

TXU Analyst Conference Fort Worth, Texas May 22, 2001

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This presentation contains forward looking statements, which are subject to various risks and uncertainties. Discussion of factors that could cause actual results to differ materially from management's current projections, forecasts, estimates and expectations is contained in the company's SEC filings. In addition to the factors set forth in the company's SEC filings, other factors which could affect the forward looking statements contained in this presentation include prevailing government policies on environmental, tax or accounting matters, regulatory actions, weather conditions, unanticipated population growth or decline and changes in market demand and demographic patterns, changing competition for customers including the deregulation of the U.S. electric utility industry and the entry of new competitors, pricing and transportation of crude oil, natural gas and other commodities, financial market conditions including unanticipated changes in interest rates, rates of inflation, or foreign exchange rates, unanticipated changes in operating expenses and capital expenditures, legal and administrative proceedings and settlements, inability of the various counterparties to meet their obligations with respect to financial instruments, and changes in technology used and services offered by TXU Corp.



Portfolio and Trading Risk Management

Mike McNally

Trading Philosophies



Trading serves as the mechanism which converts market obligations and supply resources into claims that can be cleared in markets. Trading:

- develops regional expertise and knowledge
- provides the building blocks for developing products for customers
- creates price discovery for commercial decisions
- is profitable on a <u>net</u> basis
- will mandate strict adherence to control policies

Trading Activities "Single Portfolio View"



- Trading Around Assets: Marketing assets and obligations
- Portfolio Optimization: Mixing, decomposing, and rebundling various positions in a portfolio to create additional value
- Position Management: Strategies related to entering new trades to cover existing trades or reduce risk profile
- Opportunistic Trading: Trading to capitalize on the temporary inefficiencies of markets

Functional Accountabilities to Support Trading



Front Office

Market Entry

Deal Origination

Negotiation

Trade Execution

Performance Management

Middle Office

Analysis and Structuring

Proprietary Models

Forward Curves

Views of the Future

Deal Capture

Risk Measurement

Trading Compliance

Credit Risk

Back Office

Accounting

Cash Management



Portfolio and Trading Risk Management

Paul Marsh

Risk - Some Basic Rules



- Assume Murphy's Law does apply "think the unthinkable"
- Be paranoid "the world is out to get you"
- Beware of Greeks and PhD's
- Look wider than trading

..... be worried



Risk Principles



- Business ownership
- Transparency and visibility
- Independent verification and assurance
- Clear authority and tolerance limits
- Consolidation globally

