NRC-01-054

NMC
Committed to Nuclear Excellence

Kewaunee Nuclear Power Plant
N490, State Highway 42
Kewaunee, WI 54216-9511
920-388-2560

Operated by
Nuclear Management Company, LLC

April 30, 2001

10 CFR §50.80
10 CFR §50.90

U.S. Nuclear Regulatory Commission
Attention: Samuel J. Collins, Director
Office of Nuclear Reactor Regulation
Mail Stop O-5E7
One White Flint North
11555 Rockville Pike
Rockville, MD 20852-2738

DOCKET 50-305
OPERATING LICENSE DPR-43
KEWAUNEE NUCLEAR POWER PLANT
PROPOSED AMENDMENT 174: APPLICATION FOR CONSENT TO TRANSFER NON-OPERATING OWNERSHIP INTEREST IN KEWAUNEE NUCLEAR POWER PLANT FACILITY OPERATING LICENSE DPR-43 AND REQUEST FOR CONFORMING ADMINISTRATIVE AMENDMENTS TO THE FACILITY OPERATING LICENSE AND PLANT TECHNICAL SPECIFICATIONS

Reference: 1. NRC Letter, "KEWAUNEE NUCLEAR POWER PLANT – ISSUANCE OF CONFORMING AMENDMENT RE: TRANSFER OF OPERATING AUTHORITY UNDER THE FACILITY OPERATING LICENSE FROM WISCONSIN PUBLIC SERVICE CORPORATION, WISCONSIN POWER AND LIGHT COMPANY, AND MADISON GAS AND ELECTRIC COMPANY TO NUCLEAR MANAGEMENT COMPANY, LLC (TAC NO. MA7277)," dated August 7, 2000.

Dear Sir:

In accordance with Section 184 of the Atomic Energy Act, as amended, and Title 10 of the Code of Federal Regulations (10 CFR) §50.80, Wisconsin Public Service Corporation (WPSC), Wisconsin Power and Light Company (WP&L), Madison Gas and Electric Company (MG&E), and Nuclear Management Company, LLC (NMC) hereby request Nuclear Regulatory Commission (NRC) consent to the direct transfer of Kewaunee Nuclear Power Plant (KNPP) Facility Operating License No. DPR-43, to the extent held by MG&E, to WPSC. Pursuant to 10 CFR §§50.90, 50.91, and 50.92, NMC also requests conforming administrative license amendments for this transfer.

WPSC currently owns 41.2%, WP&L owns 41%, and MG&E owns 17.8% of KNPP. On September 29, 1998, WPSC and MG&E entered into an agreement to transfer MG&E's 17.8% share of KNPP to WPSC. The closing of this agreement remains contingent upon consent by the

A001
M006

NRC. After the transfer, WPSC will have a 59% ownership interest in the plant. The remaining co-owner, WP&L, will continue to own its 41% interest in the plant.

MG&E will retain its existing obligation for the cost of final disposal of spent nuclear fuel created up to the time of ownership transfer. WPSC will assume obligation for a commensurately increased share of the cost of final disposal of spent nuclear fuel created after the time of ownership transfer. At the conclusion of the proposed transaction, WPSC will assume responsibility for its 59% share of the costs of decommissioning the plant.

WPSC and WP&L will remain obligated for costs of KNPP financial protection pursuant to 10 CFR §140 and site insurance coverage as set forth in 10CFR 50.54(w). Conforming changes to insurance and indemnity agreements will be submitted in due course by separate correspondence.

On August 7, 2000, the NRC issued Amendment No. 149 (Reference 1), which authorized transfer of operating authority for KNPP from the owners to NMC. The transfer will not affect NMC operating authority and it will remain unchanged after the NRC grants its consent to the transfer.

Information related to the proposed transfer, as required by 10 CFR §§50.80 and 50.33, is included in Attachment 1. As explained therein, the proposed transfer will not:

(1) involve physical change to the facility or to operating procedures;

(2) alter day-to-day management of the plant by NMC;

(3) result in foreign ownership, control or domination of the licenses;

(4) affect the financial qualifications of WPSC or WP&L or the financial assurance for decommissioning of the units subsumed in their respective licenses; or

(5) require NRC antitrust review.

Information related to conforming license amendments, as required by 10 CFR §50.90, is contained in Attachment 2 and includes a copy of the facility operating license and relevant portions of the plant Technical Specifications annotated to indicate changes appropriate to the transfer. Attachment 3 contains an evaluation of the conforming amendments according to standards set forth in 10 CFR §50.92, which confirms that the amendment involves no significant hazard.

WPSC and MG&E intend to consummate this transaction by September 22, 2001. Accordingly, NRC is respectfully requested to provide its consent no later than September 1, 2001, to be effective at that time and to provide thereafter a period of twelve months for implementation.

In summary, the transfer proposed hereby simply increases the portion of KNPP ownership held by WPSC with a corresponding entitlement to its capacity and energy production. The proposed transferee is a current licensee for KNPP, is qualified to be the holder of the license now held by MG&E, and the transfer of the license is consistent with applicable laws and with regulations and orders of the NRC. The transfer and requisite conforming administrative amendments are not inimical to the common defense and security nor do they cause undue risk to public health or safety. Thus, the NRC is asked to provide its consent according to provisions of 10 CFR §50.80(c).

If there are questions regarding this application for consent or the conforming amendment request, please contact either Mr. Thomas J. Webb at (920) 388-8537 or me at (920) 755-7627.

Sincerely,

Mark E. Reddemann
Site Vice President
Nuclear Management Company, LLC

Subscribed and Sworn to
Before Me This 30 Day
of April 2001
Paula C. Maurer
Notary Public, State of Wisconsin

My Commission Expires
October 21, 2001

MTVN

Attachments:

1. Application for NRC Consent to Direct Transfer of Kewaunee Nuclear Power Plant Facility Operating License No. DPR-43
2. Description of Conforming Amendments to Facility Operating License No. DPR-43 and Technical Specification 5.1 Related to Direct Transfer of Kewaunee Nuclear Power Plant Facility Operating License No. DPR-43
3. Safety Evaluation and No Significant Hazards Evaluation and Environmental Considerations for Conforming Amendments Related to Direct Transfer of Kewaunee Nuclear Power Plant Facility Operating License No. DPR-43
4. Current Facility Operating License DPR-43 and Technical Specification 5.1, Site Annotated with Conforming Amendments Related to Direct Transfer of Kewaunee Nuclear Power Plant Facility Operating License No. DPR-43
5. Current Facility Operating License DPR-43 and Technical Specification 5.1, Site With Conforming Amendments To Implement Direct Transfer of Kewaunee Nuclear Power Plant Facility Operating License No. DPR-43

cc - US NRC Region III
US NRC Senior Resident Inspector
US NRC Document Control Desk
Electric Division, PSCW

