



Entergy Operations, Inc.  
Entergy Nuclear Operations, Inc.  
1340 Echelon Parkway  
Jackson, MS 39213-1995  
601-368-5692

Michael R. Kansler  
President, Chief Executive Officer  
& Chief Nuclear Officer

10 CFR 50.80

ENOC-07-00042

December 5, 2007

U.S. Nuclear Regulatory Commission  
Attn: Document Control Desk  
One White Flint North  
11555 Rockville Pike  
Rockville, MD 20852-2738  
(301) 415-7000

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

Supplemental Information #2 in Support of Application for Order Approving  
Indirect Transfer of Control of Licenses

By letter dated July 30, 2007, and as supplemented on October 31, 2007, 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), requested that the Nuclear Regulatory Commission (NRC) consent to the indirect transfer of control of the above-captioned licenses pursuant to

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Section 184 of the Atomic Energy Act, as amended (the Act), and 10 CFR 50.80. The indirect transfer of control results from certain planned restructuring transactions that would 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 or maintain the Facilities. Simplified organization charts reflecting the current and planned post-reorganization ownership structure were provided as Figures 1 and 2.

### **Additional Information Regarding Nature of the Transaction & Organizational Structure**

As discussed in the July 30, 2007 Application, the restructuring would isolate and simplify the structure of the businesses that comprise Entergy Corporation's wholesale nuclear business segment and enhance the ability of analysts, regulators, capital markets and shareholders to understand and evaluate this business segment. The Board of Directors of Entergy Corporation (Board) and its management have continued to evaluate the company's options regarding this business segment, and the Board has determined that the wholesale nuclear business segment should be organized under a holding company (referred to in this application as "NewCo") and that the shares of this company should be distributed directly to the shareholders of Entergy Corporation.

After the proposed transaction, the shareholders of Entergy Corporation will also separately own the shares of NewCo. As such, NewCo will be owned and controlled by the public. Prior to the distribution of the shares of NewCo, there is a possibility that an individual or group under common control may seek to purchase more than 5% of NewCo's shares and, in connection with this investment, this individual or group may potentially acquire rights in the management of the corporate affairs of NewCo, such as the right to appoint one or more member(s) of the NewCo Board of Directors. ENO recognizes that any such arrangements could have implications regarding whether such entities might be in a position to exercise "control" of NewCo. Therefore, during the time that this license transfer request remains pending, ENO will inform NRC if it has information suggesting that any individual or group under common control will acquire more than 5% of the shares of NewCo in connection with the proposed transaction.

The organizational structure of the reorganized company will need to be different from that provided as Figure 2 in the July 30, 2007 Application and rather will be as reflected in the attached Figure 3. (Figure 1 is also provided for ease of reference.) The Applicants respectfully request that NRC review and approve the implementation of the proposed reorganization with the corporate structure reflected in Figure 3. With the limited exception of additional information provided below, the information provided in the July 30, 2007 Application, remains the same.

**Additional Information Regarding Technical Qualifications**

ENO will remain the licensed operator of the Facilities and will be owned by a parent company referred to in this application as ENOI Holdings, LLC, which in turn will be owned 50% by Entergy Corporation and 50% by NewCo. Each of these 50% interests will be held by wholly owned subsidiaries of Entergy Corporation and NewCo, referred to in this application as ETR ENOI Holdings, LLC and NewCo ENOI Holdings, LLC. ENO will therefore continue to benefit from Entergy Corporation's continued role in the operation of the NRC-licensed commercial nuclear power plants owned by NewCo. Under the existing and any amended operating agreements with the individual plant owners, ENO will operate and make capital improvements at the plants in accordance with the operating licenses and applicable laws and regulatory requirements; ENO also shall have the sole authority as the operator of the plants to protect the public health and safety and comply with NRC orders and requirements. ENO will establish clear lines of authority to carry out its duties as an operator, and dispute resolution mechanisms will be established in the event of any disagreement among the two 50% owners of ENOI Holdings, LLC. Notwithstanding any such disagreement among the owners of ENO, the Chief Nuclear Officer of ENO shall have the authority at all times to take any actions necessary to carry out ENO's responsibilities as the operator under the NRC Operating Licenses, including any actions and/or expenditure of funds necessary to protect the public health and safety, to maintain safe operating or shutdown conditions at each plant, and to comply with NRC orders and requirements.

In addition, ENO will be converted from a corporation to a limited liability company and its name will be changed to ENOI LLC. Under Delaware law, ENOI LLC will assume all of the rights and responsibilities of Entergy Nuclear Operations, Inc., and it will be the same company (legal entity) both before and after the conversion and name change. To the extent any approval might be required to consummate the conversion, such approval is being sought in connection with the pending "Application for Order Approving Indirect Transfer of Control of Licenses." ENO will separately submit a request for license amendments to make the administrative changes as a result of ENO's name change from "Entergy Nuclear Operations, Inc." to "ENOI LLC."

**Additional Information Regarding Financial Qualifications**

As a result of its review of financial projections, NRC has made a second Request For Information (RAI-2). An Answer to RAI-2 is enclosed. Both RAI-2 and the Answer to RAI-2 discuss proprietary financial information, which should be withheld from public disclosure.

In addition, NewCo will take the place of Entergy Nuclear Finance Holding, LLC for all purposes where Entergy Nuclear Finance Holding, LLC is discussed in the July 30, 2007 Application. NewCo and the owner-licensees will enter into the financial Support Agreement described in the Application. A form of this Support Agreement was provided as Attachment 5, and NewCo will take the place of Entergy Nuclear Finance Holding, LLC in this agreement. A revised version "Attachment 5 (Revised)" is provided with this letter for convenience. NewCo also 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.

In addition to owning 50% of ENO, NewCo will own the same pool of assets that had been planned for Entergy Nuclear Finance Holding, LLC. As such, the financial projections submitted for Entergy Nuclear Finance Holding, LLC are representative of the projections for NewCo for purposes of assessing NewCo's financial qualifications to provide the Support Agreement. In addition, the financial projections for the six individual owner licensees are "bounding" or conservative, when the group of six plants is assessed on a consolidated basis. Nevertheless, ENO has prepared updated balance sheets and financial projections for NewCo and the six individual owner licensee entities. These projections are provided in a proprietary Addendum labeled "Answer to RAI 2 and Updated Financial Projections (Proprietary Version)." ENO requests that this document be withheld from public disclosure pursuant to 10 CFR 2.390, as described in the Affidavit of Michael R. Kansler, which is also provided. A redacted version of this document, suitable for public disclosure is provided separately and is labeled "Answer to RAI 2 and Updated Financial Projections (Non-Proprietary Version)."

#### **Additional General Corporate Information**

The NRC licensed entities affected by the indirect transfer of control are:

- ENO (Entergy Nuclear Operations, Inc., converted to ENOI LLC)
- 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

ENO will remain the licensed operator, and the funding of operations will continue to be provided through agreements with the licensed owner companies. There will be no change in the technical qualifications of ENO.

