

New Hampshire Yankee

Ted C. Feigenbaum
President and
Chief Executive Officer

NYN- 92018

February 14, 1992

United States Nuclear Regulatory Commission
Washington, D.C. 20555

Attention: Document Control Desk

Reference: Facility Operating License No. NPF-86, Docket No. 50-443

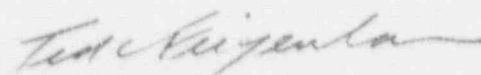
Subject: Status of Approvals Required to Complete the Merger of Public Service Company of New Hampshire and Northeast Utilities and to Transfer the Managing Agent Responsibilities for Seabrook Station from New Hampshire Yankee to North Atlantic Energy Service Corporation

Gentlemen:

In light of the recent and prospective activity on the proposed merger and managing agent transfer, as well as our commitment to keep the NRC informed, enclosed please find a summary of the latest status of the remaining approvals needed from both federal and state agencies.

If you have any questions on this matter, please call Mr. Terry L. Harpster, Director of Licensing Services, at (603) 474-9521, extension 2765.

Very truly yours,


Ted C. Feigenbaum

TCF:JBH/act

Enclosure

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ADD 1/1

REMAINING APPROVALS NEEDED TO COMPLETE THE PUBLIC SERVICE
COMPANY OF NEW HAMPSHIRE (PSNH) AND NORTHEAST UTILITIES (NU) MERGER
AND SEABROOK MANAGING AGENT TRANSFER

Federal Energy Regulatory Commission (FERC)

FERC's order on rehearing was issued on January 29, 1992. The FERC order reaffirms the August 9, 1991 order approving the merger, but modifies certain transmission access conditions of the August 9, 1991 FERC order. In light of the FERC order, the merger may occur upon NU's submittal of a compliance filing to FERC 15 days after the issuance of the final NH PUC and CDPUC decisions.

Securities and Exchange Commission (SEC)

The SEC issued a supplemental decision on March 15, 1991 conditioning their approval of the merger on FERC approval.

NU must obtain approval of the so called Step 2 financings (NAEC and NU financings). NU will file an amendment to its SEC application on about February 15, 1992 and expects SEC approval of the Step 2 financings in early April, 1992.

The SEC must also approve the organization and conduct of business of NAESCO. The application has been pending with the SEC since January 14, 1991. NU expects the SEC to issue its decision approving the organization of NAESCO by about mid-March, 1992.

Connecticut Department of Public Utilities Control (CDPUC)

Although it issued a preliminary approval, the CDPUC must make a final decision regarding the merger. Hearings before the CDPUC are scheduled for February 24 and 25, 1992 and the CDPUC has stated that a final order on the merger will be issued on March 31, 1992.

New Hampshire Public Utilities Commission (NH PUC)

NU has applied to the NH PUC for approval of the NAEC financings and the issuance of new PSNH common stock to NU, and the NH PUC has scheduled a hearing on this issue for February 18, 1992. NU anticipates that the NH PUC will issue its order on the financings in early March, 1992.

The NH PUC approval of the merger was subject to further consideration in light of the FERC order. NU believes that given the treatment of the transmission access conditions in the January 29, 1992 FERC order, the pending NH PUC proceeding regarding the FERC order will be terminated without a hearing.

Nuclear Regulatory Commission (NRC)

Approval is required of the November 13, 1990 operating license amendment applications for transfer of managing agent responsibilities to NAESCO and transfer of PSNH's ownership share of Seabrook Station to NAEC. Additionally, the NRC must approve the transfer of control of PSNH's interest in Millstone 3 that was requested in applications filed on January 23, 1991 and March 21, 1991.