



**UNITED STATES
NUCLEAR REGULATORY COMMISSION**
WASHINGTON, D.C. 20555-0001

February 8, 2016

Mr. Ken J. Peters
Senior Vice President and
Chief Nuclear Officer (Acting)
Attention: Regulatory Affairs
Luminant Generation Company LLC
P.O. Box 1002
Glen Rose, TX 76043

**SUBJECT: COMANCHE PEAK NUCLEAR POWER PLANT, UNITS 1 AND 2 AND
INDEPENDENT SPENT FUEL STORAGE INSTALLATION – REQUEST FOR
ADDITIONAL INFORMATION REGARDING APPLICATION FOR ORDER
APPROVING TRANSFER OF LICENSES AND CONFORMING LICENSE
AMENDMENTS (CAC NOS. MF7075 AND MF7076)**

Dear Mr. Peters:

By letter dated November 12, 2015 (Agencywide Documents Access and Management System (ADAMS) Accession No. ML15320A093), as supplemented by letter dated December 9, 2015 (ADAMS Accession No. ML15345A048), Luminant Generation Company LLC (the licensee) submitted an application for order approving the proposed transfer of Facility Operating License Nos. NPF-87 and NPF-89 and conforming license amendments for Comanche Peak Nuclear Power Plant, Units 1 and 2, and independent spent fuel storage installation.

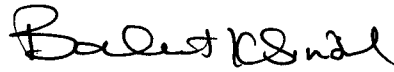
The U.S. Nuclear Regulatory Commission (NRC) staff has reviewed the information provided in your application and determined that additional information is required in order to complete its review. A draft copy of the enclosed request for additional information (RAI) was transmitted to the licensee on January 26, 2016, via e-mail. An RAI clarification call was held on January 28, 2016. As agreed upon during the call, you are requested to provide RAI response within 30 days from the date of this letter.

K. Peters

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If you have any questions, please contact me at 301-415-3016 or balwant.singal@nrc.gov.

Sincerely,



Balwant K. Singal, Senior Project Manager
Plant Licensing Branch IV-1
Division of Operating Reactor Licensing
Office of Nuclear Reactor Regulation

Docket Nos. 50-445, 50-446, and 72-74

Enclosure:
Request for Additional Information

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REQUEST FOR ADDITIONAL INFORMATION
APPLICATION FOR ORDER APPROVING TRANSFER OF LICENSES AND
CONFORMING LICENSE AMENDMENTS
LUMINANT GENERATION COMPANY LLC
COMANCHE PEAK NUCLEAR POWER PLANT, UNITS 1 AND 2
AND INDEPENDENT SPENT FUEL STORAGE INSTALLATION
DOCKET NOS. 50-445, 50-446, AND 72-74

By letter dated November 12, 2015 (Agencywide Documents Access and Management System (ADAMS) Accession No. ML15320A093), as supplemented by letter dated December 9, 2015 (ADAMS Accession No. ML15345A048), Luminant Generation Company LLC (the licensee) submitted an application for order approving the proposed transfer of Facility Operating License Nos. NPF-87 and NPF-89 and conforming license amendments for Comanche Peak Nuclear Power Plant (CPNPP), Units 1 and 2, and independent spent fuel storage installation.

The U.S. Nuclear Regulatory Commission (NRC) staff has reviewed the information provided in the application and determined that the following additional information is required in order to complete its review:

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.

Enclosure

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.

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 or 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.

K. Peters

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If you have any questions, please contact me at 301-415-3016 or balwant.singal@nrc.gov.

Sincerely,

/RA/

Balwant K. Singal, Senior Project Manager
Plant Licensing Branch IV-1
Division of Operating Reactor Licensing
Office of Nuclear Reactor Regulation

Docket Nos. 50-445, 50-446, and 72-74

Enclosure:
Request for Additional Information

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ADAMS Accession No.: ML16034A196

***Memo dated February 1, 2016**

OFFICE	NRR/DORL/LPL4-1/PM	NRR/DORL/LPL4-1/LA	NRR/DIRS/IFIB/BC
NAME	BSingal	JBurkhardt	ABowers*
DATE	2/8/16	2/5/16	2/1/16
OFFICE	NRR/DORL/LPL4-1/BC	NRR/DORL/LPL4-1/PM	
NAME	RPascarelli	BSingal	
DATE	2/8/16	2/8/16	

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