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John P. Stetz
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December 13, 1996
PY-CEI-NRR-2122L

U. S. Nuclear Regulatory Commission
Document Control Desk
Washington, DC 20555

Perry Nuclear Power Plant
Docket No. 50-440
Application For Transfers
Of Control Regarding Operating
License No. NPF-58
For The Perry Nuclear Power Plant

Ladies and Gentlemen:

Pursuant to Section 184 of the Atomic Energy Act, as amended, Section 50.80 of Title 10 of the Code of Federal Regulations (10CFR 50.80) and NRC Administrative Letter 96-02: Licensee Responsibilities Related to Financial Qualifications, the Cleveland Electric Illuminating Company ("CEI") and Centerior Service Company ("CSC"), licensed operators of the Perry Nuclear Power Plant ("Perry"), hereby submit the enclosed Application for Transfers of Control of the Perry Operating License No. NPF-58, on behalf of licensees CEI, CSC, Toledo Edison Company ("TE"), Ohio Edison Company, OES Nuclear, Inc., and Pennsylvania Power Company (hereinafter referred to as the "Licensee Applicants"). The Application requests the consent of the Nuclear Regulatory Commission ("NRC") to the indirect transfers of control of Licensee Applicants' interests in the Perry Operating License that will occur under a proposed merger of Centerior Energy Corporation (the parent holding company of CEI, CSC and TE) and Ohio Edison Company resulting in the formation of a new single holding company, FirstEnergy Corp. ("FirstEnergy"). Duquesne Light Company, which is also a licensed owner of the Perry Plant, is not involved in the merger.

The merger will create a stronger, more competitive enterprise led by a strong management team. It is expected to generate over \$1 billion in net savings during the first ten years of FirstEnergy operation, thereby enhancing the Licensee Applicants' financial resources to possess and operate Perry.

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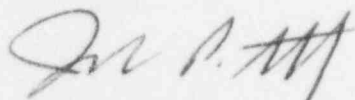
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In order to maximize the significant cost savings and efficiencies upon consummation of the merger, the Licensee Applicants request expeditious review of this Application by the NRC and the issuance of a 10CFR50.80 consent letter by the NRC. The Licensee Applicants believe that the NRC should be able to consent to the indirect transfers of control occasioned by the proposed merger, since the merger will have no adverse effect on either the technical management or operation of Perry; will not require a specific demonstration of financial qualifications since the Licensee Applicants' status as electric utilities under 10CFR50.2 will remain unchanged; and will not require any additional NRC antitrust review for reasons stated in the enclosed Application.

The proposed merger requires approval of other regulatory agencies in addition to obtaining consent from the NRC. The NRC Project Manager for Perry will be kept informed of the progress made by the other regulatory agencies. The merger is expected to be completed by September 1, 1997, enabling FirstEnergy to come into corporate existence on that date. Accordingly, it is requested that the NRC consent to the indirect transfer of control of the Perry license no later than September 1, 1997.

If you have questions or require additional information, please contact Ms. Mary O'Reilly of the Centerior Legal Department at (216) 447-3206 or Mr. David Lewis of Shaw, Pittman, Potts and Trowbridge, at (202) 663-8474.

Very truly yours,



John P. Stetz

jPS/MOR:mah

Enclosure

cc: Regional Administrator, NRC Region III
PNPP NRC Senior Resident Inspector
PNPP NRC/NRR Project Manager
State of Ohio

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Docket Number 50-440
License Number NPF-58
PY-CEI-NRR-2122L

APPLICATION FOR TRANSFERS OF CONTROL
REGARDING
OPERATING LICENSE NUMBER NPF-58
PERRY NUCLEAR POWER PLANT
UNIT NUMBER 1

Attached is an Application for Transfers of Control for the Perry Nuclear Power Plant ("Perry"), Unit Number 1 Facility Operating License Number NPF-58.

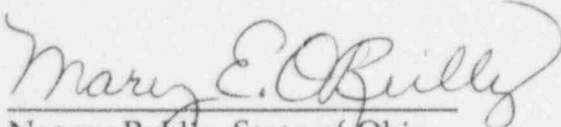
This Application is submitted under cover letter Number PY-CEI-NRR-2122L on behalf of Perry owners and licensees, The Cleveland Electric Illuminating Company, the Centerior Service Company, The Toledo Edison Company, Ohio Edison Company, OES Nuclear, Inc., and Pennsylvania Power Company.

By:



John P. Stetz, Senior Vice President - Nuclear

Sworn to and subscribed before me this 13th day of December, 1996.



Notary Public, State of Ohio

MARY E. O'REILLY
Attorney at Law

Notary Public — State of Ohio

My Commission has no Expiration Date
Section O.R.C. 147.03