

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
---	---	--

Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>10/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☒ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☒ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>ONCOR RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>004</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>10/01/2012</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>004</u>	1c Effective date of plan <u>10/01/2012</u>	
1b Three-digit plan number (PN) ▶	<u>004</u>				
1c Effective date of plan <u>10/01/2012</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ENERGY FUTURE HOLDINGS CORP.</u> <u>1601 BRYAN STREET, SUITE 02-035</u> <u>DALLAS, TX 75201-3411</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>75-2669310</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>214-812-1149</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>551112</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>75-2669310</u>	2c Sponsor's telephone number <u>214-812-1149</u>	2d Business code (see instructions) <u>551112</u>	
2b Employer Identification Number (EIN) <u>75-2669310</u>					
2c Sponsor's telephone number <u>214-812-1149</u>					
2d Business code (see instructions) <u>551112</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	10/15/2013 Date	CYNDIE EWERT Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 25204
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	3479
b Retired or separated participants receiving benefits.....	6b	8936
c Other retired or separated participants entitled to future benefits.....	6c	10207
d Subtotal. Add lines 6a , 6b , and 6c	6d	22622
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	2280
f Total. Add lines 6d and 6e	6f	24902
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	16
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1C 1E 1G 3F 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
--	--	---

For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 12/31/2012

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>ONCOR RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>ENERGY FUTURE HOLDINGS CORP.</u>	D Employer Identification Number (EIN) <u>75-2669310</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>10</u> Day <u>01</u> Year <u>2012</u>	
2 Assets:	
a Market value	2a <u>2257600699</u>
b Actuarial value	2b <u>2257600699</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>11331</u> <u>1184054381</u>
b For terminated vested participants.....	3b <u>10353</u> <u>365789129</u>
c For active participants:	
(1) Non-vested benefits.....	3c(1) <u>10003312</u>
(2) Vested benefits.....	3c(2) <u>431216637</u>
(3) Total active	3c(3) <u>3520</u> <u>441219949</u>
d Total	3d <u>25204</u> <u>1991063459</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.97 %</u>
6 Target normal cost.....	6 <u>5939366</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>09/24/2013</u>
Signature of actuary		Date
<u>BRIAN P. LEVINE</u>		<u>11-06424</u>
Type or print name of actuary		Most recent enrollment number
<u>AON HEWITT</u>		<u>214-989-2661</u>
Firm name		Telephone number (including area code)
<u>2711 NORTH HASKELL AVENUE</u> <u>SUITE 800</u> <u>DALLAS, TX 75204-2911</u>		
Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)		
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of _____%		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		
	b Interest on (a) using prior year's effective interest rate of _____% except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	113.38 %
15	Adjusted funding target attainment percentage	15	113.38 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
10/15/2012	242914				
10/16/2012	259				
			Totals ►	18(b)	243173 18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	242545
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	5939366	
b Excess assets, if applicable, but not greater than line 31a	31b	5939366	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	0	0	
b Waiver amortization installment			
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			0
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	242545	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	242545	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 12/31/2012

A Name of plan ONCOR RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 004
C Plan sponsor's name as shown on line 2a of Form 5500 ENERGY FUTURE HOLDINGS CORP.	D Employer Identification Number (EIN) 75-2669310

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation BANK OF NEW YORK MELLON 13-5160382
--

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation NORTHERN TRUST GLOBAL INVESTMENTS 06-6275604

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

HEWITT ASSOCIATES

36-2235791

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 50	ACTUARY	262981	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

NORTHERN TRUST GLOBAL INVESTMENTS

06-6275604

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
18 50	CUSTODIAN	21826	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 12/31/2012

A Name of plan <u>ONCOR RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>004</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>ENERGY FUTURE HOLDINGS CORP.</u>	D Employer Identification Number (EIN) <u>75-2669310</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: GOVT SHORT TERM INVESTMENT

b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON

c EIN-PN <u>13-6154008-012</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>95695364</u>
---------------------------------------	-------------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: NTGI-QM COLLECTIVE DAILY S&P

b Name of sponsor of entity listed in (a): NORTHERN TRUST GLOBAL ADVISORS

c EIN-PN <u>45-6138589-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
---------------------------------------	-------------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: NT COLLECTIVE S&P 500 INDEX FUND NL

b Name of sponsor of entity listed in (a): NORTHERN TRUST GLOBAL ADVISORS

c EIN-PN <u>45-6138589-002</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>93694434</u>
---------------------------------------	-------------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>10/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>ONCOR RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ENERGY FUTURE HOLDINGS CORP.</u>	D Employer Identification Number (EIN) <u>75-2669310</u>	

	Part I Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1	Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other	1b(3)	0	40078674
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	9955346
	(2) U.S. Government securities	1c(2)	0	161572945
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)	0	511917863
	(B) All other	1c(3)(B)	0	826825104
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)	0	7070000
	(B) Common	1c(4)(B)	0	361033605
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)		
	(9) Value of interest in common/collective trusts	1c(9)	0	189389798
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	0	211507199
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)	0	72644976

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	0	2391995510

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		1340017
i Acquisition indebtedness	1i		
j Other liabilities	1j	0	30346158
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	31686175

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	0	2360309335
---	-----------	---	------------

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAS, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	122803	
(B) Participants	2a(1)(B)	1588143	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1710946
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	-623	
(B) U.S. Government securities	2b(1)(B)	570368	
(C) Corporate debt instruments	2b(1)(C)	16374631	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	895405	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		17839781
(2) Dividends: (A) Preferred stock	2b(2)(A)	125270	
(B) Common stock	2b(2)(B)	1766278	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1302342	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		3193890
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	403027134	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	396301819	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		6725315
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	10850311	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		10850311

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-1281789
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		6165431
c Other income.....	2c		51269
d Total income. Add all income amounts in column (b) and enter total.....	2d		45255154

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	40865695	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		40865695
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	262981	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	1355927	
(4) Other	2i(4)	523711	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		2142619
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		43008314

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		2246840
l Transfers of assets:			
(1) To this plan.....	2l(1)		2358062495
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☐ Yes ☒ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: MCCONNELL & JONES, LLP

(2) EIN: 76-0488832

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		20000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?	X		1339339
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☐ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2012</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 12/31/2012		
A Name of plan ONCOR RETIREMENT PLAN		B Three-digit plan number (PN) ▶ 004
C Plan sponsor's name as shown on line 2a of Form 5500 ENERGY FUTURE HOLDINGS CORP.		D Employer Identification Number (EIN) 75-2669310
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1 0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): _____		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3 64
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☒ N/A		
If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____		
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)		6a
b Enter the amount contributed by the employer to the plan for this plan year		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☒ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☒ No		
Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		
Schedule R (Form 5500) 2012 v. 120126		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____



Independent Auditor's Report

To the EFH Retirement Committee and the
Participants of the Oncor Retirement Plan

Report on the Financial Statements

We have audited the accompanying financial statements of the Oncor Retirement Plan (the Plan), which comprise the Statements of Net Assets Available for Benefits as of December 31, 2012, and the related Statement of Changes in Net Assets Available for Benefits for the three month period from date of inception to December 31, 2012, and the related Notes to Financial Statements.

Plan Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America (US GAAP); this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the auditing standards generally accepted in the United States of America (US GAAS). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by Plan management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial status of the Plan as of December 31, 2012, and the changes in financial status for the three month period from date of inception to December 31, 2012, in accordance with US GAAP.

Report on Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplementary information listed in the table of contents is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of Plan management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or the financial statements themselves, and other additional procedures in accordance with US GAAS. In our opinion, the information is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

McConnell & Jones LLP

Houston, Texas
October 14, 2013

Attachment to 2012 Form 5500 for ONCOR RETIREMENT PLAN
EIN 75-2669310
Schedule H – Part IV 4 l

The amount reported is attributable to benefits payable as of the end of the 2012 plan year to participants who are over age 70^{1/2} who are due a required minimum distribution.

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ File as an attachment to Form 5500 or 5500-SF.

OMB No. 1210-0110

2012**This Form is Open to Public
Inspection**

For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 12/31/2012

▶ Round off amounts to nearest dollar.

▶ Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan Oncor Retirement Plan	B Three-digit plan number (PN) ▶ 004
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Energy Future Holdings Corp.	D Employer Identification Number (EIN) 75-2669310
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information

1 Enter the valuation date: Month <u>10</u> Day <u>1</u> Year <u>2012</u>			
2 Assets:			
a Market value		2a	2,257,600,699
b Actuarial value		2b	2,257,600,699
3 Funding target/participant count breakdown:			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment		3a	11,331
b For terminated vested participants		3b	10,353
c For active participants:			
(1) Non-vested benefits		3c(1)	10,003,312
(2) Vested benefits		3c(2)	431,216,637
(3) Total active		3c(3)	3,520
d Total		3d	25,204
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions		4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor		4b	
5 Effective interest rate		5	6.97 %
6 Target normal cost		6	5,939,366

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<i>Brian P. Levine</i> <i>BPL</i>	09/24/2013
Signature of actuary		Date
Brian P. Levine		11-06424
Type or print name of actuary		Most recent enrollment number
Aon Hewitt		(214) 989-2661
Firm name		Telephone number (including area code)
2711 North Haskell Avenue Suite 800 Dallas TX 75204-2911		
Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)		
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of _____ %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		
b Interest on (a) using prior year's effective interest rate of _____ % except as otherwise provided (see instructions)		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		
12 Other reductions in balances due to elections or deemed elections		
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	0	0

Part III Funding Percentages

14 Funding target attainment percentage	14	113.38 %
15 Adjusted funding target attainment percentage	15	113.38 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	%
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
10/15/2012	242,914				
10/16/2012	259				
Totals ▶			18(b)	243,173	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	242,545

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost**21** Discount rate:**a** Segment rates:1st segment:
5.54 %2nd segment:
6.85 %3rd segment:
7.52 %☐ N/A, full yield curve used**b** Applicable month (enter code).....**21b**

4

22 Weighted average retirement age**22**

61

23 Mortality table(s) (see instructions)☐

Prescribed - combined

☒

Prescribed - separate

☐

Substitute

Part VI Miscellaneous Items**24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.....☐

Yes

☒

No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.....☐

Yes

☒

No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....☒

Yes

☐

No

27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....**27****Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years****28** Unpaid minimum required contributions for all prior years**28**

0

29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....**29**

0

30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)**30**

0

Part VIII Minimum Required Contribution For Current Year**31** Target normal cost and excess assets (see instructions):**a** Target normal cost (line 6)**31a**

5,939,366

b Excess assets, if applicable, but not greater than line 31a**31b**

5,939,366

32 Amortization installments:

Outstanding Balance

Installment

a Net shortfall amortization installment.....

0

0

b Waiver amortization installment**33** If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount**33**

0

34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..**34**

0

Carryover balance

Prefunding balance

Total balance

35 Balances elected for use to offset funding requirement.....

0

36 Additional cash requirement (line 34 minus line 35).....**36**

0

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....**37**

242,545

38 Present value of excess contributions for current year (see instructions)**a** Total (excess, if any, of line 37 over line 36)**38a**

242,545

b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances**38b**

0

39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)**39**

0

40 Unpaid minimum required contributions for all years**40**

0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)**41** If an election was made to use PRA 2010 funding relief for this plan:**a** Schedule elected☐ 2 plus 7 years☐ 15 years**b** Eligible plan year(s) for which the election in line 41a was made☐ 2008☐ 2009☐ 2010☐ 2011**42** Amount of acceleration adjustment**42****43** Excess installment acceleration amount to be carried over to future plan years**43**

Schedule SB Attachment (Form 5500)—2012 Plan Year
Oncor Retirement Plan
EIN: 75-2669310 PN: 004

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2012

Date	Amount	Interest Rate	Days to Discount to 10/1/2012	Interest Adjusted Contribution
October 15, 2012	\$ 242,914	6.97%	14	\$ 242,287
October 16, 2012	\$ 259	6.97%	15	\$ 258
Total Contribution	\$ 243,173			\$ 242,545

Schedule SB Attachment (Form 5500)—2012 Plan Year
Oncor Retirement Plan
EIN: 75-2669310 PN: 004

Schedule SB, line 15—Reconciliation of Differences Between Valuation Results and Amounts Used to Calculate AFTAP

The AFTAP for the Plan was originally issued December 28, 2012. The AFTAP was revised based on final actuarial valuation results and reissued August 8, 2013. The inputs used in each certification are outlined below:

	Certification Date	
	12/28/2012	8/8/2013
Funding Target	\$ 2,028,448,245	\$ 1,991,063,459
Value of Plan Assets	\$ 2,257,600,699	\$ 2,257,600,699
Funding Standard Carryover Balance	\$ 0	\$ 0
Prefunding Balance	\$ 0	\$ 0
Annuities Purchased for NCHE's	\$ 0	\$ 0
Security Posted	\$ 0	\$ 0
Certified AFTAP	111.29%	113.38%

Schedule SB Attachment (Form 5500)—2012 Plan Year
Oncor Retirement Plan
EIN: 75-2669310 PN: 004

Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at mid-year, except for the 100% retirement age.

Retirement Age	Retirement Percentage	Number of Employees Retired Per 1,000	Weighted Age
55	10.0%	100	5,500.00
56	5.0%	45	2,520.00
57	6.0%	51	2,924.10
58	8.0%	64	3,729.17
59	9.0%	67	3,926.24
60	13.0%	87	5,248.29
61	15.0%	88	5,356.28
62	35.0%	174	10,797.45
63	20.0%	65	4,075.17
64	25.0%	65	4,139.85
65	100.0%	<u>194</u>	<u>12,613.61</u>
Total		1,000	60,830.16
Average Retirement Age:		60.83016	

Schedule SB Attachment (Form 5500)—2012 Plan Year
Oncor Retirement Plan
EIN: 75-2669310 PN: 004

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month lookback (as of June 2012), each adjusted as needed to fall within the 25-year average interest rate corridor under MAP-21
1st Segment Rate	5.54%
2nd Segment Rate	6.85%
3rd Segment Rate	7.52%
Salary Increases	See Table A
Cash Balance Interest Crediting Rate	4.50%
Cash Balance Annuity Conversion Rate	4.50%
Social Security Wage Base Increases	Future wage indices are based on a national wage increase of 3.50% per year.
Social Security COLA Increases	3.00%
Optional Payment Form Election Percentage	Sixty-five percent (65%) of traditional benefit participants are assumed to receive a 100% joint and survivor annuity and thirty-five percent (35%) of traditional benefit participants are assumed to receive a single life annuity at the earliest commencement date. Cash Balance participants are assumed to receive lump sums at termination or the date they would have reached 10 years of Accredited Service. The lump sums are calculated as the greater of their Cash Balance account or the present value of their 12/31/2001 accrued benefit deferred to 65 valued using the assumed 30-year treasury rate and current 417(e)(3) mortality.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Oncor Retirement Plan
EIN: 75-2669310 PN: 004

Optional Payment Form Election Percentage for Terminated Vested Participants	65%—Joint and 100% survivor annuity 35%—Single life annuity
Retirement Age Active Participants	See Table B
Terminated Vested Participants	Age 62 for Traditional Deferred Vested participants eligible for early retirement commencement; otherwise age 65. Cash Balance participants are assumed to receive a lump sum at age 55 or, if later, once the 10-year service requirement is or would have been met.
Mortality Rates Healthy	2012 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)
Disabled	2012 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)
Withdrawal Rates	See Table C
Disability Rates	See Table D
Surviving Spouse Benefit	It is assumed that 80% of males and 80% of females have an eligible spouse, and that males are three years older than their spouses.
Benefit and Compensation Limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$200,000 and the IRC section 401(a)(17) compensation limit of \$250,000.
Valuation of Plan Assets	Fair market value
Trust Expenses Included in Target Normal Cost	\$138,924. Expenses are equal to the actual administrative expenses for the short plan year multiplied by 4.
Actuarial Method	Standard unit credit cost method
Valuation Date	October 1, 2012

Schedule SB Attachment (Form 5500)—2012 Plan Year
Oncor Retirement Plan
EIN: 75-2669310 PN: 004

Table A
Percentage Pay Increase at Attained Age

Age	Assumed Increase	Age	Assumed Increase
15	15.00%	40	5.59%
16	15.00%	41	5.12%
17	15.00%	42	4.65%
18	15.00%	43	4.57%
19	15.00%	44	4.49%
20	15.00%	45	4.41%
21	14.53%	46	4.34%
22	14.06%	47	4.27%
23	13.59%	48	4.21%
24	13.12%	49	4.15%
25	12.65%	50	4.09%
26	12.18%	51	4.04%
27	11.71%	52	3.98%
28	11.24%	53	3.93%
29	10.77%	54	3.88%
30	10.30%	55	3.84%
31	9.83%	56	3.79%
32	9.35%	57	3.74%
33	8.88%	58	3.70%
34	8.41%	59	3.65%
35	7.94%	60	3.60%
36	7.47%	61	3.56%
37	7.00%	62	3.51%
38	6.53%	63	3.46%
39	6.06%	64	3.42%

Schedule SB Attachment (Form 5500)—2012 Plan Year
Oncor Retirement Plan
EIN: 75-2669310 PN: 004

Table B
Annual Rates of Retirement per 100 Eligible Participants

Age	
55	10.00
56	5.00
57	6.00
58	8.00
59	9.00
60	13.00
61	15.00
62	35.00
63	20.00
64	25.00
65	100.00
66	100.00
67	100.00
68	100.00
69	100.00

Schedule SB Attachment (Form 5500)—2012 Plan Year
Oncor Retirement Plan
EIN: 75-2669310 PN: 004

Table C
Annual Rates of Turnover per 100 Eligible Participants (with at least three years of service)

Age	Male	Female	Age	Male	Female
15	7.2000	17.1606	40	4.9000	10.2636
16	7.2000	17.1606	41	4.7000	9.8804
17	7.2000	17.1606	42	4.5000	9.4972
18	7.2000	17.1606	43	4.2000	9.1141
19	7.2000	17.1606	44	3.9000	8.7309
20	7.2000	17.1606	45	3.6000	8.3477
21	7.1000	17.1606	46	3.3000	7.9646
22	7.0000	17.1606	47	3.0000	7.5814
23	6.9000	16.7774	48	2.9000	7.1982
24	6.8000	16.3943	49	2.8000	6.8151
25	6.7000	16.0111	50	2.7000	6.4319
26	6.6000	15.6279	51	2.6000	6.0487
27	6.5000	15.2448	52	2.5000	5.6656
28	6.4000	14.8616	53	2.3000	5.2824
29	6.3000	14.4784	54	2.1000	4.8992
30	6.2000	14.0953	55	1.9000	4.5161
31	6.1000	13.7121	56	1.7000	4.1329
32	6.0000	13.3289	57	1.5000	3.7497
33	5.9000	12.9458	58	1.2000	3.3666
34	5.8000	12.5626	59	0.9000	2.9834
35	5.7000	12.1794	60	0.6000	2.6002
36	5.6000	11.7963	61	0.0300	2.2170
37	5.5000	11.4131	62	0.0000	1.8339
38	5.3000	11.0299	63	0.0000	1.4507
39	5.1000	10.6467	64	0.0000	1.0675

Participants (male and female) with less than three years of service are assumed to terminate at the following rates:

Service	Annual Rate per 100 Eligible Participants
0	25
1	20
2	15

Schedule SB Attachment (Form 5500)—2012 Plan Year
Oncor Retirement Plan
EIN: 75-2669310 PN: 004

Table D
Annual Rates of Disability per 100 Eligible Participants

Age	Male	Age	Male
15	0.0200	40	0.1821
16	0.0200	41	0.1974
17	0.0200	42	0.2129
18	0.0200	43	0.2302
19	0.0200	44	0.2512
20	0.0200	45	0.2773
21	0.0210	46	0.3071
22	0.0220	47	0.3380
23	0.0250	48	0.3737
24	0.0285	49	0.4202
25	0.0325	50	0.4758
26	0.0370	51	0.5370
27	0.0420	52	0.6080
28	0.0486	53	0.6868
29	0.0567	54	0.7759
30	0.0658	55	0.8700
31	0.0756	56	0.9672
32	0.0858	57	1.0700
33	0.0965	58	1.1693
34	0.1076	59	1.2500
35	0.1190	60	1.3750
36	0.1305	61	1.6570
37	0.1420	62	1.7820
38	0.1541	63	1.8400
39	0.1673	64	1.8620
		65	1.8750

Schedule SB Attachment (Form 5500)—2012 Plan Year
Oncor Retirement Plan
EIN: 75-2669310 PN: 004

Schedule SB, Part V—Summary of Plan Provisions

Effective Date

October 1, 2012.

Effective October 1, 2012, the following plan participants were spun off from the EFH Retirement Plan to the Oncor Retirement Plan: 1) active employees of Oncor; 2) retirees and beneficiaries receiving benefits from the EFH Retirement Plan as of that date; 3) other former employees and beneficiaries with vested accrued benefits from the EFH Retirement Plan on that date who had not gone into pay status; and, 4) alternate payees under qualified domestic relations orders in effect under the EFH Retirement Plan as of October 1, 2012, other than qualified domestic relations orders relating to Employees who, as of October 1, 2012, are bargaining unit employees of Luminant.

Participation

Completion of at least one year of service and attainment of age 21.

Applicable Benefit Formula

Employees hired before January 1, 2001 were allowed a one-time choice between their then current pension benefit (generally Final Average Pay), and a new Cash Balance benefit. For those electing the Cash Balance Plan an opening balance equal to the value of their Traditional benefit was determined. All hires after December 31, 2000 automatically enter the Cash Balance formula. In addition certain employees were already covered by a "Prior Cash Balance Formula" and certain employees, acquired as a result of various acquisitions have special minimum benefit provisions. The most notable of those special provisions pertain to former Enserch employees and those are summarized later in this material.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Oncor Retirement Plan
EIN: 75-2669310 PN: 004

Plan Provisions—Oncor Retirement Plan

Normal Retirement

Eligibility

Attainment of age 65.

Current EFH Formulas:

Traditional Final Average Pay
(Pre – 1/1/2001 hires)

Monthly amount equal to the sum of (A) and (B):

(A) $1.3\% \times (\text{average annual Earnings not in excess of } \$7,800) \times \text{Accredited Service}$; and

(B) $1.5\% \times (\text{average annual Earnings in excess of } \$7,800) \times \text{Accredited Service}$.

Prior Cash Balance Formula

Cash Balance Account is equal to the sum of (A) and (B):

(A) Pay-Based Credits equal to a percentage of Earnings for each month as an eligible employee based on the following table:

Years of Accredited Service	Percentage
0, but less than 5	2.30%
5, but less than 10	3.15%
10, but less than 15	3.80%
15, but less than 20	4.60%
20, but less than 25	5.55%
25 or more	6.75%

(B) Interest Credits at the end of each month based on the account balance as of the end of the prior month. The interest rate applied each month is the monthly average yield on the published rate on 30-year Treasury bonds for the twelve months ending November 30 of the previous plan (calendar) year.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Oncor Retirement Plan
EIN: 75-2669310 PN: 004

Plan Provisions—Oncor Retirement Plan

Normal Retirement (continued)

Current Cash Balance Formula

Cash Balance Account is equal to the sum of (A) and (B):

(A) Pay-Based Credits equal to a percentage of Earnings plus incentive pay for each month as an eligible employee based on the following table:

Age plus Years of Accredited Service	Percentage
Less than 35	3.50%
35, but less than 50	4.50%
50, but less than 65	5.50%
65 or more	6.50%

(B) Interest Credits at the end of each month based on the account balance as of the end of the prior month. The interest rate applied each month is the monthly average yield on the published rate on 30-year Treasury bonds for the twelve months ending November 30 of the previous plan (calendar) year.

Early Retirement

Eligibility

Attainment of age 55 and 15 years of Accredited Service.

Benefits

The participant's accrued benefit at the date of early retirement is payable at the Normal Retirement Age. The participant may elect an earlier commencement with early retirement reduction based on the participant's age at the annuity start date.

The early commencement benefit under the Traditional Final Average Pay formula shall be the accrued benefit under this formula reduced by 1/3% for each month the commencement date precedes the first day of the month coincident with or following their 62nd birthday.

The benefit under the Cash Balance Formula will be the account balance if the Employee has 10 years of Accredited Service or more. This benefit can be received as either a lump sum or an actuarially equivalent annuity.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Oncor Retirement Plan
EIN: 75-2669310 PN: 004

Plan Provisions—Oncor Retirement Plan

Late Retirement

Eligibility	Actively employed after normal retirement eligibility.
Benefits	The accrued benefit payable beginning on the first day of the month following Late Retirement is the greater of the accrued benefit calculated at termination under the applicable formula and the accrued benefit calculated at Normal Retirement Age increased actuarially to the late retirement date.

Vested Terminations

Eligibility	
Traditional Formula	Five years of Vesting Service and termination of employment for reasons other than disability and death.
Cash Balance Formula	Three years of Vesting Service and termination of employment for reasons other than disability and death.
Benefits	<p>The benefit under the Final Average Pay Formula shall be the accrued benefit payable at age 65. If the Employee has at least 15 years of Accredited Service at termination, the benefit can commence as early as age 55 with the same reduction as for Early Retirement.</p> <p>The benefit under the Cash Balance Formula will be the account balance or an actuarially equivalent annuity that can commence immediately, provided the Employee had at least 10 years of Accredited Service at termination. For other participants commencement is delayed until the date that they would have had 10 years of Accredited Service had they not terminated.</p>

Disability Retirement

Eligibility	Participant must be eligible for benefits under the company's formal long-term disability plan.
Benefits	Service for purposes of Accredited Service will continue. However, average annual Earnings at the time of disability will be used to calculate retirement benefits.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Oncor Retirement Plan
EIN: 75-2669310 PN: 004

Plan Provisions—Oncor Retirement Plan

Qualified Preretirement Survivor Annuity

Eligibility

A surviving spouse is eligible for the Qualified Preretirement Survivor Annuity (QPSA) if all of the following are satisfied:

- The participant was partially or fully vested
- The participant's death occurred before the benefit commencement date of the first pension payment to the participant
- For Traditional Final Average Pay participants the participant and spouse were married for not less than one year at the time of death

Benefits

The benefit payable to the surviving spouse under the Final Average Pay plan is the greater of (A) and (B) until remarriage of the surviving spouse and the benefit under (B) thereafter:

- (A) Two-thirds of the normal retirement benefit based on average annual Earnings and years of Accredited Service at the time of the participant's death.
- (B) The retirement benefit payable as if the employee had terminated on the date of death and elected to receive the 100% Joint and Survivor Annuity Option at the earliest possible date.

The benefit payable to the surviving spouse or designated beneficiary under the Cash Balance Plan is the vested account balance in the form of a lump sum or a monthly annuity.

Postretirement Death

Eligibility

If a participant dies after having started receiving retirement benefits, the survivor may be eligible for a portion of the participant's benefit, depending on the form of payment originally elected and the period of time over which payments have been made.

Benefits

Benefit amounts are based on the form of payment the participant was receiving.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Oncor Retirement Plan
EIN: 75-2669310 PN: 004

Plan Provisions—Oncor Retirement Plan

Normal Form of Payment	Single life annuity for single participants. 100% qualified joint and survivor annuity for married participants.
Optional Forms of Payment	Actuarially equivalent amounts may be paid in any of the following forms: Single Life Annuity 50% Joint and Survivor Annuity 100% Joint and Survivor Annuity 10-Year Certain and Life Annuity Social Security Adjustment Lump Sum (only if less than \$5,000 for Traditional participants)
Employee Contributions	No employee contributions are required or allowed
Pay Limits	The Enserch plan incorporates prospective EGTRRA Limits. Pre-EGTRRA Limits are calculated under the Extended Wear-Away GATT approach.
Ad Hoc Enhancements	From time to time, the plan has sponsored ad hoc enhancements including severance benefits, early retirement windows, and ad hoc retiree cost-of-living increases. None of these has consistently shown a pattern of entitlement to include their valuation for future retirees.
Definitions	
Accredited Service	Accredited Service is used to determine the amount of a participant's benefit under the plan. Accredited Service is years and complete months of participation, up to a maximum of 40 years. Accredited Service includes service credited under the EFH Retirement Plan; however, Accredited Service under the Oncor Retirement Plan does not include any Accredited Service for which a participant has received, or is entitled to receive, a benefit under the EFH Retirement Plan or the EFH Active Retirement Plan.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Oncor Retirement Plan
EIN: 75-2669310 PN: 004

Plan Provisions—Oncor Retirement Plan

Vesting Service

Vesting Service is used to determine a participant's eligibility to receive benefits under the plan. Vesting Service is years and complete months of service beginning no earlier than age 18.

Vesting Service includes service credited under the EFH Retirement Plan.

Earnings

Annual remuneration, exclusive of overtime earnings or any special, incentive or other extra compensation. Includes amounts contributed to a salary reduction arrangement. Earnings for Cash Balance participants shall include cash commissions and incentive compensation.

However, in no event will Earnings exceed the statutory dollar limitation, adjusted for changes in the cost of living, as provided in section 401(a)(17) of the Code.

Final Average Earnings

Final Average Earnings will be calculated as one-third of the sum of the Participant's Earnings during the Participant's highest three years of Earnings.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Oncor Retirement Plan
EIN: 75-2669310 PN: 004

Plan Provisions—Retirement and Benefit Program of 1969 of ENSERCH Corporation and Participating Subsidiary Companies

Participation

Employees of Enserch Corporation as of the corporate merger date in 1997, and employed with TXU as of December 31, 1997.

Normal Retirement

Eligibility

Attainment of age 65.

Benefits

Greater of (1) Enserch Benefit only, but considering all service with Enserch and TXU or (2) Enserch Benefit accrued through 12/31/1997 (or earlier transfer date) plus TXU benefits accrued thereafter. (1) does not apply for periods of service in which an employee participates in the TXU cash balance formula.

Enserch Benefit

Monthly amount equal to the greater of (A), (B) and (C):

(A) $1.25\% \times \text{Enserch Final Average Earnings} \times \text{Enserch Benefit Service up to 35 years; plus } 0.50\% \times \text{Enserch Final Average Earnings} \times \text{Enserch Benefit Service for years 35 up to 45.}$

(B) $1.00\% \times \text{Enserch Final Average Earnings} \times \text{Enserch Benefit Service up to 35 years; plus } 0.50\% \times \text{Enserch Final Average Earnings} \times \text{Enserch Benefit Service for years 35 up to 45; plus } 0.75\% \times (\text{Enserch Final Average Earnings in Excess of Covered Compensation}) \times \text{Enserch Benefit Service up to 35 years}$

(C) Post-1990 Minimum Benefit, (1) + (2) + (3):

(1) Frozen 4/30/1989 benefit with pay growth adjustment through 12/31/1993

(2) Frozen 5/1/1989-12/31/1990 benefit with pay growth through 12/31/1990, consisting of a Base Component and an Excess Component

(3) Greater of Enserch Benefit (A) or (B) above with Enserch Benefit Service after 12/31/1990 only; the 45 year service cap is disregarded

The Post-1990 Minimum Benefit shall be no less than the prior Minimum Benefit as of 12/31/1990

Schedule SB Attachment (Form 5500)—2012 Plan Year
Oncor Retirement Plan
EIN: 75-2669310 PN: 004

Plan Provisions—Retirement and Benefit Program of 1969 of ENSERCH Corporation and Participating Subsidiary Companies

Early Retirement

Eligibility

Retirement after attainment of age 55 and 5 years of Enserch Benefit Service or age 50 and 15 years of TXU Accredited Service

Benefits

Normal Retirement benefit reduced for early commencement, but no earlier than Earliest Retirement Age (age 55 if satisfying the 50+15 criteria, otherwise, 10 years prior to SSRA)

The reduction factor differs for each Enserch benefit component and age, according to the following table. Benefit component labels correspond to the labels under the retirement area.

Table	1	2	3	4
Applies to:	(A), (B), (C3)	(C1)	(C2)	(C2), Excess
Unreduced Age:				
Years before Unreduced Age	SSRA	65	SSRA	SSRA
0	1.0000	1.00	1.00	1.000
1	0.9077	0.98	1.00	0.933
2	0.8255	0.96	1.00	0.867
3	0.7522	0.94	1.00	0.800
4	0.6866	0.92	1.00	0.733
5	0.6278	0.90	1.00	0.667
6	0.5748	0.84	0.95	0.633
7	0.5271	0.78	0.90	0.600
8	0.4840	0.72	0.85	0.567
9	0.4451	0.66	0.80	0.533
10	0.4098	0.60	0.75	0.500
11	Actuarial	N/A	Actuarial	N/A
	Equivalence		Equivalence	
12	Actuarial	N/A	Actuarial	N/A
	Equivalence		Equivalence	

The Excess portion of (C)(2) is reduced by both tables 3 and 4.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Oncor Retirement Plan
EIN: 75-2669310 PN: 004

Plan Provisions—Retirement and Benefit Program of 1969 of ENSERCH Corporation and Participating Subsidiary Companies

Late Retirement

Eligibility	Actively employed after normal retirement eligibility.
Benefits	The accrued benefit payable beginning on the first day of the month following Late Retirement is the accrued benefit calculated at termination under the applicable formula indicated at Normal Retirement.

