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Tennessee Valley Authority
Form 10-Q
August 04, 2015
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(MARK ONE)

QUARTERLY REPORT PURSUANT TO SECTION 13, 15(d), OR 37 OF THE
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2015

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 000-52313

TENNESSEE VALLEY AUTHORITY

(Exact name of registrant as specified in its charter)

A corporate agency of the United States created by an act of Congress
(State or other jurisdiction of incorporation or organization)

62-0474417

(IRS Employer Identification No.)

400 W. Summit Hill Drive

Knoxville, Tennessee

(Address of principal executive offices)

(865) 632-2101

(Registrant's telephone number, including area code)

37902

(Zip Code)

None

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13, 15(d), or 37 of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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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

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

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GLOSSARY OF COMMON ACRONYMS

Following are definitions of terms or acronyms that may be used in this Quarterly Report on Form 10-Q for the quarter ended June 30, 2015 (the “Quarterly Report”):

Term or Acronym	Definition
AFUDC	Allowance for funds used during construction
AOCI	Accumulated other comprehensive income (loss)
ARO	Asset retirement obligation
ART	Asset Retirement Trust
ASLB	Atomic Safety and Licensing Board
BEST	Bellefonte Efficiency and Sustainability Team
BREDL	Blue Ridge Environmental Defense League
CAA	Clean Air Act
CAIR	Clean Air Interstate Rule
CCP	Coal combustion products
CCR	Coal combustion residual
CME	Chicago Mercantile Exchange
CO ₂	Carbon dioxide
COL	Combined construction and operating license application
COLA	Cost-of-living adjustment
CSAPR	Cross State Air Pollution Rule
CTs	Combustion turbine unit(s)
CVA	Credit valuation adjustment
CY	Calendar year
DCP	Deferred Compensation Plan
DOE	Department of Energy
EPA	Environmental Protection Agency
ESPA	Early Site Permit Application
FASB	Financial Accounting Standards Board
FCM	Futures Commission Merchant
FERC	Federal Energy Regulatory Commission
FTP	Financial Trading Program
GAAP	Accounting principles generally accepted in the United States of America
GAO	Government Accountability Office
GHG	Greenhouse gas
GWh	Gigawatt hour(s)
IRP	Integrated Resource Plan
JSCCG	John Sevier Combined Cycle Generation LLC
kWh	Kilowatt hour(s)
LIBOR	London Interbank Offered Rate
LPC	Local power company customer of TVA
LTDCP	Long-Term Deferred Compensation Plan
MATS	Mercury and Air Toxics Standards
MD&A	Management’s Discussion and Analysis of Financial Condition and Results of Operations
MISO	Midcontinent Independent System Operator, Inc.
mmBtu	Million British thermal unit(s)
MtM	Mark-to-market
MW	Megawatt

NAAQS
NAV

National Ambient Air Quality Standards
Net asset value

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NDT	Nuclear Decommissioning Trust
NEPA	National Environmental Policy Act
NERC	North American Electric Reliability Corporation
NO _x	Nitrogen oxide
NPDES	National Pollutant Discharge Elimination System
NRC	Nuclear Regulatory Commission
OCI	Other Comprehensive Income (Loss)
PM	Particulate matter
QER	Quadrennial Energy Review
QTE	Qualified technological equipment and software
REIT	Real Estate Investment Trust
SACE	Southern Alliance for Clean Energy
SCCG	Southaven Combined Cycle Generation LLC
SCRs	Selective catalytic reduction systems
SEC	Securities and Exchange Commission
SERP	Supplemental Executive Retirement Plan
Seven States	Seven States Power Corporation
SHLLC	Southaven Holdco LLC
SMR	Small modular reactor(s)
SO ₂	Sulfur dioxide
SSSL	Seven States Southaven, LLC
TCWN	Tennessee Clean Water Network
TDEC	Tennessee Department of Environment & Conservation
TOU	Time-of-use
TVARs	Tennessee Valley Authority Retirement System
TN Board	Tennessee Board of Water Quality, Oil and Gas
U.S. Treasury	United States Department of the Treasury
VIE	Variable interest entity
XBRL	eXtensible Business Reporting Language

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FORWARD-LOOKING INFORMATION

This Quarterly Report contains forward-looking statements relating to future events and future performance. All statements other than those that are purely historical may be forward-looking statements. In certain cases, forward-looking statements can be identified by the use of words such as “may,” “will,” “should,” “expect,” “anticipate,” “believe,” “intend,” “project,” “plan,” “predict,” “assume,” “forecast,” “estimate,” “objective,” “possible,” “probably,” “likely,” “potential,” and other similar expressions.

