



UNITED STATES
NUCLEAR REGULATORY COMMISSION
WASHINGTON, D.C. 20555-0001

September 28, 2023

Mr. Ken J. Peters
Senior Vice President and
Chief Nuclear Officer
Attention: Regulatory Affairs
Vistra Operations Company LLC
Comanche Peak Nuclear Power Plant
6322 N FM 56
P.O. Box 1002
Glen Rose, TX 76043

Mr. David B. Hamilton
President and Chief Nuclear Officer
Energy Harbor Nuclear Corp.
168 E. Market Street
Akron, OH 44308-2014

SUBJECT: COMANCHE PEAK NUCLEAR POWER PLANT, UNIT NOS. 1 AND 2; BEAVER VALLEY POWER STATION, UNIT NOS. 1 AND 2; DAVIS-BESSE NUCLEAR POWER STATION, UNIT NO. 1; PERRY NUCLEAR POWER PLANT, UNIT NO. 1; AND THE ASSOCIATED INDEPENDENT SPENT FUEL STORAGE INSTALLATIONS - ORDER APPROVING TRANSFER OF LICENSES AND DRAFT CONFORMING LICENSE AMENDMENTS (EPID L-2023-LLM-0000)

Dear Mr. Peters and Mr. Hamilton:

By application dated April 14, 2023 (Agencywide Documents Access and Management System Accession No. ML23104A423), as supplemented by letters dated April 20, 2023 (ML23110A788), August 7, 2023 (ML23219A106), and September 12, 2023 (ML23255A061), Vistra Operations Company LLC (VistraOps), on behalf of itself, Comanche Peak Power Company LLC (CPPC) and certain other affiliates, and Energy Harbor Nuclear Corp. (EHNC), acting on behalf of itself and Energy Harbor Nuclear Generation LLC (EHNG) (collectively, the Applicants), requested, pursuant to Section 184 of the Atomic Energy Act of 1954, as amended, and Title 10 of the *Code of Federal Regulations* (10 CFR) Sections 50.80, "Transfer of licenses," and 72.50, "Transfer of license," that the U.S. Nuclear Regulatory Commission (NRC) consent to the indirect transfer of control of Facility Operating License Nos. NPF-87 and NPF-89 for Comanche Peak Nuclear Power Plant (Comanche Peak), Unit Nos. 1 and 2, respectively, and its generally licensed independent spent fuel storage installation (ISFSI), and the direct and

Enclosure 3 to this letter contains proprietary information. Upon separation from Enclosure 3, this letter is decontrolled.

indirect transfer of control of the following licenses and their respective generally licensed ISFSIs (collectively, the Licenses):

- Renewed Facility Operating License Nos. DPR-66 and NPF-73 for Beaver Valley Power Station (Beaver Valley), Unit Nos. 1 and 2, respectively;
- Renewed Facility Operating License No. NPF-3 for Davis-Besse Nuclear Power Station, Unit No. 1 (Davis-Besse); and
- Facility Operating License No. NPF-58 for Perry Nuclear Power Plant, Unit No. 1 (Perry).

Specifically, the application requests that the NRC consent to the license transfers resulting from a proposed transaction, as further described in a Transaction Agreement, pursuant to which VistraOps will indirectly acquire Energy Harbor Corp. (EHC) and its subsidiaries and will restructure the upstream ownership of Comanche Peak. As part of the proposed transaction, EHNC's and EHNG's parent, EHC, will become an indirect subsidiary of VistraOps via merger (such indirect subsidiary that will survive the merger is referred to herein as VOC Sub). Following such merger, VOC Sub's indirect parent company, tentatively referred to as Special Purpose Entity 2 LLC (Vistra Vision), will be indirectly owned and controlled by VistraOps, which will have an 85 percent ownership interest in Vistra Vision, and the remaining 15 percent ownership interest will be held by certain former shareholders of EHC, accounts managed by Avenue Capital Management II, L.P. and Nuveen Asset Management, LLC, and potentially certain other investors. As a result of the proposed transaction, EHNC and EHNG will become indirect subsidiaries of VistraOps. For business and tax purposes, the proposed transaction will also create three new indirect subsidiaries of VistraOps between VistraOps and CPPC, resulting in an indirect transfer of control of the Comanche Peak licenses.

Pursuant to 10 CFR 50.90, "Application for amendment of license, construction permit, or early site permit," the application also requests conforming amendments to the Licenses to reflect the proposed transfer.

The NRC staff has completed its review of the application. Enclosure 1 is the order that consents to the license transfer, subject to the conditions described therein. The order also approves the draft conforming license amendments in Enclosure 2. These amendments will be issued and made effective at the time of the completion of the license transfer. Enclosure 3 is the proprietary version of the NRC staff's safety evaluation related to the application. Enclosure 4 is the non-proprietary version of the NRC staff's safety evaluation, which is publicly available.