ATTACHMENT 1

Letter from M. E. Reddemann (NMC)

To

Samuel J. Collins, Director

Nuclear Reactor Regulation (NRR)

Dated

April 30, 2001

Proposed Amendment 174

Application for NRC Consent to Direct Transfer of

Kewaunee Nuclear Power Plant

Facility Operating License No. DPR-43

UNITED STATES OF AMERICA
NUCLEAR REGULATORY COMMISSION

In the Matter of	)	
	)	
Wisconsin Public Service Corporation	)	
Wisconsin Power and Light Company	)	
Madison Gas and Electric Company	)	
Nuclear Management Company, LLC	)	
	)	
Kewaunee	)	Docket No. 50-302
Nuclear Power Plant	)	

APPLICATION FOR DIRECT TRANSFER OF CONTROL OF NON-OPERATING MINORITY SHARE OF OPERATING LICENSE NO. DPR-43 FOR THE KEWAUNEE NUCLEAR POWER PLANT

INTRODUCTION AND BACKGROUND

Wisconsin Public Service Corporation (WPSC), Wisconsin Power and Light Company (WP&L), and Madison Gas and Electric Company (MG&E), hereinafter known collectively as the current owners, and Nuclear Management Company, LLC (NMC), hereinafter known as either the operator or NMC, are the holders of Facility Operating License No. DPR-43 issued December 21, 1973 (the OL). WPSC currently owns 41.2%, WP&L currently owns 41%, and MG&E currently owns 17.8% of KNPP. The OL authorizes the current owners to hold and possess a divided ownership interest in the Kewaunee Nuclear Power Plant (KNPP) and authorizes the operator to use and operate KNPP in accordance with the procedures and limitations set forth in the OL.

On September 29, 1998, WPSC and MG&E entered into an agreement to transfer to WPSC the 17.8% share of KNPP owned by MG&E. The closing of this agreement remains contingent upon consent by the Nuclear Regulatory Commission (NRC). After the transfer,

WPSC will hold a 59% ownership interest in the plant. The remaining co-owner, WP&L, will retain its 41% ownership interest in the plant. The proposed transfer will not affect use and operation of KNPP by NMC according to existing procedures and limitations set forth in the OL.

Under terms of the agreement, WPSC will pay MG&E an amount equal to the depreciated book value for its share of KNPP at the ownership transfer date. The ownership transfer date is contingent upon installation of new steam generators at KNPP. MG&E will not participate in the costs related to the installation. MG&E will also provide to WPSC:

1) its qualified decommissioning trust at the date of the ownership change,
2) a commitment to dedicate funds available in its nonqualified trust for decommissioning, and
3) a commitment to make annual decommissioning contributions of $8,091,000 through the year 2002.

These funds and contributions are expected to fully fund the share of total plant decommissioning costs currently belonging to MG&E.

After the ownership transfer, WPSC will assume responsibility for 59% of the costs of decommissioning the plant. MG&E will retain its current obligation for the costs of final disposal of spent nuclear fuel created up to the time of ownership transfer. MG&E will be provided with an option to purchase power from WPSC, at a fixed price, for two years following the date of ownership transfer. The amount of potential power to be provided is approximately equal to the current share of the power generated by the plant that belongs to MG&E.

The purpose of this Application is for the current owners to request NRC consent under 10 CFR §50.80 to the direct transfer of the ownership interest in KNPP currently held by MG&E that will occur upon the above described transaction between WPSC and MG&E. The

transaction will not adversely affect management or operation of KNPP by NMC or the licensing basis of KNPP. Further, the transaction will not adversely affect the financial qualifications of WPSC and WP&L, hereinafter known collectively as the proposed owners.

In addition to the NRC, other federal agencies will review the transaction, including the Federal Energy Regulatory Commission (FERC), the Federal Communications Commission (FCC), the Federal Trade Commission (FTC), the Securities and Exchange Commission (SEC) and the U.S. Department of Justice.

Part I below sets forth information concerning the proposed transfer as required under provisions of 10 CFR §50.80. Part II discusses the effective date for the OL transfer.

I. INFORMATION FOR DIRECT TRANSFER OF CONTROL

A. General Information Concerning Transferee WPSC

1. Name and Address

   Wisconsin Public Service Corporation

   700 N Adams St

   PO Box 19001

   Green Bay, WI 54307-90012.

2. Description of Business

   WPSC is a regulated electric and gas utility serving an 11,000 square mile service territory in northeastern Wisconsin and a portion of the Upper Peninsula of Michigan. Wholesale electric service is provided to various customers including municipal utilities, electric cooperatives, energy marketers, other investor-owned utilities, and a municipal joint action agency. Upon consummation of the transaction, WPSC will remain a corporation organized and existing under the laws of the State of Wisconsin and its

purpose will remain the same as it is now, which is to engage principally in the generation, transmission, distribution and sale of electric energy to residential, commercial and industrial customers for their own use, and to wholesale customers for resale.

3. Organization and Management

WPS Resources Corporation (WPSR) is the parent holding company of WPSC, which is the majority owner of KNPP. At the time of the transaction, all of the members of the WPSR and WPSC Boards and their principal officers will be U.S. citizens. Following the proposed transaction, neither WPSR nor WPSC will be owned, controlled or dominated by an alien, foreign corporation or foreign government and WPSR's stock will continue to be widely held and publicly traded.[1]

B. Technical Qualifications

The NRC issued Amendment No. 149 to the OL on August 7, 2000, which, as amended, authorizes the current owners to possess KNPP and provides sole authority to NMC to use and operate KNPP. The transaction will not adversely affect either the NMC organization or its technical qualifications. NMC will continue to have clear and direct lines of responsibility and authority to use and operate KNPP, and the technical and administrative abilities of its staff will remain undiminished. The transaction will require only conforming administrative amendments to the OL and technical specifications and these amendments will not adversely affect the KNPP licensing basis. Therefore, the proposed transaction will not adversely affect the technical qualifications of NMC to carry out its responsibilities under the OL.

1 See Appendix A for SEC Schedule SC 13G filings by shareholders with greater than 5% interest in WPSR at this time.

C. Financial Qualifications

After the proposed transaction, WPSC will continue to generate and distribute electricity and recover the cost of this electricity through rates authorized by the Wisconsin Public Service Commission and by the FERC. WPSC will therefore continue to meet the definition of "electric utility" set forth in 10 CFR §50.2 and its financial qualifications are accordingly presumed by 10 CFR §50.33(f), thus no specific demonstration of financial qualifications is required.