Vested Terminations

Eligibility	Five years of EFH Vesting Service, but including service before age 18, and termination of employment for reasons other than disability and death.
Benefits	Accrued Normal Retirement benefit, payable as early as the Earliest Retirement Age, reduced actuarially.

Disability Retirement

Eligibility	Disability as defined in the plan document, generally incapacity to perform current job or one concomitant with current qualifications, affirmed by a physician.
Benefits	100% immediate vesting, with termination date as of disability date. However, early commencement is in accordance with the reductions under Early Retirement.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Oncor Retirement Plan
EIN: 75-2669310 PN: 004

Plan Provisions—Retirement and Benefit Program of 1969 of ENSERCH Corporation and Participating Subsidiary Companies

Preretirement Survivor Annuity

Eligibility

A surviving spouse is eligible for the Preretirement Survivor Annuity if all of the following are satisfied:

- The participant was vested
- The participant's death occurred before the benefit commencement date of the first pension payment to the participant

Benefits

Benefit as if the participant terminated employment on the date of death, selected the earliest commencement age, elected the Joint and 50% Survivor option with the spouse as joint annuitant, and then died. The spouse therefore is entitled to a single life survivor annuity.

Unreduced Form of Payment

10 Year Certain and Life

Normal Form of Payment

Actuarially equivalent life annuity for single participants and 100% Joint and Survivor if married.

Optional Forms of Payment

Actuarially equivalent amounts may be paid in any of the following forms:

10 Year Certain and Life
100% Joint and Survivor
Single Life Annuity
5 Year Certain and Life
15 Year Certain and Life
100% Joint and Survivor with 10 Years Certain
100% Joint and Survivor with 15 Years Certain
50% Joint and Survivor
67% Joint and Survivor
67% Joint and Contingent (Reduce upon either death)
67% Joint and Survivor with 10 Years Certain
Age 62 Social Security Level Income

Schedule SB Attachment (Form 5500)—2012 Plan Year
Oncor Retirement Plan
EIN: 75-2669310 PN: 004

Plan Provisions—Retirement and Benefit Program of 1969 of ENSERCH Corporation and Participating Subsidiary Companies

Definitions

Enserch Benefit Service

Benefit Service is credited from original hire date, and includes service with EFH (except as where specifically excluded in the formulas); however, Enserch Benefit Service does not include any service for which a participant has received, or is entitled to receive, a benefit under the EFH Retirement Plan or the EFH Active Retirement Plan.

For calculations involving Benefit Service after 12/31/1990 only, prior service shall still be considered in determining the 35 year service breakpoint.

Benefit Service includes service with Fleet Star of Texas, L.C. and Transtar Technologies, L.C.

Service is counted as determined by administrative practice.

“Compensation” if not contributed to a cafeteria plan, within the meaning of section 125 of the code, pursuant to the Participant’s election.

However, in no event will Compensation exceed the statutory dollar limitation, adjusted for changes in the cost of living, as provided in section 401(a)(17) of the Code.

Enserch Final Average Earnings

Final Average Earnings is calculated as the highest monthly average of the sum of Enserch Compensation during the 60-consecutive-month period ending on the Participant’s retirement or earlier date of termination. For determining which 60 months are the highest, base pay alone is considered.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Oncor Retirement Plan
EIN: 75-2669310 PN: 004

Plan Provisions—Retirement and Benefit Program of 1969 of ENSERCH Corporation and Participating Subsidiary Companies

Definitions (continued)

Enserch Compensation

For full-time participants, compensation includes:

Base Pay

401(k), 125,132(f) Salary Reductions

Overtime, differentials, commissions

Annual cash awards if allowed by incentive plan

For part-time participants, compensation includes:

W-2 Wages

Covered Compensation

The 35 year unindexed average of Social Security Wage Bases ending in the year the participant attains Social Security Retirement Age, with Social Security Wage Bases projected at a constant level amount between projected termination date and Social Security Retirement Age.

Social Security Retirement Age

Age at which unreduced benefits are available under the Social Security Act, but as further defined by Code Section 415(b)(8). Currently this is:

65 if born before 1938

66 if born between 1938 and 1954 inclusive, and

67 if born after 1954Adoption Date

EBASCO Provisions

There were 10 active employees covered by the EBASCO plan provisions as of January 1, 2006. Those plan provisions are not summarized here due to its immaterial impact.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Oncor Retirement Plan
EIN: 75-2669310 PN: 004

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

The Oncor Retirement Plan was spun off from the EFH Retirement Plan and first effective as of October 1, 2012.

The target normal cost shown on line 6 and line 31a represents the three month plan year from October 1, 2012, to December 31, 2012.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Oncor Retirement Plan
EIN: 75-2669310 PN: 004

Schedule SB, line 26—Schedule of Active Participant Data

Number of Participants, Average Compensation and Average Cash Balance Account

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25	22 \$65,937 \$487	91 \$45,632 \$3,423								
25-29	23 \$66,614 \$717	255 \$53,108 \$5,273	86 \$57,940 \$10,834							
30-34	16	150 \$54,702 \$5,755	113 \$62,755 \$15,791	56 \$66,284 \$15,954						
35-39	4	102 \$57,834 \$7,374	49 \$65,413 \$18,788	85 \$70,445 \$24,027	32 \$72,132 \$29,755	1				
40-44	10	48 \$65,125 \$8,288	27 \$79,141 \$25,375	57 \$68,724 \$26,889	41 \$73,485 \$36,170	65 \$82,119 \$46,973				
45-49	9	41 \$67,843 \$11,415	21 \$64,260 \$22,916	32 \$71,813 \$24,923	21 \$70,802 \$43,191	117 \$85,565 \$59,855	190 \$78,666 \$39,204	1		
50-54	4	25 \$74,326 \$42,641	13	16	17	58 \$81,442 \$58,879	587 \$84,648 \$36,050	5	1	
55-59	1	19	6	9	7	18	87 \$83,141 \$44,690	457 \$84,631 \$39,848	7	1
60-64	1	13	5	2	5	12	28 \$72,021 \$21,385	69 \$79,084 \$29,821	234 \$85,777 \$46,773	4
65-69			1			3	5	4	11	19
70+						1				

N-3520

Oncor Retirement Plan

Financial Statements
at December 31, 2012 and for the
Three Month Period From Date of Inception to December 31, 2012,
Supplemental Schedules at and for the
Three Month Period From Date of Inception to December 31, 2012 and
Independent Auditor's Report

TABLE OF CONTENTS

	<u>PAGE</u>
INDEPENDENT AUDITOR'S REPORT.....	1
FINANCIAL STATEMENTS:	
Statement of Net Assets Available for Benefits – December 31, 2012.....	3
Statement of Changes in Net Assets Available for Benefits – Three Month Period from Date of Inception to December 31, 2012	4
Notes to Financial Statements.....	5
SUPPLEMENTAL SCHEDULES:	
Schedule H, Part IV, Line 4i – Supplemental Schedule of Assets (Held At End of Period) December 31, 2012	19
Schedule H, Part IV, Line 4i – Supplemental Schedule of Assets (Acquired and Disposed of Within Period) Three Month Period from Date of Inception to December 31, 2012	98
Schedule H, Part IV, Line 4j – Supplemental Schedule of Reportable Transactions Three Month Period from Date of Inception to December 31, 2012	105

Note:

The accompanying financial statements have been prepared for the purpose of filing with the Department of Labor's Form 5500. Supplemental schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, other than the schedules listed above, are omitted because of the absence of the conditions under which they are required.



Independent Auditor's Report

To the EFH Retirement Committee and the
Participants of the Oncor Retirement Plan

Report on the Financial Statements

We have audited the accompanying financial statements of the Oncor Retirement Plan (the Plan), which comprise the Statements of Net Assets Available for Benefits as of December 31, 2012, and the related Statement of Changes in Net Assets Available for Benefits for the three month period from date of inception to December 31, 2012, and the related Notes to Financial Statements.

Plan Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America (US GAAP); this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the auditing standards generally accepted in the United States of America (US GAAS). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by Plan management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial status of the Plan as of December 31, 2012, and the changes in financial status for the three month period from date of inception to December 31, 2012, in accordance with US GAAP.

Report on Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplementary information listed in the table of contents is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of Plan management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or the financial statements themselves, and other additional procedures in accordance with US GAAS. In our opinion, the information is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

McConnell & Jones LLP

Houston, Texas
October 14, 2013

ONCOR RETIREMENT PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012

	<u>December 31, 2012</u>
ASSETS:	
INVESTMENTS, AT FAIR VALUE (Notes 3 and 4):	
Interest bearing cash	\$ 9,326,707
Common stocks.....	340,098,989
Preferred stocks.....	6,572,205
Fixed income securities:	
United States (U.S.) Government	159,242,752
Corporate	1,296,694,073
Common funds:	
Mutual funds	200,449,058
Commingled trusts	179,238,671
Other investments, primarily state and local fixed income securities.....	<u>69,934,442</u>
Total investments	2,261,556,897
NET ASSETS HELD IN 401(h) ACCOUNT (Notes 1, 4 and 6).....	90,489,246
ACCRUED INTEREST AND DIVIDENDS	18,686,307
RECEIVABLE FROM SALES OF SECURITIES.....	<u>20,059,479</u>
Total assets	2,390,791,929
LIABILITIES	
AMOUNTS RELATED TO OBLIGATION OF 401(h) ACCOUNT (Notes 1 and 6)	90,489,246
PAYABLE FOR SECURITIES PURCHASED	7,899,324
ACCRUED EXPENSES	1,288,644
OTHER LIABILITIES	<u>21,294,626</u>
Total liabilities	<u>120,971,840</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$2,269,820,089</u>

See Notes to Financial Statements.

ONCOR RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS THREE MONTH PERIOD FROM DATE OF INCEPTION TO DECEMBER 31, 2012

ADDITIONS:

Investment income, including amounts related to securities pledged to creditors:

Common stocks	\$ 12,463,977
Preferred stocks	(7,332,995)
Fixed income securities:	
U.S. Government	(777,488)
Corporate	6,326,082
Common funds:	
Mutual funds	5,774,827
Commingled trusts	(1,201,205)
Other investments	<u>6,020,094</u>
Net appreciation in fair value of investments	21,273,292
Interest and dividends	20,184,006
Other investment income	<u>48,046</u>
Total investment gain	41,505,344
Contributions (Note 1)	<u>243,173</u>
Total additions	41,748,517

DEDUCTIONS:

Benefits paid to participants	34,964,614
Administrative expenses (Note 2)	<u>1,939,739</u>
Total deductions	<u>36,904,353</u>

NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS 4,844,164

NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of period	—
Transfers of assets into this Plan	<u>2,264,975,925</u>
End of year	<u>\$2,269,820,089</u>

See Notes to Financial Statements.

ONCOR RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

1. THE PLAN

General — The Oncor Retirement Plan (the “Plan”) is a noncontributory defined benefit pension plan that covers eligible employees of Oncor Electric Delivery Company LLC (“Oncor” or “the Company”) and certain retired and terminated vested plan participants who previously participated in the EFH Retirement Plan of Energy Future Holdings Corp. and its U.S. subsidiaries other than Oncor (“EFH”). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

The Bank of New York Mellon Corporation is the Plan’s trustee (the “Trustee”) and holds the Plan’s assets. Fidelity Investments is the administrative service provider. The Plan provisions are included in the Plan document, originally effective October 1, 2012 with EFH as the Plan Sponsor, and pursuant to the terms of a Master Agreement dated December 27, 2012 between EFH and Oncor. Oncor assumed the sponsorship of the Plan effective January 1, 2013, and a description of the Plan is included in the Plan document. Reference should be made to such documents for a more complete understanding of Plan benefits and operations.

In August 2012, EFH approved certain amendments to the EFH Retirement Plan that resulted in: (1) splitting off assets and liabilities under the EFH Retirement Plan associated with participants (active and retirees) of Oncor, an indirect, 80% owned subsidiary of EFH, and all retirees and terminated vested participants of EFH and its subsidiaries (including discontinued businesses) to a new plan (Oncor Retirement Plan), (2) splitting off assets and liabilities under the EFH Retirement Plan associated with active employees of EFH’s competitive businesses, other than active collective bargaining unit employees, to a Terminating Plan (EFH Active Retirement Plan), freezing benefits and vesting all accrued Plan benefits for these participants (Affected Participants), (3) the termination of, distributions of benefits under, and settlement of all of EFH’s liabilities under the EFH Active Retirement Plan and (4) maintaining assets and liabilities under the EFH Retirement Plan associated with active collective bargaining unit employees of EFH’s competitive businesses under the current EFH Retirement Plan. Benefits were distributed to the Affected Participants in the fourth quarter of 2012.

Oncor employees generally become eligible to participate in the Plan upon attainment of age 21 and completion of one Year of Service (as defined in the Plan document). Plan participants with five or more years of service after age 18 or who retire on or after attainment of age 65 are fully vested in the Plan and are eligible to receive monthly retirement benefits based on participant pay and years of service, as defined in the Plan document, under the Traditional Retirement Formula, or based on contribution credits as determined by age, service and participant earnings, as defined in the Plan document, plus interest credits under the Cash Balance Formula (described below). Cash Balance Formula participants are fully vested in their accounts upon completion of three years of Vesting Service (as defined in the Plan document). The Plan provides for early retirement beginning at age 55 with at least 15 years of Accredited Service (as defined in the Plan document). Some reductions in normal monthly retirement benefits occur under the Traditional Retirement Formula if participants elect to begin receiving benefits prior to reaching age 62. Certain death benefits are also provided under the Plan.

All eligible employees who were first hired on or after January 1, 2001, and who therefore became eligible to participate in the Plan on or after January 1, 2002, are covered under the Cash Balance Formula component of the Plan. Under the Cash Balance Formula, the Company makes a monthly contribution to a hypothetical account established for each Cash Balance Formula participant. The amount of the Company contribution is equal to a percentage of the participant’s eligible compensation determined on the basis of the participant’s combined age and years of Accredited Service according to the following table:

Age + Years of Accredited Service	Contribution Credit
<35	3.5%
35–49	4.5%
50–64	5.5%
65+	6.5%

Employees who have incurred a severance from service and are rehired who have accrued a benefit under the Traditional Retirement Plan Formula but have not yet commenced payment of that benefit, shall upon such Participant's commencement of participation in the Plan have that benefit converted to a hypothetical account balance and shall thereafter be a part of such Participant's Cash Balance Formula benefit. If an Employee who has incurred a severance from service or a participant in the EFH Retirement Plan or EFH Active Retirement Plan is rehired (or hired) after commencing their Traditional Retirement Plan Formula benefit, then payment of such benefit shall continue, and such participant shall be entitled to participate only in the Cash Balance Formula from and after reemployment.

Participants can receive their Cash Balance Formula benefit upon retirement or when they otherwise terminate employment with the Company, provided that, if the severance from employment is for a reason other than retirement and the participant has less than ten years of participation under the Plan, the participant may not receive their Cash Balance Formula benefit until ten years have elapsed from the participant's initial plan participation date or the participant attains age 65 (whichever comes first), except as explained in the paragraph immediately below. Participants may, at their election, receive their benefit earned under the Cash Balance Formula in the form of a single lump sum or one of the monthly annuities available under the Plan. The amount of the Cash Balance Formula benefit is based on the value of the participant's Cash Balance Formula account.

For all Plan participants who terminate employment before retirement with a benefit in the Plan that is less than or equal to \$1,000, their benefit is distributed to them in a lump sum upon termination of employment. If a participant's benefit is greater than \$1,000 but less than or equal to \$5,000 upon termination of employment before retirement, the participant may elect to receive their benefit in the form of a lump sum upon termination of employment. Otherwise, the benefit is transferred to an individual retirement account.

For certain military personnel who do not return to active employment due to death or disability while on active duty, the Company will make contributions to the Plan for the period during which the employee was on active duty, and in the event of death, will apply the provisions of the Plan relating to survivor benefits as if the participant were an active employee on the date of death.

Plan Termination — The Plan is subject to termination at any time by the Board of Directors of Oncor, in which event all Plan assets will be used for the benefit of participants and their beneficiaries under the Plan. In the event of liquidation, the distribution of assets shall conform to the law and shall recognize the priority of claims and interests in the payment of benefits in accordance with applicable provisions of the law. Whether a particular participant's accumulated benefits will be paid depends on both the priority of those benefits and the level of benefits guaranteed at the time by the Pension Benefit Guaranty Corporation ("PBGC"). Some benefits may be fully or partially provided for by the then-existing assets and the PBGC, while other benefits may not be provided for at all.

Section 401(h) Medical Benefit Component — The Plan includes a separate medical benefit account ("401(h) account") in addition to the normal plan retirement benefits, to fund a portion of postretirement health care obligations for retirees and their beneficiaries in accordance with Section 401(h) of the Internal Revenue Code ("IRC"). Accordingly, the Plan's investments in the 401(h) account may not be used for, or diverted to, any purpose other than providing health benefits for retirees and their beneficiaries. The related obligations for health benefits are not included in the Plan's actuarial present value of accumulated plan benefits (see Note 5) but are reflected as obligations in the separate financial statements of the EFH Health Care and Life Insurance Plan. Plan participants do not contribute to the 401(h) account except for retired employee's share of health care premiums. Employer contributions are at the discretion of Oncor management. See Note 4 and 6 for details of the 401(h) net assets at December 31, 2012.

Contributions — The Company's contributions to the Plan to fund the benefits are based on an independent actuarial study and satisfy the minimum funding requirements of ERISA for the year 2012. The Company made contributions to the Plan of \$243,173 for the 2012 plan year. The Company did not make any 401(h) contributions during the 2012 plan years except for retired employees' share of insurance premiums. The assets of the Plan attributable to the contributions made by the Company are to be used solely to provide benefits to participants of the Plan.

Party-in-Interest — Certain plan investments are managed by Standish Mellon, a subsidiary of the trustee. These transactions qualify as party-in-interest transactions allowable under ERISA regulations.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The financial statements of the Plan are prepared under the accrual method of accounting. Benefit payments are recorded when paid. Subsequent events have been evaluated through October 14, 2013, the date these financial statements were available to be issued.

Investments — The investments of the Plan are presented at fair value. Generally quoted market prices, determined as the last reported sales price on the last business day of the year, are used to present the fair value of investments of the Plan.

At December 31, 2012, the Plan held approximately \$7 million of investments (approximately 0.3% of the Plan's net assets) whose fair values were determined by the Trustee in the absence of available market information. Because of the inherent uncertainty of valuation, those estimated values may differ significantly from the values that would have been used had a ready market for the securities existed, and the differences could be material. These investments consisted principally of preferred shares of private Real Estate Investment Trusts.

See Note 4 for additional information on fair value measurements.

Contributions — Contributions to the Plan are recorded in the period that the Plan's actuary determines they relate to except that a contribution receivable is recorded to the extent that amounts due are pursuant to formal commitments as well as legal or contractual requirements in existence at the end of the Plan year.

Administrative Expenses — During the three months ended December 31, 2012, the Plan paid the costs and expenses of investment transactions and the fees of investment managers engaged by the Oncor Retirement Committee, which consists of certain management-level employees of the Company. The Plan also incurred trustee fees, PBGC insurance fees and relevant actuarial, audit and legal fees.

Actuarial Assumptions — The actuarial present value of accumulated plan benefits is determined by the consulting actuary by applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money and the probability of payment between the valuation date and the expected payment date. The more significant actuarial assumptions used in the actuarial valuations at December 31, 2012 include:

- use of an annual rate of interest of 4.10% for the portion not recoverable in rates and 7.40% for the portion recoverable in rates for 2012;
- use of the 2013 Static Mortality Table for Annuitants and Non Annuitants per Treasury Regulation Section 1.430(h)(3)-1(e) for 2012;
- the Form of Payment assumption: 1) 100% joint and survivor annuity for 65% of traditional benefit participants and single life annuities for 35% of traditional benefit participants and 2) lump sum payments for all cash balance participants at termination or the date they would have reached 10 years of accredited service, if later, and
- the assumed rates of retirement at various ages at December 31, 2012 for all Company participants are the following:

Ages	Rates assumed
55-59	5-10%
60-61	13-15%
62-64	20-35%
65 and older	100%

Derivatives — The Plan has established policies and procedures for risk assessment and the approval, reporting and monitoring of derivative financial instrument activities. The Plan enters into derivative financial instruments including forward foreign exchange contracts, futures contracts, written options and interest rate and credit default swaps, as described below. The instruments' maturity periods vary depending upon the objectives for which the instruments are held. The recorded fair values of the instruments are based on the applicable forward rates at December 31, 2012.

The Plan enters into forward contracts to purchase and sell foreign currencies to manage the currency exposure associated with the Plan's foreign investments. The credit risk associated with these contracts is minimal as they are entered into with a limited number of highly rated counterparties.

The Plan enters into futures contracts, written options and purchase options to manage market risk associated with the Plan's investments and to achieve overall investment portfolio objectives. The credit risk associated with these contracts is minimal as they are traded on organized exchanges and margined daily.

The Plan uses credit default swaps to manage the risk of defaults by counterparties on bond investments. The Plan uses interest rate swaps and options to manage its exposure to interest rate risk.

The following table provides aggregate assets and liabilities of the Plan's derivatives not under hedge accounting included in other investments and other liabilities as reported in the statements of net assets available for benefits at December 31, 2012:

	December 31, 2012		
	Asset	Liability	Notional (a)
Foreign currency contracts	\$ 400	\$ 333,046	\$ 20,366,702
Futures contracts	2,623,343	951,456	136,310,000
Written options	—	15,377	11,700,000
Purchase options	35,140	—	9,200,000
Credit default swaps	—	551,552	36,100,000
Interest rate swaps	—	43,483	6,600,000

(a) Represents fair value of foreign currency contracts and underlying principal value for all other derivatives.

At December 31, 2012, there were no derivative positions accounted for as cash flow or fair value hedges and no amounts recognized in accumulated other comprehensive income. Accordingly, for the year ended December 31, 2012, there were no gains or losses related to derivatives recognized in, or reclassified from, other comprehensive income.

Gains and losses on derivative financial instruments are recognized as fair values change. Generally, gains and losses on the derivative financial instruments held would be offset by similar fair value gains and losses on the related securities. The following table provides changes in fair value of the Plan's derivatives not under hedge accounting included in net appreciation in fair value of investments as reported in the statement of changes in net assets available for benefits for the three months ended December 31, 2012:

	Three Months Ended December 31, 2012
	Gain/(Loss)
Foreign currency contracts	\$ (344,247)
Futures contracts	6,382,993
Written options	63,013
Purchase options	(8,152)
Credit default swaps	5,409
Interest rate swaps	(68,905)

Use of Estimates — The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets during the reporting period. Actual results could differ from those estimates.

Risks and Uncertainties — The Plan holds various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

Benefit costs are impacted by actual and actuarial estimates of employee demographics, the level of contributions made to the Plan, expected and actual earnings on Plan assets and the discount/inflation rates used in determining the projected benefit obligation. Changes made to the provisions of the Plan may also impact current and future benefit costs. Changes in general interest rates may result in increased or decreased benefit cost obligations reported in future periods. It is reasonably possible that such changes could have a material effect on the amount of benefit obligations reported in the financial statements.

3. INVESTMENTS

The Bank of New York Mellon Corporation serves as the trustee of the Plan, and the investment managers during the 2012 plan year were as follows:

- Ariel Investments, LLC (U.S. Equity);
- Morgan Stanley Asset Management (U.S. Equity);
- Northern Trust Global Investors (“NTGI”) (U.S. Equity);
- Tweedy Browne L.P. (U.S. and International Equity);
- Loomis Sayles & Company LP (Fixed Income);
- Pacific Investment Management Co. (“PIMCO”) (Fixed Income);
- Standish Mellon Asset Management Company, LLC (Fixed Income);
- Causeway Capital Management, LLC (International Equity);
- Hotchkis & Wiley Capital (U.S. Equity);
- Dimensional Fund Advisors (International Equity);
- Marsico Capital Management (US Equity);
- MFS Global (Global Equity);
- William Blair (International Equity);
- The Clifton Group (Overlay Manager), and
- Franklin Street Properties (Real Estate).

Managers invest the assets under guidelines established by the Oncor Retirement Committee.

The Plan invests its funds in various assets. The principal asset types are described below:

- **Common Stocks** — Shares of widely traded public companies;
- **Preferred Stocks** — Primarily preferred shares of private Real Estate Investment Trusts (REITs) which hold quality non-leveraged real estate with current income;
- **Fixed Income Securities** — United States government obligations and corporate obligations primarily of companies generally listed on nationally recognized exchanges;
- **Common Funds** — Equity trust fund portfolios and bank common collective trust funds;
- **Mutual Funds** — Funds operated by investment companies that provide diversification by investing in stocks, bonds, currencies, money market securities, options, futures and/or other investment options; and
- **Other Investments** — Fixed income securities of state and local governments and related entities, foreign government bonds, written options, purchase options, open futures contracts, interest rate swaps, credit default swaps and foreign exchange contracts.

The Trustee invests certain assets in The Bank of New York Mellon Corporation Collective U.S. Government Short-Term Investment Fund, which is managed by The Bank of New York Mellon Corporation.

There were no investments with a fair value in excess of 5% of net assets available for benefits at December 31, 2012.

Plan Investment Strategy and Asset Allocations

The investment objective for the Plan is to invest in a suitable mix of assets to meet the future benefit obligations at an acceptable level of risk, while minimizing the volatility of contributions. Equity securities are held to achieve returns in excess of passive indexes by participating in a wide range of investment opportunities. International equity securities are used to further diversify the equity portfolio and may include investments in both developed and emerging international markets. Fixed income securities include primarily corporate bonds from a diversified range of companies, U.S. Treasuries and agency securities and money market instruments. The investment strategy for fixed income investments is to maintain a high grade portfolio of securities which assist in managing the volatility and magnitude of plan contributions and expense while maintaining sufficient cash and short-term investments to pay near-term benefits and expenses.

The Plan's investments are managed in two pools: one associated with the recoverable service portion of plan obligations related to Oncor's regulated utility business, and the other associated with plan obligations for the closed group of retired and terminated plan participants not related to Oncor's regulated utility business that Oncor assumed from EFH Corp. in connection with its sponsorship of the Oncor Plan, as discussed above. The recoverable service portion is invested in a broadly diversified portfolio of equity and fixed income securities. The nonrecoverable service portion is invested in fixed income securities intended to fully hedge the obligations, within practical limitations.

The target asset allocation ranges of the Plan's investments by asset category are as follows:

Asset Category	Target Allocation Ranges	
	Recoverable	Nonrecoverable
U.S. equities.....	24%-31%	—
International equities	20%-25%	—
Fixed income.....	45%-57%	100%

Expected Long-Term Rate of Return on Assets Assumption

The Plan's strategic asset allocation is determined in conjunction with the Plan's advisors and utilizes a comprehensive Asset-Liability modeling approach to evaluate potential long-term outcomes of various investment strategies. The modeling incorporates long-term rate of return assumptions for each asset class based on historical and future expected asset class returns, current market conditions, rate of inflation, current prospects for economic growth, and taking into account the diversification benefits of investing in multiple asset classes and potential benefits of employing active investment management.

Asset Class	Expected Long-Term Returns
U.S. equity securities	7.7%
International equity securities.....	9.3%
Fixed income securities	4.1%
Other.....	0.6%
Weighted average (a).....	7.4%

(a) The 2013 expected long-term rate of return for the nonregulated portion of the Oncor Retirement Plan is 4.10%.

Significant Concentrations of Risk

The Plans' investments are exposed to risks such as interest rate, capital market and credit risks. The Plan seeks to optimize return on investment consistent with levels of liquidity and investment risk which are prudent and reasonable, given prevailing capital market conditions and other factors specific to the Plan. While the Plan recognizes the importance of return, investments will be diversified in order to minimize the risk of large losses unless, under the circumstances, it is clearly prudent not to do so. There are also various restrictions and guidelines in place including limitations on types of investments allowed and portfolio weightings for certain investment securities to assist in the mitigation of the risk of large losses.

4. FAIR VALUE MEASUREMENTS

Accounting standards related to the determination of fair value define fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. The income approach uses valuation techniques to convert future amounts to a single present amount. The cost approach is based on the amount that currently would be required to replace the service capacity of an asset. The Plan primarily uses the market approach of using prices and other market information for identical and/or comparable assets for those investments that are measured on a recurring basis and uses valuation techniques to maximize the use of observable inputs and minimize the use of unobservable inputs.

The Plan categorizes its investments recorded at fair value based upon the following fair value hierarchy:

- Level 1 valuations use quoted prices in active markets for identical assets that are accessible at the measurement date. An active market is a market in which transactions for the asset occur with sufficient frequency and volume to provide pricing information on an ongoing basis. The Plan's Level 1 investments primarily consist of common stocks and mutual funds that are valued using published market prices, such as those from the New York Stock Exchange.
- Level 2 valuations use inputs, in the absence of actively quoted market prices, that are observable for the asset, either directly or indirectly. Level 2 inputs include: (a) quoted prices for similar assets in active markets, (b) quoted prices for identical or similar assets in markets that are not active, (c) inputs other than quoted prices that are observable for the asset such as interest rates and yield curves observable at commonly quoted intervals and (d) inputs that are derived principally from or corroborated by observable market data by correlation or other means. The Plan's Level 2 assets primarily consist of:
 - U.S. Government fixed income securities that are valued using a combination of quoted prices and inputs that are either observable in the market or can be derived through observable market data;
 - corporate fixed income securities that are primarily valued using a spread scale representing credit risk through the use of data obtained from the new issue market, secondary trading and dealer quotes, and an option adjusted spread model used to adjust spreads of issues that have early redemption features, and
 - bank common collective trust funds representing cash and cash equivalents invested in short-term funds that do not have published net asset values.
- Level 3 valuations use unobservable inputs for the asset. Unobservable inputs are used to the extent observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset at the measurement date. The Plan's Level 3 assets consist of preferred shares of private real estate investment trusts valued using an independent appraisal of the associated properties. Because these assets represent less than one percent of the Plan's net assets, no additional disclosures have been provided.

With respect to amounts presented in the following fair value hierarchy tables, the fair value measurement of an asset (e.g. an investment) is required to fall in its entirety in one level, based on the lowest level input that is significant to the fair value measurement. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgment, considering factors specific to the asset being measured.

The preceding methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level within the fair value hierarchy a summary of the Plan's investments measured at fair value on a recurring basis at December 31, 2012:

	Level 1	Level 2	Level 3	Total
Interest bearing cash.....	\$ 248,264	\$ 9,078,443	\$ —	\$ 9,326,707
Common stocks:				
United States.....	174,850,915	—	—	174,850,915
International.....	165,248,074	—	—	165,248,074
Preferred stocks.....	—	—	6,572,205	6,572,205
Fixed income securities:				
U.S. government.....	—	159,242,752	—	159,242,752
Corporate (a).....	—	1,296,694,073	—	1,296,694,073
Common funds:				
Mutual funds – United States.....	145,915,353	54,533,705	—	200,449,058
Commingled trusts – United States....	—	179,238,671	—	179,238,671
Other investments.....	—	69,934,442	—	69,934,442
Total investments.....	<u>\$ 486,262,606</u>	<u>\$ 1,768,722,086</u>	<u>\$ 6,572,205</u>	<u>\$ 2,261,556,897</u>

(a) Substantially all corporate bonds are rated investment grade by a major ratings agency such as Moody's Investors Services, Inc.

There were no material transfers of assets between levels of the fair value hierarchy.