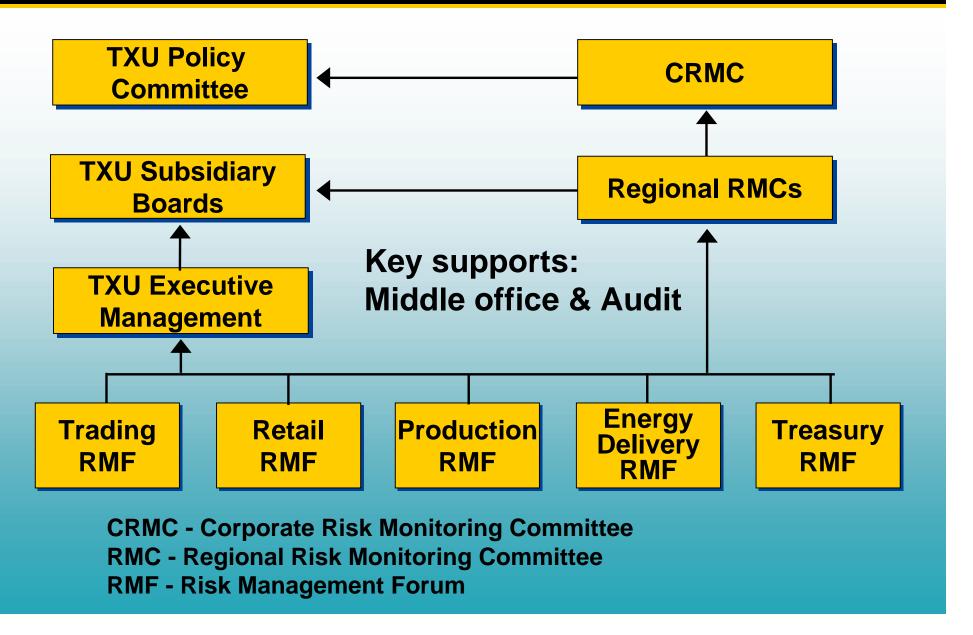
Risk Management - Key Components



- Governance and reporting structure
 - Document policies and procedures
- Risk limit structure and tolerance
- Market risk measures
- Credit risk
- Processes and methodologies
 - Information Technology infrastructure

Governance and Reporting Structure





Risk Focus of RMCs and RMFs



- Price
- Quantity and shape
- Location ("Basis")
- Capacity availability
- Liquidity
- Volatility
- Proprietary models

- Credit
- Financing
- Currency and interest rates
- Rogue trader
- Physical assets
- Fuel delivery

Our Risk Metrics



Two key measures are used:

- 12-month rolling cash flow at risk
- Total portfolio value at risk*
- Measures are subject to limits

In addition, two risk processes are followed:

- Earnings at risk process
- A strategic planning risk/return assessment process
- Limits are not applicable

*Basis also for risk / return analysis and capital allocation

Cash Flow at Risk



Assumptions

- Rolling 12 month time frame
- Margin calls*
- Regulatory issues*

Positions

 All transactions (ie. Retail / Generation / structured deals) in book that generate or consume cash over the next 12 months.



Outcomes

worst case

 Distribution of cash flows over the next 12 months

Cash flows

- Exception reporting for monthly peaks & troughs
- Input to financial cash forecasting
- Input to earnings at risk process

Variables

- Forward curves
- Plant performance
- Customer growth

Management Actions

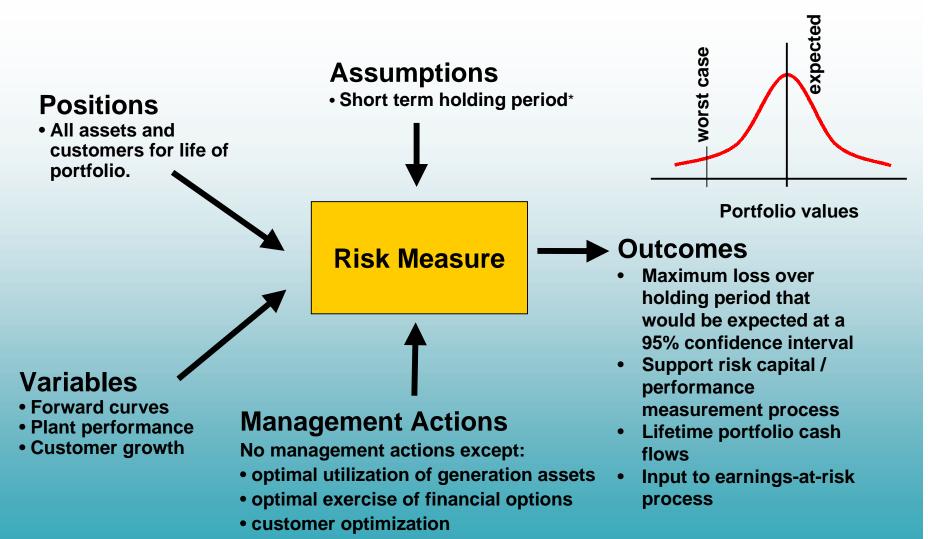
No management actions except:

- optimal utilization of generation assets
- optimal exercise of financial options
- customer optimization

