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Morgan Lewis
C O U N S E L O R S A T L A W

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September 4, 2012

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112 SW 6th Ave., Suite 202
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Michael Spencer, Esq.
Office of the General Counsel
U.S. Nuclear Regulatory Commission
Washington, DC 20555-0001

RE: Thirty-Fifth Update to Disclosures Pursuant to 10 C.F.R. § 2.336; *Nuclear Innovation North America LLC* (South Texas Project Units 3 and 4), Docket Nos. 52-012 and 52-013

Pursuant to 10 C.F.R. § 2.336, the agreement among the parties dated September 10, 2009, and the Initial Scheduling Order dated October 20, 2009, Nuclear Innovation North America LLC (NINA) is providing the thirty-fifth update to its disclosures with respect to Intervenors' Contention FC-1, as admitted by the Board on September 30, 2011 (LBP-11-25).

NINA's disclosures consist of the following:

- Enclosure 1 provides the names, addresses, and telephone numbers of the persons upon whose opinion NINA bases its positions on the contention and upon whom NINA may rely upon as a witness, and a copy of the analyses and authorities upon which they base their opinions.
- Enclosure 2 provides a description, by category and location, of all relevant non-privileged documents, data compilations, and tangible things in the possession, custody, or control of NINA that are relevant to the admitted contention in this proceeding. If you determine that you would like a copy of any of these documents, please inform me of which documents you would like and I will provide a copy to you.
- Enclosure 3 provides an index of any documents, data compilations, or tangible things in the possession, custody, or control of NINA that may be relevant to the contention but contain

proprietary-related or otherwise protected information. Upon request by the NRC Staff, NINA will provide a copy using the procedure in 10 C.F.R. § 2.390. If the Intervenor desire a copy, NINA will provide any requested proprietary documents if they are covered by the existing Protective Order, or will work with the Intervenor to develop a mutually acceptable proposed amendment to the Protective Order for issuance by the Board.

- Enclosure 4 provides an index of relevant documents that are otherwise publicly available.

In order to compile Enclosures 2, 3, and 4, NINA made a reasonable good faith search of its records since the previous disclosures filed on August 1, 2012. The attached affidavit attests that all relevant materials identified by this search have been disclosed, and that the disclosures are accurate and complete as of August 15, 2012. Additions to the logs since the last disclosures are highlighted.

In the event that NINA identifies additional relevant documents or witnesses for any hearing on Contention FC-1, NINA will update these disclosures on the 1st day of each month (subject to 10 C.F.R. § 2.306(a)), as required by 10 C.F.R. § 2.336(d), the agreement among the parties dated September 10, 2009, and the Initial Scheduling Order dated October 20, 2009.

NINA has been conservative in identifying documents for inclusion in Enclosures 2, 3, and 4. By identifying documents on those Enclosures, NINA does not necessarily concede that the documents are in fact relevant or material to the admitted contention.

Sincerely,

Signed (electronically) by Stephen J. Burdick

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Counsel for Nuclear Innovation North America LLC

Enclosures

cc: Service List

**UNITED STATES OF AMERICA
NUCLEAR REGULATORY COMMISSION**

BEFORE THE ATOMIC SAFETY AND LICENSING BOARD

In the Matter of)	
NUCLEAR INNOVATION NORTH AMERICA LLC)	Docket Nos. 52-012-COL
(South Texas Project Units 3 and 4))	52-013-COL
	September 4, 2012

AFFIDAVIT

1. My name is Scott Head. My title is Manager, Regulatory Affairs for South Texas Project, Units 3 & 4. Working with the attorneys for Nuclear Innovation North America LLC (NINA), I have been responsible for managing the searches, collection, and compilation of documents, data compilations, and tangible things to comply with the mandatory disclosure requirements in 10 C.F.R. § 2.336.
2. This Affidavit relates to the disclosures that NINA is providing on September 4, 2012 in the above-captioned proceeding pursuant to 10 C.F.R. § 2.336, the parties' joint agreement on mandatory disclosures, dated September 10, 2009, and the Initial Scheduling Order, dated October 20, 2009.
3. A reasonable good faith search was conducted of documents, data compilations, and tangible things in the possession, custody, or control of NINA for the types of information specified in 10 C.F.R. § 2.336(a). As provided in 10 C.F.R. § 2.336(c), this search was conducted based on information and documents reasonably available to NINA:
 - a. The searches encompassed both electronic and paper documents.

