

TXU Corp. Exhibits to Form 10-K for the Fiscal Year Ended December 31, 2006

APPENDIX B

| <u>Exhibits</u> | <u>Previously Filed*</u> <u>With File</u> <u>Number</u> | <u>As</u> <u>Exhibit</u> | |
|-----------------|--|-----------------------------|--|
| (2) | Plan of Purchase, Sale, Reorganization, Arrangement, Liquidation, or Succession | | |
| 2(a) | 1-12833 Form 8-K (filed February 26, 2007) | 2.1 | — Agreement and Plan of Merger, dated February 25, 2007, by and among TXU Corp., Texas Energy Future Holdings Limited Partnership and Texas Energy Future Merger Sub Corp |
| (3(i)) | Articles of Incorporation. | | |
| 3(a) | 1-12833 Form 8-K (filed May 19, 2006) | 3.1 | — Restated Certificate of Formation of TXU Corp., dated May 19, 2006 |
| (3(ii)) | By-laws. | | |
| 3(b) | 1-12833 Form 8-K (filed December 27, 2006) | 3.1 | — Restated Bylaws of TXU Corp., effective December 20, 2006. |
| (4) | Instruments Defining the Rights of Security Holders, Including Indentures.** | | |
| | TXU Corp. | | |
| 4(a) | 1-12833 Form 10-K (1997) (filed March 27, 1998) | 4(ff) | — Indenture, dated as of January 1, 1998, relating to TXU Corp.'s 6.375% Series C Exchange Notes. |
| 4(b) | 1-12833 Form 10-K (1997) (filed March 27, 1998) | 4(hh) | — Officer's Certificate establishing the terms of TXU Corp.'s Series C Exchange Notes. |
| 4(c) | 333-110125 Form S-3 (filed October 31, 2003) | 4(g) | — Indenture (For Unsecured Debt Securities Series N), dated as of July 1, 2003, between TXU Corp. and The Bank of New York, as trustee. |
| 4(d) | 333-110125 Form S-3 (filed October 31, 2003) | 4(h) | — Officer's Certificate, dated July 15, 2003, establishing the terms of the Floating Rate Convertible Senior Notes due 2033. |
| 4(e) | 1-12833 Form 10- K (2005) (filed March 16, 2005) | 4(o) | — Indenture (For Unsecured Debt Securities Series O), dated as of November 1, 2004, between TXU Corp. and The Bank of New York. TXU Corp.'s Indentures for its Series P, Q and R Senior Notes are not being filed as they are substantially similar to this Indenture. |
| 4(f) | 1-12833 Form 10- K (2005) (filed March 16, 2005) | 4(p) | — Officers' Certificate, dated November 26, 2004, establishing the terms of TXU Corp.'s 4.80% Series O Senior Notes due November 15, 2009. |
| 4(g) | 1-12833 Form 10- K (2005) (filed March 16, 2005) | 4(q) | — Officers' Certificate, dated November 26, 2004, establishing the terms of TXU Corp.'s 5.55% Series P Senior Notes due November 15, 2014. |

| <u>Exhibits</u> | Previously Filed* With File Number | As Exhibit | |
|--------------------------------------|---|-----------------------|--|
| 4(h) | 1-12833 Form 10-K (2005) (filed March 16, 2005) | 4(r) | — Officers' Certificate, dated November 26, 2004, establishing the terms of TXU Corp.'s 6.50% Series Q Senior Notes due November 15, 2024. |
| 4(i) | 1-12833 Form 10-K (2005) (filed March 16, 2005) | 4(s) | — Officers' Certificate, dated November 26, 2004, establishing the terms of TXU Corp.'s 6.55% Series R Senior Notes due November 15, 2034. |
| TXU Electric Delivery Company | | | |
| 4(j) | 333-100240 Form S-4 (filed October 2, 2002) | 4(a) | — Indenture and Deed of Trust, dated as of May 1, 2002, between TXU Electric Delivery Company and The Bank of New York, as Trustee. |
| 4(k) | 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 TXU Electric Delivery Company and The Bank of New York. |
| 4(l) | 333-100240 Form S-4 (filed October 2, 2002) | 4(b) | — Officer's Certificate, dated May 6, 2002, establishing the terms of TXU Electric Delivery Company's 6.375% Senior Notes (formerly Senior Secured Notes) due 2012 and 7.000% Senior Notes (formerly Senior Secured Notes) due 2032. |
| 4(m) | 333-106894 Form S-4 (filed July 9, 2003) | 4(c) | — Officer's Certificate, dated December 20, 2002, establishing the terms of TXU Electric Delivery Company's 6.375% Senior Notes (formerly Senior Secured Notes) due 2015 and 7.250% Senior Notes (formerly Senior Secured Notes) due 2033. |
| 4(n) | 333-100242 Form S-4 (filed October 2, 2002) | 4(a) | — Indenture (for Unsecured Debt Securities), dated as of August 1, 2002, between TXU Electric Delivery Company and The Bank of New York, as Trustee. |
| 4(o) | 333-100242 Form S-4 (filed October 2, 2002) | 4(b) | — Officer's Certificate, dated August 30, 2002, establishing the terms of TXU Electric Delivery Company's 5% Debentures due 2007 and 7% Debentures due 2022. |
| TXU Energy Company LLC | | | |
| 4(p) | 333-108876 Form S-4 (filed September 17, 2003) | 4(a) | — Indenture (For Unsecured Debt Securities), dated as of March 1, 2003, between TXU Energy Company LLC and The Bank of New York. |
| 4(q) | 333-108876 Form S-4 (filed September 17, 2003) | 4(b) | — Officer's Certificate, dated March 11, 2003, establishing the terms of TXU Energy Company's 6.125% Senior Notes due 2008 and 7.000% Senior Notes due 2013. |
| (10) | Material Contracts. | | |
| | Management Contracts. | | |
| 10(a) | 1-12833 Form 10-K (2003) (filed March 15, 2004) | 10(j) | — Employment Agreement, dated February 21, 2004, by and between C. John Wilder and TXU Corp. |