The following companies would be the direct or indirect parent companies of one or more of the licensed owner entities:

- NewCo
- Entergy Nuclear Holding Company #1
- Entergy Nuclear New York Investment Company 1\*
- Entergy Nuclear Holding Company\*
- Entergy Nuclear Midwest Investment Company, LLC\*
- Entergy Nuclear Holding Company #3 LLC\*
- Entergy Nuclear Vermont Investment Company, LLC

Depending upon the ability to obtain favorable tax rulings, it may be possible to eliminate the intermediary companies designated above with an asterisk ("\*"). If favorable rulings are obtained, ENO will inform the NRC and provide an updated organization chart, indicating

which intermediary holding companies remain in the chain of ownership of the licensed owner entities.

The following companies would be the direct or indirect parent companies of ENO, the licensed operator:

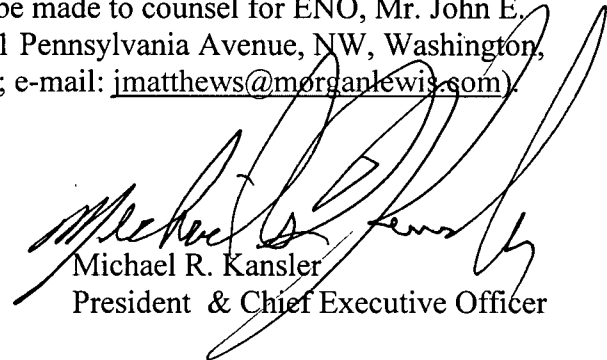
Entergy Corporation  
NewCo  
ENOI Holdings, LLC  
ETR ENOI Holdings, LLC  
NewCo ENOI Holdings, LLC

The detailed general corporate information required by 10 CFR 50.33(d)(3) regarding each of the NRC licensed entities and their corporate parents is provided as Attachment 1 (Revised), which is enclosed with this letter. Attachment 1 (Revised) reflects the current plans regarding required general corporate information, which will be implemented prior to completing the license transfers. Additional key management personnel may be selected and will be reported consistent with NRC requirements. All of the current and proposed directors and executive personnel of these corporate entities are citizens of the United States, except that Simon D. de Bree, Director of Entergy Corporation, is a citizen of the Kingdom of the Netherlands. A single director with foreign citizenship will not be able to exercise control over Entergy Corporation or any of the individual NRC licenses.

### **Regulatory Commitments**

The Regulatory Commitments identified in the table of the Enclosure to the July 30, 2007 titled "Commitments" need to be revised to reflect the role of NewCo substituting for Entergy Nuclear Finance Holdings, LLC and including the commitment made in this letter. A revised table is enclosed.

If NRC requires additional information concerning this license transfer request, please contact John McCann, Director, Nuclear Safety and Licensing, at (914) 272-3370 or [jmccan1@entergy.com](mailto: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](mailto:jmatthews@morganlewis.com)).



Michael R. Kansler  
President & Chief Executive Officer

Enclosures: Regulatory Commitments  
Oath & Affirmation  
10 CFR 2.390 Affidavit  
Figures 1 & 3  
Attachment 1 (Revised)  
Attachment 5 (Revised)  
Schedule A to Attachment 5 (Revised)  
Answer to RAI 2 & Updated Financial Projections (Non-Proprietary Version)  
Answer to RAI 2 & Updated Financial Projections (Proprietary Version)

## Regulatory 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. If ENO has information that any individual or group under common control will acquire more than 5% of the stock of NewCo in connection with the proposed transfer, ENO will provide information to NRC.		x (until transfer is completed)	No later than the date on which the indirect license transfers are implemented.
2. If favorable rulings are obtained from the Internal Revenue Service, ENO will inform the NRC and provide an updated organization chart, indicating which intermediary holding companies remain in the chain of ownership of the licensed owner entities.		x	Ongoing.
3. For entities listed on Attachment 1 (Revised) that have not yet been formed, these entities will be formed in the states indicated, with the business address indicated. The planned appointments of Directors or Managers and Executive Personnel indicated in Attachment 1 will be implemented. Updated information regarding Directors or Managers and Executive Personnel will be provided, as needed or required.	x		No later than the date on which the indirect license transfers are implemented.

4. NewCo 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.
5. NewCo 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.



c: w/o proprietary except \*

Regional Administrator, Region I U.S. Nuclear Regulatory Commission 475 Allendale Road King of Prussia, PA 19406-1415	Mr. David O'Brien, Commissioner VT Department of Public Service 112 State Street – Drawer 20 Montpelier, VT 15620-2601
Regional Administrator, Region III U.S. Nuclear Regulatory Commission 2443 Warrenville Road, Suite 210 Lisle, IL 60532-4352	Mr. Peter R. Smith, President New York State Energy, Research, and Development Authority 17 Columbia Circle Albany, NY 12203-6399
* U.S. Nuclear Regulatory Commission Attention: Document Control Desk One White Flint North 11555 Rockville Pike Rockville, MD 20852	Mr. Paul Eddy New York State Department of Public Service 3 Empire State Plaza Albany, NY 12223
* Steven R. Horn U.S. Nuclear Regulatory Commission One White Flint North 11555 Rockville Pike Rockville, MD 20852 Mail Stop OWFN/12-D3	Mr. Charles Donaldson, Esq. Assistant Attorney General New York Department of Law 120 Broadway New York, NY 10271
Mr. James J. Shea, Project Manager Division of Licensing Project Management Office of Nuclear Reactor Regulation Mail Stop 08 BI Washington, DC 20555	Mayor, Village of Buchanan 236 Tate Avenue Buchanan, NY 10511
Mr. John Boska, Project Manager Plant Licensing Branch I-I Division of Operating Reactor Licensing Office of Nuclear Reactor Regulation U.S. Nuclear Regulatory Commission Mail Stop O-8-C2 Washington, DC 20555	Michigan Department of Attorney General Special Litigation Division 525 West Ottawa Street Sixth Floor, G. Mennen Williams Building Lansing, MI 48913
Mahesh L. Chawla, Project Manager Project Directorate III Division of Licensing Project Management Office of Nuclear Reactor Regulation Mail Stop 8H 4A Washington, DC 20555	Mr. Raymond L. Albanese Four County Coordinator 200 Bradhurst Avenue Unit 4 Westchester County Hawthorne, NY 10532

