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Entergy Nuclear Operations, Inc.
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John F. McCann
Vice President, Regulatory
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CNRO-2014-00014

October 9, 2014

10 CFR 50.80
10 CFR 50.90

Director, Office of Nuclear Reactor Regulation
U.S. Nuclear Regulatory Commission
One White Flint North
11555 Rockville Pike
Rockville, MD 20852

Subject: Entergy Operations, Inc.
River Bend Station, Unit 1 & ISFSI
Docket Nos. 50-458 & 72-49
Waterford 3 Steam Electric Station & ISFSI
Docket Nos. 50-382 & 72-75

Updated Application for Order Approving Transfers of Licenses and Conforming License Amendments

Reference: Entergy Operations, Inc. letter to the NRC (CNRO-2014-00007), *Application for Order Approving Transfers of Licenses and Conforming License Amendments*, dated June 10, 2014 (ML14161A698)

Dear Sir or Madam:

In the referenced letter, Entergy Operations, Inc. (Entergy), acting on behalf of Entergy Gulf States Louisiana, L.L.C. (EGSL) and Entergy Louisiana, LLC (ELL) (together, the Applicants, and EGSL and ELL each being an owner Licensee Entity), requested the NRC issue an Order approving the transfers of control of the Facility Operating Licenses for River Bend Station, Unit 1 (RBS) and Waterford 3 Steam Electric Station (Waterford) (together, the Facilities), and conforming license amendments. The enclosed is an update to that application. The reason for this update is simply to note that the applicants have decided to change the ultimate names of two of the entities involved in the underlying transaction structure. Specifically, the existing utility Entergy Louisiana, LLC ("ELL") will change its name to "EL Investment Company, LLC", and the new, combined public utility will change its name from "Entergy Louisiana Power, LLC" ("ELP") to "Entergy Louisiana, LLC." For Waterford, the new owner licensee name is the same as the current entity. As a result, changes to the Waterford Facility Operating License pages are no longer required and these markups are now removed. Entergy is submitting this update for the sole purpose of notifying the NRC of these name changes. The structure of the transaction that forms the basis of the application has not changed. Changes are denoted by revision bars in the margins of the enclosure pages.

If NRC requires additional information concerning this license transfer request, please contact Bryan Ford, Senior Manager, Fleet Regulatory Assurance, at (601) 368-5516. Service on EOI and the Applicants of comments, hearing requests or intervention petitions, or other pleadings, if applicable, should be made to counsel for EOI, Mr. Jager Smith at (601)-368-5572.

Sincerely,

A handwritten signature in black ink, appearing to be 'Jager Smith', with a long horizontal flourish extending to the right.

JFM/bsf/ljs

Enclosure: Application for Order Approving License Transfers and Conforming License Amendments

cc: Regional Administrator, RIV

NRC site PMs

State of Louisiana

ENCLOSURE

RIVER BEND STATION

WATERFORD 3 STEAM ELECTRIC STATION

CNRO-2014-00014

**APPLICATION FOR ORDER APPROVING LICENSE TRANSFERS AND
CONFORMING LICENSE AMENDMENTS**

UNITED STATES OF AMERICA
NUCLEAR REGULATORY COMMISSION

In the Matter of)
)
Entergy Operations, Inc.)
)
River Bend Station Unit 1 & ISFSI) Docket Nos.: 50-458 & 72-49
)
Waterford 3 Steam Electric Station & ISFSI) 50-382 & 72-75
)

AFFIRMATION

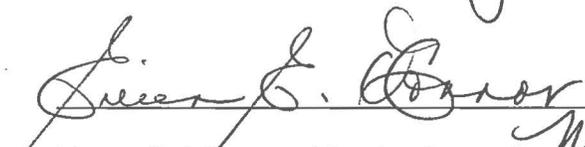
I, John F. McCann, being duly sworn, hereby depose and state that I am Vice President, Regulatory Assurance; that I am duly authorized to sign and file with the Nuclear Regulatory Commission the attached application for order approving transfers of control of licenses and conforming license amendments; 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.



John F. McCann
Vice President, Regulatory Assurance

State of New York
County of Westchester

Subscribed and sworn to me, a Notary Public, in and for the State of New York
this 9th day of October, 2014.



Notary Public in and for the State of New York

EILEEN E. O'CONNOR
Notary Public, State of New York
No. 4991062
Qualified in Westchester County
Commission Expires January 21, 2018

**Application for Order Approving License Transfers
and Conforming License Amendments**

Entergy Operations, Inc. (All Dockets)
River Bend Station Docket Nos. 50-458 & 72-49
Waterford 3 Steam Electric Station Docket Nos. 50-382 & 72-75

TABLE OF CONTENTS

	Page
I. INTRODUCTION	1
II. STATEMENT OF PURPOSE OF THE TRANSFERS AND NATURE OF THE TRANSACTION MAKING THE TRANSFERS NECESSARY OR DESIRABLE	2
III. GENERAL CORPORATE INFORMATION	3
IV. FOREIGN OWNERSHIP OR CONTROL	4
V. TECHNICAL QUALIFICATIONS	5
VI. FINANCIAL QUALIFICATIONS	5
A. Financial Qualifications for Operations	5
B. Decommissioning Funding	6
VII. ANTITRUST INFORMATION	7
VIII. RESTRICTED DATA AND CLASSIFIED NATIONAL SECURITY INFORMATION	7
IX. ENVIRONMENTAL CONSIDERATIONS	7
X. GRID RELIABILITY	7
XI. PRICE-ANDERSON INDEMNITY AND NUCLEAR INSURANCE	8
XII. EFFECTIVE DATE AND OTHER REQUIRED REGULATORY APPROVALS	8
XIII. CONCLUSION	8

Figure 1 Simplified Organizational Chart (Current)

Figure 2 Simplified Organizational Chart (Post-Transfer)

Attachment 1 Proposed Changes to the Facility Operating Licenses

Attachment 2 No Significant Hazards Consideration Determination

Attachment 3 General Corporate Information Regarding NRC Licensed Entities and Their Corporate Parents

