

UNITED STATES OF AMERICA  
NUCLEAR REGULATORY COMMISSION

In the Matter of )  
FITCHBURG GAS AND ELECTRIC LIGHT COMPANY ) Docket No. 50-423  
(Millstone Nuclear Power Station, )  
Unit No. 3) )

ORDER APPROVING TRANSFER OF LICENSE

I.

The Fitchburg Gas and Electric Light Company (Fitchburg) is the holder of a 0.217 percent ownership share of the Millstone Nuclear Power Station, Unit No. 3. Fitchburg's interest in Millstone 3 is governed by License No. NPF-49, issued by the U.S. Nuclear Regulatory Commission (the NRC) pursuant to 10 CFR Part 50 on January 31, 1986, in Docket No. 50-423. Under this license, only Northeast Nuclear Energy Company (NNECO) has the authority to operate Millstone 3 as agent and representative of 14 other utilities, which include the Fitchburg Gas and Electric Light Company. Millstone 3 is located in New London County, Connecticut.

II.

By letter from Fitchburg's counsel, LeBouef, Lamb, Leiby and MacRae dated April 14, 1992, Fitchburg informed the Commission that according to a proposed merger, UNITIL Corporation (UNITIL) will become the sole holder of Fitchburg stock, and the current holders of shares of Fitchburg common stock will become holders of shares of the common stock of UNITIL on a share-by-share basis. As a result of this transaction, Fitchburg will become a wholly owned subsidiary of UNITIL.

The transfer of any right under License No. NPF-49 is subject to the NRC's approval pursuant to 10 CFR 50.80(a). Based on the information provided in the April 14, 1992 letter from LeBouef, Lamb, Leiby and MacRae, the staff has determined that Fitchburg will remain qualified to be a holder of License No. NPF-49 and that the proposed transfer of control is otherwise consistent with applicable provisions of law, regulations, and orders issued by the Commission.

III.

Accordingly, pursuant to Sections 161b, 161i, and 184 of the Atomic Energy Act of 1954, as amended, 42 USC 2201 et seq., and 10 CFR 50.80, IT IS HEREBY ORDERED that the Commission consents to the proposed ownership of Fitchburg by UNITIL Corporation subject to the following: (1) should the transfer not be completed by July 31, 1992, this Order will be null and void and (2) on application and for good cause shown, this Order may be extended for a short period beyond July 31, 1992.

FOR THE NUCLEAR REGULATORY COMMISSION

Original signed by  
Frank J. Miraglia

Frank J. Miraglia, Acting Director  
Office of Nuclear Reactor Regulation

Dated at Rockville, Maryland  
this 28th day of April 1992

*See previous concurrence					
LA:PDI-4	PM:PDI-4	D:PDI-4	OGC*	AD:DRPE*	D:DRPE*
SNorris	VRooney:cn	JStolz	EHoller	JCalvo	SVarga
			w/corrections		
4/28/92	4/28/92	4/28/92	4/27/92	4/28/92	4/28/92
ADP:NRR	DIR:ARR	Tech Ed.*			
JPartlow	TMurley	BCalure			
4/28/92	4/29/92	4/22/92			