The following table presents a reconciliation of the beginning and ending balances of the fair value measurements using significant unobservable inputs (Level 3) of the Plan for the three months ended December 31, 2012:

	Three Months Ended December 31, 2012
Transfer in from EFH Retirement Plan.....	\$ 13,940,317
Net unrealized losses.....	(7,368,112)
Balance at end of period.....	<u>\$ 6,572,205</u>
Net unrealized losses included in net assets held at end of period.....	<u>\$ (7,368,112)</u>

The following table sets forth by level within the fair value hierarchy a summary of the 401(h) account's investments measured at fair value on a recurring basis at December 31, 2012:

	Level 1	Level 2	Level 3	Total
Interest bearing cash.....	\$ 15,343	\$ 613,296	\$ —	\$ 628,639
Common stocks:				
United States.....	10,762,857	—	—	10,762,857
International.....	10,171,759	—	—	10,171,759
Preferred stocks.....	—	—	497,795	497,795
Fixed income securities:				
U.S. government.....	—	2,330,193	—	2,330,193
Corporate (a).....	—	42,048,894	—	42,048,894
Common funds:				
Mutual funds – United States.....	8,981,743	2,076,398	—	11,058,141
Commingled trusts – United States....	—	10,151,127	—	10,151,127
Other investments.....	—	2,710,534	—	2,710,534
Total investments.....	<u>\$ 29,931,702</u>	<u>\$ 59,930,442</u>	<u>\$ 497,795</u>	<u>\$ 90,359,939</u>

(a) Substantially all corporate bonds are rated investment grade by a major ratings agency such as Moody's Investors Services, Inc.

There were no significant transfers of assets between levels of the fair value hierarchy.

The following table presents a reconciliation of the beginning and ending balances of the fair value measurements using significant unobservable inputs (Level 3) of the 401(h) account's investments for the three months ended December 31, 2012:

	Three Months Ended December 31, 2012
Transfer in from EFH Retirement Plan	\$ 1,059,683
Net unrealized losses	(561,888)
Balance at end of period	<u>\$ 497,795</u>
Net unrealized losses included in net assets held at end of period	<u>\$ (561,888)</u>

Net Asset Value (NAV) Per Share

In accordance with Financial Accounting Standards Board Accounting Standards Update No. 2009-12, *Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*, the Plan expanded its disclosure to include the category, fair value, redemption frequency, and redemption notice period for those assets whose fair value is estimated using the net asset value per share or its equivalent for which the fair value is not readily determinable at December 31, 2012. For the Plan, such assets include investments in common collective trust funds.

The following table sets forth a summary of the Plan's investments for which the fair value has been estimated using the NAV of the investments.

	Fair Value Estimated Using NAV per Share December 31, 2012				
	Fair Value at December 31, 2012	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
NTGI – Collective S&P 500 Index Fund (a)	\$ 88,261,541	None	Daily	None	1 day
The Bank of New York Mellon Corporation – Collective U.S. Government Short-Term Investment Fund (b)	<u>\$ 90,977,130</u>	None	Daily	None	1 day
Total	<u>\$ 179,238,671</u>				

(a) The fund seeks to provide investment results approximating the aggregate price and dividend performance of the securities included in the S&P 500 Index.

(b) The fund seeks to produce a reasonable rate of return while preserving capital and maintaining daily liquidity, investing primarily in securities issued by the U.S. government and its agencies.

The following table sets forth a summary of the 401(h) account's investments for which the fair value has been estimated using the NAV of the investments.

	Fair Value Estimated Using NAV per Share December 31, 2012				
	Fair Value at December 31, 2012	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
NTGI – Collective S&P 500 Index Fund (a)	\$ 5,432,893	None	Daily	None	1 day
The Bank of New York Mellon Corporation – Collective U.S. Government Short-Term Investment Fund (b)	<u>\$ 4,718,234</u>	None	Daily	None	1 day
Total	<u>\$ 10,151,127</u>				

(a) The fund seeks to provide investment results approximating the aggregate price and dividend performance of the securities included in the S&P 500 Index.

(b) The fund seeks to produce a reasonable rate of return while preserving capital and maintaining daily liquidity, investing primarily in securities issued by the U.S. government and its agencies.

5. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

The actuarial present value of accumulated Plan benefits at December 31, 2012 is as follows:

	<u>2012</u>
Vested benefits:	
Retired participants and beneficiaries	\$ 1,266,655,470
Other participants	<u>897,477,168</u>
Total	2,164,132,638
Nonvested benefits	<u>11,006,417</u>
Total actuarial present value of accumulated benefits.....	<u>\$ 2,175,139,055</u>

Changes in the actuarial present value of accumulated Plan benefits for the three months ended December 31, 2012, are as follows:

	<u>2012</u>
Actuarial present value of accumulated benefits at October 1, 2012	<u>\$ 2,152,252,037</u>
Increase (decrease) during the three months ended December 31, 2012 attributable to:	
Benefits accumulated.....	22,412,101
Increase for interest due to decrease in the discount period	32,297,187
Benefits paid to participants.....	(34,964,614)
Assumption changes.....	<u>3,142,344</u>
Net increase	<u>22,887,018</u>
Actuarial present value of accumulated benefits at December 31, 2012	<u>\$ 2,175,139,055</u>

The foregoing actuarially determined amounts were calculated using assumptions based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated benefits.

6. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of the net assets and changes in net assets per the financial statements to the Form 5500 for December 31, 2012 and the three months ended 2012, respectively. The net assets of the 401(h) account included in the Form 5500 are not available to pay pension benefits and may be used only to pay retiree health benefits.

	At December 31, 2012		
	Amounts per Financial Statements	401(h) Account	Amounts per Form 5500
NET ASSETS			
INVESTMENTS:			
Interest bearing cash.....	\$ 9,326,707	\$ 628,639	\$ 9,955,346
Common stocks	340,098,989	20,934,616	361,033,605
Preferred stocks	6,572,205	497,795	7,070,000
Fixed income securities:			
U.S. Government.....	159,242,752	2,330,193	161,572,945
Corporate	1,296,694,073	42,048,894	1,338,742,967
Common funds:			
Mutual funds	200,449,058	11,058,141	211,507,199
Commingled trusts	179,238,671	10,151,127	189,389,798
Other investments.....	<u>69,934,442</u>	<u>2,710,534</u>	<u>72,644,976</u>
Total investments	2,261,556,897	90,359,939	2,351,916,836
Net assets held in 401(h) account	90,489,246	—	90,489,246
Accrued interest and dividends.....	18,686,307	612,838	19,299,145
Receivable from sales of securities.....	20,059,479	720,050	20,779,529
Amount related to obligation of 401(h) account	(90,489,246)	—	(90,489,246)
Payable for securities purchased.....	(7,899,324)	(348,144)	(8,247,468)
Accrued expenses.....	(1,288,644)	(51,373)	(1,340,017)
Other liabilities.....	<u>(21,294,626)</u>	<u>(804,064)</u>	<u>(22,098,690)</u>
Total net assets	<u>\$ 2,269,820,089</u>	<u>\$ 90,489,246</u>	<u>\$ 2,360,309,335</u>

For the Three Months Ended December 31, 2012			
	Amounts per Financial Statements	401(h) Account	Amounts per Form 5500
CHANGE IN NET ASSETS			
Investment income (loss):			
Common stocks.....	\$ 12,463,977	\$ 836,041	\$ 13,300,018
Preferred stocks.....	(7,332,995)	(597,005)	(7,930,000)
Fixed income securities:			
U.S. Government	(777,488)	(25,387)	(802,875)
Corporate	6,326,082	223,925	6,550,007
Common funds:			
Mutual funds	5,774,827	390,604	6,165,431
Commingled trusts.....	(1,201,205)	(80,584)	(1,281,789)
Other investments	<u>6,020,094</u>	<u>438,382</u>	<u>6,458,476</u>
Net appreciation in fair value of investments.....	21,273,292	1,185,976	22,459,268
Interest and dividends	20,184,006	849,665	21,033,671
Other investment income	48,046	3,223	51,269
Contributions (a).....	243,173	1,588,143	1,831,316
Benefits paid to participants	(34,964,614)	(6,021,451)	(40,986,065)
Administrative expenses.....	<u>(1,939,739)</u>	<u>(202,880)</u>	<u>(2,142,619)</u>
Net increase (decrease) in net assets available for benefits .	\$ 4,844,164	\$ (2,597,324)	\$ 2,246,840
Transfers of assets into this Plan	<u>2,264,975,925</u>	<u>93,086,570</u>	<u>2,358,062,495</u>
Net assets available for benefits at end of year	<u>\$ 2,269,820,089</u>	<u>\$ 90,489,246</u>	<u>\$ 2,360,309,335</u>

(a) 401(h) Account contributions represent retired employees' share of health care premiums.

7. TAX STATUS

The EFH Retirement Plan obtained its latest determination letter on October 13, 2011, in which the Internal Revenue Service stated that the EFH Retirement Plan, as designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). As discussed in Note 1, the EFH Retirement Plan has been amended since receiving the determination letter, including amendments that resulted in the split off of certain assets and liabilities to the newly created Plan and the EFH Active Retirement Plan (a terminating plan). The Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provisions for income taxes have been included in the Plan's financial statements.

On March 29, 2013, Oncor submitted an application to the IRS for a determination letter for the Oncor Retirement Plan.

The Plan is subject to examinations by taxing jurisdictions; however, there are currently no examinations for any tax periods in progress. Plan management believes, as of December 31, 2012, the EFH Retirement Plan (predecessor to the Plan) is no longer subject to income tax examinations for years prior to 2009. The Plan has recorded no uncertain tax positions.

ONCOR RETIREMENT PLAN

EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i

SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)

DECEMBER 31, 2012

Note: Refer to the enclosed Trustee statements for the required disclosures.

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 1
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
<u>INTEREST-BEARING CASH</u>					
83,582.0200	GBP (GREAT BRITISH POUNDS)	133,867.00	0.0000	135,862.57	1,995.57
319,829.6400	HKD (HONG KONG DOLLARS)	41,266.92	0.0000	41,263.82	3.10-
5,144,602.0000	JPY (JAPANESE YEN)	60,774.74	0.0000	59,499.24	1,275.50-
0.2100	SGD (SINGAPORE DOLLARS)	0.17	0.0000	0.17	0.00
0.7900	MXN (MEXICAN PESO)	0.06	0.0000	0.06	0.00
0.8700	CAD (CANADIAN DOLLARS)	0.88	0.0000	0.87	0.01-
11,922.1000-	CAD CURRENCY AT BROKER	12,055.12-	0.0000	11,973.59-	81.53
0.4300	SEK (SWEDISH KRONA)	0.06	0.0000	0.07	0.01
20,464.4100	EUR (EURO)	26,940.23	0.0000	26,980.28	40.05
18,311.4400	BNY MELLON CASH RESERVE 0.010% 12/31/2049 DD 06/26/97	18,311.44	100.0000	18,311.44	0.00
14,000.0000	CASH HELD AT MERRILL LYNCH	14,000.00	1.0000	14,000.00	0.00
TOTAL INTEREST-BEARING CASH		283,106.38		283,944.93	838.55
<u>U. S. GOVERNMENT SECURITIES</u>					
7,365,000.0000	U S TREASURY BOND 6.500% 11/15/2026 DD 11/15/96	11,267,041.67	151.8590	11,184,415.35	82,626.32-
15,540,000.0000	U S TREASURY BOND 4.500% 02/15/2036 DD 02/15/06	20,511,771.30	131.6090	20,452,038.60	59,732.70-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 2
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
2,435,000.0000	U S TREASURY BOND 3.000% 05/15/2042 DD 05/15/12	2,515,952.50	101.8750	2,480,656.25	35,296.25-
2,060,000.0000	U S TREASURY NOTE 3.500% 05/15/2020 DD 05/15/10	2,411,971.60	116.1020	2,391,701.20	20,270.40-
1,020,000.0000	U S TREASURY NOTE 3.625% 02/15/2021 DD 02/15/11	1,207,506.60	117.3830	1,197,306.60	10,200.00-
75,985,000.0000	U S TREASURY NOTE 1.625% 11/15/2022 DD 11/15/12	75,150,267.03	98.9060	75,153,724.10	3,457.07
3,255.6430	FNMA GTD REMIC P/T 92-82 IO 9.000% 05/25/2022 DD 05/01/92	733.27	21.9120	713.37	19.90-
422,062.2250	FNMA GTD REMIC P/T 04-17 BZ 6.000% 04/25/2034 DD 03/01/04	555,900.11	129.6080	547,026.41	8,873.70-
700,000.0000	U S TREASURY BILL 0.000% 02/07/2013 DD 02/09/12	699,565.95	99.9379	699,565.95	0.00
7,350,000.0000	U S TREASURY NT PRIN STRIP 0.000% 11/15/2039 DD 11/16/09	3,314,923.50	44.2290	3,250,831.50	64,092.00-
24,100,000.0000	U S TREASURY NT PRIN STRIP 0.000% 08/15/2040 DD 08/16/10	10,567,313.33	42.8870	10,335,767.00	231,546.33-
100,000.0000	U S TREASURY NT PRIN STRIP 0.000% 02/15/2042 DD 02/15/12	41,189.00	40.2150	40,215.00	974.00-
9,000,000.0000	U S TREASURY NT PRIN STRIP 0.000% 08/15/2042 DD 08/15/12	3,622,140.00	39.4130	3,547,170.00	74,970.00-
31,370,000.0000	U S TREASURY BOND 2.750% 08/15/2042 DD 08/15/12	30,496,211.02	96.5630	30,291,813.10	204,397.92-
TOTAL U. S. GOVERNMENT SECURITIES		162,362,486.88		161,572,944.43	789,542.45-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 3
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
<u>CORPORATE DEBT INSTRUMENTS - PREFERRED</u>					
2,870,000.0000	AIG SUNAMERICA GLOBAL FINANCIN 6.900% 03/15/2032 DD 03/20/02	3,796,828.20	132.5780	3,804,988.60	8,160.40
1,601,000.0000	AT&T INC 6.500% 09/01/2037 DD 08/31/07	2,131,427.31	130.7880	2,093,915.88	37,511.43-
9,014,000.0000	AT&T INC 6.300% 01/15/2038 DD 12/06/07	11,832,858.08	128.2230	11,558,021.22	274,836.86-
12,120,000.0000	AT&T INC 6.550% 02/15/2039 DD 02/03/09	16,428,538.80	131.4110	15,927,013.20	501,525.60-
858,000.0000	AT&T INC 144A 4.300% 12/15/2042 DD 12/17/12	840,573.10	100.4350	861,732.30	21,159.20
1,260,000.0000	AT&T INC 144A 4.350% 06/15/2045 DD 12/17/12	1,286,094.60	100.4500	1,265,670.00	20,424.60-
840,000.0000	ACE INA HOLDINGS INC 6.700% 05/15/2036 DD 05/22/06	1,198,167.60	138.3920	1,162,492.80	35,674.80-
2,200,000.0000	ALABAMA POWER CO 5.200% 06/01/2041 DD 05/24/11	2,750,066.00	121.7340	2,678,148.00	71,918.00-
3,000,000.0000	ALABAMA POWER CO 3.850% 12/01/2042 DD 12/05/12	2,991,000.00	98.5290	2,955,870.00	35,130.00-
230,000.0000	ALLSTATE CORP/THE 5.550% 05/09/2035 DD 05/09/05	282,076.60	122.3500	281,405.00	671.60-
1,720,000.0000	ALLSTATE CORP/THE 5.950% 04/01/2036 DD 03/24/06	2,222,859.20	128.8970	2,217,028.40	5,830.80-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 4
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
3,240,000.0000	AMERICA MOVIL SAB DE CV 6.125% 03/30/2040 DD 03/30/10	4,215,790.80	131.5640	4,262,673.60	46,882.80
1,875,000.0000	AMERICA MOVIL SAB DE CV 4.375% 07/16/2042 DD 07/16/12	1,944,675.00	103.9130	1,948,368.75	3,693.75
4,900,000.0000	AMERICAN EXPRESS CO 144A 4.050% 12/03/2042 DD 12/03/12	4,931,605.00	100.4490	4,922,001.00	9,604.00-
1,200,000.0000	AMERICAN INTERNATIONAL GROUP I 6.250% 05/01/2036 DD 04/20/06	1,530,732.00	128.6370	1,543,644.00	12,912.00
540,000.0000	AMERIPRISE FINANCIAL INC 5.300% 03/15/2020 DD 03/11/10	636,681.60	118.3700	639,198.00	2,516.40
1,915,000.0000	ANHEUSER-BUSCH COS LLC 6.450% 09/01/2037 DD 08/24/07	2,701,777.75	136.7430	2,618,628.45	83,149.30-
2,195,000.0000	APACHE CORP 4.750% 04/15/2043 DD 04/09/12	2,508,116.75	108.8610	2,389,498.95	118,617.80-
2,377,000.0000	ARCHER-DANIELS-MIDLAND CO 4.535% 03/26/2042 DD 09/26/11	2,589,028.40	107.1150	2,546,123.55	42,904.85-
3,395,000.0000	ARCHER-DANIELS-MIDLAND CO 144A 4.016% 04/16/2043 DD 10/16/12	3,422,030.07	95.6350	3,246,808.25	175,221.82-
12,300,000.0000	AT&T INC 5.350% 09/01/2040 DD 03/01/11	14,804,403.00	116.4550	14,323,965.00	480,438.00-
2,015,000.0000	BG ENERGY CAPITAL PLC 144A 5.125% 10/15/2041 DD 10/12/11	2,372,843.85	116.7700	2,352,915.50	19,928.35-
1,230,000.0000	BHP BILLITON FINANCE USA LTD 4.125% 02/24/2042 DD 02/24/12	1,310,319.00	106.1680	1,305,866.40	4,452.60-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 5
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,500,000.0000	BP CAPITAL MARKETS PLC 2.500% 11/06/2022 DD 11/06/12	1,489,620.00	99.0830	1,486,245.00	3,375.00-
1,645,000.0000	BAKER HUGHES INC 5.125% 09/15/2040 DD 08/24/10	2,016,309.40	120.3610	1,979,938.45	36,370.95-
1,900,000.0000	BANK ONE CORP 8.000% 04/29/2027 DD 04/29/97	2,608,263.00	141.0330	2,679,627.00	71,364.00
5,085,000.0000	BERKSHIRE HATHAWAY FINANCE COR 5.750% 01/15/2040 DD 01/13/10	6,244,032.45	122.4190	6,225,006.15	19,026.30-
2,915,000.0000	BERKSHIRE HATHAWAY FINANCE COR 4.400% 05/15/2042 DD 05/15/12	3,000,118.00	103.4560	3,015,742.40	15,624.40
1,360,000.0000	BOEING CO/THE 6.625% 02/15/2038 DD 02/24/98	2,017,900.00	146.8460	1,997,105.60	20,794.40-
900,000.0000	BOEING CO/THE 5.875% 02/15/2040 DD 07/28/09	1,251,342.00	135.0500	1,215,450.00	35,892.00-
3,235,000.0000	BURLINGTON NORTHERN SANTA FE L 5.750% 05/01/2040 DD 05/17/10	4,051,772.80	123.2820	3,988,172.70	63,600.10-
3,405,000.0000	BURLINGTON NORTHERN SANTA FE L 5.400% 06/01/2041 DD 05/19/11	4,136,564.25	118.4180	4,032,132.90	104,431.35-
900,000.0000	BURLINGTON NORTHERN SANTA FE L 4.950% 09/15/2041 DD 08/22/11	1,023,480.00	112.7860	1,015,074.00	8,406.00-
690,000.0000	BURLINGTON NORTHERN SANTA FE L 6.150% 05/01/2037 DD 04/13/07	899,297.70	129.0960	890,762.40	8,535.30-
795,000.0000	CANADIAN NATIONAL RAILWAY CO 6.250% 08/01/2034 DD 07/09/04	1,110,678.60	137.2310	1,090,986.45	19,692.15-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 6
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,130,000.0000	CARGILL INC 144A 3.250% 11/15/2021 DD 11/08/11	1,166,318.20	103.5410	1,170,013.30	3,695.10
2,440,000.0000	CATERPILLAR INC 3.803% 08/15/2042 DD 08/15/12	2,451,663.20	99.6260	2,430,874.40	20,788.80-
685,000.0000	CATHOLIC HEALTH INITIATI 4.350% 11/01/2042 DD 10/31/12	683,540.95	101.9830	698,583.55	15,042.60
850,000.0000	CHUBB CORP/THE 6.000% 05/11/2037 DD 05/11/07	1,151,172.00	130.4900	1,109,165.00	42,007.00-
2,480,000.0000	CISCO SYSTEMS INC 5.900% 02/15/2039 DD 02/17/09	3,284,412.80	130.1450	3,227,596.00	56,816.80-
2,125,000.0000	CISCO SYSTEMS INC 5.500% 01/15/2040 DD 11/17/09	2,728,287.50	127.0940	2,700,747.50	27,540.00-
10,627,000.0000	CONOCOPHILLIPS 5.900% 05/15/2038 DD 05/08/08	14,163,027.98	131.5600	13,980,881.20	182,146.78-
1,710,000.0000	CONOCOPHILLIPS 6.500% 02/01/2039 DD 02/03/09	2,460,724.20	141.8140	2,425,019.40	35,704.80-
2,500,000.0000	CONSOLIDATED EDISON CO OF NEW 6.300% 08/15/2037 DD 08/28/07	3,516,825.00	135.3430	3,383,575.00	133,250.00-
286,000.0000	CONSOLIDATED EDISON CO OF NEW 6.750% 04/01/2038 DD 04/04/08	425,076.08	142.9570	408,857.02	16,219.06-
1,400,000.0000	CONSOLIDATED EDISON CO OF NEW 5.500% 12/01/2039 DD 12/04/09	1,810,536.00	124.1220	1,737,708.00	72,828.00-
1,250,000.0000	CONSUMERS ENERGY CO 2.850% 05/15/2022 DD 05/08/12	1,304,925.00	103.3620	1,292,025.00	12,900.00-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 7
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
2,900,000.0000	COOPERATIEVE CENTRALE RAIFFEIS 5.250% 05/24/2041 DD 05/24/11	3,369,075.00	117.4250	3,405,325.00	36,250.00
960,000.0000	CREDIT SUISSE/NEW YORK NY 5.300% 08/13/2019 DD 08/13/09	1,129,344.00	118.6630	1,139,164.80	9,820.80
880,000.0000	DEERE & CO 5.375% 10/16/2029 DD 10/16/09	1,127,702.40	128.0120	1,126,505.60	1,196.80-
5,055,000.0000	DIAMOND OFFSHORE DRILLING INC 5.700% 10/15/2039 DD 10/08/09	6,652,380.00	128.2860	6,484,857.30	167,522.70-
1,325,000.0000	DOLPHIN ENERGY LTD 144A 5.500% 12/15/2021 DD 02/14/12	1,532,362.50	116.6250	1,545,281.25	12,918.75
3,770,000.0000	DUKE ENERGY INDIANA INC 6.450% 04/01/2039 DD 03/23/09	5,219,527.30	134.1230	5,056,437.10	163,090.20-
1,900,000.0000	DUKE ENERGY CAROLINAS LLC 6.050% 04/15/2038 DD 04/14/08	2,513,624.00	131.0000	2,489,000.00	24,624.00-
1,260,000.0000	DUKE ENERGY CAROLINAS LLC 4.250% 12/15/2041 DD 12/08/11	1,328,254.20	104.7200	1,319,472.00	8,782.20-
1,255,000.0000	EOG RESOURCES INC 2.625% 03/15/2023 DD 09/10/12	1,268,528.90	100.7040	1,263,835.20	4,693.70-
1,305,000.0000	EBAY INC 4.000% 07/15/2042 DD 07/24/12	1,270,352.25	97.3920	1,270,965.60	613.35
550,000.0000	IBERDROLA INTERNATIONAL BV 6.750% 07/15/2036 DD 07/24/06	582,620.50	107.7470	592,608.50	9,988.00
2,070,000.0000	FMR LLC 144A 6.500% 12/14/2040 DD 07/06/10	2,519,935.20	125.5700	2,599,299.00	79,363.80

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 8
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,060,000.0000	FLORIDA POWER & LIGHT CO 4.950% 06/01/2035 DD 06/07/05	1,268,215.80	116.8430	1,238,535.80	29,680.00-
1,775,000.0000	FLORIDA POWER & LIGHT CO 4.125% 02/01/2042 DD 12/13/11	1,930,667.50	104.5320	1,855,443.00	75,224.50-
1,700,000.0000	FLORIDA POWER CORP 6.350% 09/15/2037 DD 09/18/07	2,305,098.00	134.2750	2,282,675.00	22,423.00-
1,650,000.0000	FLORIDA POWER CORP 6.400% 06/15/2038 DD 06/18/08	2,270,235.00	134.6900	2,222,385.00	47,850.00-
2,550,000.0000	FRANCE TELECOM SA VAR RT 03/01/2031 DD 09/01/01	3,840,198.00	149.6870	3,817,018.50	23,179.50-
2,445,000.0000	GENERAL ELECTRIC CO 4.125% 10/09/2042 DD 10/09/12	2,548,643.55	102.8650	2,515,049.25	33,594.30-
2,980,000.0000	GENERAL ELECTRIC CAPITAL CORP 6.750% 03/15/2032 DD 03/20/02	3,817,439.60	129.8730	3,870,215.40	52,775.80
3,500,000.0000	GENERAL ELECTRIC CAPITAL CORP 6.150% 08/07/2037 DD 08/07/07	4,288,550.00	124.3200	4,351,200.00	62,650.00
16,745,000.0000	GENERAL ELECTRIC CAPITAL CORP 5.875% 01/14/2038 DD 01/14/08	19,954,346.70	120.6250	20,198,656.25	244,309.55
6,825,000.0000	GENERAL ELECTRIC CAPITAL CORP 6.875% 01/10/2039 DD 01/09/09	9,118,950.75	135.9300	9,277,222.50	158,271.75
895,000.0000	GLAXOSMITHKLINE CAPITAL INC 6.375% 05/15/2038 DD 05/13/08	1,276,574.30	138.1450	1,236,397.75	40,176.55-
1,200,000.0000	GOLDMAN SACHS GROUP INC/THE 7.500% 02/15/2019 DD 02/05/09	1,488,228.00	125.8260	1,509,912.00	21,684.00

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 9
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
665,000.0000	GOLDMAN SACHS GROUP INC/THE 6.000% 06/15/2020 DD 06/03/10	766,771.60	118.8210	790,159.65	23,388.05
6,175,000.0000	GOLDMAN SACHS GROUP INC/THE 6.125% 02/15/2033 DD 02/13/03	6,940,267.75	117.0520	7,227,961.00	287,693.25
4,685,000.0000	GOLDMAN SACHS GROUP INC/THE 6.750% 10/01/2037 DD 10/03/07	5,018,946.80	113.3330	5,309,651.05	290,704.25
3,465,000.0000	GOLDMAN SACHS GROUP INC/THE 6.250% 02/01/2041 DD 01/28/11	4,008,901.05	122.6920	4,251,277.80	242,376.75
1,190,000.0000	GOLDMAN SACHS GROUP INC/THE 5.750% 01/24/2022 DD 01/24/12	1,370,737.20	118.2210	1,406,829.90	36,092.70
5,885,000.0000	HSBC BANK USA NA/NEW YORK NY 5.875% 11/01/2034 DD 10/25/04	6,682,829.45	117.3770	6,907,636.45	224,807.00
5,400,000.0000	HSBC BANK USA NA 7.000% 01/15/2039 DD 06/18/08	7,059,528.00	135.1880	7,300,152.00	240,624.00
700,000.0000	HSBC HOLDINGS PLC 7.625% 05/17/2032 DD 05/17/05	870,702.00	129.7530	908,271.00	37,569.00
4,000,000.0000	HSBC HOLDINGS PLC 6.500% 05/02/2036 DD 05/03/06	4,686,000.00	124.9380	4,997,520.00	311,520.00
4,400,000.0000	HSBC HOLDINGS PLC 6.500% 09/15/2037 DD 09/12/07	5,203,924.00	124.8190	5,492,036.00	288,112.00
1,400,000.0000	HSBC HOLDINGS PLC 6.800% 06/01/2038 DD 05/27/08	1,709,316.00	127.8870	1,790,418.00	81,102.00
1,600,000.0000	HSBC HOLDINGS PLC 5.100% 04/05/2021 DD 04/05/11	1,848,384.00	118.0880	1,889,408.00	41,024.00

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 10
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,950,000.0000	HOME DEPOT INC/THE 5.875% 12/16/2036 DD 12/19/06	2,569,456.50	131.4200	2,562,690.00	6,766.50-
2,410,000.0000	HOME DEPOT INC/THE 5.400% 09/15/2040 DD 09/10/10	3,052,795.20	125.3800	3,021,658.00	31,137.20-
1,540,000.0000	HUTCHISON WHAMPOA INTERNA 144A 5.750% 09/11/2019 DD 09/11/09	1,820,726.60	119.2480	1,836,419.20	15,692.60
890,000.0000	HUTCHISON WHAMPOA INTERNA 144A 4.625% 01/13/2022 DD 01/13/12	973,339.60	111.5440	992,741.60	19,402.00
2,110,000.0000	INTEL CORP 4.800% 10/01/2041 DD 09/19/11	2,468,130.30	110.0610	2,322,287.10	145,843.20-
1,285,000.0000	INTEL CORP 4.000% 12/15/2032 DD 12/11/12	1,273,627.75	99.3990	1,277,277.15	3,649.40
93,000.0000	INTERNATIONAL BUSINESS MACHINE 5.600% 11/30/2039 DD 11/30/09	123,959.70	128.8810	119,859.33	4,100.37-
905,000.0000	INTERSTATE POWER & LIGHT CO 6.250% 07/15/2039 DD 07/10/09	1,189,930.20	131.1780	1,187,160.90	2,769.30-
15,815,000.0000	JPMORGAN CHASE & CO 6.400% 05/15/2038 DD 05/22/08	20,453,539.50	134.0480	21,199,691.20	746,151.70
200,000.0000	JPMORGAN CHASE & CO 4.950% 03/25/2020 DD 03/25/10	228,438.00	115.9900	231,980.00	3,542.00
400,000.0000	JPMORGAN CHASE & CO 4.400% 07/22/2020 DD 07/22/10	440,236.00	112.8840	451,536.00	11,300.00
400,000.0000	JPMORGAN CHASE & CO 5.500% 10/15/2040 DD 10/21/10	472,928.00	122.2450	488,980.00	16,052.00