USNRC Resident Inspector Entergy Nuclear Vermont Yankee P.O. Box 157 Vernon, VT 05354	Mr. Robert Walker, Director Massachusetts Department of Public Health Schrafft Center Suite 1 M2A Radiation Control Program 529 Main Street Charlestown, MA 02129
Resident Inspector's Office U.S. Nuclear Regulatory Commission James A. FitzPatrick Nuclear Power Plant P.O. Box 136 Lycoming, NY 13093	Ms. Cristine McCombs, Director Mass. Emergency Management Agency 400 Worcester Road Framingham, MA 01702
U.S. Nuclear Regulatory Commission Resident Inspector's Office Palisades Plant 27782 Blue Star Memorial Highway Covert, MI 49043	Mr. Peter R. Smith, President New York State Energy, Research, & Development Authority 17 Columbia Circle Albany, NY 12203-6399
Senior Resident Inspector's Office Indian Point 2 U.S. Nuclear Regulatory Commission P.O. Box 59 Buchanan, NY 10511	Supervisor Covert Township P.O. Box 35 Covert, MI 49043
Senior Resident Inspector Pilgrim Nuclear Power Station Rocky Hill Road Plymouth, MA 02360	Office of the Governor P.O. Box 30013 Lansing, MI 48909
Michigan Department of Environmental Quality Waste and Hazardous Materials Division Hazardous Waste and Radiological Protection Section Nuclear Facilities Unit Constitution Hall, Lower-Level North 525 West Allegan Street, P.O. Box 30241 Lansing, MI 48909-7741	

**UNITED STATES OF AMERICA  
NUCLEAR REGULATORY COMMISSION**

In the Matter of )

Entergy Nuclear Operations, Inc. )

Pilgrim Nuclear Power Station )

Indian Point Nuclear Generating Unit No. 1 )

Indian Point Nuclear Generating Unit No. 2 )

Indian Point Nuclear Generating Unit No. 3 )

James A. FitzPatrick Nuclear Power Plant )

FitzPatrick ISFSI )

Vermont Yankee Nuclear Power Station )

Palisades Nuclear Plant )

Palisades ISFSI )

Big Rock Point )

Big Rock Point ISFSI )

Docket Nos. 50-293

50-003

50-247

50-286

50-333 &

72-12

50-271

50-255 &

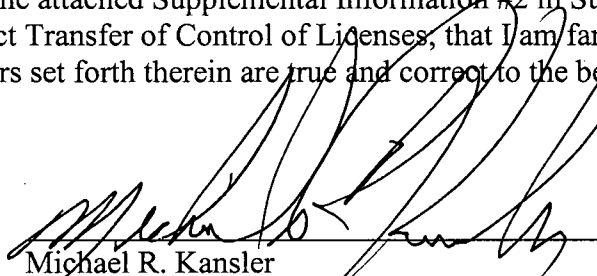
72-7

50-155 &

72-043

**AFFIRMATION**

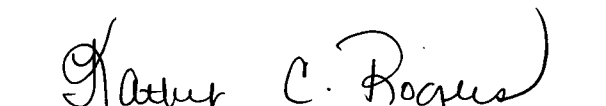
I, Michael R. Kansler, being duly sworn, hereby depose and state: that I am President & Chief Executive Officer, of Entergy Nuclear Operations, Inc.; that I am duly authorized to sign and file with the Nuclear Regulatory Commission the attached Supplemental Information #2 in Support of Application for 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.

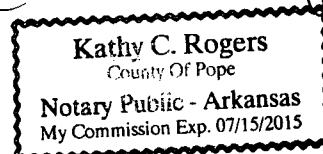
  
Michael R. Kansler  
President & Chief Executive Officer

STATE OF ARKANSAS )

COUNTY OF POPE )

Subscribed and sworn to me, a Notary Public, in and for the State of Arkansas, this 5th day of December, 2007.

  
Notary Public in and for the State of Arkansas



UNITED STATES OF AMERICA  
NUCLEAR REGULATORY COMMISSION

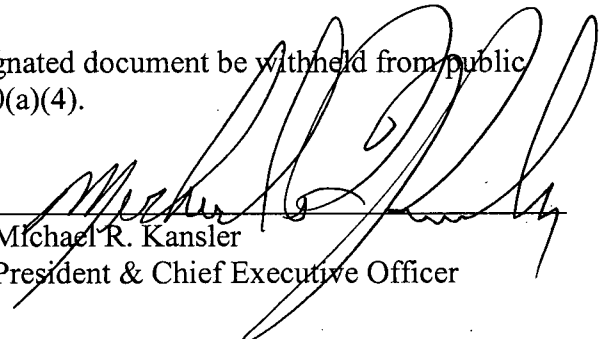
In the Matter of	)	
	)	
Entergy Nuclear Operations, Inc.	)	
	)	
Pilgrim Nuclear Power Station	)	Docket Nos. 50-293
Indian Point Nuclear Generating Unit No. 1	)	50-003
Indian Point Nuclear Generating Unit No. 2	)	50-247
Indian Point Nuclear Generating Unit No. 3	)	50-286
James A. FitzPatrick Nuclear Power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

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 Supplemental Information #2 in Support of Application for Order Approving Indirect Transfer of Control of Licenses. The document being provided as the enclosed Sensitivity Analysis (Proprietary) contains proprietary financial information and financial projections related to the ownership and operation of the generation assets operated by ENO. This document constitutes 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.

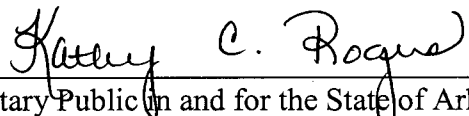
- iv. This information is not available in public sources and could not be gathered readily from other publicly available information.
  - v. Public disclosure of this information would cause substantial harm to the competitive position of ENO by disclosing its internal financial projections.
3. Accordingly, ENO requests that the designated document be withheld from public disclosure pursuant to 10 CFR § 2.390(a)(4).

  
Michael R. Kansler  
President & Chief Executive Officer

STATE OF ARKANSAS )

COUNTY OF POPE )

Subscribed and sworn to me, a Notary Public, in and for the State of Arkansas, this 5th day of December, 2007.

