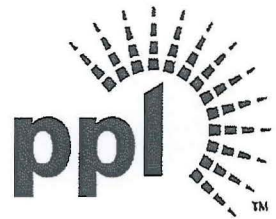


**Damon Oble**  
Senior Counsel

**PPL**  
Two North Ninth Street  
Allentown, PA 18101-1179  
Tel. 610.774.4452 Fax 610.774.4102  
[ddobie@pplweb.com](mailto:ddobie@pplweb.com)



April 29, 2015

U.S. Nuclear Regulatory Commission – Region IV  
Division of Nuclear Materials Safety  
Nuclear Materials Licensing Branch  
1600 East Lamar Boulevard  
Arlington, Texas 76011-4511

Attn: Ms. Carol Hill

Re: PP&L Montana, LLC; License No. 25-18011-01 (Docket. No. 030-14344)  
Request for Consent to Indirect Transfer of Control and Name Change

Pursuant to 10 C.F.R. § 30.34(b), PPL Montana, LLC requests NRC consent to the indirect transfer of control of License No. 25-18011-01. This indirect transfer of control arises from a transaction in which PPL Corporation, PPL Montana's current ultimate parent company, will spin off its subsidiary, PPL Energy Supply, which holds domestic competitive generation and ancillary assets, including PPL Montana. The transactions will result in PPL Energy Supply (renamed Talen Energy Supply) becoming a direct subsidiary of a new intermediate parent, named Talen Energy Holdings, Inc., which in turn will be a direct subsidiary of a new, publicly owned parent, named Talen Energy Corporation.

As a result of these transactions, PPL Montana will have a new intermediate parent, Talen Energy Holdings, and a new ultimate parent, Talen Energy Corporation. PPL Montana, will be renamed Talen Montana, but will remain the same legal entity (i.e. this name change does create a new company or change the licensee) responsible for all of its current obligations. This transaction does not involve any changes to the personnel named in the License No. 25-18011-01 or in the organization, location, facilities, equipment or procedures that relate to the licensed program.

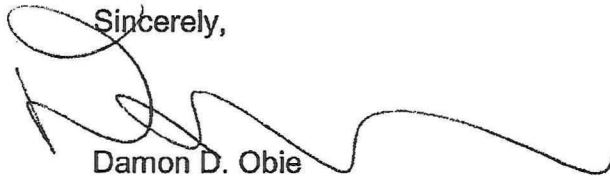
Further supporting information is provided on the attached form obtained from your offices addressing the items identified in NUREG-1556, Volume 15, App. F.

U.S. Nuclear Regulatory Commission – Region IV  
April 29, 2015  
Page 2

The transactions above could close as early as June 1, 2015. If any further information or actions are required before the closing, please let us know.

If you require further information on the transactions, please contact Damon Obie, Esq., Sr. Counsel, at 610-774-4452. If you require further information relating to activities under the license, please contact Marie Felice-Luebeck, the Radiation Safety Officer, at 406-748-5398.

Sincerely,

A handwritten signature in black ink, appearing to be "Damon D. Obie", written over the printed name.

Damon D. Obie

RECEIVED  
APR 29 2015

Information Required for Change of Control and/or Change of Ownership  
(to include a name change)

DNMS

Source: NUREG-1556, Volume 15

Please provide the following information concerning changes of control (transferor and/or transferee, as appropriate). If any items are not applicable, so state.

1. Provide a complete description of the transaction (i.e., transfer of stocks or assets, or merger). Indicate whether the name has changed and include the new name. Include the name and telephone number of a licensee contact who NRC may contact if more information is needed.