I. INTRODUCTION

Pursuant to Section 184 of the Atomic Energy Act of 1954, as amended (the Act), 10 CFR 50.80, and 10 CFR 50.90, Entergy Operations, Inc. (EOI), acting on behalf of Entergy Gulf States Louisiana, L.L.C. (EGSL), and Entergy Louisiana, LLC (ELL) (together, the Applicants, and EGSL and ELL each being an owner licensee entity), as well as their parent companies and itself, hereby requests that the Nuclear Regulatory Commission (NRC) issue an Order approving the direct and indirect transfers of control of the Facility Operating Licenses for River Bend Station Unit 1 (RBS) and Waterford 3 Steam Electric Station (Waterford) (together, the Facilities) to a new owner licensee, and conforming amendments. The license transfer approval and conforming amendments are necessary to support a proposed transaction whereby the assets and liabilities of EGSL and ELL will be transferred through a series of transactions resulting in a new owner licensee for RBS and Waterford, known as Entergy Louisiana, LLC, a newly formed entity. The proposed transfers will not result in any change in the role of EOI as the licensed operator of the Facilities and will not result in any changes to its technical qualifications.

In connection with the proposed transaction, each owner licensee entity will transfer all of its assets and liabilities to one or more new entities. Specifically, in a series of transactions, the Waterford operating license would be: (1) directly transferred to newly formed Entergy Louisiana Power, LLC (ELP) from ELL pursuant to a transfer regarded as a merger under the Texas Business Organizations Code (“TXBOC”) (and in connection therewith, ELL will change its name to “EL Investment Company, LLC”); and (2) indirectly transferred in connection with the contribution of newly formed ELP’s membership interests to Louisiana Power & Light Company, LLC (“LP&L LLC”), resulting in newly formed ELP becoming a subsidiary of LP&L LLC. In addition, the RBS operating license would be: (1) directly transferred to Entergy Gulf States Power, LLC (“EGSP LLC”) from EGSL pursuant to a transfer regarded as a merger under the TXBOC; (2) indirectly transferred in connection with the contribution of EGSP LLC’s membership interests to LP&L LLC, resulting in EGSP LLC becoming a subsidiary of LP&L LLC; and (3) directly transferred to newly formed ELP pursuant to a transfer regarded as a merger under the TXBOC (and in connection therewith, ELP will change its name to “Entergy Louisiana, LLC”, and LP&L LLC will change its name to “Entergy Utility Holding Company, LLC”).

The various steps in the transaction that are contemplated will occur contemporaneously (excepting step 1 which will occur within 31 days prior to steps 3-7 and step 2 which will occur within 10 days prior to steps 3-7, in each case based on the licensees’ current estimation and as described below), and when the transactions are complete at the end of the day of closing, a new entity, which will be named “Entergy Louisiana, LLC”, will hold the respective NRC owners’ licenses for RBS and Waterford. This new entity holding the owners’ licenses will be owned by a new intermediary holding company named Entergy Utility Holding Company, LLC. Thus, approval of the license transfers is required pursuant to 10 CFR 50.80. License amendments are required for the RBS and Waterford licenses to reflect the new name of the owner company. The ultimate corporate parent, Entergy Corporation, will remain the same.

Simplified organization charts reflecting the current and post-transfer ownership structures are provided as Figures 1 and 2.

Below is a step-by-step list illustrating the material events related to the transaction as contemplated. The exact order and timing of any particular steps may vary from the description below.

Step #1 – Each of EGSL and ELL will redeem its outstanding preferred membership interests.

Step #2 – EGSL, currently a Louisiana limited liability company, will convert to a Texas limited liability company (EGS LLC).

Step #3 – Entergy Corporation will contribute a portion of the Class B common membership interests of Entergy Holdings Company LLC (EHCL) held by it to each of EGS Holdings, Inc. (EGSHI) and Entergy Louisiana Holdings, Inc. (ELHI), and EGSHI and ELHI will subsequently contribute the units received by it to EGS LLC and ELL, respectively.

Step #4 – Under the Texas Business Organizations Code (TXBOC), EGS LLC will merge all of its assets (other than the units of Class B common membership interests of EHCL received in Step #3) and liabilities to a newly-formed subsidiary, Entergy Gulf States Power, LLC (EGSP LLC); ELL will merge all of its assets [other than the units of Class B common membership interests of EHCL received in Step #3 and the membership interests of Louisiana Power & Light Company, LLC (LP&L LLC)] and liabilities to a newly-formed subsidiary, Entergy Louisiana Power, LLC (ELP); and ELL will change its name to “EL Investment Company, LLC”. Under the TXBOC, each of the entities involved in the mergers, EGS LLC, EGSP LLC, ELL and ELP, will survive the merger, except that the specified assets and liabilities will be allocated to EGSP LLC and ELP by EGS LLC and ELL, respectively, in such mergers.

Step #5 – EGS LLC will contribute the membership interests of EGSP LLC and the units of Class B common membership interests of EHCL to LP&L LLC, and ELL will contribute the membership interests of ELP and the units of Class B common membership interests of EHCL to LP&L LLC. As a result of the contributions, EGSP LLC and ELP (the entities holding the former assets and liabilities of EGS LLC and ELL, respectively) will be subsidiaries of LP&L LLC (the holding company).

Simultaneously with the contributions described in this Step #5, LP&L LLC will issue voting preferred membership interests to third party, unaffiliated investors. The holders of the preferred membership interests will possess not less than 21% of the voting power of LP&L LLC (for matters submitted to a vote of all the shareholders of LP&L LLC). As a result of the preferred membership interest issuance, LP&L LLC will have two classes of outstanding membership interests: (1) common membership interests held by Entergy Corporation, EL Investment Company, LLC, and EGS LLC; and (2) preferred membership interests held by third party, unaffiliated investors.

Step #6 – EGSP LLC will merge with and into ELP, with ELP surviving the merger, and in connection with the merger, ELP will change its name to “Entergy Louisiana, LLC”. Immediately after that merger, LP&L LLC will change its name to “Entergy Utility Holding Company, LLC,” and Entergy Energy Company, LLC will change its name to “Louisiana Power & Light Company, LLC.”

