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U. S. Nuclear Regulatory Commission
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Washington, DC 20555-0001

**SUSQUEHANNA STEAM ELECTRIC STATION
REQUEST FOR ORDER APPROVING
INDIRECT TRANSFER OF CONTROL
AND CONFORMING LICENSE AMENDMENTS
PLA-7191**

**Docket Nos. 50-387
50-388
and 72-28**

In accordance with Section 184 of the Atomic Energy Act, 10 C.F.R. § 50.80, and 10 C.F.R. § 72.50(a), PPL Susquehanna, LLC (“PPL Susquehanna”) submits the enclosed Application for Nuclear Regulatory Commission (“NRC”) consent to the indirect transfer of control of PPL Susquehanna's interests in Facility Operating License Nos. NPF-14 and NPF-22 for the Susquehanna Steam Electric Station (“SSES”) Units 1 and 2, as well as the general license for the SSES Independent Spent Fuel Storage Installation (“ISFSI”). PPL Susquehanna currently owns 90% each of SSES Units 1 and 2 and is the sole operator of these nuclear units (the remaining 10% of SSES Units 1 and 2 is owned by Allegheny Electric Cooperative, Inc.). The proposed indirect transfer of control will result in no change to the role of PPL Susquehanna as the licensed operator of the units, no change to its technical qualifications, and no change in its ownership interest or that of Allegheny Electric Cooperative, Inc. No changes will be made to the units or their licensing bases as a result of the Transaction (as defined below), and the transfer will not involve any changes to the principal officers, managers, or staff of PPL Susquehanna, or to the day-to-day management and operations of the units.

The indirect transfer of control results from a series of transactions in which PPL Corporation, PPL Susquehanna’s ultimate parent, will spin off PPL Energy Supply, LLC (“Energy Supply”), which holds domestic competitive generation and ancillary assets including PPL Susquehanna. The transactions will involve creation of and changes to intermediate holding companies, with Energy Supply eventually becoming a direct subsidiary of a new intermediate parent named Talen Energy Holdings, Inc. (“Talen Holdings”), which in turn will be a direct subsidiary of a new, publicly-owned ultimate parent, named Talen Energy Corporation (“Talen Energy”). In addition, Raven Power Holdings LLC (“Raven Holdings”), C/R Energy Jade, LLC (“Jade Holdings”) and Sapphire Power Holdings LLC (“Sapphire Holdings,” together with Raven Holdings and Jade Holdings, “RJS”), which are portfolio companies sponsored by a private investment firm, Riverstone Holdings LLC (“Riverstone”), will contribute the equity interests in an

entity that indirectly owns the competitive power generation businesses of RJS (the "RJS HoldCo") to Talen Energy. In exchange, RJS or a special purpose entity wholly owned by RJS and controlled by Raven Holdings (such entity or RJS, as applicable, the "RJS Shareholder(s)"), will receive a portion of the Talen Energy common stock. As a result of these transactions (collectively, the "Transaction"), PPL Susquehanna will ultimately become indirectly controlled by two new entities (Talen Energy and Talen Holdings), with the Talen Energy common stock being held 65 percent by PPL Corporation's public shareholders as of the record date for the Spin-Off (defined in the Application) and 35 percent by the RJS Shareholder(s) in the aggregate. Simplified organization charts showing the current and post-organization ownership structures are provided as Figures 1 and 2 of the enclosed Application.

Additional information pertaining to the proposed indirect transfer of control, including the information required under 10 C.F.R. § 50.80(b), is included in the enclosed Application. As this information demonstrates, the Transaction will not: (1) affect technical qualifications of PPL Susquehanna as the licensed operator of SSES; (2) have any material adverse impact on PPL Susquehanna's financial qualifications; (3) affect assurance of decommissioning funding for SSES or the ISFSI; or (4) result in foreign ownership, control or domination over any of these licenses or licensees. In summary, the proposed Transaction will not result in any undue risk to public health and safety and will not be inimical to the common defense and security. PPL Susquehanna therefore requests that the NRC consent to the indirect transfer of control of the licenses for the SSES Units and ISFSI in accordance with 10 C.F.R. § 50.80 and § 72.50(a).

PPL Susquehanna also requests conforming amendments to the SSES operating licenses in accordance with 10 C.F.R. § 50.90, including license conditions contained in Appendix C of the licenses. These proposed changes supersede conditions that were imposed when the SSES licenses were previously transferred in 2000 from PP&L, Inc. to PPL Susquehanna. The conforming amendments replace references to PPL Corporation with references to Talen Energy, reflecting the latter becoming the new, publicly-owned ultimate parent holding company after the Transaction, and updates salient decommissioning information. In addition, PPL Susquehanna requests that its name on the license be changed to "Susquehanna Nuclear, LLC" reflecting its renaming upon completion of the Transaction. Marked-up pages reflecting these changes are presented in Attachment 1 of the Enclosure.

PPL Susquehanna requests that the NRC review this Application and consent to the indirect transfer of control as expeditiously as possible and by no later than December 31, 2014. Such consent should be made immediately effective upon issuance and should permit the indirect transfer of control at any time for one year following NRC approval or prior to January 31, 2016, whichever is later. There are certain regulatory filings and approvals beyond that of the NRC which must be made and obtained prior to closing of the proposed Transaction. These include, for example, approvals of the transaction by the Federal Energy Regulatory Commission ("FERC"), certain approvals

by the Pennsylvania Public Utility Commission, and a Hart-Scott-Rodino review. PPL Susquehanna will timely inform the NRC if there are any significant changes in the status of any other required approvals or any other developments that have an impact on the schedule, and will timely notify the NRC Staff when the closing will occur, so that the NRC may issue the conforming amendments. PPL Susquehanna will also timely inform the NRC when changes in the names of PPL Susquehanna's existing intermediate parents that will become part of Talen Energy, or any changes in their directors and principal officers that may be made upon closing, are determined. A copy of this application has also been sent to the Pennsylvania state government.

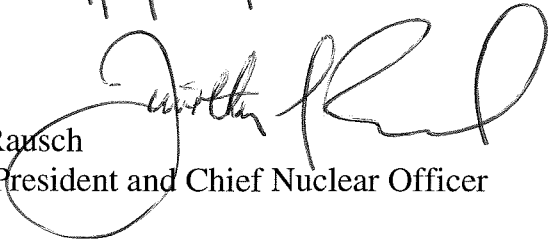
Attachment 4P of the Application contains confidential commercial and financial information. PPL Susquehanna requests that this information be withheld from public disclosure pursuant to 10 C.F.R. § 2.390, as described in my Affidavit, provided in Attachment 7 to the Application. A non-proprietary version of this Attachment, suitable for public disclosure, is provided as Attachment 4NP to the Application.

Attachment 8 to the Application provides a listing of regulatory commitments associated with this request.

In the event that the NRC requires any additional information concerning this indirect license transfer request, please contact Damon Obie, Esq., Sr. Counsel, at (610) 774-4452.

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

Executed on: 7/11/2014


Timothy S. Rausch
Senior Vice President and Chief Nuclear Officer

Enclosure: Application for Order Approving Indirect Transfer of Control of Facility Operating License Nos. NPF-14 and NPF-22 and Conforming Amendments Attachment 4P to this Enclosure contains Proprietary Information, which is to be withheld under 10CFR2.390.

cc: NRC Region I
Mr. J. Greives, NRC Sr. Resident Inspector
Mr. J. Whited, NRC Project Manager
Mr. L. Winker, PA DEP/BRP