A. Description of the transaction:

PPL Montana, LLC possesses certain sealed sources under NRC License No. 25-18011-01 (Docket No. 030-14344). PP&L Montana's current ultimate parent, PPL Corporation, is spinning off its subsidiary, PPL Energy Supply, which holds domestic competitive generation and ancillary assets, including PP&L Montana. The transactions will result in PPL Energy Supply (renamed Talen Energy Supply) becoming a direct subsidiary of a new intermediate parent, named Talen Energy Holdings, Inc., which in turn will be a direct subsidiary of a new, publicly owned parent, named Talen Energy Corporation. Sixty five percent of Talen Energy Corporation's common stock will be held by PPL Corporation's public shareholders, and 35% will be held by portfolio companies of an energy and power focused private investment firm, Riverstone Holdings, LLC. For more information, see NRC Safety Evaluation Report (ML15054A124), relating to the approval of the indirect transfer of control of the Susquehanna nuclear plant resulting from these same transactions.

As a result of these transactions, PP&L Montana will have a new intermediate parent, Talen Energy Holdings, and a new ultimate parent, Talen Energy Corporation. PP&L Montana, will be renamed Talen Montana, but will remain the same legal entity. This transaction does not involve any changes to the personnel named in the License No. 25-18011-01 or in the organization, location, facilities, equipment or procedures that relate to the licensed program.

For more information, please contact Damon Obie, Esq., Sr. Counsel, at 610 774-4452.

- B. ☐ No name change

☒ New name of licensed organization: Talen Montana, LLC

- C. ☒ No change in contact

☐ New contact: \_\_\_\_\_

☐ New telephone number: \_\_\_\_\_

2. Describe any changes in personnel or duties that relate to the licensed program. Include training and experience for new personnel.

- A. ☒ No changes in personnel having control over licensed activities.

☐ Changes in personnel having control over licensed activities (e.g. officers of a corporation):

PUBLIC

- ☒ Immediate Release  
☒ Normal Release

NON-PUBLIC

- ☐ A.3 Sensitive-Security Related  
☐ A.7 Sensitive Internal  
☐ Other: \_\_\_\_\_

Reviewer: gpc Date: 5/12/15

1586770



B. ☒ No changes in personnel named in the license.

☐ Changes in personnel named in the license (e.g. RSO, AUs)- include training, experience and responsibilities:

3. Describe, in detail, any changes in the organization, location, facilities, equipment or procedures that relate to the licensed program.

☐ Organization:

☐ Equipment:

☐ Location:

☐ Procedures:

☐ Facility:

☒ Not applicable

4. Describe the status of the surveillance program (i.e., surveys, wipe tests, quality control) at the present time and the expected status at the time that control is to be transferred.

A. Description of the status of all surveillance program:

PP&L Montana is in current compliance with the surveillance requirements under its license. Sources have been inventoried within the last six months, as required. Leak testing of all sealed sources has been performed within the intervals specified in the registration statements for the sources, as required. Radiation survey meters have been calibrated within the last year, as required. Operational checks of gauging devices have been performed either within six months or within the interval specified by the manufacturer, as required. Records of radiation area surveys are maintained.

The NRC inspected PP&L Montana's licensed activities in September 24, 2014. No violations were identified.

B. Surveillance Items & Records: calibrations, leak tests, surveys, inventories, and accountability requirements will be current at the time of transfer

☒ Yes ☐ No (explain)

5. Confirm that all records concerning the safe and effective decommissioning of the facility will be transferred to the transferee or to NRC, as appropriate. These records include documentation of surveys of ambient radiation levels and fixed and/or removable contamination, including methods and sensitivity.

Records transferred to:

☐ New licensee

☐ NRC for license termination

☒ Not applicable

A decommissioning funding plan is not required because the possession limits in the License are below those specified in 10 C.F.R. 30.35(d) as requiring financial assurance.

6. Confirm that the transferee will abide by all constraints, conditions, requirements and commitments of the transferor or that the transferee will submit a complete description of the proposed licensed program.