Step #7 – EGSHI will convert to a Texas limited liability company, and ELHI will convert to a Texas limited liability company.

As noted above, pursuant to 10 CFR 50.90, this application also requests conforming administrative amendments to reflect the new names of the owner licensee entities and the holding company as referenced in the licenses. Marked-up and typed pages showing the requested conforming changes to the licenses are provided as Attachment 1 to this application. Attachment 2 is an evaluation showing that these changes raise no significant hazards consideration. The proposed amendments do no more than conform the licenses to reflect the transfer action, and as such, they fall within the generic finding of no significant hazards consideration provided for in 10 CFR 2.1315.

II. STATEMENT OF PURPOSE OF THE TRANSFERS AND NATURE OF THE TRANSACTION MAKING THE TRANSFERS NECESSARY OR DESIRABLE

The proposed transfers are necessary to permit the combination of the following, two utility operating company subsidiaries of Entergy Corporation: ELL and EGSL. Upon consummation of the proposed transaction, the former assets and liabilities of ELL and EGSL will be owned by a single operating company, which will be named “Entergy Louisiana, LLC”. The combination of ELL and EGSL into a single operating company is anticipated to create a number of benefits, including regulatory simplification and greater administrative efficiency, improved financial and operational profile, and the combined company’s enhancement of economic development efforts in Louisiana.

With respect to regulatory simplification and greater administrative efficiency, both ELL and EGSL are public utilities that are regulated by the Louisiana Public Service Commission (LPSC), as well as by the Federal Energy Regulatory Commission (FERC) and the NRC. Because ELL and EGSL are separate utilities, each entity is subject to separate rate cases, audits and administrative proceedings. If they were combined into a single utility, however, certain administrative efficiencies could be achieved in that the number of regulatory proceedings that are necessary to regulate the combined entity would be reduced as compared to the number of regulatory proceedings that are necessary to regulate the two, separate entities.

Moreover, a small portion of ELL’s operations that is located in the “Algiers” section of New Orleans is subject to the retail jurisdiction of another regulator, the Council of the City of New Orleans (Council). In connection with the transaction, it is anticipated that ELL would transfer its Council-jurisdictional Algiers assets to a new company, Entergy Algiers, LLC, which would then be transferred to another Entergy Operating Company, Entergy New Orleans, Inc. (ENO). By making that transfer to ENO, the single operating company would be subject to retail regulation only by the LPSC, as opposed to the dual regulatory structure that exists today, thereby increasing the administrative efficiencies that the transaction could achieve.¹

With respect to the single operating company’s improved financial and operational profile, ELL and EGSL, like the U.S. electric utility industry generally, are facing capital challenges over the next decade resulting from the need to replace and upgrade aging infrastructure, and meet new reliability standards and environmental requirements, among other factors. Also, while not a national trend, ELL and EGSL face significant capital challenges over the next decade resulting from the somewhat unique need in the Gulf Coast area to serve growing load. Meeting the foregoing challenges will require significant investments in generation, transmission and distribution facilities. If the business combination were to occur, the new, larger company would be better positioned to attract capital to finance needed investments at traditional and cost-effective terms and to manage uncertainty in the future regarding event risk (e.g., new regulatory requirements or major storms) and environmental and security regulations. Specifically, the business combination would lead to an improved operational and financial profile for the resulting company that would benefit the Companies’ customers through potentially lower financing costs and operational savings. The new, combined company’s anticipated larger balance sheet is expected to enhance the Companies’ ability to finance their significant, anticipated capital needs.

It is also anticipated that as compared to ELL and EGSL, the single operating company will be better positioned to support industrial load growth in Louisiana. The Gulf Coast region in which ELL and EGSL operate is experiencing an economic renaissance in the industrial sector. Specifically, the combination of low-cost natural gas and low-cost electricity has made Louisiana

¹ Neither River Bend nor Waterford is located in ELL’s Algiers territory.

and the Gulf Coast region an attractive location for new businesses. These new businesses will substantially benefit the Louisiana economy, and they will allow the single operating company to better manage rates because the cost of service will be spread over a greater customer base. In turn, rates across the single operating company's larger service territory would be lower than they otherwise would have been. Moreover, by combining ELL and EGSL, the two companies, which currently have different rates, will have more uniform rates for large commercial and industrial customers. Not only will that be attractive to businesses that are considering locating in Louisiana, but the larger company's anticipated ability to access capital at reasonable rates could allow the single operating company to react more cost-effectively and at times more quickly to the needs of new load to build infrastructure to support that load.

The restructuring is fully consistent with the continued safe operation of the Facilities.

III. GENERAL CORPORATE INFORMATION

The following are the names of the corporate entities licensed by the NRC after the transfers:

Entergy Operations, Inc.
Entergy Louisiana, LLC

The following are the names of the parent corporate entities that after the transfers will directly or indirectly own the Licensee Entity and EOI:

Entergy Corporation
EGS Holdings, LLC
Entergy Gulf States Louisiana, LLC
Entergy Louisiana Holdings, LLC
EL Investment Company, LLC
Entergy Utility Holding Company, LLC

The parent company relationships of the licensed corporate entities and related entities both before and after the transfer are reflected in Figures 1 and 2. The information regarding each corporate entity required by 10 CFR 50.33(d)(3) is provided in Attachment 3. This information is current for the existing entities and planned for the post-transaction organization. None of the corporations involved are owned, controlled, or dominated by an alien, a foreign corporation, or foreign government. All of the current and proposed directors and executive personnel of the corporate entities are citizens of the United States, and their mailing addresses are as shown for their respective corporations.

IV. FOREIGN OWNERSHIP OR CONTROL

Entergy is a publicly traded company, and its securities are traded on the New York Stock Exchange and are widely held. Section 13(d) of the Securities Exchange Act of 1934, as amended, 15 U.S.C. 78m(d), requires that a person or entity that owns or controls more than 5% of the securities of a company must file notice with the Securities and Exchange Commission (SEC). Based upon Schedule 13G filings with the SEC, EOI is not aware of any alien, foreign corporation, or foreign government that holds or may hold beneficial ownership of more than 5% of the securities of Entergy as of December 31, 2013. However, Barrow, Hanley, Mewhinney & Strauss, LLC, a Delaware corporation, reports that as of December 31, 2013, it owned 5.89% of the voting common stock of Entergy; State Street Corporation, a Massachusetts corporation, reports that as of December 31, 2013, it owned 4.9% of the voting common stock of Entergy; Franklin Resources, Inc., a Delaware corporation, Charles B.

