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NOT ADMITTED IN D.C.

September 10, 1990

Joseph Rutberg, Esq.
Deputy Assistant General Counsel
Office of General Counsel
U.S. Nuclear Regulatory Commission
Washington, D.C. 20555

Re: Applications to Amend Seabrook Operating
License NPF-86 to Reflect Change in
Ownership -- Antitrust Review

Dear Mr. Rutberg:

Last Spring, I and other representatives of Northeast Utilities ("NU") and Public Service of New Hampshire ("PSNH") met with you and other NRC officials to discuss preliminarily the appropriateness of antitrust review under Section 105 of the Atomic Energy Act (42 U.S.C. § 2315) of operating license amendment applications to be submitted in connection with NU's acquisition of PSNH's interest in the Seabrook Nuclear Plant. I understand that internal NRC consideration of the matter is going forward. To facilitate such consideration, I am forwarding a memorandum which explains why we believe that what is involved is a situation similar in substance to what is involved in Southern California Edison's proposed acquisition of San Diego Gas & Electric where the Commission refrained from undertaking such review. The memorandum also describes the extensive consideration of the possible antitrust implications of the acquisition which has been or is being undertaken by other federal agencies.

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Mr. Joseph Rutberg
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I also wish to call your attention to the fact that, in addition to its interest in Seabrook, PSNH owns a 2.8475% undivided ownership interest in the Millstone Nuclear Power Station, Unit 3 ("Millstone 3"), in Waterford, Connecticut. As part of NU's acquisition of PSNH, all of PSNH's non-Seabrook related assets (including PSNH's undivided interest in Millstone 3) will remain with PSNH, but PSNH will become a wholly-owned subsidiary of NU. Northeast Nuclear Energy Company ("NNECO"), acting as agent for the joint owners of Millstone 3, will request NRC approval for this change in control of PSNH's interest in the Millstone 3 operating license (NPF-49). The reasons set forth in the enclosed memorandum supporting a determination by the NRC that an antitrust review is not required for the amendments to the Seabrook license, apply with even greater force to the transfer of control of PSNH's interest in the Millstone 3 operating license necessitated by NU's acquisition of PSNH. Although there will be a change in control of PSNH's interest in the license, there will be no change in the identity of the licensee, which is and will remain PSNH, which has already been subjected to antitrust review.

I hope this letter and the enclosed memorandum will be of assistance to you. I and my colleagues will be glad to discuss any questions you may have. We would request that such discussions, if necessary, be conducted at your earliest convenience. The proceedings relating to the acquisition of PSNH have been conducted before state and federal agencies for close to a year. We are anxious to complete them and to avoid any delay which might imperil the success of the effort.

Sincerely,

Harold F. Reis

Harold F. Reis

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