

# Balance Sheets

# Comanche Peak LLC Balance Sheet<sup>1</sup>

## Unaudited, Non-GAAP, Projected Financial Data

<b>\$ millions</b>	<b>2016</b>
<b>ASSETS:</b>	
Total Current Assets	[
Net Plant in Service (including intangible assets)	
Other Noncurrent Assets	
<b>Total Assets</b>	
<b>LIABILITIES:</b>	
Total Current Liabilities	
Other Noncurrent Liabilities	
<b>Total Liabilities</b>	
<b>Total Equity</b>	
<b>Total Liabilities &amp; Equity</b>	

](a) through (e)

<sup>1</sup> Reflects preliminary pro forma effects of significant accounting adjustments related to Fresh Start accounting and emergence from bankruptcy, both of which will be applied upon emergence from bankruptcy. Pro forma balance sheet was prepared using simplifying assumptions that the Company would apply Fresh Start accounting as of June 30, 2016 and all liabilities subject to compromise balances were assumed to be satisfied. Actual timing of applying fresh start accounting is dependent on circumstances and timing of emergence from bankruptcy.

# Operating Company LLC Balance Sheet<sup>1</sup>

Unaudited, Non-GAAP, Projected Financial Data

<b>\$ millions</b>	<b>2016</b>
<b>ASSETS:</b>	
Total Current Assets	[
Net Plant in Service (including goodwill and other intangible assets)	
Other Noncurrent Assets	
<b>Total Assets</b>	
<b>LIABILITIES:</b>	
Total Current Liabilities	
Other Noncurrent Liabilities	
<b>Total Liabilities</b>	
<b>Total Equity</b>	
<b>Total Liabilities &amp; Equity</b>	

] (a) through (e)

<sup>1</sup> Reflects preliminary pro forma effects of significant accounting adjustments related to Fresh Start accounting and emergence from bankruptcy, both of which will be applied upon emergence from bankruptcy. Pro forma balance sheet was prepared using simplifying assumptions that the Company would apply Fresh Start accounting as of June 30, 2016 and all liabilities subject to compromise balances were assumed to be satisfied. Actual timing of applying fresh start accounting is dependent on circumstances and timing of emergence from bankruptcy. Capital structure at emergence presumed to include approximately [ ] billion of new debt. Pro forma balance sheet includes La Frontera assets.

(a) through (e)

## **Base Cases**

## Comanche Peak LLC: Base Case

\$ millions, unless noted

Unaudited, Non-GAAP, Projected Financial Data

2016 E	2017 E	2018 E	2019 E	2020 E
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### INCOME STATEMENT<sup>2</sup>

Revenues [

Fuel & Purchased Power

**Gross Margin**

Operations & Maintenance Expense

Luminant Allocated Overhead

Property Taxes

Other Income / (Expense)

**EBITDA**

Depreciation & Amortization<sup>1</sup>

**EBIT**

Interest Expense

Interest Income & Special Projects

**EBT**

Tax Expense

**Net Income**

### Fixed O&M Expense Detail<sup>3</sup>

Base O&M

Outage O&M

Special Project O&M

Total O&M

### CASH FLOW STATEMENT<sup>2</sup>

Net Income

Depreciation & Amortization<sup>1</sup>

Deferred Taxes

Change in Working Capital

**Operating Cash Flow**

Nuclear Fuel Capital Expenditures

Other Existing Asset Capital Expenditures

**Cash Flow<sup>4</sup>**

] (a) through (e)

<sup>1</sup> Reflects current (preliminary) estimated effects of revaluation of property, plant and equipment under Fresh Start accounting, which will be applied upon emergence from bankruptcy. Does not reflect any potential effects of Fresh Start accounting on other assets, including intangible assets.

<sup>2</sup> Financial Statements represent a management reporting view.

<sup>3</sup> Excludes non-cash accretion expense associated with nuclear decommissioning trust funding.

<sup>4</sup> Upon emergence from bankruptcy, commitments for [ ] billion of revolving credit facilities are expected to be available for any operational purposes.

