
Table of Contents

Compensation of Other Named Executive Officers

Rob D. Trimble III

The following is a summary of Mr. Trimble's individual compensation for 2008:

Base Salary: In 2008, based on its review of the Watson Wyatt survey, the O&C Committee increased Mr. Trimble's base salary as President and COO from \$325,000 to \$500,000, effective November 11, 2008.

Annual Incentive: In 2008 in conjunction with his base salary increase, Mr. Trimble agreed to reduce his target payout under the Executive Annual Incentive Plan from 50% of base salary to 40%, effective November 11, 2008. In 2009, as a result of Oncor's performance as well as Mr. Trimble's individual performance, the O&C Committee awarded him \$197,438 pursuant to the Executive Annual Incentive Plan, reflecting the result of Oncor's 2008 performance, as previously discussed, as well as Mr. Trimble's individual performance in 2008.

Long-Term Incentives: Mr. Trimble elected not to participate in the Management Investment Opportunity in 2008 and as a result did not receive Class B Interests or SARs. Prior to the Merger, Mr. Trimble was awarded a Cash Award in Lieu of Long-Term Incentive Award in the amount of \$250,000 in connection with the Merger and termination of the Omnibus Plan. One-half of this award was paid at the close of the Merger in 2007 and one-half was paid on March 15, 2008.

David M. Davis

The following is a summary of Mr. Davis's individual compensation for 2008:

Base Salary: In 2008, based on its review of the Watson Wyatt survey, the O&C Committee increased Mr. Davis's base salary as CFO from \$220,000 to \$300,000, effective November 11, 2008.

Annual Incentive: Along with the increase in base salary, the O&C Committee increased Mr. Davis's target payout under the Executive Annual Incentive Plan from 40% of base salary to 50%, effective November 11, 2008. In 2009, as a result of Oncor's performance as well as Mr. Davis's individual performance, the O&C Committee awarded him \$97,350 pursuant to the Executive Annual Incentive Plan, reflecting the result of Oncor's 2008 performance, as previously discussed, as well as Mr. Davis's individual performance in 2008.

Long-Term Incentives: Mr. Davis's investment in Investment LLC in 2008 pursuant to the Management Investment Opportunity was \$500,000, for which he received 50,000 Class B Interests (19,868 of which were purchased using funds in his EFH Salary Deferral Program account and as a result are held of record by the EFH Salary Deferral Program) and 600,000 SARs. Prior to the Merger, Mr. Davis was awarded a Cash Award in Lieu of Long-Term Incentive Award in the amount of \$100,000 in connection with the Merger and termination of the Omnibus Plan. One-half of this award was paid at the close of the Merger in 2007 and one-half was paid on March 15, 2008.

Brenda L. Jackson

The following is a summary of Ms. Jackson's individual compensation for 2008:

Base Salary: In 2008, Ms. Jackson's base salary as Senior Vice President, Business Operations was \$257,000, which has not changed since October 2004.

Annual Incentive: Ms. Jackson's target payout under the Executive Annual Incentive Plan was 40% of base salary for 2008. In 2009, as a result of Oncor's performance as well as Ms. Jackson's individual performance, the O&C Committee awarded her \$101,772 pursuant to the Executive Annual Incentive Plan, reflecting the result of Oncor's 2008 performance, as previously discussed, as well as Ms. Jackson's individual performance in 2008.

Table of Contents

Long-Term Incentives: Ms. Jackson's investment in Investment LLC in 2008 pursuant to the Management Investment Opportunity was \$750,000, for which she received 75,000 Class B Interests and 780,000 SARs. Prior to the Merger, Ms. Jackson was awarded a Cash Award in Lieu of Long-Term Incentive Award in the amount of \$75,000 in connection with the Merger and termination of the Omnibus Plan. One-half of this award was paid at the close of the Merger in 2007 and one-half was paid on March 15, 2008.

Charles W. Jenkins III

The following is a summary of Mr. Jenkins's individual compensation for 2008.

Base Salary: In 2008, the O&C Committee increased Mr. Jenkins's base salary from \$222,300 to \$235,000, effective February 26, 2008, to reflect an expansion of his responsibilities (specifically, supervision of CREZ matters) and move him closer to market compensation for his position. Subsequently, the O&C Committee increased Mr. Jenkins's base salary from \$235,000 to \$275,000, effective November 11, 2008, based on its review of the Watson Wyatt survey of market compensation.

Annual Incentive. Mr. Jenkins's target annual incentive was 40% of base pay for 2008. In 2008, as a result of Oncor's performance as well as Mr. Jenkins's individual performance, the O&C Committee awarded him \$113,098 pursuant to the Executive Annual Incentive Plan, reflecting the result of Oncor's 2008 performance, as previously discussed, as well as Mr. Jenkins's individual performance in 2008.

Long-Term Incentives: Mr. Jenkins's investment in Investment LLC in 2008 pursuant to the Management Investment Opportunity was \$750,000, for which he received 75,000 Class B Interests (14,509 of which were purchased using funds in his EFH Salary Deferral Program account and as a result are held of record by the EFH Salary Deferral Program) and 780,000 SARs. Prior to the Merger, Mr. Jenkins was awarded a Cash Award in Lieu of Long-Term Incentive Award in the amount of \$75,000 in connection with the Merger and termination of the Omnibus Plan. One-half of this award was paid at the close of the Merger in 2007 and one-half was paid on March 15, 2008.

Contingent Payments

EFH Change in Control Policy

EFH Corp. maintains an executive change in control policy (as amended, the EFH Change in Control Policy) for its eligible executives and those of its subsidiaries, including Oncor. The purpose of the EFH Change in Control Policy is to provide the payment of transition benefits to eligible executives if:

- Their employment with the company or a successor is terminated within twenty-four months following a change of control of the company; and
- They:
 - are terminated without cause, or
 - resign for good reason due to a reduction in salary or a material reduction in the aggregate level or value of benefits for which they are eligible.

We believe these payments, to be triggered upon meeting the criteria above, provide incentive for executives to fully consider potential changes that are in the best interest of Oncor and our equity holders, even if such changes would result in the executives' termination. The terms "change of control," "without cause" and "good reason" are defined in each of the EFH Change in Control Policy.

We believe it is important to have a competitive change in control program to attract and retain the caliber of executives that our business requires and to foster an environment of relative security within which we believe our executives will be able to focus on achieving company goals.

Table of Contents

Our executive officers are eligible to receive the following under the EFH Change in Control Policy:

- A one-time lump sum cash severance payment in an amount equal to a multiple (2x for Mr. Shapard and 1x for each other executive officer) of the sum of the executive's (a) annualized base salary and (b) annual target incentive award for the year of termination or resignation;
- Continued eligibility for distribution of already-granted equity awards at maturity; however, any such distribution will be prorated for the period of employment during the relevant performance or restriction period prior to termination;
- Continued coverage at our expense under our health care benefit plans for the applicable COBRA period with the executive's contribution for such plans being at the applicable employee rate for 18 months, in the case of Mr. Shapard, and one year, in the case of the other executive officers (unless and until the executive becomes eligible for benefits with another employer, at which time the required contribution for continuing such benefit coverage will be the applicable COBRA rate) and, if the executive is covered under our healthcare plans through the end of such period, at the end of such continued coverage Mr. Shapard will be eligible to receive a cash payment equal to the monthly cost of such coverage for 6 months;
- Outplacement assistance at our expense for 18 months, in the case of Mr. Shapard, and one year, in the case of the other executive officers;
- Any vested, accrued benefits to which the executive is entitled under our employee benefits plans; and
- If any of the severance benefits described in the EFH Change in Control Policy shall result in an excise tax pursuant to Code Sections 280G or 4999 of the Code, payable by the executive, a tax gross-up payment to cover such additional taxes, but subject to a cut back to the Section 280G limit if the severance benefits are less than 110% of such limit.

Severance Plan

EFH Corp. also maintains the TXU Corp. 2005 Executive Severance Plan and Summary Plan Description (as amended, the EFH Severance Plan) to provide certain benefits to eligible executives of EFH Corp. and its subsidiaries, including Oncor. The purpose of the EFH Severance Plan is to provide benefits to eligible executives who are not eligible for severance pursuant to another plan or agreement (including an employment agreement) and whose employment is involuntarily terminated for reasons other than:

- Cause (as defined in the EFH Severance Plan);
- Disability of the employee, if the employee is a participant in our long-term disability plan; or
- A transaction involving the company or any of its affiliates in which the employee is offered employment with a company involved in, or related to, the transaction.

We believe it is important to have a severance plan in place to attract and retain the caliber of executives that our business requires and to foster an environment of relative security within which we believe our executives will be able to focus on achieving company goals.

Table of Contents

Our executive officers are eligible to receive the following under the EFH Severance Plan:

- A one-time lump sum cash severance payment in an amount equal to the sum of (a) a multiple (2x for Mr. Shapard and 1x for each other Named Executive Officer) times the executive's annualized base salary and (b) a prorated portion of the executive's annual target incentive award for the year of termination;
- Continued coverage at our expense under the company's health care benefit plans for 18 months, in the case of Mr. Shapard, and one year, in the case of the other executive officers with the executive's contribution for such plans being at the applicable employee rate (unless and until the executive becomes eligible for coverage for benefits through employment with another employer, at which time the executive's required contribution shall be the applicable COBRA rate) and, if the executive is covered under our healthcare plans through the end of such period, at the end of such continued coverage Mr. Shapard will be eligible to receive a cash payment equal to the monthly cost of such coverage for 6 months;
- Outplacement assistance at the company's expense for 18 months, in the case of Mr. Shapard, and one year, in the case of other executive officers; and
- Any vested accrued benefits to which the executive is entitled under Oncor's or EFH Corp.'s employee benefits plans.

Accounting and Tax Considerations

Accounting Considerations

Pursuant to SFAS 123R, no compensation expense is recognized with respect to Class B Interests issued pursuant to the Management Investment Opportunity and SARs issued under the SARs Plan. Class B Interests issued pursuant to the Management Investment Opportunity were purchased by participants for fair value and therefore resulted in no compensation expense by Oncor. Since the SARs issued in 2008 were issued with a base price of \$10.00 per unit, the then-current fair market value of our equity interests, no compensation expense will be recognized for those SARs until a condition under which the SAR would become exercisable becomes probable at a point in time when the fair market value of our equity interests exceeds \$10.00.

Prior to the Merger, upon maturity, awards under Omnibus Plan were distributed in the form of shares of TXU Corp. common stock. In connection with the Merger, awards payable at closing of the Merger were paid in lump sum cash payments and awards payable in connection with 2007 awards were paid 50% at the time of the Merger and the remaining 50% in March 2008.

Income Tax Considerations

Section 162(m) of the Code limits the tax deductibility by a publicly held company of compensation in excess of \$1 million paid to the CEO or any other of its three most highly compensated executive officers other than the principal financial officer. Because we are a privately-held limited liability company, Section 162(m) will not limit the tax deductibility of any executive compensation for 2008.

The O&C Committee administers our compensation programs with the good faith intention of complying with Section 409A of the Code.

Table of Contents

The information contained herein under the heading "Organization and Compensation Committee Report" is not to be deemed to be "soliciting material" or "filed" with the SEC pursuant to Section 407(e)(5) of SEC Regulation S-K.

Organization and Compensation Committee Report

The Organization and Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis set forth in this Form 10-K. Based on such review and discussions, the committee recommended to the board of directors that the Compensation Discussion and Analysis be included in this Form 10-K.

Organization and Compensation Committee

Thomas M. Dunning, Chair
Jeffrey Liaw
Richard W. Wortham III

Compensation Committee Interlocks and Insider Participation

Mr. Liaw serves as a member of our O&C Committee. Mr. Liaw is employed by TPG Capital, L.P., a member of the Sponsor Group, and was appointed to the board of directors by Oncor Holdings, which is a subsidiary of EFH Corp. No member of the O&C Committee is or has ever been one of our officers or employees. No interlocking relationship exists between our executive officers and the board of directors or compensation committee of any other company.

Table of Contents

The following table provides information, for the fiscal years ended December 31, 2006, 2007 and 2008, regarding the aggregate compensation paid to our Named Executive Officers.

Summary Compensation Table – 2008

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock/ Equity Awards (\$)(4)	Option/ SAR Awards (\$)(5)	Non-Equity Incentive Plan Compensation (\$)(6)	Change in Pension Value and Non-qualified Deferred Compensation Earnings (\$)(7)	All Other Compensation (\$)(8)	Total (\$)
Robert S. Shapard (1) Chairman of the Board and Chief Executive	2008	650,000	—	—	—	526,500	(2,555)	75,247	1,249,192
	2007	364,585	—	—	—	994,315	17,604	42,243	1,418,747
Rob D. Trimble III President and Chief Operating Officer	2008	346,875	—	—	—	197,438	259,520	86,928	890,761
	2007	279,000	—	—	—	366,403	132,491	158,189	936,083
	2006	277,000	—	405,166	—	100,265	322,319	117,260	1,222,010
David M. Davis (2) Vice President and Chief Financial Officer	2008	230,000	—	—	—	97,350	87,987	40,976	456,313
	2007	175,917	5,000	—	—	181,852	45,564	24,789	433,122
	2006	163,784	50,000	67,626	—	75,364	27,734	26,058	410,566
Brenda L. Jackson Senior Vice President, Business Operations	2008	257,000	—	—	—	101,772	72,292	78,780	509,844
	2007	257,000	—	—	—	193,290	10,206	90,281	550,777
	2006	257,000	—	252,211	—	63,608	121,107	75,920	769,846
Charles W. Jenkins III (3) Senior Vice President, Transmission and System Operations	2008	237,881	—	—	—	113,098	108,961	67,160	527,100

- (1) Mr. Shapard was not a named executive officer of Oncor in 2006. Mr. Shapard became Chairman of the Board and Chief Executive of Oncor in April 2007. Until April 2007 he was employed by TXU Corp. (now EFH Corp.), our parent company, where he served as a strategic advisor, helping implement and execute growth and development strategies for Oncor. Amounts reported in the Summary Compensation Table reflect compensation paid solely by Oncor. As a TXU Corp. employee in 2007, he received an additional \$166,667 in salary, \$0 in non-equity incentive plan compensation, \$8,802 as a result of change in pension value and non-qualified deferred compensation earnings, and \$18,962 in all other compensation (consisting of company matching under the salary deferral program, country club dues and financial planning services) resulting in total compensation of \$194,431 from TXU Corp. None of this TXU Corp. compensation was paid or reimbursed by Oncor.
- (2) Mr. Davis became Vice President and Chief Financial Officer of Oncor in July 2006. For the first 6 months of 2006, he worked for Oncor in a non-Named Executive Officer role. The Summary Compensation Table discloses the aggregate compensation received by Mr. Davis from Oncor in 2006 for his employment in each position.
- (3) Mr. Jenkins did not qualify as a Named Executive Officer of Oncor in 2006 and 2007.
- (4) In 2008, our Named Executive Officers were given the opportunity to invest in Class B Interests of Investment LLC pursuant to the Management Investment Opportunity. The funds invested in Investment LLC were used to purchase membership interests of Oncor at fair market value (as determined by the O&C Committee). As a result, no compensation expense is recognized in connection with the Management Investment Opportunity pursuant to SFAS 123R.
- (5) We do not award options to any of our employees. Although some time-based SARs and performance-based SARs granted to certain Named Executive Officers vested in 2008, they are not currently exercisable pursuant to the SARs Plan. No compensation expense is recognized in 2008 in accordance with SFAS 123R with respect to SARs because it is not probable that any event pursuant to the SARs Plan that would allow any SARs to become exercisable would take place.