| <u>Exhibits</u> | <u>Previously Filed* With File Number</u> | <u>As Exhibit</u> | |
|-----------------|--|-----------------------|--|
| 10(b) | 1-12833 Form 8-K (filed June 24, 2005) | 10.1 | — First Amendment, dated June 21, 2005, to the Employment Agreement, dated February 21, 2004, between C. John Wilder and TXU Corp. |
| 10(c) | 1-12833 Form 8-K (filed August 18, 2005) | 10.2 | — Employment Agreement, dated October 11, 2004, by and between TXU Energy Company LLC and James Burke. |
| 10(d) | 1-12833 Form 10-K (2004) (filed March 16, 2005) | 10(l) | — Employment Agreement, dated May 14, 2004, by and between David Campbell and TXU Corp. |
| 10(e) | 1-12833 Form 10-Q (Quarter ended March 31, 2006) (filed May 5, 2006) | 10(a) | — Election of David P. Poole as Executive Vice President and General Counsel of TXU Corp. |
| 10(f) | 1-12833 Form 10-Q (Quarter ended March 31, 2006) (filed May 5, 2006) | 10(b) | — Employment Agreement of David P. Poole, Executive Vice President and General Counsel of TXU Corp. |
| 10(g) | | | — Employment Agreement, dated August 2, 2004, by and between Jonathan A. Siegler and TXU Corp. |
| 10(h) | | | — Summary of Additional Employment Arrangements between Jonathan A. Siegler and TXU Corp. |
| 10(i) | | | — Summary of Employment Arrangement between T.L. Baker and TXU Corp. |
| 10(j) | | | — Summary of Employment Arrangement between M. Rizwan Chand and TXU Corp. |
| 10(k) | | | — Summary of Employment Arrangement between Michael P. Childers and TXU Corp. |
| 10(l) | | | — Summary of Employment Arrangement between Mike Greene and TXU Corp. |
| 10(m) | | | — Summary of Employment Arrangement between Mike McCall and TXU Energy Company. |
| 10(n) | | | — Summary of Employment Arrangement between Charles R. Enze and TXU Corp. |
| 10(o) | | | — Summary of Consulting Arrangement between Kirk Oliver and TXU Corp. |
| 10(p) | 1-12833 Form 8-K (filed February 22, 2006) | 10.6 | — Determination of the Organization and Compensation Committee of the Board of Directors of TXU Corp., dated February 15, 2006 |
| 10(q) | 1-12833 Form 8-K (filed April 6, 2006) | 10.1 | — Form of Non-Disclosure, Non-Solicitation and Non-Competition Agreement |

