

UNITED STATES NUCLEAR REGULATORY COMMISSION
NORTHEAST NUCLEAR ENERGY COMPANY, ET AL.
MILLSTONE NUCLEAR POWER STATION, UNIT 3
DOCKET NO. 50-423
NOTICE OF CONSIDERATION OF APPROVAL OF
APPLICATION REGARDING PROPOSED CORPORATE MERGER
AND OPPORTUNITY FOR A HEARING

The U.S. Nuclear Regulatory Commission (the Commission) is considering the issuance of an order under 10 CFR 50.80 approving the indirect transfer of Facility Operating License No. NPF-49 for the Millstone Nuclear Power Station, Unit No. 3 (Millstone Unit 3), to the extent held by Central Maine Power Company (Central Maine), one of 13 joint owners of Millstone Unit 3. The indirect transfer would be to Energy East Corporation (Energy East) resulting from the planned acquisition by Energy East of CMP Group, Inc., the parent holding company of Central Maine.

According to the October 6, 1999, application by Central Maine for approval of the indirect transfer, on June 14, 1999, CMP Group, Inc., and Energy East signed a definitive agreement for the acquisition of CMP Group, Inc., by Energy East, subject to regulatory approvals. To accomplish the acquisition, EE Merger Corp., a Maine corporation that is a wholly-owned subsidiary of Energy East, will merge with and into CMP Group, Inc., with CMP Group, Inc., being the surviving corporation. Upon completion of the acquisition, CMP Group, Inc., will become a wholly-owned subsidiary of Energy East. In the event the Securities and Exchange Commission does not permit Energy East to maintain CMP Group, Inc., as an intermediate holding company under the provisions of the Public Utility Holding Company Act of

1935, as amended, Energy East would hold Central Maine directly. Northeast Utilities, the sole licensed operator of the facility, would remain as the managing agent for the 13 joint owners of the facility and would continue to have exclusive responsibility for the management, operation, and maintenance of Millstone Unit 3. The application does not propose a change in the rights, obligations, or interests of the other joint owners of Millstone Unit 3. In addition, no physical changes to Millstone Unit 3 or operational changes are being proposed. No direct transfer of the license will result from the proposed merger.

Pursuant to 10 CFR 50.80, no license, or any right thereunder, shall be transferred, directly or indirectly, through transfer of control of the license, unless the Commission shall give its consent in writing. The Commission will approve an application for the indirect transfer of a license, if the Commission determines that the proposed transfer of control will not affect the qualifications of the holder of the license, and that the transfer is otherwise consistent with applicable provisions of law, regulations, and orders issued by the Commission pursuant thereto.

The filing of requests for hearing and petitions for leave to intervene, and written comments regarding the license transfer application, are discussed below.

By December 6, 1999, any person whose interest may be affected by the Commission's action on the application may request a hearing, and, if not the applicants, may petition for leave to intervene in a hearing proceeding on the Commission's action. Requests for a hearing and petitions for leave to intervene should be filed in accordance with the Commission's rules of practice set forth in Subpart M, "Public Notification, Availability of Documents and Records, Hearing Requests and Procedures for Hearings on License Transfer Applications," of 10 CFR Part 2. In particular, such requests and petitions must comply with the

requirements set forth in 10 CFR 2.1306, and should address the considerations contained in 10 CFR 2.1308(a). Untimely requests and petitions may be denied, as provided in 10 CFR 2.1308(b), unless good cause for failure to file on time is established. In addition, an untimely request or petition should address the factors that the Commission will also consider, in reviewing untimely requests or petitions, set forth in 10 CFR 2.1308(b)(1)-(2).

Requests for a hearing and petitions for leave to intervene should be served upon Arthur H. Domby, Esq., Troutman Sanders LLP, Nations Bank Plaza, 600 Peachtree Street, N.E., Suite 5200, Atlanta, Georgia, 30308-2216, attorney for Central Maine; Lillian M. Cuoco, Esq., Senior Nuclear Counsel, Northeast Utilities Service Company, 107 Selden Street, Berlin, Connecticut, 06037, attorney for Northeast Nuclear Energy Company; the General Counsel, U.S. Nuclear Regulatory Commission, Washington, DC 20555 (e-mail address for filings regarding license transfer cases only: OGCLT@NRC.gov); and the Secretary of the Commission, U.S. Nuclear Regulatory Commission, Washington, DC 20555-0001, Attention: Rulemakings and Adjudications Staff, in accordance with 10 CFR 2.1313.

The Commission will issue a notice or order granting or denying a hearing request or intervention petition, designating the issues for any hearing that will be held and designating the Presiding Officer. A notice granting a hearing will be published in the FEDERAL REGISTER and served on the parties to the hearing.

As an alternative to requests for hearing and petitions to intervene, by December 16, 1999, , persons may submit written comments regarding the license transfer application, as provided for in 10 CFR 2.1305. The Commission will consider and, if appropriate, respond to these comments, but such comments will not otherwise constitute part of the decisional record. Comments should be submitted to the Secretary, U.S. Nuclear Regulatory

Commission, Washington, DC 20555-0001, Attention: Rulemakings and Adjudications Staff, and should cite the publication date and page number of this FEDERAL REGISTER notice.

For further details with respect to this action, see the application dated October 6, 1999, which is available for public inspection at the Commission's Public Document Room, the Gelman Building, 2120 L Street, NW., Washington, DC and electronically on the NRC's web site <http://www.nrc.gov> (the Public Electronic Reading Room).

Dated at Rockville, Maryland this 9th day of November 1999.

FOR THE NUCLEAR REGULATORY COMMISSION

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Project Directorate I
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