

CONOVER & ASSOCIATES, INC.

INSURANCE

931 PENN AVENUE
PITTSBURGH 15222
(412) 281-2339

June 9, 1988

Mr. Ira Dinitz, Indemnity Specialist
Office of Antitrust & Indemnity
Nuclear Reactor Regulation
Nuclear Regulatory Commission
Washington, DC 20555

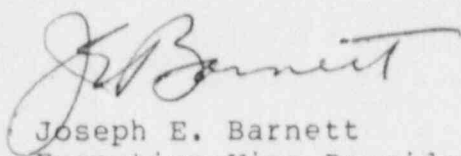
Re: Duquesne Light Company
Beaver Valley Power Station
Worker Policies

Dear Mr. Dinitz:

We are enclosing two copies each of Endorsement #3 to
NELIA Certificate No. NW-130 and MAELU Certificate No.
MW-59.

These endorsements add Additional Insureds in regard to
the leaseback of Unit #2.

Sincerely,



Joseph E. Barnett
Executive Vice President

JEB:sak

Enclosures

cc: Mr. H. G. Stoecker
Duquesne Light Company

8806210491 880609
PDR ADOCK 05000412
J PDR

Nuclear Energy Liability Insurance
NUCLEAR ENERGY LIABILITY INSURANCE ASSOCIATION

AMENDATORY ENDORSEMENT

It is understood and agreed that effective September 15, 1987, this policy is amended as indicated below:

A. The following are included as Additional Insureds with respect to their interest under this Certificate. Except with respect to compliance with the obligations imposed on the Insured by provisions of the Master Worker Policy of which this Certificate forms a part, entitled "INSURED'S DUTIES IN CASE OF CLAIMS OR SUITS", "SUBROGATION" and "SUIT", any obligation imposed upon the Named Insured (including, without limitation, the liability to pay premiums) shall be the sole obligation of such Named Insured and not that of any Additional Insured named hereunder.

1. Alexander Hamilton Life Insurance Company of America
2. Beaver Valley Inc.
3. Beaver Valley Leasing Corporation
4. Beaver Valley Two Omega, Inc.
5. Beaver Valley Two Omega Limited Partnership
6. Beaver Valley Two Pi, Inc.
7. Beaver Valley Two Pi Limited Partnership
8. Beaver Valley Two Rho, Inc.
9. Beaver Valley Two Rho Limited Partnership
10. Beaver Valley Two Sigma, Inc.
11. Beaver Valley Two Sigma Limited Partnership
12. Beaver Valley Two Tau, Inc.
13. Beaver Valley Two Tau Limited Partnership
14. BVPS Funding Corporation
15. Chase Manhattan Realty Corporation
16. Chrysler Consortium Corporation
17. Citicorp ESSL 1, Inc.
18. Commerce Union Bank
19. CTC Beaver Valley Funding Corporation
20. DQU Funding Corporation
21. HG Power Plant, Inc.
22. Irving Trust Company, as Indenture Trustee
23. Mission Funding Alpha
24. Mission Funding Beta
25. Mission Funding Gamma

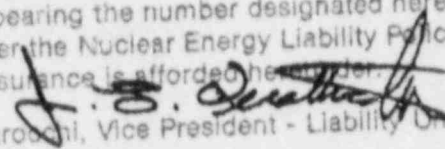
26. Palo Verde Leasing Corporation
27. PARock Limited Partnership
28. Perry One Alpha Limited Partnership
29. Perry One Delta, Inc.
30. Perry One Delta Limited Partnership
31. Perry One Gamma, Inc.
32. Perry One Gamma Limited Partnership
33. Perry One, Inc.
34. PNC Commercial Corp.
35. Resources Capital Financing Corporation
36. Security Pacific Leasing Corporation
37. Sovran Leasing Corporation
38. SPLS, Inc.
39. The First National Bank of Boston, as Owner Trustee
40. Trans Union Leasing Corporation

B. This Certificate is further amended as follows as respects each of the above Additional Insureds in Beaver Valley Unit 2:

