

April 3, 2000

Mr. S. E. Scace - Director
Nuclear Oversight and Regulatory Affairs
c/o Mr. David A. Smith
Northeast Nuclear Energy Company
P. O. Box 128
Waterford, CT 06385-0128

SUBJECT: NOTICE OF CONSIDERATION OF APPROVAL OF APPLICATION REGARDING
PROPOSED MERGER AND OPPORTUNITY OF A HEARING - MILLSTONE
NUCLEAR POWER STATION UNIT NOS. 1, 2, AND 3 (TAC NOS. MA7968,
MA7969, AND MA7980)

Dear Mr. Scace:

Enclosed is a copy of a "Notice of Consideration of Approval of Transfer of Facility Operating Licenses and Opportunity for a Hearing" related to the application dated January 13, 2000, filed by Consolidated Edison Company of New York, Inc., and Northeast Utilities. The application (pursuant to 10 CFR 50.80) seeks approval of the proposed indirect transfer of the Millstone Nuclear Generating Station Units 1, 2, and 3 Facility Operating Licenses Nos. DPR-21, DPR-65, and NPF-49, respectively to the extent held by Connecticut Light and Power Company, Western Massachusetts Electric Company, Northeast Nuclear Energy Company, and Public Service Company of New Hampshire, which are subsidiaries of Northeast Utilities. The indirect transfer would be to a new Consolidated Edison, Inc., in connection with a planned merger with Northeast Utilities.

This notice is being forwarded to the Office of the Federal Register for publication.

Sincerely,

/RA/

Victor Nerses, Senior Project Manager, Section 2
Project Directorate I
Division of Licensing Project Management
Office of Nuclear Reactor Regulation

Docket Nos. 50-245, 50-336, and 50-423

Enclosure: Notice

cc w/encl: See next page

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Millstone Nuclear Power Station
Units 1, 2, and 3

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Millstone Nuclear Power Station
Units 1, 2, and 3

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UNITED STATES NUCLEAR REGULATORY COMMISSION
NORTHEAST NUCLEAR ENERGY COMPANY, ET AL.
MILLSTONE NUCLEAR POWER STATION, UNITS 1, 2, AND 3
DOCKET NOS. 50-245, 50-336, AND 50-423
NOTICE OF CONSIDERATION OF APPROVAL OF
APPLICATION REGARDING PROPOSED MERGER
AND OPPORTUNITY FOR A HEARING

The U.S. Nuclear Regulatory Commission (the Commission) is considering the issuance of an order under 10 CFR 50.80 approving the indirect transfer of Facility Operating Licenses Nos. DPR-21, DPR-65 and NPF-49 for the Millstone Nuclear Power Station, Units 1, 2 and 3, (Unit 1, Unit 2 and Unit 3), respectively, to the extent held by Connecticut Light and Power Company (CL&P), Western Massachusetts Electric Company (WMECO), Northeast Nuclear Energy Company (NNECO), and Public Service Company of New Hampshire (PSNH). The indirect transfer would be to a new Consolidated Edison, Inc., incorporated in Delaware (New CEI), resulting from the planned merger of Consolidated Edison, Inc. (CEI), the current parent of Consolidated Edison Company of New York, Inc. (Con Ed), and Northeast Utilities (NU), the parent company of WMECO, CL&P, PSNH and NNECO.

According to a January 13, 2000, application by ConEd, NNECO, and North Atlantic Energy Service Corporation (NAESCO) for approval of certain indirect license transfers, on October 13, 1999, NU entered into an Agreement and Plan of Merger with CEI. Upon consummation of the merger, NU will become a wholly owned subsidiary of New CEI. CL&P,

WMECO, NNECO, and PSNH are all subsidiaries of NU, and will remain as such following the merger, but will have a new indirect parent, New CEI. Accordingly, consummation of the merger will effect an indirect transfer of the Millstone Units 1, 2, and 3 licenses to the extent held by the above NU subsidiaries, to New CEI. CL&P and WMECO hold ownership interests in Units 1 and 2, and NNECO is exclusively authorized to operate both Units as well as Unit 3. CL&P, WMECO, and PSNH hold ownership interests in Unit 3 along with 11 other co-owners not affiliated with NU. NNECO would remain as the managing agent for the joint owners of the facilities and would continue to have exclusive responsibility for the management, operation, and maintenance of Units 1, 2, and 3. The application does not propose a change in the rights, obligations, or interests of the other 11 joint owners of Unit 3 which are not affiliates of NU. In addition, no physical changes to Units 1, 2, and 3 or operational changes are being proposed. No direct transfer of the licenses will result from the proposed merger.

