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DOCKETED
USNRC

October 9, 2001 (12:49PM)

September 28, 2001

OFFICE OF SECRETARY
RULEMAKINGS AND
ADJUDICATIONS STAFF

Mr. John Szabo, Esquire
United States Nuclear Regulatory Commission
Mail Stop 15 D21
Washington, D.C. 20555-0001

Re: L. Michael Rafky

Dear Mr. Szabo:

I am the Conflicts Partner of Winston & Strawn and am writing this letter concerning Mr. L. Michael Rafky, formerly an attorney with the United States Nuclear Regulatory Commission (the "NRC") since October, 1990.

Mr. Rafky will join the Washington, D.C. office of Winston & Strawn as an associate on October 1, 2001. Mr. Rafky has advised Winston & Strawn that while working at the NRC, he performed work on behalf of the NRC Staff in a proceeding involving our clients, Northeast Nuclear Energy Company ("Northeast Nuclear Energy") and Dominion Nuclear Connecticut, Inc. ("Dominion Nuclear Connecticut"). The proceeding involves a license amendment to increase spent fuel pool storage capacity at the Millstone Nuclear Power Station Unit 3 (Docket No. 50-423-LA-3). Winston & Strawn partner David A. Repka represents Northeast Nuclear Energy and Dominion Nuclear Connecticut in the NRC proceeding.

Mr. Rafky also has advised Winston & Strawn that while working at the NRC, he performed work on behalf of the NRC Staff on a matter involving our client, Tennessee Valley Authority ("TVA"). The proceeding involves an NRC enforcement action issued to TVA for an alleged violation of the NRC's employee protection regulation. Winston & Strawn partner David A. Repka represents TVA in the NRC proceeding.

In addition, Mr. Rafky has advised Winston & Strawn that while working at the NRC, he performed work on behalf of the NRC Staff on a matter involving our client, Commonwealth Edison (now known as, Exelon Nuclear) ("Exelon"). The proceeding involves an NRC enforcement action issued to Exelon for an alleged violation of the NRC's employee protection regulation. Winston & Strawn partner David A. Repka represents Exelon in the NRC proceeding.

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SECY-02

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The above Winston & Strawn clients will be referred to hereafter collectively as the "W&S Clients," and the above proceedings will be referred to hereafter collectively as the "Screened Matters".

In accordance with Rule 1.11 of the District of Columbia Rules of Professional Conduct, Winston & Strawn has established an ethical screen to ensure that Mr. Rafky will be screened from participating in or discussing the Screened Matters with any Winston & Strawn personnel. All attorneys and personnel of the firm have been advised that:

- (1) No attorney or other person who has worked, is working or hereafter begins working on behalf of the W&S Clients on the Screened Matters will discuss with or reveal to Mr. Rafky, any confidences, secrets or other material proprietary information relating to such representation.
- (2) Mr. Rafky will not become involved in the representation of the W&S Clients on the Screened Matters.
- (3) Mr. Rafky will not discuss the Screened Matters with (A) any Winston & Strawn personnel, (B) any party, agent, officer or employee of the W&S Clients or (C) any identified witness for or against the W&S Clients on the Screened Matters.
- (4) All files and documents relating to the representation of the W&S Clients on the Screened Matters have been or will be retained by attorneys representing the W&S Clients on the Screened Matters and may not be examined by Mr. Rafky. All others in Winston & Strawn may examine these files and documents only on a need-to-know basis. Mr. Rafky will not bring with him to Winston & Strawn any documents or legal memoranda, including in electronic form, relating to the Screened Matters.

A copy of my memorandum to firm personnel establishing the above procedures is enclosed.

As specified in Rule 1.11 of the District of Columbia Rules of Professional Conduct, Mr. Rafky will not be apportioned any specific share of the fees derived from Winston & Strawn's representation of the W&S Clients on the Screened Matters.

Should you have any questions or comments in this regard, please call me. Thank you.