1. It is acknowledged that Duquesne Light Company and Ohio Edison Company and The Toledo Edison Company and The Cleveland Electric Illuminating Company has waived, as provided in Section 10 (a) (2) (ii) of the Facility Lease Agreement between the above Additional Insureds and Duquesne Light Company and Ohio Edison Company and The Toledo Edison Company and The Cleveland Electric Illuminating Company dated September 15, 1987, their right of recovery against the above Additional Insureds for loss to which this policy applies.
2. This insurance shall be primary without right of contribution of any other insurance carried by or on behalf of any of the above Additional Insureds, but this paragraph B.2 does not apply to (1) insurance issued by Mutual Atomic Energy Liability Underwriters which is concurrent with insurance afforded by this policy, or (2) to other nuclear energy liability policies issued by Nuclear Energy Liability Insurance Association or Mutual Atomic Energy Liability Underwriters which also apply to the loss.
3. Except with respect to the provisions of Section XI, "INSPECTION AND SUSPENSION" of the Nuclear Energy Liability Policy (Facility Worker Form) of which this Certificate forms a part, the

companies will provide First National Bank of Boston, 100 Federal Street, Boston, Massachusetts 02110, 30 days written notice prior to the effective date of the companies' cancellation of this Certificate, reduction in the Policy Aggregate limit other than by payment of damages and claim cost, or substantial reduction of the coverage which was in effect at Certificate issuance or anniversary date.

This is to certify that this is a true copy of the original Endorsement having the endorsement number and being made part of the Certificate of Insurance bearing the number designated hereon for insurance coverage under the Nuclear Energy Liability Policy (Facility Workers Form). No insurance is afforded hereunder.



John L. Quattrocchi, Vice President - Liability Underwriting
American Nuclear Insurers

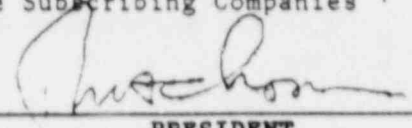
Effective Date of this Endorsement January 1, 1988 To form a part of Certificate No. NW-130

12:01 A.M. Standard Time

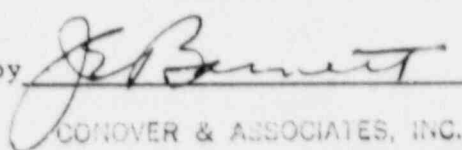
Issued to Duquesne Light Company, Ohio Edison Company, Pennsylvania Power Company, Cleveland Electric Illuminating Company and Toledo Edison Company

Date of Issue May 16, 1988

For the Subscribing Companies

By 
PRESIDENT

Endorsement No. 3

Countersigned by 
CONOVER & ASSOCIATES, INC.

Nuclear Energy Liability Insurance
NUCLEAR ENERGY LIABILITY INSURANCE ASSOCIATION

AMENDATORY ENDORSEMENT

It is understood and agreed that effective September 15, 1987, this policy is amended as indicated below:

- A. The following are included as Additional Insureds with respect to their interest under this Certificate. Except with respect to compliance with the obligations imposed on the Insured by provisions of the Master Worker Policy of which this Certificate forms a part, entitled "INSURED'S DUTIES IN CASE OF CLAIMS OR SUITS", "SUBROGATION" and "SUIT", any obligation imposed upon the Named Insured (including, without limitation, the liability to pay premiums) shall be the sole obligation of such Named Insured and not that of any Additional Insured named hereunder.

1. Alexander Hamilton Life Insurance Company of America
2. Beaver Valley Inc.
3. Beaver Valley Leasing Corporation
4. Beaver Valley Two Omega, Inc.
5. Beaver Valley Two Omega Limited Partnership
6. Beaver Valley Two Pi, Inc.
7. Beaver Valley Two Pi Limited Partnership
8. Beaver Valley Two Rho, Inc.
9. Beaver Valley Two Rho Limited Partnership
10. Beaver Valley Two Sigma, Inc.
11. Beaver Valley Two Sigma Limited Partnership
12. Beaver Valley Two Tau, Inc.
13. Beaver Valley Two Tau Limited Partnership
14. BVPS Funding Corporation
15. Chase Manhattan Realty Corporation
16. Chrysler Consortium Corporation
17. Citicorp ESSL 1, Inc.
18. Commerce Union Bank
19. CTC Beaver Valley Funding Corporation
20. DQU Funding Corporation
21. HG Power Plant, Inc.
22. Irving Trust Company, as Indenture Trustee
23. Mission Funding Alpha
24. Mission Funding Beta
25. Mission Funding Gamma

