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August 24, 1994

Steven R. Hom, Esq.
Office of the General Counsel
U.S. Nuclear Regulatory Commission
Washington, DC 20555-0001

RE: Privileged Documents
Sequoyah Fuels Corporation and General Atomics (Gore,
Oklahoma Site), NRC Order dated October 15, 1993,
Docket No. 40-8027-EA

Dear Mr. Hom:

In accordance with the request in your letter dated August 2, 1994, enclosed is a revised list of SFC documents that are attorney client communications protected by the attorney-client privilege and/or attorney work product protected by the work product rule.

Please note that the specific information requested is provided both in the newly created "Privilege" column to the list and in additional notes to the list. Also, upon further review of the privileged documents, we have made some minor corrections to the list.

Please call me or John Matthews, if you have any questions or require any clarification.

Sincerely,

Maurice Axelrad
Maurice Axelrad
Counsel for SFC

cc (w/ encl.): Service List.

SECY-049

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U.S. NUCLEAR REGULATORY COMMISSION
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SFC PRIVILEGED DOCUMENTS

8/24/94

<u>Request</u>	<u>Date</u>	<u>Pages</u>	<u>Type</u>	<u>To/or Received By</u>	<u>From/or Created By</u>	<u>Subject</u>	<u>Privilege</u>
3	12/6/89	7	Fax	Graves, Knight & Cook	Edwards	Draft Services Agreement between NSFC and SFC	Attorney Client Communication
3	10/21/89	10	Agreement	Knight	Edwards	Draft Transfer Agreement	Attorney Client Communication
3	11/21/89	11	Fax	Knight	Edwards	Draft Transfer Agreement	Attorney Client Communication
3	12/5/89	16	Fax	Graves, Knight & Cook	Edwards	Draft Transfer Agreement	Attorney Client Communication
3	12/6/89	5	Fax	Knight	Edwards	Draft Letter from Graves to Workers' Compensation Court	Attorney Client Communication
3	11/13/89	1	Memorandum	Edwards & Graves	Meyer, Popkin	Forwards draft letter to NRC requesting license amendment	Attorney Client Communication
3	12/1/89	7	Fax	Knight	Edwards	Draft inserts to Transfer Agreement	Attorney Client Communication
3	12/13/89	9	Fax	Knight	Edwards	Draft Consent Agreement	Attorney Client Communication
3	12/21/89	5	Fax	Knight	Meyer	Memorandum re: License Amendment & Draft Letter to NRC	Attorney Client Communication
4(a)	3/22/93	3	Fax	Axelrad	Cook	Draft footnotes for Financial Statement	Attorney Client Communication
4(a)	3/22/93	3	Fax	Axelrad	Cook (and notes by Axelrad)	Draft footnotes for Financial Statement with attorney notes	Attorney Client Communication
4(a)	3/24/93	11	Fax	Axelrad	Cook	Draft Financial Statement	Attorney Client Communication
4(a)	3/24/93	11	Fax	Axelrad	Cook (and notes by Axelrad)	Draft Financial Statement with attorney notes	Attorney Client Communication
4(a)	3/29/93	11	Fax	Axelrad	Cook	Draft Financial Statement	Attorney Client Communication
4(a)	3/29/93	8	Fax	Cook	Axelrad	Comments to footnotes for Draft Financial Statement	Attorney Client Communication
4(a)	Undated	2	Notes	N/A	Axelrad	Attorney notes	Attorney Client Communication
4(d)	Undated	14	Resolution	Sheppard & Cook	Edwards	Draft Board Resolutions	Attorney Client Communication

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11	12/10/92	8	Fax	Edwards	Axelrad	Memorandum transmitting draft correspondence with NRC re correspondence with bank and draft summary of position on GA's commitments	Attorney Client Communication Attorney Work Product
11	6/18/92	1	Internal Correspondence	Edwards	Sheppard	Note regarding draft GA/SFC agreement	Attorney Client Communication
11	6/17/92	10	Fax	Edwards	Axelrad	Memorandum enclosing draft GA/SFC agreement	Attorney Client Communication Attorney Work Product
11	6/17/92	9	Memorandum	Edwards	Axelrad	Additional copy of 6/17/92 memorandum to Edwards showing N&H internal distribution	Attorney Client Communication Attorney Work Product
11	6/19/92	5	Fax	Edwards	Axelrad	Draft GA/SFC agreement	Attorney Client Communication Attorney Work Product
11	6/19/92	8	Fax	Edwards	Axelrad	Draft GA/SFC agreement	Attorney Client Communication Attorney Work Product
11	6/18/92	2	Fax	Edwards	Axelrad	Draft GA/SFC agreement	Attorney Client Communication Attorney Work Product
11	6/18/92	2	Memorandum	Edwards	Axelrad	Additional copy of 6/18/92 memorandum to Edwards showing N&H internal distribution	Attorney Client Communication Attorney Work Product
11	5/28/92	4	Fax	Sheppard	Edwards	Draft letter to NRC	Attorney Client Communication Attorney Work Product
11	5/21/92	3	Fax	Edwards	Axelrad	Draft letter to NRC	Attorney Client Communication Attorney Work Product
11	5/19/92	5	Fax	Edwards	Axelrad	Draft letter to NRC	Attorney Client Communication Attorney Work Product
11	12/16/92	9	Memorandum with enclosures	Edwards	Axelrad	Memorandum enclosing draft questions re: GA/SFC Agreement and Chronology re: same	Attorney Client Communication Attorney Work Product