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 11
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,400,000.0000	JPMORGAN CHASE & CO 4.625% 05/10/2021 DD 05/10/11	1,564,920.00	114.0170	1,596,238.00	31,318.00
2,155,000.0000	JPMORGAN CHASE & CO 4.500% 01/24/2022 DD 01/23/12	2,390,433.75	113.1240	2,437,822.20	47,388.45
3,105,000.0000	KEYSPAN GAS EAST CORP 144A 5.819% 04/01/2041 DD 03/31/11	4,050,037.80	126.1570	3,917,174.85	132,862.95-
800,000.0000	KOREA DEVELOPMENT BANK/THE 3.000% 09/14/2022 DD 09/14/12	800,880.00	99.6140	796,912.00	3,968.00-
870,000.0000	LOWE'S COS INC 4.650% 04/15/2042 DD 04/23/12	948,273.90	111.3400	968,658.00	20,384.10
970,000.0000	MEDTRONIC INC 5.550% 03/15/2040 DD 03/16/10	1,225,565.90	130.0320	1,261,310.40	35,744.50
2,625,000.0000	MERCK & CO INC 3.600% 09/15/2042 DD 09/13/12	2,636,366.25	98.6650	2,589,956.25	46,410.00-
2,890,000.0000	METLIFE INC 5.700% 06/15/2035 DD 06/23/05	3,551,145.30	122.0950	3,528,545.50	22,599.80-
2,400,000.0000	METLIFE INC 4.750% 02/08/2021 DD 08/06/10	2,781,552.00	116.1120	2,786,688.00	5,136.00
620,000.0000	METLIFE INC 5.875% 02/06/2041 DD 08/06/10	777,145.20	126.6180	785,031.60	7,886.40
1,120,000.0000	METROPOLITAN LIFE GLOBAL 144A 3.875% 04/11/2022 DD 04/10/12	1,221,292.80	108.7560	1,218,067.20	3,225.60-
5,110,000.0000	MICROSOFT CORP 3.500% 11/15/2042 DD 11/07/12	5,051,848.20	96.6800	4,940,348.00	111,500.20-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 12
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,165,000.0000	MISSISSIPPI POWER CO 4.250% 03/15/2042 DD 03/09/12	1,195,511.35	102.1220	1,189,721.30	5,790.05-
1,195,000.0000	MOTIVA ENTERPRISES LLC 144A 6.850% 01/15/2040 DD 01/11/10	1,588,525.45	138.4310	1,654,250.45	65,725.00
3,825,000.0000	NATIONAL OILWELL VARCO I 3.950% 12/01/2042 DD 11/20/12	3,810,273.75	101.3220	3,875,566.50	65,292.75
447,000.0000	NATIONAL RURAL UTILITIES 144A 4.023% 11/01/2032 DD 10/16/12	454,639.23	103.4480	462,412.56	7,773.33
1,560,000.0000	NIAGARA MOHAWK POWER 144A 4.119% 11/28/2042 DD 11/28/12	1,560,000.00	97.8900	1,527,084.00	32,916.00-
300,000.0000	NIPPON LIFE INSURANCE VAR RT 10/18/2042 DD 10/18/12	300,000.00	105.6280	316,884.00	16,884.00
1,300,000.0000	NORTHERN STATES POWER CO/MN 6.200% 07/01/2037 DD 06/26/07	1,819,480.00	137.5650	1,788,345.00	31,135.00-
1,670,000.0000	ORACLE CORP 6.125% 07/08/2039 DD 07/08/09	2,295,515.20	133.4580	2,228,748.60	66,766.60-
1,455,000.0000	ORACLE CORP 5.375% 07/15/2040 DD 07/15/11	1,856,085.30	124.6830	1,814,137.65	41,947.65-
850,000.0000	PNC BANK NA 6.875% 04/01/2018 DD 03/25/08	1,055,989.00	124.9110	1,061,743.50	5,754.50
1,800,000.0000	PNC BANK NA 2.700% 11/01/2022 DD 10/22/12	1,799,838.00	100.0320	1,800,576.00	738.00
865,000.0000	PPL ELECTRIC UTILITIES CORP 5.200% 07/15/2041 DD 07/15/11	1,081,777.65	119.4700	1,033,415.50	48,362.15-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 13
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,720,000.0000	PACIFIC GAS & ELECTRIC CO 5.800% 03/01/2037 DD 03/13/07	2,197,678.40	123.7140	2,127,880.80	69,797.60-
1,000,000.0000	PACIFIC GAS & ELECTRIC CO 6.350% 02/15/2038 DD 03/03/08	1,361,280.00	131.9610	1,319,610.00	41,670.00-
600,000.0000	PACIFIC GAS & ELECTRIC CO 6.250% 03/01/2039 DD 03/06/09	810,942.00	132.0790	792,474.00	18,468.00-
2,910,000.0000	PACIFIC GAS & ELECTRIC CO 5.400% 01/15/2040 DD 11/18/09	3,601,619.70	119.7560	3,484,899.60	116,720.10-
1,350,000.0000	PACIFICORP 6.000% 01/15/2039 DD 01/08/09	1,822,702.50	132.6770	1,791,139.50	31,563.00-
3,600,000.0000	PFIZER INC 7.200% 03/15/2039 DD 03/24/09	5,642,388.00	153.3170	5,519,412.00	122,976.00-
1,600,000.0000	PHILIP MORRIS INTERNATIONAL IN 6.375% 05/16/2038 DD 05/16/08	2,216,432.00	136.1720	2,178,752.00	37,680.00-
2,835,000.0000	PHILIP MORRIS INTERNATIONAL IN 3.875% 08/21/2042 DD 08/21/12	2,849,430.15	100.5420	2,850,365.70	935.55
1,005,000.0000	PRECISION CASTPARTS CORP 3.900% 01/15/2043 DD 12/20/12	998,799.15	102.5890	1,031,019.45	32,220.30
1,010,000.0000	PRINCIPAL FINANCIAL GROUP INC 4.625% 09/15/2042 DD 09/10/12	1,031,290.80	101.6350	1,026,513.50	4,777.30-
650,000.0000	PUBLIC SERVICE CO OF COLORADO 4.750% 08/15/2041 DD 08/09/11	770,932.50	114.6880	745,472.00	25,460.50-
1,090,000.0000	PUGET SOUND ENERGY INC 5.757% 10/01/2039 DD 09/11/09	1,444,577.00	126.6810	1,380,822.90	63,754.10-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 14
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
2,510,000.0000	PUGET SOUND ENERGY INC 5.795% 03/15/2040 DD 03/08/10	3,350,448.40	127.5490	3,201,479.90	148,968.50-
625,000.0000	RIO TINTO FINANCE USA PLC 3.500% 03/22/2022 DD 03/22/12	651,750.00	105.2180	657,612.50	5,862.50
1,945,000.0000	RIO TINTO FINANCE USA LTD 5.200% 11/02/2040 DD 11/02/10	2,244,121.55	117.5230	2,285,822.35	41,700.80
765,000.0000	SAIC INC 5.950% 12/01/2040 DD 06/01/11	869,950.35	106.7110	816,339.15	53,611.20-
1,620,000.0000	SAN DIEGO GAS & ELECTRIC CO 5.350% 05/15/2040 DD 05/13/10	2,108,041.20	127.3470	2,063,021.40	45,019.80-
1,965,000.0000	SAN DIEGO GAS & ELECTRIC CO 4.500% 08/15/2040 DD 08/26/10	2,268,337.05	112.3830	2,208,325.95	60,011.10-
2,300,000.0000	SHELL INTERNATIONAL FINANCE BV 5.500% 03/25/2040 DD 03/25/10	3,036,184.00	128.3970	2,953,131.00	83,053.00-
3,195,000.0000	SHELL INTERNATIONAL FINANCE BV 3.625% 08/21/2042 DD 08/21/12	3,241,199.70	99.1170	3,166,788.15	74,411.55-
1,800,000.0000	SHERWIN-WILLIAMS CO/THE 4.000% 12/15/2042 DD 12/07/12	1,790,946.00	99.9270	1,798,686.00	7,740.00
930,000.0000	SIMON PROPERTY GROUP LP 6.750% 02/01/2040 DD 01/25/10	1,291,119.00	135.5160	1,260,298.80	30,820.20-
1,090,000.0000	SIMON PROPERTY GROUP LP 4.750% 03/15/2042 DD 03/13/12	1,177,210.90	107.1320	1,167,738.80	9,472.10-
1,650,000.0000	SOUTHERN CALIFORNIA EDISON CO 6.000% 01/15/2034 DD 01/14/04	2,186,266.50	130.5620	2,154,273.00	31,993.50-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 15
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,300,000.0000	SOUTHERN CALIFORNIA EDISON CO 5.500% 03/15/2040 DD 03/11/10	1,691,573.00	127.1850	1,653,405.00	38,168.00-
1,020,000.0000	STATOIL ASA 4.250% 11/23/2041 DD 11/23/11	1,128,018.00	107.5900	1,097,418.00	30,600.00-
1,600,000.0000	TARGET CORP 7.000% 01/15/2038 DD 01/17/08	2,347,040.00	146.8810	2,350,096.00	3,056.00
1,400,000.0000	TEACHERS INSURANCE & ANNU 144A 6.850% 12/16/2039 DD 12/16/09	1,954,162.00	135.6280	1,898,792.00	55,370.00-
400,000.0000	TEXAS EASTERN TRANSMISSI 144A 2.800% 10/15/2022 DD 10/24/12	399,208.00	100.0320	400,128.00	920.00
4,458,000.0000	TRANSCANADA PIPELINES LTD 7.625% 01/15/2039 DD 01/09/09	6,896,971.80	150.4360	6,706,436.88	190,534.92-
850,000.0000	TRAVELERS COS INC/THE 6.250% 06/15/2037 DD 05/29/07	1,145,689.50	135.3870	1,150,789.50	5,100.00
900,000.0000	UBS AG/STAMFORD CT 5.750% 04/25/2018 DD 04/25/08	1,060,587.00	118.7140	1,068,426.00	7,839.00
2,245,000.0000	UNION ELECTRIC CO 3.900% 09/15/2042 DD 09/11/12	2,278,428.05	101.3370	2,275,015.65	3,412.40-
1,005,000.0000	US BANCORP 2.950% 07/15/2022 DD 07/23/12	1,014,557.55	101.0230	1,015,281.15	723.60
1,590,000.0000	UNITED TECHNOLOGIES CORP 6.125% 07/15/2038 DD 05/16/08	2,156,819.10	133.1370	2,116,878.30	39,940.80-
7,620,000.0000	UNITED TECHNOLOGIES CORP 4.500% 06/01/2042 DD 06/01/12	8,540,419.80	111.1160	8,467,039.20	73,380.60-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 16
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,050,000.0000	UNITEDHEALTH GROUP INC 5.800% 03/15/2036 DD 03/02/06	1,269,586.50	120.6470	1,266,793.50	2,793.00-
1,005,000.0000	UNITEDHEALTH GROUP INC 5.950% 02/15/2041 DD 02/17/11	1,285,786.95	125.7310	1,263,596.55	22,190.40-
1,400,000.0000	VERIZON COMMUNICATIONS INC 6.400% 02/15/2038 DD 02/12/08	1,886,864.00	135.3870	1,895,418.00	8,554.00
6,685,000.0000	VERIZON COMMUNICATIONS INC 6.900% 04/15/2038 DD 04/04/08	9,541,032.55	142.3190	9,514,025.15	27,007.40-
3,900,000.0000	VERIZON COMMUNICATIONS INC 7.350% 04/01/2039 DD 03/27/09	5,839,236.00	148.2390	5,781,321.00	57,915.00-
300,000.0000	VERIZON COMMUNICATIONS INC 6.000% 04/01/2041 DD 03/28/11	397,374.00	130.5180	391,554.00	5,820.00-
290,000.0000	VERIZON COMMUNICATIONS INC 4.750% 11/01/2041 DD 11/03/11	333,413.00	113.4280	328,941.20	4,471.80-
6,935,000.0000	VODAFONE GROUP PLC 6.150% 02/27/2037 DD 02/27/07	9,328,545.90	132.2680	9,172,785.80	155,760.10-
3,200,000.0000	WACHOVIA BANK NA 5.850% 02/01/2037 DD 01/29/07	4,024,608.00	124.0710	3,970,272.00	54,336.00-
5,950,000.0000	WACHOVIA BANK NA 6.600% 01/15/2038 DD 12/07/07	8,270,262.00	137.2620	8,167,089.00	103,173.00-
4,360,000.0000	WAL-MART STORES INC 6.200% 04/15/2038 DD 04/15/08	6,010,783.20	135.8850	5,924,586.00	86,197.20-
6,960,000.0000	WAL-MART STORES INC 4.875% 07/08/2040 DD 07/08/10	8,335,783.20	118.1710	8,224,701.60	111,081.60-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 17
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
2,590,000.0000	WAL-MART STORES INC 5.625% 04/15/2041 DD 04/18/11	3,455,163.60	130.9580	3,391,812.20	63,351.40-
4,880,000.0000	WELLS FARGO & CO 5.375% 02/07/2035 DD 02/07/05	5,966,629.60	121.3040	5,919,635.20	46,994.40-
2,100,000.0000	WELLS FARGO BANK NA 5.950% 08/26/2036 DD 08/29/06	2,704,884.00	126.1730	2,649,633.00	55,251.00-
679,000.0000	WESTAR ENERGY INC 4.125% 03/01/2042 DD 03/01/12	736,076.74	104.3580	708,590.82	27,485.92-
1,400,000.0000	WYETH LLC 5.950% 04/01/2037 DD 03/27/07	1,897,336.00	133.3970	1,867,558.00	29,778.00-
TOTAL CORPORATE DEBT INSTRUMENTS - PREFERRED		514,256,230.39		511,917,862.61	2,338,367.78-
<u>CORPORATE DEBT INSTRUMENTS</u>					
200,000.0000	BANQUE PSA FINANCE 4.250% 02/25/2016 DD 02/25/11	255,798.53	135.6648	271,329.62	15,531.09
1,700,000.0000	GAZPROM OAO VIA GAZ CAPITAL SA 8.625% 04/28/2034	2,424,625.00	143.9170	2,446,589.00	21,964.00
2,300,000.0000	GAZPROM OAO VIA GAZ CAPITAL SA 6.510% 03/07/2022	2,719,750.00	119.2500	2,742,750.00	23,000.00
2,000,000.0000	TRANSCAPIT (TRANSNEFT) REGS 8.700% 07-AUG-2018 USD	2,602,500.00	129.5250	2,590,500.00	12,000.00-
1,465,000.0000	AGL CAPITAL CORP 5.875% 03/15/2041 DD 03/21/11	1,924,306.80	130.6300	1,913,729.50	10,577.30-
875,000.0000	ABBVIE INC 144A 2.900% 11/06/2022 DD 11/08/12	869,365.00	101.8380	891,082.50	21,717.50

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 18
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,475,000.0000	ABBVIE INC 144A 4.400% 11/06/2042 DD 11/08/12	1,459,719.00	106.3130	1,568,116.75	108,397.75
1,265,000.0000	AETNA INC 4.500% 05/15/2042 DD 05/04/12	1,284,341.85	104.9180	1,327,212.70	42,870.85
1,840,000.0000	AGRIUM INC 6.125% 01/15/2041 DD 12/20/10	2,310,028.00	120.2290	2,212,213.60	97,814.40-
1,300,000.0000	RIO TINTO ALCAN INC 6.125% 12/15/2033 DD 12/08/03	1,656,148.00	126.2550	1,641,315.00	14,833.00-
1,900,000.0000	ALLEGHENY ENERGY SUPPLY C 144A 6.750% 10/15/2039 DD 10/01/09	2,006,191.00	109.5810	2,082,039.00	75,848.00
1,390,000.0000	ALLTEL CORP 6.800% 05/01/2029 DD 04/27/99	1,896,043.40	136.6270	1,899,115.30	3,071.90
5,495,000.0000	ALTRIA GROUP INC 9.950% 11/10/2038 DD 11/10/08	9,239,073.20	164.7440	9,052,682.80	186,390.40-
300,000.0000	ALTRIA GROUP INC 10.200% 02/06/2039 DD 02/06/09	517,515.00	167.2830	501,849.00	15,666.00-
2,245,000.0000	ALTRIA GROUP INC 4.750% 05/05/2021 DD 05/05/11	2,568,437.15	113.3270	2,544,191.15	24,246.00-
4,025,000.0000	ALTRIA GROUP INC 4.250% 08/09/2042 DD 08/09/12	4,000,528.00	96.9800	3,903,445.00	97,083.00-
857,837.0810	AMERICAN AIRLINES PASS THROUGH 10.375% 07/02/2019 DD 07/07/09	930,753.23	106.0000	909,307.30	21,445.93-
378,909.9380	AMERICAN AIRLINES 2011-1 CLASS 5.250% 01/31/2021 DD 01/25/11	395,013.62	105.1250	398,329.08	3,315.46

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 19
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
470,065.7500	AMERICAN AIRLINES 2011-2 CLASS 8.625% 10/15/2021 DD 10/04/11	490,043.54	103.7500	487,693.22	2,350.32-
4,900,000.0000	AMERICAN INTERNATIONAL GROUP I 5.850% 01/16/2018 DD 12/12/07	5,683,657.00	118.2200	5,792,780.00	109,123.00
1,400,000.0000	AMERICAN INTERNATIONAL GROUP I 8.250% 08/15/2018 DD 02/15/09	1,800,274.00	131.3890	1,839,446.00	39,172.00
1,380,000.0000	AMERICAN INTERNATIONAL GROUP I 6.400% 12/15/2020 DD 12/03/10	1,680,964.20	124.0800	1,712,304.00	31,339.80
6,600,000.0000	AMGEN INC 4.950% 10/01/2041 DD 09/16/10	6,961,284.00	110.2380	7,275,708.00	314,424.00
4,305,000.0000	AMGEN INC 5.650% 06/15/2042 DD 06/30/11	5,138,577.15	120.0710	5,169,056.55	30,479.40
3,560,000.0000	AMGEN INC 5.150% 11/15/2041 DD 11/10/11	3,966,836.80	112.5370	4,006,317.20	39,480.40
2,270,000.0000	AMGEN INC 5.375% 05/15/2043 DD 05/15/12	2,630,566.80	117.9030	2,676,398.10	45,831.30
3,960,000.0000	ANADARKO PETROLEUM CORP 6.200% 03/15/2040 DD 03/16/10	4,852,306.80	123.3480	4,884,580.80	32,274.00
4,800,000.0000	ANADARKO PETROLEUM CORP 6.450% 09/15/2036 DD 09/19/06	5,946,912.00	125.2770	6,013,296.00	66,384.00
4,900,000.0000	ANADARKO PETROLEUM CORP 7.950% 06/15/2039 DD 06/12/09	7,068,054.00	144.4760	7,079,324.00	11,270.00
4,105,000.0000	ANHEUSER-BUSCH INBEV WORLDWIDE 8.200% 01/15/2039 DD 01/15/11	6,858,059.30	164.2270	6,741,518.35	116,540.95-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 20
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,070,000.0000	AON CORP 6.250% 09/30/2040 DD 09/10/10	1,383,531.40	129.9680	1,390,657.60	7,126.20
4,760,000.0000	APPALACHIAN POWER CO 6.700% 08/15/2037 DD 08/17/07	6,329,372.00	131.2060	6,245,405.60	83,966.40-
2,940,000.0000	APPALACHIAN POWER CO 7.000% 04/01/2038 DD 03/25/08	4,101,064.80	136.0950	4,001,193.00	99,871.80-
200,000.0000	ARCELORMITTAL VAR RT 03/01/2041 DD 03/07/11	179,800.00	92.7500	185,500.00	5,700.00
655,000.0000	EXPRESS SCRIPTS HOLDING C 144A 3.900% 02/15/2022 DD 02/09/12	713,589.75	107.8250	706,253.75	7,336.00-
3,565,000.0000	ASCIANO FINANCE LTD 144A 6.000% 04/07/2023 DD 04/07/11	3,949,984.35	112.2460	4,001,569.90	51,585.55
1,355,000.0000	AVALONBAY COMMUNITIES INC 2.850% 03/15/2023 DD 12/14/12	1,344,431.00	98.7270	1,337,750.85	6,680.15-
900,000.0000	AVIATION CAPITAL GROUP CO 144A 7.125% 10/15/2020 DD 10/07/10	944,487.00	105.3150	947,835.00	3,348.00
1,460,000.0000	AVIATION CAPITAL GROUP CO 144A 6.750% 04/06/2021 DD 04/06/11	1,488,324.00	103.3700	1,509,202.00	20,878.00
900,000.0000	BBVA US SENIOR SA UNIPER 4.664% 10/09/2015 DD 10/10/12	903,843.00	102.5320	922,788.00	18,945.00
1,175,000.0000	BAT INTERNATIONAL FINANCE 144A 3.250% 06/07/2022 DD 06/07/12	1,205,749.75	104.2340	1,224,749.50	18,999.75
1,470,000.0000	BALTIMORE GAS & ELECTRIC CO 6.350% 10/01/2036 DD 04/01/07	1,967,683.20	132.7580	1,951,542.60	16,140.60-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 21
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
655,000.0000	BALTIMORE GAS & ELECTRIC CO 3.500% 11/15/2021 DD 11/16/11	706,037.60	107.1170	701,616.35	4,421.25-
3,800,000.0000	BANCO DO BRASIL (CAYMAN) 3.875% 10/10/2022 DD 10/10/12	3,791,260.00	100.7500	3,828,500.00	37,240.00
1,700,000.0000	BANK OF AMERICA NA 6.000% 10/15/2036 DD 10/26/06	1,995,511.00	122.5280	2,082,976.00	87,465.00
275,000.0000	BANK OF AMERICA CORP 5.650% 05/01/2018 DD 05/02/08	313,549.50	116.3440	319,946.00	6,396.50
2,900,000.0000	BANK OF AMERICA CORP 5.625% 07/01/2020 DD 06/22/10	3,306,899.00	118.5630	3,438,327.00	131,428.00
1,415,000.0000	BANK OF AMERICA CORP 5.000% 05/13/2021 DD 05/13/11	1,555,339.70	114.1650	1,615,434.75	60,095.05
300,000.0000	BARCLAYS BANK PLC 7.625% 11/21/2022 DD 11/21/12	300,000.00	99.8750	299,625.00	375.00-
700,000.0000	BARRICK GOLD CORP 5.800% 11/15/2034 DD 11/12/04	769,811.00	109.1000	763,700.00	6,111.00-
2,400,000.0000	BARRICK NORTH AMERICA FINANCE 7.500% 09/15/2038 DD 09/11/08	3,259,800.00	136.5880	3,278,112.00	18,312.00
1,245,000.0000	BARRICK NORTH AMERICA FINANCE 5.700% 05/30/2041 DD 06/01/11	1,425,637.05	114.6560	1,427,467.20	1,830.15
3,115,000.0000	BARRICK PD AUSTRALIA FINANCE P 5.950% 10/15/2039 DD 10/16/09	3,619,692.30	115.4940	3,597,638.10	22,054.20-
470,000.0000	BORGWARNER INC 4.625% 09/15/2020 DD 09/16/10	522,358.00	110.0400	517,188.00	5,170.00-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 22
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
955,000.0000	BOSTON PROPERTIES LP 5.625% 11/15/2020 DD 04/19/10	1,136,870.20	118.3000	1,129,765.00	7,105.20-
835,000.0000	BRITISH SKY BROADCASTING 144A 3.125% 11/26/2022 DD 11/26/12	831,376.10	99.6520	832,094.20	718.10
835,000.0000	BSKYB FINANCE UK PLC 144A 6.500% 10/15/2035 DD 10/20/05	1,029,388.00	128.4120	1,072,240.20	42,852.20
740,000.0000	CIGNA CORP 5.875% 03/15/2041 DD 03/07/11	869,662.80	121.3980	898,345.20	28,682.40
3,485,000.0000	CIGNA CORP 5.375% 02/15/2042 DD 11/10/11	3,904,350.05	116.4270	4,057,480.95	153,130.90
1,180,000.0000	CNA FINANCIAL CORP 5.750% 08/15/2021 DD 02/14/11	1,372,328.20	117.2910	1,384,033.80	11,705.60
1,500,000.0000	CSX CORP 6.150% 05/01/2037 DD 04/25/07	1,914,165.00	126.4250	1,896,375.00	17,790.00-
2,890,000.0000	CSX CORP 6.220% 04/30/2040 DD 03/24/10	3,783,299.00	129.0670	3,730,036.30	53,262.70-
900,000.0000	CSX CORP 5.500% 04/15/2041 DD 10/21/10	1,083,942.00	119.8180	1,078,362.00	5,580.00-
850,000.0000	CVS CAREMARK CORP 6.250% 06/01/2027 DD 05/25/07	1,114,282.00	132.0380	1,122,323.00	8,041.00
900,000.0000	CVS CAREMARK CORP 6.125% 09/15/2039 DD 09/11/09	1,173,366.00	127.9760	1,151,784.00	21,582.00-
2,355,161.5150	CVS PASS-THROUGH TRUST 144A 7.507% 01/10/2032 DD 12/22/09	3,021,130.54	131.8220	3,104,621.01	83,490.47

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 23
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,827,363.6900	CVS PASS-THROUGH TRUST 5.773% 01/10/2033 DD 12/17/10	2,088,329.49	117.9100	2,154,644.53	66,315.04
2,318,129.9190	CVS PASS-THROUGH TRUST 144A 8.353% 07/10/2031 DD 06/26/09	3,166,344.57	137.8830	3,196,307.08	29,962.51
1,900,000.0000	CAMERON INTERNATIONAL CORP 7.000% 07/15/2038 DD 06/26/08	2,491,831.00	135.3890	2,572,391.00	80,560.00
2,415,000.0000	CAMERON INTERNATIONAL CORP 5.950% 06/01/2041 DD 06/02/11	2,924,057.85	124.9170	3,016,745.55	92,687.70
2,100,000.0000	CANADIAN NATURAL RESOURCES LTD 6.250% 03/15/2038 DD 03/19/07	2,743,020.00	128.8300	2,705,430.00	37,590.00-
1,700,000.0000	CANADIAN OIL SANDS LTD 144A 6.000% 04/01/2042 DD 03/29/12	1,956,122.00	117.4430	1,996,531.00	40,409.00
1,605,000.0000	CANADIAN PACIFIC RAILWAY CO 5.950% 05/15/2037 DD 05/08/07	1,904,669.55	120.9170	1,940,717.85	36,048.30
5,305,000.0000	CENOVUS ENERGY INC 6.750% 11/15/2039 DD 05/15/10	7,167,691.60	135.3690	7,181,325.45	13,633.85
825,000.0000	CENTERPOINT ENERGY RESOURCES C 5.850% 01/15/2041 DD 07/15/11	1,046,438.25	126.5660	1,044,169.50	2,268.75-
930,000.0000	CENTURYLINK INC 5.800% 03/15/2022 DD 03/12/12	1,011,979.50	105.7130	983,130.90	28,848.60-
700,000.0000	CIELO SA/CIELO USA INC 144A 3.750% 11/16/2022 DD 11/16/12	695,212.00	98.7000	690,900.00	4,312.00-
3,815,000.0000	CITIGROUP INC 6.125% 08/25/2036 DD 08/25/06	4,142,517.75	108.9880	4,157,892.20	15,374.45

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 24
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
9,480,000.0000	CITIGROUP INC 5.875% 05/29/2037 DD 05/29/07	11,147,911.20	120.3370	11,407,947.60	260,036.40
300,000.0000	CITIGROUP INC 6.000% 08/15/2017 DD 08/15/07	349,437.00	117.8150	353,445.00	4,008.00
4,200,000.0000	CITIGROUP INC 6.875% 03/05/2038 DD 03/05/08	5,519,598.00	131.6460	5,529,132.00	9,534.00
3,305,000.0000	CITIGROUP INC 8.125% 07/15/2039 DD 07/23/09	4,907,396.20	149.7120	4,947,981.60	40,585.40
1,400,000.0000	CLECO POWER LLC 6.000% 12/01/2040 DD 11/15/10	1,685,950.00	118.7940	1,663,116.00	22,834.00-
900,000.0000	CLIFFS NATURAL RESOURCES INC 6.250% 10/01/2040 DD 09/20/10	880,686.00	97.4950	877,455.00	3,231.00-
5,375,000.0000	COMCAST CORP 6.500% 11/15/2035 DD 11/14/05	6,940,845.00	128.3050	6,896,393.75	44,451.25-
10,395,000.0000	COMCAST CORP 6.550% 07/01/2039 DD 06/18/09	13,599,258.75	131.2810	13,646,659.95	47,401.20
565,000.0000	COMCAST CORP 6.400% 03/01/2040 DD 03/01/10	736,737.40	129.5320	731,855.80	4,881.60-
2,020,000.0000	COMMONWEALTH EDISON CO 6.450% 01/15/2038 DD 01/16/08	2,836,645.60	136.1000	2,749,220.00	87,425.60-
650,000.0000	CORNING INC 4.250% 08/15/2020 DD 08/10/10	729,430.00	111.6550	725,757.50	3,672.50-
840,000.0000	COVENTRY HEALTH CARE INC 5.450% 06/15/2021 DD 06/07/11	983,396.40	118.8550	998,382.00	14,985.60

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 25
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
2,685,000.0000	COVIDIEN INTERNATIONAL FINANCE 6.550% 10/15/2037 DD 04/15/08	3,817,801.50	139.7740	3,752,931.90	64,869.60-
2,370,000.0000	COX COMMUNICATIONS INC 6.950% 06/01/2038 DD 06/05/08	3,064,220.40	131.4730	3,115,910.10	51,689.70
5,100,000.0000	COX COMMUNICATIONS INC 144A 8.375% 03/01/2039 DD 02/20/09	7,764,954.00	153.4650	7,826,715.00	61,761.00
1,200,000.0000	COX COMMUNICATIONS INC 144A 3.250% 12/15/2022 DD 11/29/12	1,198,152.00	103.1260	1,237,512.00	39,360.00
700,000.0000	COX COMMUNICATIONS INC 144A 4.700% 12/15/2042 DD 11/29/12	699,867.00	102.0370	714,259.00	14,392.00
1,073,727.7580	DELTA AIR LINES 2009-1 CLASS A 7.750% 12/17/2019 DD 11/24/09	1,226,733.96	114.5000	1,229,418.28	2,684.32
1,022,461.7350	DELTA AIR LINES 2010-1 CLASS A 6.200% 07/02/2018 DD 07/02/10	1,117,039.44	112.7500	1,152,825.60	35,786.16
2,434,129.3430	DELTA AIR LINES 2010-2 CLASS A 4.950% 05/23/2019 DD 11/22/10	2,628,859.68	109.0000	2,653,200.98	24,341.30
4,100,000.0000	DEUTSCHE TELEKOM INTERNATIONAL VAR RT 06/15/2030 DD 07/06/00	6,166,851.00	149.8240	6,142,784.00	24,067.00-
1,200,000.0000	DEUTSCHE TELEKOM INTERNAT 144A 4.875% 03/06/2042 DD 03/06/12	1,290,192.00	106.7490	1,280,988.00	9,204.00-
715,000.0000	DEVON ENERGY CORP 4.750% 05/15/2042 DD 05/14/12	766,129.65	106.9810	764,914.15	1,215.50-
2,400,000.0000	DEVON FINANCING CORP ULC 7.875% 09/30/2031 DD 10/03/01	3,487,512.00	145.4420	3,490,608.00	3,096.00

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 26
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
5,610,000.0000	DEVON ENERGY CORP 7.950% 04/15/2032 DD 03/25/02	8,282,099.10	147.9460	8,299,770.60	17,671.50
2,700,000.0000	DIRECTV HOLDINGS LLC / DIRECTV 6.000% 08/15/2040 DD 08/17/10	3,008,988.00	110.9580	2,995,866.00	13,122.00-
1,410,000.0000	DIRECTV HOLDINGS LLC / DIRECTV 6.375% 03/01/2041 DD 03/10/11	1,650,672.90	115.7220	1,631,680.20	18,992.70-
2,120,000.0000	DISCOVER BANK/GREENWOOD DE 7.000% 04/15/2020 DD 04/15/10	2,553,518.80	124.1700	2,632,404.00	78,885.20
1,700,000.0000	DISCOVERY COMMUNICATIONS LLC 6.350% 06/01/2040 DD 06/03/10	2,142,102.00	123.5940	2,101,098.00	41,004.00-
1,350,000.0000	DISCOVERY COMMUNICATIONS LLC 4.950% 05/15/2042 DD 05/17/12	1,470,771.00	106.8800	1,442,880.00	27,891.00-
2,125,000.0000	DOMINION RESOURCES INC/VA 5.950% 06/15/2035 DD 06/20/05	2,677,925.00	126.5660	2,689,527.50	11,602.50
3,260,000.0000	DOMINION RESOURCES INC/VA 7.000% 06/15/2038 DD 06/17/08	4,708,809.20	141.8390	4,623,951.40	84,857.80-
1,435,000.0000	DOMINION RESOURCES INC/VA 4.900% 08/01/2041 DD 08/05/11	1,661,213.40	112.0480	1,607,888.80	53,324.60-
200,000.0000	DOMINION RESOURCES INC/VA 4.050% 09/15/2042 DD 09/13/12	205,770.00	98.7340	197,468.00	8,302.00-
1,195,000.0000	DOMTAR CORP 6.250% 09/01/2042 DD 08/23/12	1,220,059.15	105.2400	1,257,618.00	37,558.85
1,685,000.0000	DOW CHEMICAL CO/THE 7.375% 11/01/2029 DD 11/01/99	2,232,456.50	132.4780	2,232,254.30	202.20-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443 5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR 2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13
ONF G000100 REVALUED COST PAGE: 27
ONCOR RETIREMENT PLAN 31 DECEMBER 2012 M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
765,000.0000	DOW CHEMICAL CO/THE 9.400% 05/15/2039 DD 05/13/09	1,238,542.65	164.6430	1,259,518.95	20,976.30
1,815,000.0000	DOW CHEMICAL CO/THE 5.250% 11/15/2041 DD 11/14/11	2,059,480.50	111.5310	2,024,287.65	35,192.85-
2,500,000.0000	DOW CHEMICAL CO/THE 3.000% 11/15/2022 DD 11/14/12	2,456,650.00	99.7770	2,494,425.00	37,775.00
750,000.0000	DUKE REALTY LP 6.750% 03/15/2020 DD 04/01/10	901,155.00	120.9090	906,817.50	5,662.50
1,950,000.0000	DUKE REALTY LP 3.875% 10/15/2022 DD 09/19/12	1,983,072.00	101.8260	1,985,607.00	2,535.00
425,000.0000	ERAC USA FINANCE LLC 6.700% 06/01/2034 DD 06/02/04	507,484.00	121.0790	514,585.75	7,101.75
770,000.0000	ERAC USA FINANCE LLC 144A 6.375% 10/15/2017 DD 10/17/07	919,857.40	120.9460	931,284.20	11,426.80
1,385,000.0000	ERAC USA FINANCE LLC 144A 7.000% 10/15/2037 DD 10/17/07	1,725,876.20	126.9830	1,758,714.55	32,838.35
2,465,000.0000	EQT CORP 4.875% 11/15/2021 DD 11/07/11	2,592,317.25	107.3540	2,646,276.10	53,958.85
840,000.0000	ERAC USA FINANCE LLC 144A 5.625% 03/15/2042 DD 03/15/12	897,985.20	110.7880	930,619.20	32,634.00
300,000.0000	ECOLAB INC 5.500% 12/08/2041 DD 12/08/11	373,098.00	119.3040	357,912.00	15,186.00-
910,000.0000	EL PASO NATURAL GAS CO LLC VAR RT 06/15/2032 DD 06/15/03	1,311,592.10	142.0750	1,292,882.50	18,709.60-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 28
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
400,000.0000	EL PASO PIPELINE PART OP 4.700% 11/01/2042 DD 11/08/12	402,684.00	98.0450	392,180.00	10,504.00-
5,490,000.0000	EMBARQ CORP 7.995% 06/01/2036 DD 05/17/06	6,137,082.90	110.4520	6,063,814.80	73,268.10-
1,500,000.0000	ENCANA CORP 6.625% 08/15/2037 DD 08/13/07	1,816,335.00	127.4840	1,912,260.00	95,925.00
2,505,000.0000	ENCANA CORP 6.500% 02/01/2038 DD 12/04/07	3,034,557.00	125.0750	3,133,128.75	98,571.75
775,000.0000	ENERGY TRANSFER PARTNERS LP 6.625% 10/15/2036 DD 10/23/06	877,431.75	117.4220	910,020.50	32,588.75
4,255,000.0000	ENERGY TRANSFER PARTNERS LP 7.500% 07/01/2038 DD 03/28/08	5,044,302.50	129.3250	5,502,778.75	458,476.25
1,320,000.0000	ENERGY TRANSFER PARTNERS LP 6.050% 06/01/2041 DD 05/12/11	1,455,392.40	113.7740	1,501,816.80	46,424.40
400,000.0000	ENERGY TRANSFER PARTNERS LP 5.200% 02/01/2022 DD 01/17/12	443,720.00	114.0710	456,284.00	12,564.00
470,000.0000	ENERGY TRANSFER PARTNERS LP 6.500% 02/01/2042 DD 01/17/12	542,347.10	122.4340	575,439.80	33,092.70
3,230,000.0000	ENTERPRISE PRODUCTS OPERATING 6.125% 10/15/2039 DD 10/05/09	3,881,975.50	120.8090	3,902,130.70	20,155.20
1,380,000.0000	ENTERPRISE PRODUCTS OPERATING 5.950% 02/01/2041 DD 01/13/11	1,632,429.60	120.7270	1,666,032.60	33,603.00
2,695,000.0000	ENTERPRISE PRODUCTS OPERATING 4.450% 02/15/2043 DD 08/13/12	2,665,624.50	101.2510	2,728,714.45	63,089.95