Johnson, an individual reporting U.S. citizenship, Rupert H. Johnson, Jr., an individual reporting U.S. citizenship, and Franklin Advisers, Inc., a California corporation, collectively report that as of December 31, 2013, they owned 6.2% of the voting common stock of Entergy; T. Rowe Price Associates, Inc., a Maryland corporation, reports that as of December 31, 2013, it owned 10.6% of the voting common stock of Entergy; and BlackRock, Inc., a Delaware corporation, reports that as of December 31, 2013, it owned 7.6% of the voting common stock of Entergy. None of the aforementioned stockholders disclosed any foreign ownership of the shares they hold. Barrow, Hanley, Mewhinney & Strauss, LLC, State Street Corporation, Franklin Resources, Inc., Charles B. Johnson, Rupert H. Johnson, Jr., Franklin Advisers, Inc., T. Rowe Price Associates, Inc., and BlackRock, Inc., all attest in their Schedule 13G filings that they are U.S. corporations or citizens. None of these entities has any right to appoint any manager or director of Entergy and has no special voting rights beyond those held by all other voting shareholders of Entergy. Moreover, their SEC filings specifically certify that they did not acquire their respective shares for the purpose of or with the effect of changing or influencing the control of Entergy. See 17 CFR 240.13d-1(b)&(c) (requirements for Schedule 13G filing).

The current and proposed directors and executive officers of Entergy and the Entergy subsidiaries that directly or indirectly own the Applicants are all United States citizens. There is no reason to believe that the Applicants are owned, controlled, or dominated by any alien, foreign corporation, or foreign government. Thus, the transfer of control of the licensed entities will not result in any foreign ownership, domination, or control of these entities within the meaning of the Act and 10 CFR 50.38.

V. TECHNICAL QUALIFICATIONS

The technical qualifications of EOI are not affected by the proposed license transfers. There will be no changes in the officers, personnel, or day-to-day operations of the Facilities in connection with the transfer of control. It is anticipated that EOI will at all times remain the licensed operator of the Facilities. The issue of grid reliability and any potential impacts are addressed in Section X below.

VI. FINANCIAL QUALIFICATIONS

The Applicants are all direct or indirect, wholly owned subsidiaries of Entergy. Headquartered in New Orleans, Louisiana, Entergy is an integrated energy company engaged primarily in electric power production and retail electric distribution operations. Entergy owns and operates power plants with approximately 30,000 MW of electric generating capacity, including more than 10,000 megawatts of nuclear power, making it one of the nation's leading nuclear generators. Entergy delivers electricity to approximately 2.8 million utility customers in Arkansas, Louisiana, Mississippi, and Texas. Entergy generated annual revenues of approximately \$11.4 billion in 2013 and had approximately 14,000 employees as of December 31, 2013.

A. Financial Qualifications For Operations

Under 10 CFR 50.80(b)(1)(i), an application for a license transfer must contain all the requested information related to financial qualifications as required by 10 CFR 50.33. An "electric utility" is exempted from the requirement to submit financial qualifications information under 10 CFR 50.33(f). "Electric utility" is defined in 10 CFR 50.2 as "any entity that generates or distributes electricity and which recovers the cost of this electricity, either directly or indirectly, through rates established by the entity itself or by a separate regulatory authority." ELL and EGSL recover their cost of electricity for the Facilities either directly or indirectly through rates

established by regulatory authorities, and the holder of the owners' licenses following the transaction, Entergy Louisiana, LLC, will continue to do so following the proposed license transfers. As such, the Applicants (and the resulting holder of the owners' licenses) are presumed to be financially qualified for operations, and they are exempt from the financial qualifications information requirements. EOI recovers its costs from the owner licensee entities, and its financial qualifications are based upon those of the owner licensee entities.

ELL, the owner-licensee of Waterford, is an electric utility. ELL directly recovers its costs for Waterford through rates set by the LPSC for most of its service territory, and the Council for a small service area in Algiers, within New Orleans, Louisiana. Entergy Louisiana, LLC will become the owner-licensee for Waterford and will be an electric utility and recover its costs in rates set by the LPSC, with the possibility of the Algiers service area being transferred to Entergy Algiers, LLC, which would itself in turn be transferred to ENO.

EGSL, the owner-licensee for RBS, is an electric utility. It directly and indirectly recovers its costs for a 70% undivided share of RBS through rates established by rate regulators. For the remaining 30% undivided share, EGSL recovers costs through FERC-approved life-of-unit Purchase Power Agreements (PPA) with ENO and ELL. Entergy Louisiana, LLC will become the owner-licensee for RBS and will continue to be an electric utility and recover its costs in rates in the same fashion.

For the 70% of RBS, EGSL recovers its costs of service directly through rates set by the LPSC and indirectly through FERC tariffs that are captured in a FERC-approved life-of-unit Power Purchase Agreement (PPA) with Entergy Texas, Inc. (ETI), an electric utility in Texas. ETI purchases 42.5% of the capacity and energy of the 70% portion of River Bend pursuant to the System Agreement Service Schedule MSS-4 (MSS-4).² This PPA provides for cost of service recovery for the costs associated with the portion of RBS that correlates with electricity from RBS delivered to ETI. This PPA is also subject to the jurisdiction of the PUCT to the extent of the determination of the RBS decommissioning collections for the ETI share of RBS. These arrangements will continue in effect for Entergy Louisiana, LLC. This PPA may also be considered a "cost pass-through contract" with regulated electric utilities in which the electric utilities pay for the cost of the electricity they use through cost of service rate recovery.³

EGSL also owns a 30% portion of RBS that was formerly owned by Cajun Electric Cooperative, Inc. and that is sometimes referred to as an "unregulated" portion of RBS. However, EGSL's cost of service for the capacity and energy associated with this 30% portion of River Bend is indirectly recovered through regulated rates, because the rates for this capacity and electricity are subject to FERC tariffs that are captured in FERC-approved life-of-unit PPAs with ELL and ENO. These PPAs are priced based upon the cost of service pursuant to FERC Service Schedule MSS-4, and they are also subject to the jurisdiction of the LPSC. These arrangements will continue in effect for Entergy Louisiana, LLC. These PPAs may also be considered cost pass-through contracts with regulated electric utilities in which the electric utilities pay for the cost of the electricity they use through cost of service rate recovery.