Table of Contents

- (6) Amounts reported as "Non-Equity Incentive Plan Compensation" were earned by the executive in 2008 and represent amounts related to 2008 awards pursuant to the Executive Annual Incentive Plan. Amounts in this column for 2007 include payments in March 2008 with respect to the 2007 Cash Awards in Lieu of Long-Term Incentive Award under the Omnibus Plan, which were for Messrs. Shapard, \$337,500; Trimble, \$125,000 and Davis, \$50,000; and for Ms. Jackson, \$37,500.
- (7) Amounts reported under this column include the aggregate increase in actuarial value of the EFH Retirement Plan and its EFH Corp. Supplemental Retirement Plan. For a more detailed description of these plans, please see "– Compensation Discussion and Analysis – Compensation Elements – Deferred Compensation and Retirement Plans." Messrs. Trimble, Davis and Jenkins, and Ms. Jackson are covered under the traditional defined benefit component and Mr. Shapard is covered under the cash balance component. For a more detailed description of our retirement plans, please refer to the narrative that follows the Pension Benefits table below. There are no above-market or preferential earnings for nonqualified deferred compensation.
- (8) Amounts reported as "All Other Compensation" for 2008 are attributable to the executive's participation in certain plans and as described in the following table:

2008 "All Other Compensation" Components for Named Executive Officers

Name	EFH Thrift Plan Company Match (i)	EFH Salary Deferral Program Company Match (ii)	Split-Dollar Life Insurance Program Payments (iii)	Perquisites (iv)	Total
Robert S. Shapard	—	\$ 52,000	—	\$ 23,247	\$ 75,247
Rob D. Trimble III	\$ 10,523	\$ 27,750	\$ 33,361	\$ 15,294	\$ 86,928
David M. Davis	\$ 9,660	\$ 18,400	—	\$ 12,916	\$ 40,976
Brenda L. Jackson	\$ 10,350	\$ 20,560	\$ 29,431	\$ 18,439	\$ 78,780
Charles W. Jenkins III	\$ 9,702	\$ 23,788	\$ 19,264	\$ 14,406	\$ 67,160

- (i) Amounts represent company matching amounts under the EFH Thrift Plan, plus an additional \$500 deposited into EFH Thrift Plan accounts in April 2008, representing amounts distributed in connection with the distribution of a component of the EFH Thrift Plan as a result of the Merger. For a discussion of the EFH Thrift Plan, please see "– Compensation Discussion and Analysis – Compensation Elements – Deferred Compensation and Retirement Plans."
- (ii) Amounts represent company matching amounts under the EFH Salary Deferral Program. Please refer to the narrative that follows the Nonqualified Deferred Compensation table below for a more detailed description of the EFH Salary Deferral Program and the matching formula.

Table of Contents

- (iii) Amounts represent premium and tax gross-up payments pursuant to the Split-Dollar Life Insurance Program. Mr. Shapard and Mr. Davis are not eligible to participate in the program because the program was frozen to new participants prior to their qualifying for participation. Amounts in this column for Mr. Trimble represent the aggregate amount of payments pursuant to the program. Mr. Trimble participated in the program on a split-dollar basis prior to August 2002 and has participated in the program on a non-split-dollar basis since August 2002. Because premium payments for Mr. Trimble were made on a non-split-dollar life insurance basis during 2008, such premiums, amounting to \$12,886, were fully taxable to him, and Oncor provided tax gross-up payments of \$7,391 to offset the effect of such taxes. Additional interest of \$8,315 was attributed to Mr. Trimble in 2008 relative to premium payments which had been made on his behalf prior to August 1, 2002, and Oncor provided tax gross-up payments of \$4,769 to offset the effect of taxes on such payments. Because premium payments for Oncor's remaining participating Named Executive Officers were made on a split-dollar life insurance basis during 2008, interest on the plan-to-date cumulative premiums were taxable to those Named Executive Officers, and Oncor provided tax gross-up payments to offset the effect of such taxes. For the remaining participating Named Executive Officers during 2008, the amounts reported attributable to the interest on the aggregate amount of premiums amounted to the following for Ms. Jackson, \$18,703 and Mr. Jenkins, \$12,242. The amount reported also includes tax gross-ups provided to offset the effect of taxes on the interest during 2008 as follows for Ms. Jackson, \$10,728 and Mr. Jenkins, \$7,022. For a discussion of the Split-Dollar Life Insurance Program, please see "— Compensation Discussion and Analysis – Compensation Elements – Deferred Compensation and Retirement Plans."
- (iv) Amounts reported under this column represent the aggregate amount of perquisites received by each Named Executive Officer. Those perquisites are detailed in the following table. Amounts reported in the table below represent the actual cost to Oncor for the perquisites provided. For a discussion of the perquisites received by our effective officers, please see "— Compensation Discussion and Analysis – Compensation Elements – Perquisites and Other Benefits."

2008 Perquisites for Named Executive Officers

Name	Financial Planning	Executive Physical	Physical Fitness Club Dues	Country Club and/or Luncheon Club Dues	Other (i)	Total
Robert S. Shapard	\$ 9,730	\$ 2,071	\$ 92	\$ 8,154	\$ 3,200	\$ 23,247
Rob D. Trimble III	\$ 8,530	\$ 1,254	\$ 92	\$ 5,148	\$ 270	\$ 15,294
David M. Davis	\$ 10,685	\$ 2,139	\$ 92	—	—	\$ 12,916
Brenda L. Jackson	\$ 8,530	\$ 2,350	\$ 92	\$ 7,467	—	\$ 18,439
Charles W. Jenkins III	\$ 8,530	—	\$ 92	\$ 5,784	—	\$ 14,406

- (i) Amounts in the "Other" column for Mr. Shapard and Mr. Trimble represent the cost of event tickets.

Table of Contents

The following table sets forth information regarding grants of plan-based awards to Named Executive Officers during the fiscal year ended December 31, 2008.

Grants of Plan-Based Awards – 2008

Name	Grant Date (1)	Action Date(1)	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards (2)			Estimated Future Payouts Under Equity Incentive Plan Awards (3)			All Other Option Awards: Number of Securities Underlying Options/SAR Awards (#)(4)	Exercise or Base Price of SAR Awards (\$/Sh)(5)	Grant Date Fair Value of Option/SAR Awards (\$)(6)
			Thres-hold (\$)	Target (\$)	Max. (\$)	Thres-hold (#)	Target (#)	(Max) (#)			
Robert S. Shapard	—	—	243,750	487,500	975,000	—	—	—	—	—	—
	11/5/08	10/29/08	—	—	—	—	1,500,000	1,500,000	—	10.00	(6)
	11/5/08	10/29/08	—	—	—	—	—	—	2,250,000	10.00	(6)
Rob D. Trimble III	—	—	84,375	168,750	337,500	—	—	—	—	—	—
David M. Davis	—	—	49,167	98,333	196,666	—	—	—	—	—	—
	11/5/08	10/29/08	—	—	—	—	240,000	240,000	—	10.00	(6)
	11/5/08	10/29/08	—	—	—	—	—	—	360,000	10.00	(6)
Brenda L. Jackson	—	—	51,400	102,800	205,600	—	—	—	—	—	—
	11/5/08	10/29/08	—	—	—	—	312,000	312,000	—	10.00	(6)
	11/5/08	10/29/08	—	—	—	—	—	—	468,000	10.00	(6)
Charles W. Jenkins III	—	—	48,333	96,665	193,330	—	—	—	—	—	—
	11/5/08	10/29/08	—	—	—	—	312,000	312,000	—	10.00	(6)
	11/5/08	10/29/08	—	—	—	—	—	—	468,000	10.00	(6)

- (1) The dates reported in "Grant Date" reflect the deemed effective date of each equity-related grant, whereas the dates reported in "Action Date" reflect the date on which the O&C Committee approved such awards.
- (2) The amounts reported in these columns reflect the threshold, target and maximum amounts available under the Executive Annual Incentive Plan. Threshold, target and maximum amounts were determined by the O&C Committee on February 18, 2008 and final awards were granted by the O&C Committee on February 18, 2009. The actual awards for the 2008 plan year will be paid in March 2009 and are reported in the Summary Compensation Table under the heading "Non-Equity Incentive Plan Compensation." Please see "– Compensation Discussion and Analysis – Compensation Elements – Executive Annual Incentive Plan" for a discussion of the Executive Annual Incentive Plan.
- (3) The amounts reported in these columns represent the number of performance-based SARs granted to the individual in 2008 under the SARs Plan that were not vested as of December 31, 2008. In order to be eligible to receive a SARs grant, the individual was required to participate in the Management Investment Opportunity. The number of SARs granted to the individual was based in part upon the size of the individual's investment in Investment LLC pursuant to the Management Investment Opportunity. As of December 31, 2008, 20% of the performance-based SARs were vested. See "– Compensation Discussion and Analysis – Compensation Elements – Long-Term Incentives – Stock Appreciation Rights" for more information.
- (4) The amounts reported in these columns represent the number of time-based SARs granted to the individual in 2008 under the SARs Plan and the number of performance-based SARs granted to the individual that were vested as of December 31, 2008. In order to be eligible to receive a SARs grant, the individual was required to participate in the Management Investment Opportunity. The number of SARs granted to the individual was based in part upon the size of the individual's investment in Investment LLC pursuant to the Management Investment Opportunity. As of December 31, 2008, 20% of the time-based SARs and 20% of the performance-based SARs for each individual were vested. However, none of these vested SARs are currently exercisable. See "– Compensation Discussion and Analysis – Compensation Elements – Long-Term Incentives – Stock Appreciation Rights" for more information.
- (5) The amounts reported in this column represent the base price of SARs awards.

Table of Contents

- (6) There is no compensation expense related to the SARs awards under SFAS 123R for the entire performance period. No compensation expense exists under SFAS 123R because it is not probable that any event pursuant to the SARs Plan that would allow any SARs to become exercisable would take place.

Our executive officers and certain key employees were given the option to purchase Class B Interests of Investment LLC in 2008 pursuant to the Management Investment Opportunity offered under the Equity Interests Plan. Each participant in the Management Investment Opportunity purchased Class B Interests at a price of \$10.00 per unit, which was the same price per unit to the price per unit paid by Texas Transmission in connection with its November 2008 investment in Oncor. Because the Class B Interests were purchased for fair market value, they are not included in the Grants of Plan-Based Awards table as stock awards.

The Named Executive Officers beneficially own the following amounts of Class B Interests: Mr. Shapard: 300,000; Mr. Davis: 50,000; Ms. Jackson: 75,000; and Mr. Jenkins: 75,000. The amounts of Class B Interests each participant could purchase were determined by the O&C Committee. Each participant was permitted to use his or her funds in the EFH Salary Deferral Program to purchase the Class B Interests. All Class B Interests purchased using funds held in the EFH Salary Deferral Program are held of record by the EFH Salary Deferral Program for the benefit of the respective participants. Mr. Davis and Mr. Jenkins each elected to purchase Class B Interests using EFH Salary Deferral Program funds. As a result, 19,868 of Mr. Davis's Class B Interests and 14,509 of Mr. Jenkins's Class B Interests are held of record by the EFH Salary Deferral Program.

