

Exhibit I

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

)	
In re:)	Chapter 11
)	
ENERGY FUTURE HOLDINGS CORP., <i>et al.</i> , ¹)	Case No. 14-10979 (CSS)
)	
Debtors.)	(Jointly Administered)
)	
)	Response Deadline: February 23, 2015 at 4:00 p.m. (ET)

**FIRST MONTHLY FEE STATEMENT
OF MUNGER, TOLLES & OLSON LLP FOR ALLOWANCE OF AN
ADMINISTRATIVE CLAIM FOR COMPENSATION AND REIMBURSEMENT OF
EXPENSES INCURRED FROM NOVEMBER 16, 2014 THROUGH NOVEMBER 30, 2014**

Name of Applicant	Munger, Tolles & Olson LLP
Authorized to Provide Professional Services to:	Energy Future Competitive Holdings Company LLC and Texas Competitive Electric Holdings Company LLC. Debtors and Debtors-in-Possession
Date of Retention:	Retention Order Entered on January 13, 2015 (Effective as of November 16, 2014)
Period for which compensation and reimbursement is sought:	November 16, 2014 through November 30, 2014
Amount of Compensation sought as actual, reasonable and necessary:	\$263,288.00 (80% of \$329,110.00)
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$6,391.45 ²

This is a X monthly ___ interim ___ final application. No prior application filed.³

¹ 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, which are being jointly administered, 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>.

² To comply with the caps established by the fee committee, Munger, Tolles & Olson LLP (“MTO”) voluntarily reduced its expenses by \$2,305.90 in the Fee Period (as defined herein). Consequently, MTO does not seek payment of these expenses in this Monthly Fee Statement (as defined herein).

³ Notice of this Monthly Fee Statement (as defined herein) shall be served in accordance with the Interim Compensation Order and Fee Committee Order and objections to the relief requested in this Monthly Fee Statement shall be addressed in accordance with the Interim Compensation Order and Fee Order.

Pursuant to sections 327, 330, and 331 of chapter 11 of title 11 of the United States Code, (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the *Order Authorizing the Retention and Employment of Munger, Tolles & Olson LLP as Counsel to Debtors and Debtors in Possession Energy Future Competitive Holdings Company LLC and Texas Competitive Electric Holdings Company LLC Effective Nunc Pro Tunc to November 16, 2014*, dated January 13, 2015 [D.I. 3279] (the “Retention Order”), the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals*, dated September 16, 2014 [D.I. 2066] (the “Interim Compensation Order”), the *Stipulation and Order Appointing a Fee Committee* [D.I. 1896] (the “Fee Committee Order”), and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Bankruptcy Rules”), the law firm Munger, Tolles & Olson LLP (“MTO”), counsel for the debtors and debtors in possession Energy Future Competitive Holdings Company LLC (“EFCH”) and Texas Competitive Electric Holdings Company LLC (“TCEH” and together with EFCH and their debtor subsidiaries, the “TCEH Debtors”), hereby files this monthly fee statement (this “Monthly Fee Statement”) for: (i) compensation in the amount of \$263,288.00 for the reasonable and necessary legal services MTO rendered to the TCEH Debtors from November 16, 2014 through November 30, 2014 (the “Fee Period”) (80% of \$329,110.00); and (ii) reimbursement for the actual and necessary expenses that MTO incurred, in the amount of \$6,391.45 during the Fee Period.

Itemization of Services Rendered and Disbursements Incurred

1. In support of this Monthly Fee Statement, attached are the following exhibits:
 - **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by MTO partners, associates, and paraprofessionals during the Fee Period with respect to each of the subject matter categories MTO established in accordance with its internal billing procedures. As

reflected in Exhibit A, MTO incurred \$329,110.00 in fees during the Fee Period. Pursuant to this Monthly Fee Statement, MTO seeks reimbursement for 80% of such fees (\$263,288.00 in the aggregate).