  
Notary Public in and for the State of Arkansas

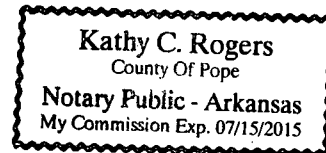


Figure 1: SIMPLIFIED ORGANIZATION CHART – CURRENT

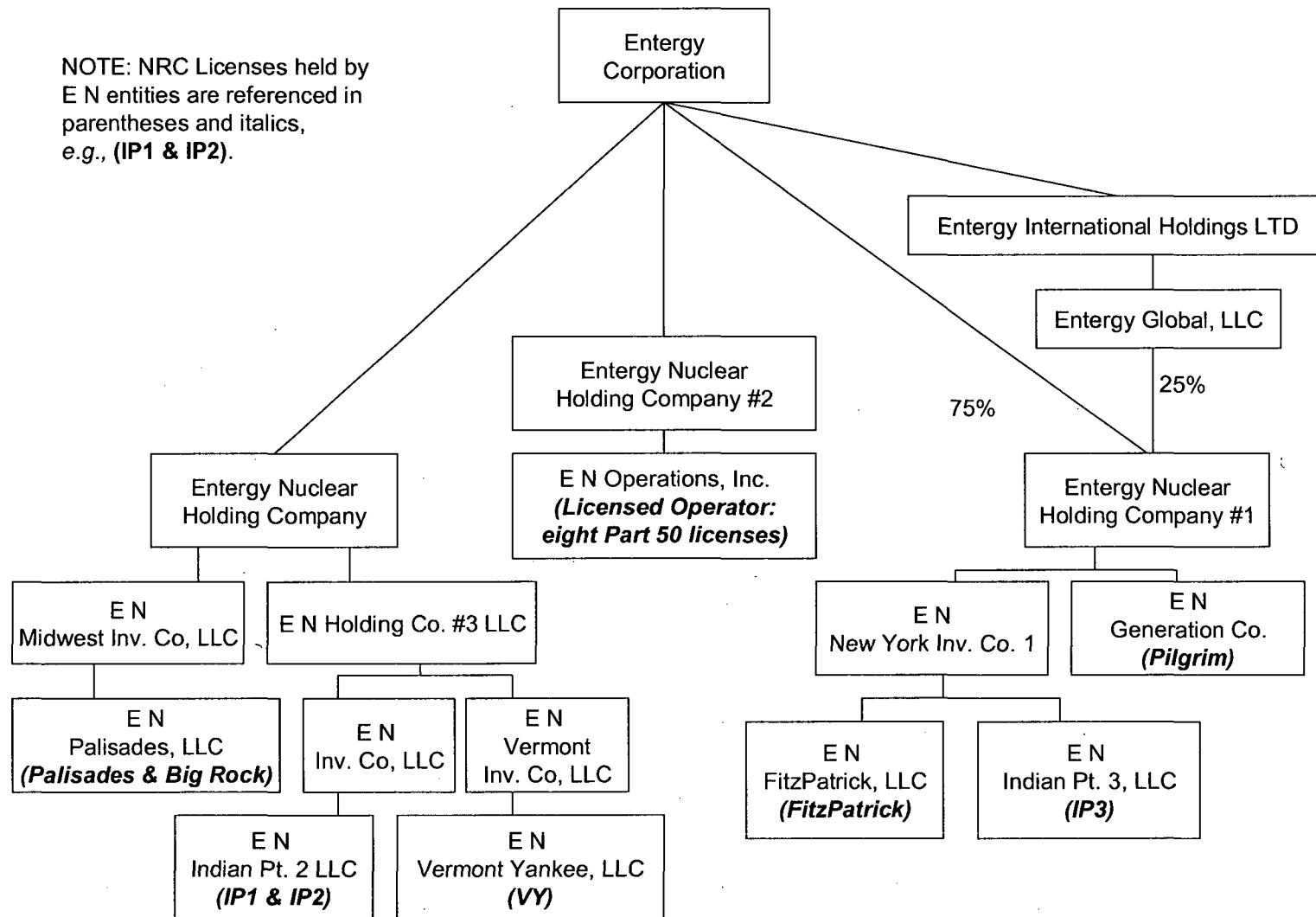
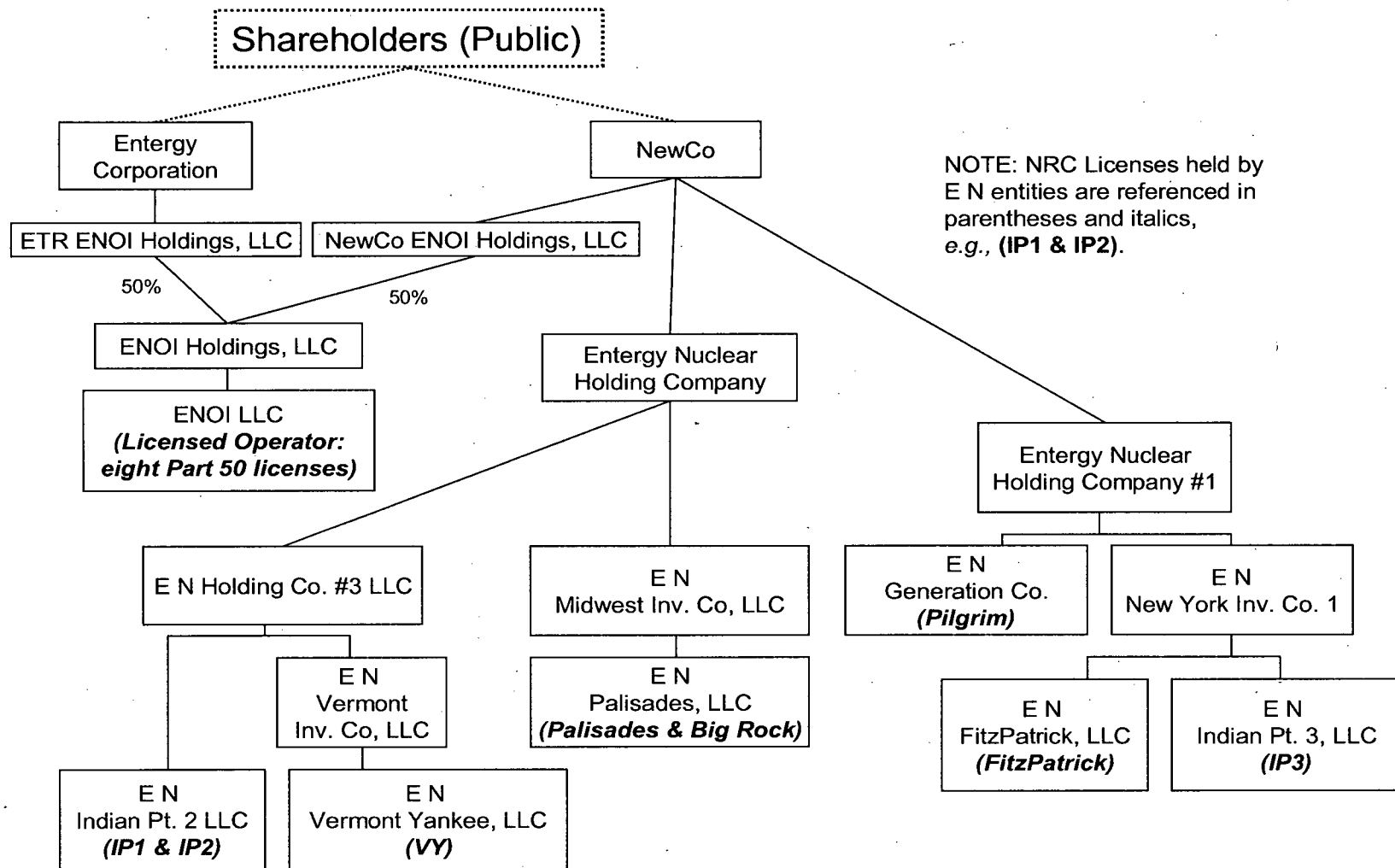


Figure 3: SIMPLIFIED ORGANIZATION CHART – POST REORGANIZATION



**ATTACHMENT 1 (Revised)****General Corporate Information Regarding the NRC Licensed Entities  
and Their Corporate Parents**