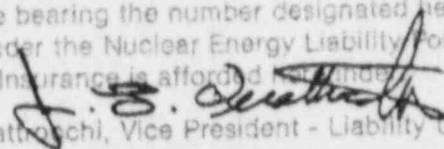
26. Palo Verde Leasing Corporation
27. PARock Limited Partnership
28. Perry One Alpha Limited Partnership
29. Perry One Delta, Inc.
30. Perry One Delta Limited Partnership
31. Perry One Gamma, Inc.
32. Perry One Gamma Limited Partnership
33. Perry One, Inc.
34. PNC Commercial Corp.
35. Resources Capital Financing Corporation
36. Security Pacific Leasing Corporation
37. Sovran Leasing Corporation
38. SPLS, Inc.
39. The First National Bank of Boston, as Owner Trustee
40. Trans Union Leasing Corporation

B. This Certificate is further amended as follows as respects each of the above Additional Insureds in Beaver Valley Unit 2:

1. It is acknowledged that Duquesne Light Company and Ohio Edison Company and The Toledo Edison Company and The Cleveland Electric Illuminating Company has waived, as provided in Section 10 (a) (2) (ii) of the Facility Lease Agreement between the above Additional Insureds and Duquesne Light Company and Ohio Edison Company and The Toledo Edison Company and The Cleveland Electric Illuminating Company dated September 15, 1987, their right of recovery against the above Additional Insureds for loss to which this policy applies.
2. This insurance shall be primary without right of contribution of any other insurance carried by or on behalf of any of the above Additional Insureds, but this paragraph B.2 does not apply to (1) insurance issued by Mutual Atomic Energy Liability Underwriters which is concurrent with insurance afforded by this policy, or (2) to other nuclear energy liability policies issued by Nuclear Energy Liability Insurance Association or Mutual Atomic Energy Liability Underwriters which also apply to the loss.
3. Except with respect to the provisions of Section Xi, "INSPECTION AND SUSPENSION" of the Nuclear Energy Liability Policy (Facility Worker Form) of which this Certificate forms a part, the

companies will provide First National Bank of Boston, 100 Federal Street, Boston, Massachusetts 02110, 30 days written notice prior to the effective date of the companies' cancellation of this Certificate, reduction in the Policy Aggregate limit other than by payment of damages and claim cost, or substantial reduction of the coverage which was in effect at Certificate issuance or anniversary date.

This is to certify that this is a true copy of the original Endorsement having the endorsement number and being made part of the Certificate of Insurance bearing the number designated hereon for insurance coverage under the Nuclear Energy Liability Policy (Facility Workers Form). No Insurance is afforded under



John L. Quattrocchi, Vice President - Liability Underwriting
American Nuclear Insurers

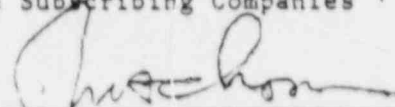
Effective Date of this Endorsement January 1, 1988 To form a part of Certificate No. NW-130

12:01 A.M. Standard Time

Issued to Duquesne Light Company, Ohio Edison Company, Pennsylvania Power Company, Cleveland Electric Illuminating Company and Toledo Edison Company

Date of Issue May 16, 1988

For the Subscribing Companies

By 
PRESIDENT

Endorsement No. 3

Countersigned by 
CONOVER & ASSOCIATES, INC.

Nuclear Energy Liability Insurance
MUTUAL ATOMIC ENERGY LIABILITY UNDERWRITERS

AMENDATORY ENDORSEMENT

It is understood and agreed that effective September 15, 1987, this policy is amended as indicated below:

- A. The following are included as Additional Insureds with respect to their interest under this Certificate. Except with respect to compliance with the obligations imposed on the Insured by provisions of the Master Worker Policy of which this Certificate forms a part, entitled "INSURED'S DUTIES IN CASE OF CLAIMS OR SUITS", "SUBROGATION" and "SUIT", any obligation imposed upon the Named Insured (including, without limitation, the liability to pay premiums) shall be the sole obligation of such Named Insured and not that of any Additional Insured named hereunder.

