

August 30, 1999

Mary A. Murphy, Esq.
Counsel for PacifiCorp
LeBouf, Lamb, Greene & MacRae, L.L.P.
1875 Connecticut Avenue, N.W.
Washington, DC 20009-5728

SUBJECT: REQUEST FOR ADDITIONAL INFORMATION REGARDING THE
APPLICATION FOR APPROVAL OF THE PROPOSED CORPORATE MERGER
OF PACIFICORP AND SCOTTISHPOWER - TROJAN NUCLEAR PLANT
(TAC NO. MA5726)

Dear Ms. Murphy:

Enclosed is a Request for Additional Information (RAI) regarding your application dated May 24, 1999. The application (pursuant to 10 CFR 50.80) seeks approval of the proposed indirect transfer of Facility Operating License No. NPF-1 for the Trojan Nuclear Plant, to the extent held by PacifiCorp, to ScottishPower plc (ScottishPower) resulting from the planned merger of PacifiCorp and ScottishPower.

Please respond to the enclosed questions so that we may complete our review in a timely manner. If you have any questions regarding this matter, please call me or Alex McKeigney, who developed the RAI. I may be reached at 717-948-1161, and Mr. McKeigney may be reached at 301-415-1221.

Sincerely,
ORIGINAL SIGNED BY
Lee H. Thonus, Project Manager
Decommissioning Section
Project Directorate IV & Decommissioning
Division of Licensing Project Management
Office of Nuclear Reactor Regulation

Docket No. 50-344

Enclosure: RAI

cc w/encl: See next page

DISTRIBUTION:

~~Docket~~
PUBLIC
PDIV&D Reading
SRichards (CLO)
MMasnik
LThonus
CCarpenter
AMcKeigney
ACNW
OGC
DChamberlain, RIV

WRC FILE CENTER COPY

To receive a copy of this document, indicate "C" in the box					
OFFICE	PDIVD/PM		PDIV-2/LA	C	PDIVD/SC
NAME	LThonus <i>MTM</i>		EPeyton <i>ESP</i>		MMasnik <i>MTM</i>
DATE	8 / 30 / 99		8 / 27 / 99		8 / 30 / 99

1/1
DFOI

DOCUMENT NAME: G:\PDIV-3\Trojan\pacific4.wpd
OFFICIAL RECORD COPY

9909030085 990830
PDR ADOCK 05000344
W PDR

Portland General Electric Company

cc:

**Chairman of the Board of County
Commissioners
Columbia County
St. Helens, OR 97501**

**Mr. David Stewart-Smith
Oregon Department of Energy
625 Marion Street, N.E.
Salem, OR 97310**

**Regional Administrator, Region IV
U.S. Nuclear Regulatory Commission
Harris Tower and Pavilion
611 Ryan Plaza Drive, Suite 400
Arlington, TX 76011-8064**

**Mr. W. Lansing Dusek
Manager Licensing, Compliance
and Commitment Management
Portland General Electric Company
Trojan Nuclear Plant
71760 Columbia River Highway
Rainier, OR 97048**

**Mr. Lloyd K. Marbet
19142 S.E. Bakers Ferry Road
Boring, OR 97009**

**Mr. Jerry Wilson
Do It Yourself Committee
570 N.E. 53rd
Hillsboro, OR 97124**

**Mr. Eugene Rosolie
Northwest Environmental Advocates
302 Haseltine Building
133 S.W. 2nd Avenue
Portland, OR 97204**

**Leonard A. Girard, Esq.
Portland General Electric Company
121 S.W. Salmon Street
Portland, OR 97204**

**Mr. Stephen M. Quennoz
Vice President Nuclear and Thermal
Operations
Trojan Nuclear Plant
Portland General Electric Company
71760 Columbia River Highway
Rainier, Oregon 97048**

REQUEST FOR ADDITIONAL INFORMATION

PROPOSED MERGER OF PACIFICORP AND SCOTTISHPOWER

TROJAN NUCLEAR PLANT

DOCKET NO. 50-344

1. Please provide any information that may now be known regarding the number or proportion of U.S. and non-U.S. directors on the Boards of PacifiCorp, ScottishPower, and New ScottishPower following the merger. Also, is it expected that all, or a majority, of directors of each Board will be citizens of the U.S., the United Kingdom, or a member state of the European Union?
2. For each intermediary company to be involved in the proposed transaction (NA General Partnership, ScottishPower NA 1 Limited, and ScottishPower NA 2 Limited), please provide:
 - (a) Its place of incorporation and where it does business;
 - (b) the names, addresses, and citizenship of its principal officers and directors, and any information regarding any known citizenship composition of its board after the merger; and
 - (c) a statement as to whether it is owned, controlled, or dominated by an alien, a foreign corporation, or foreign government, and, if so, give details. Please be sure to specify the degree to which each is now, or will be after the merger, owned and/or controlled by ScottishPower. Also, please specify ownership interests of greater than 5% by any other parties and provide copies of any current Schedules 13D or 13G filed with the Securities and Exchange Commission with respect to these entities.
3. Page 31 of the 1997-98 ScottishPower Annual Report in Exhibit D states that, as of May 6, 1998, Prudential Portfolio Managers UK Limited owned 7.67% of ScottishPower's issued share capital. Please state if 7.67% is the current known percentage ownership for this shareholder, and please list any other known shareholders owning more than 5% of issued share capital and what percentage of such shares they own. Please cite the nation in which each such shareholder is organized. Please state whether or not any such shareholders hold their shares for purposes of control.
4. With reference to Sections 2.2 and 4.2 of the NRC draft Standard Review Plan on Foreign Ownership, Control, and Domination, please provide the following information regarding PacifiCorp:
 - (a) Executive management positions held by non-U.S. citizens.
 - (b) The ability of foreign entities to control the appointment of executive management.

- (c) Whether PacifiCorp is indebted to foreign interests or has contractual or other agreements with foreign entities that may affect their control.
 - (d) Any interlocking director or principal officer relationships with foreign companies.
 - (e) If the equity securities of PacifiCorp and of any proposed post-merger direct or indirect parent of PacifiCorp are of a class which is registered pursuant to the Securities Exchange Act of 1934, please provide copies of all current Securities and Exchanges Commission (SEC) Schedules 13D and 13G.
5. Page 36 of the application states that "...the Nuclear Committee will have sole discretion to act on behalf of PacifiCorp as to all matters relating to Trojan with two exceptions." Then three exceptions are listed on page 36, even though the text only refers to two. Please clarify this difference so that it is clearly understood how many and which exceptions are not within the purview of the Nuclear Committee.

DISTRIBUTION FOR AUGUST 31, 1999, MEETING WITH STP NUCLEAR OPERATING CO.

DATE: August 27, 1999 (Originally issued 8/20/99. Reissued to update note and attachment.)

Hard Copy

Docket File (50-498/50-499)

PUBLIC

PDIV-1 Reading

OGC

ACRS

Receptionist (OWFN and TWFN)

E-Mail

J. Zwolinski/S. Black

S. Richards

R. Gramm

T. Alexion

R. Fretz

C. Jamerson

OPA (e-mail to OPA)

D. Thatcher

E. Marinos

K. Wichman

D. Terao

M. Rubin

G. Hubbard

D. Lange (DJL)

K. Brockman

J. Tapia

B. Henderson (BWH)

PMNS (Meeting Announcement Coordinator)