Because it will recover the cost of service for Waterford and RBS through rates established by regulatory agencies, Entergy Louisiana, LLC will be an "electric utility" as defined in 10 CFR 50.2 and recover its costs of service for 100% of Waterford and RBS either directly or indirectly

² MSS-4 is a FERC-approved tariff that provides the basis for making a unit power purchase between Entergy utility operating companies. The pricing pursuant to MSS-4 is based on the cost of service.

³ *Northern States Power Co.* (Monticello Nuclear Generating Plant; Prairie Island Nuclear Generating Plant, Units 1 and 2; Prairie Island Independent Spent Fuel Storage Installation), CLI-00-14, 52 NRC 37, 49-51 (2000) (even where an entity is not an "electric utility," the existence of a "cost pass-through" contract can be sufficient information to demonstrate financial qualifications).

through regulated rate recovery. As to RBS, these arrangements were reviewed and approved by the NRC in connection with a prior license transfer approval in 2007.⁴

B. Decommissioning Funding

The financial qualifications of the Applicants to continue to own the Facilities are further demonstrated by the decommissioning funding assurance provided in accordance with 10 CFR 50.75(e)(1). Details regarding the status of the decommissioning funding assurance maintained by the Applicants for the Facilities are provided in the March 29, 2013 decommissioning funding status report submitted by EOI in accordance with 10 CFR 50.75(f).⁵ An updated 2014 report reflecting December 31, 2013 balances will be submitted separately in the near future. The 2013 report demonstrates and the 2014 update will confirm that there is reasonable assurance of adequate decommissioning funding that is provided by external sinking funds established by setting aside funds periodically in nuclear decommissioning trust accounts segregated from the licensees' assets and outside the licensees' administrative control in accordance with the requirements of 10 CFR 50.75(e)(1)(ii) for external sinking funds. For the 30% portion of RBS, the external sinking fund (with earnings credited as authorized by the regulations) is currently considered "prepaid" meeting the requirements of 10 CFR 50.75(e)(1)(i).

VII. ANTITRUST INFORMATION

This Application post-dates the issuance of the operating licenses of the facilities, and therefore no antitrust review is required or authorized. Based upon the Commission's decision in *Kansas Gas and Electric Co., et al.* (Wolf Creek Generating Station, Unit 1), CLI-99-19, 49 NRC 441 (1999), the Atomic Energy Act of 1954, as amended, does not require or authorize antitrust reviews of post-operating license transfer applications.

The present licenses contain various antitrust conditions. No changes to these conditions are required as a result of the proposed license transfers, but instead these conditions can remain in the transferred licenses unmodified. *See Standard Review Plan on Transfer and Amendment of Antitrust Conditions and Antitrust Enforcement*, NUREG-1574, Rev. 2, page 4 & footnote 4 (Dec. 2007) ("[I]f the applicant proposes that the conditions remain in the transferred license unmodified and will thus become applicable to the new owner/licensee, the staff should normally grant the request.").

VIII. RESTRICTED DATA AND CLASSIFIED NATIONAL SECURITY INFORMATION

The proposed transfers do not involve any Restricted Data or other Classified National Security Information or result in any change in access to such Restricted Data or Classified National Security Information. EOI's existing restrictions on access to Restricted Data and Classified National Security Information are unaffected by the proposed transfers. In compliance with Section 145(a) of the Act, the transferee licensed entities agree that neither Restricted Data nor Classified National Security Information will be provided to any individual until the Office of Personnel Management investigates and reports to the NRC on the character, associations, and loyalty of such individual, and the NRC determines that permitting such person to have access

⁴ Safety Evaluation by the Office of Nuclear Reactor Regulation, Direct Transfer of Facility Operating License No. NPF-47 from Entergy Gulf States, Inc., to Entergy Gulf States Louisiana, LLC and Conforming Amendment, Entergy Operations, Inc., River Bend Station (Unit 1), Docket No. 50-458, Nuclear Regulatory Commission, at 3 (Oct. 26, 2007) (ADAMS Accession No. ML072710588).

⁵ CNRO-2013-00006, ADAMS Accession No. ML13092A213.

to Restricted Data or to Classified National Security Information will not endanger the common defense and security of the United States.

IX. ENVIRONMENTAL CONSIDERATIONS

The requested consent to transfers of control of the facilities' licenses is exempt from environmental review because it falls within the categorical exclusion contained in 10 CFR 51.22(c)(21), for which neither an Environmental Assessment nor an Environmental Impact Statement is required. Moreover, the proposed transfers do not directly affect the actual operation of the Facilities in any substantive way. The proposed transfers do not involve an increase in the amounts, or a change in the types, of any radiological effluents that may be allowed to be released off-site, and they involve no increase in the amounts or change in the types of non-radiological effluents that may be released off-site. Further, there is no increase in the individual or cumulative operational radiation exposure, and the proposed transfers have no environmental impact.

X. GRID RELIABILITY

Consistent with General Design Criterion (GDC) 17, each licensee currently provides off-site power to its licensed facility over existing transmission facilities that are owned and maintained by the licensed entities and functionally controlled by the Midcontinent Independent System Operator, Inc. (MISO), a regional transmission organization. Functionally, these interconnections will not change as a result of the proposed license transfers. EGSL and ELL utilize a combination of agreements, procedures, protocols, and/or actions to facilitate the availability of reliable power to the plant sites and to respond accordingly to any problems with off-site power. These arrangements will continue to require that each site is to be provided with an assured source of off-site power.