Sincerely,



Anne E. Thar

cc: Monica L. David

WINSTON & STRAWN

September 28, 2001

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Michael Rafky
Attached Service List

SERVICE LIST

Charles Bechhoefer, Chairman
Administrative Judge
Atomic Safety and Licensing Board
U.S. Nuclear Regulatory Commission
Washington, DC 20555-0001

Office of the Secretary
U.S. Nuclear Regulatory Commission
Washington, DC 20555
Attn: Rulemakings and Adjudications Staff

Mr. John Szabo
U.S. Nuclear Regulatory Commission
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Atomic Safety and Licensing Board
U.S. Nuclear Regulatory Commission
Washington, DC 20555-0001

Dr. Richard F. Cole
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Atomic Safety and Licensing Board
U.S. Nuclear Regulatory Commission
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Office of the General Counsel
U.S. Nuclear Regulatory Commission
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Office of the Commission Appellate
Adjudication
U.S. Nuclear Regulatory Commission
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Rockville, Maryland 20852-2738

MEMORANDUM

To: All Attorneys and Personnel, All Offices

From: Anne E. Thar

Date: September 25, 2001

Re: D.C. Associate L. Michael Rafky, Matters Involving the United States Nuclear Regulatory Commission and Representation of Northeast Nuclear Energy Company, Dominion Nuclear Connecticut, Inc., Tennessee Valley Authority and Commonwealth Edison (Exelon Nuclear)

L. Michael Rafky, formerly an attorney with the United States Nuclear Regulatory Commission ("NRC"), will be joining the Washington, D.C. office of Winston & Strawn as an associate on October 1, 2001.

Winston & Strawn currently represents Northeast Nuclear Energy Company ("Northeast Nuclear Energy") and Dominion Nuclear Connecticut, Inc. ("Dominion Nuclear Connecticut") in connection with a proceeding before the NRC involving a license amendment to increase spent fuel pool storage capacity at the Millstone Nuclear Power Station in Connecticut. David A. Repka is the lead attorney representing Northeast Nuclear Energy and Dominion Nuclear Connecticut in the NRC proceeding.

Winston & Strawn also currently represents the Tennessee Valley Authority ("TVA") in connection with a proceeding before the NRC involving an NRC enforcement action issued to TVA for an alleged violation of the NRC's employee protection regulations. David A. Repka is the lead attorney representing TVA in the NRC proceeding.

Winston & Strawn also currently represents Commonwealth Edison (now known as Exelon Nuclear) ("Exelon") in connection with a proceeding before the NRC involving an NRC enforcement action issued to Exelon for an alleged violation of the NRC's employee protection regulations. David A. Repka is the lead attorney representing Exelon in the NRC proceeding.

While employed by the NRC, Mr. Rafky performed work on behalf of the NRC in the above proceedings.

For purposes of this memorandum only, the above Winston & Strawn clients will be referred to hereafter

collectively as the "W&S Clients," and the above matters will be referred to hereafter collectively as the "Screened Matters."

Winston & Strawn has determined that: (a) our relationship with and representation of the W&S Clients in the Screened Matters will not be adversely affected by Mr. Rafky's joining Winston & Strawn; and (b) we can exercise independent professional judgment on behalf of and represent zealously the interests of the W&S Clients in the Screened Matters despite Mr. Rafky's joining Winston & Strawn.

Nonetheless, in order to protect the independence and confidentiality of our work on behalf of the W&S Clients on the Screened Matters and the prior work of Mr. Rafky and his former employer, the following procedures will be observed until further notice:

- (1) No attorney or other person who has worked, is working or hereafter begins working on behalf of the W&S Clients on the Screened Matters will discuss with or reveal to Mr. Rafky, any confidences, secrets or other material proprietary information relating to such representation.
- (2) Mr. Rafky will not become involved in the representation of the W&S Clients on the Screened Matters.
- (3) Mr. Rafky will not discuss the Screened Matters with (A) any Winston & Strawn personnel, (B) any party, agent, officer or employee of the W&S Clients or (C) any identified witness for or against the W&S Clients on the Screened Matters.
- (4) All files and documents relating to the representation of the W&S Clients on the Screened Matters have been or will be retained by attorneys representing the W&S Clients on the Screened Matters and may not be examined by Mr. Rafky. All others in Winston & Strawn may examine these files and documents only on a need-to-know basis. Mr. Rafky will not bring with him to Winston & Strawn any documents or legal memoranda, including in electronic form, relating to the Screened Matters.

All Attorneys and Personnel, All Offices
September 25, 2001
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Finally, this memorandum confirms that no exchanges of confidential information have taken place in connection with the preparation of this memorandum or otherwise.