



Luminant

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CP-201600136
TXX-16028

Ref: 10 CFR 50.80
10 CFR 50.90
10 CFR 72.50
10 CFR 2.390

March 14, 2016

U.S. Nuclear Regulatory Commission
Attention: Document Control Desk
Director, Office of Nuclear Reactor Regulation
Washington, DC 20555-0001

SUBJECT: Comanche Peak Nuclear Power Plant (CPNPP) and Independent Spent Fuel Storage Installation (ISFSI), Docket Nos. 50-445, 50-446, 72-74
Additional Information Regarding Application for Order Approving Transfer of Licenses and Conforming License Amendments (CPNPP Unit 1 Operating License (NPF-87) and CPNPP Unit 2 Operating License (NPF-89)) (CAC NOS. MF7075 and MF7076)

REFERENCE:

1. Luminant Power Letter logged TXX-15146 from Rafael Flores to the NRC dated November 12, 2015, Application for Order Approving Transfer of Licenses and Conforming License Amendments (CPNPP Unit 1 Operating License (NPF-87) and CPNPP Unit 2 Operating License (NPF-89)) (ML15320A093)
2. Luminant Power Letter logged TXX-15166 from Rafael Flores to the NRC dated December 9, 2015, Additional Information Regarding Application for Order Approving Transfer of Licenses and Conforming License Amendments (CPNPP Unit 1 Operating License (NPF-87) and CPNPP Unit 2 Operating License (NPF-89)) (ML15345A048)
3. NRC Letter dated February 8, 2016, Request for Additional Information Regarding Application for Order Approving Transfer of Licenses and Conforming License Amendments (CAC Nos. MF7075 and MF7076) (ML16034A196)

Dear Sir or Madam:

Luminant Generation Company LLC ("Luminant Power") hereby submits a response to an NRC request for additional information (Reference 3) in connection with the transfer of licenses requested in Reference 1 and provides additional supplemental information. As a result of communication between the NRC staff (Margaret Watford) and Luminant Power (Carl Corbin) it was agreed the Response to the RAIs would be extended until March 14, 2016.

Enclosure 1 provides Luminant Power's response the NRC Request for Additional Information.

*ADD
NM5526
NRR
NM55*

The ownership percentages of the First Lien Creditors identified in the table at page 17 of Reference 1 is updated by Enclosure 2 to this letter.

Enclosure 3 (Non-Proprietary) of Reference 2 and Addendum Enclosure 3 (Proprietary) of Reference 2 are superseded by Enclosure 3 (Non-Proprietary) and Enclosure 4 (Proprietary) of this letter, respectively. The changes in Enclosures 3 and 4 of this letter are updated Pro Forma Income Statement and Balance Sheet to reflect recent activities, including the expected acquisition by an affiliate of Luminant Power of two gas-fired electric generation plants at the end of the first quarter of 2016.

Enclosure 4 (Proprietary), contains confidential commercial or financial information. Luminant Power requests that Enclosure 4 (Proprietary) be withheld from public disclosure pursuant to 10 CFR 2.390(a)(4) and the policy reflected in 10 CFR 9.17(a)(4), as described in the Affidavit of Thomas P. McCool, which is provided in Attachment 2 to this letter. A non-proprietary version suitable for public disclosure is provided by Enclosure 3.

The No Significant Hazards Consideration Determination provided in Exhibit E of Reference 1 is not changed by the additional information provided in this letter.

There are no new regulatory commitments in this letter. Enclosure 5 provides an updated status of regulatory commitment 5178508 (from Enclosure 1 Exhibit F of Reference 1).

If the NRC requires additional information concerning the enclosed application, please contact Thomas P. McCool, Site Vice President (Acting), Luminant Power, tel: (254) 897-6042 or e-mail (Thomas.McCool@Luminant.com).

Sincerely,

Luminant Generation Company LLC

Kenneth J. Peters

By: 

Thomas P. McCool
Site Vice President (Acting)

Attachment 1	Affirmation of Thomas P. McCool
Attachment 2	Affidavit of Thomas P. McCool
Enclosure 1	Response to NRC Request for Additional Information
Enclosure 2	Updated First Lien Creditor Committee Approximate Ownership
Enclosure 3	Pro Forma Income Statement and Balance Sheet (Non-Proprietary)
Enclosure 4	Pro Forma Income Statement and Balance Sheet (Proprietary)
Enclosure 5	Updated Regulatory Commitment

c - w/o proprietary Enclosure 4 except * (paper copy)

William M. Dean, Director, Office of Nuclear Reactor Regulation
M. L. Dapas, Region IV
* Margaret M. Watford, NRR
Resident Inspectors, Comanche Peak