The obligations of the licensed entities and MISO will provide adequate assurance that: (1) the Facilities will be provided with a continued source of off-site power; and (2) the arrangements for controlling operation, maintenance, repair, and other activities with respect to the Facilities' switching stations, the transmission lines, and the switchyards will continue to provide a reliable source of off-site power.

XI. PRICE-ANDERSON INDEMNITY AND NUCLEAR INSURANCE

In accordance with Art. IV.2 of the NRC Price-Anderson indemnity agreements for the Facilities, EOI requests NRC approval of the assignment and transfer each of the transferor's applicable interests in the indemnity agreements to Entergy Louisiana, LLC, as necessary. The only revisions to the indemnity agreements that are required amendments to reflect the name of Entergy Louisiana, LLC, as applicable. The licensee entities will maintain the required nuclear property damage insurance pursuant to 10 CFR 50.54(w) and nuclear energy liability insurance pursuant to Section 170 of the Act and 10 CFR Part 140.

XII. EFFECTIVE DATE AND OTHER REQUIRED REGULATORY APPROVALS

Accordingly, EOI requests that NRC review this Application on a schedule that will permit the issuance of NRC consent to the license transfers and approval of the conforming amendments as soon as reasonably practical. Such consent should be made immediately effective upon issuance and should permit the transfers to occur at any time within a year after issuance. The

conforming license amendments should be approved but not issued until the transfers occur. EOI will inform the NRC if there are any significant changes in the status of any other required approvals or any other developments that have an impact on the schedule.

XIII. CONCLUSION

Based upon the foregoing information, EOI respectfully requests, on behalf of the Applicants and itself, that the NRC issue an Order consenting to the license transfers and approve the conforming license amendments to the RBS and Waterford licenses. The proposed license transfers will be consistent with the requirements of the Atomic Energy Act, NRC regulations and regulatory guidance. The transfers of the licenses will not be inimical to the common defense and security and do not involve foreign ownership, control or domination.

Figure 1: SIMPLIFIED ORGANIZATION CHART – CURRENT

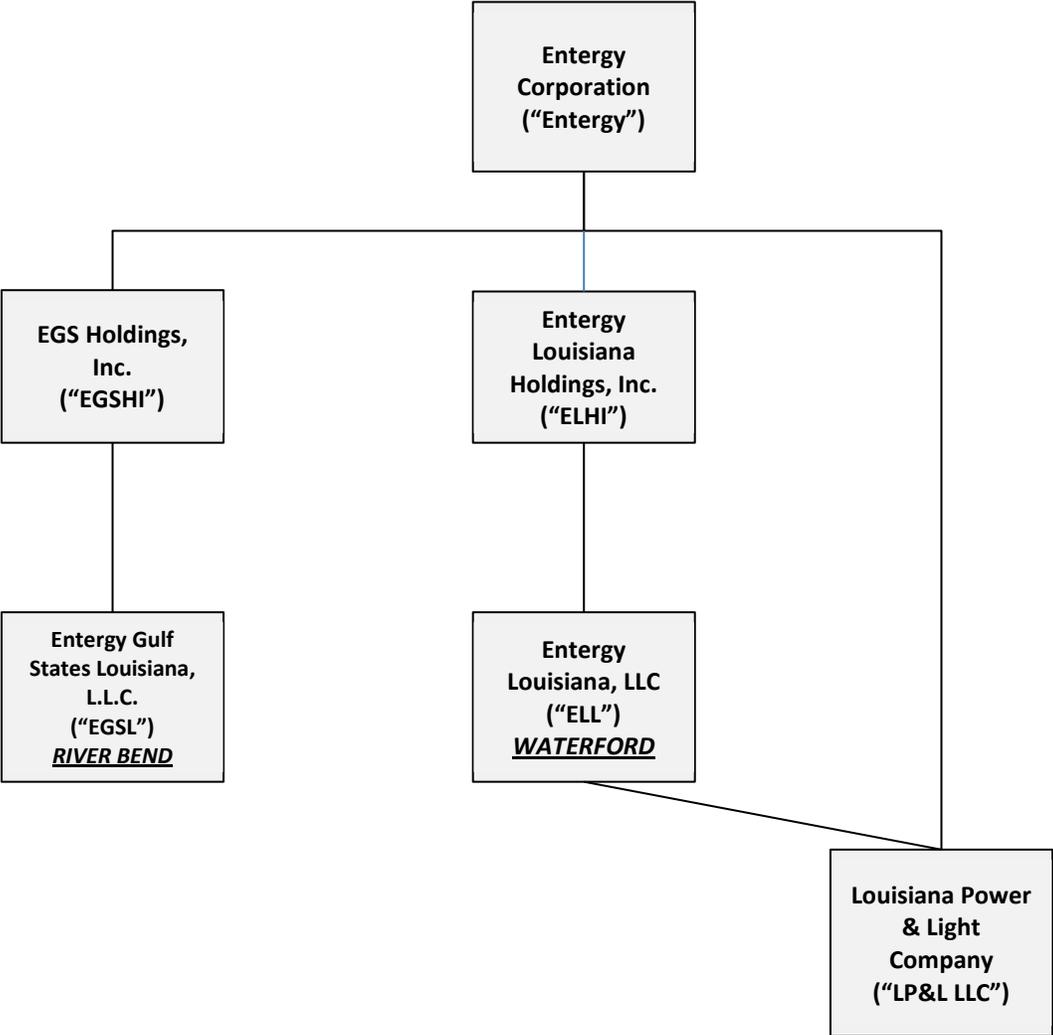
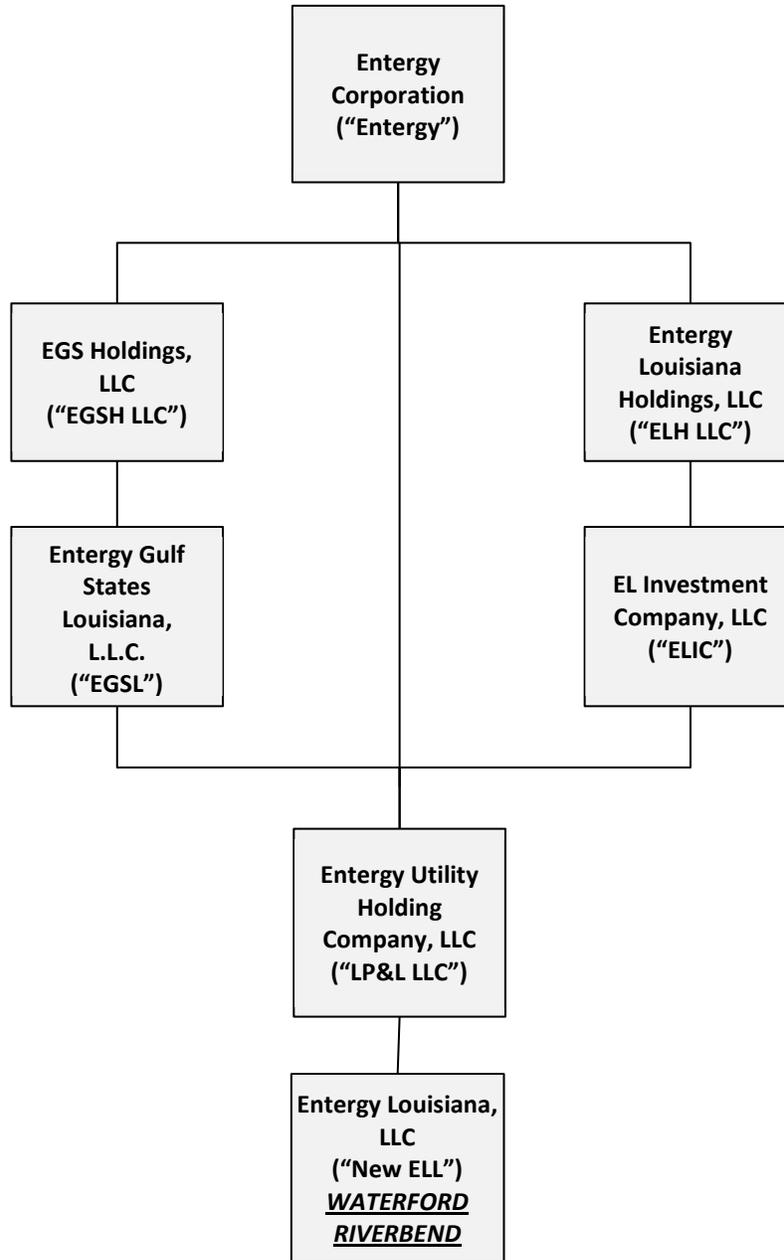


