

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

	)	
In re:	)	Chapter 11
	)	
ENERGY FUTURE HOLDINGS CORP., <i>et al.</i> , <sup>1</sup>	)	Case No. 14-10979 (CSS)
	)	
Debtors.	)	(Jointly Administered)
	)	

**NOTICE OF SALE**

**PLEASE TAKE NOTICE** that, on April 29, 2014, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101-1532.

**PLEASE TAKE FURTHER NOTICE** that, on June 3, 2016, the United States Bankruptcy Court for the District of Delaware (the “Court”) approved an *Amended and Superseding Order Establishing Procedures to Sell, Transfer, or Abandon Certain De Minimis Assets* [D.I. 8598] the (“Sale Order”), whereby the Court authorized the Debtors to sell certain surplus, obsolete, non-core, unused, or burdensome assets (collectively, the “De Minimis Assets”).

**PLEASE TAKE FURTHER NOTICE** that, pursuant to the Sale Order, the Debtors propose to sell or transfer the De Minimis Assets as set forth and described on Exhibit A attached hereto (the “Sale Assets”). Exhibit A identifies, for each Sale Asset, the purchaser, sale price, significant terms of any applicable sale agreement, the marketing or sales efforts undertaken by the Debtors, and other relevant information.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to the Sale Order, any recipient of this notice may object to the proposed sale within ten (10) calendar days of service of this notice. Objections must: (i) **be in writing**; (ii) **be received within ten (10) calendar days of service of this notice** (the “Objection Deadline”); and (iii) be submitted by mail or facsimile to counsel for the Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn.: Natasha Hwangpo (212) 446-4900 (facsimile). **If you file a written objection with the Court by the Objection Deadline, the Debtors may only sell the De Minimis Assets upon submission of a consensual form of order resolving the objection as between you and the Debtors, or upon further order of the Court approving the sale or transfer of such De Minimis Assets.**

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<sup>1</sup> The last four digits of Energy Future Holdings Corp.’s tax identification number are 8810. The location of the debtors’ service address is 1601 Bryan Street, Dallas, Texas 75201. Due to the large number of debtors in these chapter 11 cases, for which joint administration has been granted, a complete list of the debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the debtors’ claims and noticing agent at <http://www.efhcaseinfo.com>.

**Exhibit A**

**Description of the asset being sold:** 35.861 +/- acres in Tarrant County, Texas (the “North Main Property”)

**Debtor selling the asset:** Luminant Generation Company LLC (“Luminant”)

**Purchaser buying the asset:** Tarrant Regional Water District (“TRWD”)

**Purchase price/terms of the payment:** \$0

**Book value of the asset:** \$0

**Marketing/sales process:** Portions of the North Main Property are sited in the middle of an area that is currently undergoing extensive remediation and development. The development is called the Trinity River Vision Project (“TRVP”) and it envisions creating a river walk with dining, shopping and living; some of the North Main Property will have to be excavated to accomplish the TRVP. Said portion includes an area that is subject to an Agreed Order, issued by the predecessor to the Texas Commission on Environmental Quality (“TCEQ”), which pertains to a 3.6 acre site where contaminated soils are capped in place and the associated groundwater at the site and in the vicinity. Other portions of the North Main Property are subject to a perpetual park easement granted to the City of Ft. Worth, Texas, which prohibits the fee owner of the Property (currently Luminant) from using the surface for any activity other than the generation of electricity.

Given the TRVP and the contamination that is present on said portion (the 3.6 acre area has the highest concentrations of lead contamination), it will be extremely difficult for Luminant to market this portion of the North Main Property for sale to any buyer other than TRWD.

Given the perpetual easement and the inability to use the surface of the other portions, it will be extremely difficult to market this portion of the North Main Property for sale to any buyer other than the City of Ft. Worth or a partner agency (such as TRWD).

Luminant and TRWD have previously discussed TRWD’s purchase of the North Main Property but have never been able to reach agreement due to TRWD’s status as a governmental entity with immunity and the inability to indemnify Luminant.

**Significant terms of the sale:**

The North Main Property is being sold as-is, where is. At closing:

Luminant will deposit \$2,765,516.00 into a trust for the benefit of the TCEQ and will transfer the North Main Property to TRWD. Separately, TRWD will deposit \$2,765,516.00 into the same TCEQ-held trust. These funds will be held by TCEQ, pursuant to a separate agreement between TCEQ and TRWD, as financial assurance for the environmental liabilities at the North Main Property.

TRWD will agree to assume and be responsible for any and all liabilities associated with the North Main Property, including all environmental obligations, and will agree to release and discharge Luminant from all responsibility and liability for the environmental issues related to the North Main Property.

TCEQ will agree to forever release, discharge or otherwise expunge Luminant from any liabilities related to or otherwise associated with the environmental issues at the North Main Property, based on and in accordance with language included in the Debtors' Confirmation Order [D.I. 9421].

**Known Encumbrances:**

<b>Liens</b>	<b>Identity of Lienholder</b>
DIP Liens	Citibank, N.A. 1615 Brett Road, Building III New Castle, DE 19720 Attn: Bank Loan Syndications Department Copy to Owen Coyle (same address as above)
Property Tax Lien – Tarrant County, TX	Tarrant County Tax Assessor/Collector Property Tax 100 East Weatherford Street Fort Worth, Texas 76196
Direct Sales Tax Lien – State of Te	State of Texas, Comptroller's Office Texas Comptroller of Public Accounts P.O. Box 13528, Capital Station Austin, Texas 78711

**Known Affected/Interested Entities:**

<b>Nature of Interest</b>	<b>Entity</b>
Texas Attorney General	Hal Morris Bankruptcy & Collection Division P.O. Box 12548 Mc 008 Austin, Texas 78711-2548
Texas Commission on Environmental Quality	Abigail Ryan, MC 132 TCEQ 12100 Park 35 Circle Austin, Texas 78753
City of Fort Worth	City of Ft. Worth Sarah J. Fullenwider, City Attorney 1000 Throckmorton Street Fort Worth, Texas 76102
Tarrant County College District	Tarrant County College District Attn.: Chancellor 1500 Houston Street Fort Worth, Texas 76102
Oncor Electric Delivery Company	Oncor Attn: Legal Department 115 W. 7th Street Fort Worth, Texas 76102