Table of Contents

The following table sets forth information regarding SARs awards held by Named Executive Officers as of December 31, 2008:

Outstanding Equity Awards at Fiscal Year-End – 2008

Name	Grant Year	Option/SAR Awards				
		Number of Securities Underlying Unexercised Options/SARs	Number of Securities Underlying Unexercised Options/SARs	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options/SARs (#)(2)	Option/SAR Exercise Price (\$)	Option/SAR Exercise Date
Robert S. Shapard	2008	—	2,250,000	1,500,000	\$ 10.00	—
Rob D. Trimble III (3)	2008	—	—	—	—	—
David M. Davis	2008	—	360,000	240,000	\$ 10.00	—
Brenda L. Jackson	2008	—	468,000	312,000	\$ 10.00	—
Charles W. Jenkins III	2008	—	468,000	312,000	\$ 10.00	—

- (1) In 2008, the O&C Committee granted time-based SARs to Named Executive Officers in the following amounts: Mr. Shapard: 1,875,000, Mr. Davis: 300,000, Ms. Jackson: 390,000 and Mr. Jenkins: 390,000. These SARs become vested with respect to 20% of the Oncor equity interests subject to such awards on each of the first five anniversaries of October 10, 2007. Even after vesting, these time-based SARs do not become exercisable until certain events occur as described in the SARs Plan. The amounts in this column include time-based SARs that were vested as of December 31, 2008 but which are currently unexercisable. These time-based SARs vested on October 10, 2008 in accordance with the SARs Plan. Amounts in this column also include performance-based SARs that vested on December 31, 2008 in accordance with the SARs Plan. Please see the footnote (2) below for a description of the vesting provisions of the performance-based SARs. None of the vested time-based SARs or vested performance-based SARs are currently exercisable pursuant to the SARs Plan. We do not award options to any of our employees. For additional information, refer to “– Compensation Discussion and Analysis – Compensation Elements – Long-Term Incentives – Stock Appreciation Rights.”
- (2) In 2008, the O&C Committee granted performance-based SARs to Named Executive Officers in the following amounts: Mr. Shapard: 1,875,000, Mr. Davis: 300,000, Ms. Jackson: 390,000 and Mr. Jenkins: 390,000. These SARs become vested as to 20% of the Oncor equity interests subject to such awards at the end of each of Oncor’s five fiscal years (which end each December 31) between 2008 and 2012, provided that Oncor meets specified financial targets. Even after vesting, these performance-based SARs do not become exercisable until certain events occur as described in the SARs Plan. On December 31, 2008, 20% of these performance-based SARs vested in accordance with the SARs Plan and are not included in this column. The amounts in this column include only those performance-based SARs that have not vested as of December 31, 2008. In the event we fail to meet a specified financial target in a given fiscal year, under certain circumstances the applicable award may vest in a subsequent year if cumulative targets including such year are met. For additional information, refer to “– Compensation Discussion and Analysis – Compensation Elements – Long-Term Incentives – Stock Appreciation Rights.”
- (3) The number of SARs awarded to each officer in 2008 was dependent in part upon the amount invested by such officer in Investment LLC pursuant to the Management Investment Opportunity. Mr. Trimble elected not to participate in the Management Investment Opportunity in 2008 and as a result received no SARs.

Table of Contents

The Management Investment Opportunity impacted the issuance of SARs under the Stock Appreciation Rights Plan. In order to be eligible to receive a SARs grant, the individual was required to participate in the Management Investment Opportunity. The number of SARs granted to the individual was based in part upon the size of the individual's investment in Investment LLC pursuant to the Management Investment Opportunity. For a more detailed discussion of the Management Investment Opportunity and SARs, please see "– Compensation Discussion and Analysis – Compensation Elements – Long-Term Incentives."

Table of Contents

The following table sets forth information regarding Oncor's participation in the EFH Corp. retirement plans that provide for benefits, in connection with, or following, the retirement of Named Executive Officers for the fiscal year ended December 31, 2008:

Pension Benefits – 2008

Name	Plan Name	Number of Years Credited Service (#) (1)	Present Value of Accumulated Benefit (\$)	Payments During Last Fiscal Year (\$)
Robert S. Shapard	EFH Retirement Plan	23.0833	243,592	—
	EFH Supplemental Retirement Plan	23.0833	317,549	—
Rob D. Trimble III	EFH Retirement Plan	35.2500	1,118,454	—
	EFH Supplemental Retirement Plan	35.2500	1,063,421	—
David M. Davis	EFH Retirement Plan	16.5000	234,164	—
	EFH Supplemental Retirement Plan	16.5000	86,541	—
Brenda L. Jackson	EFH Retirement Plan	33.1667	915,782	—
	EFH Supplemental Retirement Plan	33.1667	631,529	—
Charles W. Jenkins III	EFH Retirement Plan	32.6667	793,479	—
	EFH Supplemental Retirement Plan	32.6667	425,601	—

- (1) Accredited service for each of the plans is determined based on an employee's age and hire date. Employees hired prior to January 1, 1985 became eligible to participate in the plan the month after their completion of one year of service and attainment of age 25. Employees hired after January 1, 1985 became eligible to participate in the plan the month after their completion of one year of service and attainment of age 21. Once an employee becomes eligible to participate in the plan, he or she receives credit for the number of years and full calendar months that he or she is employed by EFH Corp. or one of its participating subsidiaries.

EFH Corp. and its participating subsidiaries, including Oncor, maintain the EFH Retirement Plan, which is qualified under applicable provisions of the Code and covered by ERISA. The EFH Retirement Plan contains both a traditional defined benefit component and a cash balance component. Only employees hired before January 1, 2002 may participate in the traditional defined benefit component. All new employees hired after January 1, 2002 are in the cash balance component. In addition, the cash balance component covers employees previously covered under the traditional defined benefit component who elected to convert the actuarial equivalent of their accrued traditional defined benefit to the cash balance component during a special one-time election opportunity effective in 2002.

Annual retirement benefits under the traditional defined benefit component, which applied during 2008 to Messrs. Trimble, Davis and Jenkins and to Ms. Jackson are computed as follows: for each year of accredited service up to a total of 40 years, 1.3% of the first \$7,800, plus 1.5% of the excess over \$7,800, of the participant's average annual earnings (base salary) during his or her three years of highest earnings. Under the cash balance component, which covers Mr. Shapard, a hypothetical account is established for participants and credited with monthly contribution credits equal to a percentage of the participant's compensation (3.5%, 4.5%, 5.5% or 6.5% depending on the participant's combined age and years of accredited service), plus interest credits based on the average yield of the 30-year Treasury bond for the 12 months ending November 30 of the prior year. Benefits paid under the traditional defined benefit component of the EFH Retirement Plan are not subject to any reduction for Social Security payments but are limited by provisions of the Code.

The EFH Supplemental Retirement Plan provides for the payment of retirement benefits, which would otherwise be limited by the Code or the definition of earnings under the EFH Retirement Plan. The EFH Supplemental Retirement Plan also provides for the payment of retirement compensation that is not otherwise payable under the EFH Retirement Plan that EFH Corp. or its participating subsidiaries, including Oncor, are obligated to pay under contractual arrangements. Under the EFH Supplemental Retirement Plan, retirement benefits are calculated in accordance with the same formula used under the EFH Retirement Plan, except that, with respect to calculating the portion of the EFH Supplemental Retirement Plan benefit attributable to service under the traditional defined benefit component of the EFH Retirement Plan, earnings also include Executive Annual Incentive Plan awards. These amounts are reported under the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table.

Table of Contents

The table set forth above illustrates present value on December 31, 2008 of each Named Executive Officer's EFH Retirement Plan benefit and benefits payable under the EFH Supplemental Retirement Plan, based on his or her years of service and remuneration through December 31, 2008. Benefits accrued under the EFH Supplemental Retirement Plan after December 31, 2004 are subject to Section 409A of the Code. Accordingly, certain provisions of the EFH Supplemental Retirement Plan have been modified in order to comply with the requirements of Section 409A and related guidance.

The present value of accumulated benefit for the traditional benefit component of the EFH Retirement Plan was calculated based on the executive's straight life annuity payable at the earliest age that unreduced benefits are available under the EFH Retirement Plan (generally age 62). Post-retirement mortality was based on the RP2000 Combined Healthy mortality table projected 10 years using scale AA. A discount rate of 6.90% was applied and no pre-retirement mortality or turnover was reflected.

The present value of accumulated benefit for the cash balance component of the EFH Retirement Plan was calculated as the value of the executive's cash balance account projected to age 65 at an assumed growth rate of 4.75% and then discounted back to December 31, 2008 at 6.90%. No mortality or turnover assumptions were applied.

Table of Contents

The following table sets forth information regarding plans that provide for the deferral of our Named Executive Officers' compensation on a basis that is not tax-qualified for the fiscal year ended December 31, 2008:

Nonqualified Deferred Compensation – 2008

Name	Executive Contributions in Last FY (\$)(1)	Registrant Contributions in Last FY (\$)(2)	Aggregate Earnings in Last FY (\$)	Aggregate Withdrawals/ Distributions (\$)(3)	Aggregate Balance at Last FYE (\$)(4)
Robert S. Shapard					
EFH Salary Deferral Program	52,000	52,000	(67,679)	—	218,994
Omnibus Plan	—	—	1,142	8,316,294	—
Rob D. Trimble III					
EFH Salary Deferral Program	27,750	27,750	2,191	—	882,453
Deferred and Incentive Compensation Plan	—	—	460	1,180,431	—
David M. Davis					
EFH Salary Deferral Program	18,400	18,400	(12,075)	—	227,192
Brenda L. Jackson					
EFH Salary Deferral Program	20,560	20,560	(210,148)	74,244	246,213
Deferred and Incentive Compensation Plan	—	—	405	1,039,367	—
Charles W. Jenkins III					
EFH Salary Deferral Program	23,788	23,788	1,548	—	199,776
Deferred and Incentive Compensation Plan	—	—	441	1,133,641	—

- (1) Amounts in this column represent salary deferrals pursuant to the EFH Salary Deferral Program and are included in the "Salary" amounts in the Summary Compensation Table above.
- (2) Amounts in this column represent company-matching awards pursuant to the EFH Salary Deferral Program and are included in the "All Other Compensation" amounts in the Summary Compensation Table above.
- (3) Amounts in this column represent with respect to the Deferred and Incentive Compensation Plan reflect amounts distributed in January 2008 as a result of the termination of the Deferred and Incentive Compensation Plan in connection with the Merger. Please see "Deferred and Incentive Compensation Plan" below for a more detailed discussion of this plan. Amounts in this column with respect to Mr. Shapard under the Omnibus Plan represent the January 2008 payment to Mr. Shapard in connection with the Omnibus Plan's termination. At the time of the Merger, all TXU Corp. common stock awards under the Omnibus Plan were vested and each share was exchanged for the per share cash consideration given to TXU Corp. stockholders in connection with the Merger. Participants in the Omnibus Plan, other than certain senior officers of EFH Corp. and its subsidiaries, including Mr. Shapard, received these cash payments at the closing of the Merger. Cash amounts relating to the accounts of these senior officers, including Mr. Shapard, were held in trust and distributed in January 2008.
- (4) Amounts in this column represent the balance of each Named Executive Officer's account in the EFH Salary Deferral Program.

The material terms of the EFH Salary Deferral Program and the Deferred and Incentive Compensation Plan are described below:

Table of Contents

Salary Deferral Program

Under the EFH Salary Deferral Program each employee of EFH Corp. and its participating subsidiaries, including Oncor, who is in a designated job level and whose annual salary is equal to or greater than an amount established under the EFH Salary Deferral Program (\$110,840 for the program year beginning January 1, 2008) may elect to defer up to 50% of annual base salary, and/or up to 100% of any bonus or incentive award. This deferral may be made for a period of seven years, for a period ending with the retirement of such employee, or for a combination thereof, at the election of the employee. Oncor makes a matching award, subject to forfeiture under certain circumstances, equal to 100% of up to the first 8% of salary deferred under the EFH Salary Deferral Program. These matching awards vest over seven years of continuous employment, or immediately upon a change of control.

Deferrals are credited with earnings or losses based on the performance of investment alternatives under the EFH Salary Deferral Program selected by each participant. At the end of the applicable maturity period, the trustee for the EFH Salary Deferral Program distributes the deferrals and the applicable earnings in cash as a lump sum or in annual installments at the participant's election made at the time of deferral. Oncor is financing the retirement option portion of the EFH Salary Deferral Program through the purchase of corporate-owned life insurance on the lives of participants. The proceeds from such insurance are expected to allow us to fully recover the cost of the retirement option.

Deferred and Incentive Compensation Plan

Certain of our executive officers were participants in the Deferred and Incentive Compensation Plan. The Deferred and Incentive Compensation Plan was offered until March 31, 2005, when the plan was closed to new participants and new deferrals by existing participants. Under the plan, executives were permitted to defer a percentage of their base salary not to exceed a maximum percentage determined by the O&C Committee for each plan year and in any event not to exceed 15% of the participant's base salary. Oncor then made a matching award equal to 150% of the participant's deferred salary. All contributions under the Deferred and Incentive Compensation Plan were placed in a trust. The trustee of the trust purchased TXU Corp. common stock with an amount of cash equal to each participant's deferred salary and matching award, and accounts were established for each participant containing performance units equal to such number of common shares. On the expiration of a five-year maturity period, the value of the participant's maturing accounts were paid in cash based upon the then-current value of the performance units. The Deferred and Incentive Compensation Plan was terminated in connection with the Merger, and all shares held by the trustee at that time were converted into cash. The cash held in trust was distributed to participants in January 2008.

Table of Contents**Potential Payments upon Termination or Change in Control**

The tables and narrative below provide information for payments to Oncor's Named Executive Officers (or, as applicable, enhancements to payments or benefits) in the event of termination including retirement, voluntary, for cause, death, disability, without cause or change in control.

In 2008, all of our executive officers were eligible to receive benefits under the terms of the EFH Change in Control Policy and the EFH Severance Plan, as discussed under "— Contingent Payments — Change in Control Policy" and "— Severance Plan," respectively. In addition to the provisions of those plans, the EFH Salary Deferral Program provides that all company-matching awards will become automatically vested in the event of a change in control.

Early retirement benefits under the EFH Retirement Plan are available to all of our employees upon their attainment of age 55 and achievement of 15 years of accredited service. Benefits under the EFH Supplemental Retirement Plan are subject to the same age and service restrictions, but are only available to our executive officers. As of December 31, 2008 Mr. Shapard and Mr. Davis were not eligible to retire because neither met the age and accredited service requirements. However, because Mr. Shapard participates in the cash balance component of the EFH Retirement Plan and the EFH Supplemental Retirement Plan, and because he has achieved 10 years of accredited service, he may withdraw his full account balances under each plan upon termination of his employment. Upon achievement of the age and service requirements, executive officers are entitled to receive their full account balance upon termination. No additional potential payments will be triggered by any termination of employment or change in control, and as a result no amounts are reported in the tables below for such plans. For a more detailed discussion of the retirement plans, please see the Pension Benefits table above and the narrative following the Pension Benefits table.

