

MEMBERS SCHEDULE

<u>Name, Address and Facsimile Number of Member</u>	<u>Percentage of Membership Interests Owned</u>
TXU US Holdings Company 1601 Bryan Street, Dallas, TX 75201	99%
TXU Energy Holdings Company 1601 Bryan Street, Dallas, TX 75201	1%

**FORM OF JOINDER TO
LIMITED LIABILITY COMPANY AGREEMENT**

THIS JOINDER to the Third Amended and Restated Limited Liability Company Agreement of TXU Energy Company LLC, a Delaware limited liability company (the "**Company**"), dated as of September 29, 2006, as amended or restated from time to time, by and among and the Members of the Company (the "**Agreement**"), is made and entered into as of _____ by and between the Company and _____ (the "**Holder**"). Capitalized terms used herein but not otherwise defined shall have the meanings set forth in the Agreement.

WHEREAS, on the date hereof, the Holder has acquired **Membership Interests** from _____ and the Agreement and the Company require the Holder, as the holder of such **Membership Interests**, to become a party to the Agreement, and the Holder agrees to do so in accordance with the terms hereof.

NOW, THEREFORE, in consideration of the mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties of this Joinder hereby agree as follows:

1. **Agreement to be Bound.** The Holder hereby: (a) acknowledges that it has received and reviewed a complete copy of the Agreement and (b) agrees that upon execution of this Joinder, it shall become a party to the Agreement and shall be fully bound by, and subject to, all of the covenants, terms and conditions of the Agreement as though an original party thereto and shall be deemed, and is hereby admitted as, a Member for all purposes thereof and entitled to all the rights incidental thereto.
2. **Members Schedule.** For purposes of the Members Schedule, the address of the Holder is as follows:

[Name]
[Address]
[Facsimile Number]
3. **Governing Law.** This Agreement and the rights of the parties hereunder shall be interpreted in accordance with the laws of the State of Delaware, and all rights and all remedies shall be governed by such laws.
4. **Descriptive Headings.** The descriptive headings of this Joinder are inserted for convenience only and do not constitute a part of this Joinder

[]

By: _____
Name: _____
Title: _____

TXU ENERGY COMPANY LLC
Certificate Pursuant to Section 302
of Sarbanes – Oxley Act of 2002
CERTIFICATION OF CEO

I, M. S. Greene, certify that:

1. I have reviewed this quarterly report on Form 10-Q of TXU Energy Company LLC;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - c. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 9, 2006

/s/ M.S. Greene

Signature: M. S. Greene

Title: Chairman of the Board, President and Chief Executive

TXU ENERGY COMPANY LLC
Certificate Pursuant to Section 302
of Sarbanes – Oxley Act of 2002
CERTIFICATION OF CFO

I, David A. Campbell, certify that:

1. I have reviewed this quarterly report on Form 10-Q of TXU Energy Company LLC;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - c. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 9, 2006

/s/ David A. Campbell
Signature: David A. Campbell
Title: Executive Vice President and Acting Chief Financial
Officer

**TXU ENERGY COMPANY LLC
Certificate Pursuant to Section 906
of Sarbanes – Oxley Act of 2002
CERTIFICATION OF CEO**

The undersigned, M. S. Greene, Chairman of the Board, President and Chief Executive of TXU Energy Company LLC (the "Company"), DOES HEREBY CERTIFY that:

1. The Company's Quarterly Report on Form 10-Q for the period ended September 30, 2006 (the "Report") fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. Information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be executed this 9th day of November, 2006.

/s/ M. S. Greene

Name: M. S. Greene

Title: Chairman of the Board, President and Chief Executive

A signed original of this written statement required by Section 906 has been provided to TXU Energy Company LLC and will be retained by TXU Energy Company LLC and furnished to the Securities and Exchange Commission or its staff upon request.

**TXU ENERGY COMPANY LLC
Certificate Pursuant to Section 906
of Sarbanes – Oxley Act of 2002
CERTIFICATION OF CFO**

The undersigned, David A. Campbell, Executive Vice President and Acting Chief Financial Officer of TXU Energy Company LLC (the "Company"), DOES HEREBY CERTIFY that:

1. The Company's Quarterly Report on Form 10-Q for the period ended September 30, 2006 (the "Report") fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. Information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be executed this 9th day of November, 2006.

/s/ David A. Campbell

Name: David A. Campbell

Title: Executive Vice President and Acting Chief Financial
Officer

A signed original of this written statement required by Section 906 has been provided to TXU Energy Company LLC and will be retained by TXU Energy Company LLC and furnished to the Securities and Exchange Commission or its staff upon request.

TXU ENERGY COMPANY LLC
CONDENSED STATEMENT OF CONSOLIDATED INCOME
(Unaudited)

Twelve Months
Ended
September 30,
2006

(millions of
dollars)

Operating revenues	\$ 10,030
Costs and expenses:	
Fuel, purchased power costs and delivery fees	4,447
Operating costs	632
Depreciation and amortization	330
Selling, general and administrative expenses	537
Franchise and revenue-based taxes	121
Other income	(47)
Other deductions	195
Interest income	(165)
Interest expense and related charges	416
Total costs and expenses	6,466
Income from continuing operations before income taxes and cumulative effect of change in accounting principle	3,564
Income tax expense	1,194
Income from continuing operations before cumulative effect of change in accounting principle	2,370
Loss from discontinued operations, net of tax benefit	(2)
Cumulative effect of change in accounting principles, net of tax effect	(8)
Net income	\$ 2,360

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