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11	12/16/92	17	Fax	Sheppard	Axelrad	Forwards December 16, 1992 memorandum to Edwards and December 10, 1992 memorandum to Edwards with additional Axelrad comments	Attorney Client Communication Attorney Work Product
11	12/18/92	4	Fax	Eady	Axelrad	Forwards additional copy of Axelrad's 12/10/92 draft summary of position on GA's commitments	Attorney Client Communication Attorney Work Product
11	12/17/92	5	Fax	Edwards	Axelrad	Memorandum providing attorney comments on draft statement of Neal Blue with attorney notes	Attorney Client Communication Attorney Work Product
11	12/18/92	5	Fax	Axelrad	Eady	Draft statement of Neal Blue	Attorney Client Communication Attorney Work Product
11	12/10/92	4	Fax	Axelrad	Edwards	Draft correspondence with bank	Attorney Client Communication Attorney Work Product
11	12/11/92	5	Fax	Edwards	Axelrad	Draft correspondence with bank with attorney notes	Attorney Client Communication Attorney Work Product
11	12/17/92	4	Fax	Axelrad	Eady	Draft letter to NRC	Attorney Client Communication Attorney Work Product
11	12/18/92	3	Fax	Axelrad	Edwards	Draft letter from bank	Attorney Client Communication Attorney Work Product
11	12/18/92	5	Fax	Edwards	Axelrad	Draft letter to NRC with attorney notes	Attorney Client Communication Attorney Work Product
11	12/18/92	6	Fax	Axelrad	Edwards (and notes by Axelrad)	Draft letter to NRC with attorney notes and letter from bank	Attorney Client Communication Attorney Work Product
11	12/17/92	5	Fax	Axelrad	Eady	Draft statement of Neal Blue	Attorney Client Communication Attorney Work Product
11	12/4/92	7	Fax	Kemp, Edwards and Axelrad	Sheppard	Memorandum requesting comments on draft outline for 12/21/92 Commission meeting	Attorney Client Communication
11	11/23/92	7	Fax	Axelrad	Harlin	Note requesting review of draft letter to NRC	Attorney Client Communication Attorney Work Product

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11	11/23/92	10	Fax	Axelrad	Sheppard	Draft letter to NRC and memorandum to employees, notification of agencies and press release	Attorney Client Communication Attorney Work Product
11	11/20/92	5	Fax	Axelrad	Edwards	Draft letter to NRC	Attorney Client Communication Attorney Work Product
11	11/23/92	4	Letter	Bernero	Sheppard (and notes by Axelrad)	Attorney notes on letter from Sheppard to Bernero	Attorney Client Communication Attorney Work Product
11	7/24/92	2	Memorandum	SFC Files	Axelrad	Discussions Regarding SFC-GA agreement with Jack Goldberg	Attorney Client Communication Attorney Work Product
11	12/14/92	7	Fax	Sheppard	Axelrad	Draft outline for 12/21/92 Commission meeting with attorney notes	Attorney Client Communication Attorney Work Product
11	11/30/92	6	Fax	Dean	Axelrad	Draft outline for 12/1/92 NRC meeting	Attorney Client Communication Attorney Work Product
11	12/01/92	5	Outline	N/A	Axelrad & Matthews	Draft outline for 12/1/92 NRC meeting with attorney notes	Attorney Client Communication Attorney Work Product
11	12/4/92	8	Fax	Edwards	Axelrad	Draft letter to Judge Gleason summarizing 12/1/92 meeting with NRC	Attorney Client Communication Attorney Work Product
11	8/5/92	1	Attorney Note	N/A	Matthews	Attorney note of conversation with Cook	Attorney Client Communication
11	Undated	9	Letter	N/A	Axelrad	Draft letter to NRC enclosing draft GA-SFC agreement	Attorney Client Communication Attorney Work Product
11	5/28/92	3	Fax	Dean, Kemp, Sheppard	Edwards (and notes by Axelrad)	Draft letter to NRC with attorney notes	Attorney Client Communication Attorney Work Product
11	6/22/92	1	Letter	N/A	Axelrad	Draft letter to NRC with attorney notes	Attorney Client Communication Attorney Work Product
11	6/19/92	9	Agreement	N/A	Axelrad	Draft GA/SFC agreement with attorney notes	Attorney Client Communication Attorney Work Product

