

December 16, 2005

Mr. Gary R. Leidich
President and Chief Nuclear Officer
FirstEnergy Nuclear Operating Company
Mail Stop A-GO-19
76 South Main Street
Akron, OH 44308

SUBJECT: BEAVER VALLEY POWER STATION, UNITS 1 AND 2, DAVIS-BESSE NUCLEAR POWER STATION, UNIT 1, AND PERRY NUCLEAR POWER PLANT, UNIT 1 - ISSUANCE OF CONFORMING AMENDMENTS RE: TRANSFER OF OWNERSHIP INTERESTS TO FIRSTENERGY NUCLEAR GENERATION CORPORATION (TAC NOS. MC9188, MC9189, MC9190 AND MC9191)

Dear Mr. Leidich:

By letters to the Nuclear Regulatory Commission (NRC, Commission) dated May 18 and June 1, 2005, as supplemented by letters dated July 15 and October 31, 2005, you submitted applications requesting approval of the direct transfers of the Facility Operating Licenses for Beaver Valley Power Station, Units 1 and 2 (BVPS 1 and 2), Davis-Besse Nuclear Power Station, Unit 1 (Davis-Besse), and Perry Nuclear Power Plant, Unit 1 (Perry), to the extent held by Pennsylvania Power Company, Ohio Edison Company, OES Nuclear, Inc., the Cleveland Electric Illuminating Company, and the Toledo Edison Company, with respect to their current ownership interests, to FirstEnergy Nuclear Generation Corporation (FENGenCo), a new nuclear generation subsidiary of FirstEnergy Corporation.

The applications, pursuant to Sections 50.80 and 50.90 of Title 10 of the *Code of Federal Regulations* (10 CFR), sought approval of conforming amendments to the BVPS 1 and 2, Davis-Besse, and Perry facility operating licenses to reflect the direct transfers. On November 15, 2005, the NRC issued the Order and conforming amendments approving the direct transfers. Subsequent to the November 15, 2005, issuance, the NRC staff determined that corrections were needed to the cover letter, Order, conforming amendments for BVPS 2 and Perry, and the non-proprietary and proprietary safety evaluations (SEs). A corrected Order was issued on December 16, 2005, transmitting these changes. The corrected Order superceded the November 15, 2005, Order. The conforming amendments will be issued and become effective at the time the direct transfers are consummated.

By letter dated December 8, 2005, FENOC informed the NRC that the direct transfers will occur on December 16, 2005. In that letter, FENOC provided documentary evidence that FENGenCo had obtained the appropriate amount of insurance required by 10 CFR Part 140.

Accordingly, the Commission has issued the enclosed Amendment No. 269 to Facility Operating License No. DPR-66, Amendment No. 151 to Facility Operating License No. NPF-73, Amendment No. 270 to Facility Operating License No. NPF-3, and Amendment No. 137 to Facility Operating License No. NPF-58, for BVPS 1, BVPS 2, Davis-Besse and Perry, respectively. The non-proprietary SE supporting the conforming amendments was enclosed with the Order issued on November 15, 2005.

G. Leidich

- 2 -

Enclosure 5 contains a signed original of Amendment No. 13 to Indemnity Agreement No. B-73 for BVPS 1 and 2. Enclosure 6 contains a signed original of Amendment No. 7 to Indemnity Agreement No. B-79 for Davis-Besse. Enclosure 7 contains a signed original of Amendment No. 4 to Indemnity Agreement No. B-98 for Perry. Please keep these originals for your records.

The Notice of Issuance will be included in the Commission's next biweekly *Federal Register* notice.