(a) through (e)

**Comanche Peak LLC: Base Case**  
\$ millions, unless noted  
Unaudited, Non-GAAP, Projected Financial Data

2016 E	2017 E	2018 E	2019 E	2020 E
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**COMPOSITION OF REVENUE PROJECTIONS**

**Capacity (End of Year)**

Coal - merchant	[MW]
Coal - contract	[MW]
Nuclear	[MW]
<b>Total</b>	<b>[MW]</b>

[

**Nuclear Capacity Factor**

[%]

**Production, net of auxiliary load**

Coal - merchant	[TWh]
Coal - contract	[TWh]
Nuclear	[TWh]
<b>Total</b>	<b>[TWh]</b>

**Pricing Assumptions (December 31, 2015)**

Gas price (HSC)	[\$ / MMBtu]
Heat Rate Achieved (HSC)	[MMBtu / MWh]
7*24 Power price ERCOT pricing	[\$ / MWh]

**Commodity Exposure - Natural Gas**

Nuclear plant exposure	[Million MMBtu]
Forward power sales	[Million MMBtu]
Natural gas hedges allocated <sup>5</sup>	[Million MMBtu]
<b>Net natural gas exposure</b>	<b>[Million MMBtu]</b>
<i>Sensitivity to +/- \$1 move</i>	<i>[\$ MM]</i>

**Commodity Exposure - Heat Rate**

Nuclear plant exposure	[TWh]
Forward power sales	[TWh]
<b>Net heat rate exposure</b>	<b>[TWh]</b>
<i>Sensitivity to +/- 0.25X HR change</i>	<i>[\$ MM]</i>

**Revenue summary**

Nuclear plant revenues	[\$ MM]
Other deregulated revenues	[\$ MM]
Regulated revenues	[\$ MM]
Intercompany eliminations	[\$ MM]
<b>Total</b>	<b>[\$ MM]</b>

] (a) through (e)

<sup>5</sup> Hedges are allocated based on the percent of merchant generation relative to the entire merchant generation portfolio, but do not reside at the Comanche Peak level.

**Operating Company LLC: Base Case**  
\$ millions, unless noted  
Unaudited, Non-GAAP, Projected Financial Data

2016 E	2017 E	2018 E	2019 E	2020 E
--------	--------	--------	--------	--------

**INCOME STATEMENT<sup>2</sup>**

Revenues	[
Fuel & Purchased Power	
<b>Gross Margin</b>	
Operations & Maintenance Expense	
General & Administrative	
Other Income / (Expense)	
<b>EBITDA</b>	
Depreciation & Amortization <sup>1</sup>	
<b>EBIT</b>	
Interest Expense <sup>3</sup>	
Interest Income & Special Projects	
<b>EBT</b>	
Tax Expense	
<b>Net Income</b>	

**CASH FLOW STATEMENT<sup>2</sup>**

Net Income
Depreciation & Amortization <sup>1</sup>
Deferred Taxes - net
Change in Working Capital
<b>Operating Cash Flow</b>
Existing Asset Capital Expenditures (including nuclear fuel)
<b>Cash Flow<sup>4</sup></b>

] (a) through (e)

<sup>1</sup> Reflects current (preliminary) estimated effects of revaluation of property, plant and equipment under Fresh Start accounting, which will be applied upon emergence from bankruptcy. Does not reflect any potential effects of Fresh Start accounting on other assets, including intangible assets.

<sup>2</sup> Financial Statements represent a management reporting view. Pro forma includes La Frontera assets.

<sup>3</sup> 2016 excludes any effects of bankruptcy, such as adequate protection and other payments

<sup>4</sup> Upon emergence from bankruptcy, commitments for [ ] billion of revolving credit facilities are expected to be available for any operational purposes.

