

Genie Energy Ltd.

Form S-3

February 05, 2018

As filed with the Securities and Exchange Commission on February 2, 2018

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-3

REGISTRATION STATEMENT

UNDER THE SECURITIES ACT OF 1933

GENIE ENERGY LTD.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
Incorporation or organization)

45-2069276

(I.R.S. Employer
Identification Number)

520 Broad Street

Newark, NJ 07102

(973) 438-3500

(Address, including zip code; telephone number, including area code of registrant's principal executive offices)

Michael Stein

Chief Executive Officer

Genie Energy Ltd.

520 Broad Street

Newark, NJ 07102

(973) 438-3500

(Name, address, including zip code; telephone number, including area code of agent for service)

Copies to:

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Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement as determined by the registrant.

If the only securities to be offered on this Form are being offered pursuant to dividend or reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (check one):

Large accelerated filer Accelerated Filer Non-accelerated filer Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered (1)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (3)
Class B Common Stock, par value \$.01 per share	---	---
Warrants	---	---
Total	\$25,000,000	\$ 3,112.50

- (1) Includes an indeterminate number of securities that may be issued in primary offerings or upon exercise, conversion or exchange of any securities registered hereunder that provide for exercise, conversion or exchange. Not specified as to each class of securities to be registered hereunder pursuant to General Instruction II(D) to Form S-3 under the Securities Act of 1933, as amended (the "Securities Act"). The proposed maximum aggregate offering price per class of securities will be determined from time to time by the registrant in connection with the issuance of the securities registered hereunder. The aggregate public offering price of the securities registered hereby will not exceed \$25,000,000.
- (2) price per class of securities will be determined from time to time by the registrant in connection with the issuance of the securities registered hereunder. The aggregate public offering price of the securities registered hereby will not exceed \$25,000,000.
- (3) Calculated pursuant to Rule 457(o) under the Securities Act.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is declared effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED [_____], 2018

PROSPECTUS

GENIE ENERGY LTD.

\$25,000,000

Class B Common Stock

Warrants

We may from time to time offer to sell any combination of the securities described in this prospectus in one or more offerings. The aggregate initial offering price of all securities sold under this prospectus will not exceed \$25,000,000.

This prospectus provides a general description of the securities we may offer. Each time we sell securities, we will provide specific terms of the securities offered in a supplement to this prospectus. We may also authorize one or more free writing prospectuses to be provided to you in connection with these offerings. The prospectus supplement and any related free writing prospectus may also add, update or change information contained in this prospectus. You should carefully read this prospectus, the applicable prospectus supplement and any related free writing prospectus, as well as any documents incorporated by reference herein or therein before you invest in any securities. This prospectus may not be used to consummate a sale of securities unless accompanied by the applicable prospectus supplement.

Our Class B common stock is listed on the New York Stock Exchange under the symbol "GNE". On January 31, 2018, the last reported sale price for our Class B common stock was \$4.37 per share. The applicable prospectus supplement will contain information, where applicable, as to any other listing on any securities market or other exchange of the

securities, if any, covered by the prospectus supplement.

Investing in our securities involves risks. See “Risk Factors” beginning on page 11.

We may sell these securities directly to investors, through agents designated from time to time or to or through underwriters or dealers. For additional information on the methods of sale, you should refer to the section entitled “Plan of Distribution” in this prospectus. If any underwriters are involved in the sale of any securities with respect to which this prospectus is being delivered, the names of such underwriters and any applicable commissions or discounts will be set forth in a prospectus supplement. The price to the public of such securities and the net proceeds we expect to receive from such sale will also be set forth in a prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is [_____], 2018.

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ABOUT THIS PROSPECTUS

This prospectus is a part of a registration statement that we filed with the Securities and Exchange Commission, or SEC, utilizing a “shelf” registration process. Under this shelf registration process, we may sell any combination of the securities described in this prospectus in one or more offerings up to a total dollar amount of \$25,000,000. This prospectus provides you with a general description of the securities we may offer. Each time we sell securities under this shelf registration, we will provide a prospectus supplement that will contain specific information about the terms of that offering. We may also authorize one or more free writing prospectuses to be provided to you that may contain material information relating to these offerings. The prospectus supplement and any related free writing prospectus that we may authorize to be provided to you may also add, update or change information contained in this prospectus or in any documents that we have incorporated by reference into this prospectus. You should read this prospectus, any applicable prospectus supplement and any related free writing prospectus, together with the information incorporated herein by reference as described under the heading “Where You Can Find Additional Information.”

You should rely only on the information that we have provided or incorporated by reference in this prospectus, any applicable prospectus supplement and any related free writing prospectus that we may authorize to be provided to you. No person is authorized to give any information or represent anything not contained in this prospectus, any accompanying prospectus supplement and any applicable pricing supplement. We have not authorized any dealer, salesman or other person to give any information or to make any representation other than those contained or incorporated by reference in this prospectus, any applicable prospectus supplement or any related free writing prospectus that we may authorize to be provided to you. You must not rely upon any information or representation not contained or incorporated by reference in this prospectus, the accompanying prospectus supplement or related free writing prospectus. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We are only offering the securities in places where sales of those securities are permitted.

This prospectus, the accompanying supplement to this prospectus and any related free writing prospectus, if any, do not constitute an offer to sell or the solicitation of an offer to buy any securities other than the registered securities to which they relate, nor do this prospectus, the accompanying supplement to this prospectus or any related free writing prospectus, if any, constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction. You should not assume that the information contained in this prospectus, any applicable prospectus supplement or any related free writing prospectus is accurate on any date subsequent to the date set forth on the front of the document or that any information we have incorporated by reference therein is correct on any date subsequent to the date of the document incorporated by reference, even though this prospectus, any applicable prospectus supplement or any related free writing prospectus is delivered or the applicable securities are sold on a later date.

As used in this prospectus, “Genie Energy Ltd.,” “Genie,” “the Company,” “we,” “our,” “ours,” and “us” refer to Genie Energy and its consolidated subsidiaries.

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SUMMARY

This summary highlights selected information from this prospectus and the documents incorporated herein by reference and does not contain all of the information that you need to consider in making your investment decision. You should carefully read the entire prospectus, including the risks of investing in our securities discussed under “Risk Factors” beginning on page 11 of this prospectus, the information incorporated herein by reference, including our financial statements, and the exhibits to the registration statement of which this prospectus is a part. All references in this prospectus to “we,” “us,” “our,” “Genie,” “Genie Energy Ltd.,” the “Company” and similar designations refer to Genie Ltd. and its consolidated subsidiaries, unless otherwise indicated or as the context otherwise requires.

Our Business

Genie Energy Ltd. is comprised of the following two businesses:

GRE, which owns and operates retail energy providers, or REPs, including IDT Energy, Inc., or IDT Energy, Residents Energy, Inc., or Residents Energy, Town Square Energy, or TSE, and Mirabito Natural Gas, or Mirabito, and also offers energy brokerage and advisory services. Its REP businesses resell electricity and natural gas to residential and small business customers primarily in the Eastern United States;

Genie Oil and Gas, Inc., (GOGAS), is an oil and gas exploration company. Except for GOGAS’ activities at Afek Oil and Gas Ltd (Afek) as discussed more fully below, currently, GOGAS’ three other exploration projects are inactive.

Corporate Structure

Genie Energy Ltd., a Delaware corporation, owns 99.3% of its subsidiary, Genie Energy International Corporation, or GEIC, which owns 100% of GRE, and 92% of GOGAS. GOGAS holds an 85.9% interest in Afek. GOGAS also holds interests in three inactive oil and gas projects: an 86.1% interest in Israel Energy Initiatives, Ltd., or IEI, an oil shale development project in Israel, an 88.2% interest in Genie Mongolia, Inc., an oil shale exploration project in Central Mongolia, and a 98.3% interest in American Shale Oil Corporation, or AMSO, which operated an oil shale development project in Colorado that was decommissioned.

GRE has outstanding deferred stock units granted to officers and employees that represent an interest of 1.25 % of the equity of GRE.

Genie Retail Energy

Genie Retail Energy is comprised of REPs and related businesses. GRE's REP businesses purchase electricity and natural gas on the wholesale markets and resell these commodities to its residential and business customers. The positive difference between the net sales price of electricity and natural gas sold to its customers and the cost of its electricity and natural gas supplies and related costs is the REP businesses' gross profit.

GRE's REP businesses operate in certain utility territories within the retail energy markets of ten states in the Eastern and Midwestern US: Connecticut, Illinois, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Florida and Rhode Island, as well as in Washington, D.C.

GRE's REP businesses operate under several brand names including IDT Energy, Residents Energy, Town Square Energy. Their diverse offerings, in both the electricity and natural gas markets include, variable rate offerings, fixed rate offerings, and green renewable offerings.

On July 17, 2017, the Company's subsidiary, Genie Energy UK Ltd. ("GEUK"), entered into a definitive agreement with Energy Global Investments Pty Ltd ("EGC") to launch a joint venture that offers electricity and natural gas service to residential and small business customers in the United Kingdom under the brand Orbit Energy. In December 2017, Orbit commenced initial customer acquisition in the UK under the mandated three-month Controlled Market Entry framework in which new entrants can acquire a limited number of customers in a test environment.

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As part of our ongoing business development efforts, we continuously seek out new opportunities in domestic and international jurisdictions, however, there are no assurances we will be successful in launching any such operations.

Historically, GRE's REP businesses have expanded organically – adding new customers through customer acquisition programs at a rate faster than customers lost through attrition or churn. New customers are generally acquired through a combination of marketing and sales channels including door-to-door solicitation, telemarketing, online and digital marketing, and direct mail, and by competitive bidding for exclusive contracts awarded by certain municipalities that, when authorized by state laws, award participating residents' electricity supply to a single supplier.

On August 10, 2017, GRE acquired Mirabito Natural Gas, a Ft. Lauderdale, Florida-based natural gas supplier, from Angus Partners, LLC (“Angus”). Mirabito serves commercial and government customers throughout Florida.

In November 2016, GRE closed on the acquisition of Retail Energy Holdings, LLC (REH), a privately held retail electricity provider operating under the Town Square Energy brand. The acquisition added approximately 48,000 RCEs to GRE's customer base. Town Square Energy, operates in eight Eastern states and its licenses and customer base expands GRE's geographic footprint to four new states – New Hampshire, Rhode Island, Massachusetts and Connecticut – and provides additional electricity customers in New Jersey, Maryland, Ohio and Pennsylvania.

Customer churn is a significant factor in the REP business, with monthly churn rates for GRE's REPs averaging between four and eight percent per month. Customer churn tends to decrease when commodity prices fall, when weather-driven consumption decreases, when the price to REP customers decreases relative to competitors including the incumbent utility provider, or when the REPs incentivize customer tenure. Customer churn tends to increase when commodity prices rise, when weather driven consumption increases or spikes, or when the price to REP customers increases relative to the prices charged by competitors including incumbent utility providers.

GRE also operates several smaller non-REP businesses under its Genie Retail Energy Services (GRES) division, including Diversegy and Genie Solar Energy. Diversegy operates as an energy broker and advisor to industrial, commercial and municipal customers across deregulated energy markets in the United States. Diversegy's customers are typically not served by GRE REPs.

In 2016, GRE launched Genie Solar Energy, a provider of end-to-end solar solutions primarily for commercial customers. Genie Solar currently operates in five states – Massachusetts, New Hampshire, New Jersey, New York and Pennsylvania,

GRE's revenue represents 100% of our total consolidated revenue since inception. In 2016, GRE generated revenue of \$212 million comprised of \$179 million from sales of electricity, \$31 million from sales of natural gas, and GRES revenue of \$2 million, as compared with revenue of \$213 million in the year ended December 31, 2015 comprised of \$170 million from the sales of electricity, \$41 million from the sales of natural gas and GRES revenue of \$2 million. Electricity sales have become a more significant portion of GRE's business in recent years.

GRE's REP operations are seasonal. Approximately 43% and 64% of our natural gas revenues in 2016 and 2015, respectively, were generated during the first quarter, when the demand for heating was highest. Although the demand for electricity is not as seasonal as natural gas, approximately 31% and 29% of total revenues from electricity sales were generated in the third quarter of 2016 and 2015, respectively.

The weather has a significant impact on GRE's operations. For example, unusually sustained cold weather in the first quarter of 2014 drove increased demand for electricity and gas. Coupled with short reserves of natural gas in the wholesale markets and delivery constrictions beyond our control, this caused a significant increase in revenues and cost of revenues in the first quarter of 2014. In addition, many electricity generation plants are natural gas fired. That winter's "polar vortex" resulted in extraordinarily large spikes in the prices of wholesale electricity and natural gas in markets where GRE's REPs and other retail providers purchase their supply.

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Abrupt increases in supply commodity prices when coupled with higher than anticipated demand because of extreme weather, such as during the 'polar vortex', can significantly reduce or eliminate GRE's gross profit margins as we seek to cushion the impact of the price spikes on our customers. They also can trigger enhanced regulatory scrutiny of REPs, restrictive regulation and litigation.

Industry Overview

GRE operates retail energy providers (REPs) that operate in states with deregulated retail energy markets. Like other REPs, GRE's REPs purchase electricity and natural gas in the wholesale markets and resell the commodities to its customers, primarily homeowners, renters and small businesses. The incumbent local utilities continue to handle electricity and natural gas distribution, billing, and collections. The proceeds billed to GRE's REPs customers for the commodity supply, minus a small service charge for billing and collections, is remitted to the REPs.

GRE has no significant fixed assets and low levels of capital expenditure. Its cost of revenues is incurred to purchase electricity and natural gas in their respective wholesale markets. Selling, general and administrative expenses are primarily related to customer acquisition, customer retention, billing and purchase of receivables, or POR, fees paid to the utilities, and program management.

Customers; Marketing

The services of GRE's REPs IDT Energy, Residents Energy and Town Square Energy are made available to customers under several categories of terms and conditions. The majority of our current customer base is enrolled in variable rate programs, the only programs GRE's REPs offered until 2014, via automatically renewing or month-to-month agreements, which enable us to recover our wholesale costs for electricity and natural gas through adjustments to the rates charged to our customers. The frequency and degree of these rate adjustments is determined by GRE, and is not restricted by regulation. However, more recently the size of our fixed rate customer base has grown significantly especially with the purchase of TSE in November 2016. GRE's Mirabito REP offers natural gas to commercial and government customers throughout Florida under variable or fixed rate programs.

Variable rate energy supply programs are available to all customers in all states served by GRE's REPs. Likewise, Renewable (Green) energy supply options exist in all markets served by GRE's REPs. Renewable (Green) Electricity supply is 100% matched with renewable energy certificates that reflect the generation of electricity from sources like hydro-electric wind, solar and biomass.

For our variable rate product, the amount we charge to our customers reflects the underlying commodity cost plus a markup. During times of rising costs, we typically experience higher rates of churn than when costs are declining or stable.

The electricity and natural gas we sell are metered and delivered to customers by the local utilities. Consequently, we do not have a maintenance or service staff for customer locations. The utilities also provide billing and collection services for the majority of our customers. For a small number of direct bill customers, we perform our own billing and collection. Additionally, GRE's REPs' receivables are, in many states, purchased by the utilities in whose areas we operate for a percentage of their face value (over the course of 2016, the associated cost was approximately 1.6% of revenue) in exchange for the utility receiving a first priority lien in the customer receivable without recourse against the REP.

GRE's REP businesses market their energy services primarily through direct marketing methods, including door-to-door sales, outbound telemarketing direct mail and internet signup. As of September 30, 2017, GRE serviced 446,000 meters (330,000 electric and 116,000 natural gas), as compared to 383,000 meters (263,000 electric and 120,000 natural gas) as of September 30, 2016.

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GRE's strategy is to acquire profitable customers in low-risk markets, specifically where the utilities have adopted a portfolio of REP-friendly, regulatory-driven programs. Among these programs is purchase of receivables programs, where utilities are contractually obligated to purchase customer receivables at a pre-determined fixed discount. Under POR programs, utilities offer consolidated billing, where the utilities have the responsibility for billing the individual customer and the subsequent collection of the remittances. There are markets in which we operate that the utilities engage in consolidated billing on behalf of REP's but are not obligated to guarantee the receivables. Additionally, we target markets in which we can procure energy in an efficient and transparent manner. We seek to purchase wholesale energy where there is a real time market that reflects a fair price for the commodity for all participants. This allows GRE to reflect a true market cost base and adjust its rates to its variable rate customers taking into account its competitors who change their commodity prices at longer intervals.

Utilities in Connecticut, Ohio, New York, Pennsylvania, Illinois, Washington, D.C., Massachusetts and Maryland offer POR programs, without recourse, that permit customers with past-due balances to remain in the POR and consolidated bill programs. However, utilities in New Jersey generally do not permit customers with past-due balances beyond 120 days to enroll or remain in their POR programs, which means that after a certain amount of time (determined based on the specific commodity), the REP becomes responsible for the billing and collection of the commodity portion of the future invoices for its delinquent customers. Utilities in New Hampshire and Rhode Island do not offer POR but they do offer consolidated billing.

We also regularly monitor other deregulated or deregulating markets to determine if they are appropriate for entry, and may initiate the licensing process in a selected region to facilitate entry into the region contingent upon favorable deregulatory developments.

Acquisition and Management of Gas and Electric Supply

Since 2009, IDT Energy and Residents Energy have been party to a Preferred Supplier Agreement with BP Energy Company, or BP. The agreement allows for purchases of electricity and natural gas for customers focused in areas where the utilities have POR programs. Under the arrangement, IDT Energy and Residents Energy purchase electricity and natural gas at market rate plus a fee. IDT Energy's obligations to BP are secured by a first security interest in deposits or receivables from utilities in connection with their purchase of IDT Energy's customer's receivables under the applicable POR program, and in any cash deposits or letters of credit posted in connection with any collateral accounts with BP. The agreement was modified and extended on November 19, 2015, and is scheduled to terminate on November 30, 2019. IDT Energy and Residents Energy's ability to purchase electricity and natural gas under this agreement is subject to satisfaction of certain conditions including the maintenance of certain covenants.

GRE is required to meet certain minimum green energy supply criteria in some of the markets in which it operates. We meet those thresholds by acquiring renewable energy certificates, or REC's. In addition, GRE offers green or other

renewable energy products to its customers in several territories. GRE acquires green renewable energy conversion rights or attributes and REC's to satisfy the load requirements for these customers.

As an owner of REPs, GRE does not own electrical power generation, transmission, or distribution facilities, or natural gas production, pipeline or distribution facilities. GRE's REPs currently contract with Dominion Transmission, Inc., National Fuel Supply, Williams Gas Pipeline and Texas Eastern Transmission and others for natural gas pipeline, storage and transportation services, and utilizes regional Independent System Operators ("ISOs") for power market access. GRE is currently active in the following ISOs for electric transmission and distribution: the New York Independent System Operator, Inc., ("NYISO"), PJM Interconnection, LLC, ("PJM"), ISO New England Inc. ("ISO-NE") and Midcontinent Independent Transmission System Operator, Inc. ("MISO"). NYISO operates the high-voltage electric transmission network in New York State, and administers and monitors New York's wholesale electricity markets. PJM is a regional transmission organization that coordinates the movement of wholesale electricity in all or parts of thirteen states (including New Jersey, Pennsylvania, Maryland and Illinois) and the District of Columbia. ISO-NE is a regional transmission organization that coordinates the movement of wholesale electricity in New England (including Massachusetts, Connecticut, Maine, New Hampshire, Vermont and Rhode Island). MISO is a regional transmission organization that coordinates the movement of wholesale electricity in all or parts of the Midwest, including parts of Illinois, Indiana, Missouri and Minnesota.

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For risk management purposes, GRE REPs utilize forward physical delivery contracts for a portion of their purchases of electricity and natural gas, which are defined as commodity derivative contracts. In addition, GRE's REPs enter into put and call options as hedges against unfavorable fluctuations in market prices of electricity and natural gas.

The ISOs perform real-time load balancing for each of the electrical power grids in which GRE REPs operate. Similarly, load balancing is performed by the utilities or local distribution company ("LDC"), for each of the natural gas markets in which GRE operates. Load balancing ensures that the amount of electricity and natural gas that GRE's REPs purchase is equal to the amount necessary to service its customers' demands at any specific point in time. GRE's REPs are charged or credited for balancing the electricity and natural gas purchased and sold for their account by their suppliers and the LDCs. GRE's REPs manage the differences between the actual electricity and natural gas demands of their customers and their bulk or block purchases by buying and selling in the spot market, and through monthly cash settlements and/or adjustments to future deliveries in accordance with the load balancing performed by utilities, LDCs, and/or ISOs.

Competition

As an operator of REPs, GRE competes with the local utility companies in each of the markets where it provides services and with many other licensed REPs. In some markets, competitor REPs are affiliated with local utilities. GRE also competes with several large vertically integrated energy companies. Some of these competitors are larger and better capitalized than GRE. Competition with the utilities and REPs exposes GRE to customer churn, especially since GRE's residential customers generally do not sign long-term contracts.

REPs and utilities offering fixed rate products or guaranteed pricing often are unable to change their sell rates offered to customers in response to volatility in the prices of the underlying commodities. In a rising commodity cost environment, REPs like ours that offer variable rate products, and reflect real-time commodity costs, will typically become less competitive with fixed rate providers. Conversely, in a downward moving commodity cost environment, variable rate REPs typically become more competitive as they benefit from the lag that utilities experience in reducing their sell rate to reflect the lower commodity costs.

Increasing our market share depends in part on our ability to persuade more customers to switch from other providers to GRE than those that churn from us to other providers. Moreover, local utilities and some REPs may have certain advantages such as name recognition, financial strength and long-standing relationships with customers. Persuading potential customers to switch to GRE requires significant marketing and sales operations.

Regulation

While GRE's REPs variable rates are not regulated, they, like all GRE's REP programs, are governed by their terms and conditions, which are accepted by all customers. GRE's REPS are required to comply with various reporting requirements in order to maintain eligibility to operate as a REP. Certain jurisdictions require GRE's REPs to publish its customer offers with the applicable regulatory commission, or in the public domain, generally a website established for such purpose.

Because of the resulting dramatic increases in wholesale electricity costs during the winter's "polar vortex" in 2014, the retail electricity prices that GRE's REPs and many other variable rate electricity suppliers charged to their customers also increased sharply. These retail electricity price increases resulted in large numbers of complaints, regulatory actions, and calls for legislation, regulation and litigation. GRE's subsidiary, IDT Energy, also paid approximately \$5 million in rebates to affected customers in the year ended December 31, 2014. These events adversely affected GRE's REPs customer churn, gross margins and results of operations.

IDT Energy reached a settlement with the Pennsylvania Attorney General's Office and the Acting Consumer Advocate terminating litigation with no admission of liability or finding of wrongdoing by IDT Energy.

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New York Public Service Commission Orders

On February 23, 2016, the New York Public Service Commission (“PSC”) issued an order that sought to impose significant new restrictions on REPs operating in New York, including those owned by GRE. The restrictions described in the PSC’s order, which were to become effective March 4, 2016, would have required that all REPs’ electricity and natural gas offerings to residential and small business customers include an annual guarantee of savings compared to the price charged by the relevant incumbent utility or, for electricity offerings, provide at least 30% of the supply from renewable sources. Customers not enrolled in a compliant program would be relinquished back to the local utility at the end of their contract period or, for variable price customers operating on month to month agreements, at the end of the current monthly billing cycle.

On March 4, 2016, a group of parties from the REP industry sought and won a temporary restraining order to stay implementation of the most restrictive portions of the PSC’s order pending a court hearing on those parties’ motion for a preliminary injunction. On July 25, 2016, the New York State Supreme Court, County of Albany, entered a decision and order granting the Petitioners’ petition, vacated provisions 1 through 3 of the Order, which outlined the proposed rule changes referenced above, and remitted the matter to the PSC for further proceedings consistent with the Court’s order.

In December 2017, the PSC held an evidentiary hearing to assess the retail energy market in New York. That process is continuing and is expected to last for at least several more months. The Company is evaluating the potential impact of any new order from the PSC that would follow from the evidentiary process, while preparing to operate in compliance with any new requirements that may be imposed. Depending on the final language of any new order, as well as the Company’s ability to modify its relationships with its New York customers, an order could have a substantial impact upon the operations of GRE-owned REPs in New York. As of September 30, 2017, New York represented 37% of GRE’s total meters served and 29% of the total RCEs of GRE’s customer base.

On July 14, 2016, and September 19, 2016, the PSC issued orders restricting REPs, including those owned by GRE, from serving customers enrolled in New York’s utility low-income assistance programs. Representatives of the REP industry challenged the ruling in New York State Supreme Court, Albany County, and, on September 27, 2016, the Court issued an order temporarily restraining the PSC from implementing the July and September orders. On December 16, 2016, the PSC issued an order (the “2016 Order”) prohibiting REP service to customers enrolled in New York’s utility low-income assistance programs. After an agreed-upon stay of the 2016 Order, on July 5, 2017, the New York State Supreme Court, Albany County, denied interested parties’ efforts to invalidate the 2016 Order. Several REPs have appealed the Supreme Court’s decision to the Appellate Division, Third Department. That court stayed implementation of the Order for a period of time, but later lifted the stay pending resolution of the appeal.

In a related action, several customers impacted by the 2016 Order filed a putative class action in the United States District Court for the Northern District of New York, challenging the Order. Temporary stays of the 2016 Order entered in connection with this action have expired, and REPs are now required to return service of their current low-income customers to the relevant local incumbent utility on the modified schedule set forth in the PSC's 2016 Order. The Company has analyzed its customer base and returned to the incumbent utilities all of its customers that it determined to be impacted by the 2016 order at the current time. Such returned customers representing approximately 3% of the total volume of electricity and natural gas sold by the REPs operated by the Company. The Company currently has certain incentive programs in place where when the programs mature, the Company expects that it will need to return additional customers, representing approximately 1% of the total volume of electricity and natural gas sold by the REPs operated by the Company, to the incumbent utilities to comply with the 2016 Order. If challenges to the 2016 Order as currently structured are not successful, the combination of customers who have returned to the utility and the potential customer pool market in New York could have a material adverse impact on the Company's future results.

REPs such as ours must be licensed in each state and utility service territory in which they operate. Each is subject to the rules and regulations governing the operations of REPs in each jurisdiction.

As of December 31, 2017, GRE's REPs operate in eight utility territories in New York, six utility territories in New Jersey, nine utility territories in Pennsylvania, four utility territories in Maryland, six utility territories in Ohio, five utility territories in Massachusetts, two utility territories in New Hampshire, two in Connecticut, one in Rhode Island, one in Washington, D.C. and two in Illinois. The State of New York, the Commonwealth of Pennsylvania, the State of New Jersey, the State of Maryland, the State of Illinois, the District of Columbia, the State of Ohio, the State of New Hampshire, the State of Rhode Island, the State of Connecticut, the Commonwealth of Massachusetts, the federal government, and related public service/utility commissions, among others, establish the rules and regulations for our REP operations.

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Like all operators of REPs, GRE is affected by the actions of governmental agencies, mostly on the state level, by the respective state Public Service/Utility Commissions, and other organizations (such as NYISO and PJM) and indirectly by the Federal Energy Regulatory Commission, or FERC. Regulations applicable to electricity and natural gas have undergone substantial change over the past several years as a result of restructuring initiatives at both the state and federal levels. We may be subject to new laws, orders or regulations or the revision or interpretation of existing laws, orders or regulations.

As of December 31, 2016, Diversegy was licensed to serve as a broker of electricity in New Jersey, Pennsylvania, Maryland, the District of Columbia, Illinois, Ohio, Rhode Island, New Hampshire, Massachusetts and Delaware, and as a gas broker in New Jersey, Maryland, Ohio, Rhode Island, New Hampshire, Virginia, Pennsylvania and the District of Columbia.

Employees

As of December 31, 2017, GRE employed 173 full time employees, 72 of whom are located in the Jamestown, New York office, of which approximately 85% are affiliated with our customer care center, 54 of whom are located in our New Jersey office, 10 of whom are located in our Arizona office and 37 of whom are located in the Florida office performing customer acquisition and support.

Genie Oil and Gas, Inc.

Genie Oil and Gas (GOGAS) is an oil and gas exploration company. GOGAS currently holds an 85.1% interest in Afek, which operates in the southern portion of the Golan Heights in Northern Israel. In addition, GOGAS holds an interest in three inactive or disbanded projects including an 88.2% interest in Genie Mongolia, Inc., an oil shale exploration project in Central Mongolia, a 98.3% interest in AMSO, which operated American Shale Oil, LLC, or AMSO, LLC, an oil shale development project in Colorado that was substantially decommissioned, and an 86.1% interest in IEI, an oil shale development project in Israel's Shfela Basin.

Afek Oil and Gas Ltd.

In April 2013, the Government of Israel finalized the award to Afek of an exclusive three-year petroleum exploration license covering 396.5 square kilometers in the southern portion of the Golan Heights in Northern Israel. The license has been extended to April 2018. Israel's Northern District Planning and Building Committee granted Afek a one-year

permit that commenced in February 2015, which has been subsequently extended to April 18, 2018, to conduct an up to ten-well oil and gas exploration program. This permit as extended is expected to cover the remainder of Afek's ongoing exploration program in the area covered by its exploration license.