Figure 2: SIMPLIFIED ORGANIZATION CHART – POST-TRANSFER



Proposed Changes to the Facility Operating Licenses (FOL)

- RBS FOL changes – clean pages (4 pages)
- RBS FOL changes – markup pages (4 pages)
- Waterford FOL changes – clean pages (none)
- Waterford FOL changes – markup pages (none)

RBS FOL changes – clean pages (4 pages)

RBS FOL changes – markup pages (4 pages)

Waterford FOL changes

(No changes to current FOL)

Waterford FOL changes – markup pages

(No changes to current FOL)

No Significant Hazards Consideration Determination

The proposed changes to the licenses are administrative in nature. The proposed changes include changes to the headings and a new footnote in each license to reflect the transfers of the ownership licenses for River Bend Station, Unit 1 from Entergy Gulf States Louisiana, L.L.C. to a new entity to be named "Entergy Louisiana, LLC, and for Waterford 3 Steam Electric Station from Entergy Louisiana, LLC (which will be renamed "EL Investment Company, LLC") to a new entity to be named Entergy Louisiana, LLC. In its regulations, at 10 CFR 2.1315, the Nuclear Regulatory Commission (NRC) has made a generic determination regarding No Significant Hazards Consideration determinations required by 10 CFR 50.92. The determination is applicable to license amendments involving license transfers. In brief, the rule states that the NRC has determined that any amendment to the license of a utilization facility which does no more than conform with the license to reflect the transfer action does not involve a significant hazards consideration. The proposed changes contained in this license amendment application are intended solely to conform the River Bend Station Unit 1 and Waterford 3 Steam Electric Station licenses to reflect the new owner licensee, and thus meet the criteria specified by 10 CFR 2.1315.

The following tables provide the information required by 10 CFR 50.33(d)(3)(i) and (ii) for the corporations that will hold, directly or indirectly, the Facility Operating Licenses for River Bend and Waterford following the transaction.

NAME:	Entergy Corporation
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	639 Loyola Avenue New Orleans, LA 70113
DIRECTORS:	Maureen S. Bateman Leo P. Denault (Chairman) Kirkland H. Donald Gary W. Edwards Alexis M. Herman Donald C. Hintz Stuart L. Levinick Blanche L. Lincoln Stewart C. Myers W. J. "Billy" Tauzin Steven V. Wilkinson
EXECUTIVE OFFICERS:	Leo P. Denault – Chairman of the Board and Chief Executive Officer William M. Mohl – President, Entergy Wholesale Commodities Theodore H. Bunting, Jr. – Group President Utility Operations Marcus V. Brown – Executive Vice President and General Counsel Andrew S. Marsh – Executive Vice President and Chief Financial Officer Mark T. Savoff – Executive Vice President and Chief Operating Officer Roderick K. West – Executive Vice President and Chief Administrative Officer Jeffrey S. Forbes – Executive Vice President, Nuclear Operations/Chief Nuclear Officer Alyson M. Mount – Senior Vice President and Chief Accounting Officer Donald W. Vinci, Senior Vice President, Human Resources and Chief Diversity Officer

NAME:	Entergy Operations, Inc.
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	1340 Echelon Parkway Jackson, MS 39213
DIRECTORS:	Forbes, Jeffrey S. Jacobs, Donna Kowalewski, Joseph A.
EXECUTIVE OFFICERS:	Forbes, Jeffrey S. – President and Chief Executive Officer Brown, Marcus V. – Executive Vice President and General Counsel Kowalewski, Joseph A. – Chief Operating Officer – South Browning, Jeremy G. – Vice President, Operations (Arkansas Nuclear One) Chisum, Michael R. – Vice President, Operations (Waterford 3) Curry, Wanda C. – Vice President, Chief Financial Officer - Nuclear Operations James, William J., Jr. – Vice President, Major Fleet Projects Maguire, William F. – Vice President, Operations Support McNeal, Steven C. – Vice President and Treasurer Mulligan, Kevin J. – Vice President, Operations (Grand Gulf Nuclear Station) Olson, Eric W. – Vice President, Site (River Bend Station) Falstad, Daniel T. – Secretary Aluise, Joseph A. – Assistant Secretary Blaylock, Amy A. – Assistant Secretary Valladares, Mary Ann – Assistant Treasurer Galbraith, Patricia A. – Tax Officer Wichers, Paul J., Jr. – Tax Officer

