

May 1, 2002

Mr. A. Christopher Bakken III, Senior Vice President  
and Chief Nuclear Officer  
Indiana Michigan Power Company  
Nuclear Generation Group  
500 Circle Drive  
Buchanan, MI 49107

SUBJECT: NOTICE OF CONSIDERATION OF APPROVAL OF APPLICATION  
REGARDING PROPOSED CORPORATE RESTRUCTURING, AND  
OPPORTUNITY FOR A HEARING - DONALD C. COOK NUCLEAR PLANT  
UNITS 1 AND 2 (TAC NOS. MB4734 AND MB3735)

Dear Mr. Bakken:

Enclosed is a copy of a "Notice of Consideration of Approval of Application Regarding Proposed Corporate Restructuring, and Opportunity for a Hearing" related to the application dated March 28, 2002, filed by Indiana Michigan Power Company (I&M). The application (pursuant to 10 CFR 50.80) seeks approval of the indirect transfer of the Donald C. Cook Nuclear Plant, Units 1 and 2, Facility Operating Licenses Nos. DPR-58 and DPR-74 to the extent such would be effected by a change in the structure of the corporate organization of which I&M is a part. Specifically, Central and South West Corporation, currently an affiliate of I&M, will become the direct parent company of I&M.

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

Sincerely,

*/RA/*

John F. Stang, Project Manager, Section 1  
Project Directorate III  
Division of Licensing Project Management  
Office of Nuclear Reactor Regulation

Docket Nos. 50-315 and 50-316

Enclosure: Notice

cc w/encl: See next page

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\*No legal objection

OFFICE	PM:PD3-1	LA:PD3-1	OGC/NLO*	SC:PD3-1
NAME	JStang	THarris	SHom	LRaghavan
DATE	04/30/02	04/30/02	05/01/02	05/01/02

OFFICIAL RECORD COPY

Donald C. Cook Nuclear Plant, Units 1 and 2

cc:

Regional Administrator, Region III  
U.S. Nuclear Regulatory Commission  
801 Warrenville Road  
Lisle, IL 60532-4351

Attorney General  
Department of Attorney General  
525 West Ottawa Street  
Lansing, MI 48913

Township Supervisor  
Lake Township Hall  
P.O. Box 818  
Bridgman, MI 49106

U.S. Nuclear Regulatory Commission  
Resident Inspector's Office  
7700 Red Arrow Highway  
Stevensville, MI 49127

David W. Jenkins, Esquire  
Indiana Michigan Power Company  
Nuclear Generation Group  
One Cook Place  
Bridgman, MI 49106

Mayor, City of Bridgman  
P.O. Box 366  
Bridgman, MI 49106

Special Assistant to the Governor  
Room 1 - State Capitol  
Lansing, MI 48909

Joseph E. Pollock  
Plant Manager  
Indiana Michigan Power Company  
Nuclear Generation Group  
One Cook Place  
Bridgman, MI 49106

Michigan Department of Environmental  
Quality  
DWRPD/RPS  
Nuclear Facilities Unit  
Constitution Hall  
P. O. Box 30630  
Lansing, MI 48909-8130

Scot A. Greenlee  
Director, Nuclear Technical Services  
Indiana Michigan Power Company  
Nuclear Generation Group  
500 Circle Drive  
Buchanan, MI 49107

David A. Lochbaum  
Union of Concerned Scientists  
1616 P Street NW, Suite 310  
Washington, DC 20036-1495

Site Vice President  
Indiana Michigan Power Company  
Nuclear Generation Group  
One Cook Place  
Bridgman, MI 49106

Michael W. Rencheck, Vice President  
Strategic Business Improvements  
Indiana Michigan Power Company  
Nuclear Generation Group  
500 Circle Drive  
Buchanan, MI 49107

UNITED STATES NUCLEAR REGULATORY COMMISSIONINDIANA MICHIGAN POWER COMPANYDONALD C. COOK NUCLEAR PLANT UNITS 1 AND 2DOCKET NOS. 50-315 AND 50-316NOTICE OF CONSIDERATION OF APPROVAL OF APPLICATION REGARDING PROPOSED  
CORPORATE RESTRUCTURING 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-58 and DPR-74 for the Donald C. Cook Nuclear Plant, Units 1 and 2, held by Indiana Michigan Power Company (I&M, the licensee), as the owner and licensed operator. The indirect transfer would occur as a result of a proposed corporate restructuring, under which an affiliate company, Central and South West Corporation (CSW), would become the direct parent company of I&M. I&M and CSW are currently wholly-owned, direct subsidiaries of American Electric Power Company (AEP). AEP is a registered holding company under the Public Utility Holding Company Act of 1935, as amended. Upon the completion of the restructuring, CSW will remain a wholly-owned, direct subsidiary of AEP, while I&M will be a wholly-owned, direct subsidiary of CSW. Thus, I&M will become an indirect subsidiary of AEP.

According to an application for approval filed by the licensee, the proposed action will not involve any transfer of the assets of I&M, which will continue to be the licensee, responsible for the operation, maintenance, and eventual decommissioning of Donald C. Cook Nuclear Plant, Units 1 and 2. No physical changes to the Donald C. Cook Nuclear Plant facility, changes to the License or Technical Specifications or operational changes are being proposed in the application.

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 effecting 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 with regard to the license transfer application, are discussed below.

By May 28, 2002, any person whose interest may be affected by the Commission's action on the application may request a hearing and, if not the applicant, 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 Jeffrey D. Cross, Esq., General Counsel, 1 Riverside Plaza, Columbus, Ohio 34215

(tel: 614- 223-2580; fax: (614) 223-1560; e-mail: [jdcross@AEP.COM](mailto:jdcross@AEP.COM)); and the General Counsel, U.S. Nuclear Regulatory Commission, Washington, DC 20555 (e-mail address for filings regarding license transfer cases only: [OGCLT@NRC.gov](mailto: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 June 7, 2002, 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 28, 2002, available for public inspection at the Commission's Public Document Room (PDR), located at One White Flint North, 11555 Rockville Pike (first floor), Rockville, Maryland. Publicly available records will be accessible electronically from the Agencywide Documents Access and Management Systems (ADAMS) Public Electronic Reading Room on the internet at the NRC Web site, <http://www.nrc.gov/reading-rm/adams.html>. Persons who do not have access to

ADAMS or who encounter problems in accessing the documents located in ADAMS, should contact the NRC PDR Reference staff by telephone at 1-800-397-4209, 301-415-4737 or by e-mail to [pdr@nrc.gov](mailto:pdr@nrc.gov).

Dated at Rockville, Maryland this 1st day of May, 2002.

FOR THE NUCLEAR REGULATORY COMMISSION

*/RA/*

John Stang, Project Manager, Section I  
Project Directorate III  
Division of Licensing Project Management  
Office of Nuclear Reactor Regulation