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11	6/18/92	10	Fax	Axelrad	Edwards (and notes by Axelrad)	Draft GA/SFC agreement with attorney notes	Attorney Client Communication Attorney Work Product
11	5/21/92	2	Fax	Axelrad	Edwards (and notes by Axelrad)	Draft letter to NRC with attorney notes	Attorney Client Communication Attorney Work Product
11	5/19/92	4	Letter	N/A	Axelrad	Draft letter to NRC	Attorney Client Communication Attorney Work Product
11	5/20/92	2	Fax	Newman	Sheppard (and notes by Axelrad)	Memorandum re: GA-SFC relationship and response to NRC letter with attorney notes	Attorney Client Communication Attorney Work Product
11	5/6/92	2	Letter	Sheppard	Bernero (and notes by Gutterman)	Attorney notes on letter from Bernero to Sheppard	Attorney Client Communication Attorney Work Product
11	6/23/92	4	Notes	N/A	Gutterman	Attorney notes of telephone discussion of Gutterman and Axelrad with Goldberg and Longo	Attorney Client Communication Attorney Work Product
11	6/18/92	9	Fax	Axelrad	Edwards (and notes by Gutterman)	Comments on draft GA/SFC agreement with attorney notes	Attorney Client Communication Attorney Work Product
11	5/15/92	8	Memorandum	Reis & Gutterman	Jenkins	SFC and GA Commitments Regarding Decommissioning of the Gore, Oklahoma Facility	Attorney Work Product
11	5/18/92	9	Memorandum	Reis & Gutterman	Jenkins	SFC and GA Commitments Regarding Decommissioning of the Gore, Oklahoma Facility	Attorney Work Product
11	6/9/92	1	Note	Newman and Reis	Axelrad	Note re: June 3, 1992 Letter from Sheppard to Bernero	Attorney Client Communication Attorney Work Product
11	6/10/92	7	Agreement	N/A	Ranek (and notes by Reis)	Draft GA/SFC agreement and attorney notes	Attorney Client Communication Attorney Work Product
11	6/12/92	6	Agreement	N/A	Ranek - Reis	Draft GA/SFC agreement	Attorney Client Communication Attorney Work Product
11	6/17/92	8	Agreement	N/A	Axelrad (and notes by Reis)	Draft GA/SFC agreement and attorney notes	Attorney Client Communication Attorney Work Product

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11	6/18/92	9	Fax	Axelrad	Edwards	Comments on draft GA/SFC agreement	Attorney Client Communication Attorney Work Product
11	5/6/92	1	Letter	Sheppard	Bernero (and notes by Reis)	Attorney notes on letter from Bernero to Sheppard	Attorney Work Product
11	5/13/92	5	Memorandum	Gallen, Gutterman, and Newman	Reis	Memorandum transmitting draft letter to NRC and attorney notes	Attorney Client Communication Attorney Work Product
11	5/19/92	5	Letter	N/A	Reis	Draft letter to NRC	Attorney Client Communication Attorney Work Product
11	5/19/92	4	Letter	N/A	Axelrad	Draft letter to NRC	Attorney Client Communication Attorney Work Product
11	5/19/92	5	Letter	N/A	Reis (and notes by Jenkins)	Draft letter to NRC with attorney notes	Attorney Client Communication Attorney Work Product
11	5/19/92	7	Letter	N/A	Reis (and notes by Axelrad)	Draft letter to NRC with attorney notes	Attorney Client Communication Attorney Work Product
11	5/21/92	2	Letter	N/A	Reis	Draft letter to NRC with attorney notes	Attorney Client Communication Attorney Work Product
11	5/28/92	6	Fax	Edwards	Axelrad	Memorandum re: proposed GA corporate restructuring	Attorney Client Communication Attorney Work Product
11	5/28/92	7	Memorandum	N/A	Axelrad	Draft memorandum re: proposed GA corporate restructuring	Attorney Client Communication Attorney Work Product
11	5/27/92	8	Memorandum	Reis and Gutterman	Axelrad	Request for comments on draft memorandum re: proposed GA corporate restructuring	Attorney Client Communication Attorney Work Product
11	5/21/92	2	Letter	Axelrad and Reis	Edwards (and notes by Axelrad)	Draft letter to NRC with Attorney notes	Attorney Client Communication Attorney Work Product
11	7/15/92	1	Notes	N/A	Axelrad	Attorney notes re: telephone conversation with Goldberg and Longo	Attorney Client Communication Attorney Work Product

