



2009 First Quarter Earnings Call

May 5, 2009

Oncor Electric Delivery

Forward Looking Statements

This presentation contains forward-looking statements, which are subject to various risks and uncertainties. Discussion of risks and uncertainties that could cause actual results to differ materially from management’s current projections, forecasts, estimates and expectations is contained in Oncor Electric Delivery Company LLC’s filings with the Securities and Exchange Commission (SEC). Specifically, Oncor makes reference to the section entitled “Risk Factors” in its annual and quarterly reports. In addition to the risks and uncertainties set forth in Oncor’s SEC filings, the forward-looking statements in this release could be affected by, among other things: prevailing governmental policies and regulatory actions; legal and administrative proceedings and settlements; weather conditions and other natural phenomena; changes in business strategy, development plans or vendor relationships; commercial bank market and capital market conditions; actions by credit rating agencies; unanticipated changes in interest rates or rates of inflation; unanticipated changes in operating expenses, liquidity needs and capital expenditures; changes in technology used by and services offered by Oncor; and significant changes in Oncor’s relationship with its employees. Any forward-looking statement speaks only as of the date on which it is made, and the company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which it is made or to reflect the occurrence of unanticipated events.

Regulation G

This presentation includes certain non-GAAP financial measures. A reconciliation of these measures to the most directly comparable GAAP measures is included in either this presentation or the appendix of the version of the slides included on the company’s website at www.oncor.com under the ‘News’ tab in the Investor Information section or filed with the SEC.

