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January 23, 2004

BY FEDERAL EXPRESS

Roseann B. MacKechnie, Clerk
U.S. Court of Appeals for the Second Circuit
Thurgood Marshall United States Courthouse
40 Foley Square
New York, NY 10007

Re: Motion for Leave to Intervene for
Dominion Nuclear Connecticut, Inc., Case No. 04-0109

Dear Ms. MacKechnie:

Pursuant to Federal Rules of Appellate Procedure 15(d), 26.1 and 27 and Local Rule 27, please find enclosed for filing an original and four (4) copies of Dominion Nuclear Connecticut, Inc.'s ("DNC") Motion for Leave to Intervene in Case No. 04-0109, as well as four (4) copies of DNC's Corporate Disclosure Statement.

You will also find enclosed a duplicate copy of DNC's Motion for Leave to Intervene and Corporate Disclosure Statement. Please date-stamp this copy and return it in the enclosed self-addressed, stamped envelope. Thank you for your assistance in this matter.

Respectfully submitted,



David A. Repka

Counsel for
Dominion Nuclear Connecticut, Inc.

Enclosures

January 23, 2004

UNITED STATES COURT OF APPEALS
FOR THE SECOND CIRCUIT

Connecticut Coalition Against Millstone,
Petitioner,

v.

U.S. Nuclear Regulatory Commission,
Respondent,

and

Dominion Nuclear Connecticut, Inc.,
Proposed Intervenor.

No. 04-0109

MOTION OF DOMINION NUCLEAR CONNECTICUT, INC.
FOR LEAVE TO INTERVENE

Pursuant to Rule 15(d) of the Federal Rules of Appellate Procedure, Dominion Nuclear Connecticut, Inc. ("DNC") hereby moves for leave to intervene as a party respondent in the captioned proceeding. In support of its motion, DNC states:

1. Petitioner Connecticut Coalition Against Millstone ("CCAM") is seeking review of one or more decisions of the Nuclear Regulatory Commission ("NRC" or "Commission"). Specifically, CCAM cites two decisions arising from

a single NRC administrative proceeding: (a) the Commission's Memorandum and Order CLI-03-14, issued on October 23, 2003, and (b) the Commission's Memorandum and Order CLI-03-18, issued on December 18, 2003, in the Matter of Dominion Nuclear Connecticut, Inc. (Millstone Nuclear Power Station, Unit 2), Docket No. 50-336-OLA-2, denying reconsideration of the first decision.

2. DNC is the majority owner and the operator of the Millstone Power Station. More specifically, DNC is the sole owner and the NRC-licensed operator of Millstone Unit 2, which is the subject of the administrative proceeding and Commission decisions cited by CCAM. DNC was the party in interest in this NRC licensing matter and fully participated in the proceedings before the NRC.

3. The Commission's decisions relate to an operating license amendment for Millstone Unit 2 applied for by DNC. This license amendment supports safe and efficient operations and movement of spent nuclear fuel at the Millstone plant. DNC's operations would be directly implicated by any adverse action of this Court with respect to the license amendments at issue. Although the NRC is a Respondent with respect to the CCAM petition for review, DNC has a separate interest apart from the regulatory interests of the NRC.

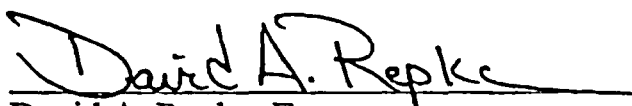
4. The license amendment would allow certain changes to Millstone Unit 2 Technical Specifications – operating restrictions that are NRC license conditions. The changes are based on NRC regulations and recent

revisions to NRC regulatory guidance. The changes reflect state of the art methodologies and improve operational efficiency.

5. Counsel for both the Petitioner CCAM and the Respondent NRC have authorized DNC to state that their clients do not oppose DNC's intervention in this matter.

Wherefore, DNC requests that it be granted leave to intervene as a party respondent in the captioned proceeding.

Respectfully submitted,



Lillian M. Cuoco, Esq.
DOMINION RESOURCES
SERVICES, INC.
Millstone Power Station
Rope Ferry Road
Waterford, CT 06385

David A. Repka, Esq.
WINSTON & STRAWN LLP
1400 L Street, N.W.
Washington, DC 20005-3502
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ATTORNEYS FOR PROPOSED
INTERVENOR
DOMINION NUCLEAR CONNECTICUT,
INC.