\_\_\_\_\_ will abide by all constraints, conditions  
(transferee company)  
requirements and commitments of \_\_\_\_\_.  
(transferor company)

\_\_\_\_\_  
Signature/Title  
Transferee Official

\_\_\_\_\_  
Signature/Title  
Transferor Official

\_\_\_\_\_  
date

\_\_\_\_\_  
date

OR

☐ Description of proposed licensed program from transferee attached (with signature)

OR

☒ Not applicable (name change only)

\_\_\_\_\_  
*Marie Felice-Luebeck*  
Certifying Officer – Signature

\_\_\_\_\_  
*04-28-2015*  
Date

Marie Felice-Luebeck  
RSO Safety/Industrial Hygiene Professional  
Certifying Officer – Typed name and title

586770

Hill, Carol

RECEIVED  
APR 29 2015

**From:** Obie, Damon D <DDObie@pplweb.com>  
**Sent:** Wednesday, April 29, 2015 4:22 PM  
**To:** Hill, Carol  
**Cc:** Hanson, Latischa; Hammond, Michelle; Cook, Jackie; Felice-Luebeck, Marie M  
**Subject:** RE: U.S. NRC Correspondence-Change of Control  
**Attachments:** 2015 Change of Ownership App F .pdf; U.S. Nuclear Regulatory Commission.pdf

DNMS

Ms. Hill,

Please find attached a cover letter and executed change of control form for a materials license held by PPL Montana, LLC. Feel free to contact me with any questions.

Sincerely,

Damon Obie  
Senior Counsel  
PPL Services Corp.  
Two North Ninth Street (GENTW3)  
Allentown, PA 18101-1179  
ddobie@pplweb.com  
Telephone: 610-774-4452  
Facsimile: 610-774-6726

-----Original Message-----

From: Hanson, Latischa [mailto:Latischa.Hanson@nrc.gov]  
Sent: Wednesday, April 22, 2015 3:13 PM  
To: Felice-Luebeck, Marie M  
Cc: Obie, Damon D  
Subject: RE: U.S. NRC Correspondence-Change of Control

Jackie is still in her meeting. Can you make a 2:00pm meeting to give her time to get out of her meeting?

-----Original Message-----

From: Felice-Luebeck, Marie M [mailto:MMFelice-Luebeck@pplweb.com]  
Sent: Wednesday, April 22, 2015 1:44 PM  
To: Hanson, Latischa  
Cc: Obie, Damon D  
Subject: RE: U.S. NRC Correspondence-Change of Control

That will work for me.

I have copied Damon Obie (see information below) who would like to be included in the phone call.

Senior Counsel  
PPL Services Corp.  
ddobie@pplweb.com  
Telephone: 610-774-4452

Thank you,

Marie Felice-Luebeck | Safety/IH Professional PPL MT Colstrip | (406)748-5398 | mmfelice-luebeck@pplweb.com

"Things that matter most must never be at the mercy of things that matter least." Goethe

PPL MT Colstrip  
PO Box 38  
580 Willow Avenue  
Colstrip, MT 59323

-----Original Message-----

From: Hanson, Latischa [mailto:Latischa.Hanson@nrc.gov]  
Sent: Wednesday, April 22, 2015 12:39 PM  
To: Felice-Luebeck, Marie M  
Cc: Cook, Jackie  
Subject: RE: U.S. NRC Correspondence-Change of Control

May I propose a new time of 1:15pm please? Jackie has a 1:30pm meeting.

Latischa

-----Original Message-----

From: Hanson, Latischa  
Sent: Wednesday, April 22, 2015 1:35 PM  
To: 'MMFelice-Luebeck@pplweb.com'  
Cc: Cook, Jackie  
Subject: FW: U.S. NRC Correspondence-Change of Control  
Importance: High

Marie,

Jackie Cook, Senior Health Physicist & I will call you at 1:00pm your time, which is 2:00pm our time. I left you an email with this same information.