D. Decommissioning Funding

NRC regulations require information showing "reasonable assurance . . . that funds will be available to decommission the facility." [10 CFR §50.33(k)]. WPSC and WP&L have filed their decommissioning funding reports with the NRC under 10 CFR §§50.75(b) and 50.75(f)(l) and are providing financial assurance for decommissioning their respective ownership interest in KNPP in accordance with those reports through an external sinking trust fund. After the transaction, WPSC and WP&L will remain responsible for the decommissioning liabilities associated with their respective ownership interests in KNPP and will continue to fund the KNPP decommissioning trust in accordance with 10 CFR §50.75.

E. Antitrust Considerations

As the Commission decided in its review of the license transfer application of Wolf Creek Generation Station, Unit 1, the Atomic Energy Act does not require or authorize antitrust reviews of post-operating license transfer applications. See Kansas Gas and Electric Co. (Wolf Creek Generating Station, Unit l), CLI-99-19, 49 NRC (June 18, 1999). Accordingly, no antitrust review is required with respect to the direct transfer of control that would result from the proposed transaction. The existing antitrust conditions in the OL will remain in effect.

F. Statement Of Purposes For The Transfer And The Nature Of The Transaction Necessitating Or Making The License Transfer Desirable

The purpose of this transaction is to secure benefits for the shareholders and customers of WPSC and MG&E and the communities they serve. Each party seeks through this transfer to significantly improve their respective positions in an increasingly competitive energy industry.

G. Restricted Data

This Application does not contain any Restricted Data or other classified defense information, and it is not expected that any will become involved. However, in the event that such information does become involved, the proposed owners and the operator agree that they will appropriately safeguard such information and will not permit any individual to have access to Restricted Data until the Office of Personnel Management (the successor to the Civil Service Commission) shall have made an investigation and reported to the NRC on the character, associations, and loyalty of the individual, and the NRC has determined that permitting such person to have access to Restricted Data will not endanger the common defense and security of the United States.

H. No Environmental Impact

The proposed direct license transfer is principally a legal and financial transaction between the owners that does not involve any change to the nuclear plant operations or equipment of KNPP and does not change any environmental impact previously evaluated in the Final Environmental Statement for KNPP. The transfer and conforming amendments meet the categorical exclusion criteria of 10CFR §51.22(c)(21), in that this application does no more than request the approval of a direct transfer of license and the associated amendment of NRC license. Accordingly, this Application involves no significant environmental impact and we request the

NRC to issue and publish a finding of no significant environmental impact pursuant to 10CFR §§ 51.21, 51.32, and 51.35

II. EFFECTIVE DATE

The proposed transaction between WPSC and MG&E may require approval by other federal regulatory authorities in addition to the NRC, including without limitation the FERC, the FTC, and the U.S. Department of Justice. The transaction will be consummated when all necessary approvals have been obtained. WPSC and MG&E intend to consummate the transaction as soon as reasonably possible after all the necessary approvals have been obtained (targeted by September 22, 2001). Therefore, NMC requests that the NRC review this Application as promptly as possible to permit the final consent order to be issued by September 1, 2001, for the proposed direct transfer of the OL and to provide thereafter a period of twelve months for implementation.

CONCLUSION

For the foregoing reasons, the current owners and the operator respectfully submit that the proposed direct transfer of control of Operating License No. DPR-43 for KNPP that will result from the transaction between WPSC and MG&E is consistent with applicable provisions of law, regulations and orders issued by the NRC pursuant thereto and that, according to the criteria set forth in 10 CFR §50.80, the NRC should consent to this direct transfer of control.

Nuclear Management Company, LLC

Kewaunee Nuclear Power Plant

Docket Number 50-305 / Operating License DPR-43

Appendix A

Wisconsin Public Service Corporation

2001 SEC Schedule SC 13G Filing

By

Wellington Management Company, LLP

WISCONSIN PUBLIC SERVICE CORP

Filing Type:	**SC 13G**
Description:	**Statement of Beneficial Ownership**
Filing Date:	**Feb 13, 2001**
Period End:	**N/A**

Primary Exchange:	**Over the Counter Bulletin Board**
Ticker:	**WIPSL**

Table of Contents

To jump to a section, double-click on the section name.

SC 13G OTHERDOC

Table1

SC 13G OTHERDOC
1
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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b),(c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(Amendment No. 0)1

WISCONSIN PUBLIC SERVICE CORPORATION
(Name of Issuer)

6.88% PREFERRED STOCK
(Title of Class of Securities)

97684380
(CUSIP Number)

12/31/2000
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

[X] Rule 13d-1 (b)

[ ] Rule 13d-1 (c)

[ ] Rule 13d-1 (d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes.)

[Continued on the following pages]

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Wellington Management Company, LLP
04-2683227

2. CHECK THE APPROPRIATE BOX IF THE MEMBER OF A GROUP
(a) [ ]
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Massachusetts

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER 0
	6. SHARED VOTING POWER 0
	7. SOLE DISPOSITIVE POWER 0
	8. SHARED DISPOSITIVE POWER 10,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,000

10. CHECK BOX IF AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
6.67%

12. TYPE OF REPORTING PERSON
IA

Item 1(a). Name of Issuer:

WISCONSIN PUBLIC SERVICE CORPORATION

Item 1(b). Address of Issuer's Principal Executive Offices:

700 North Adams Street, P.O. Box 19001
Green Bay Wisconsin 54307-9001

Item 2(a). Name of Person Filing:

Wellington Management Company, LLP (''WMC'')

Item 2(b). Address of Principal Business Office or, if None, Residence:

75 State Street
Boston, Massachusetts 02109

Item 2(c). Citizenship:

Massachusetts

Item 2(d). Title of Class of Securities:

6.88% PREFERRED STOCK

Item 2(e). CUSIP Number:

97684380

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

(a) [ ] Broker or dealer registered under Section 15 of the Act.

(b) [ ] Bank as defined in Section 3(a)(6) of the Act.

(c) [ ] Insurance Company as defined in Section 3(a)(19) of the Act.

(d) [ ] Investment Company registered under Section 8 of the Investment Company Act.

(e) [X] An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

(f) [ ] An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

(g) [ ] A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G); see item 7;

(h) [ ] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;

(i) [ ] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;

(j) [ ] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box [ ]

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: WMC, in its capacity as investment adviser, may be deemed to beneficially own 10,000 shares of the Issuer which are held of record by clients of WMC.