Sincerely,

/RA/

Stephen P. Sands, Project Manager
Plant Licensing Branch III-2
Division of Operating Reactor Licensing
Office of Nuclear Reactor Regulation

Docket Nos. 50-334, 50-412, 50-346 and 50-440

Enclosures: 1. Amendment No. 269 to Facility Operating License No. DPR-66
 2. Amendment No. 151 to Facility Operating License No. NPF-73
 3. Amendment No. 270 to Facility Operating License No. NPF-3
 4. Amendment No. 137 to Facility Operating License No. NPF-58
 5. Amendment No. 13 to Indemnity Agreement No. B-73
 6. Amendment No. 7 to Indemnity Agreement No. B-79
 7. Amendment No. 4 to Indemnity Agreement No. B-98

cc w/encls: See next page

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The Notice of Issuance will be included in the Commission's next biweekly *Federal Register* notice.

Sincerely,
/RA/
 Stephen P. Sands, Project Manager
 Plant Licensing Branch III-2
 Division of Operating Reactor Licensing
 Office of Nuclear Reactor Regulation

Docket Nos. 50-334, 50-412, 50-346 and 50-440

- Enclosures:
1. Amendment No. 269 to Facility Operating License No. DPR-66
 2. Amendment No. 151 to Facility Operating License No. NPF-73
 3. Amendment No. 270 to Facility Operating License No. NPF-3
 4. Amendment No. 137 to Facility Operating License No. NPF-58
 5. Amendment No. 13 to Indemnity Agreement No. B-73
 6. Amendment No. 7 to Indemnity Agreement No. B-79
 7. Amendment No. 4 to Indemnity Agreement No. B-98

cc w/encls: See next page

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Package: ML053470518
 Amendment: ML053470514
 License Pages for 50-334: ML053540297
 License Pages for 50-412: ML053540299
 License Pages for 50-346 ML053540294
 License Pages for 50-440: ML053540291
 Amendment No. 13 to Indemnity Agreement No. B-73: ML053540288
 Amendment No. 7 to Indemnity Agreement No. B-79: ML053540285
 Amendment No. 4 to Indemnity Agreement No. B-98: ML053540283

OFFICE	LPL3-2/PE	LPL3-2/PM	LPL3-2/PM	LPL1-1/PM	LPL3-2/LA
NAME	SCampbell	SSands	KJabbour (SSands for)	TColburn	DClarke
DATE	12/15/05	12/15/05	12/15/05	12/15/05	12/15/05

OFFICE	OGC	LPL1-1/BC	LPL3-2/BC (A)
NAME	SUttal (NLO)	RLaufer	MLandau
DATE	12/15/05	12/16/05	12/15/05

Beaver Valley Power Station, Unit Nos. 1 and 2

cc:

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American Municipal Power-Ohio, Inc. Petitioners
City of Cleveland, Ohio Petitioners

cc w/o Enclosure 7:

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Tom Smith
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Cleveland, OH 44114

PENNSYLVANIA POWER COMPANY

OHIO EDISON COMPANY

FIRSTENERGY NUCLEAR OPERATING COMPANY

DOCKET NO. 50-334

BEAVER VALLEY POWER STATION, UNIT NO. 1

AMENDMENT TO FACILITY OPERATING LICENSE

Amendment No. 269
License No. DPR-66

1. The Nuclear Regulatory Commission (the Commission) has found that:
 - A. The applications for amendment by FirstEnergy Nuclear Operating Company, et al. (the licensee), dated May 18 and June 1, 2005, as supplemented by letters dated July 15 and October 31, 2005, comply with the standards and requirements of the Atomic Energy Act of 1954, as amended (the Act), and the Commission's rules and regulations set forth in 10 CFR Chapter I;
 - B. The facility will operate in conformity with the application, the provisions of the Act, and the rules and regulations of the Commission;
 - C. There is reasonable assurance (i) that the activities authorized by this amendment can be conducted without endangering the health and safety of the public, and (ii) that such activities will be conducted in compliance with the Commission's regulations;
 - D. The issuance of this amendment will not be inimical to the common defense and security or to the health and safety of the public; and
 - E. The issuance of this amendment is in accordance with 10 CFR Part 51 of the Commission's regulations and all applicable requirements have been satisfied.
2. Accordingly, the license is amended as indicated in the attachment to this license amendment.