Today's Agenda

- **Financial Overview**

David Davis

Chief Financial Officer

- **Business and Operational Highlights**

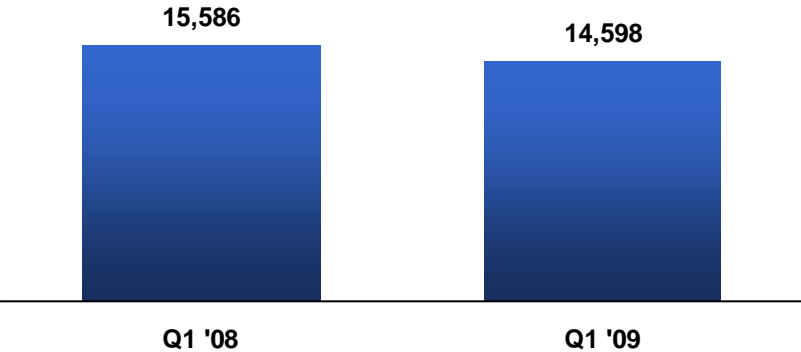
Bob Shapard

Chairman and CEO

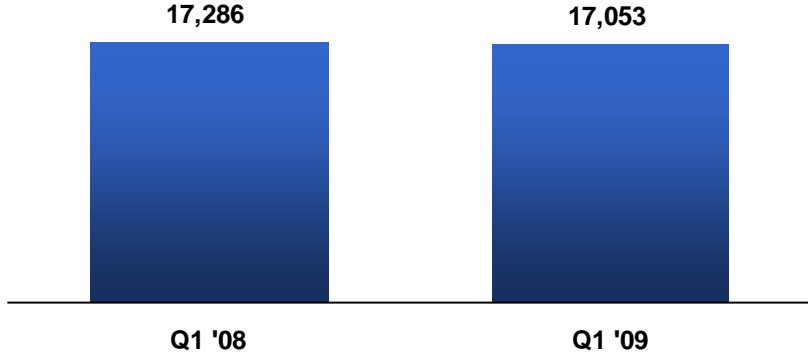
- **Q&A**

Weather and Economy Affecting Usage

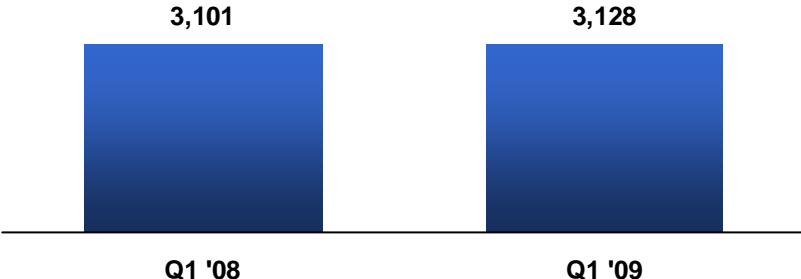
Large C&I GWH ¹
Q1 '08 vs. Q1 '09



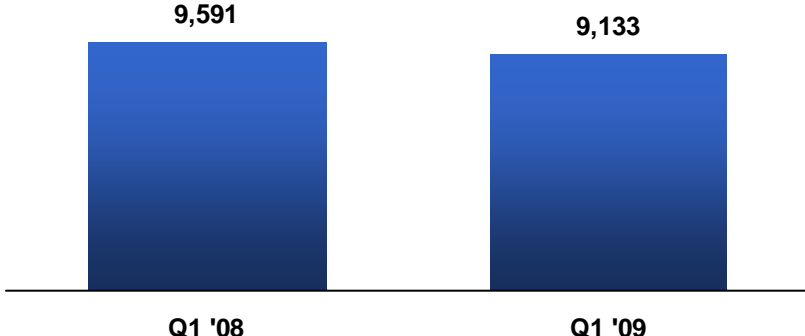
Large C&I Billed MW Demand (Avg) ¹
Q1 '08 vs. Q1 '09



Electricity Distribution Points of Delivery
Q1 '08 vs. Q1 '09; thousands of meters



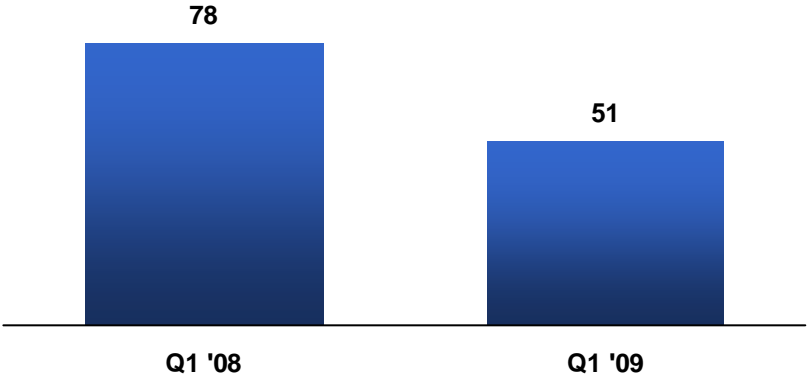
Residential GWH Billed
Q1 '08 vs. Q1 '09



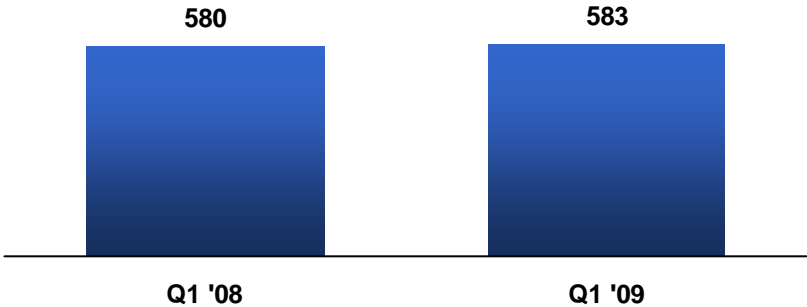
¹ C&I stands for Commercial and Industrial.

Summary of Financial Results¹

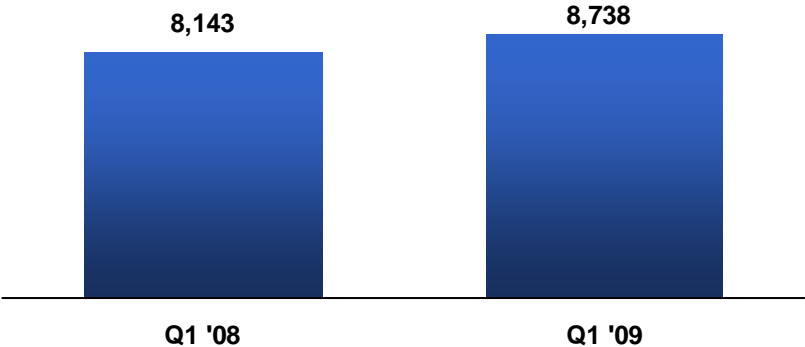
Net Income
Q1 '08 vs. Q1 '09; \$ millions



