

March 3, 2000

Mr. Gerald R. Rainey
President and Chief Nuclear Officer
PECO Energy Company
965 Chesterbrook Blvd. 63C-3
Wayne, PA 19087-5691

SUBJECT: NOTICE OF CONSIDERATION OF APPROVAL OF TRANSFER OF FACILITY
OPERATING LICENSES AND CONFORMING AMENDMENTS, AND
OPPORTUNITY FOR A HEARING - LIMERICK GENERATING STATION,
UNITS 1 AND 2 (TAC NOS. MA7733 AND MA7731)

Dear Mr. Rainey:

Enclosed is a copy of a "Notice of Consideration of Approval of Transfer of Facility Operating Licenses and Conforming Amendments, and Opportunity for a Hearing" related to the application dated December 20, 1999, as supplemented January 3, and February 14, 2000, filed by PECO Energy Company, as supplemented by a letter dated January 14, 2000, from Commonwealth Edison Company. The application (pursuant to 10 CFR 50.80) seeks approval of the proposed transfer of the Limerick Generating Station, Units 1 and 2, Facility Operating Licenses Nos. NPF-39 and NPF-85 to a new generating company currently referred to as GENCO from the current holder of the licenses, PECO Energy Company. GENCO will be a subsidiary of a new holding company, Exelon Corporation, which will be formed as a result of a merger of Unicom Corporation (the parent of Commonwealth Edison Company) and PECO Energy Company. The application also seeks (pursuant to 10 CFR 50.90) the issuance of conforming amendments to the licenses to reflect the transfer.

This notice is being forwarded to the Office of the Federal Register for publication.

Sincerely,

/RA/

Bartholomew C. Buckley, Sr. Project Manager, Section 2
Project Directorate I
Division of Licensing Project Management
Office of Nuclear Reactor Regulation

Docket Nos. 50-352 and 50-353

Enclosure: Notice

cc w/encl: See next page

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UNITED STATES NUCLEAR REGULATORY COMMISSION

PECO ENERGY COMPANY

LIMERICK GENERATING STATION, UNITS 1 AND 2

DOCKET NOS. 50-352 AND 50-353

NOTICE OF CONSIDERATION OF APPROVAL OF TRANSFER OF
FACILITY OPERATING LICENSES AND CONFORMING AMENDMENTS,
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 transfer of Facility Operating Licenses Nos. NPF-39 and NPF-85 for Limerick Generating Station, Units 1 and 2 (Limerick Units 1 and 2). PECO Energy Company (PECO) is currently the owner and the licensed operator of Limerick Units 1 and 2. The transfer would be to a new generating company, currently referred to as GENCO. GENCO will be a subsidiary of a new holding company, Exelon Corporation, which will be formed as a result of a merger of Unicom Corporation (the parent company of Commonwealth Edison Company) and PECO. The Commission is also considering amending the licenses for administrative purposes to reflect the proposed transfer. The facility is located in Montgomery County, Pennsylvania.

According to an application for approval filed by PECO, GENCO would assume ownership of the facility following approval of the proposed transfer of the licenses, and would become exclusively responsible for the operation, maintenance, and eventual decommissioning of Limerick Units 1 and 2. No physical changes to the facilities or operational changes are being proposed in the application.

The proposed amendments would replace references to PECO in the licenses with references to GENCO and make other changes for administrative purposes to reflect the proposed transfer of the licenses.

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 transfer of a license if the Commission determines that the proposed transferee is qualified to hold the license, and that the transfer is otherwise consistent with applicable provisions of law, regulations, and orders issued by the Commission pursuant thereto.

Before issuance of the proposed conforming license amendments, the Commission will have made findings required by the Atomic Energy Act of 1954, as amended (the Act), and the Commission's regulations.

As provided in 10 CFR 2.1315, unless otherwise determined by the Commission with regard to a specific application, the Commission has determined that any amendment to the license of a utilization facility which does no more than conform the license to reflect the transfer action involves no significant hazards consideration. No contrary determination has been made with respect to this specific license amendment application. In light of the generic determination reflected in 10 CFR 2.1315, no public comments with respect to significant hazards considerations are being solicited, notwithstanding the general comment procedures contained in 10 CFR 50.91.

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

By March 29, 2000, any person whose interest may be affected by the Commission's action on the application may request a hearing, and, if not the applicant, 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: J. W. Durham, Sr., Esquire, Sr. V.P. & General Counsel, PECO Energy Company, 2301 Market Street, S26-1, Philadelphia, PA 19101 (phone 215-841-4250, fax 215-841-4282 or e-mail JDURHAM@PECO-Energy.COM); the General Counsel, U.S. Nuclear Regulatory Commission, Washington, DC 20555-0001 (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 April 10, 2000, 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 December 20, 1999, as supplemented January 3, and February 14, 2000, filed by PECO, and the supplement dated January 14, 2000, filed by Commonwealth Edison Company, available for public inspection at the Commission's Public Document Room, the Gelman Building, 2120 L Street, NW., Washington, DC, and accessible electronically through the ADAMS Public Electronic Reading Room link at the NRC Website (<http://www.nrc.gov>).

Dated at Rockville, Maryland, this 3rd day of March 2000.

FOR THE NUCLEAR REGULATORY COMMISSION

/RA/

Bartholomew C. Buckley, Sr. Project Manager, Section 2
Project Directorate I
Division of Licensing Project Management
Office of Nuclear Reactor Regulation

Limerick Generating Station, Units 1 & 2

cc:

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