| <u>Exhibits</u> | <u>Previously Filed*</u> <u>With File</u> <u>Number</u> | <u>As</u> <u>Exhibit</u> | |
|-----------------|---|-----------------------------|---|
| | Benefit Plans. | | |
| 10(r) | 1-12833 Form 8-K (filed May 19, 2006) | 10.1 | — TXU Corp. Non-employee Director Compensation Arrangements |
| 10(s) | 1-12833 Form 8-K (filed May 19, 2006) | 10.2 | — TXU Deferred Compensation Plan for Outside Directors, as amended and restated, dated May 18, 2006. |
| 10(t) | 1-12833 Form 8-K (filed February 22, 2006) | 10.2 | — TXU Deferred and Incentive Compensation Plan, as amended and restated, dated February 16, 2006. |
| 10(u) | | | — TXU Executive Annual Incentive Plan, as amended and restated, executed December 29, 2006 to be effective as of January 1, 2006. |
| 10(v) | 1-12833 Form 10-K (2005) (filed March 6, 2006) | 10(r) | — TXU Corp. 2005 Omnibus Incentive Plan, as amended and restated, effective as of February 16, 2006. |
| 10(w) | 1-12833 Form 8-K (filed February 22, 2006) | 10.1 | — TXU Salary Deferral Program, as amended and restated, dated February 16, 2006. |
| 10(x) | 1-12833 Form 8-K (filed February 22, 2006) | 10.4 | — TXU Deferred Compensation Plan for Directors of Subsidiaries, as amended and restated, dated February 16, 2006. |
| 10(y) | 1-12833 Form 10-K (2002) (filed March 12, 2003) | 10(e) | — TXU Long-Term Incentive Compensation Plan, as amended and restated, effective May 10, 2002 (“LTICP”). |
| 10(z) | 1-12833 Form 8-K (filed January 6, 2005) | 10.1.1 | — Form of Performance Unit Award Agreement, by and between TXU Corp. and LTICP Participant (“Unit Award Agreement”). |
| 10(aa) | 1-12833 Form 8-K (filed January 6, 2005) | 10.1.2 | — Form of Amendment to Unit Award Agreement, dated December 31, 2004, by and between TXU Corp. and LTICP Participant. |
| 10(bb) | 1-12833 Form 8-K (filed January 6, 2005) | 10.1.3 | — Form of Addendum to Unit Award Agreement, by and between TXU Corp. and LTICP Participant. |
| 10(cc) | 1-12833 Form 8-K (filed January 6, 2005) | 10.2 | — Form of Restricted Stock Award Agreement, by and between TXU Corp. and LTICP Participant (Performance-Based). |
| 10(dd) | 1-12833 Form 8-K (filed January 6, 2005) | 10.3 | — Form of Restricted Stock Award Agreement, by and between TXU Corp. and LTICP Participant (Chairman Agreement). |
| 10(ee) | 1-12833 Form 8-K (filed January 6, 2005) | 10.4 | — Form of Restricted Stock Award Agreement, by and between TXU Corp. and LTICP Participant (Time-Based). |

| <u>Exhibits</u> | <u>Previously Filed* With File Number</u> | <u>As Exhibit</u> | |
|---------------------------|--|------------------------------|--|
| 10(ff) | 1-12833 Form 8-K (filed June 16, 2006) | 10.1 | — Form of Amended and Restated Performance Unit Award Agreement, by and between TXU Corp. and Participant (Unit Award: adjusted 0% to 175%) |
| 10(gg) | 1-12833 Form 8-K (filed May 23, 2005) | 10.2 | — Form of Amended and Restated Performance Unit Award Agreement, by and between TXU Corp. and Participant (Unit I Award: adjusted 0% to 200%) |
| 10(hh) | 1-12833 Form 8-K (filed May 23, 2005) | 10.4 | — Performance Unit Award Agreement, by and between TXU Corp. and C. John Wilder. |
| 10(ii) | 1-12833 Form 8-K (filed June 16, 2006) | 10.3 | — Form of Performance Unit Award Agreement, by and between TXU Corp. and Participant (Unit I Award). |
| 10(jj) | 1-12833 Form 8-K (filed June 16, 2006) | 10.4 | — Form of Performance Unit Award Agreement, by and between TXU Corp. and Participant (Unit II Award). |
| 10(kk) | 1-12833 Form 8-K (filed June 16, 2006) | 10.5 | — Form of Performance Unit Award Agreement, by and between TXU Corp. and Participant (Unit III Award). |
| 10(ll) | 1-12833 Form 8-K (filed May 23, 2005) | 10.7 | — TXU Corp. 2005 Executive Severance Plan. |
| 10(mm) | 1-12833 Form 8-K (filed May 23, 2005) | 10.6 | — TXU Corp. Executive Change in Control Policy. |
| 10(nn) | 1-12833 Form 10-K (2005) (filed March 6, 2006) | 10(gg) | — TXU Split Dollar Life Insurance Program, as amended and restated, executed March 2, 2006, effective as of May 20, 2005. |
| 10(oo) | 1-12833 Form 8-K (filed February 22, 2006) | 10.5 | — TXU Second Supplemental Retirement Plan, as amended and restated, dated February 16, 2006. |
| Credit Agreements. | | | |
| 10(pp) | 1-12833 Form 8-K (filed April 1, 2005) | 10(a) | — \$3.5 billion Amended and Restated Credit Agreement, dated March 31, 2005, by and among TXU Energy Company LLC and TXU Electric Delivery Company and JPMorgan Chase Bank, N.A., Citibank, N.A., Wachovia Bank, National Association, Bank of America N.A., Calyon New York Branch and certain other lenders party thereto. |
| 10(qq) | 1-12833 Form 10-Q (Quarter ended September 30, 2004) (filed November 5, 2004) | 10(c) | — \$500 million Credit Agreement, dated as of November 4, 2004, between TXU Energy Company LLC and Wachovia Bank, National Association. |

