

June 7, 1996

Mr. James R. Bull, Ph.D.
Vice President
MidAmerican Energy Company
One RiverCenter Place
106 East Second Street
P.O. Box 4350
Davenport, Iowa 52808

SUBJECT: NOTICE OF INDIRECT TRANSFER OF LICENSE - QUAD CITIES NUCLEAR POWER
STATION, UNITS 1 AND 2 (TAC NOS. M95170 AND M95171)

Dear Dr. Bull:

Enclosed is the subject notice related to your request dated April 4, 1996, for consideration of approval under 10 CFR 50.80 of the indirect transfer of control of the licenses held by MidAmerican Energy Company (MidAmerican) with respect to its 25 percent ownership interest in the Quad Cities Nuclear Power Station, Units 1 and 2. MidAmerican plans to form a holding company, MidAmerican Energy Holdings Company, which will own all of the common stock of MidAmerican. Commonwealth Edison Company will remain the operator of the facility and acting agent for MidAmerican.

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

Sincerely,

/s/

Robert M. Pulsifer, Project Manager
Project Directorate III-2
Division of Reactor Projects - III/IV
Office of Nuclear Reactor Regulation

Docket Nos. 50-254, 50-265

Enclosure: Notice

cc w/encls: see next page

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Quad Cities Nuclear Power Station
Unit Nos. 1 and 2

cc:

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UNITED STATES NUCLEAR REGULATORY COMMISSIONMIDAMERICAN ENERGY COMPANYDOCKET NOS. 50-254 AND 50-265NOTICE OF INDIRECT TRANSFER OF CONTROL OF LICENSE

Notice is hereby given that the United States Nuclear Regulatory Commission (Commission) is considering approval under 10 CFR 50.80 of the indirect transfer of control of the licenses held by MidAmerican Energy Company (MidAmerican) with respect to its 25 percent ownership interest in Quad Cities Nuclear Power Station, Units 1 and 2, to MidAmerican Energy Holdings Company (Holdings). By letter dated April 4, 1996, MidAmerican informed the Commission that the current holders of MidAmerican common stock will receive one share of Holdings common stock in exchange for each share of MidAmerican. Holdings will own all common stock of MidAmerican.

Pursuant to 10 CFR 50.80, no license shall be transferred, directly or indirectly, through transfer of control of the license, unless the Commission consents in writing after notice to interested persons, upon the Commission's determination that the holder of the license following the transfer of control is qualified to hold the license and the transfer of the control is otherwise consistent with applicable provisions of law, regulations and orders of the Commission. MidAmerican has requested consent under 10 CFR 50.80 for the indirect transfer of the licenses effected by the restructuring resulting in the newly formed holding company.

For further details with respect to this action, see the April 4, 1996, letter, which is available for public inspection at the Commission's Public Document Room, the Gelman Building, 2120 L Street, NW., Washington, DC, and at

the local public document room located at the Dixon Public Library, 221 Hennepin Avenue, Dixon, Illinois 61021.

Dated at Rockville, Maryland this 7th day of June 1996.

FOR THE NUCLEAR REGULATORY COMMISSION

A handwritten signature in cursive script, appearing to read "Robert A. Capra".

Robert A. Capra, Director
Project Directorate III-2
Division of Reactor Projects - III/IV
Office of Nuclear Reactor Regulation