The named executive officers may receive certain payments upon their termination or a change of control pursuant to the EFH Salary Deferral Program. The amounts listed in the tables below regarding the EFH Salary Deferral Program only represent the immediate vesting of company matching contributions resulting from death, disability or the occurrence of a change in control. Previously vested amounts and contributions made to such plan by each named executive officer are disclosed in the Nonqualified Deferred Compensation table above. For a more detailed discussion of the EFH Salary Deferral Program, please see the Nonqualified Deferred Compensation table above and the narrative following the Nonqualified Deferred Compensation table.

In addition, the SARs Plan provides that certain SARs will become exercisable in the event of certain terminations of employment or a change of control. However, in the event any SARs became exercisable as of December 31, 2008, no payments would be owed to such officers as the base price of such SARs (\$10.00) would not exceed the fair market value of such SARs.

No executive officer is party to any employment or other agreement that provides for additional benefits upon a termination of employment or change in control.

The information below is presented assuming termination of employment and other information as of December 31, 2008.

Table of Contents**1. Mr. Shapard****Potential Payments to Mr. Shapard Upon Termination**

Benefit	Voluntary	For Cause	Death	Disability	Without Cause	Without Cause Or For Good Reason In Connection With Change in Control
Cash Severance	—	—	—	—	\$ 1,787,500	\$ 2,275,000
Executive Annual Incentive Plan	—	—	\$ 526,500	\$ 526,500	—	—
EFH Salary Deferral Program(1)	—	—	\$ 52,217	\$ 52,217	—	\$ 52,217
Health & Welfare						
- Medical/COBRA(2)	—	—	—	—	\$ 10,226	\$ 10,226
- Dental/COBRA(2)	—	—	—	—	\$ 951	\$ 951
Other						
- Outplacement Assistance	—	—	—	—	\$ 195,000	\$ 195,000
Totals	—	—	\$ 578,717	\$ 578,717	\$ 1,993,677	\$ 2,533,394

- (1) Amounts reported reflect the immediate vesting of company matching contributions resulting from death, disability or the occurrence of a change in control.
- (2) Amount reported is the difference between COBRA rates and employee rates for the period provided under the EFH Severance Plan and EFH Change in Control Policy.

Table of Contents**2. Mr. Trimble****Potential Payments to Mr. Trimble Upon Termination**

Benefit	Retirement	Voluntary	For Cause	Death	Disability	Without Cause Or For Good Reason	Without Cause Or For Good Reason In Connection With Change in Control
Cash Severance						\$ 514,063	\$ 514,063
Executive Annual Incentive Plan	\$ 197,438	—	—	\$ 197,438	\$ 197,438	—	—
EFH Salary Deferral Program(1)		—	—	\$ 27,075	\$ 27,075	—	\$ 27,075
Health & Welfare							
- Medical/COBRA (2)	—	—	—	—	—	\$ 7,944	\$ 7,944
- Dental/COBRA (2)	—	—	—	—	—	\$ 742	\$ 742
Other							
- Outplacement Assistance	—	—	—	—	—	\$ 75,000	\$ 75,000
- Split-Dollar Life Insurance(3)	\$ 33,361	—	—	\$ 1,595,000	\$ 33,361	\$ 33,361	\$ 33,361
Totals	\$ 230,799	—	—	\$ 1,819,513	\$ 257,874	\$ 631,110	\$ 658,185

- (1) Amounts reported reflect the immediate vesting of company matching contributions resulting from death, disability or the occurrence of a change in control.
- (2) Amount reported is the difference between COBRA rates and employee rates for the period provided under the EFH Severance Plan and EFH Change in Control Policy.
- (3) Amount reported, other than in the case of death, is the yearly premium and tax gross-up. Amount reported in the case of death is the death benefit payable by the insurance provider.

Table of Contents**3. Mr. Davis****Potential Payments to Mr. Davis Upon Termination**

Benefit	Voluntary	For Cause	Death	Disability	Without Cause Or For Good Reason	Without Cause Or For Good Reason In Connection With Change in Control
Cash Severance	—	—	—	—	\$ 325,750	\$ 325,750
Executive Annual Incentive Plan	—	—	\$ 97,350	\$ 97,350	—	—
EFH Salary Deferral Program(1)	—	—	\$ 14,810	\$ 14,810	—	\$ 14,810
Health & Welfare						
- Medical/COBRA(2)	—	—	—	—	\$ 11,999	\$ 11,999
- Dental/COBRA(2)	—	—	—	—	\$ 1,116	\$ 1,116
Other						
- Outplacement Assistance	—	—	—	—	\$ 45,000	\$ 45,000
Totals			\$ 112,160	\$ 112,160	\$ 383,865	\$ 398,675

- (1) Amounts reported reflect the immediate vesting of company matching contributions resulting from death, disability or the occurrence of a change in control.
- (2) Amount reported is the difference between COBRA rates and employee rates for the period provided under the EFH Severance Plan and EFH Change in Control Policy.

Table of Contents**4. Ms. Jackson****Potential Payments to Ms. Jackson Upon Termination**

Benefit	Retirement	Voluntary	For Cause	Death	Disability	Without Cause Or	Without Cause Or
						For Good Reason	For Good Reason In Connection With Change in Control
Cash Severance	—	—	—	—	—	\$ 359,800	\$ 359,800
Executive Annual Incentive Plan	\$ 101,772	—	—	\$ 101,772	\$ 101,772	—	—
EFH Salary Deferral Program (1)	—	—	—	\$ 18,233	\$ 18,233	—	\$ 18,233
Health & Welfare							
- Medical/COBRA(2)	—	—	—	—	—	\$ 3,630	\$ 3,630
- Dental/COBRA (2)	—	—	—	—	—	\$ 336	\$ 336
Other							
- Outplacement Assistance	—	—	—	—	—	\$ 38,550	\$ 38,550
- Split-Dollar Life Insurance(3)	\$ 29,431	—	—	\$ 1,420,000	\$ 29,431	\$ 29,431	\$ 29,431
Totals	\$ 131,203	—	—	\$ 1,540,005	\$ 149,436	\$ 431,747	\$ 449,980

- (1) Amounts reported reflect the immediate vesting of company matching contributions resulting from death, disability or the occurrence of a change in control.
- (2) Amount reported is the difference between COBRA rates and employee rates for the period provided under the EFH Severance Plan and EFH Change in Control Policy.
- (3) Amount reported, other than in the case of death, is the yearly premium and tax gross-up. Amount reported in the case of death is the death benefit payable by the insurance provider.

Table of Contents

5. Mr. Jenkins

Potential Payments to Mr. Jenkins Upon Termination

Benefit	Retirement	Voluntary	For Cause	Death	Disability	Without Cause Or For Good Reason	Without Cause Or For Good Reason In Connection With Change in Control
Cash Severance						\$ 333,033	\$ 333,033
Executive Annual Incentive Plan	\$ 113,098	—	—	\$ 113,098	\$ 113,098	—	—
EFH Salary Deferral Program (1)				\$ 27,341	\$ 27,341	—	\$ 27,341
Health & Welfare							
- Medical/COBRA(2)						\$ 11,953	\$ 11,953
- Dental/COBRA(2)						\$ 1,116	\$ 1,116
Other							
- Outplacement Assistance						\$ 41,250	\$ 41,250
- Split-Dollar Life Insurance(3)	\$ 19,263			\$ 1,200,000	\$ 19,263	\$ 19,263	\$ 19,263
Totals	\$ 132,361	—	—	\$ 1,340,439	\$ 159,702	\$ 406,615	\$ 433,956

- (1) Amounts reported reflect the immediate vesting of company matching contributions resulting from death, disability or the occurrence of a change in control.
- (2) Amount reported is the difference between COBRA rates and employee rates for the period provided under the EFH Severance Plan and EFH Change in Control Policy.
- (3) Amount reported, other than in the case of death, is the yearly premium and tax gross-up. Amount reported in the case of death is the death benefit payable by the insurance provider.

Table of Contents**Director Compensation**

The table below sets forth information regarding the aggregate compensation paid to the members of the current and former board of directors during the fiscal year ended December 31, 2008. Directors who are officers, or former officers, of Oncor and directors who are not independent directors, do not receive any fees for service as a director. Oncor reimburses all directors for reasonable expenses incurred in connection with their services as directors.

Name (1)	Fees Earned or Paid in Cash (\$)(1)	Total (\$)
Nora Mead Brownell	\$ 150,000	\$ 187,500
Thomas M. Dunning	\$ 150,000	\$ 187,500
Robert A. Estrada	\$ 150,000	\$ 187,500
Monte E. Ford(2)	\$ 150,000	\$ 150,000
William T. Hill, Jr.	\$ 150,000	\$ 187,500
Richard W. Wortham III	\$ 150,000	\$ 187,500
Richard C. Byers (3)	—	—
Jeffrey Liaw	—	—
Marc S. Lipschultz	—	—
Robert S. Shapard	—	—
Steven J. Zucchet (3)	—	—

- (1) Independent directors on our board of directors each receive a quarterly director's fee of \$37,500, which is paid in cash in arrears. In 2008, Ms. Brownell and Messrs. Dunning, Estrada, Hill and Wortham, each of whom was a member of our board of directors in 2007, also received an additional fee of \$37,500 in 2007 for their director services attributable to 2007. Non-independent directors do not receive any fees for serving on our board of directors. For a description of the independence standards applicable to our independent directors, please see "Certain Relationships and Related Transactions, and Director Independence."
- (2) Mr. Ford was appointed to the board of directors effective February 20, 2008.
- (3) Messrs. Byers and Zucchet were appointed to the board of directors effective November 5, 2008.

Table of Contents

Subsequent Developments – 2009 Equity and SARs Issuances

Eligible participants in the Equity Interests Plan include non-employee directors, and our board of directors has granted independent directors the option to participate in the Equity Interests Plan. None of our directors purchased Class B Interests in 2008. However, effective January 2009 four of our independent directors, Messrs. Dunning, Estrada, Ford and Wortham, purchased the following amounts of Class B Interests pursuant to the Equity Interests Plan: Dunning: 20,000, Estrada: 5,000, Ford: 20,000 and Wortham: 10,000. Similar to the Management Investment Opportunity, these Class B Interests were purchased at a price of \$10.00 per unit. In connection with their investments, these directors entered into director stockholder agreements and sale participation agreements. For a description of the material terms of these agreements, please see “Certain Relationships and Related Transactions, and Director Independence – Related Party Transactions – Agreements with Management and Directors.”

In connection with these investments, Oncor Holdings sold 55,000 of its equity interests in Oncor to Investment LLC at a price of \$10.00 per unit pursuant to the terms of a revolving stock purchase agreement. For a description of the revolving stock purchase agreement, please see “- Elements of Compensation – Long-Term Incentives – Equity Interests Plan and Management Investment Opportunity.”

On February 25, 2009, Oncor implemented the Oncor Electric Delivery Company LLC Director Stock Appreciation Rights Plan (Director SARs Plan). The O&C Committee has the authority to administer the Director SARs Plan and to make awards under the Director SARs Plan. The awards under the Director SARs Plan will have a base price equal to the fair market value per unit of Oncor’s limited liability company interests (LLC Units) on the date of the grant and will allow participants to participate in the economic equivalent of the appreciation of the LLC Units.

Under the SARs Plan, the O&C Committee may grant SARs, which SARs shall vest in equal quarterly installments over a two year period commencing on the grant date. All SARs become exercisable upon the occurrence of (1) termination of the director’s service to Oncor or certain specified entities for any reason other than for “cause” (as defined in the Director SARs Plan) in connection with or following a “change in control” (as defined in the Director SARs Plan); (2) except as otherwise provided in an award letter and subject to the participant’s continued service with Oncor on the date of the applicable event, vested SARs become exercisable as to the LLC Units subject to such vested SARs immediately prior to an “EFH realization event” (as defined in the SARs Plan) in the same proportion as EFH Corp. or certain associated persons realize liquidity in connection with such event; (3) except as otherwise provided in an award letter, upon the termination of the participant’s service with Oncor or certain specified entities for any reason other than for cause, any vested SARs will become exercisable with respect to (a) 100% of the LLC Units subject to such SARs in the event of a change in control or “liquidity event” (as defined in the Director SARs Plan), or (b) upon an EFH realization event, the same proportion as EFH Corp. or certain associated persons realize liquidity in connection with such event. In the event a participant’s services with Oncor or certain specified entities is terminated for cause, all SARs, whether or not vested, shall immediately expire without any entitlement to payment. In addition to the foregoing, Oncor’s board of directors and the O&C Committee have the right to accelerate vesting and exercisability of a participant’s award under the SARs Plan.

The SARs may be exercised in part or in full prior to their termination. Upon the exercise of an award, the participant will be entitled to receive a cash payment equal to the product of (1) the difference between the fair market value per LLC Unit on the date giving rise to the payment and the fair market value at the time of the award grant, and (2) the number of SARs exercised by the participant. In the event of an initial public offering of LLC Units or equity interests of a successor vehicle, the awards may be satisfied in equity interests of the public company, cash or a combination of both, at the election of Oncor’s board of directors.

Generally, awards under the Director SARs Plan terminate on the tenth anniversary of the grant, unless the participant’s service is earlier terminated. The Director SARs Plan will terminate on the later of November 5, 2018 or immediately following Oncor’s satisfaction of all of its payment obligations with respect to any outstanding awards, although Oncor’s board of directors does have the ability to terminate the plan earlier.

Table of Contents**Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED EQUITY HOLDER MATTERS****Equity Compensation Plan Information**

The following table presents information concerning the Equity Interest Plan as of February 27, 2009. For a discussion of the Equity Interests Plan and the securities issuable under the plan, please see "Directors, Executive Officers and Corporate Governance – Compensation Discussion & Analysis – Compensation Elements – Long-Term Incentives – Equity Interests Plan and Management Investment Opportunity."

