

# REGULATORY INFORMATION DISTRIBUTION SYSTEM (RIDS)

ACCESSION NBR: 7912270604 DOC. DATE: 79/12/17 NOTARIZED: NO DOCKET #  
 FACIL: 50-315 Donald C. Cook Nuclear Power Plant, Unit 1, Indiana & 05000315  
 50-316 Donald C. Cook Nuclear Power Plant, Unit 2, Indiana & 05000316  
 AUTH. NAME: AUTHOR AFFILIATION  
 DOLAN, J.E. Indiana & Michigan Power Co.  
 RECIP. NAME: RECIPIENT AFFILIATION  
 DENTON, H.R. Office of Nuclear Reactor Regulation

SUBJECT: Forwards article of merger filed w/state of IN, & certificate  
 of merger filed w/State of MI.

DISTRIBUTION CODE: A0015 COPIES RECEIVED: LTR 1 ENCL. 1 SIZE: 16  
 TITLE: General Distribution for after Issuance of Operating Lic.

NOTES: I & E - 3 cys ALL MATL

ACTION:	RECIPIENT	COPIES		RECIPIENT	COPIES	
	ID CODE/NAME	LTTR	ENCL		ID CODE/NAME	LTTR
	05 BC ORB #1	1	1			
INTERNAL:	01 REG FILE	1	1	02 NRC PDR	1	1
	12 I&E	2	2	14 TA7EDD	1	1
	15 CORE PERF BR	1	1	17 ENGR BR	1	1
	18 REAC. SFTY BR	1	1	19 PLANT SYS BR	1	1
	20 EEB	1	1	21 EFLT TRT SYS	1	1
	22 BRINKMAN	1	1	EPB-DOR	1	1
	OELO	1	0			
EXTERNAL:	03 LPDR	1	1	04 NSIC	1	1
	23 ACRS	16	16			

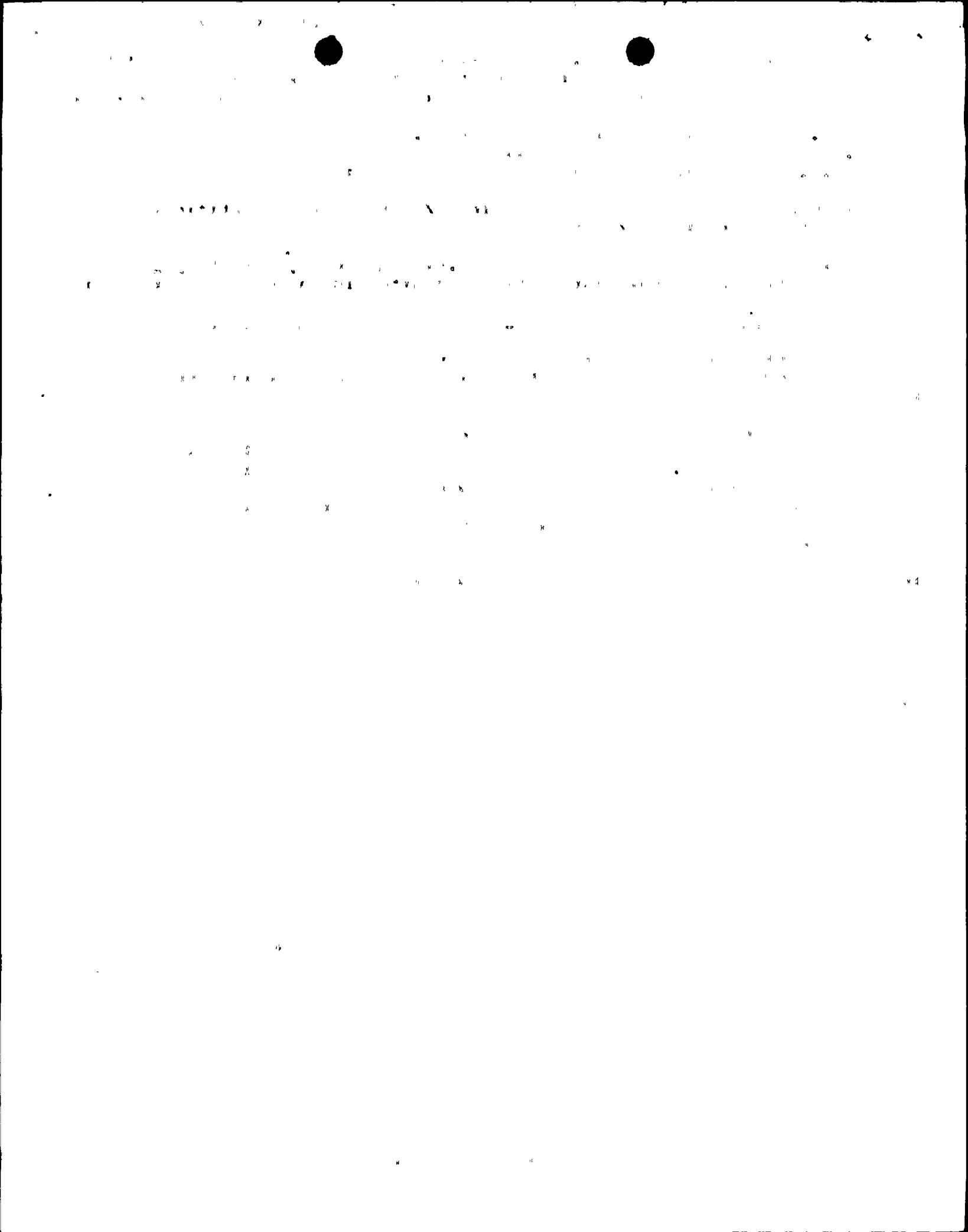
ADD: J. PETERSEN 1 1  
 J. SALTZMAN 1 1  
 RUTBERG 1 1