Mr. Robert Free
Environmental Monitoring & Emergency Response Manager
Texas Department of State Health Services
Mail Code 1986
P. O. Box 149347
Austin TX, 78714-9347

Affirmation

I, Thomas P. McCool, being duly sworn, state that I am the Site Vice President (Acting) for Comanche Peak Nuclear Power Plant, Luminant Generation Company LLC ("Luminant Power"), that I am authorized to sign and file this additional information in support of its "Application for Order Approving Transfer of Licenses and Conforming License Amendments," with the Nuclear Regulatory Commission on behalf of Luminant Power and its affiliates, and that the statements made and the matters set forth herein pertaining to Luminant Power and its affiliates are true and correct to the best of my knowledge, information, and belief.

Luminant Generation Company LLC



Thomas P. McCool
Site Vice President (Acting)

STATE OF TEXAS

COUNTY OF Somervell

Subscribed and sworn to before me, a Notary Public, in and for the County and State

above named, this 14 th day of March 2016.



My Commission Expires: July 2, 2019

10 CFR 2.390

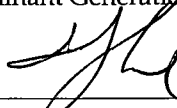
AFFIDAVIT OF THOMAS P. MCCOOL

I, Thomas P. McCool, Site Vice President (Acting) state that:

1. I am authorized to execute this affidavit on behalf of Luminant Generation Company LLC ("Luminant Power") and its affiliates.
2. Luminant Power is providing information in support of its "Application for Order Approving Transfer of Licenses and Conforming License Amendments." Enclosure 4 (Proprietary) is being provided and contains financial pro forma statements related to anticipated revenues from sales of energy and capacity from Comanche Peak Nuclear Power Plant and confidential information regarding anticipated assets, liabilities and capital structure at the time of transfer. These documents constitute proprietary commercial and financial information that should be held in confidence by the NRC pursuant to 10 CFR 2.390(a)(4) and the policy reflected in 10 CFR 9.17(a)(4), because:
 - a. This information is and has been held in confidence by Luminant Power and its affiliates.
 - b. This information is of a type that is held in confidence by Luminant Power and its affiliates, and there is a rational basis for doing so because the information contains sensitive financial competitive information concerning Luminant Power affiliates' anticipated revenues and operating expenses.
 - c. This information is being transmitted to the NRC in confidence.
 - d. This information is not available in public sources and could not be gathered readily from other publicly available information.
 - e. Public disclosure of this information would create substantial harm to the competitive position of Luminant Power by disclosing its internal financial pro form statements and the commercial terms of a unique transaction to other parties whose commercial interests may be adverse to those of Luminant Power.

3. Accordingly, Luminant Power requests that the designated documents be withheld from public disclosure pursuant to 10 CFR 2.390(a)(4) and the policy reflected in 10 CFR 9.17(a)(4).

Luminant Generation Company LLC



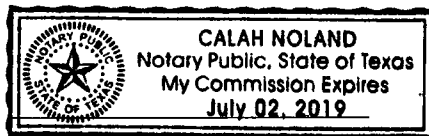
Thomas P. McCool
Site Vice President (Acting)

STATE OF TEXAS

COUNTY OF Somervell_____

Subscribed and sworn to me, a Notary Public, in and for the County and State above

named, this 14 th day of March 2016.



My Commission Expires: July 2, 2019

Response to NRC Request for Additional Information (RAI)

NRC RAI No 1

Title 10 of the Code of Federal Regulations (10 CFR), Section 50.33, "Contents of applications; general information," states, in part:

Each application shall state:

- (a) Name of applicant;*
- (b) Address of applicant;*
- (c) Description of business or occupation of applicant;*

The application does not provide the final legal entity names for Reorganized Texas Competitive Electric Holdings Corp. (Reorganized TCEH) or its subsidiaries, Intermediate Holding Company LLC, Operating Company LLC (OpCo LLC), Asset Company LLC, Preferred Stock Company Corp., and Comanche Peak LLC (CP LLC). According to the application, the proposed license transfers involve administrative changes to the facility's licenses to reflect CP LLC as owner, and OpCo LLC as operator, as the post-reorganization entities responsible for the Facility. Accordingly, Luminant Generation Company LLC (Luminant Power) requests conforming license amendments. The applicant(s) stated that the names in the application (aforementioned) are placeholders and that Luminant Power will inform the NRC of the final legal entity names and submit updated proposed operating license revision pages.

Pursuant to 10 CFR 50.33(a) thru (c), if determined, please submit the final legal entity names of Reorganized TCEH and all of its subsidiaries.