<b>NAME:</b>	Entergy Corporation
<b>STATE OF INCORPORATION:</b>	Delaware
<b>BUSINESS ADDRESS:</b>	639 Loyola Avenue New Orleans, LA 70113
<b>DIRECTORS:</b>	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
<b>EXECUTIVE PERSONNEL</b>	J. Wayne Leonard – Chief Executive 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 and Chief Operating Officer 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 (Revised)****General Corporate Information Regarding the NRC Licensed Entities  
and Their Corporate Parents**

<b>NAME:</b>	NewCo (Proposed Entity/Not Yet Created)
<b>STATE OF INCORPORATION:</b>	Delaware
<b>BUSINESS ADDRESS:</b>	1340 Echelon Parkway Jackson, Mississippi 39213
<b>DIRECTORS:</b>	<p>Donald C. Hintz – Chairman Richard J. Smith</p> <p>Note: It is anticipated that NewCo will become a public company reporting under the Securities Exchange Act of 1934 and its common stock will be listed on the New York Stock Exchange. NewCo intends, consistent with the practice of other public companies, to expand its Board to include independent directors prior to the distribution of its stock to Entergy stockholders. Updated information regarding the Board of Directors of NewCo will be provided.</p>
<b>EXECUTIVE PERSONNEL</b>	<p>Richard J. Smith – Chief Executive Officer John R. McGaha – Chief Operating Officer</p>

**ATTACHMENT 1 (Revised)****General Corporate Information Regarding the NRC Licensed Entities  
and Their Corporate Parents**

<b>NAME:</b>	[ENOI Holdings, LLC] (Proposed Entity/Not Yet Created)
<b>STATE OF INCORPORATION:</b>	Delaware
<b>BUSINESS ADDRESS:</b>	1340 Echelon Parkway Jackson, Mississippi 39213
<b>MANAGERS:</b>	Donald C. Hintz Richard J. Smith John R. McGaha J. Wayne Leonard Leo P. Denault Mark T. Savoff
<b>EXECUTIVE PERSONNEL</b>	Michael R. Kansler – Chief Executive Officer and Chief Nuclear Officer John T. Herron – Chief Operating Officer

**ATTACHMENT 1 (Revised)****General Corporate Information Regarding the NRC Licensed Entities  
and Their Corporate Parents**

<b>NAME:</b>	ENOI LLC formerly Entergy Nuclear Operations, Inc. [NRC Licensed Entity]
<b>STATE OF INCORPORATION:</b>	Delaware
<b>BUSINESS ADDRESS:</b>	1340 Echelon Parkway Jackson, Mississippi 39213
<b>MANAGERS:</b>	Michael R. Kansler
<b>EXECUTIVE PERSONNEL</b>	Michael R. Kansler – Chief Executive Officer and Chief Nuclear Officer John T. Herron – Chief Operating Officer Kevin H. Bronson – VP Operations, Pilgrim Joseph E. Pollock – VP Operations, Indian Point Energy Center Peter T. Dietrich – VP Operations, JAF Stewart B. Minahan – VP Operations, Cooper Christopher J. Schwarz – VP Operations, Palisades Theodore A. Sullivan – VP Operations, Vermont Yankee

**ATTACHMENT 1 (Revised)****General Corporate Information Regarding the NRC Licensed Entities  
and Their Corporate Parents**

<b>NAME:</b>	[ETR ENOI Holdings, LLC] (Proposed Entity/Not Yet Created)
<b>STATE OF INCORPORATION:</b>	Delaware
<b>BUSINESS ADDRESS:</b>	1340 Echelon Parkway Jackson, Mississippi 39213
<b>MANAGERS:</b>	J. Wayne Leonard Leo P. Denault Mark T. Savoff
<b>EXECUTIVE PERSONNEL</b>	Michael R. Kansler – Chief Executive Officer and Chief Nuclear Officer John T. Herron – Chief Operating Officer

**ATTACHMENT 1 (Revised)****General Corporate Information Regarding the NRC Licensed Entities  
and Their Corporate Parents**

<b>NAME:</b>	[NewCo ENOI Holdings, LLC] (Proposed Entity/Not Yet Created)
<b>STATE OF INCORPORATION:</b>	Delaware
<b>BUSINESS ADDRESS:</b>	1340 Echelon Parkway Jackson, Mississippi 39213
<b>MANAGERS:</b>	Donald C. Hintz – Chairman Richard J. Smith John R. McGaha
<b>EXECUTIVE PERSONNEL</b>	Richard J. Smith – Chief Executive Officer John R. McGaha – Chief Operating Officer

**ATTACHMENT 1 (Revised)****General Corporate Information Regarding the NRC Licensed Entities  
and Their Corporate Parents**

<b>NAME:</b>	Entergy Nuclear Holding Company #1
<b>STATE OF INCORPORATION:</b>	Delaware
<b>BUSINESS ADDRESS:</b>	1340 Echelon Parkway Jackson, Mississippi 39213
<b>DIRECTORS:</b>	Richard J. Smith John R. McGaha
<b>EXECUTIVE PERSONNEL</b>	Richard J. Smith – Chief Executive Officer John R. McGaha – Chief Operating Officer

**ATTACHMENT 1 (Revised)****General Corporate Information Regarding the NRC Licensed Entities  
and Their Corporate Parents**

<b>NAME:</b>	Entergy Nuclear Holding Company
<b>STATE OF INCORPORATION:</b>	Delaware
<b>BUSINESS ADDRESS:</b>	1340 Echelon Parkway Jackson, Mississippi 39213
<b>MANAGERS:</b>	Richard J. Smith John R. McGaha
<b>EXECUTIVE PERSONNEL</b>	Richard J. Smith – Chief Executive Officer John R. McGaha – Chief Operating Officer

**ATTACHMENT 1 (Revised)****General Corporate Information Regarding the NRC Licensed Entities  
and Their Corporate Parents**

<b>NAME:</b>	Entergy Nuclear Midwest Investment Company, LLC
<b>STATE OF INCORPORATION:</b>	Delaware
<b>BUSINESS ADDRESS:</b>	1340 Echelon Parkway Jackson, Mississippi 39213
<b>MANAGERS:</b>	Richard J. Smith John R. McGaha
<b>EXECUTIVE PERSONNEL</b>	Richard J. Smith – Chief Executive Officer John R. McGaha – Chief Operating Officer



**ATTACHMENT 1 (Revised)****General Corporate Information Regarding the NRC Licensed Entities  
and Their Corporate Parents**

<b>NAME:</b>	Entergy Nuclear New York Investment Company 1
<b>STATE OF INCORPORATION:</b>	Delaware
<b>BUSINESS ADDRESS:</b>	1340 Echelon Parkway Jackson, Mississippi 39213
<b>DIRECTORS OR MANAGERS:</b>	Richard J. Smith John R. McGaha
<b>EXECUTIVE PERSONNEL</b>	Richard J. Smith – Chief Executive Officer John R. McGaha – Chief Operating Officer

