

petition must satisfy the specificity requirements described above.

Not later than 15 days prior to the first prehearing conference scheduled in the proceeding, a petitioner shall file a supplement to the petition to intervene which must include a list of the contentions which are sought to be litigated in the matter. Each contention must consist of a specific statement of the issue of law or fact to be raised or controverted. In addition, the petitioner shall provide a brief explanation of the bases of the contention and a concise statement of the alleged facts or expert opinion which support the contention and on which the petitioner intends to rely in proving the contention at the hearing. The petitioner must also provide references to those specific sources and documents of which the petitioner is aware and on which the petitioner intends to rely to establish those facts or expert opinion. Petitioner must provide sufficient information to show that a genuine dispute exists with the applicant on a material issue of law or fact. Contentions shall be limited to matters within the scope of the amendment under consideration. The contention must be one which, if proven, would entitle the petitioner to relief. A petitioner who fails to file such a supplement which satisfies these requirements with respect to at least one contention will not be permitted to participate as a party.

Those permitted to intervene become parties to the proceeding, subject to any limitations in the order granting leave to intervene, and have the opportunity to participate fully in the conduct of the hearing, including the opportunity to present evidence and cross-examine witnesses.

If the amendment is issued before the expiration of the 30-day hearing period, the Commission will make a final determination on the issue of no significant hazards consideration. If a hearing is requested, the final determination will serve to decide when the hearing is held.

If the final determination is that the amendment request involves no significant hazards consideration, the Commission may issue the amendment and make it immediately effective, notwithstanding the request for a hearing. Any hearing held would take place after issuance of the amendment.

If the final determination is that the amendment request involves a significant hazards consideration, any hearing held would take place before the issuance of any amendment.

A request for a hearing or a petition for leave to intervene must be filed with the Secretary of the Commission,

Attention: Rulemakings and Adjudications Staff, U.S. Nuclear Regulatory Commission, Washington, DC 20555-0001, or may be delivered to the Commission's Public Document Room, the Gelman Building, 2120 L Street, NW., Washington, DC, by the above date. A copy of the petition should also be sent to the Office of the General Counsel, U.S. Nuclear Regulatory Commission, Washington, DC 20555-0001, and to Gerald Charnoff, Esquire; Shaw, Pittman, Potts and Trowbridge; 2300 N Street, NW., Washington, DC 20037, attorney for the licensee.

Nontimely filings of petitions for leave to intervene, amended petitions, supplemental petitions and/or requests for hearing will not be entertained absent a determination by the Commission, the presiding officer, or the presiding Atomic Safety and Licensing Board that the petition and/or request should be granted based upon a balancing of the factors specified in 10 CFR 2.714(a)(1) (i)-(v) and 2.714(d).

For further details with respect to this action, see the application for amendment dated October 8, 1997, which is available for public inspection at the Commission's Public Document Room, located at the Gelman Building, 2120 L Street, NW., Washington, DC, and at the local public document room, located at the Maud Preston Palenske Memorial Library, 500 Market Street, St. Joseph, Michigan 49085.

Dated at Rockville, Maryland, this 16th day of October 1997.

For the Nuclear Regulatory Commission.

John B. Hickman,

Project Manager, Project Directorate III-3, Division of Reactor Projects III/IV, Office of Nuclear Reactor Regulation.

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NUCLEAR REGULATORY COMMISSION

[Docket No. 50-483]

Union Electric Company Callaway Plant, Unit 1; Post Operating License Antitrust Review Finding Of No Significant Changes

By letter dated February 23, 1996, as supplemented by letters dated April 24, 1996 and November 15, 1996, Union Electric Company (UEC), holder of the Operating License for the Callaway Nuclear Plant, requested NRC approval regarding a merger agreement with Central Illinois Public Service Company (CIPSCO), under which UEC would become a wholly-owned subsidiary of

the newly formed Ameren Corporation, a registered public utility holding company. Presently, 50 percent of Ameren is owned by UEC, and 50 percent is owned by CIPSCO.

