

TXU CORP.

FINANCE COMMITTEE CHARTER

Purposes of the Committee

The principle purposes of the Finance Committee (Committee) of the Board of Directors (Board) of TXU Corp. (Company) are to:

1. Review and recommend to the Board major financial undertakings and policies and corporate financing plans; and
2. Assist the Board in fulfilling its fiduciary responsibilities relating to the Company's financial policies, plans and programs.

Structure and Composition of the Committee

As soon as practicable after the annual meeting of shareholders each year, the Board, on recommendation of the Nominating and Governance Committee, shall appoint the members of the Committee to serve for the ensuing twelve months or until their successors shall be duly appointed and qualified. Committee members may be removed by the Board. Unless the Chair is appointed by the Board, the Committee members shall designate a Chair by majority vote of the Committee.

The Committee shall be comprised of such number of directors of the Company as the Board may from time to time determine.

Meetings of the Committee

The Committee shall meet as often as may be deemed necessary or appropriate in its judgment and shall meet periodically in executive session without management. The Chair or a majority of the members of the Committee may call meetings of the Committee upon reasonable notice to all members of the Committee. A majority of the Committee members shall constitute a quorum for the transaction of business. The Committee may meet in person or telephonically and may act by unanimous written consent. The Committee shall report to the Board from time to time, as circumstances may dictate.

Authority and Responsibilities of the Committee

The Committee shall have the authority to retain and terminate any consultant for the Committee and shall have authority to approve the consultant's fees and other retention terms. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Committee shall have the

resources and funding necessary or appropriate for the Committee to discharge its duties and responsibilities as set forth in this Charter and as required by applicable law and regulations.

The Committee may form and delegate authority to subcommittees as it may deem necessary.

The Committee shall:

1. Review and recommend to the Board for its consideration major financial undertakings and policies.
2. Review the Company's financial forecasts including anticipated capital expenditures, operations and maintenance expenses and earnings.
3. Review the Company's financing plans and recommend to the Board for its consideration any proposed issuance of securities by the Company, guaranties by the Company and other major financial transactions.
4. Review and discuss with management investment policies, funding and investment results of trustee benefit plans.
5. Make reports to the Board with respect to its activities.
6. Review and reassess the adequacy of its Charter at least annually and recommend to the Board any proposed amendments.
7. Annually review its own performance.

The Committee shall also perform any other activities consistent with this Charter, the Company's bylaws and governing law, as the Committee or the Board may, from time to time, deem necessary or appropriate.