**ATTACHMENT 1 (Revised)****General Corporate Information Regarding the NRC Licensed Entities  
and Their Corporate Parents**

<b>NAME:</b>	Entergy Nuclear Holding Company #3 LLC
<b>STATE OF INCORPORATION:</b>	Delaware
<b>BUSINESS ADDRESS:</b>	1340 Echelon Parkway Jackson, Mississippi 39213
<b>DIRECTORS OR MANAGERS:</b>	Richard J. Smith John R. McGaha
<b>EXECUTIVE PERSONNEL</b>	Richard J. Smith – Chief Executive Officer John R. McGaha – Chief Operating Officer

**ATTACHMENT 1 (Revised)****General Corporate Information Regarding the NRC Licensed Entities  
and Their Corporate Parents**

<b>NAME:</b>	Entergy Nuclear Vermont Investment Company, LLC
<b>STATE OF INCORPORATION:</b>	Delaware
<b>BUSINESS ADDRESS:</b>	1340 Echelon Parkway Jackson, Mississippi 39213
<b>MANAGERS:</b>	Richard J. Smith John R. McGaha
<b>EXECUTIVE PERSONNEL</b>	Richard J. Smith – Chief Executive Officer John R. McGaha – Chief Operating Officer

**ATTACHMENT 1 (Revised)****General Corporate Information Regarding the NRC Licensed Entities  
and Their Corporate Parents**

<b>NAME:</b>	Entergy Nuclear Generation Company [NRC Licensed Entity]
<b>STATE OF INCORPORATION:</b>	Massachusetts
<b>BUSINESS ADDRESS:</b>	600 Rocky Hill Road Plymouth, MA 02360
<b>DIRECTORS:</b>	Richard J. Smith John R. McGaha
<b>EXECUTIVE PERSONNEL</b>	Richard J. Smith – Chief Executive Officer John R. McGaha – Chief Operating Officer Kevin H. Bronson – VP, Operations, Pilgrim NPS

**ATTACHMENT 1 (Revised)****General Corporate Information Regarding the NRC Licensed Entities  
and Their Corporate Parents**

<b>NAME:</b>	Entergy Nuclear FitzPatrick, LLC [NRC Licensed Entity]
<b>STATE OF INCORPORATION:</b>	Delaware
<b>BUSINESS ADDRESS:</b>	268 Lake Road East Lycoming, New York 13093
<b>MANAGERS:</b>	Richard J. Smith John R. McGaha
<b>EXECUTIVE PERSONNEL</b>	Richard J. Smith – Chief Executive Officer John R. McGaha – Chief Operating Officer Peter T. Dietrich – VP, Operations

**ATTACHMENT 1 (Revised)****General Corporate Information Regarding the NRC Licensed Entities  
and Their Corporate Parents**

<b>NAME:</b>	Entergy Nuclear Vermont Yankee, LLC [NRC Licensed Entity]
<b>STATE OF INCORPORATION:</b>	Delaware
<b>BUSINESS ADDRESS:</b>	320 Governor Hunt Road Vernon, Vermont 05302
<b>MANAGERS:</b>	Richard J. Smith John R. McGaha
<b>EXECUTIVE PERSONNEL</b>	Richard J. Smith – Chief Executive Officer John R. McGaha – Chief Operating Officer Theodore A. Sullivan – VP, Operations

**ATTACHMENT 1 (Revised)****General Corporate Information Regarding the NRC Licensed Entities  
and Their Corporate Parents**

<b>NAME:</b>	Entergy Nuclear Indian Point 2, LLC [NRC Licensed Entity]
<b>STATE OF INCORPORATION:</b>	Delaware
<b>BUSINESS ADDRESS:</b>	Bleakley Avenue and Broadway Buchanan, New York 10511
<b>MANAGERS:</b>	Richard J. Smith John R. McGaha
<b>EXECUTIVE PERSONNEL</b>	Richard J. Smith – Chief Executive Officer John R. McGaha – Chief Operating Officer Joseph E. Pollock – Vice President, Operations

**ATTACHMENT 1 (Revised)****General Corporate Information Regarding the NRC Licensed Entities  
and Their Corporate Parents**

<b>NAME:</b>	Entergy Nuclear Indian Point 3, LLC [NRC Licensed Entity]
<b>STATE OF INCORPORATION:</b>	Delaware
<b>BUSINESS ADDRESS:</b>	Bleakley Avenue and Broadway Buchanan, New York 10511
<b>MANAGERS:</b>	Richard J. Smith John R. McGaha
<b>EXECUTIVE PERSONNEL</b>	Richard J. Smith – Chief Executive Officer John R. McGaha – Chief Operating Officer Joseph E. Pollock – Vice President, Operations



**ATTACHMENT 1 (Revised)****General Corporate Information Regarding the NRC Licensed Entities  
and Their Corporate Parents**

<b>NAME:</b>	Entergy Nuclear Palisades, LLC [NRC Licensed Entity]
<b>STATE OF INCORPORATION:</b>	Delaware
<b>BUSINESS ADDRESS:</b>	27780 Blue Star Memorial Highway Covert, Michigan 49043
<b>MANAGERS:</b>	Richard J. Smith John R. McGaha
<b>EXECUTIVE PERSONNEL</b>	Richard J. Smith – Chief Executive Officer John R. McGaha – Chief Operating Officer Christopher J. Schwartz – VP, Operations

**Attachment 5 (Revised)**

**Form of SUPPORT AGREEMENT**

Between

[NewCo]

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 [NewCo], 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 the written request of a Subsidiary Licensee, Parent shall provide or cause to be provided to such Subsidiary Licensee such funds as the Subsidiary Licensee determines to be necessary to pay Operating Expenses or meet NRC Requirements; provided, however, in any event the aggregate amount outstanding under this Support Agreement at any one time shall not exceed \$700 million, and this shall be the maximum unreimbursed amount Parent is obligated to provide under this Support Agreement.
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. 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**

[NewCo]

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: \_\_\_\_\_

**ACKNOWLEDGED AND AGREED AS TO  
SECTION 7**

Entergy Corporation

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Entergy International Holdings LTD

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Entergy International LTD LLC

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Entergy Global, LLC

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

## Schedule A to Attachment 5 (Revised)

<b>Guarantor</b>	<b>Guaranty on behalf of</b>	<b>Amount</b>	<b>Claim</b>
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 Global	Entergy Nuclear Indian Point 2, LLC	\$20M	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.