- **Exhibit B** is a schedule providing certain information regarding the MTO attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and paraprofessionals of MTO expended a total of 392.9 hours in connection with these chapter 11 cases during the Fee Period.
- **Exhibit C** is a schedule for the Fee Period, setting forth the total amount of reimbursement sought with respect to each category of expenses for which MTO is seeking reimbursement in this Monthly Fee Statement. All of these disbursements comprise the requested sum for MTO's out-of-pocket expenses.
- **Exhibit D** consists of MTO's records of expenses incurred during the Fee Period in the rendition of the professional services to the TCEH Debtors and their estates.

Proposed Payment Allocation

2. In accordance with paragraph 2 of the Interim Compensation Order, all MTO's fees and expenses sought in this Application are allocated to TCEH.

Representations

3. Although every effort has been made to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. MTO reserves the right to make further application to this Court for allowance of such fees and expenses not included herein. Subsequent fee applications will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, Local Bankruptcy Rules, the Fee Committee Order, and the Interim Compensation Order.

WHEREFORE, MTO requests allowance of its fees and expenses incurred during the Fee Period in the total amount of \$269,679.45 consisting of (a) \$263,288.00, which is 80% of the fees incurred by the TCEH Debtors for reasonable and necessary professional services rendered by MTO; and (b) \$6,391.45 for actual and necessary costs and expenses, and that such fees and expenses be paid as administrative expenses of the TCEH Debtors' estates.

Dated: February 2, 2015

McElroy, Deutsch, Mulvaney & Carpenter, LLP

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Telephone: (302) 300-4515
Facsimile: (302) 654-4031
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-and-

MUNGER, TOLLES & OLSON LLP

/s/Todd J. Rosen
Thomas B. Walper (admitted *pro hac vice*)
Todd J. Rosen (admitted *pro hac vice*)
Seth Goldman (admitted *pro hac vice*)
355 South Grand Avenue, 35th Floor
Los Angeles, California 90071-1560
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seth.goldman@mto.com

Co-Counsel to the TCEH Debtors

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

<p>In re:</p> <p>ENERGY FUTURE HOLDINGS CORP., <i>et al.</i>,¹</p> <p style="text-align: center;">Debtors.</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 14-10979 (CSS)</p> <p>(Jointly Administered)</p>
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VERIFICATION OF TODD J. ROSEN

1. I am Todd J. Rosen, a partner in the law firm of Munger, Tolles & Olson LLP (“MTO”), located at 355 S. Grand Ave., 35th Floor, Los Angeles, California, 90071. I am a lead attorney from MTO working on the above-captioned chapter 11 cases. I am a member in good standing of the Bar of the State of California, and I have been admitted to practice in the United States District Courts for the Central, Northern, Eastern, and Southern District of California; and the Ninth Circuit Court of Appeals. There are no disciplinary proceedings pending against me.

2. I have personally performed many of the legal services rendered by MTO as conflicts counsel to the TCEH Debtors and am familiar with all other work performed on behalf of the TCEH Debtors by the lawyers and other persons in the firm.

3. The facts set forth in the foregoing Monthly Fee Statement are true and correct to the best of my knowledge, information, and belief.

4. I have reviewed Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the District of Delaware and believe that the Monthly Fee Statement for MTO complies with Rule 2016-2.

¹ 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, which are being jointly administered, 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>.

5. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Respectfully submitted,

/s/ Todd J. Rosen

Todd J. Rosen

Partner of Munger, Tolles & Olson LLP

EXHIBIT A

Statement of Fees and Expenses By Subject Matter

Matter Number	Matter Description	Total Billed Hours	Total Fees Requested
001	[TCEH] Asset Disposition / Purchases	24.5	\$19,961.50
004	[TCEH] Business Operations	1.5	\$1,260.00
006	[TCEH] Investigation of Claims	32.2	\$29,815.50
008	[TCEH] Corporate Governance	187.4	\$153,929.50
013	[TCEH] MTO Retention and Fee Applications	18.7	\$15,312.00
014	[TCEH] Non-Working Travel	6.8	\$6,970.00
015	[TCEH] Official and Ad Hoc Committee Issues and Meetings	7.1	\$6,027.00
017	[TCEH] Plan / Disclosure Statement	2.6	\$1,872.00
018	[TCEH] Private Letter Ruling / IRS Matters / Tax Issues	111.4	\$93,458.50
024	[TCEH] Non-MTO Retention and Fee Applications	.7	\$504.00
Totals:		392.9	\$329,110.00