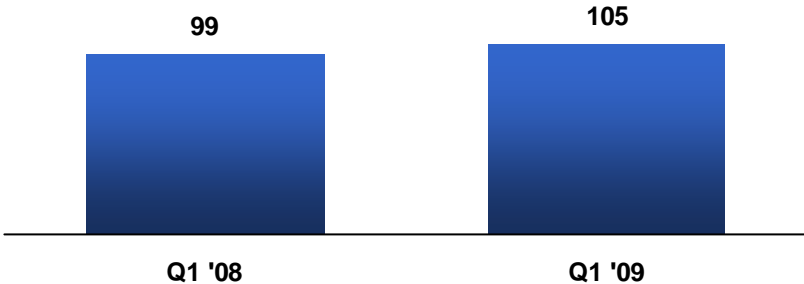
Operating Revenues
Q1 '08 vs. Q1 '09; \$ millions



PP&E, net
Q1 '08 vs. Q1 '09; \$ millions



Operating Cash Flow ²
Q1 '08 vs. Q1 '09; \$ millions

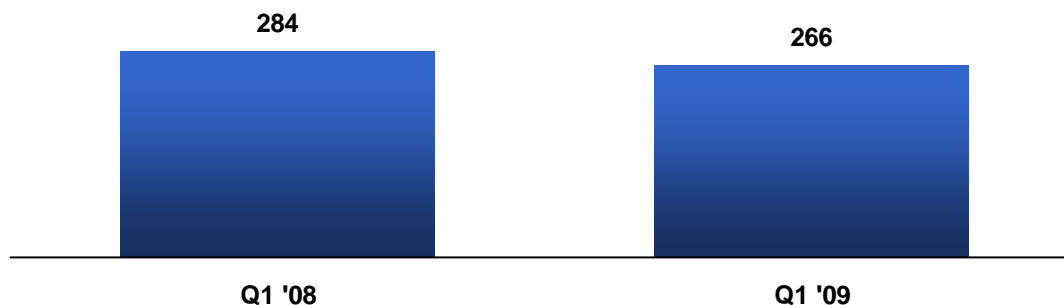


¹ Excludes impacts from transition bond debt and fair value accounting adjustments associated with the October 2007 merger.