- b. The searches encompassed both South Texas Project (STP) Units 3 and 4 project-related files and documents in the possession and control of employees who have worked on the STP Units 3 and 4 project.
 - c. The searches also encompassed documents, data compilations, and tangible things in the possession and control of the vendors and contractors who have supported the NINA combined license application to the extent that NINA has rights to these documents, data compilations, and tangible things.
 - d. Searches did not encompass documents in the possession of individuals who did not work on the STP Units 3 and 4 project or files unrelated to the STP Units 3 and 4 project.
- 4. Enclosure 2 provides the index of relevant non-privileged, non-protected documents, data compilations, and tangible things that were located as a result of this search.
 - 5. Enclosure 3 provides the index of relevant documents, data compilations, and tangible things containing proprietary-related or otherwise protected information.
 - 6. Enclosure 4 provides the index of relevant documents, data compilations, and tangible things that are publicly available.
 - 7. NINA has been conservative in identifying documents for inclusion in Enclosures 2, 3, and 4. By identifying documents on those Enclosures, I do not necessarily concede that the documents are in fact relevant or material to the admitted contention.
 - 8. These disclosures are accurate and complete as of August 15, 2012.

The statements made above are true to the best of my knowledge, information, and belief.

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

Executed in Accord with 10 C.F.R. § 2.304(d)

Scott M. Head

Manager, Regulatory Affairs

South Texas Project, Units 3 & 4

4000 Avenue F – Suite A

Bay City, TX 77414

Phone: 361-972-7136

Fax: 361-972-8298

E-mail: smhead@stpegs.com

Executed this 4th day of September 2012

ENCLOSURE 1

NINA WITNESSES

The name and, if known, the address and telephone number of any person, including any expert, upon whose opinion the party bases its claims and contentions and may rely upon as a witness:

Response: Contention FC-1

Tentatively, NINA has identified the following potential witness for Contention FC-1:

Mark A. McBurnett
Chief Executive Officer and Chief Nuclear Officer
Nuclear Innovation North America LLC
4000 Avenue F, Suite A
Bay City, Texas 77414
Phone: 361-972-7205

NINA will update this disclosure if and when it identifies additional persons that it may rely upon as its witnesses.

A copy of the analysis or other authority upon which that person bases his or her opinion:

Response: Contention FC-1

The potential witness bases his opinion upon the January 19, 2012 “Affidavit of Mark A. McBurnett” that was submitted as part of “NINA’s Answer to Intervenors’ Motion for Summary Disposition of Intervenors’ Contention FC-1,” including the documents that are adopted as part of that affidavit, and letters U7-C-NINA-NRC-120014 (dated February 23, 2012) and U7-C-NINA-NRC-120037 (dated May 17, 2012) from NINA to the NRC.

NINA will update this disclosure if and when it has identified any additional analyses and authorities.

ENCLOSURE 2

Mandatory Disclosure Log

DOC #	DATE	LOCATION*	AUTHOR OR CUSTODIAN	TO	SUBJECT/DESCRIPTION	CONTENTION
1 - 14	DELETED PER LBP-10-14 (DISMISSING CONTENTIONS 8, 9, 14, 16, AND 21)					
15	MOVED TO ENCLOSURE 4					
16 - 145	DELETED PER LBP-10-14 (DISMISSING CONTENTIONS 8, 9, 14, 16, AND 21)					
146	DELETED BECAUSE THE RECORD FOR CONTENTION CL-2 HAS CLOSED					
147 - 172	DELETED PER LBP-10-14 (DISMISSING CONTENTIONS 8, 9, 14, 16, AND 21)					
173 - 175	DELETED BECAUSE THE RECORD FOR CONTENTION CL-2 HAS CLOSED					
176	DELETED BECAUSE THE RECORD FOR CONTENTION DEIS-1-G HAS CLOSED					
177 - 197	DELETED BECAUSE THE RECORD FOR CONTENTION CL-2 HAS CLOSED					
198	06/20/2011	Morgan, Lewis & Bockius	NRC	NINA	Request for Additional Information No. 5856 Rev. 3	FC-1
199	04/19/2011	Morgan, Lewis & Bockius	Ed Halpin	STPNOC	Corporate Communication: NRG Ends Participation in STP Units 3 & 4	FC-1
200	01/14/2011	Morgan, Lewis & Bockius	M. McBurnett	S. Head	E-mail re. Foreign Ownership	FC-1
201	10/05/2011	Morgan, Lewis & Bockius	M. McBurnett	B. Eller	E-mail re. Response to Bay City Tribune Article on Foreign Issues	FC-1
202	10/11/2011	Morgan, Lewis & Bockius	NINA	NRC Staff	NINA Presentation to NRC Staff	FC-1
203	12/15/2011	Morgan, Lewis & Bockius	NINA	N/A	Corporate Communication: Units 3&4 Update	FC-1
204	02/16/2012	Morgan, Lewis & Bockius	NINA	N/A	White Paper: Key Generic Licensing Issues for the Development of New U.S. Merchant Reactors	FC-1
205	02/15/2012	Morgan, Lewis & Bockius	NINA	N/A	Foreign Investment in U.S. Nuclear Reactors: Negotiation Action Plans to Facilitate Investment	FC-1
206	02/22/2012	Morgan, Lewis & Bockius	NINA	N/A	White Paper: Key Generic Licensing Issues for the Development of New U.S. Merchant Reactors	FC-1
207	02/22/2012	Morgan, Lewis & Bockius	NINA	N/A	White Paper (Redline): Key Generic Licensing Issues for the Development of New U.S. Merchant Reactors	FC-1
208	02/23/2012	Morgan, Lewis & Bockius	NINA	N/A	White Paper: Key Generic Licensing Issues for the Development of New U.S. Merchant Reactors	FC-1

