

June 21, 1999

Samuel Behrends, Esq.  
LeBoeuf, Lamb, Greene & MacRae, L.L.P.  
1875 Connecticut Avenue, N.W.  
Suite 1200  
Washington, DC 20009

Edward Berlin, Esq.  
Swidler, Berlin, Sheroff, Friedman, L.L.P.  
3000 K Street, N.W.  
Suite 300  
Washington, DC 20007-5116

SUBJECT: NOTICE OF CONSIDERATION OF APPROVAL OF APPLICATION  
REGARDING PROPOSED CORPORATE MERGER AND OPPORTUNITY FOR  
A HEARING - MILLSTONE NUCLEAR POWER STATION, UNIT 3  
(TAC NO. MA5067 )

Dear Messrs. Behrends and Berlin:

Enclosed is a copy of a "Notice of Consideration of Approval of Application Regarding Proposed Corporate Merger and Opportunity for a Hearing" related to the application dated March 15, 1999, filed by New England Power Company (NEP). The application (pursuant to 10 CFR 50.80) seeks approval of the proposed indirect transfer of the Facility Operating License for Millstone Nuclear Power Station, Unit 3, to the extent held by NEP. The indirect transfer would be to The National Grid Group plc (National Grid) resulting from the planned merger of National Grid and New England Electric System, the parent company of NEP.

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

Sincerely,

ORIGINAL SIGNED BY:  
John A. Nakoski, Senior Project Manager, Section 2  
Project Directorate I  
Division of Licensing Project Management  
Office of Nuclear Reactor Regulation

Docket No. 50-423

Enclosure: Notice

cc w/encl: See next page

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\*See previous concurrence

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NAME	JNakoski <i>JN</i>	TLClark <i>JLA</i>	SHom	JClifford
DATE	6/17/99	6/10/99	05/20/99	6/2/99

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UNITED STATES  
NUCLEAR REGULATORY COMMISSION

WASHINGTON, D.C. 20555-0001

June 21, 1999

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LeBoeuf, Lamb, Greene & MacRae, L.L.P.  
1875 Connecticut Avenue, N.W.  
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Sincerely,

A handwritten signature in cursive script that reads "John A. Nakoski".

John A. Nakoski, Senior Project Manager, Section 2  
Project Directorate I  
Division of Licensing Project Management  
Office of Nuclear Reactor Regulation

Docket No. 50-423

Enclosure: Notice

cc w/encl: See next page

Millstone Nuclear Power Station  
Unit 3

cc:

Ms. L. M. Cuoco  
Senior Nuclear Counsel  
Northeast Utilities Service Company  
P. O. Box 270  
Hartford, CT 06141-0270

Edward L. Wilds, Jr., Ph.D.  
Director, Division of Radiation  
Department of Environmental Protection  
79 Elm Street  
Hartford, CT 06106-5127

Regional Administrator, Region I  
U.S. Nuclear Regulatory Commission  
475 Allendale Road  
King of Prussia, PA 19406

First Selectmen  
Town of Waterford  
15 Rope Ferry Road  
Waterford, CT 06385

Mr. Wayne D. Lanning, Director  
Millstone Inspections  
Office of the Regional Administrator  
475 Allendale Road  
King of Prussia, PA 19406-1415

Mr. M. H. Brothers  
Vice President - Operations  
Northeast Nuclear Energy Company  
P.O. Box 128  
Waterford, CT 06385

Mr. M. R. Scully, Executive Director  
Connecticut Municipal Electric  
Energy Cooperative  
30 Stott Avenue  
Norwich, CT 06360

Mr. J. T. Carlin  
Vice President - Human Services  
Northeast Utilities Service Company  
P. O. Box 128  
Waterford, CT 06385

Mr. F. C. Rothen  
Vice President - Operations  
Northeast Utilities Service Company  
P. O. Box 128  
Waterford, CT 06385

Ernest C. Hadley, Esquire  
1040 B Main Street  
P.O. Box 549  
West Wareham, MA 02576

Mr. James S. Robinson, Manager  
Nuclear Investments and Administration  
New England Power Company  
25 Research Drive  
Westborough, MA 01582

Mr. R. P. Necci  
Vice President - Nuclear Oversight and  
Regulatory Affairs  
Northeast Nuclear Energy Company  
P. O. Box 128  
Waterford, CT 06385

Deborah Katz, President  
Citizens Awareness Network  
P.O. Box 83  
Shelburne Falls, MA 03170

Mr. Allan Johanson, Assistant Director  
Office of Policy and Management  
Policy Development and Planning  
Division  
450 Capitol Avenue - MS# 52ERN  
P. O. Box 341441  
Hartford, CT 06134-1441

Ms. Terry Concannon  
Co-Chair  
Nuclear Energy Advisory Council  
Room 4100  
Legislative Office Building  
Capitol Avenue  
Hartford, CT 06106

Millstone Nuclear Power Station  
Unit 3

cc:

Mr. Evan W. Woollacott  
Co-Chair  
Nuclear Energy Advisory Council  
128 Terry's Plain Road  
Simsbury, CT 06070

Mr. John W. Beck, President  
Little Harbor Consultants, Inc.  
Millstone - ITPOP Project Office  
P.O. Box 0630  
Niantic, CT 06357-0630

Mr. L. J. Olivier  
Senior Vice President and  
Chief Nuclear Officer - Millstone  
Northeast Nuclear Energy Company  
P.O. Box 128  
Waterford, CT 06385