JAN 2 1980

TOTAL NUMBER OF COPIES REQUIRED: LTTR

45 44  
 39 ENCL 38

60  
 Appl



# INDIANA & MICHIGAN ELECTRIC COMPANY

P. O. BOX 18  
BOWLING GREEN STATION  
NEW YORK, N. Y. 10004

December 17, 1979  
AEP:NRC:00330

Donald C. Cook Nuclear Plant Units 1 and 2  
Docket Nos. 50-315 and 50-316  
License Nos. DPR-58 and DPR-74

Mr. Harold R. Denton, Director  
Office of Nuclear Reactor Regulation  
U.S. Nuclear Regulatory Commission  
Washington, D.C. 20555

RE: DONALD C. COOK NUCLEAR PLANT UNITS 1 AND 2  
DOCKET NOS. 50-315 AND 50-316  
LICENSE NOS. DPR-58 AND DPR-74  
NOTIFICATION OF MERGER

Dear Mr. Denton:

By application dated August 24, 1979 (transmitted to you by letter AEP:NRC:00296), we requested that the Donald C. Cook Nuclear Plant Facility Operating Licenses be amended to reflect the planned merger of Indiana & Michigan Power Company into Indiana & Michigan Electric Company. On November 9, 1979 the Nuclear Regulatory Commission granted this request, in Amendment No. 33 for Unit 1 License No. DPR-58 and in Amendment No. 14 for Unit 2 License No. DPR-74, effective as of the date of the merger.

The purpose of this letter is to notify you that the merger has occurred and that the effective date of merger is the close of business November 30, 1979. Enclosed is one copy of the Articles of Merger filed with the Secretary of State of Indiana and one copy

A001  
S  
11  
A00:  
J PETERSEN  
J SALTMAN  
J RUTBERG

7912270

60X

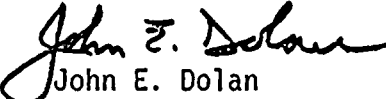
Mr. Harold R. Denton, Director

-2-

AEP:NRC:00330

of the Certificate of Merger filed with the Michigan Department of  
Commerce.

