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March 20, 1990

United States Nuclear Regulatory  
Commission  
Washington, D.C. 20555

Re: Amendment No. 4 to Indemnity Agreement No. B-106

Gentlemen:

This opinion is being furnished to you in connection with the execution and delivery of Amendment No. 4 (the "Fourth Amendment") to the Indemnity Agreement No. B-106, dated as of December 18, 1985, as heretofore amended (the "Indemnity Agreement"), between the twelve Seabrook Owners, acting through New Hampshire Yankee Division (the "Division") of Public Service Company of New Hampshire as agent, and the United States Nuclear Regulatory Commission. The Seabrook Owners are all named as licensees in Facility Operating License No. NPF-86.

We have acted as counsel for Public Service Company of New Hampshire ("Public Service"), and more recently for the Division, in their respective and successive capacities as agent for the Seabrook Owners under the Agreement for Joint Ownership, Construction and Operation of New Hampshire Nuclear Units, dated as of May 1, 1973, as amended (the "Joint Ownership Agreement"). We are familiar with the actions taken by Public Service to establish the Division and with the authorizing actions taken by the Seabrook Owners, including Public Service, with respect to the delegation of authority to the Division. We have reviewed an executed copy of the Indemnity Agreement, including all amendments thereto, and such other material as we deemed necessary for purposes of this opinion.

Based upon the foregoing, we are of the opinion that:

1. The Division has been duly established within the corporate structure of Public Service. The Joint Ownership Agreement grants Public Service authority to act as agent for the Seabrook Owners in connection with transactions such as those evidenced by the Indemnity Agreement, and that authority has, in

United States Nuclear Regulatory  
Commission

-2-

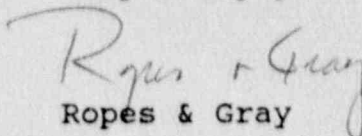
March 20, 1990

accordance with the directive of the Joint Owners, been duly delegated to the Division.

2. Subject to the qualification stated in the last paragraph hereof, the Fourth Amendment to the Indemnity Agreement has been duly authorized, executed and delivered on behalf of the Seabrook Owners, acting through the Division as their agent under the Joint Ownership Agreement, and constitutes a valid and binding obligation of each of the Seabrook Owners, enforceable in accordance with its terms.

Our opinion as to the enforceability of the Fourth Amendment to the Indemnity Agreement is qualified to the extent that enforceability may be limited by applicable bankruptcy, insolvency, reorganization, moratorium or other similar laws affecting creditors' rights generally and that general equitable principles may limit the right to obtain the remedy of specific performance of obligations thereunder or other equitable remedies.

Very truly yours,

  
Ropes & Gray

JAR/klo:JARLTRUS.NH



UNITED STATES  
NUCLEAR REGULATORY COMMISSION  
WASHINGTON, D. C. 20555

Docket Nos. 50-443

AMENDMENT TO INDEMNITY AGREEMENT NO. B-106  
Amendment No. 4

Effective March 15, 1990, Indemnity Agreement No. B-106, between Public Service Company of New Hampshire, The United Illuminating Company, Massachusetts Municipal Wholesale Electric Company, New England Power Company, the Connecticut Light and Power Company, Canal Electric Company, Montaup Electric Company, New Hampshire Electric Cooperative, Inc., Vermont Electric Generation and Transmission Cooperative, Taunton Municipal Lighting Plant, Hudson Light and Power Department, EUA Power Corporation, and the Nuclear Regulatory Commission, dated December 18, 1985 as amended, is hereby further amended as follows:

Item 3 of the Attachment to the indemnity agreement is deleted in its entirety and the following substituted therefor:

Item 3 - License number or numbers

SNM-1963 (From 12:01 a.m., December 18, 1985, to  
12 midnight, October 16, 1986  
inclusive )

NPF-56 (From 12:01, October 17, 1986, to  
12 midnight, May 25, 1989  
inclusive)

NPF-67 (From 12:01 a.m., May 26, 1989, to  
12 midnight, March 14, 1990  
inclusive)

NPF-86 (From 12:01 a.m., March 15, 1990 )

FOR THE U.S. NUCLEAR REGULATORY COMMISSION

A handwritten signature in dark ink, appearing to read "Martin J. Virgilio", is written over a horizontal line.

Martin J. Virgilio, Chief  
Policy Development and Technical Support Branch  
Program Management, Policy Development  
and Analysis Staff  
Office of Nuclear Reactor Regulation



Accepted \_\_\_\_\_, 1990

By           \*            
EUA Power Corporation

Accepted \_\_\_\_\_, 1990

By           \*            
The Connecticut Light and Power  
Company

Accepted \_\_\_\_\_, 1990

By           \*            
Canal Electric Company

Accepted \_\_\_\_\_, 1990

By           \*            
Montaup Electric Company

Accepted \_\_\_\_\_, 1990

By           \*            
Vermont Electric Generation  
and Transmission Cooperative

Accepted \_\_\_\_\_, 1990

By           \*            
New Hampshire Electric  
Cooperative, Inc.

Accepted \_\_\_\_\_, 1990

By           \*            
Taunton Municipal Lighting  
Plant

Accepted \_\_\_\_\_, 1990

By           \*            
Hudson Light and Power  
Department

Accepted \_\_\_\_\_, 1990

By           \*            
Public Service Company of  
New Hampshire

Accepted \_\_\_\_\_, 1990

By           \*            
The United Illuminating Company

Accepted \_\_\_\_\_, 1990

By           \*            
Massachusetts Municipal  
Wholesale Electric Company

Accepted \_\_\_\_\_, 1990

By           \*            
New England Power Company\* By New Hampshire Yankee Division of  
Public Service Company of New Hampshire, as agent for each of the Joint Owners

BY:



Edward A. Brown -- President &amp; CEO

Accepted March 21, 1990