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 29
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
765,000.0000	ENTERPRISE PRODUCTS OPERATING 5.750% 03/01/2035 DD 03/02/05	875,993.85	113.9940	872,054.10	3,939.75-
790,000.0000	EXELON GENERATION CO LLC 6.250% 10/01/2039 DD 09/23/09	913,927.30	116.2860	918,659.40	4,732.10
1,861,000.0000	EXELON CORP 5.625% 06/15/2035 DD 06/09/05	2,123,270.73	111.6420	2,077,657.62	45,613.11-
300,000.0000	FAIRFAX FINANCIAL HOLDING 144A 5.800% 05/15/2021 DD 05/09/11	309,270.00	103.3640	310,092.00	822.00
1,510,000.0000	MACY'S RETAIL HOLDINGS INC 6.375% 03/15/2037 DD 03/12/07	1,821,407.30	120.3780	1,817,707.80	3,699.50-
1,200,000.0000	FIRSTENERGY SOLUTIONS CORP 6.800% 08/15/2039 DD 08/07/09	1,324,452.00	112.3790	1,348,548.00	24,096.00
1,680,000.0000	FLORIDA GAS TRANSMISSION 144A 5.450% 07/15/2020 DD 07/19/10	1,933,898.40	116.8050	1,962,324.00	28,425.60
1,165,000.0000	FORD MOTOR CO 6.625% 10/01/2028 DD 09/30/98	1,301,118.60	115.4860	1,345,411.90	44,293.30
1,900,000.0000	FORD MOTOR CREDIT CO LLC 4.207% 04/15/2016 DD 04/15/12	2,013,506.00	106.6620	2,026,578.00	13,072.00
1,200,000.0000	FORD MOTOR CREDIT CO LLC 4.250% 09/20/2022 DD 09/25/12	1,229,712.00	105.7380	1,268,856.00	39,144.00
1,370,000.0000	GENERAL MILLS INC 5.400% 06/15/2040 DD 06/01/10	1,672,002.80	122.7370	1,681,496.90	9,494.10
995,000.0000	GEORGIA-PACIFIC LLC 7.250% 06/01/2028 DD 06/02/98	1,259,122.75	130.9310	1,302,763.45	43,640.70

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 30
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,060,000.0000	GEORGIA-PACIFIC LLC 144A 5.400% 11/01/2020 DD 11/02/10	1,242,341.20	118.9630	1,261,007.80	18,666.60
755,000.0000	GILEAD SCIENCES INC 5.650% 12/01/2041 DD 12/13/11	944,354.00	124.2290	937,928.95	6,425.05-
490,000.0000	GILEAD SCIENCES INC 4.400% 12/01/2021 DD 12/13/11	556,953.60	113.9960	558,580.40	1,626.80
900,000.0000	GOODMAN FUNDING PTY LTD 144A 6.375% 11/12/2020 DD 11/12/10	984,303.00	113.3780	1,020,402.00	36,099.00
6,000,000.0000	HBOS PLC 144A 6.750% 05/21/2018 DD 05/21/08	6,090,000.00	107.6250	6,457,500.00	367,500.00
500,000.0000	HCA INC 4.750% 05/01/2023 DD 10/23/12	500,000.00	101.7500	508,750.00	8,750.00
2,085,000.0000	HCP INC 5.375% 02/01/2021 DD 01/24/11	2,378,609.70	113.8760	2,374,314.60	4,295.10-
575,000.0000	HANOVER INSURANCE GROUP INC/TH 7.625% 10/15/2025 DD 10/16/95	706,594.50	124.0680	713,391.00	6,796.50
1,195,000.0000	HARTFORD FINANCIAL SERVICES GR 6.625% 03/30/2040 DD 03/23/10	1,439,425.30	125.5310	1,500,095.45	60,670.15
1,350,000.0000	HARTFORD FINANCIAL SERVICES GR 6.625% 04/15/2042 DD 04/05/12	1,632,595.50	127.1460	1,716,471.00	83,875.50
1,970,000.0000	HASBRO INC 6.350% 03/15/2040 DD 03/11/10	2,342,783.10	123.5010	2,432,969.70	90,186.60
3,445,000.0000	HEALTHCARE REALTY TRUST INC 5.750% 01/15/2021 DD 12/13/10	3,793,048.35	112.3880	3,871,766.60	78,718.25

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 31
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,065,000.0000	HEALTH CARE REIT INC 6.500% 03/15/2041 DD 03/14/11	1,245,347.10	116.2460	1,238,019.90	7,327.20-
1,155,000.0000	HEALTH CARE REIT INC 4.125% 04/01/2019 DD 04/03/12	1,229,647.65	107.5760	1,242,502.80	12,855.15
275,000.0000	HEALTH CARE REIT INC 5.125% 03/15/2043 DD 12/06/12	272,459.00	95.9800	263,945.00	8,514.00-
3,920,000.0000	HJ HEINZ FINANCE CO 144A 7.125% 08/01/2039 DD 07/29/09	5,423,986.40	138.0330	5,410,893.60	13,092.80-
1,025,000.0000	HESS CORP 5.600% 02/15/2041 DD 08/10/10	1,188,948.75	118.2680	1,212,247.00	23,298.25
760,000.0000	HEWLETT-PACKARD CO 6.000% 09/15/2041 DD 09/19/11	721,019.60	98.9900	752,324.00	31,304.40
1,100,000.0000	HUMANA INC 4.625% 12/01/2042 DD 12/10/12	1,099,307.00	100.9800	1,110,780.00	11,473.00
600,000.0000	HUNTSMAN INTERNATIONAL LL 144A 4.875% 11/15/2020 DD 11/19/12	601,500.00	101.1250	606,750.00	5,250.00
1,505,000.0000	HUSKY ENERGY INC 3.950% 04/15/2022 DD 03/22/12	1,611,538.95	107.4260	1,616,761.30	5,222.35
1,243,000.0000	INTERNATIONAL PAPER CO 8.700% 06/15/2038 DD 06/04/08	1,852,032.71	148.6240	1,847,396.32	4,636.39-
2,350,000.0000	INTERNATIONAL PAPER CO 7.300% 11/15/2039 DD 12/07/09	3,110,742.00	135.5560	3,185,566.00	74,824.00
4,750,000.0000	JERSEY CENTRAL POWER & LIGHT C 6.150% 06/01/2037 DD 12/01/07	5,938,070.00	125.6030	5,966,142.50	28,072.50

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

PAGE: 32
M1102E

ONF G000100
ONCOR RETIREMENT PLAN

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
500,000.0000	KINDER MORGAN ENERGY PARTNERS 7.300% 08/15/2033 DD 08/19/02	630,760.00	130.3900	651,950.00	21,190.00
6,000,000.0000	KINDER MORGAN ENERGY PARTNERS 6.950% 01/15/2038 DD 06/21/07	7,672,140.00	131.5870	7,895,220.00	223,080.00
2,750,000.0000	KINDER MORGAN ENERGY PARTNERS 6.500% 09/01/2039 DD 09/16/09	3,325,712.50	122.9040	3,379,860.00	54,147.50
1,065,000.0000	KINDER MORGAN ENERGY PARTNERS 6.550% 09/15/2040 DD 05/19/10	1,309,108.65	125.3180	1,334,636.70	25,528.05
950,000.0000	KINDER MORGAN ENERGY PARTNERS 5.625% 09/01/2041 DD 08/17/11	1,062,822.00	112.3620	1,067,439.00	4,617.00
1,400,000.0000	KINDER MORGAN ENERGY PARTNERS 5.000% 08/15/2042 DD 08/13/12	1,453,676.00	105.9780	1,483,692.00	30,016.00
3,720,000.0000	MONDELEZ INTERNATIONAL INC 6.500% 02/09/2040 DD 02/08/10	5,038,851.60	134.3350	4,997,262.00	41,589.60-
1,200,000.0000	KRAFT FOODS GROUP INC 144A 5.000% 06/04/2042 DD 06/04/12	1,338,696.00	112.4500	1,349,400.00	10,704.00
5,740,000.0000	KRAFT FOODS GROUP INC 144A 6.500% 02/09/2040 DD 07/18/12	7,684,138.00	131.4360	7,544,426.40	139,711.60-
3,885,000.0000	KRAFT FOODS GROUP INC 144A 6.875% 01/26/2039 DD 07/18/12	5,302,325.70	134.6360	5,230,608.60	71,717.10-
1,005,000.0000	LIBERTY MUTUAL GROUP INC 144A 5.000% 06/01/2021 DD 05/23/11	1,062,295.05	107.4790	1,080,163.95	17,868.90
1,585,000.0000	LIBERTY MUTUAL GROUP INC 144A 4.950% 05/01/2022 DD 05/04/12	1,657,910.00	108.9890	1,727,475.65	69,565.65

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 33
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
3,035,000.0000	LIBERTY MUTUAL GROUP INC 144A 6.500% 05/01/2042 DD 05/04/12	3,285,478.55	112.5040	3,414,496.40	129,017.85
490,000.0000	LIBERTY PROPERTY LP 4.750% 10/01/2020 DD 09/27/10	531,703.90	109.2380	535,266.20	3,562.30
735,000.0000	LINCOLN NATIONAL CORP 6.300% 10/09/2037 DD 10/09/07	844,485.60	119.5580	878,751.30	34,265.70
1,485,000.0000	LINCOLN NATIONAL CORP 7.000% 06/15/2040 DD 06/18/10	1,850,324.85	130.1540	1,932,786.90	82,462.05
2,141,000.0000	LOCKHEED MARTIN CORP 144A 4.070% 12/15/2042 DD 12/14/12	2,125,541.98	98.2770	2,104,110.57	21,431.41-
1,790,000.0000	LORILLARD TOBACCO CO 8.125% 06/23/2019 DD 06/23/09	2,308,366.10	127.6030	2,284,093.70	24,272.40-
1,140,000.0000	LORILLARD TOBACCO CO 7.000% 08/04/2041 DD 08/04/11	1,373,278.20	121.4170	1,384,153.80	10,875.60
2,565,000.0000	MACYS RETAIL HLDGS INC 2.875% 02/15/2023 DD 11/20/12	2,561,460.30	97.9230	2,511,724.95	49,735.35-
965,000.0000	MARATHON OIL CORP 6.800% 03/15/2032 DD 03/04/02	1,284,434.30	131.1330	1,265,433.45	19,000.85-
610,000.0000	MARATHON PETROLEUM CORP 6.500% 03/01/2041 DD 09/01/11	747,274.40	126.7060	772,906.60	25,632.20
650,000.0000	MARKWEST ENERGY PARTNERS LP / 5.500% 02/15/2023 DD 08/10/12	685,750.00	108.5000	705,250.00	19,500.00
613,000.0000	MARSH & MCLENNAN COS INC 5.875% 08/01/2033 DD 07/30/03	722,812.82	116.6350	714,972.55	7,840.27-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 34
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,500,000.0000	MASSACHUSETTS INSTITUTE OF TEC 5.600% 07/01/2111 DD 05/18/11	2,165,925.00	145.1120	2,176,680.00	10,755.00
1,495,000.0000	MATTEL INC 5.450% 11/01/2041 DD 11/08/11	1,671,275.45	112.9630	1,688,796.85	17,521.40
1,770,000.0000	MCDONALD'S CORP 5.700% 02/01/2039 DD 01/16/09	2,381,889.00	130.5880	2,311,407.60	70,481.40-
960,000.0000	MCKESSON CORP 4.750% 03/01/2021 DD 02/28/11	1,118,400.00	116.1460	1,115,001.60	3,398.40-
985,000.0000	MCKESSON CORP 6.000% 03/01/2041 DD 02/28/11	1,345,480.45	132.0850	1,301,037.25	44,443.20-
340,000.0000	MECCANICA HOLDINGS USA IN 144A 7.375% 07/15/2039 DD 07/15/09	300,876.20	92.8900	315,826.00	14,949.80
995,000.0000	MEDCO HEALTH SOLUTIONS INC 4.125% 09/15/2020 DD 09/10/10	1,096,798.45	109.2910	1,087,445.45	9,353.00-
700,000.0000	MERRILL LYNCH & CO INC 6.400% 08/28/2017 DD 08/28/07	814,352.00	117.4360	822,052.00	7,700.00
1,100,000.0000	MERRILL LYNCH & CO INC 6.875% 04/25/2018 DD 04/25/08	1,317,921.00	120.5450	1,325,995.00	8,074.00
9,045,000.0000	MERRILL LYNCH & CO INC 7.750% 05/14/2038 DD 05/14/08	11,359,253.70	130.1700	11,773,876.50	414,622.80
800,000.0000	MEXICHEM SAB DE CV 144A 6.750% 09/19/2042 DD 09/19/12	830,160.00	112.2500	898,000.00	67,840.00
6,205,000.0000	MIDAMERICAN ENERGY HOLDINGS CO 6.500% 09/15/2037 DD 08/28/07	8,309,053.45	132.8220	8,241,605.10	67,448.35-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

PAGE: 35
M1102E

ONF G000100
ONCOR RETIREMENT PLAN

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
500,000.0000	MIDSTATES PETROLEUM CO IN 144A 10.750% 10/01/2020 DD 10/01/12	522,500.00	106.2500	531,250.00	8,750.00
3,420,000.0000	MOLSON COORS BREWING CO 5.000% 05/01/2042 DD 05/03/12	3,824,914.35	112.0660	3,832,657.20	7,742.85
440,000.0000	MOODY'S CORP 4.500% 09/01/2022 DD 08/20/12	466,492.40	106.9150	470,426.00	3,933.60
2,800,000.0000	MORGAN STANLEY 5.500% 07/24/2020 DD 07/26/10	3,023,188.00	112.5010	3,150,028.00	126,840.00
2,800,000.0000	MORGAN STANLEY 6.250% 08/09/2026 DD 08/09/06	3,150,448.00	117.3610	3,286,108.00	135,660.00
3,970,000.0000	MORGAN STANLEY 7.300% 05/13/2019 DD 05/13/09	4,684,560.30	121.5220	4,824,423.40	139,863.10
1,200,000.0000	MORGAN STANLEY 6.375% 07/24/2042 DD 07/24/12	1,321,632.00	117.2300	1,406,760.00	85,128.00
2,600,000.0000	MORGAN STANLEY 4.875% 11/01/2022 DD 10/23/12	2,590,796.00	103.5390	2,692,014.00	101,218.00
1,535,000.0000	MURPHY OIL CORP 3.700% 12/01/2022 DD 11/30/12	1,528,767.90	99.6190	1,529,151.65	383.75
515,000.0000	MURPHY OIL CORP 5.125% 12/01/2042 DD 11/30/12	513,666.15	97.3250	501,223.75	12,442.40-
1,845,000.0000	MYLAN INC/PA 144A 3.125% 01/15/2023 DD 12/21/12	1,841,180.85	99.1370	1,829,077.65	12,103.20-
1,430,000.0000	NATIONWIDE FINANCIAL SERV 144A 5.375% 03/25/2021 DD 03/25/11	1,513,540.60	106.6910	1,525,681.30	12,140.70

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 36
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,950,000.0000	NBCUNIVERSAL MEDIA LLC 6.400% 04/30/2040 DD 04/30/11	2,475,018.00	128.3110	2,502,064.50	27,046.50
3,200,000.0000	NEVADA POWER CO 6.750% 07/01/2037 DD 06/28/07	4,500,288.00	138.7030	4,438,496.00	61,792.00-
750,000.0000	NEW GOLD INC 144A 6.250% 11/15/2022 DD 11/14/12	750,000.00	103.5000	776,250.00	26,250.00
3,325,000.0000	NEWCREST FINANCE PTY LTD 144A 5.750% 11/15/2041 DD 11/15/11	3,412,447.50	110.5040	3,674,258.00	261,810.50
1,005,000.0000	NEWMONT MINING CORP 5.875% 04/01/2035 DD 03/22/05	1,135,298.25	114.2320	1,148,031.60	12,733.35
3,700,000.0000	NEWMONT MINING CORP 6.250% 10/01/2039 DD 09/18/09	4,371,254.00	120.4340	4,456,058.00	84,804.00
1,425,000.0000	NEWS AMERICA INC 6.200% 12/15/2034 DD 12/03/04	1,716,184.50	121.1150	1,725,888.75	9,704.25
3,870,000.0000	NEWS AMERICA INC 6.150% 03/01/2037 DD 03/02/07	4,637,691.90	122.7270	4,749,534.90	111,843.00
1,035,000.0000	NEWS AMERICA INC 6.650% 11/15/2037 DD 11/14/07	1,313,352.90	129.2190	1,337,416.65	24,063.75
4,910,000.0000	NEWS AMERICA INC 6.900% 08/15/2039 DD 02/15/10	6,371,363.30	130.9270	6,428,515.70	57,152.40
1,700,000.0000	NEWS AMERICA INC 6.150% 02/15/2041 DD 08/15/11	2,116,296.00	126.6580	2,153,186.00	36,890.00
1,145,000.0000	NEXEN INC 7.500% 07/30/2039 DD 07/30/09	1,631,739.50	144.7330	1,657,192.85	25,453.35

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 37
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
490,000.0000	NISOURCE CAPITAL MARKETS INC 7.860% 03/27/2017 DD 03/27/97	571,908.40	116.5140	570,918.60	989.80-
2,340,000.0000	NISOURCE FINANCE CORP 6.125% 03/01/2022 DD 12/04/09	2,873,730.60	119.8440	2,804,349.60	69,381.00-
1,530,000.0000	NISOURCE FINANCE CORP 5.950% 06/15/2041 DD 06/10/11	1,841,706.90	115.4830	1,766,889.90	74,817.00-
1,500,000.0000	NOKIA OYJ 6.625% 05/15/2039 DD 05/07/09	1,203,750.00	89.7500	1,346,250.00	142,500.00
1,400,000.0000	NOBLE HOLDING INTERNATIONAL LT 6.050% 03/01/2041 DD 02/03/11	1,622,586.00	117.0480	1,638,672.00	16,086.00
950,000.0000	NOBLE HOLDING INTERNATIONAL LT 5.250% 03/15/2042 DD 02/10/12	1,020,775.00	106.6280	1,012,966.00	7,809.00-
1,200,000.0000	NORFOLK SOUTHERN CORP 6.000% 05/23/2039 DD 05/23/11	1,444,920.00	121.4200	1,457,040.00	12,120.00
1,472,000.0000	NORFOLK SOUTHERN CORP 144A 2.903% 02/15/2023 DD 08/20/12	1,493,476.48	100.6600	1,481,715.20	11,761.28-
1,200,000.0000	NORFOLK SOUTHERN CORP 3.950% 10/01/2042 DD 09/07/12	1,194,504.00	99.0590	1,188,708.00	5,796.00-
600,000.0000	NOVATEK(NOVATEK FIN LTD) 144A 4.422% 12/13/2022 DD 12/13/12	600,000.00	100.6250	603,750.00	3,750.00
1,355,000.0000	O'REILLY AUTOMOTIVE INC 3.800% 09/01/2022 DD 08/21/12	1,404,172.95	104.0490	1,409,863.95	5,691.00
1,310,000.0000	OMNICOM GROUP INC 4.450% 08/15/2020 DD 08/05/10	1,458,003.80	111.2740	1,457,689.40	314.40-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 38
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
500,000.0000	ONEOK PARTNERS LP 6.850% 10/15/2037 DD 09/28/07	611,850.00	127.3890	636,945.00	25,095.00
200,000.0000	ONEOK PARTNERS LP 6.125% 02/01/2041 DD 01/26/11	240,224.00	119.8910	239,782.00	442.00-
2,025,000.0000	ONEOK PARTNERS LP 3.375% 10/01/2022 DD 09/13/12	2,034,861.75	101.9040	2,063,556.00	28,694.25
1,665,000.0000	OWENS CORNING VAR RT 12/01/2036 DD 06/01/07	1,826,954.55	110.6470	1,842,272.55	15,318.00
700,000.0000	PPG INDUSTRIES INC 5.500% 11/15/2040 DD 11/12/10	840,651.00	116.2440	813,708.00	26,943.00-
675,000.0000	PPL CAPITAL FUNDING INC 3.500% 12/01/2022 DD 10/15/12	673,940.25	101.7900	687,082.50	13,142.25
1,600,000.0000	PSEG POWER LLC 8.625% 04/15/2031 DD 10/15/01	2,354,288.00	145.8200	2,333,120.00	21,168.00-
2,400,000.0000	PSEG POWER LLC 5.125% 04/15/2020 DD 04/05/10	2,761,296.00	115.2470	2,765,928.00	4,632.00
2,600,000.0000	PACIFIC GAS & ELECTRIC CO 6.050% 03/01/2034 DD 03/23/04	3,417,180.00	128.8400	3,349,840.00	67,340.00-
2,385,000.0000	PERNOD-RICARD SA 144A 5.500% 01/15/2042 DD 01/12/12	2,721,523.50	116.5360	2,779,383.60	57,860.10
2,700,000.0000	PETRO-CANADA 6.800% 05/15/2038 DD 05/15/08	3,681,342.00	136.3790	3,682,233.00	891.00
3,765,000.0000	PHILLIPS 66 5.875% 05/01/2042 DD 11/01/12	4,470,485.70	120.3340	4,530,575.10	60,089.40

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 39
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
900,000.0000	PIONEER NATURAL RESOURCES CO 7.200% 01/15/2028 DD 01/13/98	1,125,666.00	127.4350	1,146,915.00	21,249.00
4,935,000.0000	PLAINS ALL AMERICAN PIPELINE L 5.150% 06/01/2042 DD 03/22/12	5,642,165.10	112.6590	5,559,721.65	82,443.45-
900,000.0000	PLAINS ALL AMER PIPELINE 4.300% 01/31/2043 DD 12/10/12	899,325.00	100.0890	900,801.00	1,476.00
1,050,000.0000	POTASH CORP OF SASKATCHEWAN IN 5.625% 12/01/2040 DD 11/30/10	1,339,600.50	121.5230	1,275,991.50	63,609.00-
1,845,000.0000	PRINCIPAL FINANCIAL GROU 4.350% 05/15/2043 DD 11/16/12	1,840,369.05	99.5940	1,837,509.30	2,859.75-
2,260,000.0000	PROGRESS ENERGY INC 7.750% 03/01/2031 DD 02/22/01	3,184,769.40	136.6110	3,087,408.60	97,360.80-
925,000.0000	PROGRESS ENERGY INC 6.000% 12/01/2039 DD 11/19/09	1,164,010.75	121.0570	1,119,777.25	44,233.50-
2,440,000.0000	PRUDENTIAL FINANCIAL INC 5.700% 12/14/2036 DD 12/14/06	2,727,334.40	113.9040	2,779,257.60	51,923.20
1,315,000.0000	PRUDENTIAL FINANCIAL INC 6.625% 12/01/2037 DD 12/03/07	1,637,332.80	124.5910	1,638,371.65	1,038.85
345,000.0000	PRUDENTIAL FINANCIAL INC 6.625% 06/21/2040 DD 06/21/10	430,625.55	125.6390	433,454.55	2,829.00
300,000.0000	PRUDENTIAL FINANCIAL INC 5.625% 05/12/2041 DD 05/12/11	337,461.00	113.9920	341,976.00	4,515.00
1,000,000.0000	RPM INTERNATIONAL INC 3.450% 11/15/2022 DD 10/23/12	998,710.00	97.9760	979,760.00	18,950.00-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 40
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,555,000.0000	RELiance HOLDINGS USA INC 144A 6.250% 10/19/2040 DD 10/19/10	1,745,767.40	114.9460	1,787,410.30	41,642.90
3,090,000.0000	REPUBLIC SERVICES INC 6.200% 03/01/2040 DD 03/04/10	3,874,829.10	125.4980	3,877,888.20	3,059.10
1,100,000.0000	REPUBLIC SERVICES INC 5.700% 05/15/2041 DD 05/09/11	1,307,988.00	119.5860	1,315,446.00	7,458.00
5,685,000.0000	REYNOLDS AMERICAN INC 4.750% 11/01/2042 DD 10/31/12	5,633,778.15	100.8880	5,735,482.80	101,704.65
900,000.0000	ROCKIES EXPRESS PIPELINE 144A 7.500% 07/15/2038 DD 06/27/08	832,500.00	94.0000	846,000.00	13,500.00
2,100,000.0000	ROCKIES EXPRESS PIPELINE 144A 6.875% 04/15/2040 DD 03/22/10	1,837,500.00	90.0000	1,890,000.00	52,500.00
1,200,000.0000	ROGERS COMMUNICATIONS INC 7.500% 08/15/2038 DD 08/06/08	1,731,144.00	145.8550	1,750,260.00	19,116.00
1,105,000.0000	ROWAN COS INC 5.400% 12/01/2042 DD 12/11/12	1,100,303.75	101.2700	1,119,033.50	18,729.75
4,000,000.0000	SLM CORP 5.625% 08/01/2033 DD 07/21/03	3,776,000.00	92.7500	3,710,000.00	66,000.00-
1,790,000.0000	SLM CORP 8.000% 03/25/2020 DD 03/22/10	2,067,450.00	114.2500	2,045,075.00	22,375.00-
500,000.0000	SLM CORP 6.250% 01/25/2016 DD 01/14/11	545,000.00	108.7500	543,750.00	1,250.00-
260,000.0000	SLM CORP 7.250% 01/25/2022 DD 01/27/12	291,200.00	110.2500	286,650.00	4,550.00-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 41
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,000,000.0000	SLM CORP 4.625% 09/25/2017 DD 09/12/12	1,027,500.00	102.3750	1,023,750.00	3,750.00-
2,735,000.0000	SABMILLER HOLDINGS INC 144A 4.950% 01/15/2042 DD 01/17/12	3,182,801.55	113.3530	3,100,204.55	82,597.00-
2,980,000.0000	SEMPRA ENERGY 6.000% 10/15/2039 DD 10/08/09	3,861,484.00	126.4280	3,767,554.40	93,929.60-
1,050,000.0000	SOUTH CAROLINA ELECTRIC & GAS 5.450% 02/01/2041 DD 01/27/11	1,303,302.00	122.5030	1,286,281.50	17,020.50-
120,000.0000	SOUTHERN NATURAL GAS CO LLC 7.350% 02/15/2031 DD 02/13/01	155,053.20	133.1920	159,830.40	4,777.20
1,310,000.0000	SOUTHWESTERN ELECTRIC POWER CO 6.200% 03/15/2040 DD 03/08/10	1,672,201.90	125.1510	1,639,478.10	32,723.80-
1,700,000.0000	SOUTHWESTERN PUBLIC SERVICE CO 6.000% 10/01/2036 DD 10/06/06	2,140,028.00	124.7160	2,120,172.00	19,856.00-
325,000.0000	SPECTRA ENERGY CAPITAL LLC 5.650% 03/01/2020 DD 08/28/09	383,331.00	118.9020	386,431.50	3,100.50
980,000.0000	SPECTRA ENERGY PARTNERS LP 4.600% 06/15/2021 DD 06/09/11	1,061,202.80	107.2580	1,051,128.40	10,074.40-
200,000.0000	SPEC BRNDS ESCROW CORP 144A 6.625% 11/15/2022 DD 11/16/12	200,000.00	107.2500	214,500.00	14,500.00
2,500,000.0000	SYDNEY AIRPORT FINANCE 144A 3.900% 03/22/2023 DD 10/23/12	2,506,152.00	102.1490	2,553,725.00	47,573.00
3,070,000.0000	TALISMAN ENERGY INC 5.850% 02/01/2037 DD 01/27/06	3,404,169.50	112.5140	3,454,179.80	50,010.30

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

PAGE: 42
M1102E

ONF G000100
ONCOR RETIREMENT PLAN

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
725,000.0000	TALISMAN ENERGY INC 6.250% 02/01/2038 DD 11/10/06	846,655.00	119.7880	868,463.00	21,808.00
1,400,000.0000	TALISMAN ENERGY INC 5.500% 05/15/2042 DD 05/18/12	1,576,568.00	110.2150	1,543,010.00	33,558.00-
3,265,000.0000	TECK RESOURCES LTD 6.000% 08/15/2040 DD 08/17/10	3,440,297.85	113.1840	3,695,457.60	255,159.75
3,245,000.0000	TECK RESOURCES LTD 6.250% 07/15/2041 DD 07/05/11	3,531,695.75	117.6260	3,816,963.70	285,267.95
3,330,000.0000	TECK RESOURCES LTD 5.400% 02/01/2043 DD 08/08/12	3,249,247.50	105.7980	3,523,073.40	273,825.90
1,030,000.0000	TELECOM ITALIA CAPITAL SA 6.375% 11/15/2033 DD 05/15/04	1,030,887.50	100.7500	1,037,725.00	6,837.50
2,430,000.0000	TELECOM ITALIA CAPITAL SA 7.200% 07/18/2036 DD 07/18/06	2,410,550.00	104.4000	2,536,920.00	126,370.00
3,450,000.0000	TELECOM ITALIA CAPITAL SA 7.721% 06/04/2038 DD 06/04/08	3,536,212.50	108.2500	3,734,625.00	198,412.50
5,610,000.0000	TELEFONICA EMISIONES SAU 7.045% 06/20/2036 DD 06/20/06	5,579,275.00	108.0000	6,058,800.00	479,525.00
760,000.0000	TELEFONICA EMISIONES SAU 5.134% 04/27/2020 DD 04/26/10	745,750.00	105.1250	798,950.00	53,200.00
40,000.0000	TELEFONICA EMISIONES SAU 5.462% 02/16/2021 DD 02/16/11	39,200.00	106.6250	42,650.00	3,450.00
3,305,000.0000	HISTORIC TW INC 6.625% 05/15/2029 DD 11/23/98	4,144,536.10	127.6060	4,217,378.30	72,842.20