In February 2015, Afek began drilling its first exploratory well. To date, Afek has completed drilling five wells in the Southern region of its license area. Based on the analysis of the first five wells and market conditions at that time, in the third quarter of 2016, Afek determined that it did not have a clear path to demonstrate probable or possible reserves in the Southern region of its license area over the next 12 to 18 months. Since there was substantial doubt regarding the economic viability of these wells, in the third quarter of 2016, Afek wrote off the \$41.0 million of capitalized exploration costs incurred in the Southern region.

Afek turned its operational focus to the Northern region of its license area. The data analyzed to date suggests that the Southern block resources may extend Northward at depths potentially sufficient to have induced a greater level of maturation of the resource. To validate this hypothesis, in 2017, Afek commenced drilling its sixth exploratory well – the first well in the Northern region of its license area.

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The company announced in November 2017 that the preliminary analysis of results from its completed Ness 10 exploratory well in Northern Israel suggests that the well's target zone does not contain commercially producible quantities of oil or natural gas and that it was suspending drilling operations pending further analysis. That analysis is ongoing at this time.

On a quarterly basis the Company assesses the economic and operational viability of the Afek project which requires significant estimates and assumptions by management. Depending on the results of that assessment as of December 31, 2017, if we can no longer support that Afek is making sufficient progress toward assessing the reserves and economic operating viability of the well, we may be required to record an impairment of up to approximately \$5.7 million of costs that were capitalized as of September 30, 2017.

Employees

GOGAS employs 10 employees. Afek also retains the services of a number of professional consultants, including geologists, hydrologists, drilling and completions engineers, process engineers, environmental experts, permitting consultants, energy experts, legal, and land designation and acquisition consultants.

Securities We May Offer

We may offer shares of our Class B common stock and warrants to purchase Class B common stock from time to time under this prospectus, together with any applicable prospectus supplement and related free writing prospectus, at prices and on terms to be determined by market conditions at the time of offering. This prospectus provides you with a general description of the securities we may offer. Each time we offer a type or series of securities, we will provide a prospectus supplement that will describe the specific amounts, prices and other important terms of the securities, including, to the extent applicable:

designation or classification;

aggregate principal amount or aggregate offering price;

maturity, if applicable;

conversion or exchange prices or rates, if any, and, if applicable, any provisions for changes to or adjustments in the conversion or exchange prices or rates and in the securities or other property receivable upon conversion or exchange;

ranking;

restrictive covenants, if any;

voting or other rights, if any; and

important United States federal income tax considerations.

A prospectus supplement and any related free writing prospectus that we may authorize to be provided to you may also add, update or change information contained in this prospectus or in documents we have incorporated by reference. However, no prospectus supplement or free writing prospectus will offer a security that is not registered and described in this prospectus at the time of the effectiveness of the registration statement of which this prospectus is a part.

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We may sell the securities directly to or through underwriters, dealers or agents. We, and our underwriters or agents, reserve the right to accept or reject all or part of any proposed purchase of securities. If we do offer securities through underwriters or agents, we will include in the applicable prospectus supplement:

the names of those underwriters or agents;

applicable fees, discounts and commissions to be paid to them;

details regarding over-allotment options, if any; and

the net proceeds to us.

Class B Common Stock

We may offer shares of our Class B common stock, par value \$0.01 per share, either alone or underlying other registered securities convertible into or exercisable for our Class B common stock. Holders of our Class B common stock are entitled dividends as our board of directors may declare from time to time out of legally available funds, subject to the preferential rights of the holders of any shares of our preferred stock that are outstanding or that we may issue in the future. Currently, we do not have any issued and outstanding preferred stock. Each holder of our Class B common stock is entitled to one tenth of one vote per share. In this prospectus, we provide a general description of, among other things, our dividend policy and the rights and restrictions that apply to holders of our Class B common stock. Our Class B common stock is described in greater detail in this prospectus under “Description of Capital Stock — Class B Common Stock.”

Warrants

We may from time to time offer warrants for the purchase of our Class B common stock in one or more series. We may issue warrants independently or together with Class B common stock, and the warrants may be attached to or separate from those securities.

The warrants may be evidenced by warrant certificates issued under one or more warrant agreements, which are contracts between us and an agent for the holders of the warrants. In this prospectus, we have summarized certain general features of the warrants under “Description of Warrants.” We urge you, however, to read the prospectus

supplements and any free writing prospectus that we may authorize to be provided to you related to the series of warrants being offered, as well as the complete warrant agreements and warrant certificates that contain the terms of the warrants. Specific warrant agreements will contain additional important terms and provisions and will be incorporated by reference as an exhibit to the registration statement which includes this prospectus.

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RISK FACTORS

Investment in our securities involves risks. Prior to making a decision about investing in our securities, you should consider carefully all of the information included and incorporated by reference or deemed to be incorporated by reference in this prospectus or the applicable prospectus supplement, including the risk factors incorporated by reference herein from our Form 10-K for the fiscal year ended December 31, 2016, as updated by annual, quarterly and other reports and documents we file with the Securities and Exchange Commission (the “SEC”) since December 31, 2016, including after the date of this prospectus and that are incorporated by reference herein or in the applicable prospectus supplement. Each of these risk factors could have a material adverse effect on our business, results of operations, financial position or cash flows, which may result in the loss of all or part of your investment.

We have identified a material weakness in our internal control over financial reporting and if we fail to remediate this material weakness and maintain proper and effective internal control over financial reporting, our ability to produce accurate and timely financial statements could be impaired and may lead investors and other users to lose confidence in our published financial data.

Maintaining effective internal control over financial reporting is necessary for us to produce reliable financial statements.

In evaluating the effectiveness of disclosure controls and procedures and our internal control over financial reporting as of March 31, 2017, June 30, 2017 and September 30, 2017, management concluded that a deficiency in the design and operating effectiveness of the Company’s internal controls represented a material weakness in the Company’s internal control over financial reporting and, therefore, that the Company did not maintain effective disclosure controls and procedures or internal control over financial reporting as of March 31, 2017, June 30, 2017 and September 30, 2017.

The unaudited consolidated statement of operations for the three months ended March 31, 2017 and June 30, 2017 had been restated to properly reflect the Company’s revenues, cost of revenues, income from operations, net income and earnings per share for those three-month periods. Certain amounts recorded in the second quarter of 2017 should properly have been recorded in the first quarter.

In addition, in evaluating the effectiveness of our internal control over financial reporting as of December 31, 2013, management identified material weaknesses in our internal control over financial reporting and those material weaknesses were successfully remediated. In evaluating the effectiveness of our internal control over financial reporting as of September 30, 2016, management identified material weaknesses in our internal control over financial

reporting and those material weaknesses were successfully remediated by December 31, 2016. Also, as of December 31, 2016, management review controls associated with the completeness and accuracy of computations relating to domestic and foreign income tax accounts and disclosures were not effective. Notwithstanding the material weakness described above, we performed additional analyses and other procedures to enable management to conclude that our financial statements included in the applicable Forms 10-K fairly presented, in all material respects, our financial condition and results of operations as of and for the years ended December 31, 2016 and 2015.

We have begun implementing measures to remediate the material weakness and improve our internal control over financial reporting. Management and our Audit Committee will monitor these remedial measures and the effectiveness of our internal controls and procedures. We will work to continually improve our internal control process and will diligently review our financial reporting controls and procedures. However, if our remedial measures prove to be insufficient to address the material weakness, or if additional material weaknesses or significant deficiencies in our internal control over financial reporting are discovered or occur in the future, our consolidated financial statements may contain material misstatements and we could be required to restate our financial results.

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Our current strategy is based on current regulatory conditions and assumptions, which could change or prove to be incorrect.

Regulation over the electricity and natural gas markets has been in flux at the state and federal levels. In particular, any changes adopted by the FERC, or changes in state or federal laws or regulations (including greenhouse gas laws) may affect the prices at which GRE purchases electricity or natural gas for its customers. While we endeavor to pass along increases in energy costs to our customers pursuant to our variable rate customer offerings, we may not always be able to do so due to competitive market forces and the risk of losing our customer base.

On February 23, 2016, the New York PSC issued an order that sought to impose significant new restrictions on REPs operating in New York, including those owned by GRE. The restrictions described in the PSC's order, which were to become effective March 4, 2016, would require that all REPs' electricity and natural gas offerings to residential and small business customers include an annual guarantee of savings compared to the price charged by the relevant incumbent utility or, for electricity offerings, provide at least 30% of the supply from renewable sources. Customers not enrolled in a compliant program would be relinquished back to the local utility at the end of their contract period or, for variable price customers operating on month to month agreements, at the end of the current monthly billing cycle.

On March 4, 2016, a group of parties from the REP industry sought and won a temporary restraining order to stay implementation of the most restrictive portions of the PSC's order pending a court hearing on those parties' motion for a preliminary injunction. On July 25, 2016, the New York State Supreme Court, County of Albany, entered a decision and order granting the Petitioners' petition, vacated provisions 1 through 3 of the Order, which outlined the proposed rule changes referenced above, and remitted the matter to the PSC for further proceedings consistent with the Court's order.

In December 2017, the PSC held an evidentiary hearing to assess the retail energy market in New York. That process is continuing and is expected to last for at least several more months. The Company is evaluating the potential impact of any new order from the PSC that would follow from the evidentiary process, while preparing to operate in compliance with any new requirements that may be imposed. Depending on the final language of any new order, as well as the Company's ability to modify its relationships with its New York customers, an order could have a substantial impact upon the operations of GRE-owned REPs in New York. As of September 30, 2017, New York represented 37% of GRE's total meters served and 29% of the total RCEs of GRE's customer base.

On July 14, 2016, and September 19, 2016, the PSC issued orders restricting REPs, including those owned by GRE, from serving customers enrolled in New York's utility low-income assistance programs. Representatives of the REP industry challenged the ruling in New York State Supreme Court, Albany County, and, on September 27, 2016, the Court issued an order temporarily restraining the PSC from implementing the July and September orders. On

December 16, 2016, the PSC issued an order (the “2016 Order”) prohibiting REP service to customers enrolled in New York’s utility low-income assistance programs. After an agreed-upon stay of the 2016 Order, on July 5, 2017, the New York State Supreme Court, Albany County, denied interested parties’ efforts to invalidate the 2016 Order. Several REPs have appealed the Supreme Court’s decision to the Appellate Division, Third Department. That court stayed implementation of the Order for a period of time, but later lifted the stay pending resolution of the appeal.

In a related action, several customers impacted by the 2016 Order filed a putative class action in the United States District Court for the Northern District of New York, challenging the Order. Temporary stays of the 2016 Order entered in connection with this action have expired, and REPs are now required to return service of their current low-income customers to the relevant local incumbent utility on the modified schedule set forth in the PSC’s 2016 Order. The Company has analyzed its customer base and returned to the incumbent utilities all of its customers that it determined to be impacted by the 2016 order at the current time. Such returned customers representing approximately 3% of the total volume of electricity and natural gas sold by the REPs operated by the Company. The Company currently has certain incentive programs in place where when the programs mature, the Company expects that it will need to return additional customers, representing approximately 1% of the total volume of electricity and natural gas sold by the REPs operated by the Company, to the incumbent utilities to comply with the 2016 Order. If challenges to the 2016 Order as currently structured are not successful, the combination of customers who have returned to the utility and the potential customer pool market in New York could have a material adverse impact on the Company’s future results.

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Legislators and regulators may enact or modify laws or regulation to prevent the repetition of price spikes experienced in prior periods or address customer complaints that have come to light in connection with those events. Potential regulatory and/or legislative changes may impact our ability to use our established sales and marketing channels. Any changes in these factors, or any significant changes in industry development, could have an adverse effect on our revenues, profitability and growth or threaten the viability of our current business model.

The effects of the Tax Cuts and Jobs Act on our business have not yet been fully analyzed and could have an adverse effect on our business and financial position.

On December 22, 2017, the Tax Cuts and Jobs Act (the “Act”) was signed into law. We are in the process of analyzing the Act and its possible effects on the Company. The Act reduces the corporate tax rate to 21 percent from 35 percent, among other things. Our deferred tax assets and related valuation allowance will be adjusted using the newly enacted rate and the adjustment will be recorded recognized within income tax expense in the fourth quarter of fiscal 2017. To the extent that the accounting for certain income tax effects of the Act is incomplete at the time our 2017 Form 10-K is filed, we will follow Staff Accounting Bulletin No. 118, which provides guidance for situations where the accounting for the Act under ASC Topic 740 is incomplete.

SPECIAL NOTE REGARDING FORWARD-LOOKING INFORMATION

This prospectus and the documents incorporated herein by reference contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on our management’s current beliefs, expectations and assumptions about future events, conditions and results and on information currently available to us. Discussions containing these forward-looking statements may be found, among other places, in the Sections entitled “Business,” “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” incorporated by reference from our most recent Annual Report on Form 10-K and in our Quarterly Reports on Form 10-Q, as well as any amendments thereto, filed with the SEC.

All statements, other than statements of historical fact, included or incorporated herein regarding our strategy, future operations, financial position, future revenues, projected costs, plans, prospects and objectives are forward-looking statements. Words such as “expect,” “anticipate,” “intend,” “plan,” “believe,” “seek,” “estimate,” “think,” “may,” “could,” “wi
“should,” “continue,” “potential,” “likely,” “opportunity” and similar expressions or variations of such words are intended to identify forward-looking statements, but are not the exclusive means of identifying forward-looking statements. Additionally, statements concerning future matters such as our expectations of business and market conditions, development and commercialization of new products, enhancements of existing products or technologies, and other statements regarding matters that are not historical are forward-looking statements. Such statements are based on currently available operating, financial and competitive information and are subject to various risks, uncertainties and assumptions that could cause actual results to differ materially from those anticipated or implied in our

forward-looking statements due to a number of factors including, but not limited to, those set forth above under the section entitled “Risk Factors” in this prospectus and any accompanying prospectus supplement. Given these risks, uncertainties and other factors, many of which are beyond our control, you should not place undue reliance on these forward-looking statements.

Except as required by law, we assume no obligation to update these forward-looking statements publicly, or to revise any forward-looking statements to reflect events or developments occurring after the date of this prospectus, even if new information becomes available in the future.

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UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION

On November 2, 2016, we acquired Retail Energy Holdings, LLC (“REH”), a privately held retail energy provider, for \$9.5 million in cash plus \$1.4 million for net working capital. REH operates as Town Square Energy in eight Eastern states, serving approximately 47,000 electricity residential customer equivalents. REH’s licenses and customer base expands Genie Retail Energy’s geographic footprint to four new states – New Hampshire, Rhode Island, Massachusetts and Connecticut – and provides additional electricity customers in New Jersey, Maryland, Ohio and Pennsylvania. REH will be operated as a wholly owned subsidiary utilizing the Town Square Energy brand.

The acquisition was accounted for as a purchase, with the assets acquired and liabilities assumed recorded at fair values, and the results of REH's operations included in the Company's consolidated financial statements from the date of acquisition.

The accompanying condensed consolidated statement of operation illustrates the effect of the acquisition ("Pro Forma") on the Company's results of operations. The condensed consolidated statement of operations for the year ended December 31, 2016 is based on the historical statement of operations of the Company for the year ended December 31, 2016 and the historical statement of operations of REH for period from January 1, 2016 through the date of acquisition. The pro forma condensed consolidated statement of operations assumes the acquisition took place on January 1, 2016.

The accompanying condensed consolidated pro forma financial statements should be read in connection with the historical financial statements of the Company.

The proforma financial information is unaudited and is not necessarily indicative of the results which would have occurred if the transaction described above had been consummated on January 1, 2016 for the proforma condensed consolidated statement of operations, nor does it purport to represent the future results of operations for future periods. In management’s opinion, all adjustments necessary to reflect the effects of the transaction listed above have been made.

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GENIE ENERGY LTD.

**PROFORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2016**

(in thousands, except per share data)

(unaudited)

	Genie Energy Historical	REH Historical	Proforma Adjustments	Proforma
Revenues:				
Electricity	\$ 179,467			

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• Changes in the market price of commodities such as coal, uranium, natural gas, fuel oil, crude oil, construction materials, reagents, electricity, and emission allowances;

• Changes in the market price of equity securities, debt securities, and other investments;

• Changes in interest rates, currency exchange rates, and inflation rates;

• Ineffectiveness of TVA's disclosure controls and procedures or its internal control over financial reporting;

• Inability to eliminate identified deficiencies in TVA's systems, standards, controls, or corporate culture;

• Inability to attract or retain a skilled workforce;

• Events at a nuclear facility, whether or not operated by or licensed to TVA, which, among other things, could lead to increased regulation or restriction on the construction, ownership, operation, and decommissioning of nuclear facilities or on the storage of spent fuel, obligate TVA to pay retrospective insurance premiums, reduce the availability and affordability of insurance, increase the costs of operating TVA's existing nuclear units, negatively affect the cost and schedule for completing Watts Bar Unit 2 and preserving Bellefonte Nuclear Plant Unit 1 for possible completion, and cause TVA to forego future construction at these or other facilities;

• Loss of quorum of the TVA Board of Directors; and

• Other unforeseeable events.

See also Item 1A, Risk Factors, and Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations in TVA's Annual Report on Form 10-K for the fiscal year ended September 30, 2014 (the "Annual Report"), and

Part I, Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations in this Quarterly Report for a discussion of factors that could cause actual results to differ materially from those in a forward-looking statement. New factors emerge from time to time, and it is not possible for TVA to predict all such factors or to assess the extent to which any factor or combination of factors may impact TVA's business or cause results to differ materially from those contained in any forward-looking statement. TVA undertakes no obligation to update any forward-looking statement to reflect developments that occur after the statement is made.

GENERAL INFORMATION

Fiscal Year

References to years (2015, 2014, etc.) in this Quarterly Report are to TVA's fiscal years ending September 30. Years that are preceded by "CY" are references to calendar years.

Notes

References to "Notes" are to the Notes to Consolidated Financial Statements contained in Part I, Item 1, Financial Statements in this Quarterly Report.

Available Information

TVA's Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K for the preceding five years, as well as all amendments to those reports, are available on TVA's web site, free of charge, as soon as reasonably practicable after such reports are electronically filed with or furnished to the Securities and Exchange Commission ("SEC"). TVA's web site is www.tva.gov. Information contained on TVA's web site shall not be deemed to be incorporated into, or to be a part of, this Quarterly Report. All TVA SEC reports are available to the public without charge from the web site maintained by the SEC at www.sec.gov.

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

TENNESSEE VALLEY AUTHORITY
 CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)
 (in millions)

	Three Months Ended June 30		Nine Months Ended June 30	
	2015	2014	2015	2014
Operating revenues				
Revenue from sales of electricity	\$2,522	\$2,618	\$7,722	\$7,869
Other revenue	36	33	110	102
Total operating revenues	2,558	2,651	7,832	7,971
Operating expenses				
Fuel	608	698	1,744	1,904
Purchased power	244	279	736	843
Operating and maintenance	738	880	2,083	2,480
Depreciation and amortization	534	463	1,440	1,357
Tax equivalents	128	133	383	395
Total operating expenses	2,252	2,453	6,386	6,979
Operating income	306	198	1,446	992
Other income (expense), net	8	10	25	37
Interest expense				
Interest expense	337	334	1,020	1,009
Allowance for funds used during construction	(55	) (45	) (158	) (127
Net interest expense	282	289	862	882
Net income (loss)	\$32	\$(81	) \$609	\$147

The accompanying notes are an integral part of these consolidated financial statements.

TENNESSEE VALLEY AUTHORITY
 CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (Unaudited)
 (in millions)

	Three Months Ended June 30		Nine Months Ended June 30	
	2015	2014	2015	2014
Net income (loss)	\$32	\$(81	) \$609	\$147
Other comprehensive income (loss)				
Net unrealized gain (loss) on cash flow hedges	62	1	(12	) 23
Reclassification to earnings from cash flow hedges	(53	) (26	) 31	(55
Total other comprehensive income (loss)	\$9	\$(25	) \$19	\$(32
Total comprehensive income (loss)	\$41	\$(106	) \$628	\$115

The accompanying notes are an integral part of these consolidated financial statements.

Table of ContentsTENNESSEE VALLEY AUTHORITY
CONSOLIDATED BALANCE SHEETS

(in millions)

ASSETS

	June 30, 2015 (Unaudited)	September 30, 2014
Current assets		
Cash and cash equivalents	\$500	\$500
Restricted cash and investments	—	19
Accounts receivable, net	1,575	1,676
Inventories, net	1,126	1,056
Regulatory assets	549	481
Other current assets	81	56
Total current assets	3,831	3,788
Property, plant, and equipment		
Completed plant	49,782	47,564
Less accumulated depreciation	(25,755)	) (24,589)
Net completed plant	24,027	22,975
Construction in progress	6,640	5,951
Nuclear fuel	1,329	1,322
Capital leases	96	102
Total property, plant, and equipment, net	32,092	30,350
Investment funds	2,079	1,981
Regulatory and other long-term assets		
Regulatory assets	8,787	8,994
Other long-term assets	531	483
Total regulatory and other long-term assets	9,318	9,477
Total assets	\$47,320	\$45,596

The accompanying notes are an integral part of these consolidated financial statements.

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TENNESSEE VALLEY AUTHORITY
 CONSOLIDATED BALANCE SHEETS
 (in millions)

LIABILITIES AND PROPRIETARY CAPITAL

	June 30, 2015 (Unaudited)	September 30, 2014
Current liabilities		
Accounts payable and accrued liabilities	\$1,956	\$2,050
Accrued interest	315	380
Current portion of leaseback obligations	79	75
Current portion of energy prepayment obligations	100	100
Regulatory liabilities	168	184
Short-term debt, net	2,582	596
Current maturities of power bonds	32	1,032
Current maturities of long-term debt of variable interest entities	33	32
Total current liabilities	5,265	4,449
Other liabilities		
Post-retirement and post-employment benefit obligations	5,852	5,839
Asset retirement obligations	3,676	3,089
Other long-term liabilities	2,019	1,962
Leaseback obligations	538	616
Energy prepayment obligations	235	310
Regulatory liabilities	1	—
Total other liabilities	12,321	11,816
Long-term debt, net		
Long-term power bonds, net	21,744	21,948
Long-term debt of variable interest entities	1,263	1,279
Total long-term debt, net	23,007	23,227
Total liabilities	40,593	39,492
Proprietary capital		
Power program appropriation investment	258	258
Power program retained earnings	5,852	5,240
Total power program proprietary capital	6,110	5,498
Nonpower programs appropriation investment, net	593	601
Accumulated other comprehensive income (loss)	24	5
Total proprietary capital	6,727	6,104
Total liabilities and proprietary capital	\$47,320	\$45,596

The accompanying notes are an integral part of these consolidated financial statements.

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TENNESSEE VALLEY AUTHORITY
CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
For the nine months ended June 30
(in millions)

	2015	2014	
Cash flows from operating activities			
Net income (loss)	\$609	\$147	
Adjustments to reconcile net income (loss) to net cash provided by operating activities			
Depreciation and amortization (including amortization of debt issuance costs and premiums/discounts)	1,475	1,391	
Amortization of nuclear fuel cost	206	205	
Non-cash retirement benefit expense	249	429	
Prepayment credits applied to revenue	(75)	(75))
Fuel cost adjustment deferral	(6)	(91))
Fuel cost tax equivalents	(17)	1	
Changes in current assets and liabilities			
Accounts receivable, net	118	15	
Inventories and other, net	(117)	33)
Accounts payable and accrued liabilities	(208)	22	
Accrued interest	(65)	(66))
Regulatory assets costs	(18)	(49))
Pension contributions	(144)	(132))
Insurance recoveries	50	175	
Other, net	(41)	(18))
Net cash provided by operating activities	2,016	1,987	
Cash flows from investing activities			
Construction expenditures	(2,064)	(1,694))
Combined cycle plant acquisition	(342)	—	
Nuclear fuel expenditures	(252)	(272))
Purchases of investments	(1)	—	
Loans and other receivables			
Advances	(11)	(3))
Repayments	7	5	
Other, net	(27)	3	
Net cash used in investing activities	(2,690)	(1,961))
Cash flows from financing activities			
Long-term debt			
Redemptions and repurchases of power bonds	(1,180)	(363))
Redemptions of variable interest entities	(15)	(15))
Short-term debt issues (redemptions), net	1,986	(674))
Payments on leases and leasebacks	(77)	(70))
Payments to U.S. Treasury	(5)	(10))
Other, net	(35)	9	
Net cash provided by (used in) financing activities	674	(1,123))
Net change in cash and cash equivalents	—	(1,097))
Cash and cash equivalents at beginning of period	500	1,602	
Cash and cash equivalents at end of period	\$500	\$505	

Supplemental Disclosures

Significant non-cash transactions

Accrued capital and nuclear fuel expenditures	\$414	\$242
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The accompanying notes are an integral part of these consolidated financial statements.

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TENNESSEE VALLEY AUTHORITY
CONSOLIDATED STATEMENTS OF CHANGES IN PROPRIETARY CAPITAL (Unaudited)
For the three months ended June 30, 2015 and 2014
(in millions)

	Power Program Appropriation Investment	Power Program Retained Earnings	Nonpower Programs Appropriation Investment, Net	Accumulated Other Comprehensive Income (Loss) from Net Gains (Losses) on Cash Flow Hedges	Total	
Balance at March 31, 2014 (unaudited)	\$263	\$4,997	\$605	\$(4	) \$5,861
Net income (loss)	—	(79) (2) —	(81)
Total other comprehensive income (loss)	—	—	—	(25) (25)
Return on power program appropriation investment	—	(1) —	—	(1)
Return of power program appropriation investment	(2) —	—	—	(2)
Balance at June 30, 2014 (unaudited)	\$261	\$4,917	\$603	\$(29	) \$5,752
Balance at March 31, 2015 (unaudited)	\$258	\$5,819	\$595	\$15	\$6,687	
Net income (loss)	—	34	(2	) —	32
Total other comprehensive income (loss)	—	—	—	9	9	
Return on power program appropriation investment	—	(1) —	—	(1)
Balance at June 30, 2015 (unaudited)	\$258	\$5,852	\$593	\$24	\$6,727	

The accompanying notes are an integral part of these consolidated financial statements.

TENNESSEE VALLEY AUTHORITY
CONSOLIDATED STATEMENTS OF CHANGES IN PROPRIETARY CAPITAL (Unaudited)
For the nine months ended June 30, 2015 and 2014
(in millions)

	Power Program Appropriation Investment	Power Program Retained Earnings	Nonpower Programs Appropriation Investment, Net	Accumulated Other Comprehensive Income (Loss) from Net Gains (Losses) on Cash Flow Hedges	Total	
Balance at September 30, 2013	\$268	\$4,767	\$609	\$3	\$5,647	
Net income (loss)	—	153	(6) —	147	
	—	—	—	(32) (32)

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Total other comprehensive income (loss)					
Return on power program appropriation investment	—	(3) —	—	(3)
Return of power program appropriation investment	(7	) —	—	—	(7)
Balance at June 30, 2014 (unaudited)	\$261	\$4,917	\$603	\$(29	) \$5,752
Balance at September 30, 2014	\$258	\$5,240	\$601	\$5	\$6,104
Net income (loss)	—	617	(8	) —	609
Total other comprehensive income (loss)	—	—	—	19	19
Return on power program appropriation investment	—	(5	) —	—	(5)
Balance at June 30, 2015 (unaudited)	\$258	\$5,852	\$593	\$24	\$6,727

The accompanying notes are an integral part of these consolidated financial statements.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

(Dollars in millions except where noted)

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1. Summary of Significant Accounting Policies

General

The Tennessee Valley Authority ("TVA") is a corporate agency and instrumentality of the United States that was created in 1933 by legislation enacted by the United States ("U.S.") Congress in response to a request by President Franklin D. Roosevelt. TVA was created to, among other things, improve navigation on the Tennessee River, reduce the damage from destructive flood waters within the Tennessee River system and downstream on the lower Ohio and Mississippi Rivers, further the economic development of TVA's service area in the southeastern United States, and sell the electricity generated at the facilities TVA operates.

Today, TVA operates the nation's largest public power system and supplies power in most of Tennessee, northern Alabama, northeastern Mississippi, and southwestern Kentucky and in portions of northern Georgia, western North Carolina, and southwestern Virginia to a population of nine million people.

TVA also manages the Tennessee River, its tributaries, and certain shorelines to provide, among other things, year-round navigation, flood damage reduction, and affordable and reliable electricity. Consistent with these primary purposes, TVA also manages the river system to provide recreational opportunities, adequate water supply, improved water quality, natural resource protection, and economic development.

The power program has historically been separate and distinct from the stewardship programs. It is required to be self-supporting from power revenues and proceeds from power financings, such as proceeds from the issuance of bonds, notes, or other evidences of indebtedness ("Bonds"). Although TVA does not currently receive congressional appropriations, it is required to make annual payments to the United States Department of the Treasury ("U.S. Treasury") as a return on the government's appropriation investment in TVA's power facilities (the "Power Program

Appropriation Investment"). In the 1998 Energy and Water Development Appropriations Act, Congress directed TVA to fund essential stewardship activities related to its management of the Tennessee River system and nonpower or stewardship properties with power revenues in the event that there were insufficient appropriations or other available funds to pay for such activities in any fiscal year. Congress has not provided any appropriations to TVA to fund such activities since 1999. Consequently, during 2000, TVA began paying for essential stewardship activities primarily with power revenues, with the remainder funded with user fees and other forms of revenues derived in connection with those activities. The activities related to stewardship properties do not meet the criteria of an operating segment under accounting principles generally accepted in the United States of America ("GAAP"). Accordingly, these assets and properties are included as part of the power program, TVA's only operating segment.

