



Entergy Nuclear Operations, Inc.
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Jackson, MS 39213-1995
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A. Christopher Bakken III
President and Chief Executive Officer

10 CFR 50.80
10 CFR 50.90
10 CFR 72.50

BVY 17-027

August 22, 2017

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

Director,
Office of Nuclear Reactor Regulation
One White Flint North
11555 Rockville Pike
Rockville, MD 20852-2738

SUBJECT: Supplemental Information Regarding Application for Order
Consenting to Direct and Indirect Transfers of Control of Licenses
and Approving Conforming License Amendment and Notification of
Amendment to Decommissioning Trust Agreement
Vermont Yankee Nuclear Power Station
Docket Nos. 50-271 & 72-59
License No. DPR-28

REFERENCE: 1. Entergy Letter, BVY-17-005, "Application for Order Consenting to
Direct and Indirect Transfers of Control of Licenses and Approving
Conforming License Amendment and Notification of Amendment to
Decommissioning Trust Agreement," dated February 9, 2017
(ML17045A140)

By letter dated February 9, 2017, Entergy Nuclear Operations, Inc. ("ENOI"), on behalf of itself and Entergy Nuclear Vermont Yankee, LLC ("ENVY") (to be known as "NorthStar Vermont Yankee, LLC" or "NorthStar VY"), and NorthStar Nuclear Decommissioning Company, LLC ("NorthStar NDC") (collectively "Applicants") submitted Reference 1, an Application to transfer ENOI's and ENVY's Renewed Facility Operating License No. DPR-28 for the Vermont Yankee Nuclear Power Station ("VY"),

as well as the general license for the VY Independent Spent Fuel Storage Installation (“ISFSI”) to NorthStar VY and NorthStar NDC.

The Application described the ownership of VY after the completion of the proposed transaction as follows:

Following approval from the NRC, NorthStar Decommissioning Holdings, LLC will acquire 100% of the membership interests in ENVY pursuant to the terms of a Membership Interest Purchase and Sale Agreement (“MIPA”). As such, indirect control of ENVY will be transferred from ENVY’s Entergy parent companies to NorthStar Decommissioning Holdings, LLC and its parents NorthStar Group Services, Inc. (“NorthStar”), LVI Parent Corp. (“LVI”), and NorthStar Group Holdings, LLC (“Holdings”). ENVY will immediately change its name to NorthStar VY, but the same legal entity will continue to exist before and after the proposed transfer.

In addition, NorthStar NDC, a wholly owned subsidiary of NorthStar, will assume licensed responsibility for VY through a direct transfer of ENOI’s responsibility for licensed activities at VY to NorthStar NDC. NorthStar VY will enter into an operating agreement with NorthStar NDC which provides for NorthStar NDC to act as NorthStar VY’s agent and for NorthStar VY to pay NorthStar NDC’s costs of operation, including all decommissioning costs.

The Application included Figure 2, showing the planned ownership following the proposed transfers in “simplified” form such that the figure only showed the companies in the chain of ownership of the licensee entities after the proposed transfers. Section 3 of the application described the ownership of NorthStar NDC and NorthStar VY as follows:

General corporate information regarding NorthStar VY and NorthStar NDC and their corporate parents is provided in Enclosure 2. Holdings is the ultimate parent holding company of the proposed licensee entities. Holdings is privately held and controlled by its Board of Directors. It is owned by private equity funds and its management. Holdings is owned directly by (i) LVI Group Investments LLC (62.5%) (“LVI Group”); and (ii) NCM Group Holdings, LLC (34.83%) (“NCM GH”) and an affiliate of NCM GH owns 2.67%. LVI Group is owned by three private equity funds under separate control and also owned, in part, by the NorthStar management team. NCM GH is owned by two private equity funds under common control. Thus, the NCM GH owner group has the largest ownership interest in Holdings that is under common control. Under the terms of the LLC Agreement that governs Holdings, the Board of Directors of Holdings is comprised of two management Directors, one independent Director, and eight

Directors appointed by the private equity funds. However, each fund can designate only one or two Directors, and the NCM GH owner group, which is under common control, only controls the designation of three Directors. Thus, Holdings is not controlled by either LVI Group or the NCM GH owner group. As such, Holdings is controlled by its Board of Directors.