3. The license amendment is effective as of its date of issuance and shall be implemented within 30 days from the date of issuance.

FOR THE NUCLEAR REGULATORY COMMISSION

/RA/

Richard J. Laufer, Chief
Plant Licensing Branch 1-1
Division of Operating Reactor Licensing
Office of Nuclear Reactor Regulation

Attachment: Changes to Facility Operating
License DPR-66

Date of Issuance: December 16, 2005

ATTACHMENT TO LICENSE AMENDMENT NO. 269

FACILITY OPERATING LICENSE NO. DPR-66

DOCKET NO. 50-334

Replace the following pages of the Facility Operating License with the attached revised pages. The revised pages are identified by amendment number and contain marginal lines indicating the areas of change.

Remove

License Page 1

License Page 2

Appendix C Page 1

Appendix C Page 2

Insert

License Page 1

License Page 2

Appendix C Page 1

Appendix C Page 2

Appendix C Page 3

PENNSYLVANIA POWER COMPANY
OHIO EDISON COMPANY
THE CLEVELAND ELECTRIC ILLUMINATING COMPANY
THE TOLEDO EDISON COMPANY
FIRSTENERGY NUCLEAR OPERATING COMPANY
DOCKET NO. 50-412
BEAVER VALLEY POWER STATION, UNIT 2
AMENDMENT TO FACILITY OPERATING LICENSE

Amendment No. 151
License No. NPF-73

1. The Nuclear Regulatory Commission (the Commission) has found that:
 - A. The applications for amendment by FirstEnergy Nuclear Operating Company, et al. (the licensee), dated May 18 and June 1, 2005, as supplemented by letters dated July 15 and October 31, 2005, comply with the standards and requirements of the Atomic Energy Act of 1954, as amended (the Act), and the Commission's rules and regulations set forth in 10 CFR Chapter I;
 - B. The facility will operate in conformity with the application, the provisions of the Act, and the rules and regulations of the Commission;
 - C. There is reasonable assurance (i) that the activities authorized by this amendment can be conducted without endangering the health and safety of the public, and (ii) that such activities will be conducted in compliance with the Commission's regulations;
 - D. The issuance of this amendment will not be inimical to the common defense and security or to the health and safety of the public; and
 - E. The issuance of this amendment is in accordance with 10 CFR Part 51 of the Commission's regulations and all applicable requirements have been satisfied.

2. Accordingly, the license is amended as indicated in the attachment to this license amendment.

3. The license amendment is effective as of its date of issuance and shall be implemented within 30 days from the date of issuance.

FOR THE NUCLEAR REGULATORY COMMISSION

/RA/

Richard J. Laufer, Chief
Plant Licensing Branch 1-1
Division of Operating Reactor Licensing
Office of Nuclear Reactor Regulation

Attachment: Changes to Facility Operating
License NPF-73

Date of Issuance: December 16, 2005

ATTACHMENT TO LICENSE AMENDMENT NO. 151

FACILITY OPERATING LICENSE NO. NPF-73

DOCKET NO. 50-412

Replace the following pages of the Facility Operating License with the attached revised pages. The revised pages are identified by amendment number and contain marginal lines indicating the areas of change.

Remove

License Page 1
License Page 2
License Page 3
Appendix B Page 1
Appendix D Page 1
Appendix D Page 2

Insert

License Page 1
License Page 2
License Page 3
Appendix B Page 1
Appendix D Page 1
Appendix D Page 2
Appendix D Page 3