*allowed for in the limit

Total Portfolio Value at Risk





^{*}Holding period dependent on local market liquidity

Credit Risk



- Credit Risk Definition
 - The risk that a party to a commitment is unwilling or unable to pay
- Credit Risk Exposure
 - Maximum receivables exposure, plus ...
 - Cost of replacing the future position
- Monitored via Middle Office and Treasury on a global basis via strict limit setting

Conclusion



- TXU's strategy for competing in today's liberalized energy markets requires leading competencies in risk management and trading
- Trading and risk management enhances the value and reduces the risk associated with assets, supplies, and customers
- Our business model demands excellence of risk awareness and control
- The job is never done!



North America Middle Office

Sam Elia





Middle Office

Risk Management Quantitative Analysis

Risk Control Confirmations & Contract Administration

Middle Office Roles



Monitor

Position Monitoring

Position Forecasting

Support

Risk Review

Risk Advice

Risk Control

Manage

Portfolio Optimization







- Monte Carlo VaR
- Credit VaR
- User defined distributions
- Complex valuation models



- Enterprise RM Framework
- State of the art:
 - •Integrated systems
 - •Knowledge and experience
 - Processes
 - Qualitative analysis



Energy Delivery Business

Jarrell Gibbs

Panel Members



- Tom Baker President TXU Electric & Gas
- Curt Seidlits Executive Vice President Governmental Affairs
- Paul Plunket Executive Vice President Regulatory Affairs
- Dan Farell President Electric & Gas Distribution
- Mike Greene President Transmission & Pipeline

Energy Delivery



Transmission Distribution

Business Functions



Asset Ownership

Asset Management

Asset Operations

Energy Delivery Focus



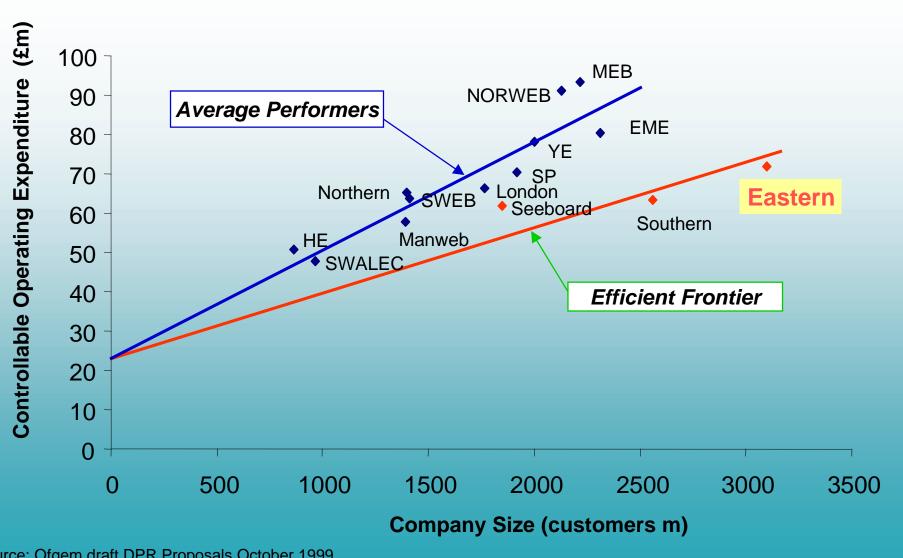
- Service territories contain major growth corridors
- Reliable, cost-efficient provider
- Economies of scale
- Asset management focus over next five years
- Significant growth opportunities non-regulated business

TXU Energy Delivery



| | Australia | Europe | US |
|------------------------|-----------|---------|---------|
| Miles of Line | | | |
| Electric | 26,000 | 56,000 | 104,000 |
| Gas | 5,000 | - | 33,000 |
| | | | |
| Electric Meters | .5 Mil | 4.4 Mil | 2.7 Mil |
| Gas Meters | .4 Mil | - | 1.4 Mil |