**Answer to RAI 2 & Updated Financial Projections  
(Non-Proprietary Version)**

**NRC Request For Information 2:**

[Redacted]

**Answer:**

[Redacted]



NON-PROPRIETARY VERSION  
FOR PUBLIC DISCLOSURE

**NewCo. -- Projected Balance Sheets (2008-2012)**

Dollars in Thousands

Forecast as of September 2007

	2008	2009	2010	2011	2012
<b>ASSETS:</b>					
Cash					
Accounts Receivable					
Fuel					
Inventory					
Notes Receivable					
Net Plant					
Decommissioning Trust Funds					
Prepayments & Other					
<b>Total Assets</b>					
<b>LIABILITIES:</b>					
Accounts Payable					
Accum. Def. Income Taxes					
Accrued Pension Liability and Other					
Notes Payable					
Decommissioning Liability					
Other Liabilities					
<b>Total Liabilities</b>					
<b>EQUITY:</b>					
Common Stock					
Retained Earnings					
Accumulated Other Comprehensive Income					
Treasury Stock					
<b>Total Equity</b>					
<b>Total Liabilities &amp; Equity</b>					

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY

NON-PROPRIETARY VERSION  
FOR PUBLIC DISCLOSURE

**Indian Point 2 -- Projected Balance Sheets (2008-2012)**

Dollars in Thousands

Forecast as of September 2007

	2008	2009	2010	2011	2012
<b>ASSETS:</b>					
Cash					
Accounts Receivable					
Fuel					
Inventory					
Notes Receivable					
Net Plant					
Decommissioning Trust Funds					
Prepayments & Other					
<b>Total Assets</b>					
<b>LIABILITIES:</b>					
Accounts Payable					
Accum. Def. Income Taxes					
Accrued Pension Liability					
Notes Payable					
Decommissioning Liability					
Other Liabilities					
<b>Total Liabilities</b>					
<b>EQUITY:</b>					
Member's Interest					
Retained Earnings					
Accumulated Other Comprehensive Income					
<b>Total Equity</b>					
<b>Total Liabilities &amp; Equity</b>					

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY

NON-PROPRIETARY VERSION  
FOR PUBLIC DISCLOSURE

**Indian Point 3 -- Projected Balance Sheets (2008-2012)**

Dollars in Thousands

Forecast as of September 2007

	2008	2009	2010	2011	2012
<b>ASSETS:</b>					
Cash					
Accounts Receivable					
Fuel					
Inventory					
Notes Receivable					
Net Plant					
Decommissioning Trust Funds					
Prepayments & Other					
<b>Total Assets</b>					
<b>LIABILITIES:</b>					
Accounts Payable					
Accum. Def. Income Taxes					
Accrued Pension Liability					
Notes Payable					
Decommissioning Liability					
Other Liabilities					
<b>Total Liabilities</b>					
<b>EQUITY:</b>					
Member's Interest					
Retained Earnings					
Accumulated Other Comprehensive Income					
<b>Total Equity</b>					
<b>Total Liabilities &amp; Equity</b>					

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY

NON-PROPRIETARY VERSION  
FOR PUBLIC DISCLOSURE

**Vermont Yankee -- Projected Balance Sheets (2008-2012)**

Dollars in Thousands

Forecast as of September 2007

	2008	2009	2010	2011	2012
<b>ASSETS:</b>					
Cash					
Accounts Receivable					
Fuel					
Inventory					
Notes Receivable					
Net Plant					
Decommissioning Trust Funds					
Prepayments & Other					
<b>Total Assets</b>					
<b>LIABILITIES:</b>					
Accounts Payable					
Accum. Def. Income Taxes					
Accrued Pension Liability					
Notes Payable					
Decommissioning Liability					
Other Liabilities					
<b>Total Liabilities</b>					
<b>EQUITY:</b>					
Member's Interest					
Retained Earnings					
Accumulated Other Comprehensive Income					
<b>Total Equity</b>					
<b>Total Liabilities &amp; Equity</b>					

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY

NON-PROPRIETARY VERSION  
FOR PUBLIC DISCLOSURE

**Fitzpatrick -- Projected Balance Sheets (2008-2012)**

Dollars in Thousands

Forecast as of September 2007

	2008	2009	2010	2011	2012
<b>ASSETS:</b>					
Cash					
Accounts Receivable					
Fuel					
Inventory					
Notes Receivable					
Net Plant					
Decommissioning Trust Funds					
Prepayments & Other					
<b>Total Assets</b>					
<b>LIABILITIES:</b>					
Accounts Payable					
Accum. Def. Income Taxes					
Accrued Pension Liability					
Notes Payable					
Decommissioning Liability					
Other Liabilities					
<b>Total Liabilities</b>					
<b>EQUITY:</b>					
Member's Interest					
Retained Earnings					
Accumulated Other Comprehensive Income					
<b>Total Equity</b>					
<b>Total Liabilities &amp; Equity</b>					

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY

NON-PROPRIETARY VERSION  
FOR PUBLIC DISCLOSURE

**Pilgrim -- Projected Balance Sheets (2008-2012)**

Dollars in Thousands

Forecast as of September 2007

	2008	2009	2010	2011	2012
<b>ASSETS:</b>					
Cash					
Accounts Receivable					
Fuel					
Inventory					
Notes Receivable					
Net Plant					
Decommissioning Trust Funds					
Prepayments & Other					
<b>Total Assets</b>					
<b>LIABILITIES:</b>					
Accounts Payable					
Accum. Def. Income Taxes					
Accrued Pension Liability					
Notes Payable					
Decommissioning Liability					
Other Liabilities					
<b>Total Liabilities</b>					
<b>EQUITY:</b>					
Common Stock					
Retained Earnings					
Accumulated Other Comprehensive Income					
<b>Total Equity</b>					
<b>Total Liabilities &amp; Equity</b>					

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY

NON-PROPRIETARY VERSION  
FOR PUBLIC DISCLOSURE

**Palisades -- Projected Balance Sheets (2008-2012)**

Dollars in Thousands

Forecast as of September 2007

	2008	2009	2010	2011	2012
<b>ASSETS:</b>					
Cash					
Accounts Receivable					
Fuel					
Inventory					
Notes Receivable					
Net Plant					
Decommissioning Trust Funds					
Prepayments & Other					
<b>Total Assets</b>					
<b>LIABILITIES:</b>					
Accounts Payable					
Accum. Def. Income Taxes					
Accrued Pension Liability and Other					
Notes Payable					
Decommissioning Liability					
Other Liabilities					
<b>Total Liabilities</b>					
<b>EQUITY:</b>					
Member's Interest					
Retained Earnings					
Accumulated Other Comprehensive Income					
<b>Total Equity</b>					
<b>Total Liabilities &amp; Equity</b>					

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY

NON-PROPRIETARY VERSION  
FOR PUBLIC DISCLOSURE

**NewCo. -- Projected Income Statements (2008-2012)**

Dollars in Thousands

Forecast as of September 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					



NON-PROPRIETARY VERSION  
FOR PUBLIC DISCLOSURE

**Indian Point 2 -- Projected Income Statements (2008-2012)**

Dollars in Thousands

Forecast as of September 2007

Indian Point 2 MDC

	2008	2009	2010	2011	2012
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					
	2008	2009	2010	2011	2012
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					