(b) Percent of class: 6.67%

(c) Number of shares as to which such person has:

(i)	Sole power to vote or to direct the vote	0
(ii)	Shared power to vote or to direct the vote	0
(iii)	Sole power to dispose or to direct the disposition of	0
(iv)	Shared power to dispose or to direct the disposition of	10,000

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

[ ].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

The securities as to which this Schedule is filed by WMC, in its capacity as investment adviser, are owned of record by clients of WMC. Those clients have the right to receive, or the power to direct the receipt of, dividends from, or the proceeds from the sale of, such securities. No such client is known to have such right or power with respect to more than five percent of this class of securities, except as follows:

Vanguard Preferred Stock Fund

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable. This schedule is not being filed Pursuant to Rule 13d-1(b)(1)(ii)(J) or Rule 13d-1(d).

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

(a) The following certification shall be included if the statement is filed pursuant to Rule 13d-1(b):

"By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the

effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection withor as a participant in any transaction having that purpose or effect. "

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

By:--//Brian P. Hillery//--
Name: Brian P. Hillery
Title: Assistant Vice President
Date: February 14, 2001

* Signed pursuant to a Power of Attorney dated January 15, 1997 and filed with the SEC on January 24, 1997.

Nuclear Management Company, LLC

Kewaunee Nuclear Power Plant

Docket Number 50-305 / Operating License DPR-43

Appendix B

Wisconsin Power and Light Company

2001 SEC Schedule SC 13G/A Filing

By

Wellington Management Company, LLP

WISCONSIN POWER & LIGHT CO

Filing Type:	**SC 13G/A**
Description:	**Amended Statement of Beneficial Ownership**
Filing Date:	**Feb 13, 2001**
Period End:	**N/A**

Primary Exchange:	**American Stock Exchange**
Ticker:	**WIS.**

Table of Contents

To jump to a section, double-click on the section name.

SC 13G/A OTHERDOC

Table1 4

SC 13G/A OTHERDOC

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b),(c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(Amendment No. 1)1

WISCONSIN POWER AND LIGHT COMPANY
(Name of Issuer)

6.2% PREFERRED STOCK
(Title of Class of Securities)

976826875
(CUSIP Number)

12/31/2000
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[X] Rule 13d-1 (b)

[ ] Rule 13d-1 (c)

[ ] Rule 13d-1 (d)

1The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes.)

[Continued on the following pages]

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Wellington Management Company, LLP
04-2683227

2. CHECK THE APPROPRIATE BOX IF THE MEMBER OF A GROUP
(a) [ ]
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Massachusetts

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER 0
	6. SHARED VOTING POWER 0
	7. SOLE DISPOSITIVE POWER 0
	8. SHARED DISPOSITIVE POWER 18,500

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,500

10. CHECK BOX IF AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
12.33%

12. TYPE OF REPORTING PERSON
IA

Item 1(a). Name of Issuer:

WISCONSIN POWER AND LIGHT COMPANY

Item 1(b). Address of Issuer's Principal Executive Offices:

222 West Washington Avenue
Madison WI 53703

Item 2(a). Name of Person Filing:

Wellington Management Company, LLP (''WMC'')

Item 2(b). Address of Principal Business Office or, if None, Residence:

75 State Street
Boston, Massachusetts 02109

Item 2(c). Citizenship:

Massachusetts

Item 2(d). Title of Class of Securities:

6.2% PREFERRED STOCK

Item 2(e). CUSIP Number:

976826875

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

(a) [ ] Broker or dealer registered under Section 15 of the Act.

(b) [ ] Bank as defined in Section 3(a)(6) of the Act.

(c) [ ] Insurance Company as defined in Section 3(a)(19) of the Act.

(d) [ ] Investment Company registered under Section 8 of the Investment Company Act.

(e) [X] An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

(f) [ ] An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

(g) [ ] A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G); see item 7;

(h) [ ] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;

(i) [ ] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;

(j) [ ] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box [ ]

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: WMC, in its capacity as investment adviser, may be deemed to beneficially own 18,500 shares of the Issuer which are held of record by clients of WMC.

(b) Percent of class: 12.33%

(c) Number of shares as to which such person has:

(i)	Sole power to vote or to direct the vote	0
(ii)	Shared power to vote or to direct the vote	0
(iii)	Sole power to dispose or to direct the disposition of	0
(iv)	Shared power to dispose or to direct the disposition of	18,500

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

[ ].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

The securities as to which this Schedule is filed by WMC, in its capacity as investment adviser, are owned of record by clients of WMC. Those clients have the right to receive, or the power to direct the receipt of, dividends from, or the proceeds from the sale of, such securities. No such client is known to have such right or power with respect to more than five percent of this class of securities, except as follows:

Vanguard Preferred Stock Fund

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable. This schedule is not being filed Pursuant to Rule 13d-1(b)(1)(ii)(J) or Rule 13d-1(d).

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

(a) The following certification shall be included if the statement is filed pursuant to Rule 13d-1(b):

"By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the

effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection withor as a participant in any transaction having that purpose or effect. "

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

By:--//Brian P. Hillery//--
Name: Brian P. Hillery
Title: Assistant Vice President
Date: February 14, 2001

* Signed pursuant to a Power of Attorney dated January 15, 1997 and filed with the SEC on January 24, 1997.

ATTACHMENT 2

Letter from M. E. Reddemann (NMC)

To

Samuel J. Collins, Director

Nuclear Reactor Regulation (NRR)

Dated

April 30, 2001

Proposed Amendment 174

Description of Conforming Amendments to

Facility Operating License No. DPR-43 and

Technical Specification 5.1

Related to Direct Transfer of Kewaunee Nuclear Power Plant

Facility Operating License No. DPR-43

Introduction

Wisconsin Public Service Corporation (WPSC), Wisconsin Power and Light Company (WP&L), and Madison Gas and Electric Company (MG&E), hereinafter known collectively as the current owners, and Nuclear Management Company, LLC (NMC), hereinafter known as either the operator or NMC, are holders of Facility Operating License No. DPR-43 issued December 21, 1973 (the OL). WPSC currently owns 41.2%, WP&L currently owns 41%, and MG&E currently owns 17.8% of KNPP. The OL authorizes the current owners to hold and possess a divided ownership interest in the Kewaunee Nuclear Power Plant (KNPP) and authorizes the operator to use and operate KNPP in accordance with the procedures and limitations set forth in the OL.

On September 29, 1998, WPSC and MG&E entered into an agreement to transfer to WPSC the 17.8% share of KNPP belonging to MG&E. Closing of this agreement remains contingent upon consent by the Nuclear Regulatory Commission (NRC). After the transfer, WPSC will hold a 59% ownership interest in the plant. WP&L, the remaining co-owner, will retain its 41% ownership interest in the plant.