The Most Efficient UK Network



source: Ofgem draft DPR Proposals October 1999

Innovation & Value Creation





 A JV between TXU & London Electricity (EdF), managing both networks

- Successful implementation of JV in April 2000
- Delivering total savings of £50m a year
- Actively pursuing exciting new opportunities
- 24seven skills to assist TXU in continental Europe





- The Utilities Act 2000 requires clear separation
- Formal separation takes place 1st August 2001
- New Electricity Supply & Distribution license conditions will then apply to the separate subsidiaries
- The scheme of separation (Transfer Scheme) by which TXU's split will be defined is expected to be approved during July 2001





- Successful mitigation of Regulatory Price Review, P₀ reduction of 18.8%
- Sale of Enetech and alliance / outsourcing of network services
- Out-performance regulatory OPEX and CAPEX targets (20% OPEX outperformance)



US Energy Delivery Business

Tom Baker



Legislative Update

Curt Seidlits

Texas Legislative Update



- Session: Jan 9 May 28
- TXU Goal Maintain Structure of SB7
- Challenges
 - Delay (HB 918)
 - Negative Stranded Costs (HB2107)
 - Validation of PUC Orders (HB2107)
- Results
 - SB 7 Maintained







- California debacle and backlash
- Other states postpone, cancel plans for deregulation
- Natural gas cost increases
- New federal and state political leadership
- State and federal reapportionment

Washington Update



- TXU Goal: Ensure federal public policies that allow implementation of our business plan for growth
- TXU Areas of Focus:
 - Electric Restructuring
 - National Energy Policy
- Current Activities
 - House Commerce Committee
 - Senate Energy Committee
 - Administration's National Energy Plan



Regulatory Update

Paul Plunket

Unbundled Cost of Service (Wires Rates) TXU

- Business Separation Plan Approved
- •11.25% ROE
- •Major Wire Rates Revenue Requirements:

| Requested (millions) | \$1,931 | |
|------------------------|-------------|--------|
| PUC Adjustments | (84) | (4.4%) |
| PUC Timing Adj. | <u>(64)</u> | (3.3%) |
| Total | \$1,783 | (7.7%) |

- Excess earnings mitigation credit
- T&D depreciation reversal

Fuel Recovery



| Fuel Factor | ¢/kwh | Imbedded Gas Prices \$/MMBTU |
|--|-------|------------------------------------|
| Before Sept. 2000 | 1.87 | \$2.63 |
| Increase Sept. 6, 2000 | 0.26 | |
| • Increase Jan. 11, 2001 | 0.26 | |
| • Increase May 8, 2001 | 0.69 | |
| | 3.08 | \$5.51 |

Regulatory Assets Securitization



- Requested \$1.65 billion
- PUC approved \$363 million
- District Court order \$1.3 billion
- Texas Supreme Court decision pending



TXU Gas Distribution Rate Cases

| <u>Year</u> | Approved Amount \$(Millions) | <u>Cities</u> | Number of <u>Cases</u> |
|-------------|---|---------------|---------------------------|
| Year 1998 | \$ 2.5 | 19 | 5 |
| Year 1999 | 7.3 | 51 | 14 |
| Year 2000 | 19.8 | 65 | 11 |
| Year 2001* | <u>20.0</u> | 337 | 5 |
| * Estimate | \$ 49.6 | | |

Commissioner Status



Commissioner Judy W. Walsh

- Term expired September 1, 1999
- Resigned March 2001
- Currently Vice President Governmental Affairs for Southwestern Bell Communications Corp.