On June 12, 2017, NorthStar Group Holdings, LLC (NorthStar) was recapitalized, including both the investment of new capital and the conversion of certain debt to equity, in a transaction that improved the company's liquidity and financial condition. This transaction also involved a change in the ownership of NorthStar. Specifically, as a result of the transaction, a new entity named JFL-NGS Partners, LLC ("JFL-NGS Partners") now controls NorthStar. JFL-NGS Partners is controlled by JFL-NGS Holdings, LLC, which is controlled by JFL GP Investors IV, LLC. Ultimately, control is exercised by four U.S. citizens, John F. Lehman, Louis N. Mintz, Stephen L. Brooks, C. Alexander Harman, who are the managing members of JFL GP Investors IV, LLC.

The majority of the equity interests in JFL-NGS Partners are held indirectly by three J.F. Lehman & Company private equity funds: (i) JFL Equity Investors IV, L.P.; (ii) JFL Executive Investors IV, L.P.; and (iii) JFL Parallel Fund IV, L.P. (the "Funds"). The Funds are managed and controlled by their general partner, JFL GP Investors IV, LLC, which also controls JFL-NGS Partners. In addition, Medley Capital Corporation and Medley Opportunity Fund LP (collectively "Medley") also now hold non-controlling equity interests in JFL-NGS Partners, and non-controlling equity interests in JFL-NGS Partners may in the future be issued to certain NorthStar executives.

Enclosed with this letter is an updated version of Figure 2 that was provided with the Application. This organization chart has been updated to depict the entities that control JFL-NGS Partners. It is "simplified" in that it only shows the entities that will be in the chain of control of the licensee entities after the proposed transfers. The primary equity owners are also referenced. Various affiliated entities are omitted.

Also enclosed is an updated Enclosure 2, which provides updated general corporate information regarding NorthStar VY and NorthStar NDC and their corporate parents, including identification of the planned directors and executive personnel, all of whom are U.S. citizens except as otherwise indicated. Neither the Funds nor the Medley entities exercise operational control over JFL-NGS Partners, and detailed information relating to these entities is omitted. Two independent directors, each of whom has relevant industry and/or national security related experience, are expected to be appointed to the NorthStar Board. One of the planned independent directors is Alan Cook, who is a citizen of the United Kingdom.

This submittal contains no new regulatory commitments. In the event that the NRC has any questions about the transactions described in this letter or wishes to obtain any additional information, please contact Coley Chappell of Entergy at 802-451-3374, or contact Greg DiCarlo of NorthStar Group Services, Inc. at 203-222-0584 x3051 or GDiCarlo@NorthStar.com.

I declare under penalty of perjury that the foregoing is true and correct. Executed on August 22, 2017.

Sincerely,

A handwritten signature in blue ink, appearing to be 'ACB', written over a large, stylized blue circular scribble.

ACB/ccc

Enclosures: Figure 2 (Revised) (1 Page)
Enclosure 2 (Revised) (7 Pages)

cc (w/Enclosures):

Mr. Jack D. Parrott
Senior Project Manager
Office of Nuclear Material Safety and Safeguards
U.S. Nuclear Regulatory Commission

Mr. Daniel H. Dorman
Regional Administrator, Region I
U.S. Nuclear Regulatory Commission

Ms. June Tierney, Commissioner
VT Department of Public Service
112 State Street – Drawer 20
Montpelier, VT 05620-2061

AFFIRMATION

I am Chief Executive Officer, NorthStar Group Services, Inc. and, as such, I am familiar with the contents of this correspondence and the attachments thereto concerning the Vermont Yankee Nuclear Power Station, and the matters set forth therein regarding NorthStar Group Services, Inc. and its affiliated companies are true and correct to the best of my knowledge, information and belief.

