

November 5, 2003

Mr. David A. Christian
Sr. Vice President and Chief Nuclear Officer
Dominion Nuclear Connecticut, Inc.
Innsbrook Technical Center
5000 Dominion Boulevard
Glen Allen, VA 23060-6711

SUBJECT: NOTICE OF CONSIDERATION OF APPROVAL OF APPLICATION
REGARDING PROPOSED CORPORATE RESTRUCTURING AND
OPPORTUNITY FOR A HEARING - MILLSTONE POWER STATION,
UNIT NOS. 1, 2, AND 3 (TAC NOS. MC0999, MC1000, AND MC1001)

Dear Mr. Christian:

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 October 8, 2003, filed by Dominion Nuclear Connecticut, Inc. (DNC). Pursuant to Section 50.80 of Title 10 of the *Code of Federal Regulations* (10 CFR), the application seeks approval of the indirect transfer of Facility Operating Licenses Nos. DPR-21, DPR-65, and NPF-49 for the Millstone Power Station, Unit Nos. 1, 2, and 3, respectively, to the extent such would be effected by a proposed change in the structure of the corporate entities that own DNC. The proposed changes would result from a corporate realignment involving several steps, including: the elimination of certain intermediate subsidiaries of Dominion Resources, Inc. (DRI) that are parents of DNC; the merger of certain intermediate subsidiaries of DRI, affecting the chain of ownership of DNC; and the insertion of a new direct parent for DNC in the corporate structure.

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

Sincerely,

/RA/

Richard B. Ennis, Senior Project Manager, Section 2
Project Directorate I
Division of Licensing Project Management
Office of Nuclear Reactor Regulation

Docket Nos. 50-245, 50-336, and
50-423

Enclosure: As stated

cc w/encl: See next page

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Millstone Power Station, Unit Nos. 1, 2, and 3

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Millstone Power Station, Unit Nos. 1, 2, and 3

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UNITED STATES NUCLEAR REGULATORY COMMISSION
DOMINION NUCLEAR CONNECTICUT, INC.
MILLSTONE POWER STATION, UNIT NOS. 1, 2, AND 3
DOCKET NOS. 50-245, 50-336, AND 50-423
NOTICE OF CONSIDERATION OF APPROVAL OF APPLICATION
REGARDING PROPOSED CORPORATE RESTRUCTURING
AND OPPORTUNITY FOR A HEARING

The U.S. Nuclear Regulatory Commission (the Commission or NRC) is considering the issuance of an order under 10 CFR 50.80 approving the indirect transfer of Facility Operating Licenses Nos. DPR-21, DPR-65, and NPF-49 for the Millstone Power Station, Unit Nos. 1, 2, and 3 (Millstone), respectively, to the extent held by Dominion Nuclear Connecticut, Inc. (DNC). DNC is a wholly-owned, indirect subsidiary of Dominion Resources, Inc. (DRI), the ultimate parent of DNC. The proposed changes would result from a corporate realignment involving several steps, including: the elimination of certain intermediate subsidiaries of DRI that are parents of DNC; the merger of certain intermediate subsidiaries of DRI, affecting the chain of ownership of DNC; and the insertion of a new direct parent for DNC in the corporate structure.

According to an application for approval filed by DNC dated October 8, 2003, the proposed corporate restructuring would involve an internal realignment and consolidation of energy marketing functions within the Dominion companies. The changes would not result in any direct transfer of the facility licenses for the Millstone units which are and would remain held by DNC and, in the case of Millstone Unit No. 3, certain unaffiliated co-owners. Following the proposed restructuring, DNC would continue to operate and (in conjunction with the unaffiliated

owners of Millstone Unit No. 3) own the Millstone units. No physical changes to the Millstone units 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 that will effectuate 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 December 2, 2003, 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 Lillian M. Cuoco, Senior Counsel, Dominion Resources Services, Inc., Rope Ferry Road, Waterford, CT 06385 (telephone: 860-444-5316; fax: 860-444-4278; e-mail: lillian_cuoco@dom.com); the General Counsel, U.S. Nuclear Regulatory Commission, Washington, DC 20555-0001 (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 December 30, 2003, 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 October 8, 2003, available for public inspection at the Commission's Public Document Room (PDR), located at One White Flint North, Public File Area O1 F21, 11555 Rockville Pike (first floor), Rockville, Maryland. Publicly available records will be accessible electronically from the Agencywide

Documents Access and Management System's (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.

Dated at Rockville, Maryland this 5th day of November, 2003.

FOR THE NUCLEAR REGULATORY COMMISSION

/RA/

Richard B. Ennis, Senior Project Manager, Section 2
Project Directorate I
Division of Licensing Project Management
Office of Nuclear Reactor Regulation