Under the terms of the agreement, WPSC will pay MG&E at the ownership transfer date an amount equal to the depreciated book value for its share of KNPP. The ownership transfer date is contingent upon installation of new steam generators at KNPP. MG&E will not participate in the costs related to the installation. MG&E will also provide to WPSC:

1) its qualified decommissioning trust at the date of the ownership change,
2) a commitment to dedicate funds available in its nonqualified trust for decommissioning, and
3) a commitment to make annual decommissioning contributions of $8,091,000 through the year 2002.

These funds and contributions are expected to fully fund total plant decommissioning costs belonging to MG&E at the time of ownership transfer.

After ownership transfer, WPSC will assume responsibility for its 59% share of the costs of decommissioning the plant. MG&E will retain its obligation for its share of the costs for final disposal of spent nuclear fuel created up to the time of ownership transfer. WPSC will provide MG&E with an option to purchase power at a fixed price for two years following the date of the ownership transfer. The amount of power made available to MG&E for purchase will be approximately equal to its current share of the power generated by KNPP.

This request by NMC is for NRC approval of necessary conforming amendments to the OL and KNPP Technical Specifications (TS) under provisions of 10 CFR §50.90 to implement the above described direct transfer of ownership. Neither the transaction nor the conforming amendments make changes to any system, structure, or component of KNPP and will not adversely affect the operation or the licensing basis of KNPP.

NRC approval of this TS change is requested by September 1, 2001, to support consequential transactions related to this matter that are dependent upon said approval.

Description of Change to Facility Operating License No. DPR-43

1. The name, "MADISON GAS AND ELECTRIC COMPANY," is deleted from the listing of licensees at the top of the Operating License.
2. Paragraph 1.A. of the Operating License is amended to read, "The application for license filed by Wisconsin Public Service Corporation and Wisconsin Power and Light Company (the licensees)..."
3. Paragraph 2. of the Operating License is amended to read, "Facility Operating License No. DPR-43 is hereby issued to NMC, Wisconsin Public Service Corporation, and Wisconsin Power and Light Company, to read as follows:"
4. Paragraph 2.A. of the Operating License is amended to read, "... (the facility), owned by Wisconsin Public Service Corporation and Wisconsin Power and Light Company. The facility is located ..."
5. Paragraph 2.B.(1) of the Operating License is amended to read, "Pursuant to Section 104b of the Act and 10 CFR Part 50, "Licensing of Production and Utilization Facilities", Wisconsin Public Service Corporation and Wisconsin Power and Light Company are authorized to possess, and NMC to use and operate ..."
6. Blank space is removed from the bottom of page 3, which results in repagination of the document and the entire contents of the OL being contained within the first four (4) pages. Consequently, blank page 5 is removed.
7. Throughout the Operating License, "the NMC" is amended to read "NMC."

Description of Change to TS 5.1, "Site"

TS Section 5.1 is being revised as follows:

> The first paragraph under the title, "SPECIFICATION," is amended to read, "The Kewaunee Nuclear Power Plant is located on property owned by Wisconsin Public Service Corporation and Wisconsin Power and Light Company at a site..."

ATTACHMENT 3

Letter from M. E. Reddemann (NMC)

To

Samuel J. Collins, Director

Nuclear Reactor Regulation (NRR)

Dated

April 30, 2001

Proposed Amendment 174

Safety Evaluation and

No Significant Hazards Evaluation and

Environmental Considerations for

Conforming Amendments

Related to Direct Transfer of Kewaunee Nuclear Power Plant

Facility Operating License No. DPR-43

Safety Evaluation for Direct Transfer of Facility Operating License DPR-43

In accordance with the requirements of 10 CFR §§50.80 and 50.90, Wisconsin Public Service Corporation (WPSC), Wisconsin Power and Light (WP&L), and Madison Gas & Electric (MG&E), licensed owners of Kewaunee Nuclear Power Plant (KNPP), and Nuclear Management Corporation, LLC (NMC), licensed operator of KNPP, request an order and conforming license amendment to transfer the 17.8% share of KNPP currently held by MG&E from MG&E to WPSC. This transfer will remove MG&E from Facility Operating License DPR-43 (the OL) and increase the ownership share held by WPSC to 59%. Otherwise, there are no changes and NMC remains without alteration as the sole licensee authorized to use and operate KNPP in accordance with the terms and conditions of the OL.

Under the terms of the Nuclear Power Plant Operating Services Agreement between NMC and WPSC, all costs associated with operating KNPP will continue to be borne by the owners to the same extent as they are now. Furthermore, the status of WPSC and WP&L as "electric utilities" under the NRC financial qualifications requirements of 10 CFR §50.33(f) will be unaffected. Accordingly, there will be no change in the financial qualifications of the Licensees financially responsible for funding the safe operation, maintenance and decommissioning of KNPP.

NMC has the sole authority, as operator of KNPP, to make all decisions regarding public health and safety. WPSC and WP&L will continue to provide all funds for operation and maintenance of KNPP by NMC and will continue to fund the decommissioning trust fund. WPSC and WP&L retain all financial responsibility, including costs that may be incurred during emergencies.

The proposed license transfer and conforming amendments do not affect the physical configuration of the facility or adversely affect the licensing basis under which KNPP operates and will, therefore, not have any adverse impact on the public health, safety and welfare.

1999 Wisconsin Act 9 includes provisions commonly referred to as the Reliability 2000 Legislation, which authorized the organization of a new company to provide electric transmission service. American Transmission Company, LLC, (ATCLLC) has been formed in accordance with the provisions of the Reliability 2000 Legislation. Pursuant to the provisions of the Reliability 2000 Legislation, WPSC and other companies with transmission assets have been authorized to contribute their transmission assets to ATCLLC. WPSC divested its interest in its transmission facilities and associated land rights and transferred ownership of such facilities and rights to ATCLLC in exchange for an ownership interest therein. Other electric companies have contributed their transmission assets to ATCLLC pursuant to separate but substantially similar Asset Contribution Agreements between ATCLLC and such electric companies. ATCLLC subsequently entered into a separate agreement with WPSC to operate that portion of the aforementioned transmission assets that it formerly owned. Over these transmission facilities, WPSC currently provides offsite power to KNPP. This arrangement will not change as a result of the direct transfer of ownership requested by this application. The proposed direct license transfer involves no changes in ownership or design of the KNPP offsite power system. Upon transfer of operating authority, WPSC will continue to fulfill its current responsibilities with respect to compliance with the design requirements as defined in the KNPP Updated Safety Analysis Report. Based on the foregoing, there is adequate assurance that KNPP will continue to have access to independent sources of offsite power.