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 43
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
5,100,000.0000	TIME WARNER INC 6.500% 11/15/2036 DD 11/13/06	6,471,237.00	125.0850	6,379,335.00	91,902.00-
1,215,000.0000	TIME WARNER INC 6.200% 03/15/2040 DD 03/11/10	1,512,760.05	122.4610	1,487,901.15	24,858.90-
2,660,000.0000	TIME WARNER INC 6.100% 07/15/2040 DD 07/14/10	3,298,506.40	121.0720	3,220,515.20	77,991.20-
2,800,000.0000	TIME WARNER INC 6.250% 03/29/2041 DD 04/01/11	3,547,292.00	123.4710	3,457,188.00	90,104.00-
900,000.0000	TIME WARNER INC 4.900% 06/15/2042 DD 06/13/12	987,462.00	107.2750	965,475.00	21,987.00-
6,305,000.0000	TIME WARNER CABLE INC 7.300% 07/01/2038 DD 06/19/08	8,577,952.50	132.8680	8,377,327.40	200,625.10-
4,300,000.0000	TIME WARNER CABLE INC 6.750% 06/15/2039 DD 06/29/09	5,604,147.00	126.8370	5,453,991.00	150,156.00-
990,000.0000	TIME WARNER CABLE INC 5.875% 11/15/2040 DD 11/15/10	1,164,180.60	116.5200	1,153,548.00	10,632.60-
2,425,000.0000	TIME WARNER CABLE INC 5.500% 09/01/2041 DD 09/12/11	2,744,105.75	111.2670	2,698,224.75	45,881.00-
1,145,000.0000	TIME WARNER CABLE INC 4.500% 09/15/2042 DD 08/10/12	1,141,885.60	97.5250	1,116,661.25	25,224.35-
400,000.0000	TRANSOCEAN INC 7.500% 04/15/2031 DD 04/05/01	494,048.00	124.2770	497,108.00	3,060.00
1,500,000.0000	TRANSOCEAN INC 6.800% 03/15/2038 DD 12/11/07	1,803,750.00	122.4170	1,836,255.00	32,505.00

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 44
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
400,000.0000	TRANSOCEAN INC 6.500% 11/15/2020 DD 09/21/10	477,672.00	121.1120	484,448.00	6,776.00
1,165,000.0000	TRANSOCEAN INC 7.350% 12/15/2041 DD 12/05/11	1,529,109.10	132.8380	1,547,562.70	18,453.60
3,695,000.0000	TRANSOCEAN INC 3.800% 10/15/2022 DD 09/13/12	3,714,140.10	102.4930	3,787,116.35	72,976.25
2,265,000.0000	TURLOCK CORP 144A 4.000% 11/02/2032 DD 11/20/12	2,257,933.20	102.8510	2,329,575.15	71,641.95
1,175,000.0000	TURLOCK CORP 144A 4.150% 11/02/2042 DD 11/20/12	1,170,429.25	101.1300	1,188,277.50	17,848.25
1,300,000.0000	TYCO ELECTRONICS GROUP SA 7.125% 10/01/2037 DD 04/01/08	1,738,191.00	131.7960	1,713,348.00	24,843.00-
725,000.0000	TYSON FOODS INC 4.500% 06/15/2022 DD 06/13/12	759,437.50	108.2520	784,827.00	25,389.50
810,000.0000	WASTE MANAGEMENT INC 7.000% 07/15/2028 DD 07/17/98	1,079,122.50	135.5220	1,097,728.20	18,605.70
395,000.0000	UNUM GROUP 6.750% 12/15/2028 DD 12/18/98	426,833.05	116.2560	459,211.20	32,378.15
700,000.0000	US AIRWAYS 2012-1 CLASS A PASS 5.900% 10/01/2024 DD 05/14/12	740,250.00	109.0000	763,000.00	22,750.00
3,100,000.0000	US AIRWAYS 2012-2 CLASS A 4.625% 06/03/2025 DD 12/13/12	3,165,875.00	101.7500	3,154,250.00	11,625.00-
1,770,000.0000	UNION PACIFIC CORP 6.625% 02/01/2029 DD 02/01/99	2,435,661.60	135.1450	2,392,066.50	43,595.10-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 45
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
430,000.0000	UNION PACIFIC CORP 4.750% 09/15/2041 DD 08/09/11	484,803.50	112.1700	482,331.00	2,472.50-
3,109,596.9720	UAL 2009-2A PASS THROUGH TRUST 9.750% 01/15/2017 DD 11/24/09	3,560,488.53	115.7500	3,599,358.50	38,869.97
2,000,000.0000	QWEST CORP 6.875% 09/15/2033 DD 09/15/93	2,025,000.00	100.5000	2,010,000.00	15,000.00-
795,000.0000	UNUM GROUP 5.625% 09/15/2020 DD 09/15/10	888,698.70	114.2580	908,351.10	19,652.40
3,375,000.0000	VALE OVERSEAS LTD 6.875% 11/21/2036 DD 11/21/06	3,907,845.00	123.9580	4,183,582.50	275,737.50
660,000.0000	VALERO ENERGY CORP 7.500% 04/15/2032 DD 04/15/02	838,536.60	128.3000	846,780.00	8,243.40
1,565,000.0000	VALERO ENERGY CORP 6.625% 06/15/2037 DD 06/08/07	1,888,908.05	123.2040	1,928,142.60	39,234.55
1,125,000.0000	VALERO ENERGY CORP 10.500% 03/15/2039 DD 03/17/09	1,757,013.75	158.5920	1,784,160.00	27,146.25
1,110,000.0000	VENTAS REALTY LP / VENTAS CAPI 4.750% 06/01/2021 DD 05/17/11	1,219,923.30	109.3580	1,213,873.80	6,049.50-
1,265,000.0000	CBS CORP 5.500% 05/15/2033 DD 05/14/03	1,378,976.50	109.3830	1,383,694.95	4,718.45
1,090,000.0000	VIRGIN MEDIA SECURED FINANCE P 5.250% 01/15/2021 DD 07/15/11	1,264,574.40	116.7630	1,272,716.70	8,142.30
1,235,000.0000	VOTORANTIM CIMENTOS SA 144A 7.250% 04/05/2041 DD 04/05/11	1,330,712.50	112.0000	1,383,200.00	52,487.50

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 46
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,115,000.0000	WASTE MANAGEMENT INC 7.100% 08/01/2026 DD 08/02/96	1,495,337.65	133.5320	1,488,881.80	6,455.85-
1,780,000.0000	WPP FINANCE 2010 5.125% 09/07/2042 DD 09/07/12	1,755,525.00	97.7700	1,740,306.00	15,219.00-
1,845,000.0000	WALGREEN CO 3.100% 09/15/2022 DD 09/13/12	1,872,361.35	100.8670	1,860,996.15	11,365.20-
775,000.0000	WALGREEN CO 4.400% 09/15/2042 DD 09/13/12	799,110.25	101.7640	788,671.00	10,439.25-
1,700,000.0000	WASTE MANAGEMENT INC 7.375% 05/15/2029 DD 11/15/99	2,256,597.00	132.0170	2,244,289.00	12,308.00-
2,435,000.0000	WATSON PHARMACEUTICALS INC 4.625% 10/01/2042 DD 10/02/12	2,493,050.40	104.1130	2,535,151.55	42,101.15
1,405,000.0000	WELLPOINT INC 5.950% 12/15/2034 DD 12/09/04	1,646,182.30	119.3980	1,677,541.90	31,359.60
900,000.0000	WELLPOINT INC 4.625% 05/15/2042 DD 05/07/12	908,532.00	103.2820	929,538.00	21,006.00
1,690,000.0000	WELLPOINT INC 4.650% 01/15/2043 DD 09/10/12	1,723,816.90	104.2120	1,761,182.80	37,365.90
1,205,000.0000	WESTERN UNION CO/THE 6.200% 06/21/2040 DD 06/21/10	1,427,430.95	101.6710	1,225,135.55	202,295.40-
600,000.0000	WEYERHAEUSER CO 7.375% 03/15/2032 DD 09/15/02	770,334.00	126.0080	756,048.00	14,286.00-
861,000.0000	WILLIAMS COS INC/THE 7.500% 01/15/2031 DD 01/17/01	1,079,082.69	125.0230	1,076,448.03	2,634.66-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 47
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
2,375,000.0000	WILLIAMS COS INC/THE VAR RT 03/15/2032 DD 03/15/03	3,294,766.25	138.6130	3,292,058.75	2,707.50-
2,000,000.0000	WILLIAMS PARTNERS LP 6.300% 04/15/2040 DD 02/09/10	2,503,640.00	122.2530	2,445,060.00	58,580.00-
200,000.0000	WOODSIDE FINANCE LTD 144A 4.600% 05/10/2021 DD 05/10/11	219,532.00	110.2180	220,436.00	904.00
1,970,000.0000	XEROX CORP 6.750% 12/15/2039 DD 12/04/09	2,463,544.10	119.4680	2,353,519.60	110,024.50-
1,935,000.0000	XSTRATA FINANCE CANADA 144A 5.300% 10/25/2042 DD 10/25/12	1,922,345.10	100.3800	1,942,353.00	20,007.90
200,000.0000	* BANQUE PSA FINANCE 3.875% 01/14/2015	261,763.95	134.4704	268,940.94	7,176.99
100,000.0000	* BARCLAYS BANK PLC VAR RT 29-NOV-2049 GBP	205,471.19	216.6791	216,679.15	11,207.96
2,400,000.0000	* SBERBANK (SB CAP SA) 5.717% 06/16/2021	2,640,000.00	112.0000	2,688,000.00	48,000.00
1,885,000.0000	* APACHE CORP 5.100% 09/01/2040 DD 08/20/10	2,261,792.65	113.6740	2,142,754.90	119,037.75-
930,000.0000	* BANCO SANTANDER SA 144A 4.125% 11/09/2022 DD 11/09/12	913,101.90	101.7500	946,275.00	33,173.10
2,300,000.0000	* DAIMLER FINANCE NORTH AMERICA 8.500% 01/18/2031 DD 01/18/01	3,643,108.00	155.6430	3,579,789.00	63,319.00-
1,630,000.0000	* SOUTHWESTERN ENERGY CO 4.100% 03/15/2022 DD 09/15/12	1,730,065.70	107.5660	1,753,325.80	23,260.10

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 48
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
310,000.0000	* WELLPOINT INC 5.800% 08/15/2040 DD 08/12/10	359,135.00	117.3590	363,812.90	4,677.90
TOTAL CORPORATE DEBT INSTRUMENTS		820,211,574.08		826,825,104.33	6,613,530.25
<u>CORPORATE STOCK - PREFERRED</u>					
40.0000	FSP HIGHLAND PLACE I CORP	4,000,000.00	42,000.0000	1,680,000.00	2,320,000.00-
60.0000	FSP SATELLITE PLACE CORP PFD	6,000,000.00	54,000.0000	3,240,000.00	2,760,000.00-
50.0000	FSP 1441 MAIN STREET CORP PFD ST	5,000,000.00	43,000.0000	2,150,000.00	2,850,000.00-
TOTAL CORPORATE STOCK - PREFERRED		15,000,000.00		7,070,000.00	7,930,000.00-
<u>CORPORATE STOCK - COMMON</u>					
141,722.0000	INTESA SANPAOLO EUR0.52	215,690.96	1.7139	242,900.17	27,209.21
187.0000	SGS SA CHF1(REGD)	391,528.17	2,213.3610	413,898.51	22,370.34
31,423.0000	ABERDEEN ASSET MANAGEMENT PLC	173,753.19	5.9672	187,507.65	13,754.46
168,809.0000	AVIVA PLC GBP0.25	868,753.24	6.0631	1,023,508.38	154,755.14
36,556.0000	MEGGITT ORD5P	233,111.95	6.2142	227,169.46	5,942.49-
5,463.0000	ROTORK ORD 5P	199,633.99	41.3689	225,998.71	26,364.72
278,578.0000	TESCO ORD 5P	1,493,494.54	5.4616	1,521,503.89	28,009.35
98,000.0000	CHINA MERCHANTS HOLDINGS INTL ORD HK\$0.10	302,092.64	3.2061	314,197.80	12,105.16

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 49
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,600.0000	KEYENCE CORP NPV	441,231.34	276.0654	441,704.73	473.39
6,300.0000	SANKYO CO(OTC) NPV	294,350.89	39.6114	249,551.84	44,799.05-
1,900.0000	SHIMAMURA NPV	215,779.86	96.9178	184,143.87	31,635.99-
17,000.0000	SURUGA BANK LTD Y50	194,017.06	12.2477	208,211.41	14,194.35
15,800.0000	TOKYO ELECTRON NPV	675,257.05	45.5097	719,053.94	43,796.89
2,928.0000	RENAISSANCE RE HOLDINGS LTD	225,573.12	81.2600	237,929.28	12,356.16
6,061.0000	METRO INC CL A SUB-VTG	359,736.16	63.6034	385,500.78	25,764.62
76,751.0000	SKANDINAVISKA ENSKILDA BANKEN SER A SWKR10	642,165.43	8.4928	651,836.96	9,671.53
25,100.0000	ALLSTATE CORP/THE	992,292.07	40.1700	1,008,267.00	15,974.93
1,025.0000	AMAZON.COM INC	258,408.54	250.8700	257,141.75	1,266.79-
27,166.0000	AMERICAN EXPRESS CO	1,544,658.76	57.4800	1,561,501.68	16,842.92
8,285.0000	AMERICAN NATIONAL INSURANCE CO	595,111.55	68.2900	565,782.65	29,328.90-
17,600.0000	ANIXTER INTERNATIONAL INC	1,036,888.64	63.9800	1,126,048.00	89,159.36
2,755.0000	APPLE INC	1,837,874.28	532.1730	1,466,136.62	371,737.66-
2,634.0000	AUTOZONE INC	979,434.47	354.4300	933,568.62	45,865.85-
108,121.0000	BANK OF AMERICA CORP	954,708.43	11.6100	1,255,284.81	300,576.38
17,938.0000	BAXTER INTERNATIONAL INC	1,081,123.26	66.6600	1,195,747.08	114,623.82

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 50
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
15,800.0000	BIO-RAD LABORATORIES INC	1,692,876.79	105.0500	1,659,790.00	33,086.79-
10,686.0000	BIOGEN IDEC INC	1,594,458.06	146.3700	1,564,109.82	30,348.24-
35,100.0000	H&R BLOCK INC	608,283.00	18.5700	651,807.00	43,524.00
87,432.0000	BLOUNT INTERNATIONAL INC	1,201,677.18	15.8200	1,383,174.24	181,497.06
13,800.0000	BOB EVANS FARMS INC/DE	549,041.98	40.2000	554,760.00	5,718.02
5,900.0000	BOEING CO/THE	418,384.88	75.3600	444,624.00	26,239.12
43,900.0000	BRADY CORP	1,333,177.28	33.4000	1,466,260.00	133,082.72
51,100.0000	BRINK'S CO/THE	1,359,151.84	28.5300	1,457,883.00	98,731.16
22,359.0000	BRISTOL-MYERS SQUIBB CO	753,097.40	32.5900	728,679.81	24,417.59-
45,689.0000	BROWN & BROWN INC	1,191,112.23	25.4600	1,163,241.94	27,870.29-
10,300.0000	CVS CAREMARK CORP	498,726.00	48.3500	498,005.00	721.00-
16,943.0000	CA INC	436,536.40	21.9800	372,407.14	64,129.26-
44,761.0000	CANADIAN NATIONAL RAILWAY CO	3,946,116.47	91.0100	4,073,698.61	127,582.14
7,130.0000	CANON INC ADR	228,231.30	39.2100	279,567.30	51,336.00
9,200.0000	CAPITAL ONE FINANCIAL CORP	524,492.00	57.9300	532,956.00	8,464.00
57,000.0000	CHARLES RIVER LABORATORIES INT	2,227,381.52	37.4700	2,135,790.00	91,591.52-
47,732.0000	CISCO SYSTEMS INC	911,442.54	19.6490	937,886.07	26,443.53
20,500.0000	CITY NATIONAL CORP/CA	1,050,343.80	49.5200	1,015,160.00	35,183.80-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 51
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
3,940.0000	COCA-COLA FEMSA SAB DE CV ADR	508,260.00	149.0400	587,217.60	78,957.60
12,529.0000	COMCAST CORP	468,822.78	37.3600	468,083.44	739.34-
41,793.0000	COMCAST CORP	1,454,814.33	35.9200	1,501,204.56	46,390.23
10,992.0000	CONOCOPHILLIPS	628,522.56	57.9900	637,426.08	8,903.52
29,898.0000	CONTANGO OIL & GAS CO	1,431,971.51	42.3600	1,266,479.28	165,492.23-
75,900.0000	CORNING INC	986,195.83	12.6200	957,858.00	28,337.83-
9,700.0000	DANAHER CORP	533,994.28	55.9000	542,230.00	8,235.72
20,865.0000	DEVON ENERGY CORP	1,178,545.87	52.0400	1,085,814.60	92,731.27-
51,100.0000	DEVRY INC	1,196,996.42	23.7300	1,212,603.00	15,606.58
4,591.0000	DICK'S SPORTING GOODS INC	238,043.35	45.4900	208,844.59	29,198.76-
84,892.0000	WALT DISNEY CO/THE	4,438,153.76	49.7900	4,226,772.68	211,381.08-
8,900.0000	DUN & BRADSTREET CORP	717,623.52	78.6500	699,985.00	17,638.52-
19,632.0000	EBAY INC	966,707.98	50.9980	1,001,192.74	34,484.76
10,900.0000	EDISON INTERNATIONAL	498,021.00	45.1900	492,571.00	5,450.00-
8,767.0000	EMERSON ELECTRIC CO	423,183.09	52.9600	464,300.32	41,117.23
3,833.0000	EQUINIX INC	759,785.61	206.2000	790,364.60	30,578.99
32,100.0000	EXELON CORP	1,139,647.94	29.7400	954,654.00	184,993.94-
34,400.0000	FAIR ISAAC CORP	1,501,200.50	42.0300	1,445,832.00	55,368.50-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 52
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
474.0000	FOOT LOCKER INC	15,834.04	32.1200	15,224.88	609.16-
148,100.0000	GANNETT CO INC	2,664,914.80	18.0100	2,667,281.00	2,366.20
4,400.0000	GENERAL MILLS INC	175,340.00	40.4200	177,848.00	2,508.00
20,287.0000	GILEAD SCIENCES INC	1,355,436.25	73.4500	1,490,080.15	134,643.90
1,292.0000	GOOGLE INC	924,611.50	707.3800	913,934.96	10,676.54-
5,143.0000	WW GRAINGER INC	1,071,646.91	202.3700	1,040,788.91	30,858.00-
19,300.0000	HCC INSURANCE HOLDINGS INC	677,343.56	37.2100	718,153.00	40,809.44
16,800.0000	HALLIBURTON CO	534,352.02	34.6900	582,792.00	48,439.98
99,500.0000	HEWLETT-PACKARD CO	1,633,560.41	14.2500	1,417,875.00	215,685.41-
13,128.0000	HOME DEPOT INC/THE	792,537.36	61.8500	811,966.80	19,429.44
56,886.0000	HONEYWELL INTERNATIONAL INC	3,402,858.09	63.4700	3,610,554.42	207,696.33
27,304.0000	HORACE MANN EDUCATORS CORP	507,031.76	19.9600	544,987.84	37,956.08
38,900.0000	IDEX CORP	1,673,999.54	46.5300	1,810,017.00	136,017.46
72,200.0000	INTERNATIONAL SPEEDWAY CORP	2,013,732.49	27.6490	1,996,257.80	17,474.69-
269,200.0000	INTERPUBLIC GROUP OF COS INC/T	2,984,797.89	11.0200	2,966,584.00	18,213.89-
1,548.0000	INTUITIVE SURGICAL INC	777,613.63	490.3700	759,092.76	18,520.87-
34,600.0000	JPMORGAN CHASE & CO	1,400,608.00	43.9690	1,521,327.40	120,719.40
188,600.0000	JANUS CAPITAL GROUP INC	1,780,384.00	8.5200	1,606,872.00	173,512.00-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 53
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
33,387.0000	JOHNSON & JOHNSON	2,300,698.17	70.1000	2,340,428.70	39,730.53
24,900.0000	JOHNSON CONTROLS INC	679,686.87	30.6700	763,683.00	83,996.13
30,800.0000	JONES LANG LASALLE INC	2,434,682.09	83.9400	2,585,352.00	150,669.91
6,299.0000	ESTEE LAUDER COS INC/THE	387,829.43	59.8600	377,058.14	10,771.29-
3,800.0000	ELI LILLY & CO	180,158.00	49.3200	187,416.00	7,258.00
10,688.0000	LTD BRANDS INC	526,490.88	47.0600	502,977.28	23,513.60-
34,055.0000	LITTELFUSE INC	1,981,791.21	61.7100	2,101,534.05	119,742.84
7,500.0000	LOCKHEED MARTIN CORP	700,350.00	92.2900	692,175.00	8,175.00-
38,688.0000	LOWE'S COS INC	1,336,649.67	35.5200	1,374,197.76	37,548.09
10,800.0000	MAGNA INTERNATIONAL INC	467,208.00	50.0200	540,216.00	73,008.00
7,400.0000	MANPOWER INC	272,320.00	42.4400	314,056.00	41,736.00
15,300.0000	MARATHON OIL CORP	461,895.18	30.6600	469,098.00	7,202.82
899.0000	MARKEL CORP	412,182.51	433.4200	389,644.58	22,537.93-
19,800.0000	MATTHEWS INTERNATIONAL CORP	604,764.55	32.1000	635,580.00	30,815.45
5,837.0000	MCDONALD'S CORP	535,544.75	88.2100	514,881.77	20,662.98-
62,410.0000	MEDTRONIC INC	2,691,119.20	41.0200	2,560,058.20	131,061.00-
39,300.0000	MEREDITH CORP	1,373,032.32	34.4500	1,353,885.00	19,147.32-
10,500.0000	METLIFE INC	361,830.00	32.9400	345,870.00	15,960.00-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 54
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
40,100.0000	MICROSOFT CORP	1,180,417.52	26.7100	1,071,071.00	109,346.52-
4,600.0000	MIDDLEBY CORP	551,302.64	128.2100	589,766.00	38,463.36
96,250.0000	MITCHAM INDUSTRIES INC	1,469,591.23	13.6300	1,311,887.50	157,703.73-
14,270.0000	MONSANTO CO	1,298,855.40	94.6500	1,350,655.50	51,800.10
10,600.0000	MURPHY OIL CORP	569,114.00	59.5500	631,230.00	62,116.00
26,300.0000	NRG ENERGY INC	561,033.83	22.9900	604,637.00	43,603.17
15,586.0000	NATIONAL OILWELL VARCO INC	1,240,677.16	68.3500	1,065,303.10	175,374.06-
2,129.0000	NATIONAL WESTERN LIFE INSURANC	304,979.25	157.7400	335,828.46	30,849.21
3,900.0000	NORTHROP GRUMMAN CORP	259,077.00	67.5800	263,562.00	4,485.00
58,923.0000	OMNICOM GROUP INC	3,038,069.88	49.9600	2,943,793.08	94,276.80-
99,894.0000	ORACLE CORP	3,142,665.24	33.3200	3,328,468.08	185,802.84
4,800.0000	PNC FINANCIAL SERVICES GROUP I	298,539.84	58.3100	279,888.00	18,651.84-
8,900.0000	PPL CORP	258,545.00	28.6300	254,807.00	3,738.00-
12,000.0000	PACCAR INC	480,240.00	45.2100	542,520.00	62,280.00
37,200.0000	JC PENNEY CO INC	859,017.63	19.7100	733,212.00	125,805.63-
7,100.0000	PEPSICO INC	502,467.00	68.4300	485,853.00	16,614.00-
2,328.0000	PERRIGO CO	270,443.76	104.0300	242,181.84	28,261.92-
10,700.0000	PFIZER INC	265,895.00	25.0790	268,345.30	2,450.30

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 55
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
24,280.0000	PRAXAIR INC	2,529,693.91	109.4500	2,657,446.00	127,752.09
6,896.0000	PRECISION CASTPARTS CORP	1,146,449.63	189.4200	1,306,240.32	159,790.69
1,562.0000	PRICELINE.COM INC	968,571.42	620.3900	969,049.18	477.76
37,200.0000	PRIVATEBANCORP INC	591,874.76	15.3200	569,904.00	21,970.76-
28,400.0000	PUBLIC SERVICE ENTERPRISE GROU	913,912.00	30.6000	869,040.00	44,872.00-
25,451.0000	QUALCOMM INC	1,585,253.32	61.8600	1,574,398.86	10,854.46-
48,100.0000	REGIONS FINANCIAL CORP	346,079.50	7.1300	342,953.00	3,126.50-
16,114.0000	ROCHE HOLDING AG ADR	753,152.25	50.2540	809,792.96	56,640.71
20,970.0000	SCHLUMBERGER LTD	1,459,425.39	69.2990	1,453,200.03	6,225.36-
46,200.0000	SIMPSON MANUFACTURING CO INC	1,383,237.75	32.7900	1,514,898.00	131,660.25
32,300.0000	SOTHEBY'S	1,038,062.91	33.6200	1,085,926.00	47,863.09
13,885.0000	STARBUCKS CORP	704,108.35	53.6300	744,652.55	40,544.20
4,300.0000	STATE STREET CORP	180,313.08	47.0100	202,143.00	21,829.92
30,514.0000	TJX COS INC	1,366,722.06	42.4500	1,295,319.30	71,402.76-
54,200.0000	TEAM INC	1,797,352.65	38.0400	2,061,768.00	264,415.35
9,900.0000	TEXAS INSTRUMENTS INC	272,729.26	30.8900	305,811.00	33,081.74
55,369.0000	THERMO FISHER SCIENTIFIC INC	3,257,358.27	63.7800	3,531,434.82	274,076.55
33,803.0000	3M CO	3,124,073.26	92.8500	3,138,608.55	14,535.29

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 56
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
41,673.0000	TOTAL SA ADR	2,087,817.30	52.0100	2,167,412.73	79,595.43
15,994.0000	US BANCORP	548,594.20	31.9400	510,848.36	37,745.84-
3,805.0000	UNIFIRST CORP/MA	254,135.95	73.3200	278,982.60	24,846.65
19,940.0000	UNION PACIFIC CORP	2,366,878.00	125.7200	2,506,856.80	139,978.80
45,881.0000	UNITED PARCEL SERVICE INC	3,289,671.66	73.7300	3,382,806.13	93,134.47
2,892.0000	UNITED RENTALS INC	129,238.74	45.5200	131,643.84	2,405.10
36,840.0000	UNITED TECHNOLOGIES CORP	2,889,285.19	82.0100	3,021,248.40	131,963.21
44,800.0000	UNUM GROUP	872,202.88	20.8200	932,736.00	60,533.12
79,200.0000	WMS INDUSTRIES INC	1,312,235.16	17.5000	1,386,000.00	73,764.84
6,000.0000	WAL-MART STORES INC	442,800.00	68.2300	409,380.00	33,420.00-
32,533.0000	WATERS CORP	2,710,974.89	87.1200	2,834,274.96	123,300.07
83,521.0000	WELLS FARGO & CO	2,883,980.13	34.1800	2,854,747.78	29,232.35-
9,182.0000	WYNN RESORTS LTD	1,059,970.08	112.4900	1,032,883.18	27,086.90-
6,755.0000	YUM! BRANDS INC	448,126.70	66.4000	448,532.00	405.30
5,400.0000	ZIMMER HOLDINGS INC	365,148.00	66.6600	359,964.00	5,184.00-
222,764.0000	TELSTRA CORP NPV	908,076.95	4.5369	1,010,665.57	102,588.62
9,542.0000	CSL ORD NPV	531,850.43	55.9589	533,960.59	2,110.16
2,778.0000	COCHLEAR LTD COM	193,985.75	82.1216	228,133.86	34,148.11

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 57
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
6,950.0000	ANDRITZ AG NPV (POST SPLIT)	394,037.58	63.9951	444,766.20	50,728.62
1,271.0000	SCHOELLER BLECKMAN EUR1 (BR)	132,723.87	104.5359	132,865.17	141.30
4,168.0000	COLRUYT SA NPV	182,185.88	49.4400	206,065.92	23,880.04
11,761.0000	DEUTSCHE WOHNEN AG NPV (BR)	212,085.30	18.4576	217,079.83	4,994.53
3,846.0000	MTU AERO ENGINES INVEST NPV (REGD)	307,510.68	90.7059	348,854.97	41,344.29
2,002.0000	BRENNTAG AG	256,527.07	131.0885	262,439.20	5,912.13
4,183.0000	FRESENIUS SE & CO KGAA	486,158.34	114.8326	480,344.93	5,813.41-
38,659.0000	DEUTSCHE POST AG NPV (REGD)	755,969.02	21.8854	846,069.22	90,100.20
3,796.0000	GERRY WEBER INTL AG NPV (REG)	157,055.10	48.1347	182,719.64	25,664.54
13,436.0000	SAP AG ORD NPV	952,599.17	80.0136	1,075,064.02	122,464.85
19,265.0000	BAYER AG ORD NPV	1,656,342.96	94.7797	1,825,932.39	169,589.43
6,491.0000	BASF SE	548,221.58	93.8041	608,882.80	60,661.22
579.0000	BERTRANDT AG NPV	51,414.47	99.8688	57,824.04	6,409.57
4,365.0000	MUENCHENER RUECKVERSICHERUNGS G NPV REGD	682,292.06	179.3024	782,654.98	100,362.92
2,450.0000	AIXTRON SE	32,701.22	11.7060	28,679.88	4,021.34-
22,189.0000	DAIMLER AG ORD NPV (REGD)	1,078,239.78	54.4762	1,208,774.35	130,534.57
10,414.0000	SIEMENS AG NPV REGD	1,039,788.59	108.3724	1,128,591.01	88,802.42

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 58
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
32,626.0000	LINDE AG NPV	5,621,961.61	174.0288	5,677,863.63	55,902.02
6,080.0000	DEUTSCHE BANK AG ORD NPV REGD	240,484.93	43.4412	264,122.98	23,638.05
15,541.0000	DEUTSCHE BOERSE AG NPV	861,019.93	60.9232	946,808.45	85,788.52
19,673.0000	TECNICAS REUNIDAS ORD EUR0.10	915,772.39	46.2560	909,995.55	5,776.84-
2,734.0000	VISCOFAN SA EUR0.01	125,285.91	56.4407	154,308.88	29,022.97
3,093.0000	RED ELECTRICA CORPORATION SA EUR2	146,810.54	49.1763	152,102.36	5,291.82
5,746.0000	INDUSTRIA DE DISENO TEXTIL SA EUR0.15	714,311.09	139.0912	799,218.04	84,906.95
37,736.0000	ENAGAS SA EUR1.50	745,202.03	21.2789	802,983.44	57,781.41
7,226.0000	ARKEMA EUR10	677,892.80	104.4304	754,614.53	76,721.73
47,632.0000	DANONE EUR0.25 (POST SUBDIVISION)	2,941,549.38	65.7947	3,133,935.63	192,386.25
103,634.0000	LEGRAND SA EUR4	3,910,426.38	42.0240	4,355,115.23	444,688.85
26,420.0000	TOTAL SA EUR2.5 POST SUBDIVISION	1,311,988.14	51.4307	1,358,801.31	46,813.17
3,392.0000	CHRISTIAN DIOR EUR2	455,581.55	169.0848	573,535.64	117,954.09
18,923.0000	LVMH MOET HENNESSY EUR0.30	2,848,299.42	182.9939	3,462,793.95	614,494.53
29,356.0000	VIVENDI SA EUR5.5	580,486.45	22.3468	656,015.01	75,528.56
9,817.0000	TECHNIP SA EUR	1,092,584.14	114.4898	1,123,946.92	31,362.78

