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REQUEST FOR ADDITIONAL INFORMATION

OFFICE OF NUCLEAR REACTOR REGULATION

APPLICATION FOR APPROVAL OF INDIRECT TRANSFER OF CONTROL

PPL SUSQUEHANNA, LLC

SUSQUEHANNA STEAM ELECTRIC STATION UNITS 1 AND 2

DOCKET NOS. 50-387 AND 50-388

By letter dated July 11, 2014,¹ as supplemented by letters dated October 24, 2014,² and November 6, 2014,³ PPL Susquehanna, LLC (PPL Susquehanna, the licensee), submitted an application for approval of Indirect Transfer of Control of the licenses for the Susquehanna Steam Electric Station, Units 1 and 2 (SSES), pursuant to Section 184 of the Atomic Energy Act of 1954, as amended (the Act), Title 10 of the *Code of Federal Regulations* (10 CFR) Section 50.80, "Transfer of licenses" and 10 CFR 72.50, "Transfer of license." The indirect transfers of control results from a series of transactions in which PPL Corporation will spin off PPL Energy Supply, LLC which will result in a new intermediate parent company, Talen Energy Holdings, Inc. To complete its review, the Nuclear Regulatory Commission (NRC) staff requests the following additional information regarding financial qualifications and decommissioning financial assurance.

Financial Qualifications – Regulatory Requirements

In accordance with 10 CFR 50.33(f)(2), the Applicants provided a projected five year income statement for Susquehanna and stated that PPL's Susquehanna's anticipated sources of revenue from sales of energy would provide reasonable assurance of an adequate source of funds to meet PPL Susquehanna's share of expenses for the plan.

Under 10 CFR 50.33(l) a non-utility applicant must provide information sufficient to demonstrate its financial qualifications to carry out the activities for which the license is being sought. In addition, per NUREG 1577, Rev. 1, the reviewer "will also consider relevant-financial information (i.e., information on cash or cash equivalents that would be sufficient to pay fixed operating costs during an outage of at least 6 months... and any other relevant factors)."

Finally, 10 CFR 50.33 f(5) states, in part:

The Commission may request an established entity or newly-formed entity to submit additional or more detailed information respecting its financial arrangements.... [T]his may include information regarding a licensee's ability to continue the conduct of the activities authorized by the license...

¹ Agencywide Documents Access and Management System (ADAMS) Accession No. ML14195A110.

² ADAMS Accession No. ML14311A681.

³ ADAMS Accession No. ML14311A292.

The finding of reasonable assurance that funds will be available to cover estimated operating costs for the period of the license relies on the applicant providing sufficient information regarding availability of credit or support agreements, bank lines of credit or other specifically identified sources of funds, sufficient to fund the estimated fixed operating and maintenance costs the period of the license.

RAI 6

Indicate the source of funds other than the revenue generated by Susquehanna Units 1 and 2 that would be available to pay fixed operating costs during an outage of at least six months for Susquehanna plant provided in the application. Provide supporting financial information for the staff to evaluate the reasonableness of the alternate sources of funds.

RAI 7

Talen Energy Corp.'s S-1 filing with the Securities and Exchange Commission on November 5, 2015, page 40 stated:

We face intense competition in the competitive power generation market, which may adversely affect our ability to operate profitably...We believe that the commencement of commercial operation of new electricity generating facilities in the regional markets where we own or control generation capacity and the evolution of demand side management resources will continue to increase competition in the wholesale electricity market in those regions, which could have an adverse effect on electricity and capacity prices.

The ability of the licensee, Susquehanna LLC, and new parent company, Talen Energy Corp., to generate and access necessary funds may be impaired if the revenue and cash flow is significantly less than in the past. Please address this concern generally and discuss specifically how the licensee would address a scenario in which Susquehanna experiences a significant unplanned outage which will require a large capital investment to remedy.

RAI 8

Talen Energy proposed two divestiture options in a filing with the Federal Energy Regulatory Commission July 15, 2014 ([EC14-112](#)). One involves divesting six Riverstone plants and one PPL plant in New Jersey and Pennsylvania for a total of 1,315 MW. The second involves divesting the same six Riverstone plants, plus a 399-MW coal-fired plant in Maryland and two PPL hydro plants in Pennsylvania for a total of 1,346 MW. Indicate how the divestiture plans will impact sources of funds available from Talen Energy Corp. or otherwise impact the financial qualifications of Susquehanna Units 1 and 2.

RAI 9

Following the announcement that PPL Corp. (PPL) intended to spin-off the power generation subsidiary, PPL Energy (to become Talen Energy Corp.), Standard & Poor's Ratings Services and Fitch Ratings downgraded PPL Energy/Talen. Fitch cut PPL Energy to double-B from triple-B-minus and placed the company's ratings on rating watch negative. S&P lowered its rating on PPL Energy to double-B from double-B-plus, and placed it on CreditWatch negative.

Both ratings agencies cited the debt level of Talen following the transaction as a factor in their analysis. Provide the ratings agencies reports describing the credit downgrades.

RAI 10

As stated in their November 5, 2014, Security Exchange Commission S-1 filing, Talen Energy Corp., indicated that their debt level would be a financial risk factor:

Our indebtedness, which would have been approximately \$3,693 million on a pro forma basis as of June 30, 2014, could adversely affect our financial condition and impair our ability to operate our business.

As of June 30, 2014, after giving effect to the Transactions, we would have had approximately \$3,693 million in total indebtedness. See “Capitalization.” Our indebtedness could have important consequences to our future financial condition, operating results and business, including the following:

...requiring that a substantial portion of our cash flows from operations be dedicated to payments on our indebtedness instead of other purposes, including operations, capital expenditures and future business opportunities; limiting our ability to obtain additional debt or equity financing for working capital, capital expenditures, debt service requirements, acquisitions and general corporate or other purposes; increasing our cost of borrowing; and limiting our ability to adjust to changing market and economic conditions and limiting our ability to carry out capital spending that is important to our growth.

RAI 11

The NRC has previously expressed concern about the financial impacts on NRC licensees resulting from holding company and LLC corporate structures. Absent specific corporate policies, Talen Energy Corp. may impact the financial viability of Susquehanna by using the nuclear units' earnings to fund other Talen Energy operations, leaving insufficient funds available for Susquehanna LLC for nuclear operations.

Provide further information on how operating revenues from the Susquehanna plant may or will be transferred to Talen Energy Corp. Explain how sufficient equity and liquidity will be retained in Susquehanna LLC to maintain safe operations. Indicate the type and magnitudes of loans that may be made from Susquehanna LLC to Talen Energy Corp. or any affiliated companies. Provide supporting documentation.

RAI 12

In its July 31, 2014 SEC 10Q filing, PPL Corp. stated:

Following the announcement of the transaction to form Talen Energy, efforts have been initiated to identify the appropriate staffing for Talen Energy and for PPL and its subsidiaries following completion of the spinoff. ... At present, there is considerable uncertainty as to the range of costs that will be incurred and when those costs will be recognized, as the amount of each category of costs will depend on the number of employees leaving the company, current position and compensation level, years of service and expected separation date. Additionally,

certain of these costs are expected to be reimbursed to PPL by Talen Energy upon closing of the transaction. As a result, a range of the separation costs associated with the spinoff transaction and the timing of when those costs will be recognized cannot be reasonably estimated at this time but could be material.

Explain the impacts of reduced staffing on Susquehanna Units 1 and 2 operations. Provide an estimate of the costs that are expected to be reimbursed to PPL by Talen Energy.

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