Luminant Response to RAI No. 1:

At this time the final legal entity names for Reorganized TCEH and its subsidiaries Intermediate Holding Company LLC, Asset Company LLC, Preferred Stock Company Corp., OpCo LLC, and CP LLC have not been determined. The names will be determined closer in time to emergence of Reorganized TCEH from bankruptcy. The applicants will inform the NRC of the final names and provide operating license revisions as soon as possible and, in any event, prior to implementation and effectiveness of the administrative amendments to the NRC licenses necessary to reflect the license transfers. Applicants consent to a condition in the NRC's license transfer consent order specifying that this information be provided no later than seven days prior to the consummation of the transfers to allow implementation of the administrative license amendments.

NRC RAI No 2

Paragraph 10 CFR 50.33(d)(3) states, in part:

If applicant is a corporation or an incorporated association, state:

- (ii) The names, addresses and citizenship of its directors and its principal officers;*

Section 10 CFR 50.38, "Ineligibility of certain applicants," states:

Any person who is a citizen, national, or agent of a foreign country, or any corporation, or other entity which the Commission knows or has reason to believe is owned, controlled, or dominated by an alien, a foreign corporation, or a foreign government, shall be ineligible to apply for and obtain a license.

The application does not provide complete information regarding all directors, principal officers, or board members of Reorganized TCEH or its subsidiaries, including the proposed licensees CP LLC, as owner, and OpCo LLC, as operator, after emergence from bankruptcy. However, in Exhibit F, "Updated Regulatory Commitments," of application dated November 13, 2015, the applicant identified commitments to provide "[t]he names of the principal officers and directors of each of the subsidiary companies of the Reorganized TCEH, after they have been identified," and "the names and citizenships of the initial members of the Reorganized TCEH Board, when that information becomes available." Exhibit F further stated that "[a]ll or substantially all of the Reorganized TCEH Board members will be U.S. citizens."

Pursuant to 10 CFR 50.33(d)(3)(ii) and 10 CFR 50.38, if determined, please submit the names, addresses, and citizenship of the directors and principal officers of Reorganized TCEH and all of its subsidiaries, including CP LLC and OpCo LLC, after emergence from bankruptcy.

Luminant Response to RAI No. 2:

The evaluation and selection of the individuals to serve as the directors (other than the three previously identified directors) and principal officers of Reorganized TCEH and its subsidiaries following emergence from bankruptcy remains ongoing; specific individuals have not yet been selected. The Applicants anticipate substantial continuity of the principal officers from the organizations currently performing those business functions. The Applicants will notify the NRC of the names of these personnel (all of whom will be U.S. citizens) and any other changes or additions to these positions that occur prior to emergence as soon as they have been identified, but no later than seven days prior to implementation of the transfers.

Additional changes to these positions may occur post-emergence. The Applicants will notify the NRC of any changes in these personnel made during the first ninety days following emergence.

As addressed in the Application, the initial Board of Directors of Reorganized TCEH will be comprised of seven members appointed by the First Lien Creditor Committee. As previously identified in the Application, three of the directors have been determined and are listed. Also previously noted in the Application, two of those directors are U.S. citizens; one is a Canadian citizen. The remaining four directors of Reorganized TCEH are still to be appointed by the First Lien Creditor Committee. The First Lien Creditor Committee has engaged an executive search firm to assist in the evaluation and selection of potential candidates to serve as additional initial directors, but such directors have yet not been determined. The Applicants anticipate that the selection process will be completed in the coming months and will notify the NRC of the name of these directors (all of whom will be U.S. citizens) and any other changes or additions to these positions that occur prior to emergence as soon as they have been identified, but no later than seven days prior to implementation of the transfers.

The First Lien Creditor Committee also expects that a majority of the directors, including at least three of the to-be-named directors, will satisfy independence requirements under the listing standards of the New York Stock Exchange. Because those additional directors have not yet been determined, additional negotiation action measures are discussed in response to Request for Additional Information #3. Additionally, The Board of Reorganized TCEH plans to make use of a Nuclear Oversight Advisory Board ("NOAB"), similar to that advising Luminant Power today. The NOAB which would include one or more members with significant nuclear operations or regulatory experience and would assist the Board of Reorganized TCEH in its conduct of oversight of the safety and quality of Luminant Power's nuclear operations.

NRC RAI No 3

Section 10 CFR 50.38, "Ineligibility of certain applicants," states:

Any person who is a citizen, national, or agent of a foreign country, or any corporation, or other entity which the Commission knows or has reason to believe is owned, controlled, or dominated by an alien, a foreign corporation, or a foreign government, shall be ineligible to apply for and obtain a license.