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Power rates are established by the TVA Board of Directors (the "TVA Board") as authorized by the Tennessee Valley Authority Act of 1933, as amended, 16 U.S.C. §§ 831-831ee (the "TVA Act"). The TVA Act requires TVA to charge rates for power that will produce gross revenues sufficient to provide funds for operation, maintenance, and administration of its power system; payments to states and counties in lieu of taxes ("tax equivalents"); debt service on outstanding indebtedness; payments to the U.S. Treasury in repayment of and as a return on the Power Program Appropriation Investment; and such additional margin as the TVA Board may consider desirable for investment in power system assets, retirement of outstanding Bonds in advance of maturity, additional reduction of the Power Program Appropriation Investment, and other purposes connected with TVA's power business. In setting TVA's rates, the TVA Board is charged by the TVA Act to have due regard for the primary objectives of the TVA Act, including the objective that power shall be sold at rates as low as are feasible. Rates set by the TVA Board are not subject to review or approval by any state or other federal regulatory body. TVA fulfilled its requirement to repay \$1.0 billion of the Power Program Appropriation Investment in 2014.

Fiscal Year

TVA's fiscal year ends September 30. Years (2015, 2014, etc.) refer to TVA's fiscal years unless they are preceded by "CY," in which case the references are to calendar years.

Cost-Based Regulation

Since the TVA Board is authorized by the TVA Act to set rates for power sold to its customers, TVA is self-regulated. Additionally, TVA's regulated rates are designed to recover its costs. Based on current projections, TVA believes that rates, set at levels that will recover TVA's costs, can be charged and collected. As a result of these factors, TVA records certain assets and liabilities that result from the regulated ratemaking process that would not be recorded under GAAP for non-regulated entities. Regulatory assets generally represent incurred costs that have been deferred because such costs are probable of future recovery in customer rates. Regulatory liabilities generally represent obligations to make refunds to customers for previous collections for costs that are not likely to be incurred or deferral of gains that will be credited to customers in future periods. TVA assesses whether the regulatory assets are probable of future recovery by considering factors such as applicable regulatory changes, potential legislation, and changes in technology. Based on these assessments, TVA believes the existing regulatory assets are probable of future recovery. This determination reflects the current regulatory and political environment and is subject to change in the future. If future recovery of regulatory assets ceases to be probable, or any of the other factors described above cease to be applicable, TVA would no longer be considered to be a regulated entity and would be required to write off these costs. Most regulatory asset write offs would be required to be recognized in earnings in the period in which future recovery ceases to be probable.

Basis of Presentation

TVA prepares its consolidated interim financial statements in conformity with GAAP for consolidated interim financial information. Accordingly, TVA's consolidated interim financial statements do not include all of the information and notes required by GAAP for annual financial statements. As such, they should be read in conjunction with the audited financial statements for the year ended September 30, 2014, and the notes thereto, which are contained in TVA's Annual Report on Form 10-K for the year ended September 30, 2014 (the "Annual Report"). In the opinion of management, all adjustments (consisting of items of a normal recurring nature) considered necessary for fair presentation are included in the interim financial statements.

The accompanying consolidated interim financial statements include the accounts of TVA and three variable interest entities ("VIEs"), of which TVA is the primary beneficiary. See Note 9. Intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements requires TVA to estimate the effects of various matters that are inherently uncertain as of the date of the consolidated financial statements. Although the consolidated financial statements are prepared in conformity with GAAP, TVA is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the amounts of revenues and expenses reported during the reporting period. Each of these estimates varies in regard to the level of judgment involved and its potential impact on TVA's financial results. Estimates are deemed critical either when a different estimate could have reasonably been used or where changes in the estimate are reasonably likely to occur from period to period and such use or change would materially impact TVA's financial condition, results of operations, or cash flows.

Reclassifications

Certain reclassifications have been made to the Consolidated Statement of Cash Flows for the nine months ended June 30, 2015, in the Cash flows from operating activities section as \$51 million previously reported as Environmental cleanup costs — Kingston ash spill — non cash and \$(65) million previously reported as Environmental cleanup costs — Kingston ash spill for the for the nine months ended June 30, 2014, were reclassified to \$(14) million Other, net.

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Allowance for Uncollectible Accounts

The allowance for uncollectible accounts reflects TVA's estimate of probable losses inherent in its accounts and loans receivable balances. TVA determines the allowance based on known accounts, historical experience, and other currently available information including events such as customer bankruptcy and/or a customer failing to fulfill payment arrangements after 90 days. It also reflects TVA's corporate credit department's assessment of the financial condition of customers and the credit quality of the receivables.

The allowance for uncollectible accounts was \$1 million at June 30, 2015 and September 30, 2014, for accounts receivable. Additionally, loans receivable of \$111 million and \$92 million at June 30, 2015 and September 30, 2014, respectively, are included in Accounts receivable, net and Other long-term assets, for the current and long-term portions, respectively, and reported net of allowances for uncollectible accounts of \$9 million at both June 30, 2015 and September 30, 2014.

Depreciation

Depreciation expense was \$462 million and \$391 million for the three months ended June 30, 2015, and 2014, respectively, and \$1.2 billion and \$1.1 billion for the nine months ended June 30, 2015, and 2014, respectively. In May 2015, TVA's Board approved that Widows Creek Fossil Plant ("Widows Creek") Unit 7 be retired by October 31, 2015. Management subsequently decided to retire Widows Creek Unit 7 by September 30, 2015. As a result, depreciation expense is being further accelerated over the remaining useful life. This resulted in additional accelerated depreciation expense of \$81 million during both the three and nine months ended June 30, 2015. It is expected that the decision to retire Widows Creek Unit 7 by September 30, 2015 will increase depreciation expense by approximately \$137 million for the remainder of 2015.

Blended Low-Enriched Uranium Program

Under the blended low-enriched uranium ("BLEU") program, TVA, the U.S. Department of Energy ("DOE"), and certain nuclear fuel contractors have entered into agreements providing for the DOE's surplus of enriched uranium to be blended with other uranium down to a level that allows the blended uranium to be fabricated into fuel that can be used in nuclear power plants. Under the terms of an interagency agreement between TVA and the DOE, in exchange for supplying highly enriched uranium materials to the appropriate third-party fuel processors for processing into usable BLEU fuel for TVA, the DOE participates to a degree in the savings generated by TVA's use of this blended nuclear fuel. Over the life of the program, TVA projects that the DOE's share of savings generated by TVA's use of this blended nuclear fuel could result in payments to the DOE of as much as \$162 million. TVA accrues an obligation with each BLEU reload batch related to the portion of the ultimate future payments estimated to be attributable to the BLEU fuel currently in use. At June 30, 2015, TVA had paid out approximately \$131 million for this program, and the obligation recorded was \$12 million.

2. Impact of New Accounting Standards and Interpretations

The following accounting standard became effective for TVA on October 1, 2014.

Liabilities. In February 2013, the Financial Accounting Standards Board ("FASB") issued guidance on liabilities, which defines how entities measure obligations from joint and several liability arrangements for which the total amount of the obligation is fixed at the reporting date and for which no guidance exists, except for obligations addressed within existing guidance in GAAP. The guidance also requires entities to disclose the nature and amount of the obligation as well as other information about those obligations. The standard became effective for TVA on October 1, 2014, and is applied on a retrospective basis for all comparative periods presented. Adoption of this

guidance did not have a material impact on TVA's financial condition, results of operations, or cash flows.

The following accounting standards have been issued, but as of June 30, 2015, were not effective and have not been adopted by TVA.

Revenue Recognition. In May 2014, the FASB issued a new revenue recognition standard that applies to revenue from contracts with customers. The standard requires that an entity recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In July 2015, the FASB adopted a one-year deferral of the effective date. The standard becomes effective for TVA on October 1, 2018, and allows for either a full retrospective or a modified retrospective application. Early adoption of the standard is permitted for TVA on October 1, 2017. TVA is currently evaluating the potential impact of these changes on its consolidated financial statements and related disclosures and the application method to be used.

Consolidation. In February 2015, the FASB issued guidance that amends the consolidation analysis, which affects a reporting entity's evaluation of variable interests in entities in which it is involved in determining whether consolidation is required. The standard reduces the number of consolidation models through the elimination of the indefinite deferral for certain entities that was previously allowed and places more emphasis on risk of loss when determining a controlling financial interest. The standard becomes effective for TVA on October 1, 2016, and allows for either a full retrospective or a modified retrospective

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application. TVA has evaluated the impact of adopting this guidance and expects no material impact on TVA's financial condition, results of operations, or cash flows.

Debt Issuance Costs. In April 2015, the FASB issued guidance that changes the presentation of debt issuance costs in financial statements. This standard requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct reduction of the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by the amendments of this update. The standard becomes effective for TVA on October 1, 2016, and will be applied on a retrospective basis for all comparative periods presented. TVA has evaluated the impact of adopting this guidance, and if the guidance had been effective for TVA as of June 30, 2015, TVA would have reclassified \$75 million of debt issues costs from Other long-term assets as a reduction to Long-term power bonds, net and Long-term debt, net of variable interest entities.

Inventory Valuation. In July 2015, the FASB issued guidance that changes the model used for the subsequent measurement of inventory from the previous lower of cost or market model, to the lower of cost and net realizable value. The guidance applies only to inventory valued using methods other than last-in, first out ("LIFO") or the retail inventory method (for example first-in, first-out ("FIFO") or average cost). This amendment is intended to simplify the subsequent measurement of inventory. The standard becomes effective for TVA on October 1, 2017, including interim periods within that fiscal year, and is required to be applied prospectively. Early adoption is permitted. TVA is currently evaluating the potential impact of these changes on its consolidated financial statements.

3. Restructuring

TVA is undertaking cost reduction initiatives with the goal of keeping rates low, keeping reliability high, and continuing to fulfill its broader mission of environmental stewardship and economic development. TVA's current focus is on reducing operating and maintenance costs through further efficiency gains and streamlining the organization. The goal is to reduce TVA's operating and maintenance costs by \$500 million by the end of 2015 as compared to its 2013 budget. As part of these cost reduction initiatives, an organizational restructuring occurred in 2014, which resulted in approximately 2,000 position reductions achieved through attrition, elimination of vacant positions, and employees leaving TVA either voluntarily or involuntarily. In May 2015, TVA announced a limited reduction in force for selected business units and anticipates another approximately 200 employees will be leaving TVA. Certain employees were eligible for severance payments as a result of these cost reduction initiatives. These severance amounts are included in Accounts payable and accrued liabilities and Other long-term liabilities, as applicable, on the Consolidated Balance Sheets. The restructuring expenses are included in Operating and maintenance on the Consolidated Statements of Operations. The table below summarizes the activity related to severance costs:

Severance Cost Liability Activity

	Three Months Ended June 30		Nine Months Ended June 30	
	2015	2014	2015	2014
Severance cost liability at beginning of period	\$1	\$32	\$45	\$—
Liabilities incurred during the period	7	21	7	56
Actual costs paid during the period	(1	) (7	) (44	) (10
Adjustments to estimate during the period	—	—	(1) —
Severance cost liability at end of period	\$7	\$46	\$7	\$46

TVA plans to continue to evaluate its operations after it reaches its 2015 cost reduction goal. These evaluations could include additional staff restructuring and severance costs.

4. Accounts Receivable, Net

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Accounts receivable primarily consist of amounts due from customers for power sales. The table below summarizes the types and amounts of TVA's accounts receivable:

Accounts Receivable, Net

	At June 30, 2015	At September 30, 2014
Power receivables	\$1,451	\$1,576
Other receivables	125	101
Allowance for uncollectible accounts	(1) (1
Accounts receivable, net	\$1,575	\$1,676

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5. Inventories, Net

The table below summarizes the types and amounts of TVA's inventories:

Inventories, Net	At June 30, 2015	At September 30, 2014
Fuel inventory	\$513	\$473
Materials and supplies inventory	648	616
Emission allowance inventory, net	13	13
Allowance for inventory obsolescence	(48	) (46
Inventories, net	\$1,126	\$1,056

6. Acquisition

On April 14, 2015, TVA acquired a 700-megawatt combined-cycle gas plant located in Ackerman, Mississippi, from Quantum Choctaw Power, an affiliate of Quantum Utility Generation. TVA has purchased the electricity generated by the plant since 2008. TVA acquired the plant for total cash consideration of \$342 million. The plant is located within TVA's service area and is already connected to TVA's transmission grid. The plant is expected to provide greater transmission flexibility and system reliability as TVA retires older, coal-burning units. The facility has been renamed Ackerman Combined Cycle Plant. The purchase price allocation of the fair value of the assets acquired consisted of \$333 million of Completed plant, \$6 million of Other long-term assets, and \$3 million of Inventories, net. Transaction costs were expensed as incurred and were not material.

7. Other Long-Term Assets

The table below summarizes the types and amounts of TVA's other long-term assets:

Other Long-Term Assets	At June 30, 2015	At September 30, 2014
EnergyRight® receivables	\$123	\$123
Unamortized debt issue cost of power bonds and variable interest entities	75	68
Loans and other long-term receivables, net	108	87
Prepaid capacity payments	53	58
Restricted cash	—	64
Currency swap asset, net	61	—
Commodity contract derivative assets	1	—
Other	110	83
Other long-term assets	\$531	\$483

In association with the EnergyRight® Solutions program, local power company customers of TVA ("LPCs") offer financing to end-use customers for the purchase of energy-efficient equipment. Depending on the nature of the energy-efficiency project, loans may have a maximum term of five years or ten years. TVA purchases the resulting loans receivable from its LPCs. The loans receivable are then transferred to a third-party bank with which TVA has agreed to repay in full any loan receivable that has been in default for 180 days or more or that TVA has determined is uncollectible. Given this continuing involvement, TVA accounts for the transfer of the loans receivable as secured borrowings. The current and long-term portions of the loans receivable are reported in Accounts receivable, net and Other long-term assets, respectively, on TVA's consolidated balance sheets. As of June 30, 2015 and September 30, 2014, the carrying amount of the loans receivable, net of discount, reported in Accounts receivable, net was approximately \$32 million and \$33 million, respectively. See Note 11 for information regarding the associated financing obligation.

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8. Regulatory Assets and Liabilities

Regulatory assets generally represent incurred costs that have been deferred because such costs are probable of future recovery in customer rates. Regulatory liabilities generally represent obligations to make refunds to customers for previous collections for costs that are not likely to be incurred or deferrals of gains that will be credited to customers in future periods. Components of regulatory assets and regulatory liabilities are summarized in the table below:

Regulatory Assets and Liabilities

	At June 30, 2015	At September 30, 2014
Current regulatory assets		
Deferred nuclear generating units	\$236	\$237
Unrealized losses on commodity derivatives	182	134
Environmental agreements	70	54
Environmental cleanup costs - Kingston ash spill	45	47
Fuel cost adjustment receivable	14	9
Other current regulatory assets	2	—
Total current regulatory assets	549	481
Non-current regulatory assets		
Deferred pension costs and other post-retirement benefits costs	4,087	4,297
Deferred pension costs due to actions of regulator	171	—
Unrealized losses on interest rate derivatives	1,028	957
Nuclear decommissioning costs	892	931
Environmental cleanup costs - Kingston ash spill	362	421
Non-nuclear decommissioning costs	720	645
Deferred nuclear generating units	1,097	1,255
Environmental agreements	63	108
Unrealized losses on commodity derivatives	81	72
Other non-current regulatory assets	286	308
Total non-current regulatory assets	8,787	8,994
Total regulatory assets	\$9,336	\$9,475
Current regulatory liabilities		
Fuel cost adjustment tax equivalents	\$165	\$182
Unrealized gains on commodity derivatives	3	2
Total current regulatory liabilities	168	184
Non-current regulatory liabilities		
Unrealized gains on commodity derivatives	1	—
Total non-current regulatory liabilities	1	—
Total regulatory liabilities	\$169	\$184

Deferred Pension Costs Due to Actions of Regulator. In 2015, TVA began including its cash contributions to the pension plan in the rate-making formula; accordingly, on October 1, 2014, TVA began recognizing pension costs as regulatory assets to the extent that the amount calculated under GAAP as pension expense differs from the amount TVA contributes to the pension plan.

9. Variable Interest Entities

A VIE is an entity that either (i) has insufficient equity to permit the entity to finance its activities without additional subordinated financial support or (ii) has equity investors who lack the characteristics of owning a controlling financial interest. The analysis to determine whether an entity is a VIE considers factors such as contracts with an entity, credit support for an entity, the adequacy of the equity investment of an entity, the extent of an entity's activities that either involve or are conducted on behalf of an investor with disproportionate voting rights, and the relationship of voting power to the amount of equity invested in an entity. A VIE is consolidated by its primary beneficiary. The primary beneficiary has both (i) the power to direct the activities that most significantly impact the entity's economic performance and (ii) the obligation to absorb losses or the right to receive benefits from the entity that could potentially be significant to the VIE. The determination of the primary beneficiary requires continual reassessment.

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When TVA determines that it has a variable interest in a variable interest entity, a qualitative evaluation is performed to assess which interest holders have the power to direct the activities that most significantly impact the economic performance of the entity and have the obligation to absorb losses or receive benefits that could be significant to the entity. The evaluation considers the purpose and design of the business, the risks that the business was designed to create and pass along to other entities, the activities of the business that can be directed and which party can direct them, and the expected relative impact of those activities on the economic performance of the business through its life. TVA has the power to direct the activities of an entity when it has the ability to make key operating and financing decisions, including, but not limited to, capital investment and the issuance of debt.

Southaven VIE

On August 9, 2013, TVA entered into a lease financing arrangement with Southaven Combined Cycle Generation LLC ("SCCG") for the lease by TVA of the Southaven Combined Cycle Facility ("Southaven CCF"). SCCG is a special single-purpose limited liability company formed in June 2013 to finance the Southaven CCF through a \$360 million secured notes issuance (the "SCCG notes") and the issuance of \$40 million of membership interests subject to mandatory redemption. The membership interests were purchased by Southaven Holdco LLC ("SHLLC"). SHLLC is a special single-purpose entity, also formed in June 2013, established to acquire and hold the membership interests of SCCG. A non-controlling interest in SHLLC is held by a third party through nominal membership interests, to which none of the income, expenses, and cash flows of SHLLC are allocated.

The membership interests held by SHLLC were purchased with proceeds from the issuance of \$40 million of secured notes (the "SHLLC notes") and are subject to mandatory redemption pursuant to scheduled amortizing, semi-annual payments due each August 15 and February 15, with a final payment due on August 15, 2033. The payment dates for the mandatorily redeemable membership interests are the same as those of the SHLLC notes. The sale of the SCCG notes, the membership interests in SCCG, and the SHLLC notes all closed on August 9, 2013. The SCCG notes are secured by TVA's lease payments, and the SHLLC notes are secured by SHLLC's investment in, and amounts receivable from, SCCG. TVA's lease payments to SCCG are payable on the same dates as SCCG's and SHLLC's semi-annual debt service payments and are equal to the sum of (i) the amount of SCCG's semi-annual debt service payments, (ii) the amount of SHLLC's semi-annual debt service payments, and (iii) the amount of scheduled pre-determined payments to be made to Seven States Southaven, LLC on each lease payment date by SHLLC as agreed in SHLLC's formation documents (the "Seven States Return"). In addition to the lease payments, TVA pays administrative and miscellaneous expenses incurred by SCCG and SHLLC. Certain agreements related to this transaction contain default and acceleration provisions.

TVA participated in the design, business conduct, and financial support of SCCG and has determined that it has a direct variable interest in SCCG resulting from risk associated with the value of the Southaven CCF at the end of the lease term. Based on its analysis, TVA has determined that it is the primary beneficiary of SCCG and, as such, is required to account for the VIE on a consolidated basis.

John Sevier VIE

On January 17, 2012, TVA entered into a \$1.0 billion construction management agreement and lease financing arrangement with John Sevier Combined Cycle Generation LLC ("JSCCG") for the completion and lease by TVA of the John Sevier Combined Cycle Facility ("John Sevier CCF"). JSCCG is a special single-purpose limited liability company formed in January 2012 to finance the John Sevier CCF through a \$900 million secured note issuance (the "JSCCG notes") and the issuance of \$100 million of membership interests subject to mandatory redemption. The membership interests were purchased by John Sevier Holdco LLC ("Holdco"). Holdco is a special single-purpose entity, also formed in January 2012, established to acquire and hold the membership interests in JSCCG. A non-controlling interest in Holdco is held by a third party through nominal membership interests, to which none of the

income, expenses, and cash flows of Holdco are allocated.

The membership interests held by Holdco in JSCCG were purchased with proceeds from the issuance of \$100 million of secured notes (the "Holdco notes") and are subject to mandatory redemption pursuant to scheduled amortizing, semi-annual payments due each January 15 and July 15, with a final payment due on January 15, 2042. The payment dates for the mandatorily redeemable membership interests are the same as those of the Holdco notes. The sale of the JSCCG notes, the membership interests in JSCCG, and the Holdco notes all closed on January 17, 2012. The JSCCG notes are secured by TVA's lease payments, and the Holdco notes are secured by Holdco's investment in, and amounts receivable from, JSCCG. TVA's lease payments to JSCCG are equal to and payable on the same dates as JSCCG's and Holdco's semi-annual debt service payments. In addition to the lease payments, TVA pays administrative and miscellaneous expenses incurred by JSCCG and Holdco. Certain agreements related to this transaction contain default and acceleration provisions.

Due to its participation in the design, business conduct, and credit and financial support of JSCCG and Holdco, TVA has determined that it has a variable interest in both of these entities. Based on its analysis, TVA has concluded that it is the primary beneficiary of JSCCG and Holdco and, as such, is required to account for the VIEs on a consolidated basis. Holdco's membership interests in JSCCG are eliminated in consolidation.

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Impact on Consolidated Balance Sheets

The financial statement items attributable to carrying amounts and classifications of JSCCG, Holdco, and SCCG as of June 30, 2015 and September 30, 2014, as reflected in the consolidated balance sheets are as follows:

Summary of Impact of VIEs on Consolidated Balance Sheets

	At June 30, 2015	At September 30, 2014
Current liabilities of VIE		
Accrued interest of VIE	\$26	\$12
Current portion of membership interests of VIE subject to mandatory redemption	2	2
Current maturities of long-term debt of VIE	33	32
Total current liabilities of VIE	61	46
Other liabilities of VIE		
Membership interests of VIE subject to mandatory redemption	36	37
Long-term debt of VIE, net		
Long-term debt of VIE	1,263	1,279
Total liabilities of VIE	\$1,360	\$1,362

Creditors of the VIEs do not have any recourse to the general credit of TVA. TVA does not have any obligations to provide financial support to the VIEs other than as prescribed in the terms of the agreements related to these transactions.

10. Kingston Fossil Plant Ash Spill

The Event

In December 2008, one of the dredge cells at the Kingston Fossil Plant ("Kingston") failed, and over five million cubic yards of water and coal fly ash flowed out of the cell. TVA, in coordination with federal and state agencies, has completed cleanup and recovery efforts. TVA completed the removal of time-critical ash from the river during the third quarter of 2010. In November 2012, the Environmental Protection Agency ("EPA") and the Tennessee Department of Environment and Conservation ("TDEC") approved a plan to allow the Emory River's natural processes to remediate the remaining ash in the river, and to conduct a long-term monitoring program. TVA submitted a final completion report to the EPA on April 22, 2015, for review and approval.

Claims and Litigation

See Note 19 — Legal Proceedings — Legal Proceedings Related to the Kingston Ash Spill and Civil Penalty and Natural Resource Damages for the Kingston Ash Spill.

Financial Impact

TVA recorded an estimate of \$1.1 billion for the cost of cleanup related to this event. In August 2009, TVA began using regulatory accounting treatment to defer all actual costs already incurred and expected future costs related to the ash spill. The cost is being charged to expense as it is collected in rates over 15 years, beginning October 1, 2009.

Amounts spent since the event through June 30, 2015, totaled \$1.1 billion. The remaining estimated liability at June 30, 2015, was \$18 million and is included in Accounts payable and accrued liabilities and Other long-term liabilities.

TVA has not included the following categories of costs in the above estimate since it has been determined that these costs are currently either not probable or not reasonably estimable: penalties (other than the penalties set out in a June 2010 TDEC order), regulatory directives, natural resources damages (other than payments required under a memorandum of agreement with TDEC and the U.S. Fish and Wildlife Service establishing a process and a method for resolving the natural resource damages claim), future lawsuits, future claims, long-term environmental impact costs, final long-term disposition of the ash processing area, and costs associated with new laws and regulations. There are certain other costs that will be incurred that have not been included in the estimate as they are appropriately accounted for in other areas of the consolidated financial statements. Associated capital asset purchases are recorded in property, plant, and equipment except for \$12 million classified as assets held for sale and recorded in Other current assets. Ash handling and disposition costs from current plant operations are recorded in operating expenses. A portion of the dredge cell closure costs are also excluded from the estimate, as they are included in the non-nuclear ARO liability.

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Insurance

TVA had property and excess liability insurance programs in place at the time of the Kingston ash spill. TVA pursued claims under both the property and excess liability programs and has settled all of its property insurance claims and some of its excess liability insurance claims. In April 2012, TVA initiated arbitration proceedings against the remaining excess liability insurance companies in accordance with the policies' dispute resolution provisions. TVA is seeking recovery of certain costs incurred in the cleanup project, including the costs of removing ash from property or waters owned by the State of Tennessee, and related expenses. TVA has received insurance proceeds of \$317 million.

11. Other Long-Term Liabilities

Other long-term liabilities consist primarily of liabilities related to certain derivative instruments as well as liabilities under agreements related to compliance with certain environmental regulations (see Note 19 — Legal Proceedings — Environmental Agreements). The table below summarizes the types and amounts of Other long-term liabilities:

Other Long-Term Liabilities

	At June 30, 2015	At September 30, 2014
Interest rate swap liabilities	\$1,419	\$1,348
Environmental Agreements liability	63	108
EnergyRight® financing obligation	149	152
Membership interests of VIE subject to mandatory redemption	36	37
Commodity contract derivative liabilities	29	17
Currency swap liabilities	23	15
Commodity swap derivative liabilities	11	14
Other	289	271
Total other long-term liabilities	\$2,019	\$1,962

EnergyRight® Financing Obligation. TVA purchases certain loans receivable from its LPCs in association with the EnergyRight® Solutions program. Depending on the nature of the energy-efficiency project, loans may have a maximum term of five years or ten years. The loans receivable are then transferred to a third-party bank with which TVA has agreed to repay in full any loan receivable that has been in default for 180 days or more or that TVA has determined is uncollectible. Given this continuing involvement, TVA accounts for the transfer of the loans receivable as secured borrowings. The current and long-term portions of the resulting financing obligation are reported in Accounts payable and accrued liabilities and Other long-term liabilities, respectively, on TVA's consolidated balance sheets. As of June 30, 2015 and September 30, 2014, the carrying amount of the financing obligation reported in Accounts payable and accrued liabilities was approximately \$37 million and \$38 million, respectively. See Note 7 for information regarding the associated loans receivable.

Membership Interests of VIE Subject to Mandatory Redemption. On August 9, 2013, SCCG issued 100 percent of its membership interests to SHLLC for a total of \$40 million. The membership interests in SCCG are mandatorily redeemable pursuant to a schedule of payments that indicates the amount of each payment and the corresponding dates on which each payment is due. The schedule requires SCCG to make semi-annual payments to SHLLC sufficient to provide returns on, as well as returns of, capital until the investment has been repaid in full, including a \$4 million balloon payment as part of the final disbursement which is due on August 15, 2033. The return on capital includes the Seven States Return. These payments provide a return on investment to SHLLC of 7.0 percent, which is reflected as interest expense in the consolidated statements of operations. As of June 30, 2015 and September 30, 2014, the carrying amount of the membership interests of VIE subject to mandatory redemption were \$38 million and \$39 million, respectively. As of June 30, 2015 and September 30, 2014, \$2 million of this was current and included in Accounts payable and accrued liabilities.

In the event that TVA were to choose to exercise an early buy out feature of the Southaven Facility Lease, in part or in whole, TVA must pay to SCCG amounts sufficient for SCCG to repay or partially repay on a pro rata basis the membership interests held by SHLLC, including any outstanding investment amount plus accrued but unpaid return. TVA also has the right, at any time and without any early redemption of the other portions of the Southaven Facility Lease payments due to SCCG, to fully repay SHLLC's investment, upon which repayment SHLLC will transfer the membership interests to a designee of TVA. See Note 9 — Southaven VIE.

12. Asset Retirement Obligations

During the nine months ended June 30, 2015, TVA's total ARO liability increased \$687 million.

In April 2015, the EPA published its final rule governing coal combustion residuals, which will regulate landfill and impoundment location, design, and operations; dictate certain pond-closure conditions; and establish groundwater monitoring

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and closure and post-closure standards. As a result of the ruling, TVA has made revisions to the assumptions and estimates used to calculate asset retirement obligations. Increases to estimated project costs, including expansion of work scope and higher costs of materials, have resulted in TVA recording a \$539 million increase to the ARO liability during the three months ended June 30, 2015. TVA is continuing to evaluate the rules and their impact on its operations, including the cost and timing estimates of related projects. As a result, adjustments to its ARO liabilities may be required as estimates are refined. TVA also recorded an additional \$60 million of other new AROs related to TVA's coal-fired plants and a \$7 million ARO related to the Ackerman Combined Cycle Plant acquisition during the same period. See Note 6.