	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	—	—	—
Equity compensation plans not approved by security holders	—	—	209,860
Total	—	—	209,860

Although our board of directors has adopted stock appreciation rights plans for members of management and directors, neither of these plans result in the issuance of equity. Rather, SARs issued under these plans give the holders the right to receive the economic value of the appreciation of Oncor's equity interests.

Table of Contents

Security Ownership of Equity Interests of Oncor of Certain Beneficial Owners and Management

The following table lists the number of limited liability company units (LLC Units) of Oncor beneficially owned by directors and current executive officers of Oncor and the holders of more than 5% of Oncor's LLC Units as of February 27, 2009.

Name	Amount and Nature of Beneficial Ownership	Percent of Class
Oncor Electric Delivery Holdings Company (1)	508,209,860	80.03%
Texas Transmission Investment LLC (2)	125,412,500	19.75%
The Goldman Sachs Group Inc. (3)	508,209,860	80.03%
TPG Capital, L.P. (4)	508,209,860	80.03%
Kohlberg Kravis Roberts & Co. L.P. (5)	508,209,860	80.03%
Name of Director or Executive Officer		
Nora Mead Brownell	—	—
Richard C. Byers	—	—
Don J. Clevenger (6)	1,377,640	(7)
David M. Davis (6)	1,377,640	(7)
Thomas M. Dunning (6)	1,377,640	(7)
Debra L. Elmer (6)	1,377,640	(7)
Robert A. Estrada (6)	1,377,640	(7)
Monte E. Ford (6)	1,377,640	(7)
James A. Greer (6)	1,377,640	(7)
William T. Hill, Jr.	—	—
Brenda L. Jackson (6)	1,377,640	(7)
Charles W. Jenkins III (6)	1,377,640	(7)
Jeffrey Liaw (4)	508,209,860	(7)
Marc S. Lipschultz (5)	508,209,860	(7)
Brenda J. Pulis (6)	1,377,640	(7)
Robert S. Shapard (6)	1,377,640	(7)
Rob D. Trimble III	—	—
Richard W. Wortham III (6)	1,377,640	(7)
Steven J. Zucchet	—	—
All directors and current executive officers as a group (19 persons)	509,587,500	80.25%

- Oncor Holdings beneficially owns 508,209,860 LLC Units of Oncor. The sole member of Oncor Holdings is Intermediate Holding, whose sole member is EFH Corp. The address of each of Oncor Holdings, Intermediate Holding and EFH Corp. is 1601 Bryan Street, Dallas, TX 75201. Texas Holdings beneficially owns 98.99% of the outstanding shares of EFH Corp. The sole general partner of Texas Holdings is Texas Energy Future Capital Holdings LLC (Texas Capital), which, pursuant to the Amended and Restated Limited Partnership Agreement of Texas Holdings, has the right to vote all of the EFH Corp. shares owned by Texas Holdings. The address of both Texas Holdings and Texas Capital is 301 Commerce Street, Suite 3300, Fort Worth, Texas 76102.

Table of Contents

2. Texas Transmission beneficially owns 125,412,500 LLC Units of Oncor. The sole member of Texas Transmission is Texas Transmission Holdings Corporation (TTHC). The address of each of Texas Transmission and TTHC is 1105 North Market Street, Suite 1300, Wilmington, DE 19801. BPC Health Corporation (BPC Health) and Borealis Power Holdings Inc. (Borealis Power) may be deemed, as a result of their ownership of 49.5% of the shares of Class A Common Stock of TTHC (Class A Shares) and 49.5% of the shares of Class B Common Stock of TTHC (Class B Shares), respectively, and certain provisions of TTHC's Shareholders Agreement, to have beneficial ownership of the 125,412,500 LLC Units owned by Texas Transmission. OMERS Administration Corporation (OAC) beneficially owns BPC Health and, therefore, OAC may also be deemed to have beneficial ownership of such LLC Units. Borealis Power is wholly-owned by Borealis Infrastructure Corporation and Borealis Management Trust owns 70% of the voting shares of Borealis Infrastructure Corporation. The trustee of Borealis Management Trust is Borealis Infrastructure Holdings Corporation and, therefore, Borealis Infrastructure Holdings Corporation may also be deemed to have beneficial ownership of such LLC Units. The address of OAC is One University Avenue, Suite 700, Toronto, Ontario M5J 2P1, Canada. The address of Borealis Infrastructure Holdings Corporation is 66 Wellington Street West, Suite 3600, Toronto, Ontario, M5K 1N6, Canada. Cheyne Walk Investment Pte Ltd (Cheyne Walk) may be deemed, as a result of its ownership of 49.5% of each of the Class A Shares and the Class B Shares, and certain provisions of TTHC's Shareholders Agreement, to have beneficial ownership of the 125,412,500 LLC Units owned by Texas Transmission. Government of Singapore Investment Corporation Pte Ltd (GIC) beneficially owns Cheyne Walk and therefore GIC may also be deemed have beneficial ownership of such LLC Units. The address of each of Cheyne Walk and GIC is 168 Robinson Road, #37-01, Capital Tower, Singapore 068912. Hunt Strategic Utility Investment, L.L.C. (Hunt Strategic) may be deemed, as a result of its ownership of 1% of each of the Class A Shares and the Class B Shares, and certain provisions of TTHC's Shareholders Agreement, to have beneficial ownership of the 125,412,500 LLC Units owned by Texas Transmission. Ray L. Hunt beneficially owns Hunt Strategic and therefore Hunt may also be deemed to have beneficial ownership of such LLC Units. The address of each of Hunt Strategic and Hunt is 1900 North Akard, Dallas, Texas 75201.
3. Includes the 508,209,860 equity interests owned by Oncor Holdings, over which GS Capital Partners VI Fund, L.P., GSCP VI Offshore TXU Holdings, L.P., GSCP VI Germany TXU Holdings, L.P., GS Capital Partners VI Parallel, L.P., GS Global Infrastructure Partners I, L.P., GS Infrastructure Offshore TXU Holdings, L.P. (GSIP International Fund), GS Institutional Infrastructure Partners I, L.P., Goldman Sachs TXU Investors L.P. and Goldman Sachs TXU Investors Offshore Holdings, L.P. (Goldman Entities) may be deemed, as a result of their ownership of 27.02% of Texas Capital's outstanding units and certain provisions of the Texas Capital LLC Agreement, to have shared voting or dispositive power. Affiliates of The Goldman Sachs Group, Inc. ("Goldman Sachs") are the general partner, managing general partner or investment manager of each of the Goldman Entities, and each of the Goldman Entities shares voting and investment power with certain of their respective affiliates. Each of Goldman Sachs and the Goldman Entities disclaims beneficial ownership of such shares of common stock except to the extent of its pecuniary interest therein. The address of each entity listed in this footnote is c/o Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004.
4. Includes the 508,209,860 equity interests owned by Oncor Holdings, over which TPG Partners V, L.P., TPG Partners IV, L.P., TPG FOF V-A, L.P. and TPG FOF V-B, L.P. (TPG Entities) may be deemed, as a result of their beneficial ownership of 27.01% of the outstanding units of Texas Capital's outstanding units and certain provisions of Texas Capital's Amended and Restated Limited Liability Company Agreement (Texas Capital LLC Agreement), to have shared voting or dispositive power. The ultimate general partners of the TPG Entities are TPG Advisors IV Inc. and TPG Advisors V Inc. David Bonderman and James Coulter are the sole shareholders and directors of TPG Advisors IV Inc. and TPG Advisors V Inc., and therefore, Messrs. Bonderman and Coulter, TPG Advisors IV Inc. and TPG Advisors V Inc. may each be deemed to beneficially own the LLC Units held by the TPG Entities. Mr. Liaw is a manager of Texas Capital and executive of TPG Capital, L.P. By virtue of his position in relation to Texas Capital and the TPG Entities, Mr. Liaw may be deemed to have beneficial ownership with respect to the LLC Units of Oncor owned by Oncor Holdings. Mr. Liaw disclaims beneficial ownership of such equity interests except to the extent of his pecuniary interest in those equity interests. The address of each entity and individual listed in this footnote is 301 Commerce Street, Suite 3300, Fort Worth, Texas 76102.

Table of Contents

5. Includes the 508,209,860 equity interests owned by Oncor Holdings, over which KKR 2006 Fund L.P., KKR PEI Investments, L.P., KKR Partners III, L.P. KKR North American Co-Invest Fund I L.P. and TEF TFO Co-Invest, LP (KKR Entities) may be deemed, as a result of their beneficial ownership of 37.05% of the outstanding units of Texas Capital and certain provisions of Texas Capital's LLC Agreement, to have shared voting or dispositive power. The KKR Entities disclaim beneficial ownership of any LLC Units in which they do not have a pecuniary interest. Mr. Lipschultz is a manager of Texas Capital and an executive of Kohlberg Kravis Roberts & Co. L.P. By virtue of his position in relation to Texas Capital and the KKR Entities, Mr. Lipschultz may be deemed to have beneficial ownership with respect to the Oncor LLC Units owned by Oncor Holdings. Mr. Lipschultz disclaims beneficial ownership of such LLC Units except to the extent of his pecuniary interest in those LLC Units. The address of each entity and individual listed in this footnote is c/o Kohlberg Kravis Roberts & Co. L.P., 9 West 57th Street, Suite 4200, New York, New York 10019.
6. Includes the 1,377,640 equity interests owned by Investment LLC, over which the management of Oncor may be deemed, as a result of their management of Oncor, the managing member of Investment LLC, to have shared voting or dispositive power. Each of Messrs. Clevenger, Davis, Dunning, Estrada, Ford, Greer, Jenkins, Shapard and Wortham and Messes. Elmer, Jackson and Pulis disclaims beneficial ownership of such equity interests except to the extent of their pecuniary interest in those equity interests. The address of each individual named in this footnote is c/o Oncor Management Investment LLC, c/o Oncor Electric Delivery Company LLC, 1601 Bryan Street, 22nd Floor, Dallas, Texas, 75201, Attn: Legal Department.
7. Less than 1% beneficial ownership.

Table of Contents

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Policies and Procedures Relating to Related Party Transactions

The Code of Conduct provides that our employees are expected to avoid conflicts of interest between their personal interests and those of Oncor. The Code of Conduct requires employees or members of their immediate families not to:

1. Receive compensation from, or have any financial interest in, a current or prospective supplier, customer, or competitor if that compensation or financial interest constitutes a conflict of interest for the employee, or
2. Own a significant financial interest in any business that supplies Oncor with a substantial amount of goods or services or where sales to Oncor are a substantial part of the other business's revenues.

Any exceptions must be approved by the employee's manager and/or supervisor in writing and a copy should be forwarded to the Chief Compliance Officer. Ownership of less than one percent of the securities of a corporation listed on a recognized stock exchange is not considered a significant financial interest for purposes of this policy.

Our Limited Liability Company Agreement also provides that we will maintain an arm's length relationship with EFH Corp., its successors, its subsidiaries and any individual or entity controlling or owning, directly or indirectly, more than 49% of our outstanding equity interests (collectively, the EFH Group Members), other than Oncor Holdings, Texas Transmission and each of their subsidiaries and only enter into transactions, other than certain specified transactions, with the EFH Group Members that are both (i) on a commercially reasonable basis, and (ii) if such transaction is material, approved by (a) a majority of the members of our board of directors, and (b) prior to a Trigger Event (as defined in our Limited Liability Company Agreement), the directors appointed by Texas Transmission, at least one of whom must be present and voting in order to approve the transaction.

The related person transactions described below under the heading "Related Party Transactions," were approved prior to the adoption of our Code of Conduct and the Limited Liability Company Agreement, but such transactions were approved by the entire board of directors of Oncor.

Related Party Transactions

Transactions with TCEH

Oncor records revenue from TCEH, principally for electricity delivery fees, which totaled \$1 billion for the year ended December 31, 2008, \$209 million for the period October 11, 2007 through December 31, 2007, \$823 million for the period January 1, 2007 through October 10, 2007 and \$1.1 billion for the year ended December 31, 2006.

Oncor records interest income from TCEH with respect to Oncor's generation-related regulatory assets, which have been securitized through the issuance of transition bonds by Oncor's bankruptcy-remote financing subsidiary. The interest income serves to offset Oncor's interest expense on the transition bonds. This interest income totaled \$46 million for the year ended December 31, 2008, \$11 million for the period October 11, 2007 through December 31, 2007, \$38 million for the period January 1, 2007 through October 10, 2007 and \$52 million for the year ended December 31, 2006.

Incremental amounts payable by Oncor related to income taxes as a result of delivery fee surcharges to its customers related to transition bonds are reimbursed by TCEH. Oncor's financial statements reflect a note receivable from TCEH of \$289 million (\$35 million reported as current in trade accounts and other receivables from affiliates) at December 31, 2008 and \$323 million (\$34 million reported as current in trade accounts and other receivables from affiliates) at December 31, 2007 related to these income taxes.

Table of Contents

Under Texas regulatory provisions, the trust fund for decommissioning the Comanche Peak nuclear generation facility (reported on TCEH's balance sheet) is funded by a delivery fee surcharge collected from REPs by Oncor and remitted to TCEH. These trust fund assets are established with the intent to be sufficient to fund the estimated decommissioning liability (also reported on TCEH's balance sheet). Income and expenses associated with the trust fund and the decommissioning liability recorded by TCEH are offset by a net change in the Oncor and TCEH intercompany receivable/payable, which in turn results in a change in Oncor's reported net regulatory asset/liability. At December 31, 2008, the excess of the decommissioning liability over the trust fund balance resulted in a regulatory asset of \$127 million. At December 31, 2007, the excess of the trust fund balance over the estimated decommissioning liability resulted in a regulatory liability of \$13 million.

Oncor held cash collateral of \$15 million on both December 31, 2008 and 2007 from TCEH related to interconnection agreements for three generation units being developed by TCEH. The collateral is reported in Oncor's balance sheet in other current liabilities.