Very truly yours,

  
John E. Dolan  
Vice President

cc: R. C. Callen  
G. Charnoff  
D. V. Shaller -Bridgman  
R. S. Hunter  
R. W. Jurgensen

STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE

*To Whom These Presents Come, Greeting:*

CERTIFICATE OF MERGER

WHEREAS, *there have been presented to this office for filing duplicate copies of Articles of Merger, merging*

CORPORATION    STATE OF INCORPORATION    DATE OF INCORPORATION/ADMISSION  
INDIANA & MICHIGAN POWER COMPANY - MICHIGAN - 2-16-72

*the non-survivor(s), into*

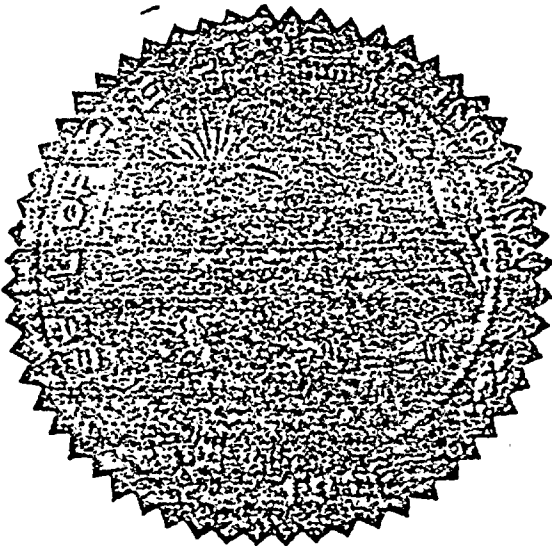
INDIANA & MICHIGAN ELECTRIC COMPANY

*an Indiana Corporation, the survivor, which corporation shall hereinafter be designated as*

INDIANA & MICHIGAN ELECTIC COMPANY

NOW, THEREFORE, I, ~~XXXXXX COSXX~~ EDWIN J. SIMCOX, Secretary of State of the State of Indiana, do hereby certify that I have this day endorsed my approval upon the duplicate copies of the Articles of Merger so presented, and, having received the fees required by law, in the sum of \$ 36.00, have filed one copy in this office and returned the other to the corporation.

The effective date of the merger is at the close of business November 30, 1979



*In Witness Whereof, I have hereunto set my hand and affixed*

*the seal of the State of Indiana, at the City of Indianapolis,*

*this*.....29<sup>th</sup>.....*day of*

.....November.....1979.....

*Edwin J. Simcox*.....  
Secretary of State.

By *Sara M. Tury*.....  
Deputy

STATE OF NEW YORK     )  
                              :   SS.:  
COUNTY OF NEW YORK    )

I, the undersigned, a Notary Public duly  
commissioned to take acknowledgments and administer oaths in  
the State of New York, certify that    R. P. MALONEY   , the  
Vice-President and    W.E. Olson   , the ASSISTANT SECRETARY,  
Secretary of Indiana & Michigan Electric Company, the  
officers executing the foregoing Articles of Merger,  
personally appeared before me; acknowledged the execution  
thereof for and in behalf of such Company; and swore to the  
truth of the facts therein stated.

WITNESS my hand and Notarial Seal this 28th day of  
November, 1979.

DAVID G. HUME  
NOTARY PUBLIC, State of New York  
No. 60-4608113  
Qualified in Westchester County  
Certificate filed in New York County  
Commission Expires March 30, 1981

*David G. Hume*

(Written Signature)

DAVID G. HUME

(Printed Signature)

[SEAL]

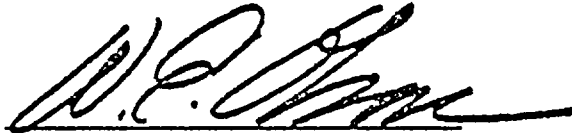
This instrument was prepared by Richard M. Dicke, Esq.