Service Description	Amount
Outside copying services	\$404.45
Travel – Airfare	\$2,844.45
Travel – Hotels	\$2,530.94
Travel – Ground (Out of Town)	\$491.61
Meals	\$120.00
Total:	\$6,391.45

EXHIBIT B

Attorneys and Paraprofessionals' Information

The MTO attorneys who rendered professional services in these cases during the Fee

Period are:

Professional Person	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
John W. Spiegel	Partner	1977	Litigation	\$1,025.00	52.45	\$53,761.25
Thomas B. Walper	Partner	1980	Restructuring	\$1,025.00	46.15	\$47,303.75
Stephen D. Rose	Partner	1991	Tax	\$910.00	79.5	\$72,345.00
Todd J. Rosen	Partner	1999	Restructuring	\$840.00	69.0	\$57,960.00
Brett J. Rodda	Partner	1999	Corporate	\$815.00	9.5	\$7,742.50
Seth Goldman	Partner	2002	Restructuring	\$720.00	79.7	\$57,384.00
Bradley R. Schneider	Of Counsel	2004	Litigation	\$640.00	26.8	\$17,152.00
Sam Greenberg	Associate	2010	Tax	\$535.00	19.1	\$10,218.50
Jennifer M. Broder	Associate	2012	Corporate	\$490.00	10.7	\$5,243.00
Total:					392.9	\$329,110.00

EXHIBIT C

Summary of Actual and Necessary Expenses for the Fee Period

Expense Summary

Service Description	Amount
Outside copying services	\$404.45
Travel – Airfare	\$2,844.45
Travel – Hotels	\$2,530.94
Travel – Ground (Out of Town)	\$491.61
Meals	\$120.00
Total:	\$6,391.45