(a) through (e)

**Operating Company LLC: Base Case**  
**\$ millions, unless noted**  
**Unaudited, Non-GAAP, Projected Financial Data**

2016 E	2017 E	2018 E	2019 E	2020 E
--------	--------	--------	--------	--------

**COMPOSITION OF REVENUE PROJECTIONS**

**Capacity (End of Year)**

Coal - merchant	[MW]
Coal - contract	[MW]
Nuclear	[MW]
<b>Total</b>	<b>[MW]</b>

**Production, net of auxiliary load**

Coal - merchant	[TWh]
Coal - contract	[TWh]
Nuclear	[TWh]
<b>Total</b>	<b>[TWh]</b>

**Pricing Assumptions (December 31, 2015)**

Gas price (HSC)	[\$ / MMBtu]
Heat Rate Achieved (HSC)	[MMBtu / MWh]
7*24 Power price ERCOT pricing	[\$ / MWh]

**Commodity Exposure - Natural Gas**

Coal & nuclear plant exposure	[Million MMBtu]
Forward power sales	[Million MMBtu]
Natural gas hedges allocated	[Million MMBtu]
<b>Net natural gas exposure</b>	<b>[Million MMBtu]</b>
<i>Sensitivity to +/- \$1 move</i>	<i>[\$ MM]</i>

**Commodity Exposure - Heat Rate**

Coal & nuclear plant exposure	[TWh]
Forward power sales	[TWh]
<b>Net heat rate exposure</b>	<b>[TWh]</b>
<i>Sensitivity to +/- 0.25X HR change</i>	<i>[\$ MM]</i>

**Revenue summary**

Coal & nuclear plant revenues	[\$ MM]
Other deregulated revenues	[\$ MM]
Regulated revenues	[\$ MM]
Intercompany eliminations	[\$ MM]
<b>Total</b>	<b>[\$ MM]</b>

](a) through (e)



# Capacity Factor Cases

## Comanche Peak LLC: Sensitivity - 10% decrease in Capacity Factor

\$ millions, unless noted

Unaudited, Non-GAAP, Projected Financial Data

	2016 E	2017 E	2018 E	2019 E	2020 E
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### INCOME STATEMENT<sup>2</sup>

Revenues [ ]  
 Fuel & Purchased Power  
**Gross Margin**

Operations & Maintenance Expense  
 Luminant Allocated Overhead  
 Property Taxes  
 Other Income / (Expense)  
**EBITDA**

Depreciation & Amortization<sup>1</sup>  
**EBIT**

Interest Expense  
 Interest Income & Special Projects  
**EBT**

Tax Expense  
**Net Income**

### Fixed O&M Expense Detail<sup>3</sup>

Base O&M  
 Outage O&M  
 O&M Projects  
 Total O&M

### CASH FLOW STATEMENT<sup>2</sup>

Net Income  
 Depreciation & Amortization<sup>1</sup>  
 Deferred Taxes  
 Change in Working Capital  
**Operating Cash Flow**

Nuclear Fuel Capital Expenditures  
 Other Existing Asset Capital Expenditures  
**Cash Flow<sup>4</sup>**

] (a) through (e)

Note: Case represents a 10% decrease in Comanche Peak capacity factors relative to those in the base case.

<sup>1</sup> Reflects current (preliminary) estimated effects of revaluation of property, plant and equipment under Fresh Start accounting, which will be applied upon emergence from bankruptcy. Does not reflect any potential effects of Fresh Start accounting on other assets, including intangible assets.

<sup>2</sup> Financial Statements represent a management reporting view.

<sup>3</sup> Excludes non-cash accretion expense associated with nuclear decommissioning trust funding.

<sup>4</sup> Upon emergence from bankruptcy, commitments for [ ] billion of revolving credit facilities are expected to be available for any operational purposes.

(a) through (e)

## Comanche Peak LLC: Sensitivity - 10% decrease in Capacity Factor

\$ millions, unless noted

Unaudited, Non-GAAP, Projected Financial Data

2016 E	2017 E	2018 E	2019 E	2020 E
--------	--------	--------	--------	--------

### COMPOSITION OF REVENUE PROJECTIONS

#### Capacity (End of Year)

Coal - merchant	[MW]
Coal - contract	[MW]
Nuclear	[MW]
<b>Total</b>	<b>[MW]</b>

#### Nuclear Capacity Factor<sup>5</sup>

[%]

#### Production, net of auxiliary load

Coal - merchant	[TWh]
Coal - contract	[TWh]
Nuclear	[TWh]
<b>Total</b>	<b>[TWh]</b>