E. P. MALONEY.

(Printed Signature)

President or Vice President

Attest:



(Written Signature)

W.E. Olson

(Printed Signature)

Secretary or Assistant Secretary

(Corporate Seal)

"Surviving Corporation"

Section 2 -- Date of Mailing of Notice -- No

mailing was required since the Surviving Corporation is the sole shareholder of the Subsidiary Corporation.

Section 3 -- Effective Date of Merger -- The merger

shall become effective at the close of business on November 30, 1979.

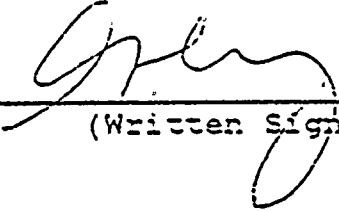
Section 4 -- Compliance with Legal Requirements --

The manner of the adoption of the Plan of Merger, and the vote by which it was adopted, constitute full legal compliance with the provisions of the Act and of the applicable provisions of the Michigan Business Corporation Act, and with the Amended Articles of Acceptance and the By-Laws of the Surviving Corporation and the Articles of Incorporation and the By-Laws of the Subsidiary Corporation.

IN WITNESS WHEREOF, the undersigned Surviving Corporation executes these Articles of Merger, its President or Vice President and its Secretary or Assistant Secretary acting for and in behalf of such corporation, and certifies to the truth of the facts and acts herein recited. Dated this 28th day of November, 1979.

INDIANA & MICHIGAN ELECTRIC COMPANY  
(Name of Corporation)

By

  
(Written Signature)



## SUBDIVISION A

### PLAN OF MERGER

The Board of Directors of the Surviving Corporation, by resolution duly adopted, approved a Plan of Merger, the terms of which are as follows:

"The name of the subsidiary corporation is Indiana & Michigan Power Company and the name of the surviving corporation is Indiana & Michigan Electric Company which owns 100% of the issued and outstanding shares of Indiana & Michigan Power Company.

"Upon the merger becoming effective, all of the shares of Indiana & Michigan Power Company issued and outstanding shall be extinguished and each share of each class or series of shares of Indiana & Michigan Electric Company issued and outstanding shall continue to represent an issued and outstanding share of such class or series of shares of Indiana & Michigan Electric Company."

## SUBDIVISION B

### LEGAL REQUIREMENTS

Section 1 -- Ownership -- The number of outstanding shares of each class of the Subsidiary Corporation, and the number of such shares of each class owned by the Surviving Corporation are as follows:

<u>Class</u>	<u>Total Shares Outstanding</u>	<u>Shares Owned by Surviving Corporation</u>
Common Stock, \$1 par value	1,500,000	1,500,000