*Morgan Lewis is located at 1111 Pennsylvania Avenue, NW, Washington, DC 20004.

DOC #	DATE	LOCATION*	AUTHOR OR CUSTODIAN	TO	SUBJECT/DESCRIPTION	CONTENTION
209	03/15/2012	Morgan, Lewis & Bockius	S. Head and M. McBurnett	S. Head and M. McBurnett	E-mail re. Foreign Ownership Conversation with NRC Staff	FC-1
210	03/15/2012	Morgan, Lewis & Bockius	S. Head and M. McBurnett	S. Head and M. McBurnett	E-mail re. Foreign Ownership Conversation with NRC Staff	FC-1
211	07/16/2012	Morgan, Lewis & Bockius	M. McBurnett	T. Hulihan, U.S. Department of Energy	E-mail re. Foreign Ownership and Related NRC Staff Review	FC-1
212	06/21/2012	Morgan, Lewis & Bockius	NINA	N/A	STP Units 3 and 4 Advanced Boiling Water Reactor Corrective Action Program, Rev. 11	FC-1

ENCLOSURE 3

Proprietary Log

DOC #	DATE	LOCATION*	AUTHOR OR CUSTODIAN	TO	SUBJECT/ DESCRIPTION	CONTENTION	BASIS FOR PROPRIETARY STATUS
1 - 30	DELETED PER LBP-10-14 (DISMISSING CONTENTIONS 8, 9, 14, 16, AND 21)						
31	06/23/2011	Morgan, Lewis & Bockius	NINA	NRC	Proposed Updated to COLA Part 1 Information	FC-1	NINA Proprietary Information
32	05/26/2010	Morgan, Lewis & Bockius	NINA	NRC	Supplemental Response to Request for Additional Information	FC-1	NINA Proprietary Information
33	09/10/2009	Morgan, Lewis & Bockius	NINA	DOE	STP 3 & 4 90-Day Update Presentation to DOE	FC-1	NINA Proprietary Information
34	02/24/2009	Morgan, Lewis & Bockius	NINA	DOE	STP 3 & 4 Part II Update Presentation to DOE	FC-1	NINA Proprietary Information
35	04/15/2010	Morgan, Lewis & Bockius	NINA	DOE	TEPCO Investment Approval Presentation to DOE	FC-1	NINA Proprietary Information
36	11/19/2009	Morgan, Lewis & Bockius	NINA	DOE	Presentation to DOE – NINA Overview and Update	FC-1	NINA Proprietary Information
37	09/13/2010	Morgan, Lewis & Bockius	NINA	DOE	Part II Submission Follow-on Pertaining to STP Units 3 & 4 Project Funding and Financing	FC-1	NINA Proprietary Information
38	03/05/2009	Morgan, Lewis & Bockius	NINA	N/A	TEPCO Due Diligence Session Presentation	FC-1	NINA Proprietary Information