To estimate its decommissioning obligation related to its nuclear generating stations, TVA uses a probability-weighted, discounted cash flow model which, on a unit-by-unit basis, considers multiple outcome scenarios that include significant estimations and assumptions. Those assumptions include (1) estimates of the cost of decommissioning, (2) the method of decommissioning and the timing of the related cash flows, (3) the license period of the nuclear plant, considering the probability of license extensions, (4) cost escalation factors, and (5) the credit adjusted risk free rate to measure the obligation at the present value of the future estimated costs. Decommissioning cost studies will be updated for each of TVA's nuclear units at least every five years.

Both the nuclear and non-nuclear liabilities were increased by periodic accretion. This was partially offset by ash area settlement projects that were conducted during the nine months ended June 30, 2015. The nuclear and non-nuclear accretion were deferred as regulatory assets, and \$33 million of the related regulatory assets was amortized into expense as this amount was collected in rates.

Asset Retirement Obligation Activity

	Nuclear	Non-Nuclear	Total	
Balance at September 30, 2014	\$2,052	\$1,117	\$3,169	
Settlements (ash storage areas)	—	(33	) (33)
Additional obligations	—	606	606	
Accretion (recorded as regulatory asset)	74	40	114	
Balance at June 30, 2015	\$2,126	\$1,730	\$3,856	(1)

Note

(1) The current portion of ARO in the amount of \$180 million is included in Accounts payable and accrued liabilities at June 30, 2015.

13. Debt and Other Obligations

Debt Outstanding

Total debt outstanding at June 30, 2015, and September 30, 2014, consisted of the following:

Debt Outstanding	At June 30, 2015	At September 30, 2014	
Short-term debt			
Short-term debt, net	\$2,582	\$596	
Current maturities of long-term debt of variable interest entities	33	32	
Current maturities of power bonds	32	1,032	
Total current debt outstanding, net	2,647	1,660	
Long-term debt			
Long-term debt of variable interest entities	1,263	1,279	
Long-term power bonds ⁽¹⁾	21,827	22,037	
Unamortized discounts, premiums, and other	(83) (89)
Total long-term debt, net	23,007	23,227	

Total outstanding debt	\$25,654	\$24,887
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Note

(1) Includes net exchange losses from currency transactions of \$14 million at June 30, 2015 and \$44 million at September 30, 2014.

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Debt Securities Activity

The table below summarizes the long-term debt securities activity for the period from October 1, 2014, to June 30, 2015:

Debt Securities Activity

	Date	Amount	Interest Rate	
Redemptions/Maturities				
electronotes®	First Quarter 2015	\$1	2.65	%
electronotes®	Second Quarter 2015	42	4.20	%
electronotes®	Third Quarter 2015	19	4.05	%
2009 Series A	November 2014	2	2.25	%
2009 Series B	December 2014	1	3.77	%
1999 Series A	May 2015	38	3.96	%
2009 Series A	May 2015	1	2.25	%
1998 Series D	June 2015	50	3.83	%
2009 Series B	June 2015	26	3.77	%
2005 Series B	June 2015	1,000	4.38	%
Total redemptions/maturities of power bonds		1,180		
Variable interest entities	Second Quarter 2015	15	4.29	%
Total redemptions/maturities of debt		\$1,195		

Note

(1) All redemptions were at 100 percent of par.

Credit Facility Agreements

TVA and the U.S. Treasury, pursuant to the TVA Act, have entered into a memorandum of understanding under which the U.S. Treasury provides TVA with a \$150 million credit facility. This credit facility was renewed for 2015 with a maturity date of September 30, 2015. Access to this credit facility or other similar financing arrangements with the U.S. Treasury has been available to TVA since the 1960s. TVA can borrow under the U.S. Treasury credit facility only if it cannot issue Bonds in the market on reasonable terms, and TVA considers the U.S. Treasury credit facility a secondary source of liquidity. The interest rate on any borrowing under this facility is based on the average rate on outstanding marketable obligations of the United States with maturities from date of issue of one year or less. There were no outstanding borrowings under the facility at June 30, 2015. The availability of this credit facility may be impacted by how the U.S. government addresses the situation of approaching its debt limit.

TVA also has funding available in the form of three long-term revolving credit facilities totaling \$2.5 billion. One \$1.0 billion credit facility matures on December 13, 2017, another \$500 million credit facility matures on April 5, 2018, and one \$1.0 billion credit facility matures on June 2, 2020. The interest rate on any borrowing under these facilities varies based on market factors and the rating of TVA's senior unsecured long-term non-credit-enhanced debt. TVA is required to pay an unused facility fee on the portion of the total \$2.5 billion that TVA has not borrowed or committed under letters of credit. This fee, along with letter of credit fees, may fluctuate depending on the rating of TVA's senior unsecured long-term non-credit-enhanced debt. At

June 30, 2015, and September 30, 2014, there were approximately \$1.1 billion and \$1.0 billion, respectively, of letters of credit outstanding under the facilities, and there were no borrowings outstanding. See Note 15 — Other Derivative Instruments — Collateral.

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The following table provides additional information regarding TVA's funding available in the form of three long-term credit facilities:

Summary of Long-Term Credit Facilities

At June 30, 2015

(in billions)

Maturity Date	Facility Limit	Letters of Credit Outstanding	Cash Borrowings	Availability
December 2017	\$1.0	\$0.3	\$—	\$0.7
April 2018	0.5	0.5	—	—
June 2020	1.0	0.3	—	0.7
Total	\$2.5	\$1.1	\$—	\$1.4

Lease/Leaseback Obligations

Prior to 2004, TVA received approximately \$945 million in proceeds by entering into lease/leaseback transactions for 24 new peaking combustion turbine units. TVA also received approximately \$389 million in proceeds by entering into lease/leaseback transactions for qualified technological equipment and software in 2003. Due to TVA's continuing involvement in the operation and maintenance of the leased units and equipment and its control over the distribution of power produced by the combustion turbine facilities during the leaseback term, TVA accounted for the lease proceeds as financing obligations. At June 30, 2015, and September 30, 2014, the outstanding lease/leaseback obligations were \$617 million and \$691 million, respectively.

14. Accumulated Other Comprehensive Income (Loss)

Accumulated other comprehensive income (loss) ("AOCI") represents market valuation adjustments related to TVA's currency swaps. The currency swaps are cash flow hedges and are the only derivatives in TVA's portfolio that have been designated and qualify for hedge accounting treatment. TVA records exchange rate gains and losses on its foreign currency-denominated debt in net income and marks its currency swap assets and liabilities to market through other comprehensive income (loss) ("OCI"). TVA then reclassifies an amount out of AOCI into net income, offsetting the exchange gain/loss recorded on the debt. During the three and nine months ended June 30, 2015, TVA reclassified \$53 million and \$(31) million of gains (losses), respectively, related to its cash flow hedges from AOCI to Interest expense. During the three and nine months ended June 30, 2014, TVA reclassified \$26 million and \$55 million of gains, respectively, related to its cash flow hedges from AOCI to Interest expense. See Note 15.

TVA records certain assets and liabilities that result from the regulated ratemaking process that would not be recorded under GAAP for non-regulated entities. As such, certain items that would generally be reported in AOCI or that would impact the statements of operations are recorded as regulatory assets or regulatory liabilities. See Note 8, Note 15 — Overview of Accounting Treatment, Note 16 — Fair Value Measurements, and Note 18.

15. Risk Management Activities and Derivative Transactions

TVA is exposed to various risks. These include risks related to commodity prices, investment prices, interest rates, currency exchange rates, and inflation as well as counterparty credit and performance risks. To help manage certain of these risks, TVA has entered into various derivative transactions, principally commodity option contracts, forward contracts, swaps, swaptions, futures, and options on futures. Other than certain derivative instruments in its trust investment funds, it is TVA's policy to enter into these derivative transactions solely for hedging purposes and not for speculative purposes. TVA plans to continue to manage fuel price volatility through various methods, but is currently

evaluating the future use of financial instruments.

Overview of Accounting Treatment

TVA recognizes certain of its derivative instruments as either assets or liabilities on its consolidated balance sheets at fair value. The accounting for changes in the fair value of these instruments depends on (1) whether TVA uses regulatory accounting to defer the derivative gains and losses, (2) whether the derivative instrument has been designated and qualifies for hedge accounting treatment, and (3) if so, the type of hedge relationship (for example, cash flow hedge).

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The following tables summarize the accounting treatment that certain of TVA's financial derivative transactions receive:

Summary of Derivative Instruments That Receive Hedge Accounting Treatment (part 1)

Amount of Mark-to-Market Gain (Loss) Recognized in OCI

Derivatives in Cash Flow Hedging Relationship	Objective of Hedge Transaction	Accounting for Derivative Hedging Instrument Unrealized gains and losses are recorded in AOCI and reclassified to the extent they are offset by gains and losses on the hedged transaction	Three Months Ended June 30		Nine Months Ended June 30	
			2015	2014	2015	2014
Currency swaps	To protect against changes in cash flows caused by changes in foreign currency exchange rates (exchange rate risk)		\$62	\$1	\$(12	) \$23

Summary of Derivative Instruments That Receive Hedge Accounting Treatment (part 2)

Amount of Gain (Loss) Reclassified from OCI to Interest Expense

Derivatives in Cash Flow Hedging Relationship	Three Months Ended June 30		Nine Months Ended June 30	
	2015	2014	2015	2014
Currency swaps	\$53	\$26	\$(31	) \$55

Note

There were no ineffective portions or amounts excluded from effectiveness testing for any of the periods presented. Based on forecasted foreign currency exchange rates, TVA expects to reclassify approximately \$91 million of losses from AOCI to interest expense within the next twelve months to offset amounts anticipated to be recorded in interest expense related to exchange gain on the debt.

Summary of Derivative Instruments That Do Not Receive Hedge Accounting Treatment

Amount of Gain (Loss) Recognized in Income on Derivatives

Derivative Type	Objective of Derivative	Accounting for Derivative Instrument Mark-to-market gains and losses are recorded as regulatory assets or liabilities until settlement, at which time the gains/losses are recognized in gain/loss on derivative contracts.	Three Months Ended June 30 ⁽¹⁾		Nine Months Ended June 30 ⁽¹⁾	
			2015	2014	2015	2014
Interest rate swaps	To fix short-term debt variable rate to a fixed rate (interest rate risk)		\$—	\$—	\$—	\$—

Commodity contract derivatives	To protect against fluctuations in market prices of purchased coal or natural gas (price risk)	Mark-to-market gains and losses are recorded as regulatory assets or liabilities. Realized gains and losses due to contract settlements are recognized in fuel expense as incurred.	—	—	—	—				
Commodity derivatives under financial trading program ("FTP")	To protect against fluctuations in market prices of purchased commodities (price risk)	Mark-to-market gains and losses are recorded as regulatory assets or liabilities. Realized gains and losses are recognized in fuel expense or purchased power expense when the related commodity is used in production.	(30)	(6)	(69)	(29)

Notes

(1) All of TVA's derivative instruments that do not receive hedge accounting treatment have unrealized gains (losses) that would otherwise be recognized in income but instead are deferred as regulatory assets and liabilities. As such, there was no related gain (loss) recognized in income for these unrealized gains (losses) for the three and nine months ended June 30, 2015 and 2014.

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Fair Values of TVA Derivatives

	At June 30, 2015		At September 30, 2014	
Derivatives that Receive Hedge Accounting Treatment	Balance	Balance Sheet Presentation	Balance	Balance Sheet Presentation
Currency swaps				
£200 million Sterling	\$(23)	) Other long-term liabilities	\$(15)	) Other long-term liabilities
£250 million Sterling	49	) Other long-term assets	56	) Other long-term assets
£150 million Sterling	12	) Other long-term assets	8	) Other long-term assets
	At June 30, 2015		At September 30, 2014	
Derivatives that Do Not Receive Hedge Accounting Treatment	Balance	Balance Sheet Presentation	Balance	Balance Sheet Presentation
Interest rate swaps				
\$1.0 billion notional	(1,034)	) Other long-term liabilities	(987)	) Other long-term liabilities
\$476 million notional	(373)	) Other long-term liabilities	(349)	) Other long-term liabilities
\$42 million notional	(12)	) Other long-term liabilities	(12)	) Other long-term liabilities
		Other current assets \$2; Other long-term assets \$1; Other		Other current assets \$1; Other
Commodity contract derivatives	(125)	) long-term liabilities \$(29); Accounts payable and accrued liabilities \$(99)	(96)	) long-term liabilities \$(17); Accounts payable and accrued liabilities \$(80)
FTP				
		Other current assets \$(91); Other long-term		Other current assets \$(69); Other long-term
Derivatives under FTP ⁽¹⁾	(125)	) liabilities \$(11); Accounts payable and accrued liabilities \$(23)	(103)	) liabilities \$(14); Accounts payable and accrued liabilities \$(20)

Note

(1) Fair values of certain derivatives under the FTP that were in net liability positions totaling \$91 million and \$69 million at June 30, 2015 and September 30, 2014, respectively, are recorded in TVA's margin cash accounts in Other current assets. These derivatives are transacted with futures commission merchants, and cash deposits have been posted to the margin cash accounts held with each futures commission merchant to offset the net liability positions in full.

Cash Flow Hedging Strategy for Currency Swaps

To protect against exchange rate risk related to three British pound sterling denominated Bond transactions, TVA entered into foreign currency hedges at the time the Bond transactions occurred. TVA had the following currency swaps outstanding as of June 30, 2015:

Currency Swaps Outstanding

At June 30, 2015

Effective Date of Currency Swap Contract	Associated TVA Bond Issues	Currency Exposure	Expiration Date of Swap	Overall Effective Cost to TVA
--	----------------------------	-------------------	-------------------------	-------------------------------

1999	£200 million	2021	5.81%
2001	£250 million	2032	6.59%
2003	£150 million	2043	4.96%

When the dollar strengthens against the British pound sterling, the exchange gain on the Bond liability is offset by an exchange loss on the swap contract. Conversely, when the dollar weakens against the British pound sterling, the exchange loss on the Bond liability is offset by an exchange gain on the swap contract. All such exchange gains or losses on the Bond liability are included in Long-term debt, net. The offsetting exchange losses or gains on the swap contracts are recognized in AOCI. If any gain (loss) were to be incurred as a result of the early termination of the foreign currency swap contract, the resulting income (expense) would be amortized over the remaining life of the associated Bond as a component of Interest expense.

Derivatives Not Receiving Hedge Accounting Treatment

Interest Rate Derivatives. TVA uses regulatory accounting treatment to defer the mark-to-market ("MtM") gains and losses on its interest rate swaps. The net deferred unrealized gains and losses are classified as regulatory assets or liabilities on TVA's consolidated balance sheets and are included in the ratemaking formula when the transactions settle. The values of these derivatives are included in Other long-term assets or Other long-term liabilities on the consolidated balance sheets, and realized gains and losses, if any, are included in TVA's consolidated statements of operations.

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For the three months ended June 30, 2015 and 2014, the changes in fair market value of the interest rate swaps resulted in deferred unrealized gains (losses) of \$278 million and \$(65) million, respectively. For the nine months ended June 30, 2015 and 2014, the changes in fair market value of the interest rate swaps resulted in deferred unrealized gains (losses) of \$(71) million and \$(90) million, respectively.

Commodity Derivatives. TVA enters into certain derivative contracts for coal and natural gas that require physical delivery of the contracted quantity of the commodity. TVA marks to market all such contracts and defers the fair market values as regulatory assets or liabilities on a gross basis. At June 30, 2015, TVA's coal and natural gas contract derivatives both had terms of up to three years.

Commodity Contract Derivatives

	At June 30, 2015			At September 30, 2014		
	Number of Contracts	Notional Amount	Fair Value (MtM)	Number of Contracts	Notional Amount	Fair Value (MtM)
Coal contract derivatives	13	22 million tons	\$(128)	24	31 million tons	\$(86)
Natural gas contract derivatives	36	146 million mmBtu	\$3	46	62 million mmBtu	\$(10)

Derivatives Under FTP. While TVA is currently evaluating the use of financial instruments for price hedging, certain natural gas swaps remain as part of the suspended FTP. Under the FTP, TVA may purchase and sell futures, swaps, options, and combinations of these instruments (as long as they are standard in the industry) to hedge TVA's exposure to (1) the price of natural gas, fuel oil, electricity, coal, emission allowances, nuclear fuel, and other commodities included in TVA's fuel cost adjustment calculation, (2) the price of construction materials, and (3) contracts for goods priced in or indexed to foreign currencies. The combined transaction limit for the fuel cost adjustment and construction material transactions is \$130 million (based on one-day value at risk). In addition, the maximum hedge volume for the construction material transactions is 75 percent of the underlying net notional volume of the material that TVA anticipates using in approved TVA projects, and the market value of all outstanding hedging transactions involving construction materials is limited to \$100 million at the execution of any new transaction. The portfolio value at risk limit for the foreign currency transactions is \$5 million and is separate and distinct from the \$130 million transaction limit discussed above. TVA's policy prohibits trading financial instruments under the FTP for speculative purposes.

At June 30, 2015 and September 30, 2014, the risks hedged under the FTP were the economic risks associated with the prices of natural gas, fuel oil, and crude oil. At June 30, 2015 and September 30, 2014, TVA had no outstanding coal contract derivatives under the FTP. At June 30, 2015, there were no futures contracts or options contracts outstanding under the FTP, and swap contracts under the FTP had remaining terms of three years or less.

Derivatives Under Financial Trading Program

	At June 30, 2015		At September 30, 2014	
	Notional Amount	Fair Value (MtM) (in millions)	Notional Amount	Fair Value (MtM) (in millions)
Natural gas (in mmBtu)				
Swap contracts	63,835,000	\$(125)	102,227,500	\$(103)

Note

Fair value amounts presented are based on the net commodity position with the counterparty. Notional amounts disclosed represent the net absolute value of contractual amounts.

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TVA defers all FTP unrealized gains (losses) as regulatory liabilities (assets) and records only realized gains or losses to match the delivery period of the underlying commodity. In addition to the open commodity derivatives disclosed above, TVA had closed derivative contracts with market values of \$(10) million at June 30, 2015, and \$(5) million at September 30, 2014. TVA experienced the following unrealized and realized gains and losses related to the FTP at the dates and during the periods, as applicable, set forth in the tables below:

Financial Trading Program Unrealized Gains (Losses)

	At June 30, 2015	At September 30, 2014
FTP unrealized gains (losses) deferred as regulatory liabilities (assets)		
Natural gas	\$(125) \$(103)

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Financial Trading Program Realized Gains (Losses)

	For the Three Months Ended		For the Nine Months Ended	
	June 30		June 30	
	2015	2014	2015	2014
Decrease (increase) in fuel expense				
Natural gas	\$(24	) \$(5	) \$(56	) \$(23
Fuel oil/crude oil	—	—	1	2

Financial Trading Program Realized Gains (Losses)

	For the Three Months Ended		For the Nine Months Ended	
	June 30		June 30	
	2015	2014	2015	2014
Decrease (increase) in purchased power expense				
Natural gas	\$(6) \$(1) \$(14) \$(9

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Offsetting of Derivative Assets and Liabilities

The amounts of TVA's derivative instruments as reported in the Consolidated Balance Sheets as of June 30, 2015, and September 30, 2014, are shown in the table below:

	As of June 30, 2015		
	Gross Amounts of Recognized Assets/Liabilities	Gross Amounts Offset in the Balance Sheet ⁽¹⁾	Net Amounts of Assets/Liabilities Presented in the Balance Sheet ⁽²⁾
Assets			
Currency swap(s) ⁽³⁾	\$61	\$—	\$61
Commodity derivatives under FTP	55	(55) —
Total derivatives subject to master netting or similar arrangement	116	(55	) 61
Total derivatives not subject to master netting or similar arrangement	3	—	3
Total	\$119	\$(55	) \$64
Liabilities			
Currency swap(s) ⁽⁴⁾	\$23	\$—	\$23
Interest rate swaps ⁽⁴⁾	1,419	—	1,419
Commodity derivatives under FTP	180	(146	) 34
Total derivatives subject to master netting or similar arrangement	1,622	(146	) 1,476
Total derivatives not subject to master netting or similar arrangement	128	—	128
Total	\$1,750	\$(146	) \$1,604
	As of September 30, 2014		
	Gross Amounts of Recognized Assets/Liabilities	Gross Amounts Offset in the Balance Sheet ⁽¹⁾	Net Amounts of Assets/Liabilities Presented in the Balance Sheet ⁽²⁾
Assets			
Currency swap(s)	\$64	\$(64) \$—
Commodity derivatives under FTP	51	(51) —
Total derivatives subject to master netting or similar arrangement	115	(115) —
Total derivatives not subject to master netting or similar arrangement	1	—	1
Total	\$116	\$(115) \$1
Liabilities			
Currency swap(s) ⁽⁴⁾	\$15	\$—	\$15
Interest rate swaps ⁽⁴⁾	1,348	—	1,348

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Commodity derivatives under FTP	154	(120) 34
Total derivatives subject to master netting or similar arrangement	1,517	(120) 1,397
Total derivatives not subject to master netting or similar arrangement	97	—	97
Total	\$1,614	\$(120	) \$1,494

Notes

(1) Amounts primarily include counterparty netting of derivative contracts, margin account deposits for futures commission merchants transactions, and cash collateral received or paid in accordance with the accounting guidance for derivatives and hedging transactions.

(2) There are no derivative contracts subject to a master netting arrangement or similar agreement which are not offset in the Consolidated Balance Sheets.

(3) At June 30, 2015, securities of approximately \$9 million were posted by a counterparty on TVA's behalf to partially secure the asset position(s) of currency swaps in accordance with the collateral requirements for these derivatives.

(4) Letters of credit of approximately \$1.1 billion and \$1.0 billion were posted as collateral at June 30, 2015 and September 30, 2014, respectively, to partially secure the liability positions of one of the currency swaps and one of the interest rate swaps in accordance with the collateral requirements for these derivatives. At June 30, 2015, TVA held no cash collateral in excess of collateral requirements and at September 30, 2014, TVA held \$19 million of cash collateral in excess of collateral requirements that was classified in Restricted cash and investments with a corresponding obligation recorded in Accounts payable and accrued liabilities in the same amount.

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Other Derivative Instruments

Investment Fund Derivatives. Investment funds consist primarily of funds held in the Nuclear Decommissioning Trust ("NDT"), the Asset Retirement Trust ("ART"), and a Rabbi Trust. The funds in the Rabbi Trust are held for the Supplemental Executive Retirement Plan ("SERP"), the Long-Term Deferred Compensation Plan ("LTDCP"), and the TVA Deferred Compensation Plan ("DCP"). All securities in the trusts are classified as trading. See Note 16 — Investments for a discussion of the trusts' objectives and the types of investments included in the various trusts. These trusts may invest in derivative instruments which may include swaps, futures, options, forwards, and other instruments. At June 30, 2015, and September 30, 2014, the fair value of derivative instruments in these trusts was not material to TVA's consolidated financial statements.

Collateral. TVA's interest rate swaps and currency swaps contain contract provisions that require a party to post collateral (in a form such as cash or a letter of credit) when the party's liability balance under the agreement exceeds a certain threshold. At June 30, 2015, the aggregate fair value of all derivative instruments with credit-risk related contingent features that were in a liability position was \$1.4 billion. TVA's collateral obligations at June 30, 2015, under these arrangements were approximately \$1.0 billion, for which TVA had posted approximately \$1.1 billion in letters of credit. These letters of credit reduce the available balance under the related credit facilities. TVA's assessment of the risk of its nonperformance includes a reduction in its exposure under the contract as a result of this posted collateral.

For all of its derivative instruments with credit-risk related contingent features:

If TVA remains a majority-owned U.S. government entity but Standard & Poor's Financial Services, LLC ("S&P") or Moody's Investors Service, Inc. ("Moody's") downgrades TVA's credit rating to AA or Aa2, respectively, TVA's collateral obligations would likely increase by \$22 million; and

If TVA ceases to be majority-owned by the U.S. government, TVA's credit rating would likely be downgraded and TVA would be required to post additional collateral.

Counterparty Credit Risk

Credit risk is the exposure to economic loss that would occur as a result of a counterparty's nonperformance of its contractual obligations. Where exposed to counterparty credit risk, TVA analyzes the counterparty's financial condition prior to entering into an agreement, establishes credit limits, monitors the appropriateness of those limits, as well as any changes in the creditworthiness of the counterparty on an ongoing basis, and employs credit mitigation measures, such as collateral or prepayment arrangements and master purchase and sale agreements, to mitigate credit risk.

Credit of Customers. The majority of TVA's counterparty credit risk is associated with trade accounts receivable from delivered power sales to LPCs, all located in the Tennessee Valley region. To a lesser extent, TVA is exposed to credit risk from industries and federal agencies directly served and from exchange power arrangements with a small number of investor-owned regional utilities related to either delivered power or the replacement of open positions of longer-term purchased power or fuel agreements. TVA had concentrations of accounts receivable from three LPCs that represented 26 percent and 27 percent of total outstanding accounts receivable at June 30, 2015 and September 30, 2014, respectively.

Credit of Derivative Counterparties. TVA has entered into derivative contracts for hedging purposes, and TVA's NDT fund and defined benefit pension plan have entered into derivative contracts for investment purposes. If a counterparty to one of TVA's hedging transactions defaults, TVA might incur substantial costs in connection with

entering into a replacement hedging transaction. If a counterparty to the derivative contracts into which the NDT fund and the pension plan have entered for investment purposes defaults, the value of the investment could decline significantly or perhaps become worthless. TVA has concentrations of credit risk from the banking and coal industries because multiple companies in these industries serve as counterparties to TVA in various derivative transactions. At June 30, 2015, all of TVA's currency swaps, interest rate swaps, and commodity derivatives under the FTP were with counterparties whose Moody's credit rating was Baa1 or higher. At June 30, 2015, all of TVA's coal contract derivatives were with counterparties whose Moody's credit rating, or TVA's internal analysis when such information was unavailable, was Ca or higher, except for one counterparty whose rating was D. See Derivatives Not Receiving Hedge Accounting Treatment.

TVA currently utilizes two futures commission merchants ("FCMs") to clear commodity contracts, including futures, options, and similar financial derivatives. These transactions are executed under the FTP by the FCMs on exchanges on behalf of TVA. TVA maintains margin cash accounts with the FCMs. TVA makes deposits to the margin cash accounts to adequately cover any net liability positions on its derivatives transacted with the FCMs. See the note to the Fair Values of TVA Derivatives table above.

Credit of Suppliers. If one of TVA's fuel or purchased power suppliers fails to perform under the terms of its contract with TVA, TVA might lose the money that it paid to the supplier under the contract and have to purchase replacement fuel or power on the spot market, perhaps at a significantly higher price than TVA was entitled to pay under the contract. In addition, TVA might not be able to acquire replacement fuel or power in a timely manner and thus might be unable to satisfy its own obligations to deliver power. To help ensure a reliable supply of coal, TVA had coal contracts with multiple suppliers at June 30,

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2015. The contracted supply of coal is sourced from multiple geographic regions of the United States and is to be delivered via various transportation methods (for example, barge, rail, and truck). TVA purchases the majority of its natural gas requirements from a variety of suppliers under short-term contracts.

TVA has a power purchase agreement that expires on March 31, 2032, with a supplier of electricity for 440 megawatts ("MW") of summer net capability from a lignite-fired generating plant. TVA has determined that the supplier has the equivalent of a non-investment grade credit rating; therefore, the supplier has provided credit assurance to TVA under the terms of the agreement.

16. Fair Value Measurements

Fair value is determined based on the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the asset or liability's principal market, or in the absence of a principal market, the most advantageous market for the asset or liability in an orderly transaction between market participants. TVA uses market or observable inputs as the preferred source of values, followed by assumptions based on hypothetical transactions in the absence of market inputs.

Valuation Techniques

The measurement of fair value results in classification into a hierarchy by the inputs used to determine the fair value as follows:

Level 1	—	Unadjusted quoted prices in active markets accessible by the reporting entity for identical assets or liabilities. Active markets are those in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing.
Level 2	—	Pricing inputs other than quoted market prices included in Level 1 that are based on observable market data and that are directly or indirectly observable for substantially the full term of the asset or liability. These include quoted market prices for similar assets or liabilities, quoted market prices for identical or similar assets in markets that are not active, adjusted quoted market prices, inputs from observable data such as interest rate and yield curves, volatilities and default rates observable at commonly quoted intervals, and inputs derived from observable market data by correlation or other means.
Level 3	—	Pricing inputs that are unobservable, or less observable, from objective sources. Unobservable inputs are only to be used to the extent observable inputs are not available. These inputs maintain the concept of an exit price from the perspective of a market participant and should reflect assumptions of other market participants. An entity should consider all market participant assumptions that are available without unreasonable cost and effort. These are given the lowest priority and are generally used in internally developed methodologies to generate management's best estimate of the fair value when no observable market data is available.

A financial instrument's level within the fair value hierarchy (where Level 3 is the lowest and Level 1 is the highest) is based on the lowest level of input significant to the fair value measurement.