APPROVED  
AND  
FILED  
NOV 29 1979

*Edmund J. [Signature]*  
SECRETARY OF STATE

ARTICLES OF MERGER

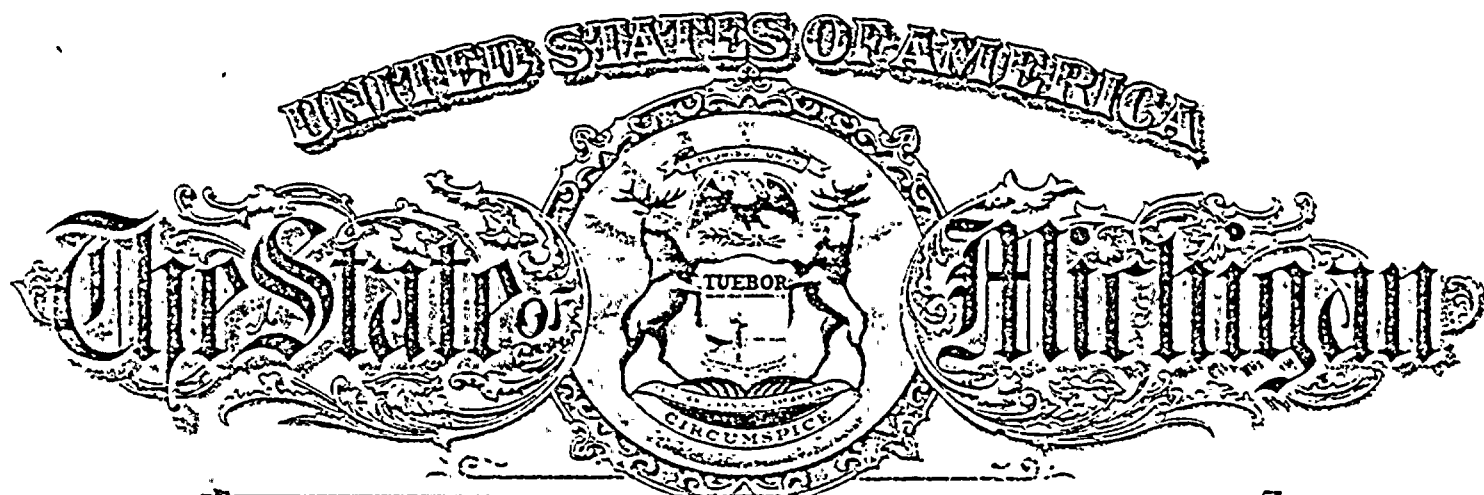
OF

INDIANA & MICHIGAN POWER COMPANY  
(a Michigan Corporation)

INTO

INDIANA & MICHIGAN ELECTRIC COMPANY  
(an Indiana Corporation)

The undersigned, Indiana & Michigan Electric Company (hereinafter referred to as the "Surviving Corporation"), existing pursuant to the provisions of The Indiana General Corporation Act, as amended (hereinafter referred to as the "Act") and desiring to give notice of corporate action providing for the merger of Indiana & Michigan Power Company (hereinafter referred to as the "Subsidiary Corporation"), a corporation organized pursuant to the laws of the State of Michigan, into the Surviving Corporation; the laws of the State of Michigan under which the Subsidiary Corporation is organized permitting such merger; one hundred per cent (100%) of the shares of each class whereof being owned by the Surviving Corporation; and acting by its President or Vice President and its Secretary or Assistant Secretary, hereby certifies the following facts:



Michigan Department of Commerce

Lansing, Michigan

*To All To Whom These Presents Shall Come:*

*I, William F. McLaughlin, Director, Michigan Department of Commerce,  
Do Hereby Certify That the Annexed Copy of \_\_\_\_\_*

Certificate of Merger by and between INDIANA & MICHIGAN POWER COMPANY, a

Michigan corporation, and INDIANA & MICHIGAN ELECTRIC COMPANY, an Indiana

corporation, the surviving corporation

*has been compared by me with the record on file in this Department and that the same is  
a true copy thereof, and the whole of such record.*

*In testimony whereof, I have hereunto set my  
hand and affixed the Seal of the Department,  
in the City of Lansing, this 29th day  
of November, 19 79.*

*William F. McLaughlin*

*Director*

613147

(NOTE: This form is prepared for use upon the merger of parent and subsidiary corporations. If more than two corporations are involved, change this form accordingly.)

# CERTIFICATE OF MERGER

OF

INDIANA & MICHIGAN ELECTRIC COMPANY  
(Name of Parent Corporation)

AND

INDIANA & MICHIGAN POWER COMPANY  
(Name of Subsidiary Corporation)

Pursuant to the provisions of Sections 711 and 712 (and Section 733 if foreign corporation is one of the parties to the merger), Act 234, Public Acts of 1972, as amended, the undersigned INDIANA & MICHIGAN ELECTRIC COMPANY, a corporation organized and existing under the laws of the state of Indiana (hereinafter referred to as the parent corporation) owning (all) of the outstanding shares of each class of INDIANA & MICHIGAN POWER COMPANY (name of subsidiary corporation) a corporation organized and existing under the laws of the state of Michigan (hereinafter referred to as the subsidiary corporation) executes the following certificate of merger:

## ARTICLE ONE.

(Include the following paragraph only if a foreign corporation is one of the parties to the merger.)