NON-PROPRIETARY VERSION  
FOR PUBLIC DISCLOSURE

**Indian Point 3 -- Projected Income Statements (2008-2012)**

Dollars in Thousands

Forecast as of September 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

	2008	2009	2010	2011	2012
--	------	------	------	------	------

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

NON-PROPRIETARY VERSION  
FOR PUBLIC DISCLOSURE

**Vermont Yankee -- Projected Income Statements (2008-2012)**

Dollars in Thousands

Forecast as of September 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

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

NON-PROPRIETARY VERSION  
FOR PUBLIC DISCLOSURE

**Entergy Nuclear Vermont Yankee, LLC -- Projected Cash Flow Statements (2008-2012)**

Dollars in Thousands

Forecast as of September 2007

	2008	2009	2010	2011	2012
<b>OPERATING ACTIVITIES</b>					
Net Income					
Non-Cash Items Included in Net Income:					
Depreciation, Amortization, Decommissioning and Deferred Income Taxes					
Other					
<b>Net cash flow provided / (used in) operating activities</b>					
<b>INVESTING ACTIVITIES</b>					
Construction Expenditures					
Nuclear fuel purchases					
Decommissioning Trust Contributions and Realized Change in Trust Assets					
<b>Net cash flow provided / (used in) investing activities</b>					
<b>FINANCING ACTIVITIES</b>					
Proceeds from issuance of:					
Long Term Debt					
Retirement of:					
Long Term Debt					
Advances (To) / From Parent/Associated Companies					
<b>Net cash flow provided / (used) by financing activities</b>					
Net Increase (Decrease) in Cash & Cash Equivalents					
Cash and Cash Equivalents at Beginning of Period					
<b>Cash &amp; Cash Equivalents at End of Period</b>					

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY

NON-PROPRIETARY VERSION  
FOR PUBLIC DISCLOSURE

**Fitzpatrick -- Projected Income Statements (2008-2012)**

Dollars in Thousands

Forecast as of September 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

NON-PROPRIETARY VERSION  
FOR PUBLIC DISCLOSURE

**Pilgrim -- Projected Income Statements (2008-2012)**

Dollars in Thousands

Forecast as of September 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

	2008	2009	2010	2011	2012
--	------	------	------	------	------

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

NON-PROPRIETARY VERSION  
FOR PUBLIC DISCLOSURE

**Palisades -- Projected Income Statements (2008-2012)**

Dollars in Thousands

Forecast as of September 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

	2008	2009	2010	2011	2012
--	------	------	------	------	------

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

NON-PROPRIETARY VERSION  
FOR PUBLIC DISCLOSURE

**NewCo. -- Projected Income Statements (2008-2012)**

Sensitivity (10% Reduction in Average Contract/Market Prices)

Dollars in Thousands

Forecast as of September 2007

Entergy Nuclear MDC

	2008	2009	2010	2011	2012
Projected Capacity Factor					
Average Contract Price \$/MWh					
Average Market Price \$/MWh					7
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					

FORECAST STATEMENTS/ACTUAL RESULTS MAY VARY



NON-PROPRIETARY VERSION  
FOR PUBLIC DISCLOSURE

**Indian Point 2 -- Projected Income Statements (2008-2012)**

Sensitivity (10% Reduction in Average Contract/Market Prices)

Dollars in Thousands

Forecast as of September 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

	2008	2009	2010	2011	2012
--	------	------	------	------	------

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

NON-PROPRIETARY VERSION  
FOR PUBLIC DISCLOSURE

**Indian Point 3 -- Projected Income Statements (2008-2012)**

Sensitivity (10% Reduction in Average Contract/Market Prices)

Dollars in Thousands

Forecast as of September 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					
	2008	2009	2010	2011	2012
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

NON-PROPRIETARY VERSION  
FOR PUBLIC DISCLOSURE

**Vermont Yankee -- Projected Income Statements (2008-2012)**

Sensitivity (10% Reduction in Average Contract/Market Prices)

Dollars in Thousands

Forecast as of September 2007

Vermont Yankee MDC

	2008	2009	2010	2011	2012
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					

	2008	2009	2010	2011	2012
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					

NON-PROPRIETARY VERSION  
FOR PUBLIC DISCLOSURE

**Fitzpatrick -- Projected Income Statements (2008-2012)**

Sensitivity (10% Reduction in Average Contract/Market Prices)

Dollars in Thousands

Forecast as of September 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

	2008	2009	2010	2011	2012
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NON-PROPRIETARY VERSION  
FOR PUBLIC DISCLOSURE

**Pilgrim -- Projected Income Statements (2008-2012)**

Sensitivity (10% Reduction in Average Contract/Market Prices)

Dollars in Thousands

Forecast as of September 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

	2008	2009	2010	2011	2012
--	------	------	------	------	------

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

NON-PROPRIETARY VERSION  
FOR PUBLIC DISCLOSURE

**Palisades -- Projected Income Statements (2008-2012)**

Sensitivity (10% Reduction in Average Contract/Market Prices)

Dollars in Thousands

Forecast as of September 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					
	2008	2009	2010	2011	2012
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

NON-PROPRIETARY VERSION  
FOR PUBLIC DISCLOSURE

**NewCo. -- Projected Income Statements (2008-2012)**

Sensitivity (10% Reduction in Production)

Dollars in Thousands

Forecast as of September 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

Q&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

NON-PROPRIETARY VERSION  
FOR PUBLIC DISCLOSURE

**Indian Point 2 -- Projected Income Statements (2008-2012)**

Sensitivity (10% Reduction in Production)

Dollars in Thousands

Forecast as of September 2007

Indian Point 2 MDC

	2008	2009	2010	2011	2012
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					
	2008	2009	2010	2011	2012
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



NON-PROPRIETARY VERSION  
FOR PUBLIC DISCLOSURE

**Indian Point 3 -- Projected Income Statements (2008-2012)**

Sensitivity (10% Reduction in Production)

Dollars in Thousands

Forecast as of September 2007

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

2008 2009 2010 2011 2012

NON-PROPRIETARY VERSION  
FOR PUBLIC DISCLOSURE

**Vermont Yankee -- Projected Income Statements (2008-2012)**

Sensitivity (10% Reduction in Production)

Dollars in Thousands

Forecast as of September 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

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

NON-PROPRIETARY VERSION  
FOR PUBLIC DISCLOSURE

**Fitzpatrick -- Projected Income Statements (2008-2012)**

Sensitivity (10% Reduction in Production)

Dollars in Thousands

Forecast as of September 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

	2008	2009	2010	2011	2012
--	------	------	------	------	------

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

NON-PROPRIETARY VERSION  
FOR PUBLIC DISCLOSURE

**Pilgrim -- Projected Income Statements (2008-2012)**

Sensitivity (10% Reduction in Production)

Dollars in Thousands

Forecast as of September 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

NON-PROPRIETARY VERSION  
FOR PUBLIC DISCLOSURE

**Palisades -- Projected Income Statements (2008-2012)**

Sensitivity (10% Reduction in Production)

Dollars in Thousands

Forecast as of September 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

	2008	2009	2010	2011	2012
--	------	------	------	------	------

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