The order will be forwarded to the Office of the Federal Register for publication.

K. Peters and D. Hamilton

- 3 -

If you have any questions, please contact me at 301-415-3733 or via email at Robert.Kuntz@nrc.gov.

Sincerely,

/RA/

Robert F. Kuntz, Senior Project Manager
Plant Licensing Branch III
Division of Operating Reactor Licensing
Office of Nuclear Reactor Regulation

Docket Nos. 50-445, 50-446, 72-74,
50-334, 50-412, 72-1043, 50-346,
72-14, 50-440, and 72-69

Enclosures:

1. Order
2. Draft Conforming License Amendments
3. Safety Evaluation (Proprietary)
4. Safety Evaluation (Non-Proprietary)

cc w/o Enclosure 3: Listserv

ENCLOSURE 1

ORDER APPROVING DIRECT AND INDIRECT TRANSFER OF LICENSES
COMANCHE PEAK NUCLEAR POWER PLANT, UNIT NOS. 1 AND 2;
BEAVER VALLEY POWER STATION, UNIT NOS. 1 AND 2;
DAVIS-BESSE NUCLEAR POWER STATION, UNIT NO. 1;
PERRY NUCLEAR POWER PLANT, UNIT NO. 1;
AND THE ASSOCIATED INDEPENDENT SPENT FUEL STORAGE INSTALLATIONS

~~OFFICIAL USE ONLY – PROPRIETARY INFORMATION~~

ENCLOSURE 2

DRAFT CONFORMING LICENSE AMENDMENTS

~~OFFICIAL USE ONLY – PROPRIETARY INFORMATION~~

~~OFFICIAL USE ONLY – PROPRIETARY INFORMATION~~

ENCLOSURE 3

SAFETY EVALUATION (PROPRIETARY)

~~OFFICIAL USE ONLY – PROPRIETARY INFORMATION~~

~~OFFICIAL USE ONLY – PROPRIETARY INFORMATION~~

ENCLOSURE 4

SAFETY EVALUATION (NON-PROPRIETARY)

~~OFFICIAL USE ONLY – PROPRIETARY INFORMATION~~

OFFICIAL USE ONLY – PROPRIETARY INFORMATION

K. Peters and D. Hamilton

- 4 -

SUBJECT: COMANCHE PEAK NUCLEAR POWER PLANT, UNIT NOS. 1 AND 2; BEAVER VALLEY POWER STATION, UNIT NOS. 1 AND 2; DAVIS-BESSE NUCLEAR POWER STATION, UNIT NO. 1; PERRY NUCLEAR POWER PLANT, UNIT NO. 1; AND THE ASSOCIATED INDEPENDENT SPENT FUEL STORAGE INSTALLATIONS - ORDER APPROVING TRANSFER OF LICENSES AND DRAFT CONFORMING LICENSE AMENDMENTS (EPID L-2023-LLM-0000) DATED SEPTEMBER 28, 2023

DISTRIBUTION:

PUBLIC

PM File Copy

RidsACRS_MailCTR Resource

RidsNrrDorlLpl3 Resource

RidsNrrDssStsb Resource

RidsNrrLASRohrer Resource

RidsNrrPMBeaverValley Resource

RidsNrrPMDavisBesse Resource

RidsNrrPMPerry Resource

RidsNrrPMComanchePeak Resource

RidsRgn3MailCenter Resource

ADAMS Accession Nos.

Package: ML23237B448

Letter: ML23237B422

Order, Enclosure 1: ML23237B427

Draft Amendments, Enclosure 2: ML23237B428

Safety Evaluation (Proprietary), Enclosure 3: ML23237B429

Safety Evaluation (Non-Proprietary), Enclosure 4: ML23237B430

FRN: ML23237B441 (not included in package)

OFFICE	NRR/DORL/LPL3/PM	NRR/DORL/LPL3/LA	NMSS/REFS/FAB/BC	NRR/DRO/IOLB/BC
NAME	RKuntz	SRohrer	FMiller	KMiller
DATE	8/25/23	8/28/23	8/2/23	8/24/23
OFFICE	OGC - NLO	NRR/DORL/LPL3/BC	NRR/DORL/D	NMSS/D
NAME	JWachuka	JWhited	BPham	JLubinski (RLewis for)
DATE	9/11/23	9/13/23	9/17/23	9/28/23
OFFICE	NRR/D	NRR/DORL/LPL3/PM		
NAME	AVeil (MKing for)	RKuntz		
DATE	9/28/23	9/28/23		

OFFICIAL RECORD COPY