The staff has examined, from a competitive standpoint, events which have occurred since issuance of the Callaway, Unit 1 construction permit to UEC and the operating license. In addition, the staff has considered the structure of the electric utility industry in the State of Missouri, and the record and testimony developed in related proceedings at the Federal Energy Regulatory Commission (FERC).

The staff's analysis is as follows:

After the merger, UEC will continue to own and operate the Callaway Nuclear Plant. UEC will continue to be engaged principally in the generation, transmission, distribution and retail and wholesale sale of electricity and in the distribution and retail sale of natural gas in Missouri.

Based upon the information provided by the licensee, the proposed merger and restructuring will not adversely affect the operation of the Callaway facility nor the bulk power services market served by the Callaway facility. For the most part, the transmission systems of UEC and CIPSCO do not overlap, so the merger for the most part would not eliminate one independent and potentially competing transmission alternative. Also, the licensee has filed consolidated (one system) open access transmission tariffs, which make available all of the direct interconnections of both companies as receipt and delivery points. This has the potential to expand wholesale bulk power trading opportunities in the region. The single-system open access transmission tariffs should make entry by new non-utility generators easier than before the merger, which should increase competition for long term generating capacity.

Market forces resulting from deregulation of the electric utility industry appear to be the driving force for the proposed merger. In testimony before FERC, licensee representatives stated that the rationale for the merger was to reduce the combined operating costs of UEC and CIPSCO. Both companies have been aggressively pursuing cost reductions to remain competitive, and have reached the practical limits of that strategy. Without a fundamental change in their way of doing business, it would become increasingly difficult to continue reducing costs. By combining utility operations, both companies have an opportunity to achieve more cost efficiency than either company could achieve independently.

The staff recommends that the Director of the Office of Nuclear Reactor Regulation issue a no significant antitrust change finding in connection with UEC's request dated February 23, 1996, as supplemented by letters dated April 23, 1996, and November 15, 1996.

Based on the staff's analysis, it is my finding that the proposed

implementation of the merger agreement between UEC and CIPSCO, which provides for UEC to become a wholly-owned subsidiary of the newly formed Ameren Corporation, does not represent a "significant change."

Dated at Rockville, Maryland, this 16th day of October 1997.

For the Nuclear Regulatory Commission.

Samuel J. Collins,

Director, Office of Nuclear Reactor Regulation.

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BILLING CODE 7590-01-P

NUCLEAR REGULATORY COMMISSION

[Docket No. 50-483]

In the Matter of Union Electric Company (Callaway Plant, Unit 1); Order Approving Application Regarding the Corporate Merger Agreement Between Union Electric Company and Cipsco Incorporated To Form a Holding Company

I

Union Electric Company (UEC) is sole owner of Callaway Plant, Unit 1. UEC holds Facility Operating License No. NPF-30 issued by the U.S. Nuclear Regulatory Commission (NRC) pursuant to Part 50 of Title 10 of the Code of Federal Regulations on October 18, 1984. Under this license, UEC has the authority to own and operate Callaway Plant, Unit 1. Callaway Plant is located in Callaway County, Missouri.

II

By letter dated February 23, 1996, as supplemented by letters dated April 24, 1996, and November 15, 1996, UEC informed the Commission that it had entered into a merger agreement with CIPSCO Incorporated (CIPSCO) which would provide for UEC to become a wholly-owned operating company of Ameren Corporation (Ameren). Ameren was formed to implement the merger agreement, and is presently owned equally by UEC and CIPSCO. Under the merger agreement, current holders of UEC common stock and holders of CIPSCO common stock will become holders of common stock in Ameren. UEC requested, to the extent necessary, the Commission's approval, pursuant to 10 CFR 50.80. Notice of this application for approval was published in the **Federal Register** on June 10, 1996 (61 FR 29434), and an Environmental Assessment and Finding of No Significant Impact was published in the **Federal Register** on November 22, 1996 (61 FR 59469).