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DOC #	DATE	LOCATION*	AUTHOR OR CUSTODIAN	TO	SUBJECT/ DESCRIPTION	CONTENTION	BASIS FOR PROPRIETARY STATUS
39	05/10/2010	Morgan, Lewis & Bockius	NINA/TEPCO	NINA/TEPCO	NINA and TEPCO Investment and Option Agreement	FC-1	NINA Proprietary Information
40	05/10/2010	Morgan, Lewis & Bockius	NRG/NINA/TEPCO	NRG/NINA/TEPCO	Parent Company Agreement	FC-1	NINA Proprietary Information
41	05/08/2009	Morgan, Lewis & Bockius	NINA	N/A	NINA Amended Operating Agreement	FC-1	NINA Proprietary Information
42	07/09/2012	Morgan, Lewis & Bockius	NINA	N/A	NINA Board of Directors Presentation on Foreign Ownership, Control, or Domination	FC-1	NINA Proprietary Information
43	07/09/2012	Morgan, Lewis & Bockius	NINA	N/A	Approved Meeting Minutes of the Board of Managers of NINA	FC-1	NINA Proprietary Information

ENCLOSURE 4

Publicly Available Log

DOC #	DATE	LOCATION	AUTHOR OR CUSTODIAN	TO	SUBJECT/ DESCRIPTION	CONTENTION
1 - 27		DELETED PER LBP-10-14 (DISMISSING CONTENTIONS 8, 9, 14, 16, AND 21)				
28		DELETED BECAUSE THE RECORD FOR CONTENTION CL-2 HAS CLOSED				
29 - 32		DELETED PER LBP-10-14 (DISMISSING CONTENTIONS 8, 9, 14, 16, AND 21)				
33 - 40		DELETED BECAUSE THE RECORD FOR CONTENTION CL-2 HAS CLOSED				
41 - 55		DELETED BECAUSE THE RECORD FOR CONTENTION DEIS-1-G HAS CLOSED				
56 - 60		DELETED BECAUSE THE RECORD FOR CONTENTION CL-2 HAS CLOSED				
61 - 63		DELETED BECAUSE THE RECORD FOR CONTENTION DEIS-1-G HAS CLOSED				
64 - 67		DELETED BECAUSE THE RECORD FOR CONTENTION CL-2 HAS CLOSED				
68		DELETED BECAUSE THE RECORD FOR CONTENTION DEIS-1-G HAS CLOSED				
69		DELETED BECAUSE THE RECORD FOR CONTENTION CL-2 HAS CLOSED				
70		DELETED BECAUSE THE RECORD FOR CONTENTION DEIS-1-G HAS CLOSED				
71		DELETED BECAUSE THE RECORD FOR CONTENTION CL-2 HAS CLOSED				
72		DELETED BECAUSE THE RECORD FOR CONTENTION DEIS-1-G HAS CLOSED				
73		DELETED BECAUSE THE RECORD FOR CONTENTION CL-2 HAS CLOSED				
74 - 80		DELETED BECAUSE THE RECORD FOR CONTENTION DEIS-1-G HAS CLOSED				
81	04/19/2011	Available at http://phx.corporate-ir.net/External.File?item=UGFyZW50SUQ9OTAwMzB8Q2hpbGRJRD0tMXxUeXBIPtM=&t=1	NRG Energy, Inc.	N/A	NRG News Release on Development of STP Units 3 & 4	FC-1
82	04/23/2011	Available at http://www.laptopsmanual.com/category/toshiba-notebook-manuals/page/7	Toshiba Corp.	N/A	Toshiba Corp. Continuing to Pursue a License	FC-1
83	05/10/2010	Available at http://phx.corporate-ir.net/External.File?item=UGFyZW50SUQ9NDUzMTR8Q2hpbGRJRD0tMXxUeXBIPtM=&t=1	NRG Energy, Inc.	N/A	TEPCO to Be a Partner in STP Nuclear Expansion Project	FC-1
84	05/10/2010	Available at http://www.tepco.co.jp/en/press/corp-com/release/10051001-e.html	TEPCO	N/A	TEPCO to Invest in STP Expansion (STP Units 3 & 4)	FC-1

