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DAVID R. LEWIS
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May 20, 1997

By Hand Delivery

Mr. Jon B. Hopkins
Senior Project Manager
Division of Reactor Projects III/IV
Office of Nuclear Reactor Regulation
U.S. Nuclear Regulatory Commission
One White Flint North
11555 Rockville Pike
Rockville, MD 20852

**Re: Applications for Consents in Connection with the FirstEnergy Merger
Docket Nos. 50-346, 50-440, 50-334 and 50-412**

Dear Jon:

We greatly appreciate your efforts to complete the review of the December 13, 1996 application of the Centerier and Ohio Edison companies seeking NRC consents in connection with the FirstEnergy merger. As it is the NRC's practice to limit the effectiveness of a consent order to a specific period of time (subject to extension), we request that such orders for FirstEnergy remain effective until June 30, 1998. Specifically, we ask that the order contain the following condition: "Should the transfers not be completed by June 30, 1998, this order will become null and void, unless upon application and for good cause shown this date is extended."

We propose June 30, 1998 as the latest completion date because, under section 9.1(e) of the merger agreement, the parties may terminate the merger if it is not consummated by that date. Please note that it is still our objective and intention to obtain all necessary agency approvals and complete the merger as soon as possible -- hopefully long before this date. We propose June 30, 1998 as the latest completion date in the order to serve only as an outer bound which may avoid the need for unnecessary extension requests if there is some unanticipated delay or impediment to the earlier completion that we are actively pursuing.

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The June 30, 1998 completion date is consistent with recent NRC practice. In an October 18, 1996 order consenting to Baltimore Gas & Electric Company's merger with Potomac Electric Power Company, the NRC required completion of the transfer by December 31, 1997 -- a period in excess of 13 months. See 61 Fed. Reg. 56714 (Nov. 4, 1996). Similarly, in an October 18, 1996 order consenting to the creation of a holding company for Pacific Gas & Electric Company, the NRC required completion of the transfer by December 31, 1997 -- again a period in excess of 13 months. See 61 Fed. Reg. 55174 (Oct. 24, 1996). Thus, we believe that the 13 month window that we are proposing is a period which the NRC has found to be reasonable under these and similar circumstances.

Again, we appreciate your attention to this matter. If you have any questions regarding the window for completion that we have proposed or need any other information to complete the consent orders, please call me at 202-663-8474, Roy Lessy at 202-887-4500, or Henry Hegrat at the Perry Plant.

Sincerely,



David R. Lewis
Counsel for Licensees

cc: A. Hansen
D. Brinkman
S. Hom, Esq.
M. O'Reilly, Esq.
D. Feltner, Esq.
R. Lessy, Esq.
H. Hegrat