

**mccarthy
tétrault**

McCarthy Tétrault LLP
PO Box 48, Suite 5300
Toronto-Dominion Bank Tower
Toronto ON M5K 1E6
Canada
Tel: 416-362-1812
Fax: 416-868-0673

Héloïse Apestéguy-Reux
Associate
Direct Line: (416) 601-7809
Direct Fax: (416) 868-0673
Email: hapesteguyreux@mccarthy.ca

EB-2015-0185

June 19, 2015

RECEIVED

JUN 22 2015

VIA COURIER

Ontario Energy Board
2300 Yonge Street
P.O. Box 2319
Suite 2700
Toronto, ON M4P 1E4

Attention: **Ms. Kirsten Walli**
Board Secretary

ONTARIO ENERGY BOARD

JUN 22 2015

OEB BOARD SECRETARY	
File No: EB-2015-0185	Sub File: 1
Panel	
Licensing	George D.
Other	
00/04	

Dear Ms. Walli:

Re: PPL EnergyPlus, LLC Electricity Wholesaler Licence (EW-2013-0399) – name change application

We are counsel to PPL EnergyPlus, LLC (“PPL”). On behalf of PPL, we hereby request that PPL’s Electricity Wholesaler Licence (EW-2013-0399) be amended to change the name of the holder of the licence from PPL EnergyPlus, LLC to Talen Energy Marketing, LLC.

Explanation for the Name Change

PPL has undergone a name change as a result of a transaction (the “**Transaction**”) effective June 2, 2015, the details of which are as follows:

1. Prior to the transaction, PPL was a wholly-owned subsidiary of PPL Energy Supply, LLC (“**PPL Energy Supply**”), which in turn was an indirect wholly-owned subsidiary of PPL Corporation.
2. As a result of the Transaction, PPL Energy Supply was separated from PPL Corporation and interests in it were distributed to PPL Corporation’s shareholders, and then combined with subsidiaries of RJS Power Holdings LLC in order to form a new company called Talen Energy Corporation. Talen Energy Corporation is owned 65% by PPL Corporation’s shareholders and 35% by affiliates of Riverstone Holdings LLC, which is the upstream owner of RJS Power Holdings LLC.
3. PPL and its parent PPL Energy Supply were renamed as a result of the Transaction.

excludes: -schedules B-D
(confidential)

22

Supporting documents

Please find documentation supporting the name change attached hereto at Schedule "A".

Address and contact names

The address for Talen Energy Marketing, LLC is as follows:

835 Hamilton Street, Suite 150
Allentown, PA 18101
United States

The contact person for Talen Energy Marketing, LLC is as follows:

Primary contact:

Jesse A. Dillon, Esquire
835 Hamilton Street, Suite 150
Allentown, PA 18101
United States
Telephone: 610-774-5013
Fax: 610-774-2755
Email: jesse.dillon@talenenergy.com

Key individuals

The Key Individuals listed in PPL's electricity wholesaler application have changed. On May 20, 2015, PPL filed an update to its licence information wherein it removed Robert D. Gabbard, Jr. and L. Gene Alessandrini from the list of key officials. These individuals should therefore be removed as key officials if this change has not already been processed. Clarence J. Hopf, Jr. – Vice President was added as a key individual in PPL's May 20, 2015 update. A "key individual" form for Clarence J. Hopf, Jr. is attached hereto as Schedule "B". As is the Board's practice in respect of wholesaler licence documentation, please maintain the information at Schedule "B" in confidence.

Additionally, please update the contact information for Michael Cudwadie and Joel D. Cook as follows:

Michael Cudwadie
835 Hamilton Street, Suite 150
Allentown, PA 18101
Telephone: 610-774-7314
Fax: 610-774-6523
Email: michael.cudwadie@talenenergy.com

Joel E. Cook
835 Hamilton Street, Suite 150
Allentown, PA 18101
Telephone: 610-774-4868
Fax: 619-774-6523
Email: joel.cook@talenenergy.com

Officers and Directors

A list of officers and directors of Talen Energy Marketing, LLC is attached hereto at Schedule "C". As is the Board's practice in respect of wholesaler licence documentation, please maintain the information at Schedule "C" in confidence.

Organization Charts

Organizational charts before and after the transaction are attached at Schedule "D". As is the Board's practice in respect of wholesaler licence documentation, please maintain the information at Schedule "D" in confidence.

Request that name change be disposed of without a hearing

PPL requests that this name change application be disposed of without a hearing, and hereby provides its consent to same. PPL submits that in accordance with the requirements of s. 21(4)(b) of the *Ontario Energy Board Act, 1998*, no person will be adversely affected in a material way by the outcome of this name change request.

Parental Guarantee

When PPL submitted its application for an electricity wholesaler licence on November 6, 2013, it provided a Guarantee in support of its application. PPL submits that because all that is occurring is a name change by operation of law, it will not be necessary to issue a new guarantee as a result of the Transaction.

Please contact the undersigned with any questions regarding the foregoing.

Yours truly,

McCarthy Tétrault LLP

Per:



Héloïse Apestéguy-Reux
Associate

Schedule "A" – Name Change Documentation

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

JUNE 9, 2015

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

Talen Energy Marketing, LLC

I, Pedro A. Cortés, Secretary of the Commonwealth of Pennsylvania
do hereby certify that the foregoing and annexed is a true and correct
copy of
LIMITED LIABILITY AMENDMENT filed on June 1, 2015
which appear of record in this department.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's Office to
be affixed, the day and year above
written.

Pedro A. Cortés

Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Certificate of Amendment-Domestic
(15 Pa.C.S.)

Limited Partnership (§ 8512)
 Limited Liability Company (§ 8951)

Name: CT - COUNTER		
Address		
City	State	Zip Code
Aller	9569569	SOPA 111

Document will be returned to the name and address you enter to the left.

Commonwealth of Pennsylvania
LIMITED LIABILITY AMENDMENT 3 Page(s)



Fee: \$70

In compliance with the requirements of the applicable provisions (relating to certificate of amendment), the undersigned, desiring to amend its Certificate of Limited Partnership/Organization, hereby certifies that:

1. The name of the limited partnership/limited liability company is:
PPL EnergyPlus, LLC

2. The date of filing of the original Certificate of Limited Partnership/Organization: August 28, 1998

3. Check, and if appropriate complete, one of the following:

The amendment adopted by the limited-partnership/limited liability company, set forth in full, is as follows:
The name of the limited liability company is Talen Energy Marketing, LLC.

The amendment adopted by the limited partnership/limited liability company is set forth in full in Exhibit A attached hereto and made a part hereof.

4. Check, and if appropriate complete, one of the following:

The amendment shall be effective upon filing this Certificate of Amendment in the Department of State.

The amendment shall be effective on 6/2/15 at 12:01 a.m.
Date Hour

5. Check if the amendment restates the Certificate of Limited Partnership/Organization:

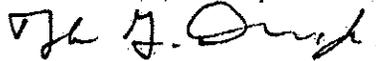
The restated Certificate of Limited Partnership/Organization supersedes the original Certificate of Limited Partnership/Organization and all previous amendments thereto.

IN TESTIMONY WHEREOF, the undersigned limited partnership/limited liability company has caused this Certificate of Amendment to be executed this

1st day of June, 2015.

PPL EnergyPlus, LLC

~~Name of Limited Partnership/Limited Liability Company~~



Signature

Thomas G. Douglass, Jr., Secretary

Title