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11	10/23/92	1	Notes	N/A	Axelrad	Attorney notes re: telephone conversation with Goldberg	Attorney Client Communication Attorney Work Product
11	10/26/92	1	Notes	N/A	Axelrad	Attorney notes for discussion with Sheppard in preparation for telephone call to NRC	Attorney Client Communication Attorney Work Product
11	10/26/92	2	Notes	N/A	Axelrad	Attorney notes re: conversation with Edwards	Attorney Client Communication Attorney Work Product
11	7/31/92	1	Notes	N/A	Axelrad	Attorney notes re: GA/SFC draft agreement	Attorney Client Communication Attorney Work Product
11	7/16/92	2	Notes	N/A	Axelrad	Attorney notes re: conversation with Edwards	Attorney Client Communication Attorney Work Product
11	7/15/92	1	Notes	N/A	Axelrad	Attorney notes re: conversation with Edwards	Attorney Client Communication Attorney Work Product
11	7/14/92	3	Notes	N/A	Axelrad	Attorney notes re: conversation with Edwards	Attorney Client Communication Attorney Work Product
11	12/29/92	11	Letter	Sheppard and Blue	Taylor (and notes by Axelrad)	Attorney notes on letter from Taylor	Attorney Client Communication Attorney Work Product

- * All attorney work product was prepared by SFC's attorneys and/or at their direction in anticipation of decommissioning funding issues being raised in the NRC's 10 CFR Part 2, Subpart L proceeding regarding SFC's license renewal application, and in anticipation of other potential litigation regarding decommissioning funding questions that had been raised by members of the public and by the NRC.
- * Meyer and Popkin are attorneys with the law firm of Winthrop, Stimson, Putnam & Roberts, and at the relevant times were acting as counsel for SFC.
- * Edwards is General Counsel of SFC, and at the relevant times was acting in that capacity. Eady was Edwards' secretary.
- * Axelrad, Newman, Reis, Gallen, Gutterman, Jenkins, Matthews and Ranek are or have been attorneys with the law firm of Newman, Bouknight & Edgar, P.C. (formerly Newman & Holtzinger, P.C.) and at the relevant times were acting as counsel for SFC.
- * Cook, Dean, Graves, Kemp, Knight and Sheppard are identified more specifically in Attachment 1 to SFC's Answer to NRC Staff's First Set of Interrogatories, which was transmitted on June 29, 1994. Bernero is the NRC's Director of Nuclear Material Safety and Safeguards. Taylor is the NRC's Executive Director of Operations.

UNITED STATES OF AMERICA
NUCLEAR REGULATORY COMMISSION

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USNRC

ATOMIC SAFETY AND LICENSING BOARD

Before Administrative Judges:

James P. Gleason, Chairman
Dr. Jerry R. Kline
G. Paul Bollwerk, III
Thomas D. Murphy

'94 AUG 25 P5:55

OFFICE OF SECRETARY
DOCKETING & SERVICE
BRANCH

In the Matter of)	Docket No. 40-8027-EA
)	
SEQUOYAH FUELS CORPORATION)	Source Material License
and GENERAL ATOMICS)	No. SUB-1010
)	
(Gore, Oklahoma Site))	
Decontamination and)	
Decommissioning Funding))	August 24, 1994
)	

CERTIFICATE OF SERVICE

I hereby certify that copies of "Sequoyah Fuels Corporation's First Set of Interrogatories and First Request for Production of Documents" together with a cover letter and an additional letter enclosing a revised list of privileged documents, both from Maurice Axelrad to Steven Hom and both dated August 24, 1994, were served upon the following persons by deposit in the United States mail, first class postage prepaid and properly addressed on the date shown below:

Office of the Secretary
U.S. Nuclear Regulatory Commission
Washington, D.C. 20555
Attention: Docketing & Service Branch
(Original and two copies)

Office of Commission Appellate Adjudication
U.S. Nuclear Regulatory Commission
Washington, D.C. 20555

Administrative Judge James P. Gleason, Chairman
Atomic Safety and Licensing Board
U.S. Nuclear Regulatory Commission
Washington, D.C. 20555

Administrative Judge G. Paul Bollwerk, III
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Washington, D.C. 20555

Administrative Judge Jerry R. Kline
Atomic Safety and Licensing Board
U.S. Nuclear Regulatory Commission
Washington, D.C. 20555

Administrative Judge Thomas D. Murphy
Atomic Safety and Licensing Board Panel
U.S. Nuclear Regulatory Commission
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Dated this 24th day of August, 1994.



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ATTORNEYS FOR
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