

~~PROPRIETARY~~



Nuclear Innovation
North America LLC
4000 Avenue F, Suite A
Bay City, Texas 77414

January 26, 2011
U7-C-NINA-NRC-110001

U. S. Nuclear Regulatory Commission
Attention: Document Control Desk
One White Flint North
11555 Rockville Pike
Rockville, MD 20852-2738

South Texas Project
Units 3 and 4
Docket Nos. 52-012 and 52-013
Submittal of Combined License Application Revision 5

References:

1. Letter, M. A. McBurnett to Document Control Desk, "Combined License Application," ABR-AE-07000004, dated September 20, 2007 (ML072830407)
2. Letter, M. A. McBurnett to Document Control Desk, "Update to Change in Lead Applicant for STP 3 & 4," U7-C-STP-NRC-110014, dated January 19, 2011

Nuclear Innovation North America LLC (NINA) submits Revision 5 to the South Texas Project Units 3 & 4 (STP 3 & 4) Combined License Application (COLA) (Reference 1) as an enclosure to this letter. The changes in COLA Revision 5 are limited to issues relating to the change in lead applicant from South Texas Project Nuclear Operating Company (STPNOC) to NINA, which became effective on January 24, 2011, as described in Reference 2. This revision modifies COLA Part 1 and Chapters 1, 13, and 17 of the Final Safety Analysis Report.

This letter contains attachments and enclosures providing the following:

- Attachment 1 – "Affidavit for Withholding Proprietary Information under 10 CFR 2.390," on behalf of Nuclear Innovation North America (NINA).
- Attachment 2 – "Summary of Preflight Evaluations," checks performed on the PDF files for each Part included with this submittal (Enclosures 1 and 2).
- Attachment 3 – "Summary of Changes" incorporated into Revision 5 to the COLA
- Enclosures (2) – Two DVDs containing Revision 5 to the COLA in PDF format, prepared in compliance with "Guidance for Electronic Submissions to the NRC." Each DVD contains a packing slip that explains the contents.

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STI 32814494

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Enclosure 1 (DVD) provides a complete, non-proprietary and non-security-sensitive version of the STP 3 & 4 COLA suitable for public disclosure.

Enclosure 2 (DVD) provides a complete proprietary version of the STP 3 & 4 COLA and includes the proprietary and Security Sensitive information.

The affidavit submitted with Reference 1 requesting that proprietary information be withheld from public disclosure in accordance with 10 CFR 2.390 remains applicable to the proprietary information contained in Part 10.

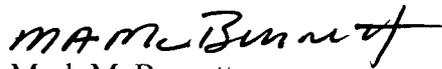
There are no commitment changes (completions, revisions, or additions) in COLA Revision 5.

Upon separation from Enclosure 2 (Proprietary Information), this letter is decontrolled.

If there are any questions regarding this submittal, please contact Scott Head at (361) 972-7136, or Bill Mookhoek at (361) 972-7274.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 1/26/2011



Mark McBurnett
Senior Vice President, Oversight & Regulatory Affairs
Nuclear Innovation North America LLC

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Attachments: As stated

Enclosures: 1. DVD, South Texas Project Units 3 & 4 COLA Rev. 05, Non-Proprietary
2. DVD, South Texas Project Units 3 & 4 COLA Rev. 05, Proprietary

cc: w/o attachment except*
(paper copy)

(electronic copy)

Director, Office of New Reactors
U. S. Nuclear Regulatory Commission
One White Flint North
11555 Rockville Pike
Rockville, MD 20852-2738

*George F. Wunder
*Jessie Muir
Loren R. Plisco
U. S. Nuclear Regulatory Commission

Regional Administrator, Region IV
U. S. Nuclear Regulatory Commission
611 Ryan Plaza Drive, Suite 400
Arlington, Texas 76011-8064

Steve Winn
Joseph Kiwak
Jamey Seeley
Eli Smith
Nuclear Innovation North America

Kathy C. Perkins, RN, MBA
Assistant Commissioner
Division for Regulatory Services
Texas Department of State Health Services
P. O. Box 149347
Austin, Texas 78714-9347

Richard Peña
Kevin Pollo
L. D. Blaylock
CPS Energy

Alice Hamilton Rogers, P.E.
Inspection Unit Manager
Texas Department of State Health Services
P. O. Box 149347
Austin, Texas 78714-9347

*Steven P. Frantz, Esquire
A. H. Gutterman, Esquire
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave. NW
Washington D.C. 20004

*George Wunder
*Jessie Muir
Two White Flint North
11545 Rockville Pike
Rockville, MD 20852

ATTACHMENT 1

**AFFIDAVIT FOR WITHHOLDING PROPRIETARY INFORMATION
UNDER 10 CFR 2.390**

UNITED STATES OF AMERICA

NUCLEAR REGULATORY COMMISSION

In the Matter

STP Nuclear Operating Company

South Texas Project Units 3 & 4

Docket Nos:

52-012

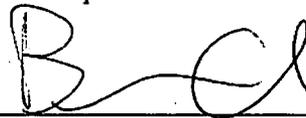
52-013

AFFIDAVIT

I, Bruce Chung, Chief Financial Officer for Nuclear Innovation North America LLC (“NINA”), Nuclear Innovation North America Investments Holdings LLC (“NINA Holdings”), Nuclear Innovation North America Investments LLC (“NINA Investments”), NINA Texas 3 LLC (“NINA 3”) and NINA Texas 4 LLC (“NINA 4”), hereby affirm and state:

1. I am authorized to execute this affidavit on behalf of NINA, NINA Holdings, NINA Investments, NINA 3, and NINA 4.
2. NINA 3 and NINA 4 are providing information to support the application for a Combined License for STP Units 3 & 4. The information being provided is located in Part 1 of the application and contains legal and financial information related to the ownership of STP Units 3 & 4. The application also contains proprietary commercial and financial information that should be held in confidence by the NRC pursuant to the policy reflected in 10 CFR2.390(a)(4), because:
 - i. This information is and has been withheld in confidence by NINA 3, NINA 4 and their affiliates.
 - ii. This information is of a type that is customarily held in confidence by NINA 3, NINA 4 and their affiliates, and there is a rational basis for doing so because the information contains sensitive legal and financial information concerning financing arrangements, project cost, and operating expenses of NINA 3 and NINA 4.
 - iii. This information is being transmitted to the NRC voluntarily, in confidence and under the provisions of 10 CFR2.390(a)(4) and it is to be received in confidence by the NRC.
 - 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 NINA 3, NINA 4 and their affiliates by disclosing internal financial information.
- 3. The proprietary information related to the application is shown in Part I Tables 1.3-1, 1.3-2, 1.3-3 and 1.3-4 as provided in the attachment to this Affidavit and has been appropriately marked as proprietary.
- 4. The information has substantial commercial value. The information requested to be withheld reveals commercially valuable and sensitive information and information about financing arrangements. Public disclosure of this proprietary information is likely to cause substantial harm to the competitive position of NINA 3 and NINA 4, NINA Investments, NINA Holdings and NINA itself because it would enhance the ability of competitors to gain knowledge of our costs and our commercial strategies.
- 5. Accordingly, NINA 3 and NINA 4 request that the designated portions of the COLA be withheld from public disclosure pursuant to 10 CFR 2.390(a)(4).

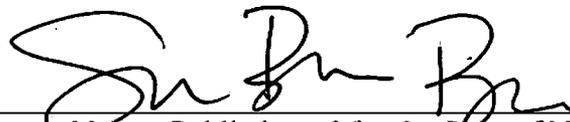


 Bruce Chung
 Chief Financial Officer
 Nuclear Innovation North America LLC
 Nuclear Innovation North America Investments Holdings LLC
 Nuclear Innovation North America Investments LLC
 Nuclear Innovation North America Texas 3 LLC
 Nuclear Innovation North America Texas 4 LLC

STATE OF NEW YORK)
)
 COUNTY OF NEW YORK)

Subscribed and sworn to before me, a Notary Public in and for the State of New York,
 this 27th day of April, 2010.

BRIDGET BRADY
 NOTARY PUBLIC STATE OF NEW YORK
 NEW YORK COUNTY, L.I.C. #0189219284
 COMMISSION EXPIRES 3/29/2014



 Notary Public in and for the State of New York

ATTACHMENT 2

SUMMARY OF PREFLIGHT EVALUATIONS

All submittal PDF files were prepared with Adobe Acrobat Version 8 using the current Job Options file provided by the NRC on its web site. All files passed the preflight check (using the latest NRC preflight profile provided on its web site) except a few files that contained scanned pages that were processed by the Acrobat Optical Character Recognition (OCR) process. In these cases, an error is generated for lack of embedded fonts in the files. This is due to the known and documented inability of Acrobat to embed the fonts in a scanned and OCR processed file.

SUMMARY OF CHANGES

The following table is a summary of changes incorporated into Revision 5 to the COLA.

Description of Change	Location
Change in lead COL applicant and lead licensee from STPNOC to NINA effective as of January 24, 2011, the division of responsibility between NINA and STPNOC, and the future transition of these responsibilities.	Part 1
References to STPNOC and NINA regarding lead COL applicant and lead licensee roles and status. NINA will assume responsibility for design, construction, and licensing prior to operation for STP 3 & 4, and STPNOC will retain responsibility for operation of these units.	Part 2, Tier 2, Chapter 1
Addition of NINA to organizational structure and changes to delineation of roles within the organization arrangements.	Part 2, Tier 2, Chapter 13
Change to title of Quality Assurance Program Description (QAPD) from "STPNOC 3 & 4 QAPD" to "STP 3 & 4 QAPD."	Part 2, Tier 2, Chapter 17