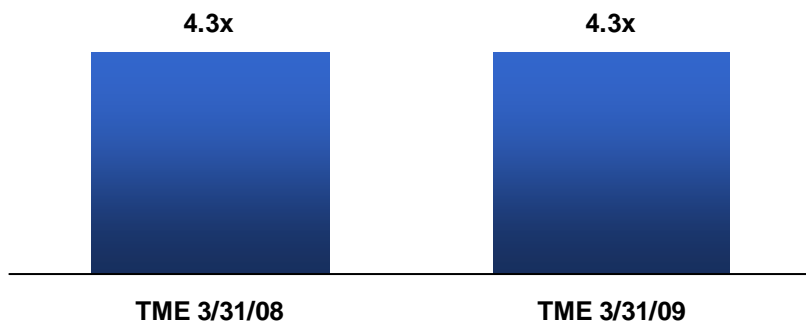
² Cash provided by operating activities

Credit Metrics Remained Strong

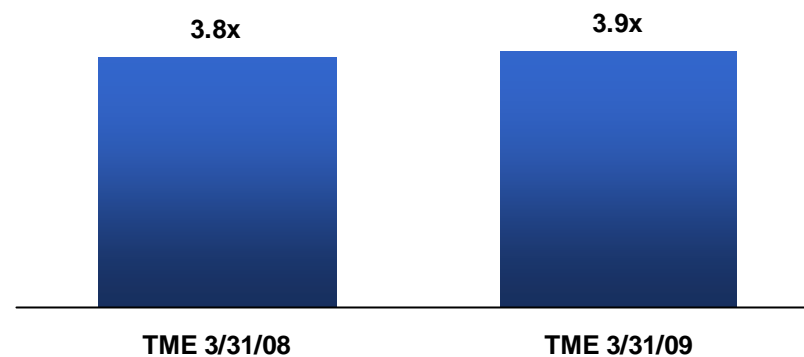
EBITDA
Q1 '08 vs. Q1 '09; \$ millions



EBITDA/Cash Interest
TME 3/31/08 vs. TME 3/31/09; Ratio



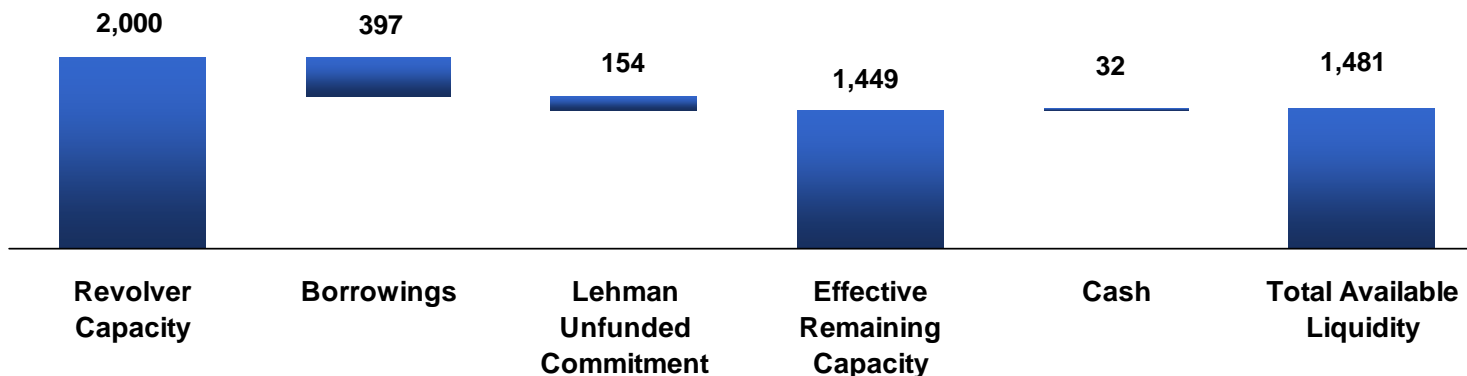
Debt/EBITDA
TME 3/31/08 vs. TME 3/31/09; Ratio



Excludes impacts from transition bond debt and fair value accounting adjustments associated with the October 2007 merger.