DOC #	DATE	LOCATION	AUTHOR OR CUSTODIAN	TO	SUBJECT/ DESCRIPTION	CONTENTION
85	05/05/2011	Available at http://investor.nrgenergy.com/phoenix.zhtml?c=121544&p=IROL-sec&secCat01.1_rs=31&secCat01.1_rc=10	NRG Energy, Inc.	N/A	NRG Energy, Inc. 10-Q	FC-1
86	08/02/2010	Available at http://phx.corporate-ir.net/External.File?item=UGFyZW50SUQ9MzlyMzlwMHxDaGlsZElEPTM5MTQ5NnxUeXBIPTI=&t=1	NRG Energy, Inc.	N/A	NRG's Second Quarter 2010 Results Presentation	FC-1
87	04/21/2011	Available at ADAMS Accession No. ML111220150	NRC	N/A	Advisory Committee on Reactor Safeguards Subcommittee Meeting Transcript	FC-1
88	01/31/2011	Available at ADAMS Accession No. ML110340538	NINA	N/A	STP Units 3 & 4 COLA (General Financials), Rev. 5	FC-1
89	10/05/2010	Available at ADAMS Accession No. ML102860171	NINA	N/A	STP Units 3 & 4 COLA (General Financials), Rev. 4	FC-1
90	09/16/2009	Available at ADAMS Accession No. ML092931176	NINA	N/A	STP Units 3 & 4 COLA (General Financials), Rev. 3	FC-1
91	09/24/2008	Available at ADAMS Accession No. ML082830951	NINA	N/A	STP Units 3 & 4 COLA (General Financials), Rev. 2	FC-1
92	08/02/2010	Available at http://investor.nrgenergy.com/phoenix.zhtml?c=121544&p=IROL-sec&secCat01.1_rs=31&secCat01.1_rc=10	NRG Energy, Inc.	N/A	NRG Energy, Inc. 10-Q	FC-1
93	02/17/1999	Available at ADAMS Legacy Accession No. 003753727	NRC	N/A	SECY-98-246 Commission Voting Record, Standard Review Plan on FOCD of Applicants for Reactor Licenses	FC-1
94	10/30/2009	Available at ADAMS Accession No. ML093010003	NRC	N/A	Revised Safety Evaluation of Direct and Indirect License Transfers Due to Corporate Restructuring	FC-1
95	11/24/1999	Available at ADAMS Accession No. ML993550412	NRC	N/A	Safety Evaluation of the Proposed Transfer of	FC-1

DOC #	DATE	LOCATION	AUTHOR OR CUSTODIAN	TO	SUBJECT/ DESCRIPTION	CONTENTION
					Clinton Power Station Operating License	
96	06/30/1999	Available at ADAMS Accession No. ML992800078	NRC	N/A	SECY-99-165 Final Standard Review Plan Regarding FOCD of Applicants for Reactor Licenses	FC-1
97	08/31/1999	Available at ADAMS Accession No. ML003752184	NRC	N/A	Staff Requirements Memorandum, SECY-99-165 Final Standard Review Plan Regarding FOCD of Applicants for Reactor Licenses	FC-1
98	10/13/2011	Available at ADAMS Accession No. ML112860167	NRC	NINA	Request for Additional Information No. 6046, Rev. 6	FC-1
99	10/13/2011	Available at ADAMS Accession No. ML112860167	NRC	NINA	Request for Additional Information No. 6049, Rev. 6	FC-1
100	07/13/2011	Available at ADAMS Accession No. ML111950209	NRC	NINA	Request for Additional Information No. 5856, Rev. 5	FC-1
101	08/04/2011	Available at ADAMS Accession No. ML11217A222	NINA	NRC	NINA Response to Request for Additional Information No. 5856	FC-1
102	DELETED BECAUSE THE RECORD FOR CONTENTION DEIS-1-G HAS CLOSED					
103	02/28/2011	Available at http://public-blog.nrc-gateway.gov/2011/02/28/when-foreign-countries-want-to-buy-into-u-s-nuclear-power-plants-%E2%80%93-what-then/	NRC	N/A	When Foreign Countries Want to Buy into U.S. Nuclear Power Plants – What Then?	FC-1
104	01/17/2012	Morgan, Lewis & Bockius	NINA	N/A	STP Units 3 & 4 Combined License Application: Ownership and Control of NINA	FC-1

**UNITED STATES OF AMERICA
NUCLEAR REGULATORY COMMISSION**

BEFORE THE ATOMIC SAFETY AND LICENSING BOARD

_____)	
In the Matter of)	Docket Nos. 52-012-COL
)	52-013-COL
NUCLEAR INNOVATION NORTH AMERICA LLC)	
)	
(South Texas Project Units 3 and 4))	September 4, 2012
_____)	

CERTIFICATE OF SERVICE

I hereby certify that on September 4, 2012 a copy of Nuclear Innovation North America LLC's "Thirty-fifth Update to Disclosures Pursuant to 10 C.F.R. § 2.336" was served by the Electronic Information Exchange.

Signed (electronically) by Stephen J. Burdick

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