Dated in Washington, District of Columbia
this 23rd day of January 2004

UNITED STATES COURT OF APPEALS
FOR THE SECOND CIRCUIT

Connecticut Coalition Against Millstone,
Petitioner,

v.

U.S. Nuclear Regulatory Commission,
Respondent,

and

Dominion Nuclear Connecticut, Inc.,
Proposed Intervenor.

No. 04-0109

CORPORATE DISCLOSURE STATEMENT

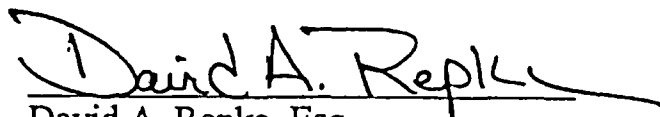
Pursuant to Rule 26.1 of the Federal Rules of Appellate Procedure, Dominion Nuclear Connecticut, Inc. ("DNC") hereby files this Disclosure Statement.

DNC is a corporation organized under the laws of the State of Delaware, with its principal place of business in Connecticut. DNC is the majority owner and the federally licensed operator of the Millstone Power Station. DNC is principally engaged in the business of generating electricity.

DNC is an indirect wholly-owned subsidiary of Dominion Resources, Inc. ("DRI"). DNC is owned directly by Dominion Nuclear Marketing I, Inc.,

Dominion Nuclear Marketing II, Inc., and Dominion Nuclear Marketing III, L.L.C., which collectively own 100 percent of DNC's stock. Other intermediate subsidiaries in the organization between DRI and one or more of the three direct owners of DNC are: Dominion Energy, Inc.; Dominion Nuclear, Inc.; Dominion Nuclear Holdings, Inc.; Dominion Retail, Inc.; and Consolidated Natural Gas Company. There are no other publicly held corporations owning ten percent or more of DNC's stock.

Respectfully submitted,



David A. Repka, Esq.
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Lillian M. Cuoco, Esq.
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Millstone Power Station
Rope Ferry Road
Waterford, CT 06385

ATTORNEYS FOR PROPOSED
INTERVENOR
DOMINION NUCLEAR CONNECTICUT,
INC.

Dated in Washington, District of Columbia
this 23rd day of January 2004

UNITED STATES COURT OF APPEALS
FOR THE SECOND CIRCUIT

Connecticut Coalition Against Millstone,
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v.

U.S. Nuclear Regulatory Commission,
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Proposed Intervenor.

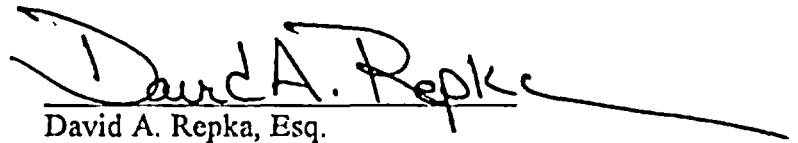
No. 04-0109

CERTIFICATE OF SERVICE

I hereby certify that copies of "MOTION OF DOMINION NUCLEAR CONNECTICUT, INC. FOR LEAVE TO INTERVENE" and the "CORPORATE DISCLOSURE STATEMENT" in the captioned proceeding have been served as shown below by United States mail, first class, this 23rd day of January 2004, on the following:

Nancy Burton, Esq.
147 Cross Highway
Redding Ridge, CT 06876

John F. Cordes, Esq.
Solicitor, Office of General Counsel
U.S. Nuclear Regulatory Commission
Washington, DC 20555-0001



David A. Repka, Esq.
WINSTON & STRAWN
1400 L Street, N.W.
Washington, DC 20005-3502
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Second Circuit Miscellaneous Forms
Notice of Appearance

Short Title: Connecticut Coalition Against Millstone
v. U.S. Nuclear Regulatory Commission Docket No. 04-0109

NOTICE OF APPEARANCE

Appearance for (provide name of party): Dominion Nuclear Connecticut, Inc.

Status of Party:

- Appellant/Petitioner
- Appellee/Respondent
- Cross-Appellant/Cross-Petitioner
- Other (Specify): _____
- Cross-Appellee/Cross Respondent
- Intervenor
- Amicus Curiae

An attorney will argue this appeal.