EXHIBIT D

Detailed Description of Expenses and Disbursements

Date	Name	Title	Description	Amount	Narrative
11/16/14	Walper, Thomas B.	Partner	Travel - Airfare	1,979.71 ¹	Travel - Airfare - Vendor: AMERICAN EXPRESS - 11/28/2014 - WALPER/THOMAS B - 11/16/2014 - LAX/JFK (Energy Future Holding)
11/17/14	Spiegel, John W.	Partner	Travel - Airfare	1,488.59	Travel - Airfare - Vendor: AMERICAN EXPRESS - 11/28/2014 - SPIEGEL/JOHN W - 11/17/2014 - SFO JFK LAX
11/17/14	Walper, Thomas B.	Partner	Travel - Ground (Out of Town)	191.85	Travel - Ground (Out of Town) - Vendor: BLS INV-615184 - 11/17/14 - From JFK to 21 East 52nd Street, New York, NY 10022 (Energy Future Competitive Holdings) T. Walper
11/18/14	Spiegel, John W.	Partner	Travel - Airfare	(716.38)	Travel - Airfare - Vendor: AMERICAN EXPRESS - 11/28/2014 - SPIEGEL/JOHN W - REFUND
11/18/14	Spiegel, John W.	Partner	Travel - Airfare	99.00	Travel - Airfare - Vendor: AMERICAN EXPRESS - 11/28/2014 - SPIEGEL/JOHN W - SFO JFK LAX
11/19/14	Spiegel, John W.	Partner	Travel - Airfare	611.62	Travel - Airfare - Vendor: AMERICAN EXPRESS - 11/28/2014 - SPIEGEL/JOHN W - 11/19/2014 - JFK/LAX
11/19/14	Walper, Thomas B.	Partner	Travel - Ground (Out of Town)	144.76	Travel - Ground (Out of Town) - Vendor: BLS - INV-615185 - 11/19/14 - From 21 East 52nd Street, New York, NY to JFK (Energy Future Competitive Holdings) T. Walper
11/21/14	Goldman, Seth	Partner	Copying Charges/Outside	404.45	Copying Charges/Outside - Vendor: VENDOR DIRECT SOLUTIONS INV-13487 - 11/21/14 (7421) B & W Blowbacks - S. Goldman
11/16/14	Walper, Thomas B.	Partner	Travel - Hotel	2,442.12 ²	Travel - Hotel - Vendor: THOMAS B. WALPER Travel - Hotel THOMAS B. WALPER - Lodging, Travel to New York to attend meetings with Energy Future Holdings, 11/16/2014 - 11/20/2014, Omni Berkshire Place, New York City - 010007071217
11/17/14	Walper, Thomas B.	Partner	Travel - Hotel	14.95	Travel - Hotel - Vendor: THOMAS B. WALPER Travel - Hotel THOMAS B. WALPER - Hotel - Internet, Travel to New York to attend meetings with Energy Future Holdings, 11/17/2014, Omni Berkshire Place - 010007071217
11/17/14	Walper, Thomas B.	Partner	Meals	159.23 ³	Meals - Vendor: THOMAS B. WALPER Meals THOMAS B. WALPER - Hotel - Breakfast, Travel to New York to attend meetings with Energy Future Holdings, 11/17/2014 -

¹ MTO will voluntarily reduce this expense by \$1,229.71.

² MTO will voluntarily reduce this expense by \$942.12.

³ This was an out-of-office working breakfast for Mr. Walper, Mr. Spiegel, and Mr. Sawyer. MTO will voluntarily reduce this expense by \$39.23.

11/18/2014, Omni Berkshire Place -
010007071217

11/19/14	Walper, Thomas B.	Partner	Travel - Airfare	611.62	Travel - Airfare - Vendor: AMERICAN EXPRESS - 12/28/14 STMT - WALPER/THOMAS B, 11/19/14 - JFK/LAX (ENERGY FUTURE HOLDING)
11/17/14	Spiegel, John W.	Partner	Travel - Ground (Out of Town)	65.00	Travel - Ground (Out of Town) JOHN W. SPIEGEL - Taxi/Car Service, 11/17/14, Meetings with clients in New York., JFK Airport to Hotel - 010007279294
11/17/14	Spiegel, John W.	Partner	Travel - Hotel	530.21 ⁴	Travel - Hotel JOHN W. SPIEGEL - Lodging, Meetings with clients in New York., 11/17/2014 - 11/18/2014, Omni Hotels & Resorts, New York City - 010007279294
11/18/14	Spiegel, John W.	Partner	Travel - Hotel	15.99	Travel - Hotel JOHN W. SPIEGEL - Hotel - Internet, Meetings with clients in New York., 11/18/2014, The New York Palace - 010007279294
11/19/14	Spiegel, John W.	Partner	Travel - Hotel	564.63 ⁵	Travel - Hotel JOHN W. SPIEGEL - Lodging, Meetings with clients in New York., 11/18/2014 - 11/19/2014, The New York Palace, New York City - 010007279294
11/19/14	Walper, Thomas B.	Partner	Travel - Ground (Out of Town)	90.00	Travel - Ground (Out of Town) THOMAS B. WALPER - Parking, 11/19/14, Travel to New York to attend client meetings., LAX Airport Lot P6 - 010007270017
			Total:	6,391.45 ⁶	

⁴ MTO will voluntarily reduce this expense by \$30.21.

⁵ MTO will voluntarily reduce this expense by \$64.63.

⁶ Includes voluntary reductions of \$2,305.90 for expenses incurred during the Fee Period.