Certain transmission and distribution utilities in Texas have tariffs in place to assure adequate credit worthiness of any REP to support the REP's obligation to collect securitization bond-related (transition) charges on behalf of the utility. Under these tariffs, as a result of TCEH's credit rating being below investment grade, TCEH is required to post collateral support in an amount equal to estimated transition charges over specified time periods. Accordingly, as of December 31, 2008 and 2007, TCEH had posted letters of credit in the amount of \$13 million and \$14 million, respectively, for the benefit of Oncor.

Tax-Sharing Agreement

Under the terms of a tax sharing agreement among Oncor, Oncor Holdings, Texas Transmission, Investment LLC and EFH Corp., Oncor is generally obligated to make payments to Texas Transmission, Investment LLC and EFH Corp., pro rata in accordance with their respective membership interests in Oncor, in an aggregate amount that is substantially equal to the amount of taxes that Oncor would have been required to pay if Oncor was a stand-alone corporation. See Note 1 to Financial Statements under "Income Taxes". Under the terms of this agreement, Oncor had amounts receivable from EFH Corp. related to income taxes due currently in respect of income of Oncor of \$21 million and \$29 million at December 31, 2008 and 2007, respectively. See Note 7 to Financial Statements regarding the tax sharing agreement.

Administrative Services

An EFH Corp. subsidiary charges Oncor for financial and certain other administrative services at cost. These costs, which are reported in operation and maintenance expenses, totaled \$24 million for the year ended December 31, 2008, \$6 million for the period October 11, 2007 through December 31, 2007, \$20 million for the period January 1, 2007 through October 10, 2007 and \$36 million for the year ended December 31, 2006.

Pension Plans and the OPEB Plan

Oncor is a participating employer in the EFH Retirement Plan, a defined benefit pension plan sponsored by EFH Corp., as well as the EFH Supplemental Retirement Plan for certain employees whose retirement benefits cannot be fully earned under the qualified EFH Retirement Plan.

Oncor also participates with EFH Corp. and certain other affiliated subsidiaries of EFH Corp. in the OPEB plan, which offers certain health care and life insurance benefits to eligible employees and their eligible dependents upon the retirement of such employees. Oncor makes contributions to EFH Corp. for both the pension plans and the OPEB plan. Contributions for such benefit plans for 2008 totaled \$77 million. For further information, see Note 16 to Financial Statements under "Pension and Other Postretirement Employee Benefits".

Table of Contents

Second Amended and Restated Limited Liability Company Agreement of Oncor

The Second Amended and Restated Limited Liability Company Agreement of Oncor (Limited Liability Company Agreement), among other things, sets out the members' respective governance rights in respect of their ownership interests in Oncor. Among other things, the Limited Liability Company Agreement provides for the management of Oncor by a board of directors consisting of 11 members, including at least six Independent Directors (as defined in Limited Liability Company Agreement), two directors designated directly or indirectly by Texas Transmission (subject to certain conditions), two directors designated indirectly by EFH Corp. and one director that is also an officer of Oncor. Texas Transmission also has the right to designate one non-voting observer to the board of directors, who is entitled to attend all meetings of the board of directors (subject to certain exceptions) and receive copies of all notices and materials provided to the board of directors.

The Limited Liability Company Agreement prohibits Oncor and its subsidiaries from taking certain material actions outside the ordinary course of business without prior approvals by the members, some or all of the Independent Directors and/or the directors designated by one or more of the members.

The Limited Liability Company Agreement also requires that any changes to Oncor's procedures and limitations on declaring and paying distributions be approved by (i) a majority of the Independent Directors, (ii) all of the EFH Corp. directors and (iii) the Texas Transmission director(s) present and voting, provided that at least one Texas Transmission director must be present and voting in order to approve such matter. In addition, any annual budget with an aggregate amount of capital and operating and maintenance expenditures that are more than 10% less than the capital and operating and maintenance expenditures in the annual budget for the immediately prior fiscal year must be approved by (a) a majority of the Independent Directors and (b) the Texas Transmission director(s) present and voting, provided that at least one Texas Transmission director must be present and voting in order to approve such action. Also, any acquisition of or investment in any third party which involves the purchase of or investment in assets located outside the State of Texas for consideration in an amount greater than \$1.5 billion must be approved by (a) a majority of the Independent Directors and (b) the Texas Transmission director(s) present and voting, provided that at least one Texas Transmission director must be present and voting in order to approve such action.

Additionally, the Limited Liability Company Agreement contains provisions regulating capital accounts of members, allocations of profits and losses and tax allocation and withholding.

Registration Rights Agreement

In November 2008, Oncor entered into a registration rights agreement (Registration Rights Agreement) by and among Oncor, Oncor Holdings, Texas Transmission and EFH Corp. The Registration Rights Agreement grants customary registration rights to certain members of Oncor. Subject to certain limitations set forth in the Registration Rights Agreement, these rights include, without limitation, the following: (i) the right of Oncor Holdings at any time, and after ten years from the date of the Registration Rights Agreement, the right of Texas Transmission, to demand Oncor register a specified amount of membership interests in accordance with the Securities Act of 1933, as amended; (ii) the right of both Oncor Holdings and Texas Transmission to demand registration of a specified amount of membership interests following an initial public offering; and (iii) the right of all members that are parties to the Registration Rights Agreement to have their membership interests registered in an Oncor securities offering (with certain exceptions) if Oncor proposes to file a registration statement relating to its membership interests.

Subject to certain exceptions, whenever Oncor is required to effect the registration of any membership interests pursuant to the Registration Rights Agreement, Oncor has agreed to use its best efforts to cause the applicable registration statement to become effective, and to keep each such registration statement effective until the earlier of (a) at least 180 days (or two years for a shelf registration statement) or (b) the time at which all securities registered under such registration statement have been sold.

Table of Contents

Investor Rights Agreement

The investor rights agreement dated as of November 5, 2008, by and among Oncor, Oncor Holdings, Texas Transmission, EFH Corp. and any other persons that subsequently become a party thereto (Investor Rights Agreement) governs certain rights of certain members of Oncor and EFH Corp. arising out of their direct or indirect ownership of Oncor membership interests, including, without limitation, transfers of Oncor membership interests and restrictions thereon. Among other transfer restrictions, the Investor Rights Agreement provides that, prior to the earlier of the completion of a qualified initial public offering or seven years from the date of the Investor Rights Agreement, Texas Transmission may transfer its Oncor membership interests only to certain permitted transferees or with the prior approval of Oncor Holdings. Following such time period, Texas Transmission may transfer its Oncor membership interests under a registration statement or pursuant to applicable securities laws. The Investor Rights Agreement also grants Texas Transmission certain "tag-along" rights in relation to certain sales of Oncor membership interests by Oncor Holdings. Subject to certain conditions, these "tag-along" rights allow Texas Transmission to sell a pro-rata portion of its Oncor membership interests in the event of a sale of Oncor membership interests by Oncor Holdings on the same terms as Oncor Holdings would receive for its Oncor membership interests. The agreement further provides that under certain offerings of equity securities occurring before an initial public offering of Oncor, Texas Transmission and Oncor Holdings will receive preemptive rights to purchase their pro-rata share of the equity securities to be sold pursuant to such offerings. The Investor Rights Agreement also provides EFH Corp. with a right of first refusal to purchase any Oncor membership interests to be sold in a permitted sale by Texas Transmission or its permitted transferees.

Additionally, Texas Holdings, EFH Corp., certain of EFH Corp.'s subsidiaries and Oncor Holdings have certain "drag-along" rights in relation to offers from third-parties to purchase their directly or indirectly owned membership interests in Oncor, where the resulting sale would constitute a change of control of Oncor. These "drag-along" rights compel Texas Transmission and all other members of Oncor to sell or otherwise transfer their membership interests in Oncor on substantially the same terms as Texas Holdings, EFH Corp., the EFH Corp. subsidiary or Oncor Holdings (as applicable). Pursuant to the Investor Rights Agreement, all members of Oncor that have entered into such agreement must cooperate with Oncor in connection with an initial public offering of Oncor.

Capgemini Arrangements

Oncor has a 19.5% limited partnership interest, with a carrying value of \$5 million and \$10 million at December 31, 2008 and 2007, respectively, in an EFH Corp. subsidiary holding principally software-related assets. Equity losses related to this interest are reported in other deductions and totaled \$4 million for the year ended December 31, 2008, \$1 million for the period October 11, 2007 through December 31, 2007, \$2 million for the period January 1, 2007 through October 10, 2007 and \$4 million for the year ended December 31, 2006. These losses primarily represent amortization of software assets held by the subsidiary.

Table of Contents

Transactions with the Sponsor Group

At the closing of the Merger, Oncor entered into a \$2 billion revolving credit facility with a syndicate of financial institutions and other lenders. The syndicate includes affiliates of GS Capital Partners, a member of the Sponsor Group. Affiliates of GS Capital Partners have from time to time engaged in commercial banking transactions with Oncor in the normal course of business.

Affiliates of the Sponsor Group have, and from time to time may, acquire debt or debt securities issued by Oncor in open market transactions or loan syndications. Goldman, Sachs & Co. and KKR Capital Markets LLC, each of which are affiliates of the Sponsor Group, acted as initial purchasers in Oncor's \$1.5 billion senior secured notes (Notes) private placement offering in September 2008. These affiliates received discounts customary to underwriters in connection with such types of transactions. In connection with the offering, Oncor entered into a registration rights agreement with Credit Suisse Securities (USA) LLC, Goldman, Sachs & Co., J.P. Morgan Securities Inc. and Lehman Brothers Inc., as representatives of the initial purchasers in the private placement. Pursuant to the registration statement Oncor agreed, subject to certain exceptions, to file a registration statement with the SEC with respect to a registered offer to exchange the Notes for publicly registered notes (Exchange Offer Registration Statement), or under certain circumstances, a shelf registration statement to cover resales of the Notes (Shelf Registration Statement). Oncor also agreed to file a registration statement containing a "market making prospectus" and to keep it effective, subject to certain exceptions, for a period of ten years after the issue date of the Notes. The market making prospectus is to be filed for the benefit of Goldman, Sachs & Co. or any of its affiliates and any other initial purchaser deemed by the SEC to be an affiliate of Oncor for purposes of Section 4(3) of the Securities Act. Oncor agreed to use commercially reasonable efforts to cause the Exchange Offer Registration Statement to be declared effective under the Securities Act no later than 270 days after the issue date of the Notes and to consummate the exchange offer no later than 315 days after the issue date of the Notes. Oncor agreed to use commercially reasonable efforts to cause any Shelf Registration Statement to become or be declared effective within the later of 180 days after such Shelf Registration Statement filing obligation arises or 270 days after the issue date of the Notes. If Oncor does not comply with certain of its obligations under the Registration Rights Agreement, the affected Notes will bear additional interest on the principal amount of the affected Notes at a rate of 0.50% per annum over the interest rate otherwise provided for under the Notes for the period during which the registration default continues, but not later than the second anniversary of the issue date of the Notes.

Agreements with Management and Directors

Each executive officer participating in the Management Investment Opportunity entered into a management stockholder's agreement and sale participation agreement with us. Each director that purchased Class B Interests of Investment LLC in 2009 entered into a director stockholder's agreement and a sale participation agreement with us.

Management Stockholder's Agreement

The management stockholder's agreement contains restrictions on the participant's ability to transfer any Class B Interests. Except in certain limited circumstances, any Oncor equity interests or Class B Interests beneficially owned by the participant will be non-transferable prior to the later of (1) October 10, 2012 or (2) with respect to certain interests, a "qualified public offering" (as defined in the management stockholder's agreement). In addition, the management stockholder's agreement gives the Company certain rights of first refusal in the event the participant attempts to sell any Oncor equity interests or Class B Interests after October 10, 2012, but prior to the earlier to occur of (1) a "change in control" (as defined in the management stockholder's agreement) or (2) consummation of a qualified public offering of Oncor.

In addition, the management stockholder's agreement gives us certain rights to repurchase the participant's Class B Interests (1) if the participant terminates his employment without "good reason" (as defined in the management stockholder's agreement) prior to October 10, 2012, at a price equal purchase price paid by the participant for the Class B Interests; or (2) if we terminate the participant's employment for cause (as defined in the management stockholder's agreement) or if the participant violates certain of his or her non-compete obligations, at a price equal to the lesser of the fair market value of the Class B Interests or the purchase price paid by the participant for the Class B Interests. The management stockholder's agreement also gives the participant or the participant's estate, as applicable, certain rights to compel the Company to repurchase its Oncor equity interests and Class B Interests upon the death or disability of the participant for a price equal to the fair market value of the Oncor equity interests and Class B Interests. Generally, these rights will terminate on the earlier of a change in control of Oncor or October 10, 2012.

Table of Contents

The management stockholder's agreement also provides that if the participant terminates his employment without good reason prior to October 10, 2012, we may redeem the vested SARs at a per unit purchase price equal to the excess, if any, of the fair market value over the base price of the SARs, less 20% of the excess. In addition, if the participant so terminates his employment, the participant must pay us 20% of the amount by which any cash payment received in respect of previously vested and exercised SARs exceeded the base price of those SARs. If the participant terminates his employment without good reason on or after October 10, 2012, we may redeem the vested SARs at a per unit purchase price equal to the excess, if any, of the fair market value over the base price of the SARs. Furthermore, the management stockholder's agreement provides that upon the death or disability of the participant, the participant or participant's estate, as applicable, will be entitled to receive, in exchange for the vested SARs, a cash payment equal to the product of (1) the excess, if any, of the fair market value over the base price of the SARs and (2) the number of SARs then credited to the participant. Generally, the rights described in this paragraph will terminate on the earlier of a change in control of Oncor or October 10, 2012.