The proposed transfer will not affect compliance with physical security requirements put forth in 10 CFR §73. NMC will continue to hold ultimate responsibility for implementation of all aspects

of the present security program. Appropriate action will be taken with respect to existing agreements with outside organizations and agencies to notify the parties of the change in ownership of KNPP. There will be no changes to the plan because of the proposed direct transfer and, hence, there will be no decrease in effectiveness of the plan.

The proposed direct transfer will not affect compliance with quality assurance requirements set forth in 10 CFR Part 50, Appendix B, nor will it reduce commitments currently in the KNPP Operational Quality Assurance Program Description as approved by NRC. NMC continues to hold ultimate responsibility for functions associated with the KNPP Quality Assurance Program. The Quality Assurance organization will continue to have direct access to the NMC President on matters related to quality. The transfer will not affect the organization, function or structure of the KNPP Quality Assurance Program.

The proposed transfer will not affect compliance with requirements of 10 CFR §50.54 and related sections for operator re-qualification, nor maintenance of the Institute of Nuclear Power Operations (INPO) accreditation of training programs. NMC will continue to hold ultimate responsibility for implementation of present operator training programs. Conforming license amendments requested in association with direct transfer of the OL will not affect the approved operator qualification program that is maintained in accordance with 10 CFR §50.54(i).

For the foregoing reasons, WPSC, WP&L and MGE, owners of KNPP, and NMC, operator of KNPP, respectfully submit that the proposed direct transfer of control of the OL resulting from the above described transaction between WPSC and WP&L is consistent with applicable provisions of law, and regulations and orders issued by the NRC pursuant thereto and that, according to the criteria set forth in Title 10 of the Code of Federal Regulations, the requested order and conforming amendments will continue to meet regulatory requirements and are not inimical to the public health and safety or common defense and security of the United States of America.

Significant Hazards Determination for Direct Transfer of Facility Operating License DPR-43

Nuclear Management Company reviewed the proposed conforming amendments to the OL and TS 5.1 in accordance with the following criteria as set forth in 10 CFR §50.92 and determined that they involve no significant hazards consideration. The amendments do not:

1) Involve a significant increase in the probability or consequences of an accident previously evaluated.

   Removal of the name of Madison Gas and Electric Company from Facility Operating License DPR-43 and Technical Specification (TS) 5.1, Site, as proposed in this request for conforming amendments is purely administrative and has no effect on the design basis or its bounding accident analyses. Thus, the requested changes do not involve a significant increase in the probability or consequences of an accident previously evaluated for Kewaunee Nuclear Power Plant (KNPP).

2) Create the possibility of a new or different kind of accident from any accident previously evaluated.

Removal of the name of Madison Gas and Electric Company from Facility Operating License DPR-43 and Technical Specification (TS) 5.1, Site, as proposed in this request for conforming amendments is purely administrative and does not conflict with current plant design bases. It does not adversely affect any fission product barrier, nor does it alter the safety function of safety related systems, structures, and components depended upon for accident prevention or mitigation. Thus, the requested change does not create the possibility of a new or different kind of accident from any accident previously evaluated.

3) Involve a significant reduction in the margin of safety.

Removal of the name of Madison Gas and Electric Company from Facility Operating License DPR-43 and Technical Specification (TS) 5.1, Site, as proposed in this request for conforming amendments is purely administrative and does not alter the manner in which Safety Limits, Limiting Safety System Setpoints, or Limiting Conditions for Operation are determined. It does not affect plant design bases or current safety analyses and all KNPP safety requirements continue to be met. Therefore, the requested change does not involve a significant reduction in the margin of safety.

Environmental Considerations

This proposal for a change to the OL and the Technical Specifications does not modify any facility components located within the restricted area, as defined in 10 CFR Part 20. NMC has determined that the proposed amendment involves no significant hazard consideration and no change in the types of effluents that may be released offsite and that there is no increase in the individual or cumulative occupational radiation exposure. This proposal accordingly meets the eligibility criteria for categorical exclusion set forth in 10 CFR §51.22(c)(9). Pursuant to 10 CFR §51.22(b), no environmental impact statement or environmental assessment need be prepared in connection with this proposed amendment.

ATTACHMENT 4

Letter from M. E. Reddemann (NMC)

To

Samuel J. Collins, Director

Nuclear Reactor Regulation (NRR)

Dated

April 30, 2001

Proposed Amendment 174

Current Facility Operating License DPR-43 and

Technical Specification 5.1, Site

Annotated with Conforming Amendments

Related to Direct Transfer of Kewaunee Nuclear Power Plant

Facility Operating License No. DPR-43

WISCONSIN PUBLIC SERVICE CORPORATION

WISCONSIN POWER AND LIGHT COMPANY

~~MADISON GAS AND ELECTRIC COMPANY~~

NUCLEAR MANAGEMENT COMPANY

DOCKET NO. 50-305

KEWAUNEE NUCLEAR POWER PLANT

FACILITY OPERATING LICENSE AS AMENDED

License No. DPR-43

1. The Atomic Energy Commission (the Commission) having found that:

   A. The application for license filed by Wisconsin Public Service Corporation~~, and~~ Wisconsin Power and Light Company~~, and Madison Gas and Electric Company~~ (the licensees) 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 and all required notifications to other agencies or bodies have been duly made;

   B. Construction of the Kewaunee Nuclear Power Plant (facility) has been substantially completed in conformity with Provisional Construction Permit No. CPPR-50, as amended, and the application, as amended, the provisions of the Act and the rules and regulations of the Commission;

   C. The facility will operate in conformity with the application, as amended, the provisions of the Act, and the rules and regulations of the Commission;

   D. There is reasonable assurance: (i) that the activities authorized by this operating license can be conducted without endangering the health and safety of the public, and (ii) that such activities will be conducted in compliance with the rules and regulations of the Commission;

   E. ~~The~~ Nuclear Management Company, LLC (NMC) is technically qualified and the licensees are financially qualified to engage in the activities authorized by this operating license in accordance with the rules and regulations of the Commission;

F. The licensees and NMC have satisfied the applicable provisions of 10 CFR Part 140, "Financial Protection Requirements and Indemnity Agreements", of the Commission's regulations;

G. The issuance of this operating license will not be inimical to the common defense and security or to the health and safety of the public;

H. After weighing the environmental, economic, technical, and other benefits of the facility against environmental costs and considering available alternatives, the issuance of Facility Operating License No. DPR-43, subject to the condition for protection of the environment set forth herein, is in accordance with 10 CFR Part 50, Appendix D, of the Commission's regulations and all applicable requirements of said Appendix D have been satisfied; and

I. The receipt, possession, and use of byproduct and special nuclear material as authorized by this license will be in accordance with the Commission's regulations in 10 CFR Part 30 and 70, including 10 CFR Section 30.33, 70.23 and 70.31.