The application also seeks approval of certain proposed indirect license transfers in connection with Seabrook Station and Indian Point, Units 1 and 2 facilities, which will be the subject of separate published notices.

Pursuant to 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 Commission shall give its consent in writing. The Commission will approve an application for the indirect transfer of a license, if the Commission determines that the underlying transaction that will effectuate the indirect transfer will not affect the qualifications of the holder of the license, and that the transfer is otherwise consistent with applicable provisions of law, regulations, and orders issued by the Commission pursuant thereto.

The filing of requests for hearing and petitions for leave to intervene, and written comments regarding the license transfer application, are discussed below.

By April 27, 2000, any person whose interest may be affected by the Commission's action on the application may request a hearing, and, if not the applicants, may petition for leave to intervene in a hearing proceeding on the Commission's action. Requests for a hearing and petitions for leave to intervene should be filed in accordance with the Commission's rules of practice set forth in Subpart M, "Public Notification, Availability of Documents and Records, Hearing Requests and Procedures for Hearings on License Transfer Applications," of 10 CFR Part 2. In particular, such requests and petitions must comply with the requirements set forth in 10 CFR 2.1306, and should address the considerations contained in 10 CFR 2.1308(a). Untimely requests and petitions may be denied, as provided in 10 CFR 2.1308(b), unless good cause for failure to file on time is established. In addition, an untimely request or petition should address the factors that the Commission will also consider, in reviewing untimely requests or petitions, set forth in 10 CFR 2.1308(b)(1)-(2).

Requests for a hearing and petitions for leave to intervene should be served upon Brent L. Brandenburg, Esq., Consolidated Edison Co. of New York, Inc., 4 Irving Place - 1830, New York, NY 10003 (telephone number (212) 460-4333 and e-mail address brandenburgb@coned.com), attorney for Consolidated Edison, Inc., William J. Quinlan, Esq., Northeast Utilities, 107 Selden Street, Berlin, CT 06037 (telephone number (860) 665-3761 and e-mail address quinlwj@nu.com), attorney for Northeast Utilities; the General Counsel, U.S. Nuclear Regulatory Commission, Washington, DC 20555-0001 (e-mail address for filings regarding license transfer cases only: OGCLT@NRC.gov); and the Secretary of the Commission, U.S. Nuclear Regulatory Commission, Washington, DC 20555-0001, Attention: Rulemakings and Adjudications Staff, in accordance with 10 CFR 2.1313.

The Commission will issue a notice or order granting or denying a hearing request or intervention petition, designating the issues for any hearing that will be held and designating the

Presiding Officer. A notice granting a hearing will be published in the FEDERAL REGISTER and served on the parties to the hearing.

As an alternative to requests for hearing and petitions to intervene, by May 8, 2000, persons may submit written comments regarding the license transfer application, as provided for in 10 CFR 2.1305. The Commission will consider and, if appropriate, respond to these comments, but such comments will not otherwise constitute part of the decisional record. Comments should be submitted to the Secretary, U.S. Nuclear Regulatory Commission, Washington, DC 20555-0001, Attention: Rulemakings and Adjudications Staff, and should cite the publication date and page number of the FEDERAL REGISTER notice.

For further details with respect to this action, see the application dated January 13, 2000, which is available for public inspection at the Commission's Public Document Room, the Gelman Building, 2120 L Street, NW., Washington, DC, and accessible electronically through the ADAMS Public Electronic Reading Room link at the NRC Web site (<http://www.NRC.gov>).

Dated at Rockville, Maryland this 3rd day of April 2000.

FOR THE NUCLEAR REGULATORY COMMISSION

/RA/

Victor Nerses, Senior Project Manager, Section 2
Project Directorate I
Division of Licensing Project Management
Office of Nuclear Reactor Regulation