#### Pricing Assumptions (December 31, 2015)

Gas price (HSC)	[\$ / MMBtu]
Heat Rate Achieved (HSC)	[MMBtu / MWh]
7*24 Power price ERCOT pricing	[\$ / MWh]

#### Commodity Exposure - Natural Gas

Nuclear plant exposure	[Million MMBtu]
Forward power sales	[Million MMBtu]
Natural gas hedges allocated <sup>6</sup>	[Million MMBtu]
<b>Net natural gas exposure</b>	<b>[Million MMBtu]</b>
<i>Sensitivity to +/- \$1 move</i>	<i>[\$ MM]</i>

#### Commodity Exposure - Heat Rate

Nuclear plant exposure	[TWh]
Forward power sales	[TWh]
<b>Net heat rate exposure</b>	<b>[TWh]</b>
<i>Sensitivity to +/- 0.25X HR change</i>	<i>[\$ MM]</i>

#### Revenue summary

Nuclear plant revenues	[\$ MM]
Other deregulated revenues	[\$ MM]
Regulated revenues	[\$ MM]
Intercompany eliminations	[\$ MM]
<b>Total</b>	<b>[\$ MM]</b>

] (a) through (e)

<sup>5</sup> Nuclear capacity factor calculated based on [ ] (prior to capacity sensitivity).

<sup>6</sup> Hedges are allocated based on the percent of merchant generation relative to the entire merchant generation portfolio, but do not reside at the Comanche Peak level.

(a) through (e)

## Operating Company LLC: Sensitivity - 10% decrease in Capacity Factor

\$ millions, unless noted

Unaudited, Non-GAAP, Projected Financial Data

	2016 E	2017 E	2018 E	2019 E	2020 E
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### INCOME STATEMENT<sup>2</sup>

Revenues	[
Fuel & Purchased Power	
<b>Gross Margin</b>	
Operations & Maintenance Expense	
General & Administrative	
Other Income / (Expense)	
<b>EBITDA</b>	
Depreciation & Amortization <sup>1</sup>	
<b>EBIT</b>	
Interest Expense <sup>3</sup>	
Interest Income & Special Projects	
<b>EBT</b>	
Tax Expense	
<b>Net Income</b>	

### CASH FLOW STATEMENT<sup>2</sup>

Net Income
Depreciation & Amortization <sup>1</sup>
Deferred Taxes - net
Change in Working Capital
<b>Operating Cash Flow</b>
Existing Asset Capital Expenditures (including nuclear fuel)
<b>Cash Flow<sup>4</sup></b>

] (a) through (e)

Note: Case represents a 10% decrease in Comanche Peak capacity factors relative to those in the base case.

<sup>1</sup> Reflects current (preliminary) estimated effects of revaluation of property, plant and equipment under Fresh Start accounting, which will be applied upon emergence from bankruptcy. Does not reflect any potential effects of Fresh Start accounting on other assets, including intangible assets.

<sup>2</sup> Financial Statements represent a management reporting view. Pro forma includes La Frontera assets.

<sup>3</sup> 2016 excludes any effects of bankruptcy, such as adequate protection and other payments

<sup>4</sup> Upon emergence from bankruptcy, commitments for [ ] billion of revolving credit facilities are expected to be available for any operational purposes.

(a) through (e)

## Operating Company LLC: Sensitivity - 10% decrease in Capacity Factor

\$ millions, unless noted

Unaudited, Non-GAAP, Projected Financial Data

	2016 E	2017 E	2018 E	2019 E	2020 E
--	--------	--------	--------	--------	--------

### COMPOSITION OF REVENUE PROJECTIONS

#### Capacity (End of Year)

Coal - merchant	[MW]	]
Coal - contract	[MW]	
Nuclear	[MW]	
<b>Total</b>	<b>[MW]</b>	

#### Production, net of auxiliary load

Coal - merchant	[TWh]
Coal - contract	[TWh]
Nuclear	[TWh]
<b>Total</b>	<b>[TWh]</b>

#### Pricing Assumptions (December 31, 2015)

Gas price (HSC)	[\$ / MMBtu]
Heat Rate Achieved (HSC)	[MMBtu / MWh]
7*24 Power price ERCOT pricing	[\$ / MWh]

