



# Luminant

**Thomas P. McCool**  
Site Vice President  
Thomas.McCool@Luminant.com

**Luminant Power**  
P O Box 1002  
6322 North FM 56  
Glen Rose, TX 76043

**T** 254 897 6042  
**C** 817 776 0308  
**F** 254 897 6652

CP-201600814  
TXX-16098

Ref: 10 CFR 50.80  
10 CFR 50.90  
10 CFR 72.50

August 16, 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  
Information Regarding NRC 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)

**REFERENCES:**

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. Comanche Peak Nuclear Power Plant, Unit Nos. 1 And 2 And Independent Spent Fuel Storage Installation - Order Approving Transfer of Licenses And Conforming Amendments (CAC NOS. MF7075 AND MF7076), dated May 6, 2016 (ML16096A255)
3. Plan Supplement As It Relates To The TCEH Debtors And EFH Shared Services Debtors For The Third Amended Joint Plan Of Reorganization Of Energy Future Holdings Corp., Et Al., Pursuant To Chapter 11 Of The Bankruptcy Code (Case 14-10979-CSS, Doc 9188, Filed 08/03/16)
4. EXHIBIT G - Disclosures Regarding New Boards of Reorganized TCEH and Redline Against August 3 Plan Supplement (Case 14-10979-CSS, Doc 9258-3, Filed 08/11/16)

Dear Sir or Madam:

Luminant Generation Company LLC ("Luminant Power") hereby submits additional information in connection with the transfer of licenses requested in Reference 1 and approved by Reference 2.

Texas Competitive Electric Holdings Company LLC (TCEH) filed an updated "plan supplement" (References 3 and 4) disclosing the Chief Executive Officer designate (Curt Morgan) of Reorganized TCEH and four additional directors (Curt Morgan, Jeff Hunter, Gavin Baiera, and Michael Liebelson) as initial members of the Reorganized TCEH Board. All four individuals are United States citizens.

ADD  
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Enclosure 1 of this letter provides an updated status of regulatory commitment 5178508 to reflect the additional board members and several other items have been updated to reflect requirements of the NRC Order (Reference 2).

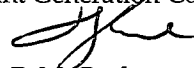
The No Significant Hazards Consideration Determination provided in Exhibit E of Reference 1 is not changed by the additional information provided in this letter.

Attachment 1 provides the affidavit for Thomas P. McCool regarding the information provided by this letter.

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

Sincerely,

Luminant Generation Company LLC



Thomas P. McCool

Attachment 1 Affirmation of Thomas P. McCool  
Enclosure 1 Updated Regulatory Commitment

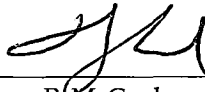
William M. Dean, Director, Office of Nuclear Reactor Regulation  
Kriss Kennedy, Region IV  
Margaret M. Watford, NRR  
Resident Inspectors, Comanche Peak

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 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



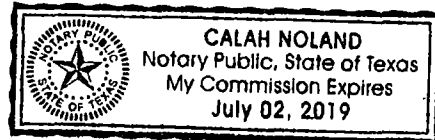
Thomas P. McCool  
Site Vice President

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 16<sup>th</sup> day of August 2016.



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My Commission Expires: July 2, 2019