| <u>Exhibits</u> | <u>Previously Filed* With File Number</u> | <u>As Exhibit</u> | |
|-----------------|---|-----------------------|---|
| 10(rr) | 1-2833 Form 8-K (filed August 18, 2005) | 10.1 | — \$1.0 billion Revolving Credit Agreement, dated August 12, 2005, by and among TXU Electric Delivery Company, TXU Energy Company LLC, Citibank, N.A., JPMorgan Chase Bank, N.A., Calyon New York Branch, Deutsche Bank AG New York Branch and Wachovia Bank, National Association and certain other lenders party thereto. |

Other Material Contracts.

| | | | |
|--------|--|--------|---|
| 10(ss) | 1-12833 Form 10-Q (Quarter ended June 30, 2004) (filed August 6, 2004) | 10(k) | — Agreement and Plan of Merger by and between TXU Gas Company and Atmos Energy Corporation, dated June 17, 2004. |
| 10(tt) | 1-12833 Form 10-Q (Quarter ended September 30, 2004) (filed November 5, 2004) | 10(a) | — Guaranty, dated October 1, 2004, from TXU Corp. to Atmos Energy Corporation. |
| 10(uu) | 1-12833 Form 10-Q (Quarter ended June 30, 2004) (filed August 6, 2004) | 10(l) | — Master Framework Agreement, dated May 17, 2004, by and between TXU Electric Delivery Company and CapGemini Energy LP. |
| 10(vv) | 1-12833 Form 10-Q (Quarter ended June 30, 2004) (filed August 6, 2004) | 10(m) | — Master Framework Agreement, dated May 17, 2004, by and between TXU Energy Company LLC and CapGemini Energy LP. |
| 10(ww) | 1-12833 Form 10-K (2002) (filed March 12, 2003) | 10(w) | — Stipulation and Joint Application for Approval of Settlement as approved by the PUC in Docket Nos. 21527 and 24892. |
| 10(xx) | 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 TXU Electric Delivery Company and Steering Committee of cities served by TXU Electric Delivery Company, on behalf of the cities listed therein. |
| 10(yy) | 1-12833 Form 10-K (2005) (filed March 6, 2006) | 10(tt) | — Agreement to Resolve Outstanding Franchise Issues executed on January 27, 2006, by and among TXU Electric Delivery Company and Steering Committee of cities served by TXU Electric Delivery Company, on behalf of the cities listed therein. |
| 10(zz) | 1-12833 Form 10-K (2003) (filed March 15, 2004) | 10(qq) | — Lease Agreement, dated as of February 14, 2002, between State Street Bank and Trust Company of Connecticut, National Association, as owner trustee of ZSF/Dallas Tower Trust, a Delaware grantor trust, as Lessor and TXU Properties Company, a Texas corporation, as Lessee (Energy Plaza Property). |