2. Facility Operating License No. DPR-43 is hereby issued to NMC, Wisconsin Public Service Corporation~~,~~ and Wisconsin Power and Light Company~~ and Madison Gas and Electric Company~~, to read as follows:

A. This license applies to the Kewaunee Nuclear Power Plant, a pressurized water nuclear reactor and associated equipment (the facility), owned by Wisconsin Public Service Corporation~~,~~ and Wisconsin Power and Light Company~~, and Madison Gas and Electric Company~~. The facility is located in Kewaunee County, Wisconsin, and is described in the "Final Safety Analysis Report" as supplemented and amended (Amendments 7 through 31) and the Environmental Report as supplemented and amended.

B. Subject to the conditions and requirements incorporated herein, the Commission hereby licenses:

(1) Pursuant to Section 104b of the Act and 10 CFR Part 50, "Licensing of Production and Utilization Facilities", Wisconsin Public Service Corporation~~,~~ and Wisconsin Power and Light Company~~, and Madison Gas and Electric Company~~ are authorized to possess, and ~~the~~ NMC to use and operate the facility at the designated location in Kewaunee County, Wisconsin, in accordance with the procedures and limitations set forth in this license;

(2) Pursuant to the Act and 10 CFR Part 70, NMC to receive, possess, and use at any time special nuclear material as reactor fuel in accordance with the limitations for storage and amounts required for reactor operation, as described in the Final Safety Analysis Report as supplemented and amended;

(3) Pursuant to the Act and 10 CFR Parts 30, 40, and 70, NMC to receive, possess, and use at any time any byproduct, source, and special nuclear material as sealed neutron sources for reactor startup, sealed sources for reactor instrumentation, and radiation monitoring equipment calibration, and as fission detectors in amounts as required;

(4) Pursuant to the Act and 10 CFR Parts 30, 40, and 70, NMC to receive, possess, and use in amounts as required any byproduct, source, or special nuclear material without restriction to chemical or physical form for sample analysis or instrument calibration or associated with radioactive apparatus or components:

(5) Pursuant to the Act and 10 CFR Parts 30 and 70, NMC to possess but not separate, such byproduct and special nuclear materials as may be produced by the operation of the facility".

C. This license shall be deemed to contain and is subject to the conditions specified in the following Commission regulations in 10 CFR, Chapter 1: Part 20, Section 30.34 of Part 30 Section 40.41 of Part 40, Section 50.54 and 50.59 of Part 50, and Section 70.32 of Part 70; is subject to all applicable provisions of the Act and to the rules, regulations, and orders of the Commission now or hereafter in effect; and is subject to the additional conditions specified or incorporated below:

(1) Maximum Power Level

~~The~~ NMC is authorized to operate the facility at steady state reactor core power levels not in excess of 1650 megawatts (thermal).

(2) Technical Specifications

The Technical Specifications contained in Appendix A, as revised through Amendment No. 153 are hereby incorporated in the license. ~~The~~ NMC shall operate the facility in accordance with the Technical Specifications.

(3) Fire Protection

~~The~~ NMC shall implement and maintain in effect all provisions of the approved Fire Protection Program as described in the KNPP Fire Plan, and as referenced in the Updated Safety Analysis Report, and as approved in the Safety Evaluation Reports, dated November 25, 1977, and December 12, 1978 (and supplement dated February 13, 1981) subject to the following provision:

~~The~~ NMC may make changes to the approved Fire Protection Program without prior approval of the Commission, only if those changes would not adversely affect the ability to achieve and maintain safe shutdown in the event of a fire.

(4) Physical Protection

~~The~~ NMC shall fully implement and maintain in effect all provisions of the Commission-approved "Kewaunee Nuclear Power Plant Security Manual", Rev. 1, approved by the NRC on December 15,1989; the "Kewaunee Nuclear Power Plant Security Force Training and Qualification Manual", Rev. 7, approved by the NRC on November 17, 1987; and the "Kewaunee Nuclear Power Plant Security Contingency Plan", Rev. 1, approved by the NRC on September 1, 1983. These manuals include amendments made pursuant to provisions of the Miscellaneous Amendments and Search Requirements revisions to 10 CFR 73.55 (51 FR 27817 and 27822) and to the authority of 10 CFR 50.90 and 10 CFR 50.54(p).

(5) Fuel Burnup

The maximum rod average burnup for any rod shall be limited to 60 GWD/MTU until completion of an NRC environmental assessment supporting an increased limit.

(6) Steam Generator Upper Lateral Supports

The design of the steam generator upper lateral supports may be modified by reducing the number of snubbers from four (4) to one (1) per steam generator.

D. ~~The~~ NMC shall comply with applicable effluent limitations and other limitations and monitoring requirements, if any, specified pursuant to Section 401(d) of the Federal Water Pollution Control Act Amendments of 1972.

E. This license is effective as of the date of issuance, and shall expire at midnight on December 21, 2013.

5.0 DESIGN FEATURES

5.1 SITE

APPLICABILITY

Applies to the location and extent of the reactor site.

OBJECTIVE

To define those aspects of the site which affect the overall safety of the installation.

SPECIFICATION

The Kewaunee Nuclear Power Plant is located on property owned by Wisconsin Public Service Corporation~~, and~~ Wisconsin Power and Light Company~~, and Madison Gas and Electric Company~~ at a site on the west shore of Lake Michigan, approximately 30 miles east-southeast of the city of Green Bay, Wisconsin.

The minimum distance from the center line of the reactor containment to the site exclusion radius as defined in 10 CFR 100.3 is 1200 meters.

ATTACHMENT 5

Letter from M. E. Reddemann (NMC)

To

Samuel J. Collins, Director

Nuclear Reactor Regulation (NRR)

Dated

April 30, 2001

Proposed Amendment 174

Current Facility Operating License DPR-43 and

Technical Specification 5.1, Site

With Conforming Amendments

To Implement Direct Transfer of Kewaunee Nuclear Power Plant

Facility Operating License No. DPR-43

WISCONSIN PUBLIC SERVICE CORPORATION

WISCONSIN POWER AND LIGHT COMPANY

NUCLEAR MANAGEMENT COMPANY

DOCKET NO. 50-305

KEWAUNEE NUCLEAR POWER PLANT

FACILITY OPERATING LICENSE AS AMENDED

License No. DPR-43

1. The Atomic Energy Commission (the Commission) having found that:

   A. The application for license filed by Wisconsin Public Service Corporation and Wisconsin Power and Light Company (the licensees) 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 and all required notifications to other agencies or bodies have been duly made;

