

- Preliminary Approval Order attached as Exhibit A to the Settlement Agreement (“Preliminary Approval Order”);
2. Preliminarily certify this action as a class action under Rule 23(b)(1) for purposes of settlement only and appoint the Named Plaintiffs as Class Representatives and the undersigned Counsel as Class Counsel for settlement purposes only;
 3. Establish a date for a Fairness Hearing for final approval of the proposed Settlement and Plan of Allocation, and for approval of Class Counsels’ request for attorney fees and costs and the request for incentive fees for the Named Plaintiffs; and
 4. Approve the form and method of dissemination of Class notice described in the Preliminary Approval order which includes: (i) a long-form notice (attached to the memorandum in support of this motion Exhibit 2) to be emailed to those Class members for which TXU has valid email addresses, to be sent by U.S. Mail to those Class members for which TXU does not have a valid email address at their last known address, and to be posted on the TXU website for employees and retirees and a website established by Plaintiffs’ Counsel; and (ii) a summary notice to be published in *Dallas Morning News* and the *Forth Worth Star Telegram* (attached as Exhibit 3 to the memorandum in support of this motion).

The grounds for granting this motion are more fully set out in Plaintiffs’ supporting memorandum, which is filed herewith. In summary, the requirements for preliminary approval of the proposed Settlement have been satisfied because it is the product of serious, informed, non-collusive negotiations and falls within the range of possible approval. In addition, the proposed forms and method of providing notice to the Class should be approved because they are reasonably calculated under all the circumstances, to apprise interested parties of the pendency of the action and afford them an opportunity to present their objections.

WHEREFORE, Plaintiffs respectfully request that this Court grant preliminarily approval to the proposed Settlement, approve the forms and methods of notice to the Class of the proposed Settlement, and schedule the fairness hearing.

Dated this ____ day of November, 2007.

Respectfully submitted,

TRAVIS & CALHOUN, P.C.

/S/ Eric G. Calhoun
ERIC G. CALHOUN
Texas Bar No. 03638800
Richard J. Pradarits Jr.
Texas Bar No. 16225450
1000 Providence Towers East
5001 Spring Valley Road
Dallas, Texas 75244
(972) 934-4100 Telephone
(972) 934-4101 Facsimile
eric@travislaw.com

**COHEN, MILSTEIN, HAUSFELD
& TOLL, P.L.L.C.**

Marc I. Machiz
1 South Broad Street, Suite 1850
Philadelphia, PA 19107
Telephone: (215) 825-4010
Facsimile: (215) 825-4001

**COHEN, MILSTEIN, HAUSFELD
& TOLL, P.L.L.C.**

Bruce F. Rinaldi
R. Joseph Barton (D.C. Bar No. 476510)*
1100 New York Avenue, N.W.
West Tower, Suite 500
Washington, D.C. 20005-3934
Telephone: (202) 408-4600
Facsimile: (202) 408-4699

**SCHIFFRIN BARROWAY
TOPAZ & KESSLER, LLP**

Joseph H. Meltzer
Edward W. Ciolko
Katherine B. Bornstein
280 King of Prussia Road
Radnor, Pennsylvania 19087
(610) 667-7706 (610) 667-7056 (fax)

**WARE, SNOW, FOGEL
& JACKSON, L.L.P.**

Jeffrey W. Chambers
America Tower, 42nd Floor
2929 Allen Parkway
Houston, Texas 77019
(713) 659-6400
(713) 659-6262 (fax)

PULS, TAYLOR & WOODSON, L.L.P.

Sam E. Taylor, II
2600 Airport Freeway
Fort Worth, Texas 76111
(817) 338-1717
(817) 338-1416 (fax)

ATTORNEYS FOR PLAINTIFFS

/s/ David P. Poole

David P. Poole
Texas Bar No. 16123750
John C. Stewart
Texas Bar No. 19211525

ENERGY FUTURE HOLDINGS CORP.

LEGAL

1601 Bryan Street, 6th Floor
Dallas, Texas 75201
(214) 812-6001
(214) 812-6032 (fax)

ATTORNEY FOR DEFENDANTS

CERTIFICATE OF SERVICE

I hereby certify that I caused a copy of the foregoing to be served upon Defendants by and through its counsel of record, David P. Poole and John C. Stewart, Energy Future Holdings Corp., 1601 Bryan Street, 6th Floor, Dallas, Texas 75201 via the Court's CM/ECF system pursuant to the local rules of this Court. If said counsel of record has not registered for electronic notice, a copy will be served via first class U.S. mail and facsimile transmission this 20th day of November, 2007.

/S/ Eric G. Calhoun
ERIC G. CALHOUN