

**UNITED STATES OF AMERICA  
BEFORE THE  
FEDERAL ENERGY REGULATORY COMMISSION**

**PPL Corporation** )  
**RJS Power Holdings LLC** ) **Docket No. EC14-112-000**

**EXPEDITED MOTION FOR AN EXTENSION OF TIME  
AND REQUEST FOR A SHORTENED COMMENT PERIOD**

Pursuant to Rule 212 of the Rules of Practice and Procedure of the Federal Energy Regulatory Commission (“Commission”), 18 C.F.R. § 385.212 (2014), PPL Corporation (“PPL Corp.”), on behalf of the public utility subsidiaries of PPL Corp.’s indirect, wholly-owned subsidiary, PPL Energy Supply, LLC (“PPL Energy Supply”),<sup>1</sup> and RJS Power Holdings LLC (“RJS Power Holdings”), on behalf of its public utility subsidiaries<sup>2</sup> (collectively hereinafter, the “Applicants”), respectfully request that the Commission extend the due date to January 30, 2015 for Applicants to comply with the requirements in the Commission’s Order issued on December 18, 2014, conditionally-approving the proposed transaction.<sup>3</sup> Applicants also request that the Commission

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<sup>1</sup> PPL Energy Supply’s public utility subsidiaries are: Lower Mount Bethel Energy, LLC, PPL Brunner Island, LLC, PPL Colstrip I, LLC, PPL Colstrip II, LLC, PPL Holtwood, LLC, PPL Ironwood, LLC, PPL Martins Creek, LLC, PPL Montana, LLC, PPL Montour, LLC, PPL Susquehanna, LLC, PPL EnergyPlus, LLC (“PPL EnergyPlus”), PPL New Jersey Solar, LLC, PPL New Jersey Biogas, LLC, and PPL Renewable Energy, LLC (“PPL Renewable”) (collectively, the “PPL Energy Supply Companies”).

<sup>2</sup> RJS Power Holdings’ public utility subsidiaries are: Brandon Shores LLC, C.P. Crane LLC, H.A. Wagner LLC, Raven Power Marketing LLC, Bayonne Plant Holding, L.L.C., Camden Plant Holding, L.L.C., Dartmouth Power Associates Limited Partnership, Elmwood Park Power, LLC, Newark Bay Cogeneration Partnership, L.P., Pedricktown Cogeneration Company LP, Sapphire Power Marketing LLC, and York Generation Company LLC.

<sup>3</sup> *PPL Corporation and RJS Power Holdings LLC*, 149 FERC ¶ 61,260 (2014) (“December Order”).

shorten the period to respond to this motion to January 15, 2015, and issue an order granting the extension on or before January 16, 2015. This extension of time is necessary to allow Applicants sufficient opportunity to properly analyze the various compliance options proposed by the Commission in the *December Order*.

On July 15, 2014, Applicants filed an application pursuant to Section 203 of the Federal Power Act to approve a transaction (the “Transaction”) by which the interests in PPL Energy Supply’s public utility subsidiaries will be separated from PPL Corp., distributed to PPL Corp.’s shareowners, and combined with RJS Power Holdings’ public utility subsidiaries to form a new company, Talen Energy Corporation (“Talen Energy”). Applicants proposed two separate packages of divestitures that Applicants stated would each independently satisfy any horizontal market power concerns in the 5004/5005 submarket under the Commission’s Merger Policy Statement<sup>4</sup> that might stem from the Transaction.

In the *December Order*, the Commission conditionally approved the Transaction, but found that the mitigation measures proposed by Applicants to eliminate horizontal market power concerns did not fully mitigate the Commission’s concerns in the 5004/5005 submarket. The Commission therefore conditioned authorization of the Transaction on additional mitigation measures. Specifically, the Commission stated that Applicants may choose among three alternatives: (1) limit offers from the mitigated assets that Talen Energy continues to own after completing the divestiture of either of the proposed divestiture packages to cost-based offers in the energy market within the 5004/5005 submarket; (2) divest all of the assets included in both divestiture packages; or

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<sup>4</sup> FERC Stats. & Regs. ¶ 31,044.

(3) choose to submit a different mitigation proposal to address the Commission's concerns regarding the 5004/5005 submarket. The Commission also required Applicants to submit, within 30 days of the *December Order*, an informational filing stating that they have chosen either the first or second alternative set forth in the *December Order* or submit a compliance filing with an alternative mitigation proposal.<sup>5</sup> If Applicants choose to submit an alternative mitigation proposal, the Commission ordered Applicants to include a horizontal market power analysis demonstrating that the Transaction, including the revised mitigation proposal, will have no adverse effect on competition in the 5004/5005 submarket.<sup>6</sup> The required informational or compliance filing is due on January 20, 2015.

Applicants are considering the three options presented by the Commission to address the horizontal market power concerns in the 5004/5005 submarket. However, consideration of such options requires extensive analysis of the implication of each alternative on the business of Talen Energy. In addition, analysis of potential alternative mitigation proposals requires consideration of whether such proposals would address the Commission's horizontal market power concerns in the 5004/5005 submarket. It has taken longer than anticipated to assess the potential alternatives as well as their business implications, which is why Applicants did not file a motion for an extension earlier. Moreover, efforts to complete these analyses and decide on which options to pursue have been slowed, in part, by the intervening holiday season. Applicants therefore request additional time to properly complete these analyses and, if an alternative mitigation

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<sup>5</sup> *Id.* at P (B).

<sup>6</sup> *December Order* at P 91.

proposal is selected, prepare the required compliance filing. Accordingly, Applicants request a short extension to January 30, 2015 to submit either the informational or compliance filing as required by the Commission's *December Order*.

Given the current January 20, 2015 deadline, expedited action is needed to address this request for an extension of time. Therefore, Applicants request that the Commission issue an order on or before January 16, 2015. To allow for a Commission decision by January 16, 2015, Applicants request that the Commission shorten the period for responses to this motion to January 15, 2015.

WHEREFORE, Applicants request that the Commission grant this motion to: (1) extend the due date for their compliance filing to January 30, 2015, (2) shorten the answer period for this motion, (3) and issue an order on or before January 16, 2015, to extend the due date for submitting the required informational or compliance filing.

Respectfully submitted,

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By: /s/ Donald A. Kaplan  
*on behalf of Applicants*

Dated: January 14, 2015

**CERTIFICATE OF SERVICE**

I hereby certify that I have this day served the foregoing document upon each person designated on the official service list compiled by the Secretary in this proceeding.

Dated Washington, D.C. this 14th day of January 2015

/s/ Molly Suda  
Molly Suda

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