Chairman Patrick H. Wood III

- Term expires September 1, 2001
- FERC Commissioner Designee
- Confirmation hearing held May 16, 2001

Commissioner Brett A. Perlman

Term expires September 1, 2003



Strategy Going Forward

Tom Baker

Five Year Plan



- Grow existing electric and gas delivery systems in north central Texas
- Initiate an unregulated asset management and associated utility services business in North America
- Capture attractive growth opportunities
- Be recognized in industry and by investment community as one of the "Top 5" providers of utility services in North America

Business Characteristics



- No Retail Electric Customers
- REP Customers Builders / Developers
- Retail Service Quality Important
- Regulatory Management
- Code of Conduct / Business Separation

Business Functions



Asset Ownership Asset Management Asset Operations

Asset Ownership Model



Economically sound, growing service area

Investor value - steady growth

Reasonable regulation

Earnings Enhancements



- Investment trackers (Gas & Transmission)
- Bundling of gas rate cases
- Customer contributed capital
- Reasonable returns
- Rationalization of assets

Business Functions



Asset Ownership Asset Management

Asset Operations

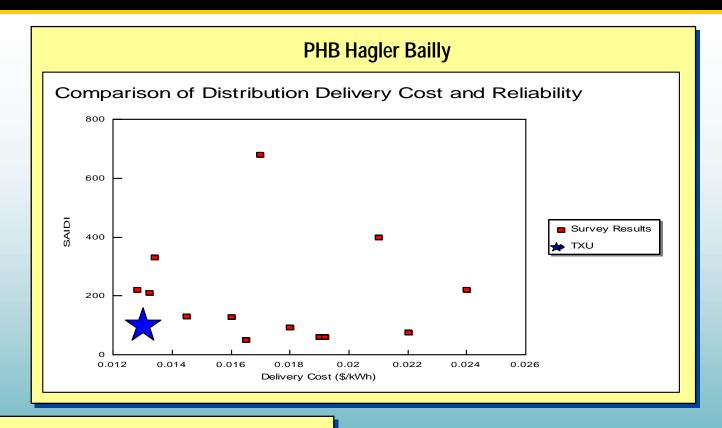
Business Functions



Asset Ownership Asset Management Asset Operations

We Do It Well





ABB

"TXU's distribution engineering and planning processes are...in the upper quartile or better in industry performance"

PHB Hagler Bailly ... recognized energy companies that exemplify the best in their sector and TXU Transmission was named "Best Transmission Lines Company" in the country

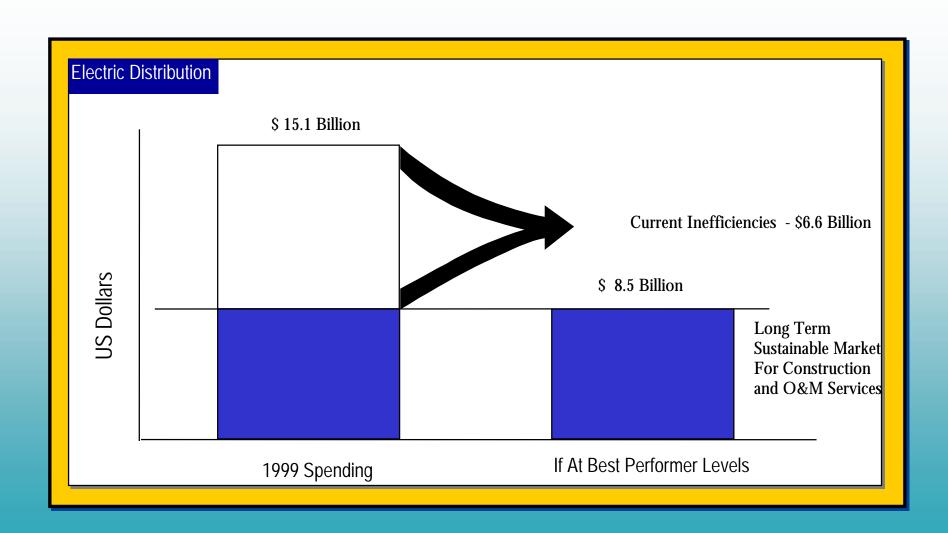


US Unregulated Asset Management

Dan Farell

Market Opportunities





Asset Manager



- Achieves owner's financial and operational performance objectives
- Leverages global knowledge and capabilities
- Economies of scale
- Regulatory strategy