| <u>Exhibits</u> | <u>Previously Filed* With File Number</u> | <u>As Exhibit</u> | |
|------------------------|--|------------------------------|--|
| 10(aaa) | 1-12833 Form 10-K (2003) (filed March 15, 2004) | 10(rr) | — Guaranty Agreement, dated February 14, 2002, by TXU Corp. in favor of State Street Bank and Trust Company of Connecticut, National Association, as owner trustee of ZSF/Dallas Tower Trust, a Delaware grantor trust, as Lessor. |
| 10(bbb) | 1-12833 Form 10-K (2003) (filed March 15, 2004) | 10(ss) | — Additional Guaranty Agreement, dated November 19, 2002, by TXU Energy Company LLC in favor of State Street Bank and Trust Company of Connecticut, National Association, as owner trustee of ZSF/Dallas Tower Trust, a Delaware grantor trust, as Lessor. |
| 10(ccc) | 1-12833 Form 10-K (2004) (filed March 16, 2005) | 10(xx) | — Settlement Agreement, dated January 27, 2005, between TXU Corp. and certain other parties thereto regarding the settlement of certain claims related to TXU Europe. |
| 10(ddd) | 1-12833 Form 10-K (2004) (filed March 16, 2005) | 10(yy) | — Memorandum of Understanding, dated January 20, 2005, regarding the settlement of certain shareholder claims made against TXU Corp. |
| 10(eee) | 1-12833 Form 10-Q (Quarter ended June 30, 2006) (filed August 7, 2006) | 10(j) | — Master Framework Agreement by and between TXU Electric Delivery Company and InfrastruX Energy Services Group LP, dated June 25, 2006. |
| 10(fff) | 1-12833 Form 10-Q (Quarter ended June 30, 2006) (filed August 7, 2006) | 10(l) | — Field Services Agreement by TXU Electric Delivery and InfrastruX Energy Services Group LP, dated June 24, 2006. |
| 10(ggg) | 1-12833 Form 10-Q (Quarter ended September 30, 2006) (filed November 9, 2006) | 10(a) | — Form of Purchase Order by and between TXU Generation Development Company LLC and The Babcox and Wilcox Company, effective as of June 5, 2006 (confidential treatment has been requested for portions of this exhibit). |
| 10(hhh) | 1-12833 Form 10-Q (Quarter ended September 30, 2006) (filed November 9, 2006) | 10(c) | — Form of Purchase Order by and between TXU Generation Development Company LLC and Alstom Power Inc., effective as of September 21, 2006 (confidential treatment has been requested for portions of this exhibit). |
| 10(iii) | | | — Amended and Restated Transaction Confirmation by TXU Generation Development Company LLC, dated February 2007 (confidential treatment has been requested for portions of this exhibit). |
| 10(jjj) | | | — Transaction Confirmation by TXU Generation Development Company LLC, dated February 2007 (confidential treatment has been requested for portions of this exhibit). |

| <u>Exhibits</u> | <u>Previously Filed*</u> <u>With File</u> <u>Number</u> | <u>As</u> <u>Exhibit</u> | |
|-----------------|--|-----------------------------|--|
| 10(kkk) | 1-12833 Form 10-Q (Quarter ended September 30, 2006) (filed November 9, 2006) | 10(d) | — Deed of Trust, Assignment of Rents, Security Agreement, Financing Statement and Fixture Filing, dated as of August 28, 2006, regarding the Big Brown Lien. |
| (12) | Statement Regarding Computation of Ratios. | | |
| 12 | | | — 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 | | | — Subsidiaries of TXU Corp. |
| (23) | Consents of Experts. | | |
| 23(a) | | | — Consent of Deloitte & Touche LLP, Independent Auditors for TXU Corp. |
| (31) | Rule 13a - 14(a)/15d - 14(a) Certifications. | | |
| 31(a) | | | — Certification of C. John Wilder, principal executive officer of TXU Corp., pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31(b) | | | — Certification of David A. Campbell, acting principal financial officer of TXU Corp., pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| (32) | Section 1350 Certifications. | | |
| 32(a) | | | — Certification of C. John Wilder, principal executive officer of TXU Corp., pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32(b) | | | — Certification of David A. Campbell, acting principal financial officer of TXU Corp., pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| (99) | Additional Exhibits. | | |
| 99(a) | Post-Effective Amendment No. 1 to 33-55408 Form S-3 (filed July, 1993) | 99(b) | — Agreement dated as of January 30, 1990, between TU Electric and Tex-La Electric Cooperative of Texas, Inc. |

* Incorporated herein by reference.

** Certain instruments defining the rights of holders of long-term debt of the registrant's subsidiaries included in the financial statements filed herewith have been omitted because the total amount of securities authorized thereunder does not exceed 10 percent of the total assets of the registrant and its subsidiaries on a consolidated basis. Registrant hereby agrees, upon request of the SEC, to furnish a copy of any such omitted instrument.

TXU CORP.
Certificate Pursuant to Section 302
of Sarbanes – Oxley Act of 2002
CERTIFICATION OF CEO

I, C. John Wilder, certify that:

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

Date: March 1, 2007

/s/ C. John Wilder

Signature: C. John Wilder
Title: Chairman, President and CEO

TXU CORP.
Certificate Pursuant to Section 302
of Sarbanes – Oxley Act of 2002
CERTIFICATION OF CFO

I, David A. Campbell, certify that:

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

Date: March 1, 2007

/s/ David A. Campbell

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