FIRSTENERGY NUCLEAR OPERATING COMPANY

DOCKET NO. 50-346

DAVIS-BESSE NUCLEAR POWER STATION, UNIT 1

AMENDMENT TO FACILITY OPERATING LICENSE

Amendment No. 270
License No. NPF-3

1. The U.S. Nuclear Regulatory Commission (the Commission) has found that:
 - A. The application for amendment by the FirstEnergy Nuclear Operating Company (the licensee) dated June 1, 2005, as supplemented by letters dated July 15 and October 31, 2005, complies with the standards and requirements of the Atomic Energy Act of 1954, as amended (the Act), and the Commission's rules and regulations set forth in 10 CFR Chapter I;
 - B. The facility will operate in conformity with the application, the provisions of the Act, and the rules and regulations of the Commission;
 - C. There is reasonable assurance (i) that the activities authorized by this amendment can be conducted without endangering the health and safety of the public, and (ii) that such activities will be conducted in compliance with the Commission's regulations;
 - D. The issuance of this amendment will not be inimical to the common defense and security or to the health and safety of the public; and
 - E. The issuance of this amendment is in accordance with 10 CFR Part 51 of the Commission's regulations and all applicable requirements have been satisfied.
2. Accordingly, the license is amended as indicated in the attachment to this license amendment.

3. The license amendment is effective as of its date of issuance and shall be implemented within 30 days from the date of issuance.

FOR THE NUCLEAR REGULATORY COMMISSION

/RA/

Mindy S. Landau, Chief
Plant Licensing Branch III-2
Division of Operating Reactor Licensing
Office of Nuclear Reactor Regulation

Attachment: Changes to Facility Operating
License NPF-3

Date of Issuance:

ATTACHMENT TO LICENSE AMENDMENT NO. 270

FACILITY OPERATING LICENSE NO. NPF-3

DOCKET NO. 50-346

Replace the following pages of the Facility Operating License with the attached revised pages. The revised pages are identified by amendment number and contain marginal lines indicating the areas of change.

Remove

License Page 1
License Page 2
License Page 3
License Page 6
License Page 7
License Page 14

Insert

License Page 1
License Page 2
License Page 3
License Page 6
License Page 7
License Page 14
License Page 14A

FIRSTENERGY NUCLEAR OPERATING COMPANY

DOCKET NO. 50-440

PERRY NUCLEAR POWER PLANT, UNIT 1

AMENDMENT TO FACILITY OPERATING LICENSE

Amendment No. 137
License No. NPF-58

1. The U.S. Nuclear Regulatory Commission (the Commission) has found that:
 - A. The applications for amendment by the FirstEnergy Nuclear Operating Company (the licensee) dated May 18 and June 1, 2005, as supplemented by letters dated July 15 and October 31, 2005, comply with the standards and requirements of the Atomic Energy Act of 1954, as amended (the Act), and the Commission's rules and regulations set forth in 10 CFR Chapter I;
 - B. The facility will operate in conformity with the application, the provisions of the Act, and the rules and regulations of the Commission;
 - C. There is reasonable assurance (i) that the activities authorized by this amendment can be conducted without endangering the health and safety of the public, and (ii) that such activities will be conducted in compliance with the Commission's regulations;
 - D. The issuance of this amendment will not be inimical to the common defense and security or to the health and safety of the public; and
 - E. The issuance of this amendment is in accordance with 10 CFR Part 51 of the Commission's regulations and all applicable requirements have been satisfied.
2. Accordingly, the license is amended as indicated in the attachment to this license amendment.

3. The license amendment is effective as of its date of issuance and shall be implemented within 30 days from the date of issuance.

FOR THE NUCLEAR REGULATORY COMMISSION

/RA/

Mindy S. Landau, Chief
Plant Licensing Branch III-2
Division of Operating Reactor Licensing
Office of Nuclear Reactor Regulation

Attachment: Changes to Facility Operating
License NPF-58

Date of Issuance: December 16, 2005

ATTACHMENT TO LICENSE AMENDMENT NO. 137

FACILITY OPERATING LICENSE NO. NPF-58

DOCKET NO. 50-440

Replace the following pages of the Facility Operating License with the attached revised pages. The revised pages are identified by amendment number and contain marginal lines indicating the areas of change.

Remove

License Page 1

License Page 2

License Page 3

License Page 4

License Page 5

License Page 7

Appendix C Page 1

Insert

License Page 1

License Page 2

License Page 3

License Page 4

License Page 5

License Page 7

License Page 8

Appendix C Page 1