Asset Management Target Markets



- Investor-Owned Utilities
- Cooperatives
- Municipal Utilities
- Other

Asset Management Value Proposition



- Both scale economies and best practices
- A constructive regulatory "deal"
- Price reductions to consumers
- Upside retention for asset owners
- Positive margin for asset manager
- Incentive upside for asset services provider(s)

A Win - Win Outcome



Q&A

Tom Baker



Financial Overview

Mike McNally





TXU Corp.

Energy Delivery

- Transmission
- Distribution

Merchant Energy

- Trading
- Retail
- Generation

- Separate Retail and Generation from Transmission and Distribution
- Restructure capitalization at TXU Electric
- Finance new entity





| | Transmission | Merchant |
|------------------|---------------------|---------------|
| | & Distribution | Energy |
| | 01-01-02 | 01-01-02 |
| Debt & Preferred | 60% | 50% |
| Equity | 40% | 50% |

TXU Financial Strategy



Earnings growth*:

Merchant Energy 11-13%

Consolidated EPS 9 - 11%

Position company for higher growth

Credit targets:

Parent BBB, Baa2

Subsidiaries BBB+, Baa1

*Excludes development opportunities



Summary

Erle Nye

Energy Delivery



- Good growth prospects from existing business in Texas
- Top performer efficiency and reliability
 - ⇒ global knowledge and capabilities
- Potential for incremental growth from unregulated asset management services
- Reasonable regulatory environment

Global Merchant Energy



- Distinctive business model
- Proven track record in Europe and Australia
- Excellent starting position in Texas; momentum in other U.S. regions
- World-class capabilities
- Capturing global synergies
- Maximize efficient use of capital
- Clear strategy and deal stream

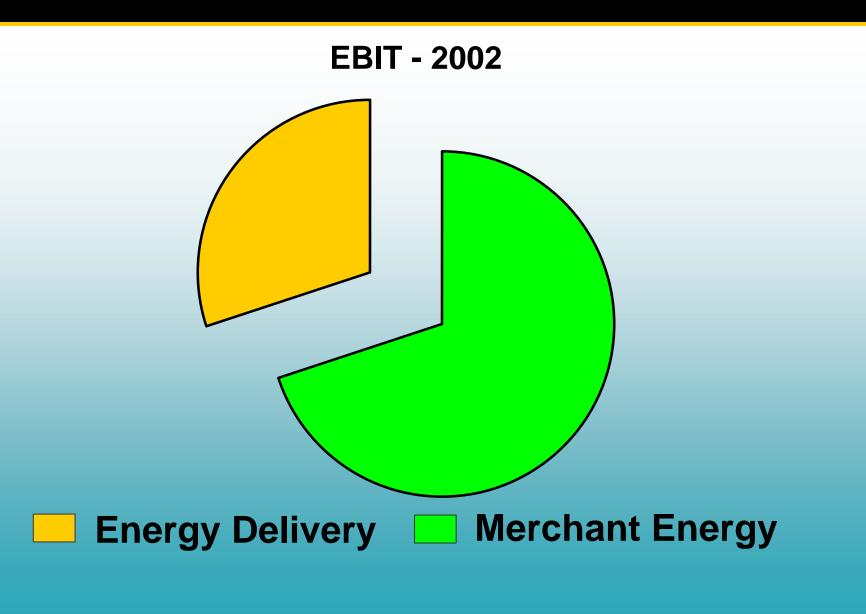


Enhancing Shareholder Value

- Deliver growth from existing businesses
- Create opportunity with Texas restructuring
- Diversify US assets outside of Texas
- Structurally separate merchant energy and network business
- Capture substantial value from global merchant energy business
- Strengthen credit



Two Distinctive Businesses





Q&A

Erle Nye