Furthermore, the management stockholder's agreement provides that, subject to certain conditions, the participant will receive certain piggy-back rights to sell its Oncor equity interests and Class B Interests to Oncor if there is a proposed sale by the Sponsor Group or Texas Holdings of (1) the common stock of EFH Corp.; or (2) a sale of 50% or more of the outstanding partnership interests of Texas Holdings. Subject to certain conditions, the participant will also receive these rights if Oncor Holdings proposes to sell any of its Oncor equity interests. Additionally, the participant will be subject to certain drag-along rights in the event (1) Texas Holdings or a member of the Sponsor Group proposes to sell a number of shares of common stock of EFH Corp. or limited partnership interests of Texas Holdings equal to 50% or more of the outstanding shares of common stock of EFH Corp. or limited partnership interests of Texas Holdings, as applicable; or (2) Oncor Holdings proposes to sell 50% or more of the outstanding Oncor equity interests. Generally, the rights described in this paragraph will terminate on the earlier of a change in control of Oncor or October 10, 2012.

The management stockholder's agreement also contains certain non-compete provisions, including a restriction on the participant from engaging in a competing business during the term of the participant's employment with us and for 12 months following his or her termination of employment with us.

Director Stockholder's Agreement

The director stockholder's agreement contains restrictions on the participant's ability to transfer any Class B Interests. Until the earlier of a "qualified public offering" (as defined in the director stockholder's agreement), five years from the date of the agreement or the occurrence of a "change of control" (as defined in the director stockholder's agreement) in the event a director proposes to transfer any Oncor equity interests or Class B Interests, except in certain limited circumstances, such director must first offer such equity interests or Class B Interests to us or Investment LLC, as applicable.

Furthermore, the director stockholder's agreement provides that, subject to certain conditions, the participant will receive certain piggy-back rights to sell its Oncor equity interests and Class B Interests to Oncor if there is a proposed sale by the Sponsor Group or Texas Holdings of (1) the common stock of EFH Corp.; or (2) a sale of 50% or more of the outstanding partnership interests of Texas Holdings. Subject to certain conditions, the participant will also receive these rights if Oncor Holdings proposes to sell any of its Oncor equity interests. Additionally, the participant will be subject to certain drag-along rights in the event (1) Texas Holdings or a member of the Sponsor Group proposes to sell a number of shares of common stock of EFH Corp. or limited partnership interests of Texas Holdings equal to 50% or more of the outstanding shares of common stock of EFH Corp. or limited partnership interests of Texas Holdings, as applicable; or (2) Oncor Holdings proposes to sell 50% or more of the outstanding Oncor equity interests. Generally, the rights described in this paragraph will terminate on the earlier of a change in control of Oncor or five years from the date of the agreement.

Sale Participation Agreements

The sale participation agreements entered into by members of Oncor's management and board of directors in connection with their investments in Investment LLC give us, Oncor Holdings and certain of Oncor Holdings' investors drag-along rights in the event Oncor, Oncor Holdings or certain of Oncor Holdings' investors engage in certain corporate transactions in which they sell a direct or indirect equity interest in Oncor. In addition, the sale participation agreement give the participant tag-along rights in the event Oncor, Oncor Holdings or certain of Oncor Holdings' investors engage in certain corporate transactions in which they sell a direct or indirect equity interest in Oncor. The form of sale participation agreement entered into by management is identical to the form of sale participation agreement entered into by directors, except with respect to termination of the agreement. In the case of management, the rights described in this paragraph will terminate on the earlier of (a) a change in control of Oncor or (b) the later of (x) five years from the date of the agreement or (y) certain public offerings of Oncor's equity interests. In the case of directors, the rights described in this paragraph will terminate on the earlier of (a) a change in control of Oncor or (b) the later of (x) five years from the date of the agreement or (y) certain public offerings of Oncor's equity interests.

Table of Contents

Item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Deloitte & Touche LLP has been the independent auditor for Oncor since the Merger as well as prior to the Merger as a subsidiary of EFH Corp.

The board of directors of Oncor established an Audit Committee in December 2007 and appointed the Committee members in February 2008. Accordingly, during 2007 the Oncor board of directors had no operational Audit Committee of its own, but relied upon the Audit Committee of the board of directors of EFH Corp. In February 2008, the Oncor Audit Committee adopted a policy relating to the engagement of its independent auditor. This policy is substantially the same policy followed by the EFH Corp. Audit Committee with the exception of the standards of conduct that were added to ensure a common understanding regarding pertinent "separateness undertakings" included in Oncor's Limited Liability Company Agreement.

The policy provides that in addition to the audit of the financial statements, related quarterly reviews and other audit services, and providing services necessary to complete SEC filings, Oncor's independent auditor may be engaged to provide non-audit services as described herein. Prior to engagement, all services to be rendered by the independent auditor must be authorized by the Audit Committee in accordance with pre-approval procedures which are defined in the policy. The pre-approval procedures require:

1. the annual review and pre-approval by the Audit Committee of all anticipated audit and non-audit services, and
2. the quarterly pre-approval by the Audit Committee of services, if any, not previously approved and the review of the status of previously approved services.

The Audit Committee may also approve certain ongoing non-audit services not previously approved in the limited circumstances provided for in the SEC rules. All services performed in 2008 by Deloitte & Touche LLP, the member firms of Deloitte & Touche Tohmatsu and their respective affiliates (Deloitte & Touche) were pre-approved by the Oncor Audit Committee.

The policy defines those non-audit services which Oncor's independent auditor may also be engaged to provide as follows:

1. Audit-related services, including:
 - a. due diligence, accounting consultations and audits related to mergers, acquisitions and divestitures;
 - b. employee benefit plan and political action plan audits;
 - c. accounting and financial reporting standards consultation;
 - d. internal control reviews, and
 - e. attest services, including agreed-upon procedures reports that are not required by statute or regulation.
2. Tax-related services, including:
 - a. tax compliance,
 - b. general tax consultation and planning;
 - c. tax advice related to mergers, acquisitions, and divestitures, and
 - d. communications with and request for rulings from tax authorities.
3. Other services, including:
 - a. process improvement, review and assurance;
 - b. litigation and rate case assistance;
 - c. forensic and investigative services, and
 - d. training services.

Table of Contents

The policy prohibits Oncor from engaging its independent auditor to provide:

1. bookkeeping or other services related to Oncor's accounting records or financial statements;
2. financial information systems design and implementation services;
3. appraisal or valuation services, fairness opinions, or contribution-in-kind reports;
4. actuarial services;
5. internal audit outsourcing services;
6. management or human resources functions;
7. broker-dealer, investment advisor, or investment banking services;
8. legal and expert services unrelated to the audit, and
9. any other service that the Public Company Accounting Oversight Board determines, by regulation, to be impermissible.

In addition, the policy prohibits Oncor's independent auditor from providing tax or financial planning advice to any officer of Oncor.

The policy also contains the following standard of conduct for Oncor's independent auditor related to staffing and conducting its annual audit:

1. no member performing the audit of Oncor's financial statements will be under the direction of the lead member of such firm conducting the financial statement audit work for EFH Corp.;
2. the audit team will reach its own conclusions as to the sufficiency and adequacy of the audit procedures necessary to conduct the audit;
3. the audit team accepts the sole responsibility for the opinion on Oncor's financial statements;
4. the audit team may use other EFH Corp. auditors as a service provider;
5. the audit team may consider the EFH Corp. Sarbanes-Oxley Act compliance audit team as a service provider;
6. the audit team may consider the EFH Corp. tax compliance audit team as a service provider;
7. the audit team is not prohibited from sharing the results of its audit procedures or conclusions with the EFH Corp. audit team so that an opinion on the consolidated financial statements can be rendered;
8. Oncor's independent auditor shall be bound by the professional standards and the *Rules for the Accounting Profession* of the Texas State Board of Public Accountancy regarding confidentiality of client information;
9. the audit team will have a separate engagement letter with the Audit Committee and will render separate billings for audit work pursuant to such contract directly to a designated Oncor employee, and
10. the audit team will address its reports to Oncor's Audit Committee, board of directors and/or management as appropriate.

Compliance with the Audit Committee's policy relating to the engagement of Deloitte & Touche is monitored on behalf of the Audit Committee by Oncor's chief internal audit executive. Reports from Deloitte & Touche and the chief internal audit executive describing the services provided by the firm and fees for such services are provided to the Audit Committee no less often than quarterly.

Table of Contents

For the years ended December 31, 2008 and 2007, fees billed to Oncor by Deloitte & Touche were as follows:

	2008	2007(a)
Audit Fees. Fees for services necessary to perform the annual audit, review SEC filings, fulfill statutory and other attest service requirements and provide comfort letters and consents.	\$ 1,371,000	\$ 1,330,000
Audit-Related Fees. Fees for services including employee benefit plan audits, due diligence related to mergers, acquisitions and divestitures, accounting consultations and audits in connection with acquisitions, internal control reviews, attest services that are not required by statute or regulation, and consultation concerning financial accounting and reporting standards	280,000	12,000
Tax Fees. Fees for tax compliance, tax planning, and tax advice related to mergers and acquisitions, divestitures, and communications with and requests for rulings from taxing authorities.	160,000	—
All Other Fees. Fees for services including process improvement reviews, forensic accounting reviews and litigation and rate case assistance	—	—
Total	\$ 1,811,000	\$ 1,342,000

(a) Audit fees for 2007 increased \$380,000 from previously reported amounts due to payments made in 2008 related to 2007 activity.

Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

The consolidated financial statement schedules are omitted because of the absence of the conditions under which they are required or because the required information is included in the consolidated financial statements or notes thereto.

(b) Exhibits:

<u>Exhibits</u>	<u>Previously Filed* With File Number</u>	<u>As Exhibit</u>	
3(i)	Articles of Incorporation		
3(a)	333-100240 Form 10-Q (filed November 14, 2007)	3(a)	— Certificate of Formation of Oncor Electric Delivery Company LLC.
3(ii)	By-laws		
3(b)	333-100240 Form 10-Q (filed November 6, 2008)	3(a)	— Second Amended and Restated Limited Liability Company Agreement of Oncor Electric Delivery Company LLC, dated as of November 5, 2008, by and among Oncor Electric Delivery Holdings Company LLC, Texas Transmission Investment LLC and Oncor Management Investment LLC.
3(c)			— First Amendment to Second Amended and Restated Limited Liability Company Agreement of Oncor Electric Delivery Company LLC, entered into as of February 18, 2009, by and among Oncor Electric Delivery Holdings Company LLC, Texas Transmission Investment LLC and Oncor Management Investment LLC
(4)	Instruments Defining the Rights of Security Holders, Including Indentures.		
4(a)	333-100240 Form S-4 (filed October 2, 2002)	4(a)	— Indenture and Deed of Trust, dated as of May 1, 2002, between Oncor Electric Delivery Company LLC and The Bank of New York, as Trustee.
4(b)	1-12833 Form 8-K (filed October 31, 2005)	10.1	— Supplemental Indenture No. 1, dated October 25, 2005, to Indenture and Deed of Trust, dated as of May 1, 2002, between Oncor Electric Delivery Company LLC and The Bank of New York.
4(c)	333-100240 Form S-4 (filed October 2, 2002)	4(b)	— Officer's Certificate, dated May 6, 2002, establishing the terms of Oncor Electric Delivery Company LLC's 6.375% Senior Notes due 2012 and 7.000% Senior Notes due 2032.
4(d)	333-106894 Form S-4 (filed July 9, 2003)	4(c)	— Officer's Certificate, dated December 20, 2002, establishing the terms of Oncor Electric Delivery Company LLC's 6.375% Senior Notes due 2015 and 7.250% Senior Notes due 2033.

Table of Contents

<u>Exhibits</u>	<u>Previously Filed* With File Number</u>	<u>As Exhibit</u>	
4(e)	333-100240 Form 10-Q (filed May 15, 2008)	4(b)	— Supplemental Indenture No. 2, dated May 15, 2008, to Indenture and Deed of Trust, dated as of May 1, 2002, between Oncor Electric Delivery Company LLC and The Bank of New York.
4(f)	333-100242 Form S-4 (filed October 2, 2002)	4(a)	— Indenture (for Unsecured Debt Securities), dated as of August 1, 2002, between Oncor Electric Delivery Company LLC and The Bank of New York, as Trustee.
4(g)	333-100240 Form 10-Q (filed May 15, 2008)	4(c)	— Supplemental Indenture No. 1, dated May 15, 2008, to Indenture and Deed of Trust, dated as of August 1, 2002, between Oncor Electric Delivery Company LLC and The Bank of New York.
4(h)	333-100242 Form S-4 (filed October 2, 2002)	4(b)	— Officer's Certificate, dated August 30, 2002, establishing the terms of Oncor Electric Delivery Company LLC's 5% Debentures due 2007 and 7% Debentures due 2022.
4(i)	333-100240 Form 8-K (filed September 9, 2008)	4.1	— Officer's Certificate, dated September 8, 2008, establishing the terms of Oncor Electric Delivery Company LLC's 5.95% Senior Secured Notes due 2013, 6.80% Senior Secured Notes due 2018 and 7.50% Senior Secured Notes due 2038.
4(j)	333-100240 Form 8-K (filed September 9, 2008)	4.2	— Registration Rights Agreement, dated September 8, 2008, among Oncor Electric Delivery Company LLC and the representatives of the several initial purchasers of Oncor Electric Delivery Company LLC's 5.95% Senior Secured Notes due 2013, 6.80% Senior Secured Notes due 2018 and 7.50% Senior Secured Notes due 2038.
4(k)	333-100240 Form 10-Q (filed November 6, 2008)	4(c)	— Investor Rights Agreement, dated as of November 5, 2008, by and among Oncor Electric Delivery Company LLC, Oncor Electric Delivery Holdings Company LLC, Texas Transmission Investment LLC and Energy Future Holdings Corp.
4(l)	333-100240 Form 10-Q (filed November 6, 2008)	4(d)	— Registration Rights Agreement, dated as of November 5, 2008, by and among Oncor Electric Delivery Company LLC, Oncor Electric Delivery Holdings Company LLC, Energy Future Holdings Corp. and Texas Transmission Investment LLC.
4(m)	333-100240 Form 10-Q (filed May 15, 2008)	4(a)	— Deed of Trust, Security Agreement and Fixture Filing, dated as of May 15, 2008, by Oncor Electric Delivery Company LLC, as Grantor, to and for the benefit of The Bank of New York, as Collateral Agent.
4(n)			— First Amendment to Deed of Trust, dated as of March 2, 2009, by and between Oncor Electric Delivery Company LLC and The Bank of New York Mellon (formerly The Bank of New York) as Trustee and Collateral Agent.