The following sections describe the valuation methodologies TVA uses to measure different financial instruments at fair value. Except for gains and losses on SERP and LTDCP assets, all changes in fair value of these assets and liabilities have been recorded as changes in regulatory assets, regulatory liabilities, or AOCI on TVA's consolidated balance sheets and consolidated statements of comprehensive income (loss). Except for gains and losses on SERP and LTDCP assets, there has been no impact to the consolidated statements of operations or the consolidated statements of

cash flows related to these fair value measurements.

Investments

At June 30, 2015, Investment funds were composed of \$2.1 billion of securities classified as trading and measured at fair value and less than \$1 million of equity investments not required to be measured at fair value. Trading securities are held in the NDT, the ART, and a Rabbi Trust. The funds in the Rabbi Trust are held for the SERP, LTDCP, and DCP. The NDT holds funds for the ultimate decommissioning of TVA's nuclear power plants. The ART holds funds primarily for the costs related to the future closure and retirement of TVA's other long-lived assets. TVA established a SERP for certain executives in critical positions to provide supplemental pension benefits tied to compensation that exceeds limits set by Internal Revenue Service rules applicable to the qualified defined benefit pension plan. The LTDCP is designed to provide long-term incentives to executives to encourage them to stay with TVA and to provide competitive levels of total compensation to such executives. TVA established the DCP to provide participants with deferrals of compensation as a supplement to retirement benefits. The NDT and SERP are invested in a mix of investments generally designed to achieve a return in line with overall equity market performance, and the ART and LTDCP are invested in a mix of investments generally designed to achieve a return in line with equity and fixed-income market performance.

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The NDT, ART, SERP, LTDCP, and DCP are composed of multiple types of investments and are managed by external institutional managers. Most U.S. and international equities, Treasury inflation-protected securities, real estate investment trust securities, and cash securities and certain derivative instruments are measured based on quoted exchange prices in active markets and are classified as Level 1 valuations. Fixed-income investments, high-yield fixed-income investments, currencies, and most derivative instruments are non-exchange traded and are classified as Level 2 valuations. These measurements are based on market and income approaches with observable market inputs.

Private partnership investments may include holdings of investments in private real estate, venture capital, buyout, mezzanine or subordinated debt, restructuring or distressed debt, and special situations through funds managed by third-party investment managers. Investments in private partnerships generally involve a three-to-four-year period where the investor contributes capital. This is followed by a period of distribution, typically over several years. The investment period is generally, at a minimum, ten years or longer. The NDT had unfunded commitments related to private partnerships of \$92 million at June 30, 2015. These investments have no redemption or limited redemption options and may also have imposed restrictions on the NDT's ability to liquidate its investment. There are no readily available quoted exchange prices for these investments. The fair value of the investments is based on TVA's ownership percentage of the fair value of the underlying investments as provided by the investment managers. These investments are typically valued on a quarterly basis. TVA's private partnership investments are valued at net asset values ("NAV") as a practical expedient for fair value. TVA classifies its interest in these types of investments as Level 3 within the fair value hierarchy.

Commingled funds represent investment funds comprising multiple individual financial instruments. The commingled funds held by the NDT, ART, SERP, LTDCP, and DCP consist of a single class of securities, such as equity, debt, or foreign currency securities, or multiple classes of securities. All underlying positions in these commingled funds are either exchange traded (Level 1) or measured using observable inputs for similar instruments (Level 2). The fair value of commingled funds is based on NAV per fund share (the unit of account), derived from the prices of the underlying securities in the funds. These commingled funds can be redeemed at the measurement date NAV and are classified as Level 2 valuations.

Realized and unrealized gains and losses on trading securities are recognized in current earnings and are based on average cost. The gains and losses of the NDT and ART are subsequently reclassified to a regulatory asset or liability account in accordance with TVA's regulatory accounting policy. See Note 1 — Cost-Based Regulation. TVA recorded unrealized gains and losses related to its trading securities held as of the end of each period as follows:

Unrealized Investment Gains (Losses)

Financial Statement Presentation		For the Three Months Ended		For the Nine Months Ended	
		June 30 2015	2014	June 30 2015	2014
SERP	Other income (expense)	\$—	\$1	\$—	\$2
LTDCP	Other income (expense)	—	—	(1) —
NDT	Regulatory asset	(19	) 36	15	72
ART	Regulatory asset	(3	) 9	12	27

Currency and Interest Rate Swaps

See Note 15 — Cash Flow Hedging Strategy for Currency Swaps and Derivatives Not Receiving Hedge Accounting Treatment for a discussion of the nature, purpose, and contingent features of TVA's currency swaps and interest rate swaps. These swaps are classified as Level 2 valuations and are valued based on income approaches using observable market inputs for similar instruments.

Commodity Contract Derivatives and Commodity Derivatives Under FTP

Commodity Contract Derivatives. Coal and natural gas commodity contracts are classified as Level 3 and Level 2 valuations, respectively, and are valued based on income approaches. TVA develops an overall price forecast using widely used short-term and mid-range market data from an external pricing specialist. In addition, coal commodity contracts include adjustments for long-term internal estimates. To value the volume option component of applicable coal contracts, TVA uses a Black-Scholes pricing model which includes inputs from the overall coal price forecast, contract-specific terms, and other market inputs.

Commodity Derivatives Under FTP. These contracts are valued based on market approaches which utilize Chicago Mercantile Exchange ("CME") quoted prices and other observable inputs. Futures and options contracts settled on the CME are classified as Level 1 valuations. Swap contracts are valued using a pricing model based on CME inputs and are subject to nonperformance risk outside of the exit price. These contracts are classified as Level 2 valuations.

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See Note 15 — Derivatives Not Receiving Hedge Accounting Treatment — Commodity Derivatives and — Derivatives Under FTP for a discussion of the nature and purpose of coal and natural gas contracts and derivatives under TVA's FTP.

Nonperformance Risk

The assessment of nonperformance risk, which includes credit risk, considers changes in current market conditions, readily available information on nonperformance risk, letters of credit, collateral, other arrangements available, and the nature of master netting arrangements. TVA is a counterparty to currency swaps, interest rate swaps, commodity contracts, and other derivatives which subject TVA to nonperformance risk. Nonperformance risk on the majority of investments and certain exchange-traded instruments held by TVA is incorporated into the exit price that is derived from quoted market data that is used to mark the investment to market.

Nonperformance risk for most of TVA's derivative instruments is an adjustment to the initial asset/liability fair value. TVA adjusts for nonperformance risk, both of TVA (for liabilities) and the counterparty (for assets), by applying credit valuation adjustments ("CVAs"). TVA determines an appropriate CVA for each applicable financial instrument based on the term of the instrument and TVA's or the counterparty's credit rating as obtained from Moody's. For companies that do not have an observable credit rating, TVA uses internal analysis to assign a comparable rating to the company. TVA discounts each financial instrument using the historical default rate (as reported by Moody's for CY 1983 to CY 2014) for companies with a similar credit rating over a time period consistent with the remaining term of the contract. The application of CVAs resulted in a \$4 million decrease in the fair value of assets and a \$1 million decrease in the fair value of liabilities at June 30, 2015.

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Fair Value Measurements

The following tables set forth by level, within the fair value hierarchy, TVA's financial assets and liabilities that were measured at fair value on a recurring basis as of June 30, 2015, and September 30, 2014. Financial assets and liabilities have been classified in their entirety based on the lowest level of input that is significant to the fair value measurement. TVA's assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the determination of the fair value of the assets and liabilities and their classification in the fair value hierarchy levels.

Fair Value Measurements

At June 30, 2015

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Assets				
Investments				
Equity securities	\$181	\$—	\$—	\$181
Debt securities				
U.S. government corporations and agencies	59	7	—	66
Corporate debt securities	—	336	—	336
Residential mortgage-backed securities	—	16	—	16
Commercial mortgage-backed securities	—	5	—	5
Collateralized debt obligations	—	29	—	29
Private partnerships	—	—	238	238
Commingled funds ⁽¹⁾				
Equity security commingled funds	44	942	—	986
Debt security commingled funds	44	178	—	222
Total investments	328	1,513	238	2,079
Currency swap(s) ⁽²⁾	—	61	—	61
Commodity contract derivatives	—	—	3	3
Commodity derivatives under FTP ⁽²⁾				
Swap contracts	—	—	—	—
Total	\$328	\$1,574	\$241	\$2,143
	Quoted Prices in Active Markets for Identical Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Liabilities				
Currency swap(s) ⁽²⁾	\$—	\$23	\$—	\$23
Interest rate swaps	—	1,419	—	1,419
Commodity contract derivatives	—	—	128	128
Commodity derivatives under FTP ⁽²⁾				
Swap contracts	—	34	—	34

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Total	\$—	\$1,476	\$128	\$1,604
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Notes

(1) Commingled funds represent investment funds comprising multiple individual financial instruments and are classified in the table based on their existing investment portfolio as of the measurement date. Commingled funds primarily composed of one class of security are classified in that category.

(2) Due to the right of setoff and method of settlement, TVA elects to record commodity derivatives under the FTP based on its net commodity position with the counterparty or FCM. Deposits are made to TVA's margin cash accounts held with each FCM to offset any net liability positions in full for derivatives that are transacted with FCMs. TVA records currency swaps net of any cash collateral received from or paid to the counterparty, to the extent such amount is not recorded in Accounts payable and accrued liabilities. See Note 15 — Offsetting of Derivative Assets and Liabilities.

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Fair Value Measurements

At September 30, 2014

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Assets				
Investments				
Equity securities	\$ 162	\$—	\$—	\$ 162
Debt securities				
U.S. government corporations and agencies	46	39	—	85
Corporate debt securities	—	290	—	290
Residential mortgage-backed securities	—	14	—	14
Commercial mortgage-backed securities	—	7	—	7
Collateralized debt obligations	—	29	—	29
Private partnerships	—	—	214	214
Commingled funds ⁽¹⁾				
Equity security commingled funds	40	903	—	943
Debt security commingled funds	61	176	—	237
Total investments	309	1,458	214	1,981
Currency swap(s) ⁽²⁾	—	—	—	—
Commodity contract derivatives	—	—	1	1
Commodity derivatives under FTP ⁽²⁾	—	—	—	—
Swap contracts	—	—	—	—
Total	\$ 309	\$ 1,458	\$ 215	\$ 1,982
	Quoted Prices in Active Markets for Identical Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Liabilities				
Currency swap(s) ⁽²⁾	\$—	\$ 15	\$—	\$ 15
Interest rate swaps	—	1,348	—	1,348
Commodity contract derivatives	—	—	97	97
Commodity derivatives under FTP ⁽²⁾	—	—	—	—
Swap contracts	—	34	—	34
Total	\$—	\$ 1,397	\$ 97	\$ 1,494

Notes

(1) Commingled funds represent investment funds comprising multiple individual financial instruments and are classified in the table based on their existing investment portfolio as of the measurement date. Commingled funds primarily composed of one class of security are classified in that category.

(2) Due to the right of setoff and method of settlement, TVA elects to record commodity derivatives under the FTP based on its net commodity position with the counterparty or FCM. Deposits are made to TVA's margin cash accounts

held with each FCM to offset any net liability positions in full for derivatives that are transacted with FCMs. TVA records currency swaps net of any cash collateral received from or paid to the counterparty. See Note 15 — Offsetting of Derivative Assets and Liabilities.

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TVA uses internal and external valuation specialists for the calculation of its fair value measurements classified as Level 3. Analytical testing is performed on the change in fair value measurements each period to ensure the valuation is reasonable based on changes in general market assumptions. Significant changes to the estimated data used for unobservable inputs, in isolation or combination, may result in significant variations to the fair value measurement reported.

The following table presents a reconciliation of all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3):

Fair Value Measurements Using Significant Unobservable Inputs

	For the Three Months Ended June 30		For the Nine Months Ended June 30	
	Private Partnerships	Commodity Contract Derivatives	Private Partnerships	Commodity Contract Derivatives
Balance at beginning of period	\$180	\$(131)	\$159	\$(140)
Purchases	7	—	23	—
Issuances	—	—	—	—
Sales	(6)	—	(7)	—
Settlements	—	—	—	—
Net unrealized gains (losses) deferred as regulatory assets and liabilities	7	(15)	13	(6)
Balance at June 30, 2014	\$188	\$(146)	\$188	\$(146)
Balance at beginning of period	\$223	\$(149)	\$214	\$(96)
Purchases	11	—	21	—
Issuances	—	—	—	—
Sales	(5)	—	(12)	—
Settlements	—	—	—	—
Net unrealized gains (losses) deferred as regulatory assets and liabilities	9	24	15	(29)
Balance at June 30, 2015	\$238	\$(125)	\$238	\$(125)

There were no realized gains or losses related to the instruments measured at fair value using significant unobservable inputs that affected net income during the three and nine months ended June 30, 2015. All unrealized gains and losses related to these instruments have been reflected as increases or decreases in regulatory assets and liabilities. See Note 8.

The following table presents quantitative information related to the significant unobservable inputs used in the measurement of fair value of TVA's assets and liabilities classified as Level 3 in the fair value hierarchy:

Quantitative Information about Level 3 Fair Value Measurements

	Fair Value at June 30 2015	Valuation Technique(s)	Unobservable Inputs	Range
Assets				
Commodity contract derivatives	\$3	Pricing model	Coal supply and demand Long-term market prices	0.8 - 1.0 billion tons/year \$10.08 - \$103.41/ton

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Liabilities

Commodity contract
derivatives

\$128

Pricing model

Coal supply and
demand
Long-term market
prices

0.8 - 1.0 billion
tons/year

\$10.08 - \$103.41/ton

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Quantitative Information about Level 3 Fair Value Measurements

	Fair Value at September 30 2014	Valuation Technique(s)	Unobservable Inputs	Range	
Assets					
Commodity contract derivatives	\$1	Discounted cash flow	Credit risk	2 - 5 %	(1)
		Pricing model	Coal supply and demand Long-term market prices	1.0 - 1.1 billion tons/year \$11.24 - \$67.07/ton	
Liabilities					
Commodity contract derivatives	\$97	Pricing model	Coal supply and demand Long-term market prices	1.0 - 1.1 billion tons/year \$11.24 - \$67.07/ton	

Note

(1) Applies to two contracts.

Other Financial Instruments Not Recorded at Fair Value

TVA uses the methods and assumptions described below to estimate the fair value of each significant class of financial instrument. The fair values of the financial instruments held at June 30, 2015, and September 30, 2014, may not be representative of the actual gains or losses that will be recorded when these instruments mature or are called or presented for early redemption. The estimated fair values of TVA's financial instruments not recorded at fair value at June 30, 2015, and September 30, 2014, were as follows:

Estimated Values of Financial Instruments Not Recorded at Fair Value

	Valuation Classification	At June 30, 2015		At September 30, 2014	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
EnergyRight® receivables (including current portion)	Level 2	\$155	\$163	\$156	\$166
Loans and other long-term receivables, net (including current portion)	Level 2	\$111	\$99	\$92	\$81
EnergyRight® financing obligation (including current portion)	Level 2	\$186	\$209	\$190	\$215
Unfunded loan commitments	Level 2	\$—	\$20	\$—	\$18
Membership interest of variable interest entity subject to mandatory redemption (including current portion)	Level 2	\$38	\$47	\$39	\$50
	Level 2	\$21,776	\$25,134	\$22,980	\$26,889

Long-term outstanding power bonds (including current maturities), net

Long-term debt of variable interest entities (including current maturities)	Level 2	\$1,296	\$1,392	\$1,311	\$1,425
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Due to the short-term maturity of Cash and cash equivalents, Restricted cash and investments, and Short-term debt, net, each considered a Level 1 valuation classification, the carrying amounts of these instruments approximate their fair values.

The fair values of the EnergyRight® Solutions receivables, loans and other long-term receivables, and unfunded loan commitments are estimated by determining the present values of future cash flows using discount rates equal to lending rates for similar loans made to borrowers with similar credit ratings and similar remaining maturities, where applicable.

The fair value of the long-term debt traded in the public market is determined by multiplying the par value of the debt by the indicative market price at the balance sheet date. The fair values of the EnergyRight® Solutions financing obligation and

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membership interests and long-term debt of VIEs are estimated by determining the present value of future cash flows using current market rates for similar obligations, giving effect to credit ratings and remaining maturities.

17. Other Income (Expense), Net

Income and expenses not related to TVA's operating activities are summarized in the following table:

Other Income (Expense), Net

	For the Three Months Ended		For the Nine Months Ended	
	June 30		June 30	
	2015	2014	2015	2014
Interest income	\$6	\$6	\$18	\$17
External services	3	3	9	15
Gains (losses) on investments	—	2	3	4
Miscellaneous	(1	) (1	) (5	) 1
Total other income (expense), net	\$8	\$10	\$25	\$37

18. Benefit Plans

TVA sponsors a qualified defined benefit pension plan (the "Plan") that covers most of its full-time employees hired before July 1, 2014, a qualified defined contribution plan that covers most of its full-time employees, two unfunded post-retirement health care plans that provide for non-vested contributions toward the cost of eligible retirees' medical coverage, other postemployment benefits, such as workers' compensation, and the SERP.

The components of net periodic benefit cost and other amounts recognized as changes in regulatory assets for the three and nine months ended June 30, 2015, and 2014, were as follows:

Components of TVA's Benefit Plans

	For the Three Months Ended June 30				For the Nine Months Ended June 30			
	Pension Benefits		Other Post-Retirement Benefits		Pension Benefits		Other Post-Retirement Benefits	
	2015	2014	2015	2014	2015	2014	2015	2014
Service cost	\$32	\$33	\$4	\$5	\$97	\$98	\$12	\$14
Interest cost	135	139	7	8	405	418	22	24
Expected return on plan assets	(110	) (109	) —	—	(328	) (326) —	—
Amortization of prior service credit	(5	) (5	) (2	) (2	) (16	) (16	) (5	) (5
Recognized net actuarial loss	75	71	3	3	225	214	7	8
Total net periodic benefit cost as actuarially determined	127	129	12	14	383	388	36	41
Amount capitalized due to actions of regulator	(57	) —	—	—	(171) —	—	—
Total net periodic benefit cost	\$70	\$129	\$12	\$14	\$212	\$388	\$36	\$41

TVA contributes to the Plan such amounts as are necessary on an actuarial basis to provide the Plan with assets sufficient to meet TVA-funded benefit obligations to be paid to members. TVA expects to contribute \$275 million to the Plan in 2015. As of June 30, 2015, TVA had contributed \$138 million to the Plan and expects to contribute the remaining \$137 million by September 30, 2015. TVA contributed \$250 million to the Plan in 2014. TVA does not separately set aside assets to fund other benefit costs, but rather funds such costs on an as-paid basis. For the nine months ended June 30, 2015, TVA provided approximately \$31 million, net of rebates and subsidies, to other

post-retirement benefit plans and approximately \$7 million to the SERP. For the nine months ended June 30, 2014, TVA provided approximately \$23 million, net of rebates and subsidies, to other post-retirement benefit plans and approximately \$6 million to the SERP.

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19. Contingencies and Legal Proceedings

Contingencies

Nuclear Insurance. The Price-Anderson Act provides a layered framework of protection to compensate for losses arising from a nuclear event in the United States. For the first layer, all of the NRC nuclear plant licensees, including TVA, purchase \$375 million of nuclear liability insurance from American Nuclear Insurers for each plant with an operating license. Funds for the second layer, the Secondary Financial Program, would come from an assessment of up to \$127 million from the licensees of each of the 102 NRC licensed reactors in the United States. The assessment for any nuclear accident would be limited to \$19 million per year per unit. American Nuclear Insurers, under a contract with the NRC, administers the Secondary Financial Program. With its six licensed units, TVA could be required to pay a maximum of \$764 million per nuclear incident, but it would have to pay no more than \$114 million per incident in any one year. When the contributions of the nuclear plant licensees are added to the insurance proceeds of \$375 million, \$13.0 billion, including a five percent surcharge for legal expenses, would be available. Under the Price-Anderson Act, if the first two layers are exhausted, the U.S. Congress is required to take action to provide additional funds to cover the additional losses.

TVA carries property, decommissioning, and decontamination insurance of \$5.1 billion for its licensed nuclear plants, with up to \$2.1 billion available for a loss at any one site, to cover the cost of stabilizing or shutting down a reactor after an accident. Some of this insurance, which is purchased from Nuclear Electric Insurance Limited ("NEIL"), may require the payment of retrospective premiums up to a maximum of approximately \$127 million.

TVA purchases accidental outage (business interruption) insurance for TVA's nuclear sites from NEIL. In the event that an accident covered by this policy takes a nuclear unit offline or keeps a nuclear unit offline, NEIL will pay TVA, after a waiting period, an indemnity (a set dollar amount per week) up to a maximum indemnity of \$490 million per unit. This insurance policy may require the payment of retrospective premiums up to a maximum of approximately \$36 million.

Decommissioning Costs. TVA recognizes legal obligations associated with the future retirement of certain tangible long-lived assets related primarily to coal-fired generating plants and nuclear generating plants, hydroelectric generating plants/dams, transmission structures, and other property-related assets.

Nuclear. Provision for decommissioning costs of nuclear generating units is based on options prescribed by the NRC procedures to dismantle and decontaminate the facilities to meet the NRC criteria for license termination. At June 30, 2015, the present value of the estimated future decommissioning cost of \$2.1 billion was included in AROs. The actual decommissioning costs may vary from the derived estimates because of, among other things, changes in current assumptions, such as the assumed dates of decommissioning, changes in regulatory requirements, changes in technology, and changes in the cost of labor, materials, and equipment. Utilities that own and operate nuclear plants are required to use different procedures in calculating nuclear decommissioning costs under GAAP than those that are used in calculating nuclear decommissioning costs when reporting to the NRC. The two sets of procedures produce different estimates for the costs of decommissioning primarily because of the difference in the discount rates used to calculate the present value of decommissioning costs.

TVA maintains a NDT to provide funding for the ultimate decommissioning of its nuclear power plants. TVA monitors the value of its NDT and believes that, over the long term and before cessation of nuclear plant operations and commencement of decommissioning activities, adequate funds from investments will be available to support decommissioning. TVA's nuclear power units are currently authorized to operate until 2020-2036, depending on the unit. It may be possible to extend the operating life of some of the units with approval from the NRC. See Note 8 and Note 12.

Non-Nuclear Decommissioning. The present value of the estimated future non-nuclear decommissioning ARO was \$1.7 billion at June 30, 2015. This decommissioning cost estimate involves estimating the amount and timing of future expenditures and making judgments concerning whether or not such costs are considered a legal obligation. Estimating the amount and timing of future expenditures includes, among other things, making projections of the timing and duration of the asset retirement process and how costs will escalate with inflation. The actual decommissioning costs may vary from the derived estimates because of changes in current assumptions, such as the assumed dates of decommissioning, changes in regulatory requirements, changes in technology, and changes in the cost of labor, materials, and equipment.

TVA maintains an ART to help fund the ultimate decommissioning of its non-nuclear power assets. Estimates involved in determining if additional funding will be made to the ART include inflation rate and rate of return projections on the fund investments. See Note 8 and Note 12.

Environmental Matters. TVA's power generation activities, like those across the utility industry and in other industrial sectors, are subject to most federal, state, and local environmental laws and regulations. Major areas of regulation affecting TVA's activities include air quality control, water quality control, and management and disposal of solid and hazardous wastes. In the future, regulations in all of these areas are expected to become more stringent. Regulations are also expected to apply to new emissions and sources, with a particular emphasis on climate change, renewable generation, and energy efficiency.

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TVA has incurred, and expects to continue to incur, substantial capital and operating and maintenance costs to comply with evolving environmental requirements primarily associated with, but not limited to, the operation of TVA's coal-fired generating units. It is virtually certain that environmental requirements placed on the operation of TVA's coal-fired and other generating units will continue to become more restrictive and potentially apply to new emissions and sources. Litigation over emissions or discharges from coal-fired generating units is also occurring, including litigation against TVA. Failure to comply with environmental and safety laws can result in TVA being subject to enforcement actions, which can lead to the imposition of significant civil liability, including fines and penalties, criminal sanctions, and/or the shutting down of non-compliant facilities.

TVA estimates that compliance with future Clean Air Act ("CAA") requirements (excluding greenhouse gas ("GHG") requirements) could lead to additional costs of \$800 million from 2015 to 2025 for additional clean air controls. There could be additional material costs if reductions of GHGs, including carbon dioxide ("CO₂"), are mandated under the CAA or by legislation or regulation, or if future legislative, regulatory, or judicial actions lead to more stringent emission reduction requirements for conventional pollutants. These costs cannot reasonably be predicted at this time because of the uncertainty of such potential actions.

Liability for releases and cleanup of hazardous substances is primarily regulated by the federal Comprehensive Environmental Response, Compensation, and Liability Act, and other federal and parallel state statutes. In a manner similar to many other industries and power systems, TVA has generated or used hazardous substances over the years.

TVA is aware of alleged hazardous-substance releases at certain non-TVA areas in connection with which other potentially responsible parties may seek monetary damages from TVA. There is information indicating that TVA sent a small amount of equipment to Ward Transformer ("Ward"), a non-TVA site in Raleigh, North Carolina. The site is contaminated by PCBs from electrical equipment due to Ward's practice of draining such equipment. A working group of potentially responsible parties is cleaning up on-site contamination in accordance with an agreement with the EPA. The cleanup effort has been divided into multiple phases, including on-site and downstream cleanup activities, two phases of soil cleanup, supplemental groundwater remediation, and cleanup of off-site contamination in the downstream drainage basin. TVA settled its potential liability for the on-site removal action for \$300 thousand and has agreed to pay approximately \$8 thousand to settle its potential liability in connection with an EPA study of the site. TVA believes that its liability for the remaining cleanup and remediation activities as well as any natural resource damages will be less than \$1 million.

TVA operations at some TVA facilities have resulted in oil spills and other contamination that TVA is addressing. At June 30, 2015, TVA's estimated liability for cleanup and similar environmental work for those sites for which sufficient information is available to develop a cost estimate (primarily the TVA sites) was approximately \$9 million on a non-discounted basis, and was included in Accounts payable and accrued liabilities and Other long-term liabilities on the consolidated balance sheet.

Legal Proceedings

From time to time, TVA is party to or otherwise involved in lawsuits, claims, proceedings, investigations, and other legal matters ("Legal Proceedings") that have arisen in the ordinary course of conducting TVA's activities, as a result of a catastrophic event or otherwise.

General. At June 30, 2015, TVA had accrued \$145 million of probable losses with respect to Legal Proceedings. Of the accrued amount, \$63 million is included in Other long-term liabilities and \$82 million is included in Accounts payable and accrued liabilities. TVA is currently unable to estimate any amount or any range of amounts of reasonably possible losses, and no assurance can be given that TVA will not be subject to significant additional claims and liabilities. If actual liabilities significantly exceed the estimates made, TVA's results of operations, liquidity, and

financial condition could be materially adversely affected.

Environmental Agreements. In April 2011, TVA entered into two substantively similar agreements, a Federal Facilities Compliance Agreement with the EPA and a consent decree with Alabama, Kentucky, North Carolina, Tennessee, and three environmental advocacy groups: the Sierra Club, National Parks Conservation Association, and Our Children's Earth Foundation (collectively, the "Environmental Agreements"). They became effective in June 2011. Under the Environmental Agreements, TVA committed to (1) retire on a phased schedule 18 coal-fired units with a combined summer net dependable capability of 2,200 MW, (2) control, convert, or retire additional coal-fired units with a combined summer net dependable capability of 3,500 MW, (3) comply with annual, declining emission caps for sulfur dioxide ("SO₂") and nitrogen oxide ("NO_x"), (4) invest \$290 million in certain TVA environmental projects, (5) provide \$60 million to Alabama, Kentucky, North Carolina, and Tennessee to fund environmental projects, and (6) pay civil penalties of \$10 million. In exchange for these commitments, most existing and possible claims against TVA based on alleged New Source Review and associated violations were waived and cannot be brought against TVA. Some possible claims for sulfuric acid mist and GHG emissions can still be brought against TVA, and claims for increases in particulates can also be pursued at many of TVA's coal-fired units. Additionally, the Environmental Agreements do not address compliance with new laws and regulations or the cost associated with such compliance.

Legal Proceedings Related to the Kingston Ash Spill. Seventy-eight lawsuits based on the Kingston ash spill were filed in the United States District Court for the Eastern District of Tennessee. Fifteen of these lawsuits were dismissed. On August 4, 2014, the court issued an agreed order that implements a mediated global resolution of pending claims. Under the order, the 63

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pending cases were dismissed with prejudice, and TVA deposited \$28 million with the court, which is responsible for disbursing the funds. The order anticipates that further legal proceedings will be required to resolve the claims of nine of the plaintiffs, and a portion of the \$28 million was set aside under the order to cover the anticipated costs of resolving these claims. Claims of seven of the nine plaintiffs have been resolved. In April 2015, the court dismissed the claims of the remaining two plaintiffs, and these plaintiffs did not appeal the dismissal of their claims.

Civil Penalty and Natural Resource Damages for the Kingston Ash Spill. In June 2010, TDEC issued a civil penalty order of approximately \$12 million to TVA for the Kingston ash spill, citing violations of the Tennessee Solid Waste Disposal Act and the Tennessee Water Quality Control Act. Of the \$12 million, TVA initially paid \$10 million, and agreed to undertake environmental projects valued at \$2 million as a credit against the remaining penalty amount. TVA completed several of those projects and paid TDEC the small remaining difference rather than do more projects. In addition, TVA paid \$750 thousand over three years into the Natural Resource Restoration Fund associated with the Kingston spill. In July 2015, TDEC, TVA and the United States Department of the Interior entered into an administrative order on consent which determined that TVA's restoration activities were the appropriate measures to remedy any natural resource damages, and released TVA from any claims for such damages.

