

The United Illuminating Company
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Nathaniel D. Woodson
Chairman, President & Chief Executive Officer

February 17, 2000

U.S. Nuclear Regulatory Commission
Document Control Desk
Washington, DC 20555

Re: Docket Numbers 50-423 and 50-443 B Application for Indirect License Transfers

Gentlemen:

The United Illuminating Company ("UI"), pursuant to 10 CFR Section 50.80, hereby requests the consent of the Nuclear Regulatory Commission ("NRC") to corporate reorganization involving the indirect transfer of control over UI's interests in Operating License Nos. NPF-49 and NPF-56 for Millstone Unit 3 and Seabrook Unit 1, respectively. Consent of the NRC is necessary to allow the creation of a new holding company structure for UI. The request includes a description of the proposed new holding company structure and discussion of its effects on UI's financial condition, the management and operation of the licensed facilities, domestic ownership and control of UI, and competition. It also includes UI's commitment regarding subsequent transfers of UI's assets.

Pursuant to 10 CFR 50.4(1), a signed original and one unstapled copy of the request for NRC consent is enclosed. An original and an unstapled copy has been sent to the Administrator of NRC Region 1 via the Licensing Assistance Team and one copy each has been sent to the NRC Resident Inspectors assigned to Millstone Unit 3 and Seabrook Unit 1. One copy each has been sent to the Director of Nuclear Reactor Regulation, the director of Project Directorate I and the Chief of Section 2 of Project Directorate I.

The fee for this license amendment is subject to full cost recovery for the review. UI will pay the fee upon billing by the NRC in accordance with 10 CFR 170.12.

Please place the individuals on the attached list to the service list for correspondence related to the enclosed Application.

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If you have any questions concerning the Application, please contact Barton Z. Cowan, Esq. At (412) 566-6029, E-mail: bzc@escm.com.

Very truly yours,

A handwritten signature in black ink, appearing to read "N. Woodson", written in a cursive style.

Nathaniel D. Woodson
Chairman of the Board of Directors,
President and Chief Operating Officer

SERVICE LIST

United Illuminating Company Request for Consent to Corporate Reorganization

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SERVICE LIST (CONT'D)

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