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 59
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
820.0000	HERMES INTL FRF10 POST SPLIT	243,659.74	298.3539	244,650.21	990.47
2,401.0000	BIC EUR3.82	291,005.69	119.0778	285,906.01	5,099.68-
32,592.0000	SANOFI	2,782,029.49	94.1205	3,067,577.81	285,548.32
3,805.0000	UNIBAIL-RODAMCO SE EUR5	775,301.22	239.8828	912,754.36	137,453.14
36,572.0000	AXA EUR2.29	545,308.09	17.6006	643,690.61	98,382.52
1,934.0000	ZODIAC AEROSPACE NPV	189,045.15	109.9941	212,728.61	23,683.46
47,527.0000	BNP PARIBAS EUR2	2,261,086.09	56.1440	2,668,358.94	407,272.85
8,446.0000	AZIMUT HLDG SPA ORD EUR0.22	97,520.37	14.3046	120,816.99	23,296.62
1,402.0000	TODS SPA	154,759.25	126.1049	176,799.15	22,039.90
9,302.0000	PIRELLI & C SPA	100,283.65	11.4107	106,142.82	5,859.17
154,696.0000	SNAM SPA	686,606.59	4.6328	716,684.53	30,077.94
29,723.0000	UNILEVER NV CVA EUR0.16	1,052,709.75	38.0160	1,129,951.48	77,241.73
3,653.0000	ASML HOLDING NV EUR0.09 (POST SPLIT)	196,945.48	63.2832	231,173.53	34,228.05
146,284.0000	REED ELSEVIER NV EUR0.07	1,958,162.45	14.7463	2,157,148.33	198,985.88
74,096.0000	AKZO NOBEL NV EUR2	4,188,808.02	65.5838	4,859,497.85	670,689.83
155,181.0000	POSTNL NV	541,025.37	3.8470	596,995.46	55,970.09
59,631.0000	HEINEKEN NV EUR1.60	3,558,821.91	66.5396	3,967,825.75	409,003.84
2,070.0000	GEBERIT CHF0.10 (REGD) (POST SUBDIVISION)	450,430.94	220.0251	455,452.01	5,021.07

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 60
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,656.0000	PARTNERS GRP HLDG AG CHF0.01 (REGD)	343,073.95	230.7314	382,091.22	39,017.27
191.0000	BURCKHARDT COMPRESSION HOLDING AG CHF2.5	61,252.93	327.7434	62,599.01	1,346.08
82,587.0000	UBS AG CHF0.1 (POST SUBDIVISION)	1,061,563.49	15.5896	1,287,503.68	225,940.19
34,747.0000	COMPAGNIE FINANCIERE RICHEMONTAG CHF1	2,085,263.69	78.0029	2,710,368.49	625,104.80
1,351.0000	SYNGENTA AG CHF0.1	505,295.28	400.5025	541,078.93	35,783.65
1,184.0000	GIVAUDAN AG CHF10	1,124,409.45	1,052.0565	1,245,635.00	121,225.55
4,125.0000	ZURICH INSURANCE GROUP AG CHF0.1	1,027,958.08	265.9092	1,096,875.51	68,917.43
27,698.0000	NOVARTIS AG CHF0.50 (REGD)	1,696,126.72	62.7628	1,738,406.18	42,279.46
5,884.0000	ROCHE HLDG AG GENUSSSCHEINE NPV	1,100,041.28	201.0160	1,182,778.17	82,736.89
55,055.0000	NESTLE SA	3,473,889.68	65.1117	3,584,724.97	110,835.29
14,258.0000	CREDIT SUISSE GROUP AG CHF0.04 REGD	302,364.27	24.3185	346,734.12	44,369.85
42,864.0000	PETROFAC LTD ORD SHS 0.02 USD	1,118,876.63	26.3818	1,130,832.26	11,955.63
20,733.0000	LANCASHIRE HLDGS COM SHS USD0.50	275,704.90	12.6057	261,355.07	14,349.83-
16,811.0000	BERKELEY GROUP HLDGS ORD GBP0.05	381,678.42	28.5600	480,122.75	98,444.33

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 61
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
34,628.0000	ROYAL DUTCH SHELL PLC B SHS	1,229,062.13	35.3546	1,224,259.95	4,802.18-
24,534.0000	IG GROUP HOLDINGS PLC	176,694.06	7.3147	179,460.08	2,766.02
13,624.0000	BUNZL ORD GBP0.3214857	242,903.11	16.4012	223,451.24	19,451.87-
19,784.0000	DUNELM GROUP PLC ORD GBP0.01 (WI)	205,101.04	11.3378	224,308.27	19,207.23
17,921.0000	HISCOX LTD ORD GBP0.05	140,642.72	7.3862	132,369.37	8,273.35-
52,565.0000	SMURFIT KAPPA GROUP PLC ORD EUR0.001 (WI)	531,531.50	11.6909	614,532.79	83,001.29
4,140.0000	HARGREAVES LANSDOWN ORD GBP0.004 (WI)	49,559.66	11.0696	45,828.37	3,731.29-
59,237.0000	MONEYSUPERMARKET.COM GROUP PLC ORD GBP0.02	131,813.82	2.5520	151,174.90	19,361.08
10,023.0000	DEBENHAMS ORD GBP0.01 (WI)	19,510.57	1.8530	18,573.32	937.25-
51,688.0000	ASHMORE GROUP PLC	284,200.99	5.8420	301,963.72	17,762.73
366,566.0000	VODAFONE GROUP ORD USD0.11428571	1,031,427.72	2.5105	920,295.01	111,132.71-
21,270.0000	EXPERIAN PLC ORD USD0.10	353,428.53	15.9299	338,828.97	14,599.56-
73,038.0000	RECKITT BENCKISER GROUP PLC ORD GBP0.10	4,276,150.17	63.0531	4,605,275.60	329,125.43
5,276.0000	RIGHTMOVE PLC ORD GBP0.01	133,588.66	23.3421	123,153.34	10,435.32-
37,741.0000	AMLIN ORD GBP0.28125	245,909.71	6.1606	232,508.90	13,400.81-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 62
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
37,362.0000	OCADO GROUP PLC-W/I	38,914.24	1.4084	52,624.21	13,709.97
177,678.0000	GLENORE XSTRATA PLC	976,773.46	5.7103	1,014,609.16	37,835.70
30,921.0000	JOHN WOOD GROUP PLC	397,192.73	11.8092	365,154.06	32,038.67-
29,379.0000	JUPITER FUND MANAGEMENT-W/I	115,614.24	4.5270	132,999.26	17,385.02
143,358.0000	ROLLS-ROYCE HLDGS PLC ORD GBP0.20	1,963,008.58	14.1987	2,035,503.35	72,494.77
19,838.0000	ABCAM ORD GBP0.002	128,698.21	6.2622	124,230.30	4,467.91-
10,528.0000	JOHNSON MATTHEY ORD GBP1.04761 (POST CONSOLIDATION)	410,224.83	38.6218	406,611.15	3,613.68-
9,782,188.0000	ROLLS ROYCE HOLDINGS C SHS ENTITLEMENT (JAN 2013)	15,680.35	0.0016	15,900.93	220.58
4,445.9140	WOLSELEY PLC ORD GBP0	201,504.34	47.1395	209,578.17	8,073.83
21,106.0000	INTERCONTINENTAL HOTELS GROUP PLC	591,576.81	27.7472	585,634.20	5,942.61-
19,331.0000	AMEC ORD 50P	357,731.90	16.3037	315,168.08	42,563.82-
28,325.0000	ARM HOLDINGS ORD GBP0.0005	263,000.46	12.4838	353,604.77	90,604.31
176,811.0000	BALFOUR BEATTY ORD GBP0.50	867,107.31	4.4489	786,630.99	80,476.32-
34,500.0000	TULLOW OIL PLC ORD GBP0.10	742,705.03	20.4975	707,165.65	35,539.38-
3,337.0000	CRODA INTL ORD 10P	130,673.25	38.6218	128,881.21	1,792.04-
138,567.0000	DIAGEO ORD 28 101/108P	3,892,270.27	29.0476	4,025,050.57	132,780.30

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDNF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 63
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
42,508.0000	ELEMENTIS PLC ORD GBP0.05	157,688.08	3.7792	160,649.95	2,961.87
6,635.0000	DERWENT LONDON PLC GBP0.05	209,569.71	34.2330	227,136.15	17,566.44
32,290.0000	BRITISH AMERICAN TOBACCO ORD GBP0.25	1,657,851.46	50.7318	1,638,131.60	19,719.86-
26,175.0000	HALMA ORD 10P	179,171.46	7.4675	195,463.04	16,291.58
129,500.0000	REXAM ORD 64 2/7P	909,448.07	7.0871	917,789.81	8,341.74
3,300.0000	OXFORD INSTRUMENTS ORD 5P	73,271.55	23.1308	76,331.85	3,060.30
59,540.0000	PRUDENTIAL PLC GBP0.05	799,718.12	14.0687	837,650.55	37,932.43
17,241.0000	RIO TINTO PLC	807,180.89	57.0794	984,106.50	176,925.61
20,116.0000	RPS GROUP ORD 3P	80,883.46	3.4444	69,288.24	11,595.22-
17,412.0000	ST JAMES PLACE PLC ORD 15P (POST RECONSTRUCTION)	103,217.13	6.8514	119,298.01	16,080.88
3,856.0000	SPIRAX-SARCO ENGINEERING ORD GBP0.25	130,199.64	36.8663	142,156.61	11,956.97
53,153.0000	BG GROUP PLC ORD GBP0.10	1,048,765.12	16.4581	874,802.05	173,963.07-
7,211.0000	VICTREX ORD 1P	153,937.95	26.3168	189,770.77	35,832.82
36,195.0000	BABCOCK INTL GROUP ORD GBP0.60	541,810.05	15.6942	568,051.67	26,241.62
96,454.0000	MICHAEL PAGE INTL ORD GBP0.01	554,172.41	6.4207	619,304.61	65,132.20
218,655.0000	BARCLAYS ORD GBP0.25	758,601.22	4.2653	932,631.80	174,030.58
363,815.0000	ITV ORD GBP0.10	523,436.51	1.7100	622,133.11	98,696.60

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDNF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 64
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
19,784.0000	DUNELM GROUP B SHS INCOME	10,232.06	0.5282	10,451.64	219.58
1,997.0000	PADDY POWER ORD EUR0.10	148,316.48	82.4000	164,552.80	16,236.32
398,000.0000	CNOOC LTD HKD0.02	816,199.69	2.1649	861,639.69	45,440.00
140,000.0000	VALUE PARTNERS GROUP LTD HKD0.10	72,854.56	0.6605	92,480.18	19,625.62
372,000.0000	HUTCHISON TELECOMMUNICATIONS HKD0.25	164,570.94	0.4593	170,861.26	6,290.32
249,000.0000	CHINA HIGH PRECISION AUTOMATIO GROUP LTD	39,823.32	0.1599	39,835.63	12.31
226,400.0000	AIA GROUP LTD	843,898.98	3.9027	883,593.41	39,694.43
196,000.0000	SA SA INTERNATIONAL HLDGS LTD	133,714.70	0.8205	160,828.81	27,114.11
127,695.0000	HSBC HLDGS USD0.50 HONGKONG REG	1,201,476.89	10.4891	1,339,414.84	137,937.95
251,804.0000	YUE YUEN INDL HLDG HKD0.25	847,655.36	3.3415	841,420.44	6,234.92-
91,500.0000	SMARTONE TELECOMMUNICATIONS HLDGS ORD HKD0.10	182,451.27	1.8165	166,216.61	16,234.66-
1,400.0000	TSURUHA HOLDINGS INC NPV	104,777.38	78.7601	110,264.27	5,486.89
72.0000	M3 INC	139,624.66	1,593.7083	114,747.00	24,877.66-
700.0000	COSMOS PHARMACEUTICAL CORP	65,669.94	99.2309	69,461.63	3,791.69
3,900.0000	SHIP HEALTHCARE HLDG INC NPV	124,920.30	26.5425	103,515.87	21,404.43-
2,000.0000	MONOTARO CO LTD NPV	66,357.12	32.1286	64,257.21	2,099.91-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 65
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
53,600.0000	SONY FINANCIAL HOLDINGS INC NPV	921,809.74	17.8106	954,652.15	32,842.41
1,435.0000	YAHOO JAPAN CORP NPV	504,160.71	322.2112	462,373.20	41,787.51-
3,000.0000	UNITED ARROWS JPY50	80,437.01	22.9110	68,733.01	11,704.00-
19,000.0000	CHIYODA CORP Y50	269,951.77	14.2022	269,843.28	108.49-
20,600.0000	KDDI CORP Y5000	1,604,575.78	70.4331	1,450,922.30	153,653.48-
1,200.0000	AIN PHARMACIEZ INC	85,912.60	54.5307	65,436.88	20,475.72-
3,200.0000	DAITO TRUST CONSTRUCTION Y50	322,879.17	94.2577	301,624.93	21,254.24-
5,600.0000	LAWSON INC NPV	427,158.25	67.8887	380,176.94	46,981.31-
2,900.0000	ABC-MART INC NPV	127,089.07	43.5436	126,276.53	812.54-
6,700.0000	FAMILYMART Y50	330,694.08	41.1149	275,469.84	55,224.24-
1,800.0000	FAST RETAILING CO LTD Y50	419,922.87	252.5877	454,657.94	34,735.07
37,000.0000	FUJI HEAVY LTD Y50	436,709.54	12.4443	460,440.63	23,731.09
2,700.0000	MIRACA HOLDINGS INC	121,638.81	40.1896	108,512.11	13,126.70-
3,300.0000	FANUC CORP	533,598.96	184.1207	607,598.44	73,999.48
6,900.0000	ARNEST ONE CORP NPV	106,781.49	16.3418	112,758.92	5,977.43
48,000.0000	JGC CORP Y50	1,607,197.87	30.9489	1,485,549.03	121,648.84-
23,300.0000	JAPAN TOBACCO INC Y50000	684,401.34	28.2195	657,514.59	26,886.75-
42,300.0000	SUMITOMO MITSUI GR NPV	1,326,632.35	36.0261	1,523,905.59	197,273.24

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 66
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
4,100.0000	MISUMI GROUP INC Y50	104,106.20	27.1092	111,147.86	7,041.66
2,300.0000	NITORI HOLDINGS CO LTD	214,331.62	73.2088	168,380.27	45,951.35-
10,970.0000	ORIX CORP Y50	1,105,460.12	112.0684	1,229,391.05	123,930.93
1,500.0000	RYOHIN KEIKAKU CO JPY50	100,534.84	55.8029	83,704.39	16,830.45-
13,400.0000	SHIN-ETSU CHEMICALS CO NPV	756,118.22	60.4869	810,524.47	54,406.25
3,800.0000	SUNDRUG CO Y50	137,655.56	34.1062	129,603.88	8,051.68-
25,000.0000	SUMITOMO REALTY & DEV CO NPV	677,085.21	32.9266	823,165.42	146,080.21
40,000.0000	TOYOTA MOTOR CORP NPV	1,566,324.81	46.3193	1,852,772.75	286,447.94
10,400.0000	ASTELLAS PHARMA INC Y50	518,263.54	44.8158	466,084.53	52,179.01-
55,000.0000	BANK OF YOKOHAMA Y50	255,137.42	4.6261	254,438.21	699.21-
100,000.0000	SEBNCORP INDUSTRIES SGD0.25 (POST REORGANIZATION)	452,165.32	4.2979	429,799.43	22,365.89-
80,000.0000	KEPPEL CORP NPV	743,458.08	9.0053	720,425.71	23,032.37-
75,000.0000	FIRST RESOURCES LTD SGD1	122,402.27	1.6537	124,027.83	1,625.56
253,000.0000	GLOBAL LOGISTIC PROPERTIES LTD	517,673.42	2.2758	575,800.25	58,126.83
327,000.0000	HUTCHISON PORT HOLDINGS TRUST	237,075.00	0.7900	258,330.00	21,255.00
201,000.0000	SEBNCORP MARINE SGD0.10	814,355.52	3.7658	756,938.19	57,417.33-
100,000.0000	SINGAPORE AIRLINES SGD0.50 (1000 BOARD LOT)	875,519.70	8.8006	880,065.49	4,545.79

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 67
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
63,220.0000	ACCENTURE PLC	4,423,311.09	66.5000	4,204,130.00	219,181.09-
75,900.0000	LAZARD LTD SHS -A-	2,272,436.80	29.8400	2,264,856.00	7,580.80-
7,100.0000	XL GROUP PLC	170,613.00	25.0600	177,926.00	7,313.00
17,115.0000	PENTAIR LTD	783,636.30	49.1500	841,202.25	57,565.95
14,000.0000	TE CONNECTIVITY LTD USD0.97	473,733.68	37.1200	519,680.00	45,946.32
11,915.0000	CI FINANCIAL INC	275,124.55	25.0376	298,323.74	23,199.19
12,809.0000	PEYTO EXPLORATION & DEV CORP NEW	315,294.46	23.0892	295,750.64	19,543.82-
7,004.0000	ALIMENTATION COUCHE-TARD INC	321,602.44	49.1413	344,185.72	22,583.28
24,670.0000	LYONDELLBASELL INDUSTRIES NV	1,301,137.85	57.0900	1,408,410.30	107,272.45
11,090.0000	COLOPLAST-B	462,386.36	48.8593	541,850.29	79,463.93
13,217.0000	GN STORE NORD DKK4	191,615.62	14.4545	191,046.38	569.24-
526.0000	SIMCORP DKK10	112,469.20	223.3570	117,485.82	5,016.62
6,111.0000	NOKIAN RENKAAT OYJ (NOKIA TYRE NPV	248,826.02	39.6838	242,507.95	6,318.07-
7,015.0000	KONE CORPORATION NPV ORD B	485,985.35	73.5667	516,070.54	30,085.19
34,857.0000	TELENOR ASA	678,061.94	20.1608	702,745.68	24,683.74
4,619.0000	SCHIBSTED ASA	176,698.05	42.3161	195,458.34	18,760.29
3,129.0000	FRED OLSEN ENERGY ASA SHS NOK20	139,921.74	43.4481	135,949.36	3,972.38-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 68
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
43,169.0000	STATOIL ASA NOK2.50	1,115,269.56	24.9764	1,078,206.91	37,062.65-
27,475.0000	ATLAS COPCO AB SER A NPV (POST SPLIT)	642,393.55	27.4077	753,029.00	110,635.45
3,477.0000	HEXPOL SER'B'NPV	135,227.86	52.8018	183,592.14	48,364.28
13,504.0000	GETINGE AB SER'B'NPV	408,213.52	33.8177	456,675.56	48,462.04
54,788.0000	AMERICAN INTERNATIONAL GROUP I	1,789,999.01	35.3000	1,934,016.40	144,017.39
13,192.0000	AMERICAN TOWER CORP	956,550.65	77.2700	1,019,345.84	62,795.19
5,600.0000	ASTRAZENECA PLC ADR	268,016.00	47.2700	264,712.00	3,304.00-
154,917.0000	BANK OF NEW YORK MELLON CORP/T	3,515,595.29	25.7000	3,981,366.90	465,771.61
11.0000	BERKSHIRE HATHAWAY INC	1,459,700.00	134,060.0000	1,474,660.00	14,960.00
2,159.0000	BERKSHIRE HATHAWAY INC	190,423.80	89.7000	193,662.30	3,238.50
15,800.0000	BRISTOW GROUP INC	839,229.91	53.6600	847,828.00	8,598.09
25,339.0000	BROOKFIELD ASSET MANAGEMENT IN	874,448.89	36.6500	928,674.35	54,225.46
38,479.0000	CBS CORP	1,384,435.08	38.0500	1,464,125.95	79,690.87
1,690.0000	CHIPOTLE MEXICAN GRILL INC	503,503.73	297.4600	502,707.40	796.33-
63,746.0000	CITIGROUP INC	2,264,546.65	39.5600	2,521,791.76	257,245.11
11,548.0000	CUMMINS INC	1,118,682.61	108.3500	1,251,225.80	132,543.19
8,984.0000	DOLLAR GENERAL CORP	459,599.50	44.0900	396,104.56	63,494.94-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 69
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
6,900.0000	EMBRAER SA ADR	183,323.07	28.5100	196,719.00	13,395.93
18,293.0000	EXPRESS SCRIPTS HOLDING CO	1,145,690.59	54.0000	987,822.00	157,868.59-
114,900.0000	FIRST AMERICAN FINANCIAL CORP	2,564,626.50	24.0900	2,767,941.00	203,314.50
10,489.0000	GNC HOLDINGS INC	403,581.21	33.2800	349,073.92	54,507.29-
7,371.0000	GLAXOSMITHKLINE PLC ADR	340,835.04	43.4700	320,417.37	20,417.67-
7,745.0000	HSBC HOLDINGS PLC ADR	359,832.70	53.0700	411,027.15	51,194.45
38,791.0000	HEINEKEN NV ADR	1,157,523.44	33.5700	1,302,213.87	144,690.43
108,207.0000	INTERFACE INC	1,508,327.04	16.0700	1,738,886.49	230,559.45
29,747.0000	JEFFERIES GROUP INC	407,236.43	18.5700	552,401.79	145,165.36
14,928.0000	KINDER MORGAN INC/DELAWARE	520,524.71	35.3300	527,406.24	6,881.53
2,166.0000	KRAFT FOODS GROUP INC	93,954.93	45.4700	98,488.02	4,533.09
6,300.0000	LEAR CORP	243,548.55	46.8400	295,092.00	51,543.45
10,369.0000	LIBERTY GLOBAL INC	633,199.50	62.9600	652,832.24	19,632.74
2,270.0000	LINKEDIN CORP	273,308.00	114.8200	260,641.40	12,666.60-
11,268.0000	LULULEMON ATHLETICA INC	826,765.24	76.2300	858,959.64	32,194.40
37,900.0000	MADISON SQUARE GARDEN CO/THE	1,575,362.68	44.3500	1,680,865.00	105,502.32
1,196.0000	MASTERCARD INC	539,970.08	491.2800	587,570.88	47,600.80

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 70
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
5,900.0000	MERCK & CO INC	266,060.50	40.9400	241,546.00	24,514.50-
6,500.0000	MONDELEZ INTERNATIONAL INC	174,791.14	25.4530	165,444.50	9,346.64-
1.0000	MONOGENESIS CORP	0.00	0.0000	0.00	0.00
31,792.0000	MUENCHENER RUECKVERSICHERUNGS ADR	496,940.75	17.9300	570,030.56	73,089.81
28,667.0000	NESTLE SA ADR	1,808,830.37	65.1120	1,866,565.70	57,735.33
18,580.0000	NIKE INC	881,713.90	51.6000	958,728.00	77,014.10
22,280.0000	NOVARTIS AG ADR	1,364,872.80	63.3000	1,410,324.00	45,451.20
6,497.0000	PHILIP MORRIS INTERNATIONAL IN	584,340.18	83.6400	543,409.08	40,931.10-
10,096.0000	PHILLIPS 66	468,151.52	53.1000	536,097.60	67,946.08
15,500.0000	ROYAL DUTCH SHELL PLC ADR	1,103,876.48	70.8900	1,098,795.00	5,081.48-
7,482.1240	ROYAL DUTCH SHELL PLC ADR	518,988.37	68.9500	515,892.45	3,095.92-
19,900.0000	RYANAIR HOLDINGS PLC ADR	641,775.00	34.2800	682,172.00	40,397.00
10,700.0000	SANOFI ADR	460,742.00	47.3800	506,966.00	46,224.00
26,183.0000	STARWOOD HOTELS & RESORTS WORL	1,465,634.20	57.3600	1,501,856.88	36,222.68
93,500.0000	SYMMETRY MEDICAL INC	929,935.63	10.5200	983,620.00	53,684.37

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 71
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
71,465.0000	UNILEVER NV	2,535,578.20	38.3000	2,737,109.50	201,531.30
34,043.0000	VISA INC	4,571,294.04	151.5800	5,160,237.94	588,943.90
8,032.0000	VMWARE INC	762,451.02	94.1400	756,132.48	6,318.54-
43,200.0000	VODAFONE GROUP PLC ADR	1,229,482.21	25.1900	1,088,208.00	141,274.21-
12,100.0000	WELLPOINT INC	700,799.47	60.9200	737,132.00	36,332.53
24,094.0000	WELLS FARGO & CO	829,288.99	34.1800	823,532.92	5,756.07-
30,264.0000	ZURICH INSURANCE GROUP-ADR	754,178.88	26.5910	804,750.02	50,571.14
TOTAL CORPORATE STOCK - COMMON		346,898,226.77		361,033,605.61	14,135,378.84
<u>OTHER INVESTMENTS</u>					
6,800,000.0000	SPAIN GOVERNMENT BOND 4.250% 10/31/2016	8,779,641.89	133.7384	9,094,217.73	314,575.84
100,000.0000	MADRID (COMINIDAD) 4.305% 06-MAR-2014 EUR	127,296.64	130.7984	130,798.46	3,501.82
2,100,000.0000	BUONI POLIENNALI DEL TES 4.750% 06/01/2017	2,899,794.54	140.3233	2,946,790.91	46,996.37
1,100,000.0000	MEXICO GOVERNMENT INTERNATIONAL 5.750% 10/12/2110	1,350,250.00	120.2500	1,322,750.00	27,500.00-
3,400,000.0000	AMERICAN MUNI PWR-OHIO INC OH 5.939% 02/15/2047 DD 09/29/10	3,968,378.00	116.8410	3,972,594.10	4,216.10
500,000.0000	AMERICAN MUNI PWR-OHIO INC OH 6.270% 02/15/2050 DD 05/23/11	582,815.00	120.2230	601,115.00	18,300.00

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 72
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
2,400,000.0000	BAY AREA CA TOLL AUTH TOLL BRI 6.907% 10/01/2050 DD 11/04/10	3,425,112.00	142.3520	3,416,448.00	8,664.00-
1,700,000.0000	BURBANK CA WTR & PWR ELEC REVE 6.323% 06/01/2040 DD 03/31/10	2,024,785.00	118.6740	2,017,458.00	7,327.00-
1,100,000.0000	CALIFORNIA ST 7.600% 11/01/2040 DD 12/01/10	1,526,954.00	146.1950	1,608,145.00	81,191.00
2,100,000.0000	CALIFORNIA ST UNIV REVENUE 6.484% 11/01/2041 DD 04/06/10	2,601,312.00	115.7450	2,430,645.00	170,667.00-
1,000,000.0000	CHICAGO IL TRANSIT AUTH SALES 6.200% 12/01/2040 DD 04/06/10	1,135,850.00	113.6490	1,136,490.02	640.02
2,600,000.0000	DALLAS CNTY TX HOSP DIST 5.621% 08/15/2044 DD 09/17/09	3,389,386.00	128.9370	3,352,362.00	37,024.00-
1,900,000.0000	FLORIDA ST TURNPIKE AUTH 6.800% 07/01/2039 DD 07/09/09	2,265,503.00	118.2080	2,245,952.00	19,551.00-
1,700,000.0000	HARRIS CNTY TX MET TRANSIT AUT 6.875% 11/01/2038 DD 06/11/09	2,045,661.00	119.2760	2,027,692.00	17,969.00-
1,100,000.0000	LOS ANGELES CA CMNTY CLG DIST 6.680% 08/01/2036 DD 08/10/10	1,466,762.00	129.0410	1,419,451.00	47,311.00-
1,200,000.0000	LOS ANGELES CA UNIF SCH DIST 6.758% 07/01/2034 DD 03/04/10	1,598,652.00	132.3110	1,587,732.00	10,920.00-
2,300,000.0000	LOS ANGELES CALIF WASTEWTR SYS 5.713% 06/01/2039 DD 10/21/10	2,812,670.00	118.1120	2,716,576.00	96,094.00-
1,700,000.0000	LOS ANGELES CNTY CA MET TRANSP 5.735% 06/01/2039 DD 11/16/10	2,122,433.00	125.7990	2,138,583.07	16,150.07

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 73
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
3,100,000.0000	LOS ANGELES CNTY CA PUBLIC WKS 7.618% 08/01/2040 DD 11/23/10	4,154,589.00	133.1690	4,128,239.19	26,349.81-
900,000.0000	MET TRANSPRTN AUTH NY DEDICATE 6.089% 11/15/2040 DD 03/25/10	1,160,046.00	128.5370	1,156,833.03	3,212.97-
1,100,000.0000	MET WASHINGTON DC ARPTS AUTH D 7.462% 10/01/2046 DD 08/12/09	1,322,563.00	122.1880	1,344,068.13	21,505.13
1,320,000.0000	MUNI ELEC AUTH OF GEORGIA 6.637% 04/01/2057 DD 03/11/10	1,533,140.40	120.1490	1,585,966.83	52,826.43
1,000,000.0000	NEW YORK NY 6.246% 06/01/2035 DD 06/16/10	1,170,160.00	118.2990	1,182,990.00	12,830.00
900,000.0000	NEW YORK CITY NY TRANSITIONAL 5.508% 08/01/2037 DD 08/16/10	1,123,875.00	125.0280	1,125,252.00	1,377.00
1,500,000.0000	NEW YORK CITY NY MUNI WTR FIN 5.440% 06/15/2043 DD 09/23/10	1,912,950.00	126.1559	1,892,339.97	20,610.03-
2,300,000.0000	NEW YORK ST DORM AUTH ST PERS 5.289% 03/15/2033 DD 10/14/10	2,716,208.00	119.1120	2,739,576.00	23,368.00
1,900,000.0000	NEW YORK ST URBAN DEV CORP REV 5.770% 03/15/2039 DD 12/01/09	2,335,404.00	123.0709	2,338,348.98	2,944.98
1,500,000.0000	SAN ANTONIO TX ELEC & GAS REVE 6.308% 02/01/2037 DD 11/04/10	1,744,170.00	115.3760	1,730,640.00	13,530.00-
200,000.0000	SAN DIEGO CNTY CA WTR AUTH FIN 6.138% 05/01/2049 DD 02/04/10	266,098.00	133.9149	267,829.98	1,731.98
1,100,000.0000	SAN FRANCISCO CITY & CNTY CA P 6.000% 11/01/2040 DD 08/04/10	1,372,492.00	123.6100	1,359,710.00	12,782.00-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 74
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
3,500,000.0000	TRIBOROUGH NY BRIDGE & TUNNEL 5.550% 11/15/2040 DD 10/28/10	4,342,415.00	117.2860	4,105,010.00	237,405.00-
1,100,000.0000	UNIV OF CALIFORNIA CA REVENUES 5.946% 05/15/2045 DD 09/30/10	1,368,499.00	124.2789	1,367,068.99	1,430.01-
900,000.0000	UNIV OF CALIFORNIA CA REVENUES 6.296% 05/15/2050 DD 09/30/10	1,047,645.00	117.6320	1,058,688.00	11,043.00
5,000,000.0000	CDX SP UL MCDX.NA.19-V1 R 100BPS 2017 DEC 20	0.00	2.7265-	136,328.55-	136,328.55-
2,000,000.0000	CDS SP UL REPUBLIC OF ITALY R 100BPS 2017 DEC 20	0.00	7.9983-	159,966.60-	159,966.60-
1,100,000.0000	CDS SP UL CORNING INCORPORATE R 100BPS 2017 DEC 20	0.00	0.1597-	1,757.22-	1,757.22-
550,000.0000	CDS SP UL CORNING INCORPORATE R 100BPS 2017 DEC 20	0.00	0.1597-	878.61-	878.61-
800,000.0000	CDS SP UL PRUDENTIAL FINANCIA R 100BPS 2017 DEC 20	0.00	2.0776-	16,621.06-	16,621.06-
500,000.0000	CDS SP UL CITIGROUP INC. R 100BPS 2017 DEC 20	0.00	1.2225-	6,112.64-	6,112.64-
2,800,000.0000	CDS SP UL METLIFE INC. R 100BPS 2017 DEC 20	0.00	2.6297-	73,633.17-	73,633.17-
4,300,000.0000	CDS SP UL BERKSHIRE HATHAWAY R 100BPS 2017 DEC 20	0.00	0.8043-	34,588.19-	34,588.19-
200,000.0000	CDS SP UL PRUDENTIAL FINANCIA R 100BPS 2017 DEC 20	0.00	2.0776-	4,155.27-	4,155.27-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 75
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
200,000.0000	CDS SP UL DELL INC. R 100BPS 2017 DEC 20	0.00	5.7273-	11,454.78-	11,454.78-
600,000.0000	IRS R USD-LIBOR-BBA 3M P 1.50% 2018 JAN 04	0.00	0.2528-	1,516.92-	1,516.92-
4,000,000.0000	IRS R USD-LIBOR-BBA 3M P 1.50% 2018 JAN 04	0.00	0.2528-	10,112.80-	10,112.80-
63.0000	S&P/TSE 60 INDEX FUTURES (MSE) EXP MAR 13	0.00	714.4722	119,215.61	119,215.61
2,000,000.0000	IRS_R EUR006M P 1.75% GLM 2023 MAR 20	25,603.00	1.5926-	31,852.81-	57,455.81-
121.0000	US TREAS BD FUTURE (CBT) EXP MAR 13	0.00	147.5000	580,042.29-	580,042.29-
267.0000-	US 10YR TREAS NTS FUTURE (CBT) EXP MAR 13	0.00	132.7812	136,487.25	136,487.25
17.0000	90DAY EURODOLLAR FUTURE (CME) EXP DEC 15	0.00	99.1150	2,461.47	2,461.47
89.0000	CANADIAN DOLLAR FUTURES (CME) EXP MAR 13	0.00	100.3700	72,010.00-	72,010.00-
224.0000	S&P MID 400 EMINI (CME) EXP MAR 13	0.00	1,018.1000	385,100.40	385,100.40
194.0000	S&P 500 EMINI INDEX FUT (CME) EXP MAR 13	0.00	1,420.1000	77,453.96	77,453.96
465.0000-	US ULTRA BOND (CBT) EXP MAR 13	0.00	162.5937	288,422.59-	288,422.59-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443 5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR 2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13
ONF G000100 REVALUED COST PAGE: 76
ONCOR RETIREMENT PLAN 31 DECEMBER 2012 M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
928.0000	MSCI EAFE INDEX FUTURE (NYL) EXP MAR 13	0.00	1,620.3000	1,520,773.62	1,520,773.62
270.0000	MINI MSCI EMG MKT FUTURE (NYL) EXP MAR 13	0.00	1,073.5000	370,868.97	370,868.97
600,000.0000	CDS_SP ADV MICRO DEV SNR CBK R 500 BP 2017 DEC 20	0.00	17.6759-	106,055.43-	106,055.43-
TOTAL OTHER INVESTMENTS		71,719,113.47		72,625,213.74	906,100.27
<u>SHORT SALES</u>					
5,000,000.0000-	CDX_SP UL MCDX.NA.19-V1 R 100BPS 2017 DEC 20	111,242.66-	0.0000	0.00	111,242.66
2,000,000.0000-	CDS_SP UL REPUBLIC OF ITALY R 100BPS 2017 DEC 20	166,997.44-	0.0000	0.00	166,997.44
1,100,000.0000-	CDS_SP UL CORNING INCORPORATE R 100BPS 2017 DEC 20	5,857.17-	0.0000	0.00	5,857.17
550,000.0000-	CDS_SP UL CORNING INCORPORATE R 100BPS 2017 DEC 20	3,462.69-	0.0000	0.00	3,462.69
800,000.0000-	CDS_SP UL PRUDENTIAL FINANCIA R 100BPS 2017 DEC 20	24,656.36-	0.0000	0.00	24,656.36
500,000.0000-	CDS_SP UL CITIGROUP INC. R 100BPS 2017 DEC 20	11,899.82-	0.0000	0.00	11,899.82
2,800,000.0000-	CDS_SP UL METLIFE INC. R 100BPS 2017 DEC 20	104,484.02-	0.0000	0.00	104,484.02
4,300,000.0000-	CDS_SP UL BERKSHIRE HATHAWAY R 100BPS 2017 DEC 20	43,998.27-	0.0000	0.00	43,998.27