Case Involving Tennessee Valley Authority Retirement System. In March 2010, eight current and former participants in and beneficiaries of TVARS filed suit in the United States District Court for the Middle District of Tennessee against the six then-current members of the TVARS Board. The lawsuit challenged the TVARS Board's decision to suspend the TVA contribution requirements for 2010 through 2013, and to amend the TVARS Rules and Regulations to (1) reduce the calculation for COLA benefits for CY 2010 through CY 2013, (2) reduce the interest crediting rate for the fixed fund accounts, and (3) increase the eligibility age to receive COLAs from age 55 to 60. In September 2010, the district court dismissed this action, allowing the plaintiffs to file an amended complaint within 14 days against TVARS and TVA but not the individual directors, which the plaintiffs did shortly thereafter. The plaintiffs allege, among other things, violations of their constitutional rights (due process, equal protection, and property rights), violations of the Administrative Procedure Act, and breach of statutory duties owed to the plaintiffs. They seek a declaratory judgment and appropriate relief for the alleged statutory and constitutional violations and breaches of duty. TVA filed its answer to the amended complaint in December 2010. In May 2012, the court granted the parties' joint motion to administratively close the case subject to reopening to allow the parties the opportunity to engage in mediation. In July 2013, the court granted the plaintiffs' motion to reopen the lawsuit. In November 2013, TVA filed a motion for summary judgment, and the plaintiffs filed a motion for summary judgment on February 8, 2015. The motions are pending before the court.

Cases Involving Gallatin Fossil Plant CCR Facilities. In January 2015, the State of Tennessee filed a lawsuit against TVA in the Chancery Court for Davidson County, Tennessee. The lawsuit alleges that waste materials have been released into waters of the state from coal combustion residual ("CCR") facilities at Gallatin Fossil Plant ("Gallatin") in violation of the Tennessee Water Quality Control Act and the Tennessee Solid Waste Disposal Act. TDEC is seeking injunctive relief as well as civil penalties of up to \$17,000 per day for each day TVA is found to have violated the statutes. In February 2015, the court issued an order allowing the Tennessee Scenic Rivers Association ("TSRA") and the Tennessee Clean Water Network ("TCWN") to intervene in the case. In April 2015, TSRA and TCWN filed a lawsuit against TVA in the United States District Court for the Middle District of Tennessee alleging that waste materials have been released into the Cumberland River from CCR facilities at Gallatin in violation of the Clean Water Act. The plaintiffs are seeking injunctive relief and civil penalties of up to \$37,500 per violation per day.

Case Involving the NRC Waste Confidence Decision on Spent Nuclear Fuel Storage. In June 2012, the U.S. Court of Appeals for the District of Columbia Circuit ("D.C. Circuit") vacated the NRC's updated Waste Confidence Decision ("WCD"). The WCD is a generic determination by the NRC that spent nuclear fuel can be safely managed until a permanent off-site repository is established; this determination has been a key component of the NRC licensing activities since 1984. The most recent update provided that a permanent repository would be available when necessary

and that spent fuel could be safely stored for 60 years after a plant's operating license was terminated. The D.C. Circuit vacated this update on the grounds that, among other things, the NRC failed to support these findings with an adequate National Environmental Policy Act ("NEPA") review and the NRC did not evaluate environmental impacts if the repository was never built.

In June 2012, multiple intervenor groups submitted a petition to the NRC to (1) hold in abeyance all pending reactor licensing decisions that would depend upon the WCD and (2) establish a process for ensuring that the remanded proceeding complies with the public participation requirements of Section 189a of the Atomic Energy Act. In August 2012, the NRC issued an order (the "August 2012 NRC Order") preventing the issuance of a final licensing decision in all proceedings affected by the petition, including the proceedings involving Watts Bar Nuclear Plant ("Watts Bar") Unit 2, Sequoyah Nuclear Plant ("Sequoyah"), and Bellefonte Nuclear Plant ("Bellefonte") Units 3 and 4.

In August 2014, the NRC issued its final rule on continued storage of spent nuclear fuel ("Continued Storage Rule"), which replaced the WCD, and terminated its suspension of final licensing decisions, dismissed contentions related to the WCD pending before the NRC, and directed Atomic Safety and Licensing Boards ("ASLBs") to dismiss contentions related to the WCD that were being held in abeyance.

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In September 2014, multiple intervenor groups submitted a petition to the NRC in multiple reactor licensing proceedings to suspend the issuance of final decisions in those proceedings until the NRC generically makes additional findings related to spent fuel disposal or those findings are made in individual licensing proceedings. The NRC rejected this petition in February 2015. In addition, several petitions for review were filed in October 2014 in the D.C. Circuit challenging the Continued Storage Rule.

In January 2015, multiple intervenor groups submitted a petition to the NRC in multiple reactor licensing proceedings, asking the NRC to direct its staff to supplement environmental impact statements to incorporate by reference the generic environmental impact statement released in connection with the Continued Storage Rule. The NRC rejected this petition.

Administrative Proceeding Regarding Renewal of Operating License for Sequoyah Nuclear Plant. In May 2013, the Blue Ridge Environmental Defense League ("BREDL"), the Bellefonte Efficiency and Sustainability Team ("BEST"), and Mothers Against Tennessee River Radiation filed a petition with the NRC opposing the renewal of the operating license for Sequoyah Units 1 and 2. The petition contained eight specific contentions challenging the adequacy of the license renewal application that TVA submitted to the NRC in January 2013. TVA filed a response with the ASLB opposing the admission of all eight of the petitioners' contentions. In July 2013, the ASLB concluded that BREDL was the only one of the three petitioners that had standing to intervene in this proceeding. The ASLB also held that seven of the contentions were inadmissible, and held one portion of the remaining contention related to the WCD in abeyance pending further direction from the NRC. In September 2014, the ASLB denied BREDL's contention related to the WCD. Following the publication of the Continued Storage Rule, BREDL filed a petition with the NRC seeking suspension of the issuance of a final decision in the Sequoyah proceeding and a motion with the ASLB seeking leave to file a new, late-filed contention related to the Continued Storage Rule. The NRC rejected this petition in February 2015. See Case Involving the NRC Waste Confidence Decision on Spent Nuclear Fuel Storage. With the NRC's rejection of the final pending contention, the ASLB issued an order terminating the administrative proceeding in March 2015. In April 2015, BREDL filed motions with the NRC to reopen the record and to admit a new contention arguing that the environmental impact statement for Sequoyah must incorporate by reference the generic environmental impact statement released in connection with the Continued Storage Rule. The NRC rejected these motions in June 2015.

Administrative Proceedings Regarding Bellefonte Units 3 and 4. TVA submitted its combined construction and operating license application ("COL") for two Advanced Passive 1000 reactors at Bellefonte Units 3 and 4 to the NRC in October 2007. In June 2008, BEST, BREDL, and Southern Alliance for Clean Energy ("SACE") submitted a joint petition for intervention and a request for a hearing. The ASLB denied standing to BEST and admitted four of the 20 contentions submitted by BREDL and SACE. The NRC reversed the ASLB's decision to admit two of the four contentions, leaving only two contentions (concerning the estimated costs of the new nuclear plant and the impact of the facility's operations on aquatic ecology) to be litigated in a future hearing. In January 2012, TVA notified the ASLB that the NRC had placed the COL in "suspended" status indefinitely at TVA's request, and TVA requested that the ASLB hold the proceeding in abeyance pending a decision by TVA regarding the best path forward with regards to the COL. In April 2012, the ASLB issued an order maintaining the proceeding in "active" status, but amending the disclosure schedule.

In July 2012, BREDL petitioned for the admission of another new, late-filed contention stemming from the D.C. Circuit's order vacating the WCD. In September 2014, the ASLB denied BREDL's request to file the new contention. Following the publication of the Continued Storage Rule, BREDL filed a petition with the NRC seeking suspension of the issuance of a final decision in the Bellefonte Units 3 and 4 proceeding and a motion with the ASLB seeking leave to file a new, late-filed contention stemming from the Continued Storage Rule. The NRC rejected this petition in February 2015. See Case Involving the NRC Waste Confidence Decision on Spent Nuclear Fuel Storage.

Administrative Proceedings Regarding Watts Bar Unit 2. In July 2009, SACE, the Tennessee Environmental Council, the Sierra Club, We the People, and BREDL filed a request for a hearing and petition to intervene in the NRC administrative process reviewing TVA's application for an operating license for Watts Bar Unit 2. In November 2009, the ASLB granted SACE's request for hearing, admitted two of SACE's seven contentions for hearing, and denied the request for hearing submitted on behalf of the other four petitioners. The ASLB subsequently dismissed one contention, leaving one aquatic impact contention. In July 2013, SACE filed a motion to withdraw its remaining aquatic impact contention. The ASLB granted this motion later that same month.

In July 2012, SACE petitioned for the admission of another new, late-filed contention, similar to the one filed in the Bellefonte Units 3 and 4 proceeding, stemming from the D.C. Circuit's order vacating the WCD. In September 2014, the ASLB denied SACE's request to file the contention related to the WCD and terminated the proceeding. Following the publication of the Continued Storage Rule, SACE filed a petition with the NRC seeking suspension of the issuance of a final decision in the Watts Bar Unit 2 proceeding and motions with the ASLB to reopen the record and for leave to file a new, late-filed contention stemming from the Continued Storage Rule. The NRC rejected this petition in February 2015. See Case Involving the NRC Waste Confidence Decision on Spent Nuclear Fuel Storage. In addition, in February 2015, SACE filed motions with the NRC to reopen the record and to admit a new contention relating to the expedited seismic evaluation process report for Watts Bar that TVA filed with the NRC in December 2014 as part of the Fukushima lessons-learned review process. These motions were denied in April 2015, and SACE appealed this decision to the NRC in May 2015. In April 2015, SACE filed motions with the NRC to reopen the record and to admit a new contention arguing that the environmental impact statement for Watts Bar Unit 2 must incorporate by

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reference the generic environmental impact statement released in connection with the Continued Storage Rule. The NRC rejected these motions in June 2015.

John Sevier Fossil Plant Clean Air Act Permit. In September 2010, the Environmental Integrity Project, the Southern Environmental Law Center, and the Tennessee Environmental Council filed a petition with the EPA, requesting that the EPA Administrator object to the CAA permit issued to TVA for operation of John Sevier. Among other things, the petitioners allege that repair, maintenance, or replacement activities undertaken at John Sevier Unit 3 in 1986 triggered the Prevention of Significant Deterioration ("PSD") requirements for SO₂ and NO_x. The CAA permit, issued by TDEC, remains in effect pending the disposition of the petition. TVA has now retired all four John Sevier coal-fired units, and this challenge likely will not proceed.

National Environmental Policy Act Challenge at Paradise Fossil Plant. To comply with the EPA's Mercury and Air Toxics Standards, TVA chose to retire two coal-fired units at Paradise Fossil Plant and replace them with natural gas generation. Prior to making this decision, TVA completed an Environmental Assessment in November 2013 under NEPA. In July 2014, the Kentucky Coal Association and several individuals filed suit in the United States District Court for the Western District of Kentucky alleging that TVA violated NEPA and the Energy Policy Act of 1992 in deciding to switch to natural gas generation. The plaintiffs demand that TVA prepare an Environmental Impact Statement, and are asking the court to preliminarily enjoin TVA from taking any further action relating to these matters pending compliance with NEPA. The court denied the plaintiffs' motion for a preliminary injunction in December 2014 and dismissed the case in February 2015. In March 2015, the plaintiffs appealed the court's decision to the United States Court of Appeal for the Sixth Circuit.

Kingston Fossil Plant NPDES Permit Administrative Appeal. The Sierra Club filed a challenge to the National Pollutant Discharge Elimination System ("NPDES") permit issued by Tennessee for the scrubber-gypsum pond discharge at Kingston in November 2009 before the Tennessee Board of Water Quality, Oil and Gas ("TN Board"). TDEC is the defendant in the challenge, and TVA has intervened in support of TDEC's decision to issue the permit. At the request of the parties, the Administrative Law Judge ("ALJ") assigned to the matter stayed the case until October 15, 2015.

Bull Run Fossil Plant NPDES Permit Administrative Appeal. SACE and the TCWN filed a challenge to the NPDES permit for the Bull Run Fossil Plant in November 2010. TDEC is the defendant in the challenge, and TVA's motion to intervene to support TDEC's decision to issue the permit was granted in January 2011. At the contested case hearing in October 2013, the TN Board granted TDEC's and TVA's joint motion for involuntary dismissal following the conclusion of the petitioners' presentation of evidence. In December 2013, TCWN and SACE filed a petition for review of the TN Board's decision in the Chancery Court for Davidson County, Tennessee. In March 2015, the court issued a final order affirming the TN Board's decision, and the petitioners subsequently appealed the court's decision to the Tennessee Court of Appeals.

Johnsonville Fossil Plant NPDES Permit Administrative Appeal. SACE and TCWN filed a challenge to the NPDES permit for the Johnsonville Fossil Plant in March 2011. TDEC is the defendant in the challenge. TVA's motion to intervene was granted in August 2011. The plaintiffs voluntarily dismissed this case in February 2015.

John Sevier Fossil Plant NPDES Permit Administrative Appeal. SACE and TCWN filed a challenge to the NPDES permit for John Sevier in May 2011. TDEC is the defendant in the challenge. TVA's motion to intervene was granted in August 2011. The plaintiffs voluntarily dismissed this case in February 2015.

Gallatin Fossil Plant NPDES Permit Administrative Appeal. SACE, TCWN, and the Sierra Club filed a challenge to the NPDES permit for Gallatin in June 2012. TDEC is the defendant in the challenge. TVA's motion to intervene was granted in September 2012. Following discovery, SACE, TCWN, and the Sierra Club voluntarily dismissed seven of

the eight claims asserted in their petition. TVA moved to dismiss the remaining claim, and the ALJ assigned to the matter granted TVA's motion and dismissed the case. On November 7, 2014, SACE, TWCN, and the Sierra Club filed a petition for review of the ALJ's dismissal in the Chancery Court for Davidson County, Tennessee. In February 2015, the court issued a final order affirming that the Gallatin NPDES permit was lawfully issued. In March 2015, the petitioners appealed the court's decision to the Tennessee Court of Appeals.

Petitions Resulting from Japanese Nuclear Events. As a result of events that occurred at the Fukushima Daiichi Nuclear Power Plant in March 2011, petitions have been filed with the NRC which could impact TVA's nuclear program.

Petition to Immediately Suspend the Operating Licenses of GE BWR Mark I Units Pending the Full NRC Review With Independent Expert and Public Participation From Affected Emergency Planning Zone Communities

Beyond Nuclear filed a petition in April 2011, requesting that the NRC take emergency enforcement action against all nuclear reactor licensees that operate units that use the General Electric Mark I BWR design. TVA uses this design at Browns Ferry Nuclear Plant ("Browns Ferry") Units 1, 2, and 3. The petition requests the NRC to take several actions, including the suspension of the operating licenses at the affected nuclear units, including Browns Ferry, until several milestones have been met. In December 2011, the NRC provided its initial response to the petition. The NRC accepted five specific requests that would apply directly or indirectly to Browns Ferry, including issues relating to spent fuel pool use and location, Mark I containment hardened vent systems and design, and

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backup electrical power. Each of these items was accepted for further investigation, but the requests for immediate action were rejected. The NRC ultimately denied the petition.

Petition Pursuant to 10 CFR 2.206 - Demand For Information Regarding Compliance with 10 CFR 50, Appendix A, General Design Criterion 44, Cooling Water, and 10 CFR 50.49, Environmental Qualification of Electric Equipment Important to Safety for Nuclear Power Plants

A petition was filed by the Union of Concerned Scientists in July 2011, requesting that a demand for information be issued for affected licensees, including TVA with regards to Browns Ferry, describing how the facilities comply with General Design Criterion 44, Cooling Water, within Appendix A to 10 CFR Part 50, and with 10 CFR 50.49, Environmental Qualification of Electric Equipment Important to Safety for Nuclear Power Plants, for all applicable design and licensing bases events. The NRC has not yet rendered a decision regarding the petition.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(Dollars in millions except where noted)

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") explains the results of operations and general financial condition of the Tennessee Valley Authority ("TVA"). The MD&A should be read in conjunction with the accompanying unaudited consolidated financial statements and TVA's Annual Report on Form 10-K for the fiscal year ended September 30, 2014 (the "Annual Report").

Executive Overview

TVA had net income for the three months and nine months ended June 30, 2015, of \$32 million and \$609 million, respectively, as compared with net loss of \$81 million and net income of \$147 million for the same periods of 2014.

Sales were approximately one percent higher for the three months ended June 30, 2015, and one percent lower for the nine months ended June 30, 2015, as compared to the same periods of 2014. These results were primarily driven by weather patterns with warmer weather for the three months and nine months ended June 30, 2015, as compared to the same periods of 2014.

Operating expenses were approximately eight percent and nine percent lower for the three months and nine months ended June 30, 2015, respectively, as compared to the same periods of 2014. Lower market prices for natural gas contributed to lower fuel and purchased power expense. In addition, operating and maintenance expenses decreased due to continuing cost savings initiatives, fewer outages, and the timing of projects and pension costs. See Note 18. The lower operating and maintenance expenses were offset by an increase in depreciation expense related to the accelerated closure of certain coal-fired units, primarily Widows Creek Fossil Plant ("Widows Creek") Unit 7, the retirement of which was announced in May 2015. See Results of Operations.

As TVA continues to develop a cleaner, more diverse energy portfolio, it is reviewing future uses for the land and physical structures where operations have been discontinued. In June 2015, TVA announced that it, in conjunction with support from state and local governments and other organizations, helped in bringing an innovative, global technology company to the Widows Creek site where coal-fired operations will cease by the end of the year. TVA plans to continue to work with state and local governments and other organizations to repurpose sites for their highest and best use, which may lead to economic development opportunities or site conversions to meet future generation needs.

Testing and regulatory reviews continue at Watts Bar Nuclear Plant ("Watts Bar") Unit 2 with fuel load forecasted to be during the fourth quarter of 2015 and commercial operations expected to commence during the second quarter of 2016. See Key Initiatives and Challenges — Generation Resources — Watts Bar Unit 2.

After extensive investigation, TVA has identified underground pathways contributing to the seepage and has prepared a plan to repair Boone Dam. TVA will continue working with the community to help mitigate local impacts of the extended drawdown. See Key Initiatives and Challenges — Dam Safety Assurance Initiatives — Boone Dam.

During 2015, TVA conducted a study of its energy resources in order to update and replace the Integrated Resource Plan ("IRP") that was accepted by the TVA Board of Directors (the "TVA Board") in April 2011. The IRP is a comprehensive study of how TVA could meet the demand for electricity in its service territory over the next 20 years. Changes to the 2011 IRP are in response to major changes in electrical utility industry trends since 2011 including abundant, lower-cost natural gas, decreased cost of renewable generation, decreased demand, and continued focus on energy efficiency efforts.

The final IRP reinforces some observations made in the draft plan. These include: new capacity is needed in every scenario; new natural gas capacity is needed in every scenario; there is no immediate need for new baseload resources beyond the completion of Watts Bar Unit 2 and power upgrades being evaluated for Browns Ferry Nuclear Plant ("Browns Ferry"); and higher levels of energy efficiency and renewable energy levels are included in many scenarios.

The IRP was developed with input from the public and contributions from a working group of stakeholders from local power companies, environmental organizations and other public and private entities with a vested interest, including an extensive public outreach that included a series of open meetings around the Tennessee Valley. The final 2015 IRP will be presented to the TVA Board for consideration at its August 2015 meeting.

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Results of Operations

Sales of Electricity

The following table compares TVA's energy sales for the three and nine months ended June 30, 2015, and 2014:

Sales of Electricity

(millions of kWh)

	Three Months Ended June 30				Nine Months Ended June 30			
	2015	2014	Change	Percent Change	2015	2014	Change	Percent Change
Local power companies	32,108	31,731	377	1.2 %	100,823	101,275	(452)	(0.4)%
Industries directly served	4,333	4,450	(117)	(2.6)%	12,832	13,026	(194)	(1.5)%
Federal agencies and other	802	684	118	17.3 %	2,055	2,263	(208)	(9.2)%
Total sales of electricity	37,243	36,865	378	1.0 %	115,710	116,564	(854)	(0.7)%

TVA uses degree days to measure the impact of weather on its power operations since weather affects both demand and market prices for electricity. Degree days measure the extent to which average temperatures in the five largest cities in TVA's service area vary from 65 degrees Fahrenheit.

Degree Days

	2015 Actual	Normal ⁽¹⁾	Percent Variation	2014 Actual	Normal ⁽¹⁾	Percent Variation	2015 Actual	2014 Actual	Percent Change	
Heating Degree Days										
Three Months Ended June 30	120	228	(47.4)%	199	228	(12.7)%	120	199	(39.7)%	
Nine Months Ended June 30	3,551	3,343	6.2 %	3,697	3,343	10.6 %	3,551	3,697	(3.9)%	
Cooling Degree Days										
Three Months Ended June 30	698	586	19.1 %	651	586	11.1 %	698	651	7.2 %	
Nine Months Ended June 30	780	666	17.1 %	743	666	11.6 %	780	743	5.0 %	

Note

(1) This calculation is updated every five years in order to incorporate the then most recent 30 years. It was last updated in 2011.

Sales of electricity increased 378 million kilowatt hours ("kWh") for the three months ended June 30, 2015, as compared to the three months ended June 30, 2014. The increase was driven by increased sales volume for local power company customers of TVA ("LPCs") primarily due to a seven percent increase in cooling degree days. In addition, sales to federal agencies and other increased in part due to increased demand from one of TVA's federal customers, as well as a slight increase in off-system sales as TVA had excess generation available for sale. These increases were partially offset by decreased demand from industries directly served, as a result of economic conditions affecting certain customers.

Sales of electricity decreased 854 million kWh for the nine months ended June 30, 2015, as compared to the nine months ended June 30, 2014. The decrease was primarily related to decreased sales volume for LPCs in part due to a four percent decrease in heating degree days. In addition, sales to industries directly served decreased as a result of economic conditions affecting certain customers, and sales to federal agencies and other decreased from a reduction in off-system sales as TVA had less excess generation available for sale.

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Financial Results

The following table compares operating results for the three and nine months ended June 30, 2015, and 2014:
Summary Consolidated Statements of Operations

	Three Months Ended June 30			Nine Months Ended June 30		
	2015	2014	Percent Change	2015	2014	Percent Change
Operating revenues	\$2,558	\$2,651	(3.5)%	\$7,832	\$7,971	(1.7)%
Operating expenses	2,252	2,453	(8.2)%	6,386	6,979	(8.5)%
Operating income	306	198	54.5%	1,446	992	45.8%
Other income, net	8	10	(20.0)%	25	37	(32.4)%
Interest expense, net	282	289	(2.4)%	862	882	(2.3)%
Net income (loss)	\$32	\$(81)	139.5%	\$609	\$147	314.3%

Operating Revenues. Operating revenues for the three and nine months ended June 30, 2015, and 2014, consisted of the following:

Operating Revenues

	Three Months Ended June 30			Nine Months Ended June 30		
	2015	2014	Percent Change	2015	2014	Percent Change
Revenue from sales of electricity						
Local power companies	\$2,318	\$2,383	(2.7)%	\$7,135	\$7,217	(1.1)%
Industries directly served	167	197	(15.2)%	485	539	(10.0)%
Federal agencies and other	37	38	(2.6)%	102	113	(9.7)%
Revenue from sales of electricity	2,522	2,618	(3.7)%	7,722	7,869	(1.9)%
Other revenue	36	33	9.1%	110	102	7.8%
Total operating revenues	\$2,558	\$2,651	(3.5)%	\$7,832	\$7,971	(1.7)%

TVA's wholesale rate structure provides price signals intended to encourage LPCs and end-use customers to shift energy usage from high-cost generation periods to less expensive generation periods. Under the revised wholesale structure, weather can positively or negatively impact both volume and effective rates, while only volume was impacted under the former wholesale structure. This is because the wholesale structure includes two components: a demand charge and an energy charge. The demand charge is based on the customer's peak monthly usage and increases as the peak increases. The energy charge is based on the kWhs used by the customer. The rate structure also establishes a separate fuel rate that includes the costs of natural gas, fuel oil, purchased power, coal, emission allowances, nuclear fuel, and other fuel-related commodities; realized gains and losses on derivatives purchased to hedge the costs of such commodities; and tax equivalents associated with the fuel cost adjustments.

Operating revenues decreased \$93 million and \$139 million for the three and nine months ended June 30, 2015, respectively, compared to the three and nine months ended June 30, 2014, due to the following:

	Three Month Change	Nine Month Change
Fuel cost recovery	\$(136)	\$(269)
Base revenue	42	136
Off-system sales	(2)	(14)
Other revenue	3	8
Total	\$(93)	\$(139)

Operating revenues decreased \$93 million for the three months ended June 30, 2015, as compared to the three months ended June 30, 2014, primarily due to a \$136 million decrease in fuel cost recovery, which was partially offset by a \$42 million increase in base revenue. The \$136 million decrease in fuel cost recovery was primarily attributable to lower fuel rates. The increase in base revenue was predominantly attributable to an increase in energy revenue of \$46 million and an increase in demand revenue of \$1 million due primarily to the non-fuel base rate increase that became effective October 1, 2014.

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Operating revenues decreased \$139 million for the nine months ended June 30, 2015, as compared to the nine months ended June 30, 2014, primarily due to a \$269 million decrease in fuel cost recovery, which was partially offset by a \$136 million increase in base revenue. The \$269 million decrease in fuel cost recovery was primarily attributable to lower fuel rates. The increase in base revenue was predominantly attributable to an increase in demand revenue of \$74 million and an increase in energy revenue of \$67 million due primarily to the non-fuel base rate increase that became effective October 1, 2014.

Operating Expenses. Operating expenses for the three and nine months ended June 30, 2015, and 2014, consisted of the following:

Operating Expenses

	Three Months Ended June 30			Nine Months Ended June 30		
	2015	2014	Percent Change	2015	2014	Percent Change
Fuel	\$608	\$698	(12.9)%	\$1,744	\$1,904	(8.4)%
Purchased power	244	279	(12.5)%	736	843	(12.7)%
Operating and maintenance	738	880	(16.1)%	2,083	2,480	(16.0)%
Depreciation and amortization	534	463	15.3%	1,440	1,357	6.1%
Tax equivalents	128	133	(3.8)%	383	395	(3.0)%
Total operating expenses	\$2,252	\$2,453	(8.2)%	\$6,386	\$6,979	(8.5)%

The following table summarizes TVA's net generation and purchased power by generating source and the percentage of all electric power generated and purchased for the periods indicated:

Power Supply from TVA-Operated Generation Facilities and Purchased Power

	Three Months Ended June 30				Nine Months Ended June 30			
	2015		2014		2015		2014	
	kWh (in millions)	Percent of Total Power Supply	kWh (in millions)	Percent of Total Power Supply	kWh (in millions)	Percent of Total Power Supply	kWh (in millions)	Percent of Total Power Supply
Coal-fired	12,824	34%	15,624	42%	39,511	34%	44,916	38%
Nuclear	13,173	35%	12,451	33%	40,981	35%	39,669	33%
Hydroelectric	2,427	6%	1,868	5%	10,766	9%	10,609	9%
Natural gas and/or oil-fired	5,037	13%	3,198	9%	12,311	10%	8,961	8%
Renewable resources (non-hydro)	—	—%	3	—%	0	—%	5	—%
Total TVA-operated generation facilities	33,461	88%	33,144	89%	103,569	88%	104,160	88%
Purchased power	4,587	12%	4,303	11%	14,346	12%	14,493	12%
Total power supply	38,048	100%	37,447	100%	117,915	100%	118,653	100%

Three Months Ended June 30, 2015, Compared to Three Months Ended June 30, 2014

Fuel expense decreased \$90 million for the three months ended June 30, 2015, as compared to the same period of the prior year. This decrease was driven by an \$88 million decrease in fuel expense attributable to fuel rates, primarily due to lower prices for natural gas. As an indication of general market direction, the average Henry Hub natural gas spot price for the three months ended June 30, 2015, was 41 percent lower as compared to the same period of the prior year. Also contributing to the decrease was an \$8 million decrease in fuel expense driven by more timely collections of fluctuations in fuel costs in the three months ended June 30, 2015. Offsetting these decreases in fuel expense was an increase of one percent in sales of electricity which resulted in an increase in fuel expense of approximately \$6

million.

Purchased power expense decreased \$35 million for the three months ended June 30, 2015, as compared to the same period of the prior year, primarily due to lower market prices for natural gas, as TVA's primary source of purchased power is natural gas-fired generation. The lower prices contributed to a \$45 million decrease in purchased power expense. Also contributing to the decrease was a \$7 million decrease in purchased power expense driven by more timely collections of fluctuations in fuel costs in the three months ended June 30, 2015. Offsetting these decreases was an increase of seven percent in the volume of power purchased which resulted in an increase in purchased power expense of \$17 million.