Although the Tennessee Valley Authority ("TVA") believes that the assumptions underlying the forward-looking statements are reasonable, TVA does not guarantee the accuracy of these statements. Numerous factors could cause actual results to differ materially from those in the forward-looking statements. These factors include, among other things:

- New or amended, or existing, laws, regulations, or administrative orders, including those related to environmental matters, and the costs of complying with these laws, regulations, and administrative orders; The cost of complying with known, anticipated, and new emissions reduction requirements, some of which could render continued operation of many of TVA's aging coal-fired generation units not cost-effective and result in their removal from service, perhaps permanently;
- Actions taken, or inaction, by the U.S. government relating to the national debt ceiling or automatic spending cuts in government programs;
- Costs and liabilities that are not anticipated in TVA's financial statements for third-party claims, natural resource damages, or fines or penalties associated with events such as the Kingston Fossil Plant ("Kingston") ash spill as well as for environmental clean-up activities;
- Addition or loss of customers;
- Significant changes in demand for electricity which may result from, among other things, economic downturns, increased energy efficiency and conservation, and improvements in distributed generation or other alternative generation technologies;
- Significant delays, cost increases, or cost overruns associated with the construction of generation or transmission assets;
- Changes in the timing or amount of pension and health care costs;
- Increases in TVA's financial liabilities for decommissioning its nuclear facilities and retiring other assets;
- Physical or cyber attacks on TVA's assets;
- The outcome of legal and administrative proceedings;
- The failure of TVA's generation, transmission, flood control, and related assets, including coal combustion residual facilities, to operate as anticipated, resulting in lost revenues, damages, and other costs that are not reflected in TVA's financial statements or projections;
- Differences between estimates of revenues and expenses and actual revenues earned and expenses incurred;
- Weather conditions; Catastrophic events such as fires, earthquakes, explosions, solar events, electromagnetic pulses, droughts, floods, hurricanes, tornadoes, pandemics, wars, national emergencies, terrorist activities, and other similar events, especially if these events occur in or near TVA's service area;
- Events at a TVA facility, which, among other things, could result in loss of life, damage to the environment, damage to or loss of the facility, and damage to the property of others;
- Events or changes involving transmission lines, dams, and other facilities not operated by TVA, including those that affect the reliability of the interstate transmission grid of which TVA's transmission system is a part and those that increase flows across TVA's transmission grid;
- Disruption of fuel supplies, which may result from, among other things, weather conditions, production or transportation difficulties, labor challenges, or environmental laws or regulations affecting TVA's fuel suppliers or

transporters;

• Purchased power price volatility and disruption of purchased power supplies;

• Events which affect the supply of water for TVA's generation facilities;

• Changes in TVA's determinations of the appropriate mix of generation assets;

• TVA's organizational transformation efforts or cost reduction efforts not being fully successful;

• Inability to obtain, or loss of, regulatory approval for the construction or operation of assets, including Watts Bar Nuclear Plant ("Watts Bar") Unit 2;

• The requirement or decision to make additional contributions to TVA's pension or other post-retirement benefit plans or to TVA's Nuclear Decommissioning Trust or Asset Retirement Trust;

• Limitations on TVA's ability to borrow money which may result from, among other things, TVA's approaching or substantially reaching the limit on bonds, notes, and other evidences of indebtedness specified in the Tennessee Valley Authority Act of 1933, as amended;

• An increase in TVA's cost of capital which may result from, among other things, changes in the market for TVA's debt securities, changes in the credit rating of TVA or the U.S. government, and an increased reliance by TVA on alternative financing arrangements as TVA approaches its debt ceiling;

• Changes in the economy and volatility in financial markets;

• Changes in technology;

• Reliability and creditworthiness of counterparties;

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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.

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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	

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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	

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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
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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

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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 June 30		For the Nine Months Ended 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)

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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

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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					