.g., (IP1 & IP2).

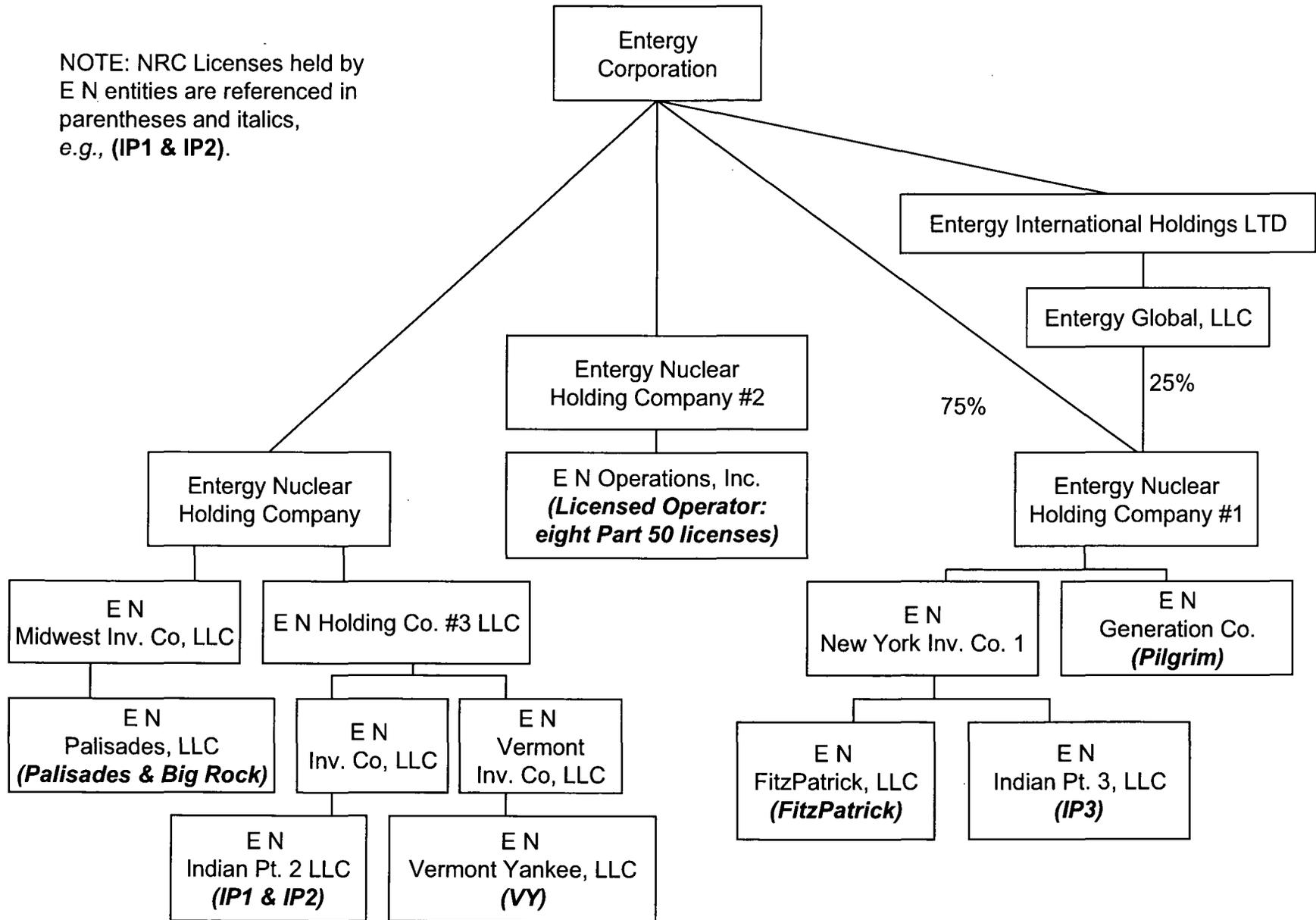
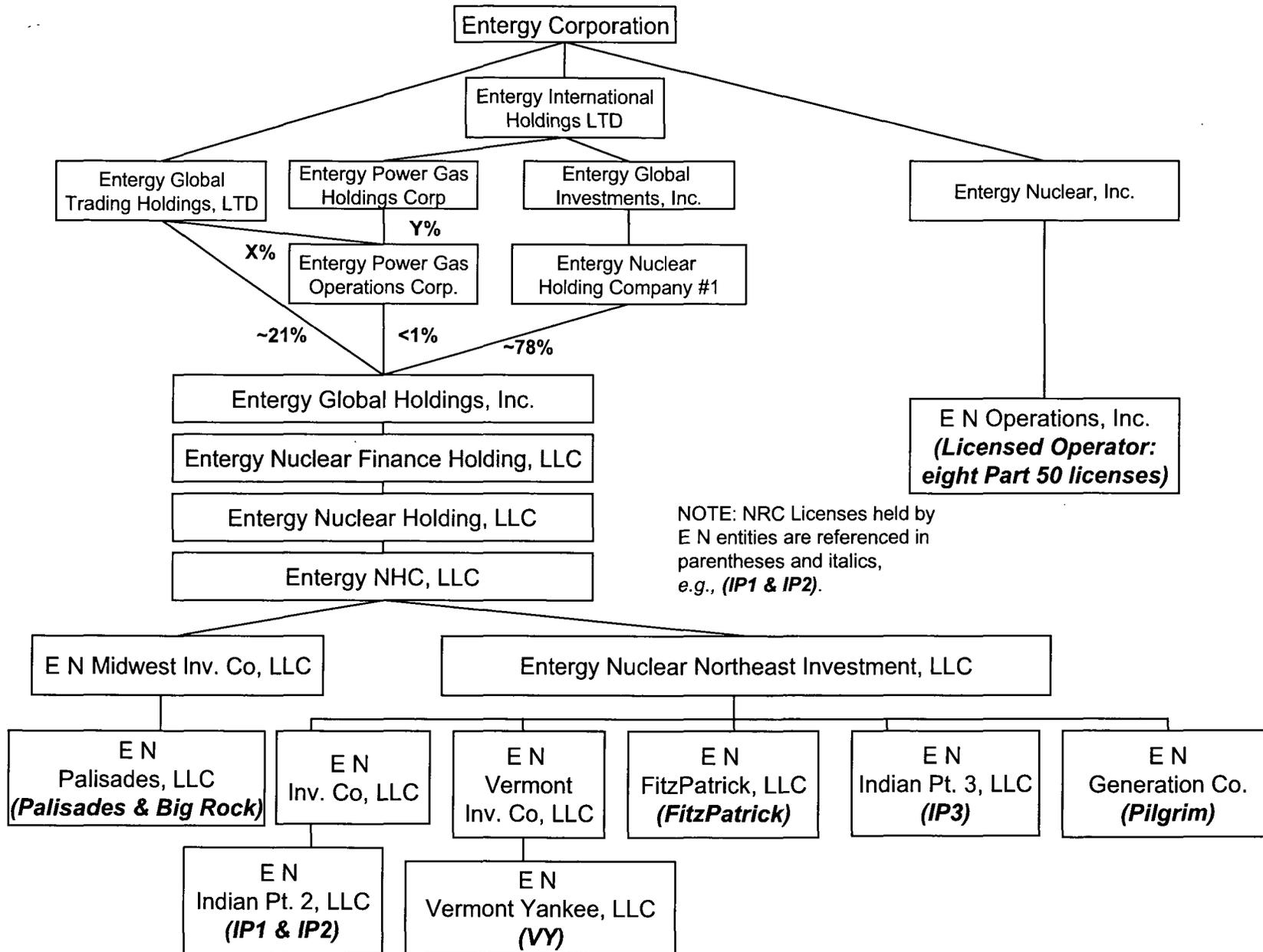