Thanks,

Latischa

Latischa Hanson, M.Sc., Health Physicist USNRC/DNMS Region IV

1600 E. Lamar Blvd.  
Arlington, TX 76011-4511  
(817) 200-1286 (o)  
(817) 200-1188 (f)  
Latischa.Hanson@nrc.gov

---

From: Felice-Luebeck, Marie M [MMFelice-Luebeck@pplweb.com]  
Sent: Tuesday, April 21, 2015 10:56 AM  
To: Hammond, Michelle  
Subject: FW: U.S. NRC Correspondence-Change of Control

Good Morning;



I am the RSO for Colstrip Power Plant, PPL Montana We are going through a name change, "Change of Control".

Damon asked me to contact you and see if you would be available for a conference call.  
Would you be available at 10:00 or 1:00 tomorrow (our time) for a call?

Marie Felice-Luebeck | Safety/IH Professional PPL MT Colstrip | (406)748-5398 | mmfelice-luebeck@pplweb.com<mailto:mmfelice-luebeck@pplweb.com>

"Things that matter most must never be at the mercy of things that matter least." Goethe  
[cid:image002.png@01D07C18.AC673A50] <<http://www.pplweb.com/>>

PPL MT Colstrip  
PO Box 38  
580 Willow Avenue  
Colstrip, MT 59323

From: Obie, Damon D  
Sent: Tuesday, April 21, 2015 7:52 AM  
To: Felice-Luebeck, Marie M  
Subject: FW: U.S. NRC Correspondence-Change of Control

From: Lewis, David R. [mailto:david.lewis@pillsburylaw.com]  
Sent: Wednesday, November 14, 2012 5:01 PM  
To: Snapp, Bryan A  
Subject: FW: U.S. NRC Correspondence-Change of Control

Bryan

This is the NRC form used for approval of a transfer of control over a materials license.

Dave

David Lewis | Pillsbury Winthrop Shaw Pittman LLP -----  
Tel: 202.663.8474 | Fax: 202.663.8007  
2300 N Street, NW | Washington, DC 20037-1122

Email: david.lewis@pillsburylaw.com<mailto:david.lewis@pillsburylaw.com>  
Bio: [www.pillsburylaw.com/david.lewis](http://www.pillsburylaw.com/david.lewis)<<http://www.pillsburylaw.com/david.lewis>>  
[www.pillsburylaw.com](http://www.pillsburylaw.com)<<http://www.pillsburylaw.com>>

From: Hammond, Michelle [mailto:Michelle.Hammond@nrc.gov]  
Sent: Wednesday, November 14, 2012 4:59 PM  
To: Lewis, David R.  
Subject: Re: U.S. NRC Correspondence-Change of Control

Attorney Lewis,

Please refer to the attached document. Feel free to call me if you have any additional questions.

Thanks.

Best Regards,



BETWEEN:

Accounts Receivable/Payable  
and  
Regional Licensing Branches

[ FOR ARPB USE ]  
INFORMATION FROM WBL

Program Code: 03120  
Status Code: Pending Amendment  
Fee Category: 3P  
Exp. Date:  
Fee Comments:  
Decom Fin Assur Reqd: N

## License Fee Worksheet - License Fee Transmittal

### A. REGION

#### 1. APPLICATION ATTACHED

Applicant/Licensee: PP&L MONTANA, LLC  
Received Date: 04/29/2015  
Docket Number: 3014344  
Mail Control Number: 586770  
License Number: 25-18011-01  
Action Type: Amendment

#### 2. FEE ATTACHED

Amount: \_\_\_\_\_

Check No.: \_\_\_\_\_

#### 3. COMMENTS

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

### B. LICENSE FEE MANAGEMENT BRANCH (Check when milestone 03 is entered / / )

1. Fee Category and Amount: \_\_\_\_\_

#### 2. Correct Fee Paid. Application may be processed for:

Amendment: \_\_\_\_\_

Renewal: \_\_\_\_\_

License: \_\_\_\_\_

#### 3. OTHER \_\_\_\_\_

Signed: \_\_\_\_\_

Date: \_\_\_\_\_