#### Commodity Exposure - Natural Gas

Coal & nuclear plant exposure	[Million MMBtu]
Forward power sales	[Million MMBtu]
Natural gas hedges allocated	[Million MMBtu]
<b>Net natural gas exposure</b>	<b>[Million MMBtu]</b>
<i>Sensitivity to +/- \$1 move</i>	<i>[\$ MM]</i>

#### Commodity Exposure - Heat Rate

Coal & nuclear plant exposure	[TWh]
Forward power sales	[TWh]
<b>Net heat rate exposure</b>	<b>[TWh]</b>
<i>Sensitivity to +/- 0.25X HR change</i>	<i>[\$ MM]</i>

#### Revenue summary

Coal & nuclear plant revenues	[\$ MM]
Other deregulated revenues	[\$ MM]
Regulated revenues	[\$ MM]
Intercompany eliminations	[\$ MM]
<b>Total</b>	<b>[\$ MM]</b>

] (a) through (e)

# **Power Price Sensitivities**

## Comanche Peak LLC: Sensitivity - 10% decrease in Power Price

\$ millions, unless noted

Unaudited, Non-GAAP, Projected Financial Data

	2016 E	2017 E	2018 E	2019 E	2020 E
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### INCOME STATEMENT<sup>2</sup>

Revenues [ ]  
Fuel & Purchased Power  
**Gross Margin**

Operations & Maintenance Expense  
Luminant Allocated Overhead  
Property Taxes  
Other Income / (Expense)  
**EBITDA**

Depreciation & Amortization<sup>1</sup>  
**EBIT**

Interest Expense  
Interest Income & Special Projects  
**EBT**

Tax Expense  
**Net Income**

### Fixed O&M Expense Detail<sup>3</sup>

Base O&M  
Outage O&M  
O&M Projects  
Total O&M

### CASH FLOW STATEMENT<sup>2</sup>

Net Income  
Depreciation & Amortization<sup>1</sup>  
Deferred Taxes  
Change in Working Capital  
**Operating Cash Flow**

Nuclear Fuel Capital Expenditures  
Other Existing Asset Capital Expenditures  
**Cash Flow<sup>4</sup>**

] (a) through (e)

Note: Case represents a 10% decrease in power price relative to the base case driven by a 10% decrease in natural gas prices.

<sup>1</sup> Reflects current (preliminary) estimated effects of revaluation of property, plant and equipment under Fresh Start accounting, which will be applied upon emergence from bankruptcy. Does not reflect any potential effects of Fresh Start accounting on other assets, including intangible assets.

<sup>2</sup> Financial Statements represent a management reporting view.

<sup>3</sup> Excludes non-cash accretion expense associated with nuclear decommissioning trust funding.

<sup>4</sup> Upon emergence from bankruptcy, commitments for [ ] billion of revolving credit facilities are expected to be available for any operational purposes.

(a) through (e)

## Comanche Peak LLC: Sensitivity - 10% decrease in Power Price

\$ millions, unless noted

Unaudited, Non-GAAP, Projected Financial Data

	2016 E	2017 E	2018 E	2019 E	2020 E
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### COMPOSITION OF REVENUE PROJECTIONS

#### Capacity (End of Year)

Coal - merchant	[MW]
Coal - contract	[MW]
Nuclear	[MW]
<b>Total</b>	<b>[MW]</b>

Nuclear Capacity Factor [%]

#### Production, net of auxiliary load

Coal - merchant	[TWh]
Coal - contract	[TWh]
Nuclear	[TWh]
<b>Total</b>	<b>[TWh]</b>

#### Pricing Assumptions (December 31, 2015)

Gas price (HSC)	[\$ / MMBtu]
Heat Rate Achieved (HSC)	[MMBtu / MWh]
7*24 Power price ERCOT pricing	[\$ / MWh]

#### Commodity Exposure - Natural Gas

Nuclear plant exposure	{Million MMBtu}
Forward power sales	[Million MMBtu]
Natural gas hedges allocated <sup>5</sup>	[Million MMBtu]
<b>Net natural gas exposure</b>	<b>[Million MMBtu]</b>
<i>Sensitivity to +/- \$1 move</i>	<i>[\$ MM]</i>