1. Alexander Hamilton Life Insurance Company of America
2. Beaver Valley Inc.
3. Beaver Valley Leasing Corporation
4. Beaver Valley Two Omega, Inc.
5. Beaver Valley Two Omega Limited Partnership
6. Beaver Valley Two Pi, Inc.
7. Beaver Valley Two Pi Limited Partnership
8. Beaver Valley Two Rho, Inc.
9. Beaver Valley Two Rho Limited Partnership
10. Beaver Valley Two Sigma, Inc.
11. Beaver Valley Two Sigma Limited Partnership
12. Beaver Valley Two Tau, Inc.
13. Beaver Valley Two Tau Limited Partnership
14. BVPS Funding Corporation
15. Chase Manhattan Realty Corporation
16. Chrysler Consortium Corporation
17. Citicorp ESSL 1, Inc.
18. Commerce Union Bank
19. CTC Beaver Valley Funding Corporation
20. DQU Funding Corporation
21. HG Power Plant, Inc.
22. Irving Trust Company, as Indenture Trustee
23. Mission Funding Alpha
24. Mission Funding Beta
25. Mission Funding Gamma

26. Palo Verde Leasing Corporation
27. PARock Limited Partnership
28. Perry One Alpha Limited Partnership
29. Perry One Delta, Inc.
30. Perry One Delta Limited Partnership
31. Perry One Gamma, Inc.
32. Perry One Gamma Limited Partnership
33. Perry One, Inc.
34. PNC Commercial Corp.
35. Resources Capital Financing Corporation
36. Security Pacific Leasing Corporation
37. Sovran Leasing Corporation
38. SPLS, Inc.
39. The First National Bank of Boston, as Owner Trustee
40. Trans Union Leasing Corporation

B. This Certificate is further amended as follows as respects each of the above Additional Insureds in Beaver Valley Unit 2:

1. It is acknowledged that Duquesne Light Company and Ohio Edison Company and The Toledo Edison Company and The Cleveland Electric Illuminating Company has waived, as provided in Section 10 (a) (2) (ii) of the Facility Lease Agreement between the above Additional Insureds and Duquesne Light Company and Ohio Edison Company and The Toledo Edison Company and The Cleveland Electric Illuminating Company dated September 15, 1987, their right of recovery against the above Additional Insureds for loss to which this policy applies.
2. This insurance shall be primary without right of contribution of any other insurance carried by or on behalf of any of the above Additional Insureds, but this paragraph B.2 does not apply to (1) insurance issued by Nuclear Energy Liability Insurance Association which is concurrent with insurance afforded by this policy, or (2) to other nuclear energy liability policies issued by Nuclear Energy Liability Insurance Association or Mutual Atomic Energy Liability Underwriters which also apply to the loss.
3. Except with respect to the provisions of Section XI, "INSPECTION AND SUSPENSION" of the Nuclear Energy Liability Policy (Facility Worker Form) of which this Certificate forms a part, the

companies will provide First National Bank of Boston, 100 Federal Street, Boston, Massachusetts 02110, 30 days written notice prior to the effective date of the companies' cancellation of this Certificate, reduction in the Policy Aggregate limit other than by payment of damages and claim cost, or substantial reduction of the coverage which was in effect at Certificate issuance or anniversary date.

This is to certify that this is a true copy of the original Endorsement having the endorsement number and being made part of the Certificate of Insurance bearing the number designated herein for insurance coverage under the Nuclear Energy Liability Policy (Facility Workers Form). No Insurance is afforded hereunder.
J. S. Quattrocchi
John L. Quattrocchi, Vice President - Liability Underwriting
American Nuclear Insurers

Effective Date of this Endorsement January 1, 1988 To form a part of Certificate No. MW-59

12:01 A.M. Standard Time

Issued to Duquesne Light Company, Ohio Edison Company, Pennsylvania Power Company, Cleveland Electric Illuminating Company and Toledo Edison Company

Date of Issue May 16, 1988

For the Subscribing Companies

MUTUAL ATOMIC ENERGY LIABILITY UNDERWRITERS

By *J. S. Quattrocchi*

Endorsement No. 3

Countersigned by *J. B. Barnett*
CONOVER & ASSOCIATES, INC.

Nuclear Energy Liability Insurance
MUTUAL ATOMIC ENERGY LIABILITY UNDERWRITERS

AMENDATORY ENDORSEMENT

It is understood and agreed that effective September 15, 1987, this policy is amended as indicated below:

- A. The following are included as Additional Insureds with respect to their interest under this Certificate. Except with respect to compliance with the obligations imposed on the Insured by provisions of the Master Worker Policy of which this Certificate forms a part, entitled "INSURED'S DUTIES IN CASE OF CLAIMS OR SUITS", "SUBROGATION" and "SUIT", any obligation imposed upon the Named Insured (including, without limitation, the liability to pay premiums) shall be the sole obligation of such Named Insured and not that of any Additional Insured named hereunder.