NAME:	Entergy Gulf States Louisiana, LLC
STATE OF INCORPORATION:	Louisiana (to become Texas)
BUSINESS ADDRESS:	446 North Boulevard Baton Rouge, LA 70802
DIRECTORS:	Bunting, Theodore H., Jr. Marsh, Andrew S. Savoff, Mark T.
EXECUTIVE OFFICERS:	Bunting, Theodore H., Jr. – President and Chief Executive Officer Marsh, Andrew S. – Executive Vice President and Chief Financial Officer Brown, Marcus V., - Executive Vice President and General Counsel Mount, Alyson M. - Senior Vice President and Chief Accounting Officer McNeal, Steven C. - Vice President and Treasurer Falstad, Daniel T. - Secretary Balash, Dawn A. - Assistant Secretary Lousteau, Stacey M. - Assistant Treasurer Valladares, Mary Ann - Assistant Treasurer Galbraith, Patricia A. - Tax Officer

NAME:	EL Investment Company, LLC (formerly Entergy Louisiana, LLC)
STATE OF INCORPORATION:	Texas
BUSINESS ADDRESS:	4809 Jefferson Highway Jefferson, LA 70121
DIRECTORS:	Bunting, Theodore H., Jr. Marsh, Andrew S. Savoff, Mark T.
EXECUTIVE OFFICERS:	Bunting, Theodore H., Jr. – President and Chief Executive Officer Marsh, Andrew S. – Executive Vice President and Chief Financial Officer Brown, Marcus V., - Executive Vice President and General Counsel Mount, Alyson M. - Senior Vice President and Chief Accounting Officer McNeal, Steven C. - Vice President and Treasurer Falstad, Daniel T. - Secretary Balash, Dawn A. - Assistant Secretary Lousteau, Stacey M. - Assistant Treasurer Valladares, Mary Ann - Assistant Treasurer Galbraith, Patricia A. - Tax Officer

NAME:	EGS Holdings, LLC (formerly EGS Holdings, Inc.)
STATE OF INCORPORATION:	Texas
BUSINESS ADDRESS:	2001 Timberloch, The Woodlands, TX 77382
DIRECTORS:	Peebles, Eddie D. Senac, Etienne
EXECUTIVE OFFICERS:	Peebles, Eddie D. - President Senac, Etienne - Vice President Wagner, Thomas G. - Vice President and Secretary Meaux, Pamela M - Treasurer Ahrens, Jere M - Tax Officer

NAME:	Entergy Louisiana Holdings, LLC (formerly Entergy Louisiana Holdings, Inc.)
STATE OF INCORPORATION:	Texas
BUSINESS ADDRESS:	2001 Timberloch, The Woodlands, TX 77382
DIRECTORS:	Peebles, Eddie D. Senac, Etienne
EXECUTIVE OFFICERS:	Senac, Etienne - President and Chief Executive Officer Wagner, Thomas G. - Secretary Meaux, Pamela M - Treasurer Ahrens, Jere M - Tax Officer

NAME:	Entergy Utility Holding Company, LLC (formerly Louisiana Power & Light Company)
STATE OF INCORPORATION:	Texas
BUSINESS ADDRESS:	639 Loyola Avenue, New Orleans, LA 70113
DIRECTORS:	Bunting, Theodore H., Jr. Marsh, Andrew S. Savoff, Mark T.
EXECUTIVE OFFICERS:	Bunting, Theodore H., Jr. – President and Chief Executive Officer Marsh, Andrew S. – Executive Vice President and Chief Financial Officer Brown, Marcus V., - Executive Vice President and General Counsel Mount, Alyson M. - Senior Vice President and Chief Accounting Officer McNeal, Steven C. - Vice President and Treasurer Falstad, Daniel T. - Secretary Balash, Dawn A. - Assistant Secretary Lousteau, Stacey M. - Assistant Treasurer Valladares, Mary Ann - Assistant Treasurer Galbraith, Patricia A. - Tax Officer

NAME:	Entergy Louisiana , LLC (newly formed entity originally formed as “Entergy Louisiana Power, LLC” and subsequently re-named “Entergy Louisiana, LLC”)
STATE OF INCORPORATION:	Texas
BUSINESS ADDRESS:	Louisiana – to be determined
DIRECTORS:	May, Phillip R., Jr. (Chairman) Bunting, Theodore H., Jr. Marsh, Andrew S. Savoff, Mark T.
EXECUTIVE OFFICERS:	May, Phillip R., Jr. - President and Chief Executive Officer Bunting, Theodore H., Jr. - Group President, Utility Operations Marsh, Andrew S. – Executive Vice President and Chief Financial Officer Brown, Marcus V., - Executive Vice President and General Counsel Forbes, Jeffrey S. - Executive Vice President and Chief Nuclear Officer Henderson, Joseph T. - Senior Vice President and General Tax Counsel Mount, Alyson M. - Senior Vice President and Chief Accounting Officer Dawsey, Dennis P. - Vice President, Customer Service Fontan, Kimberly - Vice President, Regulatory Affairs Hurstell, John P. - Vice President, System Planning McNeal, Steven C. - Vice President and Treasurer Montelaro, Jody - Vice President, Public Affairs Falstad, Daniel T. - Secretary Balash, Dawn A. - Assistant Secretary Lousteau, Stacey M. - Assistant Treasurer Valladares, Mary Ann - Assistant Treasurer Galbraith, Patricia A. - Tax Officer Roberts, Rory L. - Tax Officer Wichers, Paul J., Jr. - Tax Officer