#### Commodity Exposure - Heat Rate

Nuclear plant exposure	[TWh]
Forward power sales	[TWh]
<b>Net heat rate exposure</b>	<b>[TWh]</b>
<i>Sensitivity to +/- 0.25X HR change</i>	<i>[\$ MM]</i>

#### Revenue summary

Nuclear plant revenues	[\$ MM]
Other deregulated revenues	[\$ MM]
Regulated revenues	[\$ MM]
Intercompany eliminations	[\$ MM]
<b>Total</b>	<b>[\$ MM]</b>

] (a) through (e)

<sup>5</sup> Hedges are allocated based on the percent of merchant generation relative to the entire merchant generation portfolio, but do not reside at the Comanche Peak level.



## Operating Company LLC: Sensitivity - 10% decrease in Power Price

\$ millions, unless noted

Unaudited, Non-GAAP, Projected Financial Data

2016 E	2017 E	2018 E	2019 E	2020 E
--------	--------	--------	--------	--------

### INCOME STATEMENT<sup>2</sup>

Revenues	[
Fuel & Purchased Power	
<b>Gross Margin</b>	
Operations & Maintenance Expense	
General & Administrative	
Other Income / (Expense)	
<b>EBITDA</b>	
Depreciation & Amortization <sup>1</sup>	
<b>EBIT</b>	
Interest Expense <sup>3</sup>	
Interest Income & Special Projects	
<b>EBT</b>	
Tax Expense	
<b>Net Income</b>	

### CASH FLOW STATEMENT<sup>2</sup>

Net Income
Depreciation & Amortization <sup>1</sup>
Deferred Taxes <sup>4</sup>
Change in Working Capital
<b>Operating Cash Flow</b>
Existing Asset Capital Expenditures (including nuclear fuel)
<b>Cash Flow<sup>5</sup></b>

] (a) through (e)

Note: Case represents a 10% decrease in power price relative to the base case driven by a 10% decrease in natural gas prices.

<sup>1</sup> Reflects current (preliminary) estimated effects of revaluation of property, plant and equipment under Fresh Start accounting, which will be applied upon emergence from bankruptcy. Does not reflect any potential effects of Fresh Start accounting on other assets, including intangible assets.

<sup>2</sup> Financial Statements represent a management reporting view. Pro forma includes La Frontera assets.

<sup>3</sup> 2016 excludes any effects of bankruptcy, such as adequate protection and other payments

<sup>4</sup> Deferred taxes net of tax receivable agreement payments

<sup>5</sup> Upon emergence from bankruptcy, commitments for [ ] billion of revolving credit facilities are expected to be available for any operational purposes.

(a) through (e)

## Operating Company LLC: Sensitivity - 10% decrease in Power Price

\$ millions, unless noted

Unaudited, Non-GAAP, Projected Financial Data

	2016 E	2017 E	2018 E	2019 E	2020 E
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### COMPOSITION OF REVENUE PROJECTIONS

#### Capacity (End of Year)

Coal - merchant	[MW]	[
Coal - contract	[MW]	
Nuclear	[MW]	
<b>Total</b>	<b>[MW]</b>	

#### Production, net of auxiliary load

Coal - merchant	[TWh]
Coal - contract	[TWh]
Nuclear	[TWh]
<b>Total</b>	<b>[TWh]</b>

#### Pricing Assumptions (December 31, 2015)

Gas price (HSC)	[\$ / MMBtu]
Heat Rate Achieved (HSC)	[MMBtu / MWh]
7*24 Power price ERCOT pricing	[\$ / MWh]

#### Commodity Exposure - Natural Gas

Coal & nuclear plant exposure	[Million MMBtu]
Forward power sales	[Million MMBtu]
Natural gas hedges allocated <sup>6</sup>	[Million MMBtu]
<b>Net natural gas exposure</b>	<b>[Million MMBtu]</b>
<i>Sensitivity to +/- \$1 move</i>	<i>[\$ MM]</i>