1. Alexander Hamilton Life Insurance Company of America
2. Beaver Valley Inc.
3. Beaver Valley Leasing Corporation
4. Beaver Valley Two Omega, Inc.
5. Beaver Valley Two Omega Limited Partnership
6. Beaver Valley Two Pi, Inc.
7. Beaver Valley Two Pi Limited Partnership
8. Beaver Valley Two Rho, Inc.
9. Beaver Valley Two Rho Limited Partnership
10. Beaver Valley Two Sigma, Inc.
11. Beaver Valley Two Sigma Limited Partnership
12. Beaver Valley Two Tau, Inc.
13. Beaver Valley Two Tau Limited Partnership
14. BVPS Funding Corporation
15. Chase Manhattan Realty Corporation
16. Chrysler Consortium Corporation
17. Citicorp ESSL 1, Inc.
18. Commerce Union Bank
19. CTC Beaver Valley Funding Corporation
20. DQU Funding Corporation
21. HG Power Plant, Inc.
22. Irving Trust Company, as Indenture Trustee
23. Mission Funding Alpha
24. Mission Funding Beta
25. Mission Funding Gamma

26. Palo Verde Leasing Corporation
27. PARock Limited Partnership
28. Perry One Alpha Limited Partnership
29. Perry One Delta, Inc.
30. Perry One Delta Limited Partnership
31. Perry One Gamma, Inc.
32. Perry One Gamma Limited Partnership
33. Perry One, Inc.
34. PNC Commercial Corp.
35. Resources Capital Financing Corporation
36. Security Pacific Leasing Corporation
37. Sovran Leasing Corporation
38. SPLS, Inc.
39. The First National Bank of Boston, as Owner Trustee
40. Trans Union Leasing Corporation

B. This Certificate is further amended as follows as respects each of the above Additional Insureds in Beaver Valley Unit 2:

1. It is acknowledged that Duquesne Light Company and Ohio Edison Company and The Toledo Edison Company and The Cleveland Electric Illuminating Company has waived, as provided in Section 10 (a) (2) (ii) of the Facility Lease Agreement between the above Additional Insureds and Duquesne Light Company and Ohio Edison Company and The Toledo Edison Company and The Cleveland Electric Illuminating Company dated September 15, 1987, their right of recovery against the above Additional Insureds for loss to which this policy applies.
2. This insurance shall be primary without right of contribution of any other insurance carried by or on behalf of any of the above Additional Insureds, but this paragraph B.2 does not apply to (1) insurance issued by Nuclear Energy Liability Insurance Association which is concurrent with insurance afforded by this policy, or (2) to other nuclear energy liability policies issued by Nuclear Energy Liability Insurance Association or Mutual Atomic Energy Liability Underwriters which also apply to the loss.
3. Except with respect to the provisions of Section XI, "INSPECTION AND SUSPENSION" of the Nuclear Energy Liability Policy (Facility Worker Form) of which this Certificate forms a part, the

companies will provide First National Bank of Boston, 100 Federal Street, Boston, Massachusetts 02110, 30 days written notice prior to the effective date of the companies' cancellation of this Certificate, reduction in the Policy Aggregate limit other than by payment of damages and claim cost, or substantial reduction of the coverage which was in effect at Certificate issuance or anniversary date.

This is to certify that this is a true copy of the original Endorsement having the endorsement number and being made part of the Certificate of Insurance bearing the number designated hereon for insurance coverage under the Nuclear Energy Liability Policy (Facility Workers Form). No Insurance is afforded hereunder.

J. S. Quattrocchi
John L. Quattrocchi, Vice President, Liability Underwriting
American Nuclear Insurers

Effective Date of this Endorsement January 1, 1988 To form a part of Certificate No. MW-59

12:01 A.M. Standard Time

Issued to Duquesne Light Company, Ohio Edison Company, Pennsylvania Power Company, Cleveland Electric Illuminating Company and Toledo Edison Company

Date of Issue May 16, 1988

For the Subscribing Companies

MUTUAL ATOMIC ENERGY LIABILITY UNDERWRITERS

By *J. S. Quattrocchi*

Endorsement No. 3

Countersigned by *J. A. Barnett*
CONOVER & ASSOCIATES, INC.