The application does not provide complete list of the identities of the initial directors of Reorganized TCEH or its subsidiaries. The application stated that the Reorganized TCEH Board (Board) will be appointed by the First Lien Creditors and will include independent directors and that the Board will be comprised of seven members, at least four of whom will be independent. The application identified three of the initial directors, including one Canadian citizen, and that the identities of the remaining Board members will be provided to the NRC when they become available, but that "substantially all of the members of the Reorganized TCEH Board are expected to be U.S. citizens." Based on members of the Reorganized TCEH Board are expected to be U.S. citizens." Based on the foregoing and additional information provided in the application, the applicant stated that "there will continue to be no foreign ownership, control or domination [FOCD] of Reorganized TCEH or its subsidiaries, including CP LLC and OpCo LLC."

Additionally, the application stated that the NRC has previously imposed the following negation measures to address any potential FOCD issues under License Condition 2.C.(9):

Following the subject indirect transfer of control of the licenses, all of the officers of the general partner of controlling member of the licensee of CPNPP shall be U.S. citizens. This condition may be amended upon application by the licensee and approval by the Director of the Office of Nuclear Reactor Regulation.

However, based on the information provided in the application regarding the makeup and authority of the Reorganized TCEH Board, the lack of information regarding the identities of the remaining Reorganized TCEH Board members, and lack of specific information regarding the identities of the directors and principal officers of any Reorganized TCEH subsidiaries, including CP LLC and OpCo LLC, additional negation measures are necessary to address any potential FOCD issues.

Pursuant to 10 CFR 50.38, please provide additional negation measures, in the form of a Negation Action Plan, to address any potential FOCD issues.

Luminant Response to RAI No. 3:

As discussed in the November 12, 2015 Application, the Applicants expect License Condition 2.C.(9) to be retained in the Comanche Peak licenses such that the managers and principal executive personnel of CP LLC and OpCo LLC shall be U.S. citizens.

As discussed above in the response to NRC RAI #2, additional initial directors of Reorganized TCEH will be named later. However, because one currently designated director is a non-U.S. citizen and because the additional initial directors have not yet been identified, Reorganized TCEH will take additional FOCD negation actions with respect to Comanche Peak.

Specifically, at the first meeting of the Reorganized TCEH Board of Directors after emergence, the Board will adopt resolutions that any non-U.S. citizens serving as either directors or executive officers of Reorganized TCEH shall not seek access to any classified information or to special nuclear material in the custody of the Comanche Peak licensees and shall not participate in or seek to influence operational decisions by the licensees regarding nuclear safety or security matters.

**Updated First Lien Creditor
Committee Approximate Ownership**

The table and note below update information in the Application at page 9 and the table at page 17 (TXX-15146 dated November 12, 2015) (ML15320A093).

Updated First Lien Creditor Committee Approximate Ownership	
Entities	Equity Interest ¹
Brookfield Asset Management Private Institutional Capital Adviser (Canada), L.P.	14.75%
Apollo Management Holdings L.P.	12.37%
Oaktree Capital Management, L.P.	10.60%
Fortress Credit Opportunities, Advisers LLC	4.51%
Franklin Templeton (Franklin Advisers, Inc. / Franklin Mutual Advisers, Inc.)	4.59%
King Street Capital Management, L.P.	1.73%
Angelo Gordon & Co., L.P.	3.73%
OZ Management LP	3.16%
Paulson & Co., Inc.	2.66%
TOTAL AD HOC COMMITTEE OF TCEH FIRST LIEN CREDITORS	58.08%

¹ Approximate ownership figures as of February 10, 2016. See, Sixth Supplemental Verified Statement of the Ad Hoc Committee of TCEH First Lien Creditors Pursuant to Bankruptcy Rule 2019, *In re: Energy Future Holdings Corp., et al.*, No. 14-10979 (Bankr. D. Del. Feb. 12, 2016), ECF No. 7832. As required by the Bankruptcy Court's November 23, 2015 Order (A) Requiring Certain Entities to Provide Information Pursuant to Bankruptcy Rule 2004, (B) Providing Requirements for the Purchase of Claims Against the Directors, and (C) Establishing Notification and Hearing Procedures for Relief from the Requirements of the Purchase of Certain Claims Against the Debtors, the First Lien Creditors have an affirmative obligation to timely report changes at established threshold levels. See *In re: Energy Future Holdings Corp., et al.*, No. 14-10979 (Bankr. D. Del. Nov. 23, 2015), ECF No. 7100). As of this filing, Luminant has no information indicating that any holder has exceeded the 15% threshold.