FIGURE 2

SIMPLIFIED ORGANIZATION CHART – POST REORGANIZATION

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 Limpias – 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

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

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

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

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

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

Entergy Nuclear Palisades, 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

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

Energy 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

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

	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						

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						

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

Energy 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						

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						

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

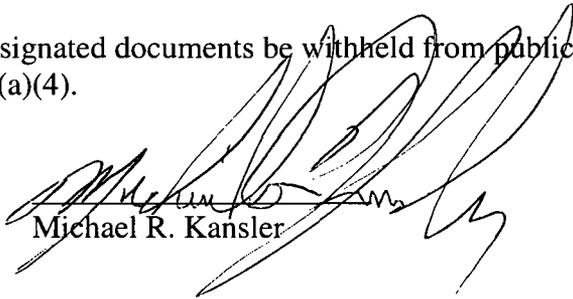
In the Matter of)	
)	
Entergy Nuclear Operations, Inc.)	
)	
Pilgrim Nuclear Power Station	)	Docket Nos. 50-293
Indian Point Nuclear Generating Unit No. 1	)	50-003
Indian Point Nuclear Generating Unit No. 2	)	50-247
Indian Point Nuclear Generating Unit No. 3	)	50-286
James A. FitzPatrick Nuclear Power Plant	)	50-333
Vermont Yankee Nuclear Power Station	)	50-271
Palisades Nuclear Plant	)	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.

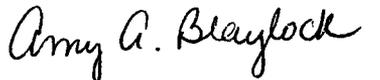
3. Accordingly, ENO requests that the designated documents be withheld from public disclosure pursuant to 10 CFR § 2.390(a)(4).



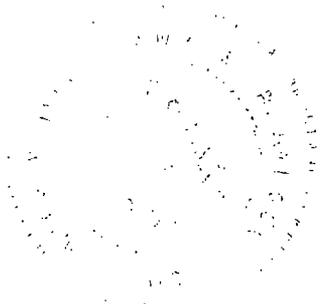
Michael R. Kansler

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.



Amy A. Blaylock
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.

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.