The laws of the jurisdiction under which INDIANA & MICHIGAN ELECTRIC COMPANY (name of foreign corporation)

is incorporated permit this type of merger.

## ARTICLE TWO.

The plan of merger is as follows:

FIRST: (a) The name of each constituent corporation is as follows:

INDIANA & MICHIGAN ELECTRIC COMPANY

INDIANA & MICHIGAN POWER COMPANY

(b) The name of the surviving corporation is INDIANA & MICHIGAN ELECTRIC COMPANY

(NOTE: See Article Five if subsidiary is to be the surviving corporation.)

SECOND: As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

Name of corporation	Designation and number of shares in each class or series outstanding	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
See Annex A, attached			

(If number of shares is subject to change prior to effective date, state manner in which such change may occur.)

THIRD: The terms and conditions of the proposed merger, including the manner and basis of converting the shares of each constituent corporation into shares, bonds or other securities of the surviving corporation, or into cash or other consideration, are as follows:

Upon the merger becoming effective, all of the issued shares of the subsidiary corporation shall be extinguished and each issued share of each class or series of shares of the parent corporation shall continue to represent an issued share of such class or series of shares of the parent corporation.

ANNEX A

<u>Name of corporation</u>	<u>Designation and number of shares in each class or series outstanding</u>	<u>Class or series of shares entitled to vote</u>
Indiana & Michigan Electric Company	Common Stock 1,400,000 shares	*
	Cumulative Preferred Stock 6,270,000 shares of various series	*
Indiana & Michigan Power Company	Common Stock 1,500,000 shares	*

- 
- \* None of the outstanding shares of Common Stock or Cumulative Preferred Stock of Indiana & Michigan Electric Company or of the outstanding shares of Common Stock of Indiana & Michigan Power Company is entitled to vote, as a class or as a series or otherwise, in connection with the merger of Indiana & Michigan Power Company, a subsidiary corporation, into Indiana & Michigan Electric Company, a parent corporation.

FOURTH: (A statement of any amendment to the articles of incorporation of the surviving corporation to be affected by the merger.)

(NOTE: See Article Five.)

NOT APPLICABLE

FIFTH: (A statement of other provisions with respect to the merger.)

NOT APPLICABLE



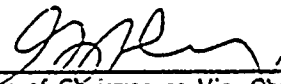


Signed this 28th day of November, 1979.

INDIANA & MICHIGAN ELECTRIC COMPANY

(Name of Parent Corporation)

BY

  
(Signature of Chairman or Vice-Chairman,  
President or Vice-President)

E. P. MALONEY

Vice President

(Type or print name and title)

(Please do not write in spaces below — for Department use)

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU

Date Received

NOV 29 1979

**FILED**

NOV 29 1979

*James H. Hagg*

DIRECTOR

Michigan Department of Commerce

Effective Date: November 30, 1979

CAS-141 (1-74)

INFORMATION AND INSTRUCTIONS

CERTIFICATE OF MERGER

1. This form may be used for merger of parent and subsidiary corporations pursuant to the provisions of Sections 711 and 712 (and Section 733 if foreign corporation is one of the parties to the merger) of Act 284, Public Acts of 1972, as amended.
2. The Certificate is required to be signed in ink by the chairman or vice-chairman of the board, or the president or vice-president of the parent corporation.
3. One original copy of the Certificate of Merger is required. A true copy will be prepared by the Corporation and Securities Bureau and returned to the person submitting the Certificate for filing.
4. Filing Fee .....\$50.00  
(Make fee payable to State of Michigan)
5. Mail form and fee to:  
Michigan Department of Commerce  
Corporation and Securities Bureau  
Corporation Division  
P.O. Drawer C  
Lansing, Michigan 48904