Under 10 CFR 50.80, no license shall be transferred, directly or indirectly, through transfer of control of the license, unless the Commission shall give its consent in writing. Upon review of the information submitted in the letter of February 23, 1996, as supplemented by letters dated April 24, 1996, and November 15, 1996, and other information before the Commission, the NRC staff has determined that consummation of the merger agreement between UEC and CIPSCO, resulting in UEC becoming a wholly-owned subsidiary of a holding company, Ameren, will not affect the qualifications of UEC as holder of the license for Callaway Plant, and that the transfer of control of the license, to the extent effected by the consummation of the merger agreement between UEC and CIPSCO, is otherwise consistent with applicable provisions of law, regulations, and orders issued by the Commission, subject to the conditions set forth herein. These findings are supported by the Safety Evaluation dated October 16, 1997.

III

Accordingly, pursuant to Section 161b, 161i, 161o, and 184 of the Atomic Energy Act of 1954, as amended, 42 USC 2201(b), 2201(i), 2201(o) and 2234, and 10 CFR 50.80, *It Is Hereby Ordered* that the Commission approves the application regarding the merger agreement between UEC and CIPSCO, under which Ameren will become the holding company of UEC, subject to the following: (1) UEC shall provide the Director of the Office of Nuclear Reactor Regulation a copy of any application, at the time it is filed, to transfer (excluding grants of security interests or liens) from UEC to its proposed parent or to any other affiliated company, facilities or other assets for the production, transmission, or distribution of electric energy having a depreciated book value exceeding ten percent (10%) of UEC's consolidated net utility plant, as recorded on UEC's books of account; and (2) should the merger agreement between UEC and CIPSCO not be implemented by September 30, 1998, this Order shall become null and void, provided, however, on application and for good cause shown, such date may be extended.

This Order is effective upon issuance.

IV

By November 21, 1997, any person adversely affected by this Order may file a request for a hearing with respect to issuance of the Order. Any person requesting a hearing shall set forth with particularity how that interest is adversely affected by this Order and

shall address the criteria set forth in 10 CFR 2.714(d).

If a hearing is to be held, the Commission will issue an order designating the time and place of such hearing.

The issue to be considered at any such hearing shall be whether this Order should be sustained.

Any request for a hearing must be filed with the Secretary of the Commission, U.S. Nuclear Regulatory Commission, Washington, DC 20555-0001, Attention: Rulemakings and Adjudications Staff, or may be delivered to 11555 Rockville Pike, Rockville, Maryland between 7:45 am and 4:15 pm Federal workdays, by the above date. Copies should be also sent to the Office of the General Counsel, and to the Director, Office of Nuclear Reactor Regulation, U.S. Nuclear Regulatory Commission, Washington, DC 20555, and to Gerald Charnoff, Esquire/Thomas A. Baxter, Esquire, Shaw, Pittman, Potts & Trowbridge, 2300 N. Street, N.W., Washington, D.C. 20037, attorneys for UEC.

For further details with respect to this Order, see the application dated February 23, 1996, and supplemental letters dated April 24, 1996 and November 15, 1996, which are available for public inspection at the Commission's Public Document Room, the Gelman Building, 2120 L Street, NW., Washington, DC, and at the local public document room located at the Callaway County Public Library, 710 Court Street, Fulton, Missouri 65251.

Dated at Rockville, Maryland, this 16th day of October 1997.

For the Nuclear Regulatory Commission.

Samuel J. Collins,

Director, Office of Nuclear Reactor Regulation.

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NUCLEAR REGULATORY COMMISSION

Biweekly Notice

Applications and Amendments to Facility Operating Licenses Involving No Significant Hazards Considerations

I. Background

Pursuant to Public Law 97-415, the U.S. Nuclear Regulatory Commission (the Commission or NRC staff) is publishing this regular biweekly notice. Public Law 97-415 revised section 189 of the Atomic Energy Act of 1954, as amended (the Act), to require the Commission to publish notice of any amendments issued, or proposed to be