

NRC Operating License No. DPR-35
Docket No, 50-293

May 27, 1999

U.S. Nuclear Regulatory Commission
One White Flint North
11555 Rockville Pike
Rockville, Maryland 20852

Attn: Document Control Desk

Re: Request for Commission Consent to the Indirect Transfer of
Control of the Operating License
Identified Above.

Ladies and Gentlemen:

This letter supplements the request dated February 3, 1999 of Boston Edison Company ("Boston Edison"), that the Commission consent to the indirect transfer of control of Boston Edison's interest in Operating License No. DPR-35 (the "Pilgrim Operating License") pursuant to Section 184 of the Atomic Energy Act of 1954, as amended (the "Act"), and 10 CFR §50.80. That request described the proposed merger (the "Parent Merger") of BEC Energy ("BEC"), the parent organization of Boston Edison, with Commonwealth Energy System ("COM/Energy"). Since that date the structure of the Parent Merger has modified for Massachusetts state tax reasons.

Therefore, Boston Edison hereby supplements the request with the following additional information: The Parent Merger will now be accomplished by forming a new holding company named **NSTAR**, and each of BEC and COM/Energy will continue as wholly-owned subsidiaries of a new holding company, **NSTAR**. Boston Edison will

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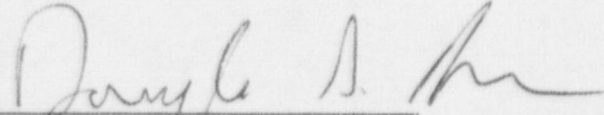
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remain a wholly-owned subsidiary of BEC.

Respectfully submitted,

BOSTON EDISON COMPANY

By

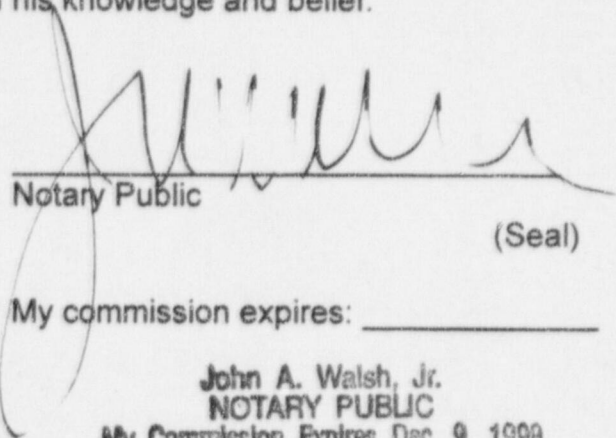
A handwritten signature in cursive script, appearing to read "Douglas S. Horan", written over a horizontal line.

Douglas S. Horan
Senior Vice President and General Counsel
Boston Edison Company

Commonwealth of Massachusetts)
Middlesex County)

May 27, 1999

Then personally appeared before me, Douglas S. Horan, who being duly sworn, did state that he is Senior Vice President and General Counsel of Boston Edison Company and that he is duly authorized to execute and file the submittal contained herein in the name and on behalf of Boston Edison Company and that the statements herein attributable to Boston Edison Company are based on facts and circumstances which are true and correct to the best of his knowledge and belief.



Notary Public

(Seal)

My commission expires: _____

John A. Walsh, Jr.
NOTARY PUBLIC
My Commission Expires Dec. 9, 1999