Oncor's Liquidity Position is Strong

**\$2.0 billion Secured Revolving Credit Facility
Balances at March 31, 2009; \$ millions**

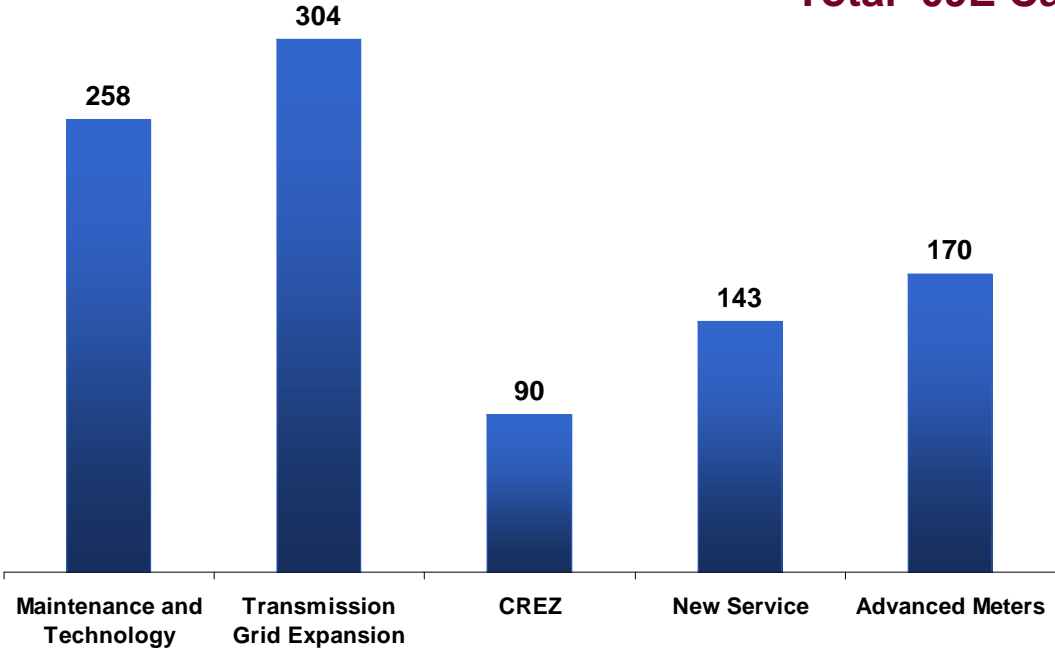


- **Oncor enjoys comfortable financial flexibility.**
 - Issued \$1.5 billion in long-term debt in early September 2008 freeing up capacity under the Revolving Credit Facility.
 - \$2 billion Revolving Credit Facility gives Oncor immediate access to cash at favorable interest rates.
 - Historically, steady generation of cash from the business.
 - Diverse lender group committed in Revolving Credit Facility
 - Excluding securitization bonds, no long-term debt maturities until 2012 (\$700M) and 2013 (\$650M)
 - In April 2009, a portion of the Lehman commitment was purchased by another entity

2009 Capital Expenditures

2009E Capital Expenditures
\$ millions

Total '09E Capex = \$965M



- Ongoing commitment to capital investment
 - \$3.6 billion commitment to PUC (between 2008 and 2012)
 - ~ \$1.3 billion investment for CREZ
- Maintain 60% Debt and 40% Equity capital structure

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Chairman and CEO

- **Q&A**

Ongoing Initiatives at Oncor

CREZ

- Final Order issued Mar 30, 2009.
- Approved for over \$1.3B of projects including over 800 miles of new lines in over 40 TX counties.
- Engineering has commenced, construction on default projects has begun, line routing and public input are active and 12 CCNs will be filed this year.



AMS

- Have installed over 200K advanced meters and on track to meet 690K goal year end.
- Met functional milestones of enabling AMS meters to communicate with in-home devices, and support of time-of-use rates.



Legislative/Regulatory Update

- **Rate Case**
 - Expect recommendation from ALJs on rate case to be filed in early June.
 - Final Order expected mid to late summer.
- **81st Legislature convened in mid-January. Session ends June 1, 2009.**
 - Oncor is actively monitoring dozens of bills.
 - Currently, no pending bill would have a materially adverse impact on Oncor.
- **American Recovery and Reinvestment Act (Stimulus Act)**
 - Evaluating stimulus funds that may be available to Oncor.
 - First deadline for filing applications is July 29, 2009.

***Appendix -
Regulation G Reconciliations***

Financial Definitions

Measure	Definition
<i>Operating Cash Flow (GAAP)</i>	Cash provided by operating activities.
<i>Debt (non-GAAP)</i>	Total debt less transition bonds.
<i>Total Debt (GAAP)</i>	Long-term debt (including current portion) plus bank loans and commercial paper.
<i>EBITDA (non-GAAP)</i>	Income from continuing operations before interest expense and related charges, and provisions in lieu of income tax plus depreciation and amortization and special items. EBITDA is a measure used by Oncor to assess performance.
<i>Debt/EBITDA (non-GAAP)</i>	Total debt less transition bonds divided by EBITDA. Transition, or securitization, bonds are serviced by a regulatory transition charge on wires rates and are therefore excluded from debt in credit reviews. Debt / EBITDA is a measure used by Oncor to assess credit quality.
<i>EBITDA/Interest (non-GAAP)</i>	EBITDA divided by cash interest expense is a measure used by Oncor to assess credit quality.