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Operating and maintenance expense decreased \$142 million for the three months ended June 30, 2015, compared to the same period of the prior year. This decrease was primarily driven by a \$61 million decrease in pension and post-retirement costs due mainly to regulatory accounting actions taken by the TVA Board. Beginning October 1, 2014, TVA began deferring pension costs as regulatory assets to the extent that the amount calculated under accounting principles generally accepted in the United States of America ("GAAP") as pension expense differs from the amount TVA contributes to the pension plan. The ongoing cost savings initiatives undertaken by management (see Key Initiatives and Challenges — Continuous Improvement Initiatives) contributed approximately \$59 million to the decrease in operating and maintenance expense, with approximately \$30 million attributable to labor savings. Additionally, there was a \$22 million decrease in planned nuclear outage expense, primarily resulting from fewer nuclear outages completed in the three months ended June 30, 2015, as compared to the same period of the prior year.

Depreciation and amortization expense increased \$71 million for the three months ended June 30, 2015, as compared to the same period of the prior year, primarily due to an increase of \$68 million in the amount of accelerated depreciation expense recognized on certain coal-fired units. The increase in accelerated depreciation was primarily driven by the decisions to accelerate the retirement of Widows Creek Unit 7. See Note 1 — Depreciation.

Tax equivalents expense decreased \$5 million for the three months ended June 30, 2015, as compared to the same period of the prior year. This change primarily reflects a decrease in the accrued tax equivalent expense related to the fuel cost adjustment mechanism. The accrued tax equivalent expense is equal to five percent of the fuel cost adjustment mechanism revenues and decreased for the three months ended June 30, 2015, as compared to the same period of the prior year.

Nine Months Ended June 30, 2015, Compared to Nine Months Ended June 30, 2014

Fuel expense decreased \$160 million for the nine months ended June 30, 2015, as compared to the same period of the prior year, primarily as a result of lower overall fossil and natural gas fuel rates, which decreased fuel expense by \$181 million. Also, nuclear fuel expense decreased by \$31 million for the nine months ended June 30, 2015, as a result of the discontinuance of payments to the Department of Energy ("DOE") for spent fuel disposal in May 2014. Additionally, a decrease of one percent in sales of electricity contributed to an \$11 million decrease in fuel expense. Partially offsetting these decreases in fuel expense was an increase in fuel expense driven by more timely collections of fluctuations in fuel costs in the nine months ended June 30, 2015 which accounted for a \$61 million increase.

Purchased power expense decreased \$107 million for the nine months ended June 30, 2015, as compared to the same period of the prior year, primarily due to lower market prices for natural gas, as TVA's primary source of purchased power is natural gas-fired generation. The average Henry Hub natural gas spot prices for the nine months ended June 30, 2015, was approximately 31 percent lower than the same period of the prior year. The lower prices contributed to a \$120 million decrease in purchased power expense. Additionally, a decrease of one percent in the volume of power purchased resulted in a decrease in purchased power expense of \$9 million. Partially offsetting these decreases in purchased power expense was a \$22 million increase in purchased power expense driven by more timely collections of fluctuations in fuel costs in the nine months ended June 30, 2015.

Operating and maintenance expense decreased \$397 million for the nine months ended June 30, 2015, as compared to the same period of the prior year. This decrease was primarily driven by a \$181 million decrease in pension and post-retirement costs due mainly to regulatory accounting actions taken by the TVA Board. Beginning October 1, 2014, TVA began deferring pension costs as regulatory assets to the extent that the amount calculated under GAAP as pension expense differs from the amount TVA contributes to the pension plan. The ongoing cost savings initiatives undertaken by management (see Key Initiatives and Challenges — Continuous Improvement Initiatives) contributed approximately \$115 million to the decrease in operating and maintenance expense, with approximately \$72 million attributable to labor savings. Additionally, there was a \$35 million decrease in projects expense due primarily to the

timing of nuclear and information technology projects and a \$67 million decrease in planned nuclear outage expense, primarily resulting from fewer nuclear outages completed in the nine months ended June 30, 2015, as compared to the same period of the prior year.

Depreciation and amortization expense increased \$83 million for the nine months ended June 30, 2015, as compared to the same period of the prior year, primarily due to an increase of \$68 million in the amount of accelerated depreciation expense recognized on certain coal-fired units. The increase in accelerated depreciation was driven by the decisions to accelerate the retirement of Widows Creek Unit 7. See Note 1 — Depreciation. Additionally, nuclear and information technology depreciation expense increased by approximately \$17 million for the nine months ended June 30, 2015, as compared to the same period of the prior year due to the timing of when several additions were placed in service during 2015 and 2014.

Tax equivalents expense decreased \$12 million for the nine months ended June 30, 2015, as compared to the same period of the prior year. This change primarily reflects a decrease in the accrued tax equivalent expense related to the fuel cost adjustment mechanism. The accrued tax equivalent expense is equal to five percent of fuel cost adjustment mechanism revenues and decreased for the nine months ended June 30, 2015, as compared to the same period of the prior year.

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Interest Expense. Interest expense and interest rates for the three and nine months ended June 30, 2015, and 2014, were as follows:

Interest Expense

	Three Months Ended June 30			Nine Months Ended June 30		
	2015	2014	Percent Change	2015	2014	Percent Change
Interest Expense ⁽¹⁾						
Interest expense	\$337	\$334	0.9 %	\$1,020	\$1,009	1.1 %
Allowance for funds used during construction	(55)	(45)	22.2 %	(158)	(127)	24.4 %
Net interest expense	\$282	\$289	(2.4)%	\$862	\$882	(2.3)%
	2015	2014	Percent Change	2015	2014	Percent Change
Interest Rates (average)						
Long-term outstanding power bonds ⁽²⁾	5.537 %	5.601 %	(1.1)%	5.505 %	5.594 %	(1.6)%
Long-term debt of variable interest entities	4.610 %	4.602 %	0.2 %	4.608 %	4.601 %	0.2 %
Membership interests subject to mandatory redemption	7.000 %	7.000 %	— %	7.000 %	7.022 %	(0.3)%
Discount notes	0.051 %	0.047 %	8.5 %	0.048 %	0.049 %	(2.0)%
Blended	5.164 %	5.192 %	(0.5)%	5.228 %	5.144 %	1.6 %

Notes

(1) Interest expense includes amortization of debt discounts, issuance, and reacquisition costs, net.

(2) The average interest rates on long-term debt obligations reflected in the table above are calculated using an average of long-term debt balances at the end of each month in the periods above and interest expense for those periods.

Net interest expense decreased \$7 million for the three months ended June 30, 2015, as compared to the same period of the prior year. This decrease was primarily attributable to an increase of \$10 million in allowance for funds used during construction ("AFUDC") as a result of ongoing construction activities at Watts Bar Unit 2, which was partially offset by an increase in long-term interest expense of \$3 million due to a higher average balance of long-term debt.

Net interest expense decreased \$20 million for the nine months ended June 30, 2015, as compared to the same period of the prior year. This decrease was primarily attributable to an increase of \$31 million in AFUDC as a result of ongoing construction activities at Watts Bar Unit 2, which was partially offset by an \$11 million increase in interest expense mainly due to a higher average balance of long-term debt.

Liquidity and Capital Resources

Sources of Liquidity

To meet cash needs and contingencies, TVA depends on various sources of liquidity. TVA's primary sources of liquidity are cash from operations and proceeds from the issuance of short-term and long-term debt. Current liabilities may exceed current assets from time to time in part because TVA uses short-term debt to fund short-term cash needs, as well as to pay scheduled maturities and other redemptions of long-term debt. The daily balance of cash and cash equivalents maintained is based on near-term expectations for cash expenditures and funding needs.

In addition to cash from operations and proceeds from the issuance of short-term and long-term debt, TVA's sources of liquidity include a \$150 million credit facility with the United States Department of the Treasury ("U.S. Treasury"),

three long-term revolving credit facilities totaling \$2.5 billion, and proceeds from financings. See Note 13 — Credit Facility Agreements. Other financing arrangements include call monetization transactions, sales of assets, and sales of receivables and loans.

The TVA Act authorizes TVA to issue bonds, notes, or other evidences of indebtedness ("Bonds") in an amount not to exceed \$30.0 billion outstanding at any time. At June 30, 2015, TVA had \$24.4 billion of Bonds outstanding (not including noncash items of foreign currency exchange loss of \$14 million and net discount on sale of Bonds of \$83 million). The balance of Bonds outstanding directly affects TVA's capacity to meet operational liquidity needs and to strategically use Bonds to fund certain capital investments as management and the TVA Board may deem desirable.

Other options for financing not subject to the limit on Bonds, including lease financings (see Lease Financings below and Note 9), could provide supplementary funding if needed. Also, the impact of energy efficiency and demand response initiatives may reduce generation requirements and thereby reduce capital investment needs. Currently, TVA believes that it has adequate capability to fund its ongoing operational liquidity needs and make planned capital investments over the next decade through a combination of Bonds, additional power revenues through power rate increases, cost reductions, or other ways.

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Debt Securities. TVA's Bonds are not obligations of the United States, and the United States does not guarantee the payments of principal or interest on Bonds. TVA's Bonds consist of power bonds and discount notes. Power bonds have maturities of between one and 50 years. Discount notes have maturities of less than one year. Power bonds and discount notes have a first priority and equal claim of payment out of net power proceeds. Net power proceeds are defined as the remainder of TVA's gross power revenues after deducting the costs of operating, maintaining, and administering its power properties and payments to states and counties in lieu of taxes, but before deducting depreciation accruals or other charges representing the amortization of capital expenditures, plus the net proceeds from the sale or other disposition of any power facility or interest therein. In addition to power bonds and discount notes, TVA had outstanding at June 30, 2015, the long-term debt of three variable interest entities. See Lease Financings below, Note 9, and Note 13 — Credit Facility Agreements for additional information.

The following table provides additional information regarding TVA's short-term borrowings.

Short-Term Borrowing Table

	At June 30 2015	Three Months Ended June 30 2015	Nine Months Ended June 30 2015	At June 30 2014	Three Months Ended June 30 2014	Nine Months Ended June 30 2014
Amount Outstanding (at End of Period) or Average Amount Outstanding (During Period)						
Discount Notes	\$2,582	\$1,550	\$1,089	\$1,759	\$1,631	\$1,827
Weighted Average Interest Rate						
Discount Notes	0.047	% 0.051	% 0.048	% 0.059	% 0.047	% 0.049
Maximum Month-End Amount Outstanding (During Period)						
Discount Notes	N/A	\$2,582	\$2,582	N/A	\$1,759	\$2,442

Lease Financings. TVA has entered into certain leasing transactions with special purpose entities to obtain third-party financing for its facilities. These special purpose entities are sometimes identified as variable interest entities ("VIEs") of which TVA is determined to be the primary beneficiary. TVA is required to account for these VIEs on a consolidated basis. See Note 9. TVA may seek to enter into similar arrangements in the future, but has no immediate plans to do so.

Summary Cash Flows

A major source of TVA's liquidity is operating cash flows resulting from the generation and sales of electricity. A summary of cash flow components for the nine months ended June 30, 2015, and 2014, follows:

Summary Cash Flows

	Nine Months Ended June 30	
	2015	2014
Cash provided by (used in):		
Operating activities	\$2,016	\$1,987
Investing activities	(2,690)	(1,961)
Financing activities	674	(1,123)
Net increase (decrease) in cash and cash equivalents	\$—	\$(1,097)

Operating Activities

Net cash flows provided by operating activities increased \$29 million during the nine months ended June 30, 2015, as compared to the same period during the prior year. This increase was due to the timing of revenue collections and a decrease in cash used in operations due to cost reduction initiatives, fewer outages, and the timing of expenditures for projects. These changes were partially offset by a reduction in recoveries of insurance proceeds related to the Kingston Fossil Plant ("Kingston") ash spill, increases in TVA's margin requirements due to lower natural gas prices, and increases in cash used due to the timing of payments.

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Investing Activities

The majority of TVA's investing cash outflows are investments in property, plant, and equipment for work on existing facilities, environmental projects, transmission upgrades necessary to maintain reliability, and capacity expansion. Net cash flows used in investing activities increased \$729 million during the nine months ended June 30, 2015, as compared to the same period during the prior year. This increase was primarily driven by additional capacity expansion spending for the natural gas-fired generation facilities at Paradise Fossil Plant ("Paradise") and Allen Fossil Plant ("Allen"), the Ackerman Combined Cycle Plant acquisition, and the nuclear seismic upgrade projects for Browns Ferry and Sequoyah.

Financing Activities

Net cash flows provided by financing activities were \$674 million during the nine months ended June 30, 2015, as compared to cash used by financing activities of \$1.1 billion during the same period of the prior year. The increase in cash flows provided by financing activities was primarily driven by net issuance of short-term debt of \$2.0 billion during the nine months ended June 30, 2015, as compared to net redemptions of short-term debt of \$674 million during the same period of the prior year. The net issuance of short-term debt for the first three quarters of 2015 was used to fund redemptions of long-term debt and other obligations while maintaining a steady cash level whereas the net redemptions of short-term debt for the first three quarters of 2014 was the result of the strategic decision to use cash on hand during 2014 to meet some of TVA's near-term capital funding needs rather than issuing additional debt.

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Cash Requirements and Contractual Obligations

TVA has certain contractual obligations and other commitments to make future payments. The following table sets forth TVA's estimates of future payments at June 30, 2015.

Commitments and Contingencies

Payments due in the year ending September 30

	2015 ⁽¹⁾	2016	2017	2018	2019	Thereafter	Total
Debt ⁽²⁾	\$2,582	\$32	\$1,555	\$1,682	\$1,032	\$17,544	\$24,427
Interest payments relating to debt	223	1,168	1,154	1,065	989	17,047	21,646
Debt of VIEs	16	33	35	36	38	1,138	1,296
Interest payments relating to debt of VIEs	29	58	58	56	54	693	948
Lease obligations							
Capital	4	13	13	13	12	168	223
Non-cancelable operating	11	41	38	28	25	63	206
Purchase obligations							
Power	62	220	229	233	239	3,365	4,348
Fuel	416	1,047	563	571	504	1,579	4,680
Other	165	260	216	212	210	1,938	3,001
Environmental Agreements	28	55	36	14	—	—	133
Membership interest of VIE subject to mandatory redemption	1	2	2	2	2	29	38
Interest payments related to membership interests of VIE subject to mandatory redemption	1	3	2	2	2	15	25
Flood response commitment to NRC	6	11	1	—	—	—	18
Litigation settlements	7	5	—	—	—	—	12
Unfunded loan commitments	7	6	—	—	—	—	13
Environmental cleanup costs -Kingston ash spill	3	1	1	1	1	11	18
Payments on other financings	10	103	104	104	96	305	722
Payments to U.S. Treasury - Return on Power Program Appropriation Investment	5	8	8	8	8	85	122
Retirement plan ⁽³⁾	78	209	—	—	—	—	287
Total	\$3,654	\$3,275	\$4,015	\$4,027	\$3,212	\$43,980	\$62,163

Notes

(1) Period July 1 – September 30, 2015

(2) Does not include noncash items of foreign currency exchange loss of \$14 million and net discount on sale of Bonds of \$83 million.

(3) The Tennessee Valley Authority Retirement System calculates TVA's minimum required annual contribution to the pension plan prior to the beginning of each fiscal year based on pension plan rules. The amount listed for 2016 is the minimum required contribution, and the calculation has not yet been completed for any years beyond 2016. See Note 18.

In addition to the obligations above, TVA has energy prepayment obligations in the form of revenue discounts.

Energy Prepayment Obligations

Obligations due in the year ending September 30

	2015 ⁽¹⁾	2016	2017	2018	2019	Thereafter	Total
Energy Prepayment Obligations	\$25	\$100	\$100	\$100	\$10	\$—	\$335

Note

(1) Period July 1 – September 30, 2015

EnergyRight® Solutions Program. TVA purchases certain loans receivable from its LPCs in association with the EnergyRight® Solutions program. Depending on the nature of the energy-efficiency project, loans may have a maximum term of 5 years or 10 years. The loans receivable are then transferred to a third-party bank with which TVA has agreed to repay in full any loan receivable that has been in default for 180 days or more or that TVA has determined is uncollectible. As of June 30, 2015, the total carrying amount of the loans receivable, net of discount, was approximately \$155 million. Such amounts are not reflected in the Commitments and Contingencies table above. The total carrying amount of the financing obligation was approximately \$186 million at June 30, 2015. See Note 7 and Note 11 for additional information.

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Key Initiatives and Challenges

Generation Resources

Nuclear Response Capability. Since the events that occurred in 2011 at the Fukushima Daiichi Nuclear Power Plant ("Fukushima Daiichi"), the Nuclear Regulatory Commission ("NRC") has issued and adopted additional detailed guidance on the expected response capability to be developed by each nuclear plant site. TVA submitted integrated strategies to the NRC on February 28, 2013. TVA is currently implementing strategies and physical plant modifications to address the actions outlined in this guidance for all of its nuclear plants. As of June 30, 2015, TVA had spent \$230 million on modifications at all its nuclear plants, including Watts Bar Unit 2, and expects to spend an additional \$53 million to complete these modifications.

Extreme Flooding Preparedness. Updates to the TVA analytical hydrology model completed in 2009 indicated that under "probable maximum flood" conditions, some of TVA's dams might not have been capable of regulating the higher flood waters. A "probable maximum flood" is an extremely unlikely event; however, TVA is obligated to provide protection for its nuclear plants against such events. As a result, TVA installed a series of temporary barriers to raise the height of four TVA dams to manage the issue on an interim basis.

Since 2009, TVA has performed further hydrology modeling of portions of the TVA watershed using updated modeling tools. TVA also completed a series of permanent modifications to the four dams initially addressed in 2009 as well as to several other dams identified through the more recent analytical work. The modifications addressed and rectified the potential for certain dams to be overtopped during a "probable maximum flood" event as well as the potential for certain other dams to become unstable under "probable maximum flood" conditions. These modifications were completed in the spring of 2015 with the exception of certain repairs at Fort Loudoun Dam which are expected to be completed in 2017. As of June 30, 2015, TVA had spent \$139 million on these modifications, and expects to spend an additional \$17 million to complete the modifications.

The revised hydrology models have been reviewed and approved by the NRC with regard to Watts Bar Unit 1. The NRC has indicated that the approval for Watts Bar Unit 1 will provide a basis for the subsequent application of that approval to Watts Bar Unit 2. TVA plans to seek NRC approval for similar modeling as applied to Sequoyah Nuclear Plant ("Sequoyah") Units 1 and 2 and will subsequently address Browns Ferry conditions as needed.

The hydrology analyses discussed above relate to the current operation and current requirements of TVA's existing nuclear fleet as well as to Watts Bar Unit 2. In addition, the NRC has required all utilities to reexamine flood hazards at nuclear plants in light of the lessons learned from the nuclear accident at Fukushima Daiichi. In March 2015, TVA sent its flood hazard analyses to the NRC for all three nuclear sites considering the NRC's Fukushima-related requirements. Minor modifications to some of TVA's nuclear plants may result from these analyses and further modifications to TVA's dams based on this analysis are expected. Temporary protection measures are in place in the interim while the NRC review is underway.

NRC Seismic Assessments. On May 9, 2014, the NRC notified licensees of nuclear power reactors in the central and eastern United States of the results of seismic hazard screening and prioritization evaluations performed by unit owners and reviewed by the NRC staff. Because the seismic hazards for Bellefonte Nuclear Plant ("Bellefonte"), Browns Ferry, Sequoyah, and Watts Bar had increases in seismic parameters beyond the technical information available when the plants were designed and licensed, TVA must conduct seismic risk evaluations for these plants. TVA must complete the evaluation for Watts Bar by June 30, 2017, and the evaluations for Browns Ferry, Sequoyah, and Bellefonte by December 31, 2019. These evaluations could result in TVA having to make modifications to one or more of its nuclear plants. Cost estimates for any required modifications cannot be developed until after the evaluations are complete, but costs for modifications could be substantial.

In addition to the reevaluations, TVA has mitigated seismic risk to beyond the original design by performing seismic upgrades for Browns Ferry and Sequoyah. Specific seismic upgrades performed at Watts Bar as part of the Unit 2 licensing efforts go beyond the seismic upgrades at Browns Ferry and Sequoyah to mitigate the risk of extensive modifications that may be dictated by the seismic hazard reevaluations.

Watts Bar Unit 2. TVA's Watts Bar Unit 2 construction project continues on track with an estimate to complete ranging from \$4.4 billion to \$4.5 billion and commercial operations by June 2016, which is consistent with the expectations approved by the Board in April 2012. Based on construction and testing progress to date, fuel load is currently forecasted for the fourth quarter of 2015 and commercial operation is expected in the second quarter of 2016. Challenges that could potentially affect the forecast include completing complex work and required documentation, addressing emergent work identified during testing, addressing current and emerging licensing issues, and successfully transitioning the site into dual-unit operation. See Note 19 — Administrative Proceedings Regarding Watts Bar Unit 2.

The regulatory reviews associated with the issuance of an NRC operating license are continuing. The NRC commissioners voted unanimously on May 26, 2015, to delegate authority to the office of Nuclear Reactor Regulation to issue a license to Watts Bar Unit 2 upon completion of the construction, testing, and related inspections. The Operational Readiness Assessment Team ("ORAT") inspection was conducted June 22 through 26, 2015. No significant issues were identified by the ORAT during its exit briefings.

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Bellefonte Unit 1. Although work on the Bellefonte Unit 1 site was slowed in 2014, TVA believes that the resulting budgeting and staffing levels should be sufficient to preserve Bellefonte for potential future development. TVA plans to utilize its integrated resource planning process to help determine how Bellefonte best supports TVA's overall efforts to continue to meet customer demand with low-cost, reliable power.

Spent Fuel. Under the Nuclear Waste Policy Act of 1982, generators of nuclear energy were historically required to pay a fee of one-tenth of a cent per kilowatt-hour into the DOE nuclear waste fund. TVA's annual payments into this fund ranged from \$50 million to \$55 million in recent years. In November 2013, the U.S. Court of Appeals for the District of Columbia Circuit ordered the DOE to stop collecting nuclear waste fees until either (1) the DOE complies with the Nuclear Waste Policy Act of 1982 or (2) the U.S. Congress enacts an alternative waste management plan. In accordance with the court's order, the DOE submitted a proposal to the U.S. Congress in January 2014 to change the nuclear waste fee to zero, and as of May 16, 2014, the DOE ceased collecting this fee. TVA avoided approximately \$20 million of nuclear fuel expense in 2014, and if the fee remains at zero, TVA estimates that it will avoid approximately \$52 million of nuclear fuel expense in 2015. Any such savings will be passed on to TVA's customers through the fuel cost adjustment.

The Browns Ferry dry cask storage facilities have been in use since 2005 and were expected to provide storage capacity through 2018. TVA began loading used fuel into the new larger casks at Browns Ferry in July 2015. Planned expansion to Browns Ferry independent spent fuel storage installation facilities, including implementation of larger storage casks, will extend storage capacity to 2030.

Waste Confidence Rule. On August 26, 2014, the NRC approved a final rule on the environmental effects of continued storage of spent nuclear fuel and terminated a two-year suspension of final licensing actions for nuclear power plants and renewals. The rule, renamed the "Continued Storage of Spent Nuclear Fuel Rule," adopts findings from a supporting generic environmental impact statement and concludes that spent nuclear fuel can be safely managed in dry casks indefinitely. Issuance of this rule helped mitigate a significant risk to the timely completion of Watts Bar Unit 2 and may alleviate some issues in the relicensing processes related to Sequoyah while helping ensure compliance with the requirement of the National Environmental Policy Act to disclose the environmental impacts of spent nuclear fuel storage. See Note 19 — Legal Proceedings — Administrative Proceedings Regarding Watts Bar Unit 2, — Administrative Proceeding Regarding Renewal of Operating License for Sequoyah Nuclear Plant, and — Case Involving the NRC Waste Confidence Decision on Spent Nuclear Fuel Storage for additional information.

Coal-Fired Units. The decision to idle or retire coal-fired units from TVA's generation fleet is being influenced by several factors including the Environmental Agreements, environmental legislation, the cost of adding emission control equipment and other environmental improvements, fuel prices, conditions of its aging plants, and demand for energy. Under the Environmental Agreements, TVA committed, among other things, to retire, on a phased schedule, 18 coal-fired units. As of June 30, 2015, TVA had retired 11 coal-fired units with a summer net capability of 1,494 megawatts ("MW"). The retirements of ten of these units, with a summer net capability of 1,370 MW, were carried out to comply with the Environmental Agreements. In addition, as of June 30, 2015, TVA had removed from service, mothballed, and/or idled an additional eight coal-fired units with a summer net capability of 1,715 MW. Thus, the total number of coal-fired units that are no longer active is 19 with a summer net capability of 3,209 MW. TVA continues to assess its power generating facilities.

Under the terms of the Environmental Agreements, TVA was required to decide whether to install additional air pollution controls on Units 1 and 4 at Shawnee Fossil Plant ("Shawnee"), convert those units to burn biomass, or retire them by December 31, 2017. TVA completed an Environmental Assessment during the first quarter of 2015, and on December 30, 2014, the TVA Board approved installation of air pollution controls (i.e., selective catalytic reduction systems ("SCRs") and dry scrubbers) on Units 1 and 4 at Shawnee with an estimated cost of \$185 million. On

December 31, 2014, the decision to install additional air pollution controls was communicated to the Environmental Protection Agency ("EPA") and the other participants in accordance with terms of the Environmental Agreements. These units have a combined summer net capability of 268 MW.

During 2014, the TVA Board took several actions related to the retirement of certain coal-fired units. Upon the completion of natural gas-fired generation facilities at the Paradise site, coal-fired Units 1 and 2 at Paradise with a summer net capability of 1,230 MW will be retired, and upon the completion of a natural gas-fired generation facility at the Allen site, coal-fired Units 1-3 at Allen with a summer net capability of 741 MW will be retired. TVA plans to retire the Allen units no later than June 1, 2018, Colbert Fossil Plant ("Colbert") Unit 5 with a summer net capability of 472 MW no later than December 31, 2015, Colbert Units 1-4 with a summer net capability of 712 MW no later than April 15, 2016, and Widows Creek Unit 8 (currently idled) with a summer net capability of 465 MW no later than October 1, 2015. During the third quarter of 2015, the TVA Board approved the retirement of Widows Creek Unit 7 with a summer net capability of 473 MW no later than October 31, 2015, and Johnsonville Units 1-4 with a summer net capability of 428 MW by December 31, 2017. TVA plans to retire Widows Creek Unit 7 by September 30, 2015 and Johnsonville Units 1-4 by December 31, 2017. See Natural Gas-Fired Units.

Coal Combustion Residual Facilities. As a result of the December 2008 ash spill at Kingston, TVA retained an independent third-party engineering firm to perform a multi-phased evaluation of the overall stability and safety of all existing embankments associated with TVA's wet coal combustion residual ("CCR") facilities. The study showed the ongoing remediation work being done at the plants should bring all of them within industry standards in terms of stability upon completion.

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Implementation of recommended actions is ongoing, including risk mitigation steps such as performance monitoring, designing and completing repairs, developing planning documents, obtaining permits, and generally implementing the lessons learned from the Kingston ash spill at TVA's other CCR facilities.

TVA is converting its wet ash and gypsum facilities to dry storage collection facilities. The CCR conversion program runs through CY 2022, with the exception of the new landfill at Shawnee to accommodate the addition of air pollution controls. The expected cost of the CCR work is approximately \$2.0 billion. This program includes costs associated with pond closures, conversion of wet to dry handling, and landfill activities. As of June 30, 2015, \$710 million of costs had been incurred since the start of the work. Conversion projects are currently planned at Kingston, Shawnee, Gallatin Fossil Plant, Cumberland Fossil Plant, and Paradise. TVA will continue to undertake CCR projects past 2022 in order to support long-term plant generation, including projects to build new landfills, expand landfills, and close landfills. The EPA published a final rule related to CCRs in April 2015 which will regulate landfill and impoundment location, design, and operations; dictate certain pond-closure conditions; and establish groundwater monitoring and closure and post-closure standards. Although the rule will become effective October 19, 2015, certain provisions have later effective dates. See Note 12 and Environmental Matters — Coal Combustion Residuals below.

As part of TVA's overall commitment to convert from wet to dry storage at all its facilities that will continue to operate after 2017, TVA has proposed to build a bottom ash dewatering facility at Kingston. If the dewatering facility is built, it would convert Kingston's coal byproducts storage system to an onsite dry landfill. Because of the 2008 ash spill at Kingston, TVA feels it is important to eliminate wet storage at Kingston as quickly as possible, and the dewatering facility is the final step in a permanent solution.

TVA is studying the adequacy of CCR storage capacity at its coal-fired plants that currently have dry storage collection facilities. If TVA determines that the remaining capacity is not adequate, additional storage facilities will need to be permitted and built, or off-site disposal will need to be arranged. TVA is also responding to the EPA's remaining questions as part of the EPA's national effort to assess the structural integrity of impoundments. The analyses have been successfully completed and accepted by the EPA for eight of eleven active plant sites. For the three remaining sites, TVA has or will cease sending CCR to those impoundments and will initiate their closure in CY 2016. TVA anticipates that the planned closure of these impoundments will resolve the questions arising out of the EPA's inspection.

