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NRC-94-049  
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**WISCONSIN PUBLIC SERVICE CORPORATION**

600 North Adams • P.O. Box 19002 • Green Bay, WI 54307-9002

April 11, 1994

U.S. Nuclear Regulatory Commission  
ATTN: Document Control Desk  
Washington, D.C. 20555

Ladies/Gentlemen:

Docket 50-305  
Operating License DPR-43  
Kewaunee Nuclear Power Plant

Reference: 1) Letter from D. A. Bollom (WPSC) to Document Control Desk (NRC) dated February 11, 1994

On February 11, 1994, Wisconsin Public Service Corporation (WPSC) notified the Nuclear Regulatory Commission (NRC) of its intention to form a holding company, WPS Resources Corporation (Reference 1). WPSC is a 41.2% co-owner and the operator of the Kewaunee Nuclear Power Plant (KNPP).

Based on follow-up conversations between Ms. Sherry Bernhoft of my staff and Mr. Richard Laufer, NRR Project Manager, we agree to the following commitment:

WPSC shall inform the Director, NRR, sixty days prior to a transfer (excluding grants of security interests or liens) from WPSC to WPS Resources Corporation, its renamed successor, or any other entity, of facilities for the production, transmission or distribution of electric energy having a depreciated book value exceeding one percent (1%) of WPSC's consolidated net utility plant, as recorded on WPSC's books of account.

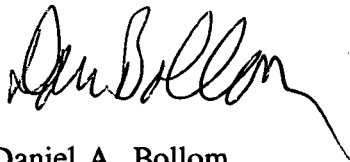
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WPSC appreciates the NRC staff's efforts to review and approve our restructuring plan in a timely manner. If additional information is needed or if you have questions in this regard, please feel free to contact us.

Sincerely,



Daniel A. Bollom  
President and Chief Executive Officer

SLB/cjt

Attach.

cc - USNRC Region III  
USNRC Senior Resident Inspector

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