

UNITED STATES OF AMERICA
NUCLEAR REGULATORY COMMISSION

In the Matter of)	
)	
Entergy Arkansas, Inc. and)	
Entergy Operations, Inc.)	
)	
Arkansas Nuclear One,)	Docket Nos. 50-313, 50-368, and 72-13
Units 1 and 2)	License Nos. DPR-51 and NPF-6

ORDER APPROVING DIRECT AND INDIRECT TRANSFERS OF CONTROL
OF LICENSES AND CONFORMING AMENDMENTS

I.

Entergy Arkansas, Inc. (EAI) and Entergy Operations, Inc. (EOI) (together, the licensees) are co-holders of Renewed Facility Operating License (RFOL) Nos. DPR-51 and NPF-6 for Arkansas Nuclear One (ANO), Units 1 and 2, and the general license for the independent spent fuel storage installation (ISFSI). EAI is the owner and EOI is authorized to possess, use, and operate ANO, Units 1 and 2, and the ISFSI, which are located in Pope County, Arkansas.

II.

By application dated September 21, 2017, EOI requested on behalf of itself, EAI, and their parent companies (together, the applicants), pursuant to Title 10 of the *Code of Federal Regulations* (10 CFR) Section 50.80, "Transfer of licenses," that the U.S. Nuclear Regulatory Commission (NRC) consent to the direct transfer of RFOL Nos. DPR-51 and NPF-6 for ANO, Units 1 and 2, and the general license for the ISFSI, from the current owner, EAI, to a new limited liability company, Entergy Arkansas, LLC (EAL). The applicants also requested approval of conforming license amendments that would replace references to EAI in the RFOLs with references to EAL to reflect the transfer of ownership. In addition, the applicants requested the

NRC's consent to the indirect transfer of membership interest of EAL to an intermediate company, Entergy Utility Holding Company, LLC (EUHC). Entergy Corporation will remain as the ultimate parent company, but EUHC will be the direct parent company of EAL. Ultimately, EAL will acquire ownership of the facilities and EOI will remain responsible for the operation and maintenance of ANO, Units 1 and 2. The license transfers are necessary to support a corporate restructuring.

The application proposes no physical or operational changes to the facilities. The interconnections that provide offsite power to ANO, Units 1 and 2, do not change as a result of the proposed direct and indirect license transfers.

The applicants requested NRC approval of the transfers of the facility operating and ISFSI general licenses and conforming license amendments in accordance with 10 CFR 50.80 and 10 CFR 50.90, "Application for amendment of license, construction permit, or early site permit." The NRC published a notice, "Arkansas Nuclear One, Units 1 and 2; Grand Gulf Nuclear Station, Unit 1; River Bend Station, Unit 1; and Waterford Steam Electric Station, Unit 3 Consideration of Approval of Transfer of Licenses and Conforming Amendments," in the *Federal Register* on December 29, 2017 (82 FR 61800). No comments or hearing requests were received.

Under 10 CFR 50.80, no license, or any right thereunder, shall be transferred, directly or indirectly, through transfer of control of the license, unless the NRC gives its consent in writing. Upon review of the information in the application, and other information before the Commission, the NRC staff has determined that EAL is qualified to hold the license to the extent proposed to permit the transfer of ownership from EAI to EAL and the indirect transfer of membership interest of EAL to an intermediate company, EUHC, as described in the application. The NRC staff has also determined that the proposed license transfers are otherwise consistent with the

applicable provisions of law, regulations, and orders issued by the NRC pursuant thereto, subject to the condition set forth below. The NRC staff has further found that the application for the proposed license amendments complies with the standards and requirements of the Atomic Energy Act of 1954, as amended (the Act), and the Commission's rules and regulations set forth in 10 CFR Chapter I, "Nuclear Regulatory Commission"; the facilities will operate in conformity with the application, the provisions of the Act, and the rules and regulations of the Commission; there is reasonable assurance that the activities authorized by the proposed license amendments can be conducted without endangering the health and safety of the public and that such activities will be conducted in compliance with the Commission's regulations; the issuance of the proposed license amendments will not be inimical to the common defense and security or to the health and safety of the public; and the issuance of the proposed amendments will be in accordance with 10 CFR Part 51, "Environmental Protection Regulations for Domestic Licensing and Related Regulatory Functions," of the Commission's regulations and all applicable requirements have been satisfied. The findings set forth above are supported by an NRC safety evaluation dated August 1, 2018.

III.

Accordingly, pursuant to Sections 161b, 161i, and 184 of the Act; Title 42 of the *United States Code* Sections 2201(b), 2201(i), and 2234; and 10 CFR 50.80, IT IS HEREBY ORDERED that the application regarding the proposed license transfers is approved, subject to the following condition:

1. Before completion of the proposed transaction, EOI shall provide the Director of the Office of Nuclear Reactor Regulation satisfactory documentary evidence that EAL has obtained the appropriate amount of

insurance required of the licensees under 10 CFR Part 140 and 10 CFR Part 50.

IT IS FURTHER ORDERED that, consistent with 10 CFR 2.1315(b), the license amendments for ANO, Units 1 and 2, that make changes, as indicated in Enclosures 2 and 3 to the cover letter forwarding this order, to conform the licenses to reflect the subject transfers, are approved. The amendments shall be issued and made effective at the time the proposed transfer actions are completed.

IT IS FURTHER ORDERED that, after receipt of all required regulatory approvals of the proposed transfer actions, EOI shall inform the Director of the Office of Nuclear Reactor Regulation in writing of such receipt, and of the date of closing of the transfers, no later than 5 business days before the date of the closing of the transfers. Should the proposed transfers not be completed within 1 year of this order's date of issuance, this order shall become null and void; however, upon written application and for good cause shown, such date may be extended by order.

This order is effective upon issuance.

For further details with respect to this order, see the application dated September 21, 2017 (Agencywide Documents Access and Management System (ADAMS) Accession No. ML17268A213) and the NRC's safety evaluation dated August 1, 2018 (ADAMS Accession No. ML18177A236), which are available for public inspection at the NRC's Public Document Room located at One White Flint North, Public File Area 01-F21, 11555 Rockville Pike (first floor), Rockville, Maryland. Publicly available documents created or received at the NRC are accessible electronically through ADAMS in the NRC Library at <http://www.nrc.gov/reading-rm/adams.html>. Persons who do not have access to ADAMS, or who encounter problems accessing the documents in ADAMS, should contact the NRC Public Document Room

reference staff by telephone at 1-800-397-4209 or 301-415-4737, or by e-mail to

pdr.resource@nrc.gov.

Dated at Rockville, Maryland, this 1st day of August, 2018.

FOR THE NUCLEAR REGULATORY COMMISSION

/RA/

Brian E. Holian, Acting Director
Office of Nuclear Reactor Regulation