

PART III

Item 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

Information with respect to this item will be found under the headings Election of Directors, Independence of Directors, Meetings of the Board and Its Committees, Corporate Governance Documents and Section 16(a) Beneficial Ownership Reporting Compliance in the definitive proxy statement to be delivered in connection with TXU Corp.'s annual shareholders' meeting, which is expected to be filed by TXU Corp. with the SEC on or about April 26, 2007. Additional information with respect to Executive Officers of TXU Corp. is found in Part I, Item 4.

Item 11. EXECUTIVE COMPENSATION

Information with respect to this item will be found in the definitive proxy statement to be delivered in connection with TXU Corp.'s annual shareholders' meeting under the headings:

- Election of Directors;
- Compensation Discussion and Analysis;
- Summary Compensation Table;
- Grants of Plan-Based Awards;
- Outstanding Equity Awards at Fiscal Year-End;
- Option Exercises and Stock Vested;
- Pension Benefits;
- Nonqualified Deferred Compensation;
- Potential Payments Upon Termination or Change in Control;
- Director Compensation; and
- Organization and Compensation Committee Report.

The definitive proxy statement is expected to be filed by TXU Corp. with the SEC on or about April 26, 2007.

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table presents information concerning stock-based compensation plans as of December 31, 2006. (See Note 22 to Financial Statements.)

	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted-average exercise price of outstanding options, warrants and rights	(c) Number of securities remaining available for future issuance under equity compensation plans, excluding securities reflected in column (a)
Equity compensation plans approved by security holders	4,250,340(1)	N/A	19,151,807(2)
Equity compensation plans not approved by security holders	—	N/A	—
	<u>4,250,340(1)</u>	<u>N/A</u>	<u>19,151,807(2)</u>

- (1) Amount includes 2,825,613 shares representing outstanding target awards under the Long-Term Incentive Compensation Plan (LTIP) and 1,424,727 shares representing outstanding target awards under the Omnibus Incentive Compensation Plan (OICP). The LTIP and OICP awards can pay out at 0% to either 175% or 200% of the initial grant, for a total of up to 8,612,956 shares.
- (2) Represents shares under the LTIP and OICP. Shares may be newly issued or purchased on the open market. (See Note 22 to Financial Statements.)

TXU Gas Company (TXU Gas) Option Plan — As part of the acquisition of ENSERCH Corporation (subsequently TXU Gas) by TXU Corp., options to purchase shares of ENSERCH Corporation common stock that were granted under the ENSERCH Corporation 1991 Stock Incentive Plan were converted into options to purchase shares of TXU Corp. common stock. All options were granted on or before August 5, 1997 and expired on or before February 16, 2006. No further options may be granted under this plan.

Summary — Other information with respect to this item is found under the heading Beneficial Ownership of Common Stock of the Company in the definitive proxy statement to be delivered in connection with TXU Corp.’s annual shareholders’ meeting, which is expected to be filed by TXU Corp. with the SEC on or about April 26, 2007.

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

There are no reportable transactions with related persons, promoters or control persons. Information with respect to transactions, relationships or arrangements with members of TXU Corp.’s board of directors will be included under the heading “Independence of Directors” in the definitive proxy statement to be delivered in connection with TXU Corp.’s annual shareholders’ meeting, which is expected to be filed by TXU Corp. with the SEC on or about April 26, 2007.

Item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Information with respect to this item will be found under the heading Selection of Independent Auditor in the definitive proxy statement to be delivered in connection with TXU Corp.’s annual shareholders’ meeting, which is expected to be filed by TXU Corp. with the SEC on or about April 26, 2007.