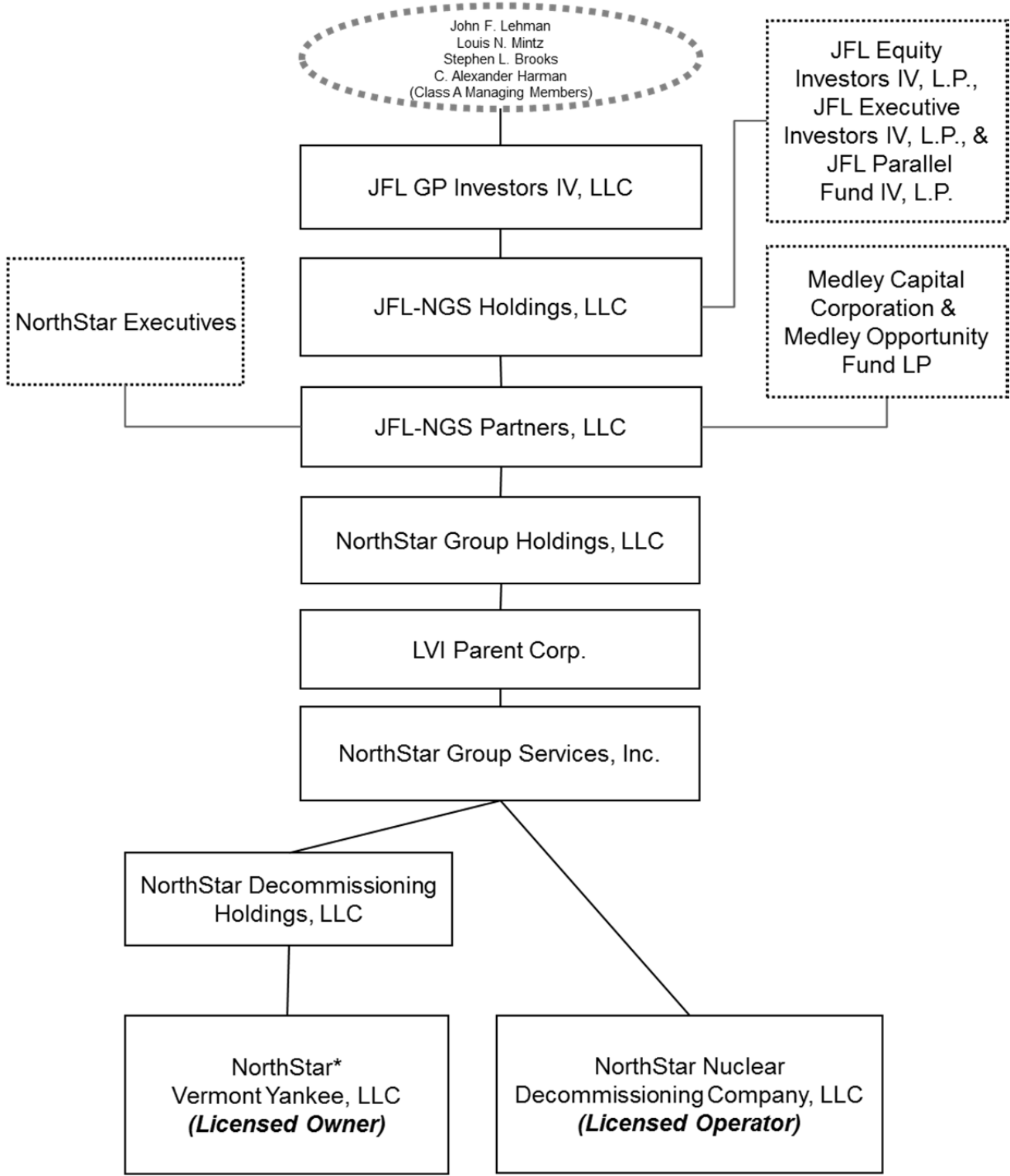
I declare under penalty of perjury that the foregoing is true and correct:

Executed on August 17, 2017.

A handwritten signature in black ink that reads "Scott State". The signature is written in a cursive, slightly slanted style.

Scott E. State

Figure 2 (Revised): SIMPLIFIED ORGANIZATION CHART



* Formerly known as Entergy Nuclear Vermont Yankee, LLC

ENCLOSURE 2 (Revised)

GENERAL CORPORATE INFORMATION

REGARDING

**JFL GP INVESTORS, LLC,
JFL-NGS HOLDINGS, LLC,
JFL-NGS PARTNERS, LLC,
NORTHSTAR GROUP HOLDINGS, LLC,
LVI PARENT CORP.,
NORTHSTAR GROUP SERVICES, INC.,
NORTHSTAR DECOMMISSIONING
HOLDINGS, LLC,
NORTHSTAR NUCLEAR
DECOMMISSIONING COMPANY, LLC,
AND
NORTHSTAR VERMONT YANKEE, LLC**

