



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-201700082
TXX-17010

Ref: 10 CFR 50.80
10 CFR 50.90
10 CFR 72.50

January 30, 2017

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. 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)
2. Comanche Peak Nuclear Power Plant, Unit Nos. 1 and 2 And Independent Spent Fuel Storage Installation - Issuance of Conforming Amendments RE: Transfer of Licenses (CAC NOS. MF8398 AND MF8399), dated October 3, 2016 (ML16266A005)
3. Luminant Power Letter logged TXX-16105 from Thomas P. McCool to the NRC dated September 21, 2016, 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))

Dear Sir or Madam:

Vistra Operations Company LLC ("Vistra OpCo") hereby submits additional information in connection with the transfer of licenses approved by References 1 and 2.

Reference 1 required the applicants to notify the NRC no later than 120 days after the transfer (i.e., October 3, 2016) of any changes to the directors, officers, or executive positions of Reorganized TCEH and its subsidiaries during the first 90 days following the transfers.

During the first 90 days following the transfers there have been no changes to the directors, officers, or executive positions identified in Enclosure 2 of Reference 3. This letter satisfies condition 1 of NRC order in Reference 1 and closes item (9) of regulatory commitment 5178508.

M006
NMSS26
NRR
NMSS

Attachment 1 of this letter provides an updated status of regulatory commitment 5178508 to reflect the additional information provided by this letter.

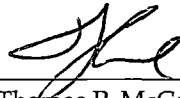
If you have any questions regarding this submittal, please contact Carl B. Corbin at (254) 897-0121 or carl.corbin@luminant.com.

I state under penalty of perjury that the foregoing is true and correct.

Executed on January 30, 2017.

Sincerely,

Vistra Operations Company LLC



Thomas P. McCool
Site Vice President

Attachment 1 Updated Regulatory Commitment

c -

William M. Dean, Director, Office of Nuclear Reactor Regulation
Kris 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

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 were 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 / consent provided by NRC Order dated May 6, 2016.
- (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: Closed / Information provided by Enclosure 2 of TXX-16105
- (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: Closed / Information provided by Enclosures 1, 3, and 4 of TXX-16105
- (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: Closed / TXX-16108 provided notification that actions were completed [Updated to reflect 1st 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: Closed / TXX-17010 dated January 30, 2017 [Identified by TXX-16028 and 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: Closed / TXX-16108 dated October 4, 2016
- (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: Closed / Documentary Evidence of Insurance provided by TXX-16106 dated September 29, 2016 [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: Closed / Notification to Director of Nuclear Reactor Regulation provided by TXX-16106 dated September 29, 2016 [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: Closed / Targeted date of October 3, 2016 provided by TXX-16109 dated September 16, 2016 [Added to reflect NRC Order requirement]