Table of Contents

<u>Exhibits</u> (10)	<u>Previously Filed* With File Number</u> Material Contracts.	<u>As Exhibit</u>	
Management Contracts; Compensatory Plans, Contracts and Arrangements			
10(a)	333-100240 Form 10-K (2007) (filed March 31, 2008)	10(i)	— Oncor Electric Delivery Company LLC Non-employee Director Compensation Arrangement.
10(b)	333-100240 Form 8-K (filed November 24, 2008)	10.1	— Oncor Electric Delivery Company LLC Executive Annual Incentive Plan.
10(c)	1-12833 Form 10-K (2007) (filed March 31, 2008)	10(j)	— EFH Salary Deferral Program, as amended and restated, effective January 1, 2007.
10(d)	1-12833 Form 8-K (filed May 23, 2005)	10.7	— Energy Future Holdings Corp. 2005 Executive Severance Plan.
10(e)	1-12833 Form 8-K (filed May 23, 2005)	10.6	— Energy Future Holdings Corp. Executive Change in Control Policy.
10(f)	1-12833 Form 10-K (2005) (filed March 6, 2006)	10(gg)	— EFH Split Dollar Life Insurance Program, as amended and restated, executed March 2, 2006, effective as of May 20, 2005.
10(g)	1-12833 Form 10-K (2007) (filed March 31, 2008)	10(n)	— Amendment to the EFH Split Dollar Life Insurance Program, effective as of October 10, 2007.
10(h)	1-12833 Form 8-K (filed February 22, 2006)	10.5	— EFH Second Supplemental Retirement Plan, as amended and restated, dated February 16, 2006.
10(i)	1-12833 Form 8-K (filed February 22, 2006)	10.2	— EFH Deferred and Incentive Compensation Plan, as amended and restated, dated February 16, 2006.
10(j)	1-12833 Form 10-K (2007) (filed March 31, 2008)	10(h)	— Amendment to EFH Deferred and Incentive Compensation Plan Trust Agreement, dated October 5, 2007.
10(k)	333-100240 Form 8-K (filed February 23, 2009)	—	Form of Management Stockholder Agreement (Senior Management Form)

Table of Contents

<u>Exhibits</u>	<u>Previously Filed* With File Number</u>	<u>As Exhibit</u>	
10(l)			— Form of Director Stockholder's Agreement.
10(m)			— Form of Director Sale Participation Agreement.
10(n)			— Oncor Electric Delivery Company LLC Director Stock Appreciation Rights Plan.
10(o)			— Form of Stock Appreciation Rights Award Letter pursuant to the Director Stock Appreciation Rights Plan.
10(p)			— 2008 Equity Interests Plan for Key Employees of Oncor Electric Delivery Company LLC and its affiliates.
10(q)			— Form of Sale Participation Agreement (Management Form)
10(r)			— Oncor Electric Delivery Company LLC Stock Appreciation Rights Plan.
10(s)			— Form of Stock Appreciation Rights Award Letter pursuant to the Stock Appreciation Rights Plan.
Credit Agreement			
10(t)	333-100240 Form 10-Q (filed November 14, 2007)	10(a)	— \$2,000,000,000 Revolving Credit Agreement, dated as of October 10, 2007, among Oncor Electric Delivery Company LLC, as the borrower, the several lenders from time-to-time parties thereto, JPMorgan Chase Bank, N.A., as administrative agent, fronting bank and swingline lender, Citibank, N.A., as syndication agent and fronting bank, Credit Suisse, Cayman Islands Branch, Goldman Sachs Credit Partners L.P., Lehman Commercial Paper Inc., Morgan Stanley Senior Funding, Inc. as co-documentation agents, J.P. Morgan Securities Inc., Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, Goldman Sachs Credit Partners L.P., Lehman Brothers Inc. and Morgan Stanley Senior Funding, Inc. as joint lead arrangers and bookrunners.
Other Material Contracts			
10(u)	1-12833 Form 10-K (2007) (filed March 31, 2008)	10(eee)	— Stipulation as approved by the PUC in Docket No. 34077.
10(v)	1-12833 Form 10-K (2007) (filed March 31, 2008)	10(fff)	— Amendment to Stipulation Regarding Section 1, Paragraph 35 and Exhibit B in Docket No. 34077.
10(w)	1-12833 Form 10-K (2005) (filed March 6, 2006)	10(ss)	— Extension and Modification of Settlement Agreement executed on January 27, 2006, by and among Oncor Electric Delivery Company LLC and Steering Committee of cities served by Oncor Electric Delivery Company LLC, on behalf of the cities listed therein.

Table of Contents

Exhibits	Previously Filed* With File Number	As Exhibit	
10(x)	1-12833 Form 10-K (2005) (filed March 6, 2006)	10(t)	— Agreement to Resolve Outstanding Franchise Issues executed on January 27, 2006, by and among Oncor Electric Delivery Company LLC and Steering Committee of cities served by Oncor Electric Delivery Company LLC, on behalf of the cities listed therein.
10(y)	333-100240 Form 10-K (2004) (filed March 23, 2005)	10(i)	— Agreement, dated as of March 10, 2005, by and between Oncor Electric Delivery Company LLC and TXU Energy Company LLC allocating to Oncor Electric Delivery Company LLC the pension and post-retirement benefit costs for all Oncor Electric Delivery Company LLC employees who had retired or had terminated employment as vested employees prior to January 1, 2002.
10(z)	333-100240 Form 10-Q (filed August 14, 2008)	10(a)	— Agreement of Purchase and Sale of Network and Related Equipment, dated as of April 30, 2008, by and between CURRENT Communications of Texas, L.P., Oncor and CURRENT Group, LLC.
10(aa)	333-100240 Form 10-Q (filed August 14, 2008)	10(b)	— First Amendment to the Agreement of Purchase and Sale of Network and Related Equipment dated as of May 8, 2008, by and between CURRENT Communications of Texas, L.P., Oncor and CURRENT Group, LLC.
10(bb)	333-100240 Form 8-K (filed August 13, 2008)	10.1	— Contribution and Subscription Agreement, dated as of August 12, 2008, by and between Oncor and Texas Transmission Investment LLC.
10(cc)	333-100240 Form 10-Q (filed November 6, 2008)	10(b)	— Amended and Restated Tax Sharing Agreement, dated as of November 5, 2008, by and among Oncor Electric Delivery Company LLC, Oncor Electric Delivery Holdings Company LLC, Oncor Management Investment LLC, Texas Transmission Investment LLC and Energy Future Holdings Corp.
10(dd)	1-12833 Form 10-Q (filed August 6, 2004)	10(l)	— Master Framework Agreement dated May 17, 2004 by and between Oncor Electric Delivery Company LLC and CapGemini Energy LP.
(12)	Statement Regarding Computation of Ratios.		
12(a)			— Computation of Ratio of Earnings to Fixed Charges, and Ratio of Earnings to Combined Fixed Charges and Preference Dividends.
(21)	Subsidiaries of the Registrant.		
21(a)			— Subsidiaries of Oncor Electric Delivery Company LLC
(31)	Rule 13a - 14(a)/15d - 14(a) Certifications.		
31(a)			— Certification of Robert S. Shapard, chairman of the board and chief executive officer of Oncor Electric Delivery Company LLC, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Table of Contents

<u>Exhibits</u>	<u>Previously Filed* With File Number</u>	<u>As Exhibit</u>	
31(b)			— Certification of David M. Davis, vice president and chief financial officer of Oncor Electric Delivery Company LLC, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
(99)	Additional Exhibits.		
99(a)	333-91935 Form S-3 (filed July 1, 2003)	99(a)	— Financing Order.
99(b)	333-91935 Form S-3 (filed July 1, 2003)	99(b)	— Internal Revenue Service Private Letter Ruling pertaining to the transition bonds, dated May 21, 2002.
99(c)	333-91935 Form S-3 (filed July 1, 2003)	99(c)	— Internal Revenue Service Private Letter Ruling pertaining to the transition bonds, dated February 18, 2000.

* Incorporated herein by reference.

Table of Contents**SIGNATURES**

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

ONCOR ELECTRIC DELIVERY COMPANY LLC

Date: March 2, 2009

By /s/ Robert S. Shapard
(Robert S. Shapard, Chairman of the Board and Chief Executive)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of Oncor Electric Delivery Company LLC and in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ ROBERT S. SHAPARD</u> (Robert S. Shapard, Chairman of the Board and Chief Executive)	Principal Executive Officer and Director	March 2, 2009
<u>/s/ DAVID M. DAVIS</u> (David M. Davis, Vice President and Chief Financial Officer)	Principal Financial Officer	March 2, 2009
<u>/s/ RICHARD C. HAYS</u> (Richard C. Hays, Controller)	Principal Accounting Officer	March 2, 2009
<u>/s/ NORA MEAD BROWNELL</u> (Nora Mead Brownell)	Director	March 2, 2009
<u>/s/ RICHARD C. BYERS</u> (Richard C. Byers)	Director	March 2, 2009
<u>/s/ THOMAS M. DUNNING</u> (Thomas M. Dunning)	Director	March 2, 2009
<u>/s/ ROBERT A. ESTRADA</u> (Robert A. Estrada)	Director	March 2, 2009
<u>/s/ MONTE E. FORD</u> (Monte E. Ford)	Director	March 2, 2009
<u>/s/ WILLIAM T. HILL, JR.</u> (William T. Hill, Jr.)	Director	March 2, 2009
<u>/s/ JEFFREY LIAW</u> (Jeffrey Liaw)	Director	March 2, 2009
<u>/s/ MARC S. LIPSCHULTZ</u> (Marc S. Lipschultz)	Director	March 2, 2009
<u>/s/ RICHARD W. WORTHAM III</u> (Richard W. Wortham III)	Director	March 2, 2009
<u>/s/ STEVEN J. ZUCCHET</u> (Steven J. Zucchet)	Director	March 2, 2009

Table of Contents

**Supplemental Information to be Furnished with Reports Filed
Pursuant to Section 15(d) of the Act by Registrants Which Have Not Registered
Securities Pursuant to Section 12 of the Act**

No annual report, proxy statement, form of proxy or other proxy soliciting material has been sent to security holders of Oncor Electric Delivery Company LLC during the period covered by this Annual Report on Form 10-K for the fiscal year ended December 31, 2008.

**AMENDMENT NO. 1 TO
SECOND AMENDED AND RESTATED
LIMITED LIABILITY COMPANY AGREEMENT
OF
ONCOR ELECTRIC DELIVERY COMPANY LLC**

This Amendment No. 1 to Second Amended and Restated Limited Liability Company Agreement of ONCOR ELECTRIC DELIVERY COMPANY LLC (the "Amendment") is entered into as of February 18, 2009 by ONCOR ELECTRIC DELIVERY HOLDINGS COMPANY LLC, a Delaware limited liability company (the "Initial Member"), TEXAS TRANSMISSION INVESTMENT LLC, a Delaware limited liability company (the "Minority Member"), and ONCOR MANAGEMENT INVESTMENT LLC, a Delaware limited liability company (the "Management Member") and collectively with the Initial Member and the Minority Member, the "Parties"). Capitalized terms used and not otherwise defined herein have the meanings set forth in the LLC Agreement (as defined below)

RECITALS

WHEREAS, the Parties are each members of Oncor Electric Delivery Company LLC, a Delaware limited liability company (the "Company"); and

WHEREAS, the Parties entered into that certain Second Amended and Restated Limited Liability Company Agreement of Oncor Electric Delivery Company LLC, entered into as of November 5, 2008 (the "Agreement"); and

WHEREAS, the Parties desire to amend and restate Section 17 (d)(ii) of the Agreement.

NOW, THEREFORE, in consideration of the mutual promises and subject to the terms and conditions herein set forth, the Parties agree as follows.

AGREEMENT

1. Amendment. Section 17(d)(ii) of the Agreement is hereby amended and restated to read as follows:

other than any distribution made pursuant to Section 17(c) (including, for greater certainty, the Proceeds Distributions), the Company shall not make any distribution to the Members to the extent that the amount of such proposed distribution, plus the sum of all prior distributions made at any time following the first business day after October 10, 2007 (the "Reference Date"), other than any distribution made pursuant to Section 17(c) (including, for greater certainty, the Proceeds Distributions), by the Company to the Members, exceeds the cumulative net income of the Company (determined in accordance with GAAP, as modified

by applicable orders of the Public Utility Commission of Texas) for the period beginning on the Reference Date to the date of such proposed distribution; provided, however, that the restriction on distributions set forth in this Section 17(d)(ii) shall cease to apply and shall be of no further force or effect on and after January 1, 2013;

2. Full Force and Effect. Except as specifically amended and modified hereby, the Agreement shall remain in full force and effect.

3. Counterparts. This Amendment may be executed in several counterparts, each of which is an original and all of which constitute one and the same instrument.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned, intending to be legally bound hereby, have duly executed this Amendment effective as of the 18th day of February, 2009.

**ONCOR ELECTRIC DELIVERY
HOLDINGS COMPANY LLC**

By: /s/ Robert S. Shapard
Name: Robert S. Shapard
Title: Chairman and CEO

**TEXAS TRANSMISSION
INVESTMENT LLC**

By: TEXAS TRANSMISSION HOLDINGS CORPORATION,
its sole Member

By: /s/ Steven Zucchet

Name: Steven Zucchet

Title: Senior Vice President

4

**TEXAS TRANSMISSION
INVESTMENT LLC**

By: TEXAS TRANSMISSION HOLDINGS CORPORATION,
its sole Member

By: /s/ Stuart Baldwin

Name: /s/ Stuart Baldwin

Title: Senior Vice President