NAME:	JFL GP Investors IV, LLC
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	110 East 59th Street 27 th Floor New York, NY 10022
MANAGING MEMBERS:	John F. Lehman Louis N. Mintz Stephen L. Brooks C. Alexander Harman
OFFICERS:	John F. Lehman Louis N. Mintz Stephen L. Brooks C. Alexander Harman

NAME:	JFL-NGS Holdings, LLC
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	110 East 59th Street 27 th Floor New York, NY 10022
MANAGING MEMBER:	JFL GP Investors IV, LLC
OFFICERS:	President & Assistant Secretary, C. Alexander Harman Treasurer & Assistant Secretary, Glenn M. Shor Secretary, David L. Rattner Assistant Secretary, David F. Thomas

NAME:	JFL-NGS Partners, LLC
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	110 East 59th Street 27 th Floor New York, NY 10022
MANAGING MEMBER:	JFL-NGS Holdings, LLC
OFFICERS:	President & Assistant Secretary, C. Alexander Harman Treasurer & Assistant Secretary, Glenn M. Shor Secretary, David L. Rattner Assistant Secretary, David F. Thomas

NAME:	NorthStar Group Holdings, LLC
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	Seven Penn Plaza 370 7th Avenue, Suite 1803 New York, NY 10001
MANAGING MEMBER:	JFL-NGS Partners, LLC
OFFICERS:	President & Assistant Secretary, C. Alexander Harman Treasurer & Assistant Secretary, Glenn M. Shor Secretary, David L. Rattner Assistant Secretary, David F. Thomas

NAME:	LVI Parent Corp.
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	Seven Penn Plaza 370 7th Avenue, Suite 1803 New York, NY 10001
DIRECTORS:	C. Alexander Harman Glenn M. Shor David L. Rattner
OFFICERS:	President & Chief Executive Officer, Scott E. State Vice President & Chief Financial Officer, Jeffrey P. Adix Assistant Secretary, Glenn M. Shor Assistant Secretary, David L. Rattner Assistant Secretary, David F. Thomas

NAME:	NorthStar Group Services, Inc.
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	Seven Penn Plaza 370 7th Avenue, Suite 1803 New York, NY 10001
DIRECTORS:	C. Alexander Harman Glenn M. Shor Carol Bibb David Thomas Scott E. State Alan Cook* Mike Bayer
OFFICERS:	Chief Executive Officer, Scott E. State Vice President & Chief Operating Officer, John M. Leonard Vice President, Chief Financial Officer & Treasurer, Jeffrey P. Adix Vice President, General Counsel & Assistant Secretary, Gregory G. DiCarlo Vice President & Director of Health and Safety, Gary Thibodeaux Vice President, Kamal Sookram Secretary, David L. Rattner Assistant Secretary, Glenn M. Shor Assistant Secretary, David F. Thomas

* Citizen of the United Kingdom.

NAME:	NorthStar Decommissioning Holdings, LLC
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	Seven Penn Plaza 370 7th Avenue, Suite 1803 New York, NY 10001
MANAGING MEMBER:	NorthStar Group Services, Inc.
EXECUTIVE PERSONNEL	Scott State, CEO & CNO Jeff Adix – Vice President, CFO & Treasurer Greg DiCarlo – Vice President, General Counsel & Secretary Billy Reid – Vice President David Pearson - Vice President

NAME:	NorthStar Nuclear Decommissioning Company, LLC
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	Seven Penn Plaza 370 7th Avenue, Suite 1803 New York, NY 10001
MANAGING MEMBER:	NorthStar Group Services, Inc.
EXECUTIVE PERSONNEL	Scott State, CEO & CNO Jeff Adix – Vice President, CFO & Treasurer Greg DiCarlo – Vice President, General Counsel & Secretary Billy Reid – Vice President David Pearson - Vice President

NAME:	NorthStar Vermont Yankee, LLC
STATE OF INCORPORATION:	Delaware
BUSINESS ADDRESS:	Seven Penn Plaza 370 7th Avenue, Suite 1803 New York, NY 10001
MANAGING MEMBER:	NorthStar Decommissioning Holdings, LLC
EXECUTIVE PERSONNEL	Scott State, CEO & CNO Jeff Adix – Vice President, CFO & Treasurer Greg DiCarlo – Vice President, General Counsel & Secretary Billy Reid – Vice President David Pearson - Vice President