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July 2, 1991

## BY FEDERAL EXPRESS

Joseph Rutberg, Esq.  
Office of General Counsel  
U.S. Nuclear Regulatory Commission  
Washington, D.C. 20555

Kansas Gas and Electric Company  
(Wolf Creek Generating Station):  
NRC Operating License NPF-42

Dear Joe:

As you know, Kansas Gas & Electric Company (KG&E) has committed to keep the Commission's Staff fully and promptly informed of major developments in the process of approval of its pending merger with Kansas Power and Light Company (KPL). Accordingly, I enclose the June 25, 1991 Certification of Uncontested Settlement issued by the Administrative Law Judge in the proceedings before the Federal Energy Regulatory Commission. That certification favorably resolves all issues within FERC's jurisdiction necessary to the merger and awaits only approval from the FERC itself, which has been requested as expeditiously as possible.

As you and other members of the Staff have been informed, developments before the other cognizant regulatory agencies have also been moving apace. Hearings before the Kansas and Missouri State Utility Commissions are complete, and issues have been briefed to those Commissions. The Oklahoma Commission has declined jurisdiction over the merger. KG&E and KPL have made their Hart-Scott-Rodino certification to the U.S. Justice Department. Review by the Securities and Exchange Commission has been completed; final action by the SEC is expected promptly after the Kansas and Missouri Commissions act. KG&E and KPL

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## HUNTON & WILLIAMS

Joseph Rutberg, Esq.  
July 2, 1991  
Page 2

believe that the chances are excellent that all of these reviews will be completed before the end of September, and that there is a significant chance that they will be completed by quite early in September.

KG&E and KPL understand that no comments were submitted by the June 12 deadline on the Staff's Notice of Consideration of Issuance of License Amendment, Proposed No Significant Hazards Consideration Determination and Opportunity for Hearing and for Public Comment on Antitrust Issues (56 Fed. Reg. 22026, May 13, 1991) regarding their proposed merger. We also understand that antitrust review is the only remaining substantive task left for the NRC Staff, but that that review has not yet begun. We know that the Commission's antitrust reviewers have faced a heavy workload in other dockets over the last several months. Recent discussions have indicated, however, that these prior commitments are nearing completion, and that these reviewers will be able to turn thereafter to review of the uncontested Wolf Creek application. We understand that they expect to be able to complete that review in time to permit final action on the Wolf Creek license transfer during the month of September, thus enabling the NRC to avoid becoming the "critical path" to completion of the proposed merger.

Please be assured that KG&E and KPL stand ready to assist the antitrust reviewers promptly in every way, whether by answering questions by telephone, submitting supplemental documentation or other information in writing, or coming to White Flint for face-to-face meetings. Just meeting the year-end contractual deadline for the merger requires completion of all agency actions significantly more than a month -- perhaps as much as two months -- prior to the end of the time, because of the mechanics of the merger agreement. In the meantime, however, there is substantial economic and administrative value to completing the merger as much ahead of the deadline as possible. Thus KG&E and KPL remain vitally interested in assisting the progress of the Staff's review.

I will continue to inform you promptly as developments occur before other agencies, particularly if there is any change in our current expectation that all other agency actions will

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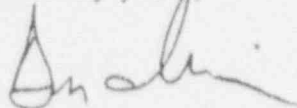
Joseph Rutberg, Esq.

July 2, 1991

Page 3

be completed by September. Please let me know if there is anything KPL and KG&E can do to assist at any time in the Staff's remaining review process. In particular, please let me know promptly in the event it becomes no longer safe to project that the Staff will complete its antitrust review in time to permit final action on the request for license transfer and amendment during the month of September.

Sincerely yours,



Donald P. Irwin

Enclosure

cc w/enclosure: Darrel A. Nash (NRR)  
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