### Updated Regulatory Commitment (Number 5178508)

- (1) Luminant Power will notify the NRC if at any time prior to the NRC consent to the requested transfer, the following item changes: Any entity of the Reorganized TCEH acquires greater than 15% of the First Lien Claims;
  - a. Schedule Completion Date: Upon NRC consent of the requested transfer
  - b. Status / Comments: Closed / The ownership percentages of the First Lien Creditors identified in the table at page 17 of TXX-15146 was updated by Enclosure 2 to TXX-16028. All entities remain below 15%.
- (2) Luminant Power will notify the NRC if at any time prior to the NRC consent to the requested transfer, the following item changes: Any member of the First Lien Creditor Committee, other than those already identified in the Application, is expected to own 10% of the voting power of Reorganized TCEH.
  - a. Schedule Completion Date: Upon NRC consent of the requested transfer
  - b. Status / Comments: Closed.
- (3) Luminant Power will also provide to the NRC: The names of the principal officers and directors of each of the subsidiary companies of the Reorganized TCEH, after they have been identified;
  - a. Schedule Completion Date: As soon as they have been identified but no later than 7 days prior to consummation of the transfer
  - b. Status / Comments: Open / [NRC Order condition (1)]
- (4) Luminant Power will also provide to the NRC: The names and citizenship of the initial members of the Reorganized TCEH Board, when that information becomes available. All or substantially all of the Reorganized TCEH Board members will be U.S. citizens. Three of the initial seven members have been identified (2 U.S. citizens and 1 Canadian citizen) and the remaining four members will be U.S. citizens;
  - a. Schedule Completion Date: As soon as available but no later than 7 days prior to consummation of the transfer
  - b. Status / Comments: Closed / TXX-15146 identified three board member, Geoffrey Strong (U.S. citizen), Cyrus Madon (Canadian citizen), and Jennifer Box (U.S. citizen). TXX-16098 identified four board members, Curt Morgan (U.S. citizen / new CEO), Jeff Hunter (U.S. citizen), Gavin Baiera (U.S. citizen), and Michael Liebelson (U.S. citizen) . [Response to NRC RAI , statement in NRC Order Safety Evaluation, and NRC Order condition (1)]
- (5) Luminant Power will also provide to the NRC: The final legal entity names, and updated proposed operating license revision pages, when final names for Reorganized TCEH, Intermediate Holding Company LLC, Operating Company LLC, Asset Company LLC, Preferred Stock Company Corp., and Comanche Peak LLC are selected;
  - a. Schedule Completion Date: No later than 7 days prior to consummation of the transfer
  - b. Status / Comments: Open
- (6) Luminant Power will also provide to the NRC: The name of the new CNO, when a successor to current CNO Rafael Flores is selected; and
  - a. Schedule Completion Date: No later than 7 days prior to consummation of the transfer
  - b. Status / Comments: Closed / Update provided by TXX-15166 (Ken Peters is acting CNO) and closed by TXX-16057 (Ken Peters is new CNO)
- (7) Luminant Power will also provide to the NRC: Notification that the Bankruptcy Court has confirmed the "Fifth Amended Joint Plan of Reorganization of Energy Future Holdings Corp., et al., Pursuant to Chapter 11 of the Bankruptcy Code," upon receipt of a final order of the Bankruptcy Court.
  - a. Schedule Completion Date: Upon consent of the requested transfer
  - b. Status / Comments: Closed / Completed by submittal of Enclosures 1 and 2 of letter TXX-15166.

- (8) At the first meeting of the Reorganized TCEH Board of Directors emergence, the Board will adopt resolutions that non-U.S. citizens or foreign appointed U.S. citizens serving as either directors or executive officers of Reorganized TCEH, the ultimate parent, and intermediate parents of CP LLC and OpCo LLC 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. Also, at the first meeting a Nuclear Oversight and Advisory Board will be formed to assist in the oversight of the safety and quality of nuclear operations.
  - a. Schedule Completion Date: First meeting of Reorganized TCEH Board of Directors
  - b. Status / Comments: Open / [Updated to reflect 1<sup>st</sup> sentence of NRC Order condition (3)]
- (9) The applicants will notify the NRC of any changes to the directors, officers, or executive positions of Reorganized TCEH and its subsidiaries during the first 90 days following the transfers
  - a. Schedule Completion Date: No later than 120 days after the transfers
  - b. Status / Comments: Open / [NRC Order condition (1)]
- (10) A letter will be issued to the NRC by the new licensee within 30 days that "adopts and endorses" all outstanding items on the docket, including, but not limited to requests for license amendments, exemptions, relief requests, etc. The letter will be submitted under oath or affirmation.
  - a. Schedule Completion Date: No later than 30 days after the transfers
  - b. Status / Comments: Open
- (11) Provide satisfactory documentary evidence to the Director of the Office of Nuclear Reactor Regulation that the licensees reflected in the amended licenses have obtained the appropriate amount of insurance required of a licensee under 10 CFR Part 140 and 10 CFR 50.54(w)
  - a. Schedule Completion Date: On the license transfer date
  - b. Status / Comments: Open [Added to reflect NRC Order condition (4)]
- (12) After receipt of all required regulatory approvals of the proposed transfer action, inform the Director of Nuclear Reactor Regulation in writing of such receipt.
  - a. Schedule Completion Date: Within 5 business days of after all regulatory approvals
  - b. Status / Comments: Open [Added to reflect NRC Order requirement]
- (13) Notify the Director of the Office of Nuclear Reactor Regulation in writing of the date of the closing of the direct transfer.
  - a. Schedule Completion Date: 7 business days before the date of closing
  - b. Status / Comments: Open [Added to reflect NRC Order requirement]