Natural Gas-Fired Units. At its November 14, 2013 meeting, the TVA Board approved the completion of a natural gas-fired generation facility with an expected generation capacity of approximately 1,000 MW at TVA's Paradise site at a cost not to exceed \$1.1 billion. A lawsuit has been filed challenging TVA's Paradise decision. See Note 19 — Legal Proceedings — National Environmental Policy Act Challenge at Paradise Fossil Plant. An injunction or court order that delays TVA's plans at Paradise could increase the project's cost. On August 21, 2014, the TVA Board approved the construction of a natural gas-fired generation facility also with an expected generation capacity of approximately 1,000 MW at the Allen site at a cost not to exceed \$975 million. Upon completion of each facility, existing coal-fired units at each site will be retired with the exception of Paradise Unit 3, which would continue to be operated on the Paradise site. The TVA Board also authorized the acquisition of the Choctaw combined-cycle natural gas plant near Ackerman, Mississippi, at its February 12, 2015, meeting and TVA purchased the 700 MW combined-cycle gas plant on April 14, 2015. TVA had purchased the electricity generated by the plant since 2008. See Note 6.

Status of Other Generation Units. Units 1-4 at Raccoon Mountain Pumped-Storage Plant ("Raccoon Mountain"), with a total net summer capability of 1,616 MW, were taken out of service for maintenance activities in 2012 after an inspection of the turbines in each unit identified cracking in the rotor poles and the rotor rims. Maintenance overhauls on all four units were subsequently completed to correct these cracking problems. However, an unrelated issue was identified in certain oil-filled power cables that convey power out of the facility, resulting in TVA limiting service to three units until resolved. On June 28, 2015, the fourth Raccoon Mountain unit was returned to service.

Small Modular Reactors. TVA plans to submit an Early Site Permit Application ("ESPA") for review by the NRC in the second quarter of 2016. This submittal is based on the development of a Plant Parameter Envelope reflecting application for two or more small modular reactor ("SMR") units at TVA's Clinch River site in Oak Ridge, Tennessee. The design and vendor for the SMR technology has not yet been selected. TVA and DOE have entered into an interagency agreement to jointly fund licensing activities for the Clinch River site with DOE reimbursement of up to 50 percent of TVA's eligible costs through 2020.

TVA is developing the Clinch River site on a schedule that supports submittal of a combined construction and operating license application ("COL") in the second half of 2018, in conjunction with supporting NRC's review of the ESPA. This submittal is subject to sufficient progress being made by the SMR vendor(s) with their design certification(s), and a TVA decision to select technology and TVA approval to proceed with development of a COL in 2017.

Distributed Generation. As technologies for producing energy on solar, small gas, and other types of sites are evolving, they are becoming cost competitive and more reliable, and consumers are having a greater desire to utilize these technologies for their own needs. Previously, the limited impact of electricity from the small numbers of these distributed generation sites was easily absorbed within the capacity of a system the size of TVA's. However, as the amount of distributed generation grows on the system, the ability of the system to cope with these generation sources becomes more challenging while at the same time reducing the need for TVA's generation resources. TVA, in conjunction with interested LPCs and other stakeholders, is

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investigating the value and challenges these resources provide to the grid in order to better understand their impact and determine how they can best be integrated into the TVA system. As distributed generation continues to expand across the Tennessee Valley, TVA and LPCs will continue to focus significant attention on the safety of these resources as they are interconnected to the grid, as well as how to price such interconnections. Financial implications cannot be determined at this time.

Dam Safety Assurance Initiatives

TVA has an established dam safety program, which includes procedures based on the Federal Guidelines for Dam Safety, with the objective of reducing the risk of a dam safety event. The program is comprised of various engineering activities for all of TVA's dams including safety reassessments using modern industry criteria and the new probable maximum flood and site-specific seismic load cases.

One aspect of the guidelines is that dam structures will be periodically reassessed to assure that TVA's dams meet current design criteria. These reassessments include material sampling of the dam and foundational structures and detailed engineering analysis. TVA is currently performing reassessments on its 49 dam projects. Twenty-eight reassessments have been completed, and the remaining 21 reassessments are scheduled to be completed by the fourth quarter of 2017. Ten assessments began in 2015 and are scheduled to be completed in 2016. To date, TVA has spent \$35 million on the dam safety assurance program, and TVA expects to spend an additional \$9 million during the remainder of 2015. It is expected that projects will be identified after these reassessments, and the work will be appropriately prioritized and completed within TVA's capital improvement process.

Pickwick Landing Dam. As part of the dam safety reassessments, initial data from a seismic stability assessment of Pickwick Landing Dam in western Tennessee showed the factor of safety during a large earthquake for the south embankment dam (earthen section south of the concrete section) was unacceptable based on current TVA and industry standards. Conditions at the dam have not changed; however, in the remote chance that a large seismic event occurs along the New Madrid Fault in western Tennessee, it may cause damage to the earthen embankment dam. In order to ensure public safety and to evaluate Pickwick Landing Dam further, TVA elected to draw down the Pickwick Landing Reservoir to winter pool level at an accelerated rate in September of 2014 and continues to analyze the data and develop a path forward to address the issue. At this point, TVA has decided to implement risk reduction measures, and TVA returned the reservoir to normal operating levels in April 2015. A project is underway to further analyze the embankment, perform environmental reviews, and develop design remediation plans. The concrete portion of the dam will also be evaluated in 2015. Cost estimates for any required remediation cannot be developed until after the analyses are complete.

Boone Dam. In October 2014, a sink hole was discovered near the base of the earthen embankment at Boone Dam, and a small amount of water and sediment was found seeping from the river bank below the dam. The reservoir was drawn down below winter pool level in early 2015 and will remain at a lowered level as a precautionary measure to ensure the safety of the public while also allowing a more detailed investigation of the seepage.

After extensive investigation, TVA has identified underground pathways contributing to the seepage and has prepared a plan to repair the dam. The plan involves building a structure known as a composite seepage barrier in the dam's earthen embankment. The project is pending environmental review through TVA's National Environmental Policy Act ("NEPA") process. To reduce downstream risk during construction, the reservoir will remain at its lowered level. TVA will continue working with the community to help mitigate local impacts of the extended drawdown. Construction on the composite seepage barrier is expected to begin by early 2016 following completion of the Environmental Impact Statement ("EIS"). Until then, TVA will continue test grouting and other activities at the site in support of the project design. Benchmarking durations and costs of similar activities at other facilities to complete composite walls have ranged from \$200 million to \$300 million with a range of five to seven years to complete. The

cost and duration for the remediation of Boone Dam will be determined upon finalization of design and construction plans which are scheduled to be completed in February 2016.

Renewable Energy

The TVA Board approved the establishment of a power purchase agreement for electricity from a planned 80 MW solar farm in Lauderdale County, Alabama at its meeting on February 12, 2015. Commercial operation of the new solar installation is expected in November 2016, after successfully meeting conditions that include environmental acceptability and reliable integration into TVA's transmission system.

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Continuous Improvement Initiatives

TVA is undertaking cost reduction initiatives with the goal of reducing operating and maintenance costs by \$500 million by the end of 2015 as compared to its 2013 budget. This objective is an effort to keep rates low, keep reliability high, and continue to fulfill TVA's broader mission of environmental stewardship and economic development. To position itself to achieve this goal, TVA, in conjunction with other actions, completed a high-level realignment of its strategic business units during 2013 and 2014. Business unit leaders will work to identify ways to further streamline their organizations to achieve 2015 operating and maintenance cost-reduction targets by eliminating unnecessary work; increasing productivity; minimizing overlaps, redundancies, and handoffs; and ensuring that accountability for compliance rests with its line organizations. At the end of 2014, TVA had exceeded its \$300 million target on operating and maintenance cost savings for the year and positioned itself to achieve its cost reduction goal of \$500 million by the end of 2015.

Given that approximately 80 percent of TVA's operating and maintenance costs are related to labor, staffing level reductions necessarily resulted from this process. During 2014, approximately 2,000 position reductions were achieved through attrition, elimination of vacant positions, and employees leaving TVA either voluntarily or involuntarily. Certain employees were eligible for severance payments as a result of these cost reduction initiatives. TVA recognized expense of \$65 million related to restructuring costs during 2014.

TVA plans to continue to evaluate its operations after reaching its 2015 cost reduction goal. These evaluations may result in additional cost-saving initiatives and could include additional workforce reductions, unit retirements, and site closures. In May 2015, TVA announced a limited reduction in force for selected business units. Staffing levels were evaluated taking into account attrition, elimination of open positions, and retirements. A voluntary reduction package was offered to minimize the impact of involuntary reductions on current personnel. Certain employees will be eligible for severance payments as a result of these additional cost reduction initiatives, and it is anticipated that this current reduction will reduce staffing by approximately 200 employees. As of June 30, 2015, TVA's liability related to estimated future severance payments was \$7 million. See Note 3.

Regulatory Compliance

Environmental Mitigation. Of the \$290 million that TVA is required to spend on environmental mitigation projects under the Environmental Agreements, TVA has already spent approximately \$167 million in implementing energy efficiency, electric vehicle, and renewable energy projects. These expenditures on environmental mitigation projects are in addition to the decisions TVA made under the Environmental Agreements to control, convert, or retire additional coal-fired units. These decisions include installation of air pollution controls (i.e., SCRs and dry scrubbers) on the four coal-fired units at the Gallatin Fossil Plant and on Units 1 and 4 at Shawnee.

Transmission Issues. TVA anticipates expenditures to increase as a result of both new and evolving compliance regulations. On October 17, 2013, the North American Electric Reliability Corporation ("NERC") approved revisions to the Transmission Planning ("TPL") Reliability Standards. TVA anticipates spending \$77 million on existing transmission facilities between 2015 and 2018 to ensure compliance with the 2013 version of the TPL standards. Costs beyond 2018 are expected to be significant.

On November 21, 2013, the Federal Energy Regulatory Commission ("FERC") approved NERC Critical Infrastructure Protection ("CIP") Version 5 Reliability Standards ("Version 5"). Version 5 does not add or remove any substantial physical security requirements; however, it does significantly increase the number of sites within the scope of these standards. TVA anticipates spending \$40 million on existing transmission facilities from 2015 through 2018 to ensure compliance with Version 5 standards.

On March 7, 2014, FERC issued an order for the development of new physical security standards that will mandate the identification and protection of the nation's most critical transmission substations and their associated primary control centers. The new standard, NERC CIP-014-1 — Physical Security, was approved with an effective date of October 1, 2015. TVA continues to evaluate measures that may be required for compliance and the costs associated with those measures.

In May 2013, FERC issued Order No. 779 directing NERC to develop reliability standards addressing the potential impact of geomagnetic disturbances ("GMDs") in two stages. The Stage 1 standard, which requires GMD operating procedures, was approved by FERC on June 19, 2014, and TVA established the requisite GMD operating procedures during 2014. The Stage 2 standard, which will require entities to conduct assessments of the impacts of benchmark GMD events on their systems and to develop plans to mitigate the risk of instability, uncontrolled separation, and cascading, received voting approval on December 17, 2014, and has been submitted to FERC for approval. Following approval by FERC and the commencement of implementation, requirements will be phased in over five years. Costs for compliance are not known at this time.

On June 19, 2015, the American Wind Energy Association filed a petition with FERC requesting that FERC initiate a rulemaking to revise provisions of the Large Generator Interconnection Procedures and Large Generator Interconnection Agreement that define how an application for interconnection is made, which studies must be done, who pays for them, who pays for any changes to the system so the generator can be connected, and which technical conditions a generator must meet.

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These procedures set out the requirements for interconnection of generators larger than 20 MW. The effects on TVA of any such rulemaking cannot be estimated at this time.

River Management

TVA is performing structural modifications to the main lock at Wilson Dam to address undesirable movements in the wall monoliths that support the lower lock gates and to increase the structural stability of those monoliths in accordance with TVA's dam safety standards. A portion of these modifications were performed during the U.S. Army Corps of Engineers' regularly scheduled Wilson Main Lock dewatering during May and June 2015. For the remainder of this project, the lock is expected to experience infrequent closures of short duration. These closures should not significantly disrupt barge traffic. The total cost of these modifications is estimated to be \$18 million. Most of the significant construction work is currently scheduled for late 2015 through 2016, with follow-up work scheduled for 2018.

Ratemaking

TVA is working closely with its customers on the development of TVA's long-term pricing direction with the objective of maintaining competitive and affordable rates. The pricing strategy process will consider rate structure, pricing products and programs, and TVA's competitive position across rate classes. A rate change letter was issued to LPCs in January 2015 notifying them of TVA's intent to modify its rate structure in October 2015. The proposed changes will be reviewed for final approval by the TVA Board at its August 2015 meeting.

Safeguarding Assets

Physical Security — Non-Nuclear Asset Protection. TVA utilizes a variety of security technologies, security awareness activities, and security personnel to prevent sabotage, vandalism, and thefts. Any of these activities could negatively impact the ability of TVA to generate, transport, and deliver power to its customers. TVA's Police and Emergency Management are active participants with numerous professional and peer physical security organizations in both the electric industry and law enforcement communities.

Recent physical attacks on transmission facilities at other utilities across the country have heightened awareness. TVA is working with the Department of Homeland Security ("DHS"), FERC, Edison Electric Institute, Electric Power Research Institute, and other utilities to implement industry approved recommendations and standards. See Key Initiatives and Challenges — Regulatory Compliance — Transmission Issues.

Nuclear Security. Nuclear security is carried out in accordance with federal regulations as set forth by the NRC. These regulations are designed for the protection of TVA's nuclear power plants, the public, and employees from the threat of radiological sabotage and other nuclear-related terrorist threats. TVA has nuclear security forces to guard against such threats.

Cyber Security. Cyber security is a serious and ongoing challenge for the energy sector. TVA faces potential cyber attacks against its generation facilities, the transmission infrastructure used to transmit power, and its information technology systems and network infrastructure, which could negatively impact the ability of TVA to generate, transport, and deliver power, or otherwise operate its facilities in the most efficient manner. If TVA's technology systems were to fail or be breached and were not recovered in a timely manner, TVA might be unable to fulfill critical business functions, and sensitive and other data could be compromised. The theft, damage, or improper disclosure of sensitive electronic data may also subject TVA to penalties and claims from third parties.

TVA operates in a highly regulated environment. TVA's cyber security program aligns or complies with the Federal Information System Management Act, the NERC Critical Infrastructure Protection requirements, and the NRC requirements for cyber security, as well as industry best practices. As part of the U.S. government, TVA coordinates with and works closely with the DHS and the United States Computer Emergency Readiness Team ("US-CERT"). US-CERT functions as a liaison between the DHS and the public and private sectors to coordinate responses to security threats from the internet. TVA is also participating in studies funded through the DOE to identify, design, and test new solutions for protecting critical infrastructure from cyber attacks.

During June and July 2015, the Office of Personnel Management ("OPM") announced a cyber intrusion that resulted in the theft of personal information of millions of federal employees, contractors, applicants for employment, and their families. TVA employees and contractors who applied for national security clearances through OPM since 2000 were likely affected and should be contacted directly by OPM. No TVA systems were targeted or impacted during this incident; however, TVA continues to adapt its cyber security program and collaborate with other federal agencies to mitigate cyber risk.

Although TVA has continued to experience increased cyber activity, none of the attacks have impacted TVA's ability to operate as planned or compromised data which could involve TVA in legal proceedings.

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Environmental Matters

TVA's activities, particularly its power generation activities, are subject to comprehensive regulation under environmental laws and regulations relating to air pollution, water pollution, and management and disposal of solid and hazardous wastes, among other issues. Emissions from all TVA-owned and operated units (including small combustion turbine units of less than 25 MWs whose emissions are not required to be reported to the EPA) have been reduced from historic peaks. Emissions of nitrogen oxide ("NO_x") have been reduced by 90 percent below peak 1995 levels and emissions of sulfur dioxide ("SO₂") have been reduced by 94 percent below 1977 levels through CY 2014. For CY 2014, TVA's emission of carbon dioxide ("CO₂") from its sources was 77 million tons, a 27 percent reduction from 2005 levels. This includes 1,718 tons from units rated at less than 25 MWs whose emissions are not required to be reported to the EPA. To remain consistent and provide clear information and to align with the EPA's reporting requirements, TVA intends to continue to report CO₂ emissions on a CY basis.

National Ambient Air Quality Standards. On November 25, 2014, the EPA signed a proposal to revise the ozone NAAQS to within a range of 65 to 70 parts per billion ("ppb") from the current standard of 75 ppb, and is seeking comment on retaining the current 75 ppb standard as well as setting the standard as low as 60 ppb. This proposal was published in the Federal Register on December 17, 2014, and the EPA's 90-day comment period ended on March 17, 2015. The impacts to TVA and the Tennessee Valley states are not possible to determine until the final standard is known. The level of the standard will be set in a final rule that is expected to be issued by the EPA in the fall of 2015. The EPA is expected to make final designations in 2017 based on three years of air quality data. TVA's investments in new plants and air-pollution control equipment are contributing to Knox and Blount counties in Tennessee being designated in attainment with national ambient air quality standards for ozone in July 2015.

Mercury and Air Toxics Standards. In June 2015, the United States Supreme Court issued a decision in a case challenging the EPA's Mercury and Air Toxics Standards ("MATS") rule. The court held that the EPA was required to consider cost before deciding whether the regulation of hazardous air pollutants emitted from steam electric utilities was appropriate and necessary. The case has been remanded to the U.S. Court of Appeals for the District of Columbia Circuit ("D.C. Circuit"). The MATS rule remains in effect until the D.C. Circuit takes further action, and TVA's MATS compliance strategy is thus currently not affected by the Supreme Court's decision.

Climate Change. On December 18, 2014, the White House Council on Environmental Quality released draft guidance that provides federal agencies with direction on the consideration of the effects of greenhouse gas emissions and climate change when evaluating certain energy and other types of infrastructure projects. The new guidance provides more clarity and consistency for producing and presenting information and provides a plan for agencies to follow during NEPA reviews. This draft guidance updates the previous 2010 release and includes land and resource management actions. TVA does not anticipate significant changes to its NEPA procedures as a result of the draft guidance.

On April 21, 2015, the Administration released the initial installment of its Quadrennial Energy Review ("QER"). In the QER, the Administration announced that the DOE is creating a partnership with 17 energy companies, including TVA, to improve infrastructure resilience against extreme weather and climate change.

New Source Performance Standards and Clean Power Plan. On August 3, 2015, the EPA released final rules governing CO₂ emissions from existing, new, and modified coal- and gas-fired electric generating units. The effects of these rules on TVA and Tennessee Valley states cannot be estimated at this time.

Coal Combustion Residuals. The EPA published its final rule governing CCRs on April 17, 2015, and the rule will become effective October 19, 2015. The rule regulates CCRs as nonhazardous waste under Subtitle D of the Resource Conservation and Recovery Act. While TVA anticipates that states will adopt the rule's requirements into their regulatory programs, the rule does not require states to adopt the new rules. Although the rule will become effective

October 19, 2015, certain provisions have later effective dates. TVA's review of the final rule indicates that the rule offers adequate flexibility for compliance. The ongoing TVA wet-to-dry conversion program includes budgeted projects that are expected to address many of the requirements of the CCR rule. TVA is continuing to evaluate the rules and their impact on its operations, including the cost and timing estimates of related projects. See Note 12 and Key Initiatives and Challenges — Generation Resources — Coal Combustion Residual Facilities.

Cross State Air Pollution Rule. On July 28, 2015, the D.C. Circuit held that the EPA had exceeded the authority granted by the Clean Air Act when the EPA issued the Cross-State Air Pollution Rule ("CSAPR"). The D.C. Circuit did not vacate CSAPR but did instruct the EPA to modify CSAPR to comply with the court's ruling related to the determination of the amount of emissions allowable for certain states including those in which TVA has generating facilities. TVA's significant reductions in SO₂ and NO_x emissions and planned future reductions should aid in complying with a modified CSAPR and therefore the ruling is not expected to have any further impacts on TVA.

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Estimated Required Environmental Expenditures

The following table contains information about TVA's current estimates on potential projects related to environmental laws and regulations:

Air, Water, and Waste Quality Estimated Potential Environmental Expenditures⁽¹⁾

At June 30, 2015

(in millions)

	Estimated Timetable	Total Estimated Expenditures
Site environmental remediation costs ⁽²⁾	2015+	\$9
Coal combustion residual conversion program ⁽³⁾	2015-2022	\$1,300
Proposed clean air projects ⁽⁴⁾	2015-2025	\$800
Clean Water Act requirements ⁽⁵⁾	2015-2022	\$300

Notes

(1) These estimates are subject to change as additional information becomes available and as regulations change.

(2) Estimated liability for cleanup and similar environmental work for those sites for which sufficient information is available to develop a cost estimate.

(3) Includes costs associated with pond closures, conversion of wet to dry handling, and landfill activities. In April 2015, the EPA finalized rules related to CCRs. TVA is continuing to evaluate the rules and their impact on its operations, including the cost and timing estimates of related projects.

(4) Includes air quality projects that TVA is currently planning to undertake to comply with existing and proposed air quality regulations, but does not include any projects that may be required to comply with potential greenhouse gas regulations or transmission upgrades.

(5) Includes projects that TVA is currently planning to comply with revised rules under the Clean Water Act (i.e., Section 316(b) and effluent limitation guidelines for steam electric power plants).

Legal Proceedings

From time to time, TVA is party to or otherwise involved in lawsuits, claims, proceedings, investigations, and other legal matters ("Legal Proceedings") that have arisen in the ordinary course of conducting its activities, as a result of catastrophic events or otherwise. TVA had accrued approximately \$145 million with respect to Legal Proceedings as of June 30, 2015. No assurance can be given that TVA will not be subject to significant additional claims and liabilities. If actual liabilities significantly exceed the estimates made, TVA's results of operations, liquidity, and financial condition could be materially adversely affected.

For a discussion of certain current material Legal Proceedings, see Note 19 — Legal Proceedings, which discussion is incorporated into this Part I, Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations.

Off-Balance Sheet Arrangements

At June 30, 2015, TVA had no off-balance sheet arrangements.

Critical Accounting Policies and Estimates

The preparation of financial statements requires TVA to estimate the effects of various matters that are inherently uncertain as of the date of the financial statements. Although the financial statements are prepared in conformity with accounting principles generally accepted in the U.S., TVA is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the amounts of revenues and expenses reported during the reporting period. Each of these estimates varies in regard to the level of judgment involved and its potential impact on TVA's financial results. Estimates are deemed critical either when a different estimate could have reasonably been used, or where changes in the estimate are reasonably likely to occur from period to period, and such use or change would materially impact TVA's financial condition, results of operations, or cash flows. TVA's critical accounting policies are discussed in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations — Critical Accounting Policies and Estimates and Note 1 of the Notes to Consolidated Financial Statements in the Annual Report.

New Accounting Standards and Interpretations

For a discussion of new accounting standards and interpretations, see Note 2, which discussion is incorporated into this Part I, Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations.

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Legislative and Regulatory Matters

TVA is a wholly-owned government corporation and as such is included in the budget of the United States. The Administration's 2014 Budget Proposal directed the Office of Management and Budget to undertake a strategic review of options for addressing TVA's financial situation, including the possible divestiture of TVA in part or as a whole. Lazard Frères & Co. LLC ("Lazard"), an international financial advisory and asset management firm, was retained by TVA to assist in this review. The Lazard report recommended against divestiture. See the Current Report on Form 8-K filed by TVA with the SEC on June 4, 2014. TVA will continue to collaborate with the Administration while remaining focused on its mission of providing low-cost, reliable power, environmental stewardship, and economic development.

On February 2, 2015, the President of the United States ("President") submitted his Fiscal Year 2016 Budget Request of the U.S. Government (the "Budget") to the Congress. The Budget contains the following language regarding TVA:

Since its creation in the 1930s during the Great Depression, the Federally-owned and operated Tennessee Valley Authority (TVA) has been producing electricity and managing natural resources for a large portion of the Southeastern United States. TVA's power service territory includes most of Tennessee and parts of Alabama, Georgia, Kentucky, Mississippi, North Carolina and Virginia, covering 80,000 square miles and serving more than nine million people. TVA is a self-financing Government corporation, funding operations through electricity sales and bond financing. Since the Administration announced in the 2014 President's Budget its intentions to undertake a strategic review of options for addressing TVA's financial situation, the agency has taken significant steps to improve its operating and financial performance and has committed to resolve its capital financing constraints. The Administration supports TVA's ongoing initiatives and will continue to monitor TVA's performance, including the achievement of critical milestones contemplated in TVA's long-term financial plan and the pursuit of efforts to enhance governance and increase transparency of TVA's decision-making on important agency actions. While the strategic review of TVA has concluded, the Administration continues to believe that reducing or eliminating the Federal Government's role in programs such as TVA, which have achieved their original objectives, can help mitigate risk to taxpayers.

On December 18, 2014, the President signed into law H.R. 3044 authorizing the transfer, on behalf of the United States, of TVA's Yellow Creek Port properties to the State of Mississippi. The property consists of interests in a river terminal, a railroad, and industrial sites on the Pickwick Reservoir in Tishomingo County, Mississippi. The law authorizes the transfer to be made under Section 4(k)(b) of the TVA Act, which allows TVA to dispose of land for the purpose of erecting docks and buildings for shipping purposes or the manufacture or storage of products for the purpose of trading or shipping. The book value of this property was approximately \$1 million at June 30, 2015.

TVA continues to monitor how regulatory agencies are interpreting and implementing the provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act, which was enacted in July 2010. As a result of this act and its implementing regulations, TVA has become subject to recordkeeping, reporting, and reconciliation requirements related to its derivative transactions. In addition, depending on how regulatory agencies interpret and implement the provisions of this act, TVA's hedging costs may increase, and TVA may have to post additional collateral and margin in connection with its derivative transactions.

TVA does not engage, and does not control any entity that is engaged, in any activity listed under Section 13(r) of the Exchange Act, which requires certain issuers to disclose certain activities relating to Iran involving the issuer and its affiliates. Based on information supplied by each such person, none of TVA's directors and executive officers are involved in any such activities. While TVA is an agency and instrumentality of the United States of America, TVA does not believe its disclosure obligations, if any, under Section 13(r), extend to the activities of any other departments, divisions, or agencies of the United States.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There are no material changes related to market risks disclosed under Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations — Risk Management Activities in the Annual Report. See Note 15 for additional information regarding TVA's derivative transactions and risk management activities.

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ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

TVA's management, including the President and Chief Executive Officer, the Executive Vice President and Chief Financial Officer, and members of the Disclosure Control Committee, including the Vice President and Controller (Principal Accounting Officer), evaluated the effectiveness of TVA's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")) as of June 30, 2015. Based on this evaluation, TVA's management, including the President and Chief Executive Officer, the Executive Vice President and Chief Financial Officer, and members of the Disclosure Control Committee, including the Vice President and Controller (Principal Accounting Officer), concluded that TVA's disclosure controls and procedures were effective as of June 30, 2015, to ensure that information required to be disclosed by TVA in reports that it files or submits under the Exchange Act, is recorded, processed, summarized, and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms, and include controls and procedures designed to ensure that information required to be disclosed by TVA in such reports is accumulated and communicated to TVA's management, including the President and Chief Executive Officer, the Executive Vice President and Chief Financial Officer, and members of the Disclosure Control Committee, including the Vice President and Controller (Principal Accounting Officer), as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

During the three months ended June 30, 2015, there were no changes in TVA's internal control over financial reporting that materially affected, or are reasonably likely to materially affect, TVA's internal control over financial reporting.

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PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, TVA is party to or otherwise involved in lawsuits, claims, proceedings, investigations, and other legal matters ("Legal Proceedings") that have arisen in the ordinary course of conducting its activities, as a result of catastrophic events or otherwise. While the outcome of the Legal Proceedings to which TVA is a party cannot be predicted with certainty, any adverse outcome to a Legal Proceeding involving TVA may have a material adverse effect on TVA's financial condition, results of operations, and cash flows.

For a discussion of certain current material Legal Proceedings, see Note 19 — Legal Proceedings, which discussion is incorporated by reference into this Part II, Item 1, Legal Proceedings.

ITEM 1A. RISK FACTORS

There are no material changes related to risk factors from the risk factors disclosed in Item 1A, Risk Factors in the Annual Report.

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ITEM 6. EXHIBITS

Exhibit No.	Description
10.1	Amended and Restated Supplemental Executive Retirement Plan Effective as of May 1, 2015
31.1	Rule 13a-14(a)/15d-14(a) Certification Executed by the Chief Executive Officer
31.2	Rule 13a-14(a)/15d-14(a) Certification Executed by the Chief Financial Officer
32.1	Section 1350 Certification Executed by the Chief Executive Officer
32.2	Section 1350 Certification Executed by the Chief Financial Officer
101.INS	TVA XBRL Instance Document
101.SCH	TVA XBRL Taxonomy Extension Schema
101.CAL	TVA XBRL Taxonomy Extension Calculation Linkbase
101.DEF	TVA XBRL Taxonomy Extension Definition Linkbase
101.LAB	TVA XBRL Taxonomy Extension Label Linkbase
101.PRE	TVA XBRL Taxonomy Extension Presentation Linkbase

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SIGNATURES

Pursuant to the requirements of Section 13, 15(d), or 37 of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: August 3, 2015

TENNESSEE VALLEY AUTHORITY
(Registrant)

By: /s/ William D. Johnson
William D. Johnson
President and Chief Executive Officer
(Principal Executive Officer)

By: /s/ John M. Thomas, III
John M. Thomas, III
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

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