Mr. C. J. Schwarz  
Director - Unit 3 Operations  
Northeast Nuclear Energy Company  
P.O. Box 128  
Waterford, CT 06385

Senior Resident Inspector  
Millstone Nuclear Power Station  
c/o U.S. Nuclear Regulatory Commission  
P. O. Box 513  
Niantic, CT 06357

Nicholas J. Scobbo, Jr., Esquire  
Ferriter, Scobbo, Caruso, & Rodophele, P.C.  
75 State Street, 7th Floor  
Boston, MA 0210

Citizens Regulatory Commission  
ATTN: Ms. Susan Perry Luxton  
180 Great Neck Road  
Waterford, CT 06385

Mr. William D. Meinert  
Nuclear Engineer  
Massachusetts Municipal Wholesale  
Electric Company  
P.O. Box 426  
Ludlow, MA 01056

Mr. B. D. Kenyon  
President and Chief Executive Officer-  
Nuclear Group  
Northeast Utilities Service Company  
P.O. Box 128  
Waterford, CT 06385

Mr. D. B. Amerine  
Vice President - Engineering Services  
Northeast Nuclear Energy Company  
P. O. Box 128  
Waterford, CT 06385

Mr. D. A. Smith  
Manager - Regulatory Affairs  
Northeast Nuclear Energy Company  
P. O. Box 128  
Waterford, CT 06385

Ms. Nancy Burton  
147 Cross Highway  
Redding Ridge, CT 00870

UNITED STATES NUCLEAR REGULATORY COMMISSION  
NORTHEAST NUCLEAR ENERGY COMPANY, ET AL.  
MILLSTONE NUCLEAR POWER STATION, UNIT 3  
DOCKET NO. 50-423  
NOTICE OF CONSIDERATION OF APPROVAL OF  
APPLICATION REGARDING PROPOSED CORPORATE 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 License No. NPF-49 for the Millstone Nuclear Power Station, Unit No. 3 (Millstone Unit 3), to the extent held by New England Power Company (NEP), one of 13 joint owners of Millstone Unit 3. The indirect transfer would be to The National Grid Group plc (National Grid) resulting from the planned merger of National Grid and New England Electric System (NEES), the parent company of NEP.

According to the application by NEP for approval of the indirect transfer, on December 11, 1998, NEES entered into an Agreement and Plan of Merger with National Grid, a holding company incorporated in England and Wales. Upon consummation of the merger, NEES will become a wholly-owned indirect subsidiary of National Grid with NEP remaining a subsidiary of NEES, thereby effecting an indirect transfer of NEP's interest in Millstone Unit 3's Facility Operating License. Northeast Utilities, the sole licensed operator of the facility, would remain as the managing agent for the 13 joint owners of the facility and would continue to have exclusive responsibility for the management, operation and maintenance of Millstone Unit 3.

The application does not propose a change in the rights, obligations, or interests of the other joint owners of Millstone Unit 3. In addition, no physical changes to Millstone Unit 3 or operational changes are being proposed. No direct transfer of the license will result from the proposed merger.

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 proposed transfer of control 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 July 20, 1999, 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 Edward Berlin, Esq., and Scott P. Klurfeld, Esq., Swidler Berlin Shereff Friedman, LLP, 3000 K Street, NW, Suite 300, Washington, DC 20007-5116, attorneys for New England Power Company; Thomas G. Robinson, Esq., New England Power Company, 25 Research Drive, Westborough, MA 01582, attorney for New England Power Company; Samuel Behrends IV, Esq., Mary A. Murphy, Esq., and Yvonne M. Coviello, Esq., LeBoeuf, Lamb, Greene & MacRae, L.L.P., 1875 Connecticut Avenue, NW, Suite 1200, Washington, DC 20009, attorneys for the National Grid Group plc and NGG Holdings LLC; Paul K. Connolly, Jr., Esq., LeBoeuf, Lamb, Greene & MacRae, L.L.P., 260 Franklin Street, Boston, MA 02110, attorney for NGG Holdings LLC; Lillian M. Cuoco, Esq., Senior Nuclear Counsel, Northeast Utilities Service Company, 107 Selden Street, Berlin, Connecticut, 06037, attorney for Northeast Nuclear Energy Company; the General Counsel, U.S. Nuclear Regulatory Commission, Washington, DC 20555 (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.

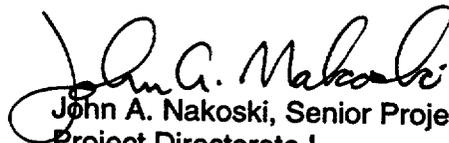
As an alternative to requests for hearing and petitions to intervene, by July 30, 1999, persons may submit written comments regarding the license transfer application,

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 this FEDERAL REGISTER notice.

For further details with respect to this action, see the application dated March 15, 1999, submitted under cover of a letter dated March 15, 1999, which are available for public inspection at the Commission's Public Document Room, the Gelman Building, 2120 L Street, NW., Washington, DC, and at the Millstone Unit 3 local public document rooms located at the Learning Resources Center, Three Rivers Community-Technical College, 574 New London Turnpike, Norwich, Connecticut, and the Waterford Library, ATTN: Vince Juliano, 49 Rope Ferry Road, Waterford, Connecticut.

Dated at Rockville, Maryland this 21st day of June 1999.

FOR THE NUCLEAR REGULATORY COMMISSION



John A. Nakoski, Senior Project Manager, Section 2  
Project Directorate I  
Division of Licensing Project Management  
Office of Nuclear Reactor Regulation