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 77
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
200,000.0000-	CDS_SP UL PRUDENTIAL FINANCIA R 100BPS 2017 DEC 20	5,458.25-	0.0000	0.00	5,458.25
200,000.0000-	CDS_SP UL DELL INC. R 100BPS 2017 DEC 20	15,070.55-	0.0000	0.00	15,070.55
600,000.0000-	IRS_R USD-LIBOR-BBA 3M P 1.50% 2018 JAN 04	0.00	0.0000	0.00	0.00
4,000,000.0000-	IRS_R USD-LIBOR-BBA 3M P 1.50% 2018 JAN 04	0.00	0.0000	0.00	0.00
2,000,000.0000-	IRS R EUR006M P 1.75% GLM 2023 MAR 20	0.00	0.0000	0.00	0.00
600,000.0000-	CDS_SP ADV MICRO DEV SNR CBK R 500 BP 2017 DEC 20	63,833.33-	0.0000	0.00	63,833.33
TOTAL SHORT SALES		556,960.56-		0.00	556,960.56
<u>WRITTEN OPTIONS</u>					
5,700,000.0000-	CDX SP CDX.O P 1.30 IG19 5Y V1 PUT MAR 13 001.300 ED 03/20/13	25,650.00-	0.1486	8,474.99-	17,175.01
6,000,000.0000-	CDX SP CDX.O P 1.30 IG19 5Y V1 PUT MAR 13 001.400 ED 03/20/13	22,950.00-	0.1150	6,902.46-	16,047.54
TOTAL WRITTEN OPTIONS		48,600.00-		15,377.45-	33,222.55

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF PERIOD)
DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

PAGE: 78
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
<u>PURCHASE OPTIONS</u>					
3,200,000.0000	USD/GBP SPOT OPTION 2013 PUT JAN 13 001.570 ED 01/15/13	23,324.76	0.0000	192.46	23,132.30-
6,000,000.0000	CDX SP CDX.O P 1.30 IG19 5Y V1 CALL MAR 13 001.050 ED 032013	19,800.00	0.5824	34,947.30	15,147.30
TOTAL PURCHASE OPTIONS		43,124.76		35,139.76	7,985.00-
<u>COMMON/COLLECTIVE TRUST</u>					
95,695,363.5000	COLLECTIVE US GOVT STIF 3 VAR RT 12/31/2049 DD 07/24/08	95,695,363.50	1.0000	95,695,363.50	0.00
21,302.9820	NT COLLECTIVE S&P500 INDEX FUND-NON LENDING	94,978,171.45	4,398.1840	93,694,434.58	1,283,736.87-
TOTAL COMMON/COLLECTIVE TRUST		190,673,534.95		189,389,798.08	1,283,736.87-
<u>REGISTERED INVESTMENT COMPANIES</u>					
2,633,990.4130	TWEEDY BROWNE GLOBAL VALUE FUN	64,548,425.38	23.2400	61,213,937.20	3,334,488.18-
1,106,543.8080	WILLIAM BLAIR EMERGING MARKETS	14,427,593.42	13.5900	15,037,930.35	610,336.93
2,222,209.6230	DFA EMERGING MARKETS CORE EQUI	42,518,673.89	20.4000	45,333,076.31	2,814,402.42
958,899.0220	MORGAN STANLEY INSTITUTIONAL F	33,847,692.99	34.7400	33,312,152.02	535,540.97-
2,641,223.9730	PIMCO FDS SHORT TERM FLTG NAV PORT II	26,451,850.60	10.0110	26,441,293.19	10,557.41-
2,411,575.5620	PIMCO FDS LONG DURATION CORP BD PORTFOLIO	30,000,000.00	12.5100	30,168,810.28	168,810.28
TOTAL REGISTERED INVESTMENT COMPANIES		211,794,236.28		211,507,199.35	287,036.93-
GRAND TOTAL		2,332,636,073.40		2,342,245,435.39	378,779.73 C 9,230,582.26 I 9,609,361.99

ONCOR RETIREMENT PLAN

EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i

**SUPPLEMENTAL SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN PERIOD)
THREE MONTHS ENDED DECEMBER 31, 2012**

Note: Refer to the enclosed Trustee statements for the required disclosures.

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN PERIOD)
THREE MONTHS ENDED DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDNF ONFG00010000 5500 FINAL 121443 2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13
ONF G000100 5500 ACQUISITIONS/DISPOSITIONS OF ASSETS WITHIN THE SAME PLAN YEAR REPORT PAGE: 1
ONCOR RETIREMENT PLAN FOR THE PERIOD 01 JANUARY 2012 THROUGH 31 DECEMBER 2012 M2574E

SHARES/ PAR VALUE	SECURITY ID	SECURITY DESCRIPTION	COST	PROCEEDS
	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
575,000.0000	00037BAC6	ABB FINANCE USA INC 4.375% 05/08/2042 DD 05/08/12	636,047.75-	644,513.25
1,435,000.0000	002824AV2	ABBOTT LABORATORIES 6.000% 04/01/2039 DD 03/03/09	2,011,927.40-	2,110,052.70
2,500,000.0000	00817YAM0	AETNA INC 4.125% 11/15/2042 DD 11/07/12	2,461,425.00-	2,496,550.00
4,871.0000	EFB1YXBJ6	AIR LIQUIDE(L') EUR5.5 (POST-SUBDIVISION)	604,407.93-	578,049.56
2,700,000.0000	013817AK7	ALCOA INC 5.950% 02/01/2037 DD 01/25/07	2,701,107.00-	2,749,627.30
205,000.0000	01741RAE2	ALLEGHENY TECHNOLOGIES INC 5.950% 01/15/2021 DD 01/07/11	226,289.25-	229,405.25
300,000.0000	026874AX5	AMERICAN INTERNATIONAL GROUP I 5.050% 10/01/2015 DD 04/01/06	328,686.00-	330,772.00
1,277,000.0000	03938LAP9	ARCELORMITTAL 7.250% 10/15/2039 DD 10/08/09	1,168,186.83-	1,144,511.25
1,210,000.0000	03938LAX2	ARCELORMITTAL VAR RT 02/25/2022 DD 02/28/12	1,191,813.70-	1,214,537.50
2,382.0000	SS5993026	AXIS AB SEK0.01	59,217.58-	55,603.72
34,800,000.0000	99ZAHXD32	BANC OF AM CORP REPO 0.230% 12/19/2012 DD 12/18/12	34,800,000.00-	34,800,000.00
19.0000	EEB8JXWM1	BANCO SANTANDER EUR0.50 (STK DIV 31-OCT-2012)	3.91-	3.67

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN PERIOD)
THREE MONTHS ENDED DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443 2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13
ONF G000100 5500 ACQUISITIONS/DISPOSITIONS OF ASSETS WITHIN THE SAME PLAN YEAR REPORT PAGE: 2
ONCOR RETIREMENT PLAN FOR THE PERIOD 01 JANUARY 2012 THROUGH 31 DECEMBER 2012 M2574E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY ID</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PROCEEDS</u>
	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
30,283.0000	EE5705947	BANCO SANTANDER SA	226,057.11-	214,150.30
9,400.0000	AA6144692	BHP BILLITON LIMITED	322,967.98-	325,186.74
2,600,000.0000	055921AC4	BMC SOFTWARE INC 4.500% 12/01/2022 DD 11/16/12	2,580,032.00-	2,584,998.00
4,275.0000	EEB18S762	BOLSAS Y MERCADOS ESPANOL EUR3.23	90,004.02-	91,726.66
2,600,000.0000	115637AL4	BROWN-FORMAN CORP 3.750% 01/15/2043 DD 12/12/12	2,599,428.00-	2,630,654.00
2,100,000.0000	EIB7MVPN0	BUONI POLIENNALI DEL TES 4.500% 07/15/2015	2,796,751.00-	2,875,560.79
76.0000	99F192L2C	CANADIAN DOLLAR FUTURES (CME) EXP DEC 12	.00	24,880.00-
2,500,000.0000	141781BC7	CARGILL INC 4.100% 11/01/2042 DD 10/29/12	2,495,275.00-	2,491,898.00
1,100,000.0000	149123CA7	CATERPILLAR INC 144A 3.803% 08/15/2042 DD 08/15/12	1,105,258.00-	1,122,470.00
2,394.0000	EFB0J6Q09	CFAO	114,787.16-	116,170.56
900,000.0000	172967ES6	CITIGROUP INC 6.125% 05/15/2018 DD 05/12/08	1,065,438.00-	1,074,228.00
1,015,000.0000	18683KAD3	CLIFFS NATURAL RESOURCES INC 4.875% 04/01/2021 DD 03/23/11	1,033,006.10-	994,409.00
440,000.0000	21685WDF1	COOPERATIEVE CENTRALE RAIFFEIS 3.950% 11/09/2022 DD 11/09/12	439,423.60-	441,944.80

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN PERIOD)
THREE MONTHS ENDED DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443 2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13
5500 ACQUISITIONS/DISPOSITIONS OF ASSETS WITHIN THE SAME PLAN YEAR REPORT PAGE: 3
ONF G000100 FOR THE PERIOD 01 JANUARY 2012 THROUGH 31 DECEMBER 2012 M2574E
ONCOR RETIREMENT PLAN

<u>SHARES/ PAR VALUE</u>	<u>SECURITY ID</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PROCEEDS</u>
	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
9,575.0000	EF7262613	CREDIT AGRICOLE SA EUR3	66,148.94-	71,591.35
3,041.0000	NCB4TP9G9	DOLLARAMA INC	193,935.41-	179,711.19
52,620.0000	EXB29BCK7	EURASIAN NATURAL RESOURCES CORP ORD USD0.20	262,304.81-	234,307.73
1,500,000.0000	341081FH5	FLORIDA POWER & LIGHT CO 3.800% 12/15/2042 DD 12/20/12	1,492,560.00-	1,484,625.00
3,983.0000	ENB096LW8	FUGRO NV CVZ EURO0.05 (POST-SUBDIVISION)	271,168.93-	232,402.99
35,600.0000	FJ6435146	HONDA MOTOR CO NPV	1,096,827.74-	1,079,885.61
5,134.0000	SSB142FZ4	JM AB NPV	93,963.34-	89,628.74
3,800,000.0000	48020QAA5	JONES LANG LASALLE INC 4.400% 11/15/2022 DD 11/09/12	3,788,714.00-	3,895,162.00
425,000.0000	46625HJB7	JPMORGAN CHASE & CO 5.600% 07/15/2041 DD 07/21/11	509,647.25-	519,018.50
1,400,000.0000	546676AU1	LOUISVILLE GAS & ELECTRIC CO 5.125% 11/15/2040 DD 05/15/11	1,742,258.00-	1,750,656.00
447.0000	EEB01G2K1	MEDIASET ESPANA COMUNICACION SA	2,252.16-	3,241.34
231.0000	99F740L2X	MINI MSCI EMG MKT FUTURE (NYL) EXP DEC 12	.00	331,047.07
849.0000	99F734L2X	MSCI EAFE INDEX FUTURE (NYL) EXP DEC 12	.00	2,670,679.86

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN PERIOD)
THREE MONTHS ENDED DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDNF ONFG00010000 5500 FINAL 121443 2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13
ONF G000100 5500 ACQUISITIONS/DISPOSITIONS OF ASSETS WITHIN THE SAME PLAN YEAR REPORT PAGE: 4
ONCOR RETIREMENT PLAN FOR THE PERIOD 01 JANUARY 2012 THROUGH 31 DECEMBER 2012 M2574E

SHARES/ PAR VALUE	SECURITY ID	SECURITY DESCRIPTION	COST	PROCEEDS
	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
6,800.0000	FJB63QM79	NEXON CO LTD	93,784.06-	94,712.02
28,700.0000	FJ6642329	NIKON CORP NPV	792,385.59-	691,113.55
1,985,000.0000	65557FAD8	NORDEA BANK AB 144A 4.250% 09/21/2022 DD 09/21/12	1,972,693.00-	2,001,574.75
1,380,000.0000	655844BH0	NORFOLK SOUTHERN CORP 4.837% 10/01/2041 DD 04/01/12	1,586,006.40-	1,582,280.40
5,410.0000	SN7742125	NORWEGIAN AIR SHUT NOK0.10	101,588.70-	117,000.49
16,953.0000	EX0677602	PEARSON ORD GBP0.25	331,246.02-	333,158.24
29,412.0000	NCB5YPLH4	PRECISION DRILLING CORPORATION 2010	231,063.32-	224,263.78
2,400,000.0000	74251VAD4	PRINCIPAL FINANCIAL GROUP INC 8.875% 05/15/2019 DD 05/21/09	3,199,992.00-	3,228,264.00
1,610,000.0000	761713AX4	REYNOLDS AMERICAN INC 3.250% 11/01/2022 DD 10/31/12	1,607,810.40-	1,619,579.50
1,040,000.0000	78010XAE1	ROYAL BANK OF SCOTLAND PLC/THE 5.625% 08/24/2020 DD 08/24/10	1,185,527.20-	1,206,847.20
435,000.0000	749685AR4	RPM INTERNATIONAL INC 6.125% 10/15/2019 DD 10/09/09	503,964.90-	514,361.40
37.0000	99F353L2X	RUSSELL 2000 MINI IND FUT (NYF EXP DEC 12	.00	31,980.00
37.0000	99F353C3X	RUSSELL 2000 MINI IND FUT(NYF) EXP MAR 13	.00	80,825.00-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN PERIOD)
THREE MONTHS ENDED DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDNF ONFG00010000 5500 FINAL 121443 2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13
ONF G000100 5500 ACQUISITIONS/DISPOSITIONS OF ASSETS WITHIN THE SAME PLAN YEAR REPORT PAGE: 5
ONCOR RETIREMENT PLAN FOR THE PERIOD 01 JANUARY 2012 THROUGH 31 DECEMBER 2012 M2574E

SHARES/ PAR VALUE	SECURITY ID	SECURITY DESCRIPTION	COST	PROCEEDS
	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
328.0000	99F282L2C	S&P MID 400 EMINI (CME) EXP DEC 12	.00	547,490.03
1,285.0000	99F295L2C	S&P 500 EMINI INDEX FUT (CME) EXP DEC 12	.00	1,008,852.47-
53.0000	NCF218L2R	S&P/TSE 60 INDEX FUTURES (MSE) EXP DEC 12	.00	11,748.99-
4,391.0000	EXB2QKY08	SHIRE PLC ORD GBP0.05	128,623.24-	130,649.58
710,000.0000	78442FEM6	SLM CORP 6.000% 01/25/2017 DD 01/27/12	773,012.50-	774,255.00
8,567.0000	EZB1RR824	SMURFIT KAPPA GROUP PLC ORD EUR0.001 (WI)	87,739.01-	101,245.58
15,500.0000	FJ6770625	SOFTBANK CORPORATION NPV	629,562.96-	476,297.49
100,000.0000 *	84763BAA4	SPEC BRNDS ESCROW CORP 144A 6.375% 11/15/2020 DD 11/16/12	100,000.00-	.00
33,308.0000	EX0790876	SSE PLC	748,697.76-	777,383.68
1,300,000.0000	854502AD3	STANLEY BLACK & DECKER I 2.900% 11/01/2022 DD 11/06/12	1,298,882.00-	1,307,527.00
3,800,000.0000	91324PBZ4	UNITEDHEALTH GROUP INC 2.750% 02/15/2023 DD 10/22/12	3,793,996.00-	3,847,956.00
248.0000	99F133L2A	US TREAS BD FUTURE (CBT) EXP DEC 12	.00	832,309.35
165.0000	99F700L2A	US ULTRA BOND (CBT) EXP DEC 12	.00	188,749.51-

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN PERIOD)
THREE MONTHS ENDED DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443 2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13
ONF G000100 5500 ACQUISITIONS/DISPOSITIONS OF ASSETS WITHIN THE SAME PLAN YEAR REPORT PAGE: 6
ONCOR RETIREMENT PLAN FOR THE PERIOD 01 JANUARY 2012 THROUGH 31 DECEMBER 2012 M2574E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY ID</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PROCEEDS</u>
	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
287.0000	99F139L2A	US 10 YR TREAS NTS FUT (CBT) EXP DEC 12	.00	374,891.24-
2,500,000.0000	92343VBG8	VERIZON COMMUNICATIONS 3.850% 11/01/2042 DD 11/07/12	2,496,475.00-	2,512,325.00
5,200,000.0000	92343VAR5	VERIZON COMMUNICATIONS INC 8.950% 03/01/2039 DD 11/04/08	9,061,364.00-	9,696,076.00
6,244.0000	EFB1XH021	VINCI EUR2.50 (POST SUBDIVISIO	266,250.67-	282,775.96
500,000.0000	931142CK7	WAL-MART STORES INC 6.500% 08/15/2037 DD 08/24/07	716,320.00-	722,346.00
355,000.0000	94707VAD2	WEATHERFORD INTERNATIONAL LTD/ 5.950% 04/15/2042 DD 04/04/12	373,452.90-	358,411.55
275,000.0000	947075AG2	WEATHERFORD INTERNATIONAL LTD/ 9.875% 03/01/2039 DD 01/08/09	398,057.00-	393,877.00
240,000.0000	97063PAB0	WILLIS GROUP HOLDINGS PLC 5.750% 03/15/2021 DD 03/17/11	271,015.20-	273,278.40
930,000.0000	984121CD3	XEROX CORP 4.500% 05/15/2021 DD 05/18/11	988,171.50-	981,968.40

ONCOR RETIREMENT PLAN

EIN 75-2669310 PN 004

**SCHEDULE H, PART IV, LINE 4j
SUPPLEMENTAL SCHEDULE OF REPORTABLE TRANSACTIONS
THREE MONTHS ENDED DECEMBER 31, 2012**

Note: Refer to the enclosed Trustee statements for the required disclosures.

SCHEDULE H, PART IV, LINE 4j
SUPPLEMENTAL SCHEDULE OF REPORTABLE TRANSACTIONS
THREE MONTHS ENDED DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

SINGLE TRANSACTIONS IN EXCESS OF FIVE PERCENT
OF THE CURRENT VALUE OF THE PLAN ASSETS
FOR THE PERIOD 01 JANUARY 2012 THROUGH 31 DECEMBER 2012

PAGE: 1
T6400

TRAN CODE	SHARES/ PAR VALUE	SECURITY DESCRIPTION	TRANSACTION EXPENSE	5% VALUE: COST OF PURCHASES	PROCEEDS FROM SALES	COST OF ASSETS DISPOSED	GAIN/LOSS
B	7,088,658.14	PIMCO FDS SHORT TERM FLTG NAV PORT II	.00	71,000,000.00	.00	.00	.00
S	7,032,967.03	PIMCO FDS SHORT TERM FLTG NAV PORT II	.00	.00	70,400,000.00	70,434,273.29	34,273.29-
B	2,366,491.61	TWEEDY BROWNE GLOBAL VALUE FUND	.00	58,310,353.47	.00	.00	.00
B	21,307.87	NT COLLECTIVE S&P500 INDEX FUND-NON LENDING	.00	95,000,000.00	.00	.00	.00

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4j
SUPPLEMENTAL SCHEDULE OF REPORTABLE TRANSACTIONS
THREE MONTHS ENDED DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

SERIES OF TRANSACTIONS IN EXCESS OF FIVE PERCENT
OF THE CURRENT VALUE OF THE PLAN ASSETS
FOR THE PERIOD 01 JANUARY 2012 THROUGH 31 DECEMBER 2012

PAGE: 1
T6500

TRAN COUNT	SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST OF PURCHASES	5% VALUE: PROCEEDS FROM SALES	52,127,493.74 COST OF ASSETS DISPOSED	GAIN/LOSS
347	365,980,530.41	COLLECTIVE US GOVT STIF 3 VAR RT 12/31/2049 DD 07/24/08	365,980,530.41	.00	.00	.00
279	270,285,166.91	COLLECTIVE US GOVT STIF 3 VAR RT 12/31/2049 DD 07/24/08	.00	270,285,166.91	270,285,166.91	.00
65	20,131,872.31	PIMCO FDS SHORT TERM FLTG NAV PORT II	201,605,227.26	.00	.00	.00
32	17,490,648.49	PIMCO FDS SHORT TERM FLTG NAV PORT II	.00	175,100,000.00	175,153,376.65	53,376.65-
4	2,633,990.40	TWEEDY BROWNE GLOBAL VALUE FUND	64,548,425.38	.00	.00	.00
3	34,700,000.00	U S TREASURY BILL 0.000% 04/04/2013 DD 04/05/12	34,675,617.06	.00	.00	.00
4	34,700,000.00	U S TREASURY BILL 0.000% 04/04/2013 DD 04/05/12	.00	34,675,587.98	34,675,617.06	29.08-
18	52,915,000.00	U S TREASURY BOND 3.000% 05/15/2042 DD 05/15/12	54,507,248.09	.00	.00	.00
17	50,480,000.00	U S TREASURY BOND 3.000% 05/15/2042 DD 05/15/12	.00	52,210,209.52	51,991,295.59	218,913.93
16	83,985,000.00	U S TREASURY BOND 2.750% 08/15/2042 DD 08/15/12	81,702,778.88	.00	.00	.00
12	52,615,000.00	U S TREASURY BOND 2.750% 08/15/2042 DD 08/15/12	.00	50,792,828.14	51,206,567.86	413,739.72-
8	34,985,000.00	U S TREASURY NOTE 1.625% 08/15/2022 DD 08/15/12	34,828,544.43	.00	.00	.00
17	34,985,000.00	U S TREASURY NOTE 1.625% 08/15/2022 DD 08/15/12	.00	34,764,452.94	34,828,544.43	64,091.49-
10	84,525,000.00	U S TREASURY NTS 1.625% 11/15/2022 DD 11/15/12	83,711,863.15	.00	.00	.00

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4j
SUPPLEMENTAL SCHEDULE OF REPORTABLE TRANSACTIONS
THREE MONTHS ENDED DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500

FINAL 121443

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

SERIES OF TRANSACTIONS IN EXCESS OF FIVE PERCENT
OF THE CURRENT VALUE OF THE PLAN ASSETS
FOR THE PERIOD 01 JANUARY 2012 THROUGH 31 DECEMBER 2012

PAGE: 2
T6500

TRAN COUNT	SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST OF PURCHASES	5% VALUE: PROCEEDS FROM SALES	52,127,493.74 COST OF ASSETS DISPOSED	GAIN/LOSS
4	8,540,000.00	U S TREASURY NTS 1.625% 11/15/2022 DD 11/15/12	.00	8,547,856.25	8,561,596.12	13,739.87-
1	21,307.87	NT COLLECTIVE S&P500 INDEX FUND-NON LENDING	95,000,000.00	.00	.00	.00
1	4.89	NT COLLECTIVE S&P500 INDEX FUND-NON LENDING	.00	21,826.32	21,828.55	2.23-
1	34,800,000.00	BANC OF AM CORP REPO 0.230% 12/19/2012 DD 12/18/12	34,800,000.00	.00	.00	.00
1	34,800,000.00	BANC OF AM CORP REPO 0.230% 12/19/2012 DD 12/18/12	.00	34,800,000.00	34,800,000.00	.00

ONCOR RETIREMENT PLAN

EIN 75-2669310 PN 004

**SCHEDULE H, PART IV, LINE 4j
SUPPLEMENTAL SCHEDULE OF REPORTABLE TRANSACTIONS
THREE MONTHS ENDED DECEMBER 31, 2012**

Note: Refer to the enclosed Trustee statements for the required disclosures.

SCHEDULE H, PART IV, LINE 4j
SUPPLEMENTAL SCHEDULE OF REPORTABLE TRANSACTIONS
THREE MONTHS ENDED DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

SINGLE TRANSACTIONS IN EXCESS OF FIVE PERCENT
OF THE CURRENT VALUE OF THE PLAN ASSETS
FOR THE PERIOD 01 JANUARY 2012 THROUGH 31 DECEMBER 2012

PAGE: 1
T6400

TRAN CODE	SHARES/ PAR VALUE	SECURITY DESCRIPTION	TRANSACTION EXPENSE	5% VALUE: COST OF PURCHASES	PROCEEDS FROM SALES	COST OF ASSETS DISPOSED	GAIN/LOSS
B	7,088,658.14	PIMCO FDS SHORT TERM FLTG NAV PORT II	.00	71,000,000.00	.00	.00	.00
S	7,032,967.03	PIMCO FDS SHORT TERM FLTG NAV PORT II	.00	.00	70,400,000.00	70,434,273.29	34,273.29-
B	2,366,491.61	TWEEDY BROWNE GLOBAL VALUE FUND	.00	58,310,353.47	.00	.00	.00
B	21,307.87	NT COLLECTIVE S&P500 INDEX FUND-NON LENDING	.00	95,000,000.00	.00	.00	.00

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4j
SUPPLEMENTAL SCHEDULE OF REPORTABLE TRANSACTIONS
THREE MONTHS ENDED DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500 FINAL 121443

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

SERIES OF TRANSACTIONS IN EXCESS OF FIVE PERCENT
OF THE CURRENT VALUE OF THE PLAN ASSETS
FOR THE PERIOD 01 JANUARY 2012 THROUGH 31 DECEMBER 2012

PAGE: 1
T6500

TRAN COUNT	SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST OF PURCHASES	5% VALUE: PROCEEDS FROM SALES	52,127,493.74 COST OF ASSETS DISPOSED	GAIN/LOSS
347	365,980,530.41	COLLECTIVE US GOVT STIF 3 VAR RT 12/31/2049 DD 07/24/08	365,980,530.41	.00	.00	.00
279	270,285,166.91	COLLECTIVE US GOVT STIF 3 VAR RT 12/31/2049 DD 07/24/08	.00	270,285,166.91	270,285,166.91	.00
65	20,131,872.31	PIMCO FDS SHORT TERM FLTG NAV PORT II	201,605,227.26	.00	.00	.00
32	17,490,648.49	PIMCO FDS SHORT TERM FLTG NAV PORT II	.00	175,100,000.00	175,153,376.65	53,376.65-
4	2,633,990.40	TWEEDY BROWNE GLOBAL VALUE FUND	64,548,425.38	.00	.00	.00
3	34,700,000.00	U S TREASURY BILL 0.000% 04/04/2013 DD 04/05/12	34,675,617.06	.00	.00	.00
4	34,700,000.00	U S TREASURY BILL 0.000% 04/04/2013 DD 04/05/12	.00	34,675,587.98	34,675,617.06	29.08-
18	52,915,000.00	U S TREASURY BOND 3.000% 05/15/2042 DD 05/15/12	54,507,248.09	.00	.00	.00
17	50,480,000.00	U S TREASURY BOND 3.000% 05/15/2042 DD 05/15/12	.00	52,210,209.52	51,991,295.59	218,913.93
16	83,985,000.00	U S TREASURY BOND 2.750% 08/15/2042 DD 08/15/12	81,702,778.88	.00	.00	.00
12	52,615,000.00	U S TREASURY BOND 2.750% 08/15/2042 DD 08/15/12	.00	50,792,828.14	51,206,567.86	413,739.72-
8	34,985,000.00	U S TREASURY NOTE 1.625% 08/15/2022 DD 08/15/12	34,828,544.43	.00	.00	.00
17	34,985,000.00	U S TREASURY NOTE 1.625% 08/15/2022 DD 08/15/12	.00	34,764,452.94	34,828,544.43	64,091.49-
10	84,525,000.00	U S TREASURY NTS 1.625% 11/15/2022 DD 11/15/12	83,711,863.15	.00	.00	.00

ONCOR RETIREMENT PLAN
EIN 75-2669310 PN 004

SCHEDULE H, PART IV, LINE 4j
SUPPLEMENTAL SCHEDULE OF REPORTABLE TRANSACTIONS
THREE MONTHS ENDED DECEMBER 31, 2012



THE BANK OF NEW YORK MELLON.

TRDONF ONFG00010000 5500

FINAL 121443

2012-12-31 CYCLE 3 12:14:41 RUN DATE: 25-MAR-13

ONF G000100
ONCOR RETIREMENT PLAN

SERIES OF TRANSACTIONS IN EXCESS OF FIVE PERCENT
OF THE CURRENT VALUE OF THE PLAN ASSETS
FOR THE PERIOD 01 JANUARY 2012 THROUGH 31 DECEMBER 2012

PAGE: 2
T6500

TRAN COUNT	SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST OF PURCHASES	5% VALUE: PROCEEDS FROM SALES	52,127,493.74 COST OF ASSETS DISPOSED	GAIN/LOSS
4	8,540,000.00	U S TREASURY NTS 1.625% 11/15/2022 DD 11/15/12	.00	8,547,856.25	8,561,596.12	13,739.87-
1	21,307.87	NT COLLECTIVE S&P500 INDEX FUND-NON LENDING	95,000,000.00	.00	.00	.00
1	4.89	NT COLLECTIVE S&P500 INDEX FUND-NON LENDING	.00	21,826.32	21,828.55	2.23-
1	34,800,000.00	BANC OF AM CORP REPO 0.230% 12/19/2012 DD 12/18/12	34,800,000.00	.00	.00	.00
1	34,800,000.00	BANC OF AM CORP REPO 0.230% 12/19/2012 DD 12/18/12	.00	34,800,000.00	34,800,000.00	.00