Table 1: Oncor Net Income Reconciliation

Quarter Ended March 31, 2008 and 2009

\$ millions

	Q1 08	Q1 09
Net Income – Oncor	85	58
Less: Net Income – BondCo	-	-
Less: Effects of fair value accounting (after-tax)	(7)	(7)
Oncor Net Income, excluding BondCo	78	51

Table 2: Oncor Operating Revenues Reconciliation
Quarter Ended March 31, 2008 and 2009
\$ millions

	Q1 08	Q1 09
Operating Revenues – Oncor	614	614
Less: Operating Revenues – BondCo	(34)	(31)
Oncor Operating Revenues, excluding BondCo	580	583

Table 3: Oncor Operating Cash Flow Reconciliation

Quarter Ended March 31, 2008 and 2009

\$ millions

	Q1 08	Q1 09
Operating Cash Flow – Oncor	125	129
Less: Operating Cash Flow – BondCo	(26)	(24)
Oncor Operating Cash Flow, excluding BondCo	99	105

Table 4: Oncor EBITDA Reconciliation

Quarter Ended March 31, 2008 and 2009

\$ millions

	Q1 08	Q1 09
Net Income – Oncor	85	58
Plus: Depreciation & Amortization – Oncor	120	126
Plus: Provision in lieu of Income Taxes – Oncor	48	37
Plus: Interest Expense – Oncor	76	86
Equals: EBITDA - Oncor, including BondCo	329	307
Less: Net Income – BondCo	-	-
Depreciation & Amortization – BondCo	(22)	(20)
Provision in lieu of Income Taxes – BondCo	-	-
Interest Expense – BondCo	(12)	(11)
Effects of fair value accounting (pre-tax)	(11)	(10)
Oncor EBITDA, excluding BondCo	284	266

Table 5: Oncor EBITDA Reconciliation
Twelve Months Ended March 31, 2008 and 2009
\$ millions

	3/31/08	3/31/09
Net Income – Oncor	327	(513)
Plus: Depreciation & Amortization – Oncor	463	497
Plus: Provision in lieu of Income Taxes – Oncor	192	210
Plus: Interest Expense – Oncor	312	327
Equals: EBITDA - Oncor, including BondCo	1,294	521
Less: Net Income – BondCo	(1)	-
Depreciation & Amortization – BondCo	(95)	(92)
Provision in lieu of Income Taxes – BondCo	-	-
Interest Expense – BondCo	(48)	(45)
Effects of fair value accounting (pre-tax)	(22)	818
Oncor EBITDA, excluding BondCo	1,128	1,202

Table 6: Oncor Total Debt Reconciliation

Quarter End March 31, 2008 and 2009

\$ millions

	Q1 08	Q1 09
Short-term debt- Oncor	1,420	397
Long-term debt due currently – Oncor	100	104
Long-term debt, less due currently – Oncor	3,680	5,078
Total debt - Oncor, including BondCo	5,200	5,579
Less: Short-term debt – BondCo	-	-
Long-term debt due currently – BondCo	(100)	(104)
Long-term debt, less due currently – BondCo	(855)	(751)
Fair value adjustment – BondCo	11	8
Oncor Total Debt, excluding BondCo	4,256	4,732

Table 7: Oncor Interest and Debt Coverages

Twelve Months Ended March 31, 2008 and 2009

\$ millions

	Q1 08	Q1 09	Ref	Source
Interest expense and related charges – Oncor	312	327		
Amortization of debt fair value discount – Oncor	(1)	(3)		
Amortization of debt discount – Oncor	(8)	(6)		
AFUDC – Oncor	8	6		
Cash interest expense - Oncor	311	324		
Less: Interest expense – BondCo	(48)	(45)		
Oncor cash interest expense, excluding BondCo	263	279	A	
Oncor EBITDA, excluding BondCo	1,128	1,202	B	Table 5
Oncor Total Debt, excluding BondCo	4,256	4,732	C	Table 6
EBITDA/Interest – ratio (B / A)	4.3x	4.3x		
Debt/EBITDA – ratio (C / A)	3.8x	3.9x		