#### Commodity Exposure - Heat Rate

Coal & nuclear plant exposure	[TWh]
Forward power sales	[TWh]
<b>Net heat rate exposure</b>	<b>[TWh]</b>
<i>Sensitivity to +/- 0.25X HR change</i>	<i>[\$ MM]</i>

#### Revenue summary

Coal & nuclear plant revenues	[\$ MM]
Other deregulated revenues	[\$ MM]
Regulated revenues	[\$ MM]
Intercompany eliminations	[\$ MM]
<b>Total</b>	<b>[\$ MM]</b>

] (a) through (e)

<sup>6</sup> For purposes of calculating the hedging impact, each reporting period reflects the EBIT impact from the decrease in the current year's power price only. However, a 10% degradation in the entire curve would be reflected only in the year of the degradation and would reflect the present value impact of the curve shift.

<b>Updated Regulatory Commitment (Number 5178508)</b>		
<b>Commitment Description</b>	<b>Scheduled Completion Date</b>	<b>Status/Comments</b>
<p>Luminant Power will notify the NRC if at any time prior to the NRC consent to the requested transfer, the following items change:</p> <p>(1) Any entity of the Reorganized TCEH acquires greater than 15% of the First Lien Claims; or</p> <p>(2) Any member of the First Lien Creditor Committee, other than those already identified in the Application, is expected to own 10% of the voting power of Reorganized TCEH.</p> <p>Luminant Power will also provide to the NRC:</p> <p>(3) The names of the principal officers and directors of each of the subsidiary companies of the Reorganized TCEH, after they have been identified;</p> <p>(4) The names and citizenship of the initial members of the Reorganized TCEH Board, when that information becomes available. All or substantially all of the Reorganized TCEH Board members will be U.S. citizens;</p> <p>(5) The final legal entity names, and updated proposed operating license revision pages, when final names for Reorganized TCEH, Intermediate Holding Company LLC, Operating Company LLC, Asset Company LLC, Preferred Stock</p>	<p>Upon NRC consent of the requested transfer</p> <p>Upon NRC consent of the requested transfer</p> <p>No later than 7 days prior to consummation of the transfer</p> <p>No later than 7 days prior to consummation of the transfer</p> <p>No later than 7 days prior to consummation of the transfer</p>	<p>Open - The ownership percentages of the First Lien Creditors identified in the table at page 17 of TXX-15146 is updated by Enclosure 2 to this letter. All entities remain below 15%.</p> <p>Open - No Change.</p> <p>Open</p> <p>Open</p> <p>Open</p>

<p>Company Corp., and Comanche Peak LLC are selected;</p> <p>(6) The name of the new CNO, when a successor to current CNO Rafael Flores is selected; and</p> <p>(7) Notification that the Bankruptcy Court has confirmed the "Fifth Amended Joint Plan of Reorganization of Energy Future Holdings Corp., et al., Pursuant to Chapter 11 of the Bankruptcy Code," upon receipt of a final order of the Bankruptcy Court.</p> <p>(8) At the first meeting of the Reorganized TCEH Board of Directors emergence, the Board will adopt resolutions that non-U.S. citizens serving as either directors or executive officers of Reorganized TCEH shall not seek access to any classified information or to special nuclear material in the custody of the Comanche Peak licensees and shall not participate in or seek to influence operational decisions by the licensees regarding nuclear safety or security matters. Also, at the first meeting a Nuclear Oversight and Advisory Board will be formed to assist in the oversight of the safety and quality of nuclear operations.</p> <p>(9) The applicants will notify the NRC of any changes to the directors, officers, or executive positions of Reorganized TCEH and its subsidiaries during the first 90 days following the transfers</p>	<p>No later than 7 days prior to consummation of the transfer</p> <p>Upon consent of the requested transfer</p> <p>First meeting of Reorganized TCEH Board of Directors</p> <p>No later than 120 days after the transfers</p>	<p>Open - Updated provided by TXX-15166 (Ken Peters is Acting CNO)</p> <p>Closed - Completed by submittal of Enclosures 1 and 2 of letter TXX-15166.</p> <p>Open</p> <p>Open</p>
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