   B. Construction of the Kewaunee Nuclear Power Plant (facility) has been substantially completed in conformity with Provisional Construction Permit No. CPPR-50, as amended, and the application, as amended, the provisions of the Act and the rules and regulations of the Commission;

   C. The facility will operate in conformity with the application, as amended, the provisions of the Act, and the rules and regulations of the Commission;

   D. There is reasonable assurance: (i) that the activities authorized by this operating license can be conducted without endangering the health and safety of the public, and (ii) that such activities will be conducted in compliance with the rules and regulations of the Commission;

   E. Nuclear Management Company, LLC (NMC) is technically qualified and the licensees are financially qualified to engage in the activities authorized by this operating license in accordance with the rules and regulations of the Commission;

   F. The licensees and NMC have satisfied the applicable provisions of 10 CFR Part 140, "Financial Protection Requirements and Indemnity Agreements", of the Commission's regulations;

G. The issuance of this operating license will not be inimical to the common defense and security or to the health and safety of the public;

H. After weighing the environmental, economic, technical, and other benefits of the facility against environmental costs and considering available alternatives, the issuance of Facility Operating License No. DPR-43, subject to the condition for protection of the environment set forth herein, is in accordance with 10 CFR Part 50, Appendix D, of the Commission's regulations and all applicable requirements of said Appendix D have been satisfied; and

I. The receipt, possession, and use of byproduct and special nuclear material as authorized by this license will be in accordance with the Commission's regulations in 10 CFR Part 30 and 70, including 10 CFR Section 30.33, 70.23 and 70.31.

2. Facility Operating License No. DPR-43 is hereby issued to NMC, Wisconsin Public Service Corporation and Wisconsin Power and Light Company, to read as follows:

A. This license applies to the Kewaunee Nuclear Power Plant, a pressurized water nuclear reactor and associated equipment (the facility), owned by Wisconsin Public Service Corporation and Wisconsin Power and Light Company. The facility is located in Kewaunee County, Wisconsin, and is described in the "Final Safety Analysis Report" as supplemented and amended (Amendments 7 through 31) and the Environmental Report as supplemented and amended.

B. Subject to the conditions and requirements incorporated herein, the Commission hereby licenses:

(1) Pursuant to Section 104b of the Act and 10 CFR Part 50, "Licensing of Production and Utilization Facilities", Wisconsin Public Service Corporation and Wisconsin Power and Light Company are authorized to possess, and NMC to use and operate the facility at the designated location in Kewaunee County, Wisconsin, in accordance with the procedures and limitations set forth in this license;

(2) Pursuant to the Act and 10 CFR Part 70, NMC to receive, possess, and use at any time special nuclear material as reactor fuel in accordance with the limitations for storage and amounts required for reactor operation, as described in the Final Safety Analysis Report as supplemented and amended;

(3) Pursuant to the Act and 10 CFR Parts 30, 40, and 70, NMC to receive, possess, and use at any time any byproduct, source, and special nuclear material as sealed neutron sources for reactor startup, sealed sources for reactor instrumentation, and radiation monitoring equipment calibration, and as fission detectors in amounts as required;

(4) Pursuant to the Act and 10 CFR Parts 30, 40, and 70, NMC to receive, possess, and use in amounts as required any byproduct, source, or special nuclear material without restriction to chemical or physical form for sample analysis or instrument calibration or associated with radioactive apparatus or components:

(5) Pursuant to the Act and 10 CFR Parts 30 and 70, NMC to possess but not separate, such byproduct and special nuclear materials as may be produced by the operation of the facility".

C. This license shall be deemed to contain and is subject to the conditions specified in the following Commission regulations in 10 CFR, Chapter 1: Part 20, Section 30.34 of Part 30 Section 40.41 of Part 40, Section 50.54 and 50.59 of Part 50, and Section 70.32 of Part 70; is subject to all applicable provisions of the Act and to the rules, regulations, and orders of the Commission now or hereafter in effect; and is subject to the additional conditions specified or incorporated below:

(1) Maximum Power Level

NMC is authorized to operate the facility at steady state reactor core power levels not in excess of 1650 megawatts (thermal).

(2) Technical Specifications

The Technical Specifications contained in Appendix A, as revised through Amendment No. 153 are hereby incorporated in the license. NMC shall operate the facility in accordance with the Technical Specifications.

(3) Fire Protection

NMC shall implement and maintain in effect all provisions of the approved Fire Protection Program as described in the KNPP Fire Plan, and as referenced in the Updated Safety Analysis Report, and as approved in the Safety Evaluation Reports, dated November 25, 1977, and December 12, 1978 (and supplement dated February 13, 1981) subject to the following provision:

NMC may make changes to the approved Fire Protection Program without prior approval of the Commission, only if those changes would not adversely affect the ability to achieve and maintain safe shutdown in the event of a fire.

(4) Physical Protection

NMC shall fully implement and maintain in effect all provisions of the Commission-approved "Kewaunee Nuclear Power Plant Security Manual", Rev. 1, approved by the NRC on December 15,1989; the "Kewaunee Nuclear Power Plant Security Force Training and Qualification Manual", Rev. 7, approved by the NRC on November 17, 1987; and the "Kewaunee Nuclear Power Plant Security Contingency Plan", Rev. 1, approved by the NRC on September 1, 1983. These manuals include amendments made pursuant to provisions of the Miscellaneous Amendments and Search Requirements revisions to 10 CFR 73.55 (51 FR 27817 and 27822) and to the authority of 10 CFR 50.90 and 10 CFR 50.54(p).

(5) Fuel Burnup

The maximum rod average burnup for any rod shall be limited to 60 GWD/MTU until completion of an NRC environmental assessment supporting an increased limit.

(6) Steam Generator Upper Lateral Supports

The design of the steam generator upper lateral supports may be modified by reducing the number of snubbers from four (4) to one (1) per steam generator.

D. NMC shall comply with applicable effluent limitations and other limitations and monitoring requirements, if any, specified pursuant to Section 401(d) of the Federal Water Pollution Control Act Amendments of 1972.

E. This license is effective as of the date of issuance, and shall expire at midnight on December 21, 2013.

5.0 DESIGN FEATURES

5.1 SITE

APPLICABILITY

Applies to the location and extent of the reactor site.

OBJECTIVE

To define those aspects of the site which affect the overall safety of the installation.

SPECIFICATION

The Kewaunee Nuclear Power Plant is located on property owned by Wisconsin Public Service Corporation and Wisconsin Power and Light Company at a site on the west shore of Lake Michigan, approximately 30 miles east-southeast of the city of Green Bay, Wisconsin.

The minimum distance from the center line of the reactor containment to the site exclusion radius as defined in 10 CFR 100.3 is 1200 meters.