- Name of attorney who will argue appeal, if other than counsel of record: _____
- Date of arguing attorney's admission to this Court (month, day, year): 5/21/03 12/18/81
- Other Federal/State Bar admissions: (month, day, year): District of Columbia Court of Appeals
U.S. Ct. of Appeals for the Dist. of Col. Circuit 11/16/99
U.S. Court of Appeals for the Ninth Circuit 10/17/02
U.S. Court of Appeals for the Fourth Circuit 11/16/84
- I am a pro se litigant who is not an attorney.
- I am an incarcerated pro se litigant.

TIME REQUEST

- Oral argument is not desired.
- Oral argument is desired. Party requests _____ minutes or multi-co-parties request a total of _____ minutes to be apportioned as follows:

If more than 20 minutes per side is requested, set forth reasons:

AVAILABILITY OF COUNSEL/PRO SE LITIGANT

I understand that the person who will argue the appeal must be ready at any time during or after the week of argument which appears on the scheduling order.

- I know of no dates which would be inconvenient.
- I request that the argument of this appeal not be calendared for the following dates, which are inconvenient. I have included religious holidays.

COUNSEL OR PRO SE LITIGANT MUST ADVISE THE COURT IN WRITING OF ANY CHANGE IN AVAILABILITY. FAILURE TO DO SO MAY BE CONSIDERED BY THE COURT IN DECIDING MOTIONS FOR ADJOURNMENT BASED ON UNAVAILABILITY.

RELATED CASES

- This case has not been before this Court previously.
- This case has been before this Court previously. The short title, docket number and citation are: _____

- Matters related to this appeal or involving the same issue have been or presently are before this Court. The short titles, docket numbers and citations are: _____

Signature of counsel of record or pro se litigant:

David A. Repka
 Type or Print Name David A. Repka
 Name of Firm: Winston & Strawn LLP
 Address: 1400 L Street, NW
Washington, DC 20005-3502
 Telephone: _____ Date _____
(202) 371-5726

Signature of counsel who will argue the appeal, if different:

Type or Print Name _____

Telephone: _____ Date: _____

MOTION INFORMATION STATEMENT

Docket Number(s): 04-0109 Caption [use short title]
Connecticut Coalition Against Millstone v.
U.S. Nuclear Regulatory Commission

Motion for: Leave to Intervene

Set forth below precise, complete statement of relief sought:
Dominion Nuclear Connecticut, Inc., the majority owner and operator of Millstone
Power Station, and the applicant in the administrative proceeding which is the
subject of the Petition for Review, seeks to intervene as a party respondent.

MOVING PARTY: Dominion Nuclear Connecticut, Inc. OPPOSING PARTY: Connecticut Coalition Against
Millstone
 Plaintiff Defendant
 Appellant/Petitioner Appellee/Respondent

MOVING ATTORNEY: David A. Repka, Esq. OPPOSING ATTORNEY [Name]: Nancy Burton, Esq.
[name of attorney, with firm, address, phone number and e-mail] [name of attorney, with firm, address, phone number and e-mail]
Winston & Strawn LLP 147 Cross Highway
1400 L Street, N.W. Redding Ridge, Connecticut 06876
Washington, D.C. 20005-3502 (203) 938-3952
(202) 371-5700 NancyBurtonEsq@aol.com
dreпка@winston.com

Court-Judge/Agency appealed from: U.S. Nuclear Regulatory Commission

Please check appropriate boxes:

Has consent of opposing counsel:
A. been sought? Yes No
B. been obtained? Yes No

Is oral argument requested? Yes No
(requests for oral argument will not necessarily be granted)

Has argument date of appeal been set? Yes No
If yes, enter date _____

FOR EMERGENCY MOTIONS, MOTIONS FOR STAYS AND
INJUNCTIONS PENDING APPEAL:

Has request for relief been made below? Yes No

Has this relief been previously sought
in this Court? Yes No

Requested return date and explanation of emergency:

Signature of Moving Attorney:

David A. Repka

Date: 1/23/04

Has service been effected? Yes No
[Attach proof of service]

ORDER

IT IS HEREBY ORDERED THAT the motion is GRANTED DENIED.

FOR THE COURT:
ROSEANN B. MacKECHNIE, Clerk of Court

Date: _____

By: _____