



**Luminant**

**Renee Collins**  
Sr. Director  
Environmental Services  
[REDACTED]

**Luminant Power**  
6555 Sierra Drive  
Irving, TX 75039

**T** 214.875-8338  
**C** 214.406.2452  
**F** 214.875-8699

December 4, 2023

Texas Commission on Environmental Quality  
Water Supply Division  
Water Rights Permitting MC-160  
12100 Park 25 Circle  
Austin, Texas 78753

RE: Luminant Mining Company LLC  
Monticello Lignite Mining Area  
Pond GR-04 and GR-15 Water Use Application

Dear Sir or Madam:

Luminant Mining Company LLC (Luminant) hereby submits the original Application for a Water Use to authorize the impoundment of inflows for two permanent post-mine ponds greater than 200 acre-feet, ponds GR-04 and GR-15, in the Monticello Lignite Mining Area. No diversion of stored water is being requested.

Also enclosed are two checks for the various fees associated with the costs of processing these two applications. Check No. [REDACTED] for \$480.64 is for the GR-04 application and Check No. [REDACTED] for \$405.84 is for the GR-15 application.

Your attention to this application is appreciated. If you have any questions, please contact Dr. Justin Ewing of our staff at 214-875-9130 or via e-mail at [REDACTED]

Sincerely,

Renee Collins

RC/JME/tg  
Enclosure

# TEXAS COMMISSION ON ENVIRONMENTAL QUALITY

## TCEQ WATER RIGHTS PERMITTING APPLICATION

### ADMINISTRATIVE INFORMATION CHECKLIST

Complete and submit this checklist for each application. See Instructions Page 5.

APPLICANT(S): Luminant Mining Company LLC

Indicate whether the following items are included in your application by writing either Y (for yes) or N (for no) next to each item (all items are not required for every application).

Y/N		Y/N	
X	<b>Administrative Information Report</b>		<b>Worksheet 3.0</b>
	Additional Co-Applicant Information		Additional W.S. 3.0 for each Point
	Additional Co-Applicant Signature Pages		Recorded Deeds for Diversion Points
X	Written Evidence of Signature Authority		Consent for Diversion Access
X	<b>Technical Information Report</b>		<b>Worksheet 4.0</b>
X	USGS Map (or equivalent)		TPDES Permit(s)
	Map Showing Project Details		WWTP Discharge Data
	Original Photographs		Groundwater Well Permit
X	Water Availability Analysis		Signed Water Supply Contract
X	<b>Worksheet 1.0</b>		<b>Worksheet 4.1</b>
	Recorded Deeds for Irrigated Land	X	<b>Worksheet 5.0</b>
	Consent for Irrigated Land		Addendum to Worksheet 5.0
	<b>Worksheet 1.1</b>		<b>Worksheet 6.0</b>
	Addendum to Worksheet 1.1		Water Conservation Plan(s)
	<b>Worksheet 1.2</b>		Drought Contingency Plan(s)
X	<b>Worksheet 2.0</b>		Documentation of Adoption
	Additional W.S. 2.0 for Each Reservoir		<b>Worksheet 7.0</b>
	Dam Safety Documents		Accounting Plan
	Notice(s) to Governing Bodies	X	<b>Worksheet 8.0</b>
	Recorded Deeds for Inundated Land		Fees
	Consent for Inundated Land		Public Involvement Plan

# ADMINISTRATIVE INFORMATION REPORT

The following information **is required** for **all** new applications and amendments.

**\*\*\*Applicants are REQUIRED to schedule a pre-application meeting with TCEQ Staff to discuss Applicant's needs prior to submitting an application. Call the Water Rights Permitting Team to schedule a meeting at (512) 239-4600.**

## 1. TYPE OF APPLICATION (Instructions, Page. 6)

Indicate, by marking X, next to the following authorizations you are seeking.

- New Appropriation of State Water  
 Amendment to a Water Right \*  
 Bed and Banks

***\*If you are seeking an amendment to an existing water rights authorization, you must be the owner of record of the authorization. If the name of the Applicant in Section 2 does not match the name of the current owner(s) of record for the permit or certificate or if any of the co-owners is not included as an applicant in this amendment request, your application could be returned. If you or a co-applicant are a new owner, but ownership is not reflected in the records of the TCEQ, submit a change of ownership request (Form TCEQ-10204) prior to submitting the application for an amendment. See Instructions page. 6. Please note that an amendment application may be returned, and the Applicant may resubmit once the change of ownership is complete.***

Please summarize the authorizations or amendments you are seeking in the space below or attach a narrative description entitled "Summary of Request."

Applicant (Luminant Mining) seeks to authorize an existing pond that was created as part of Luminant's coal mining operations associated with their Monticello Power Plant. The mining operations are now in the process of ending that this pond will remain in place. The applicant is requesting that the pond be authorized to allow this pond to be used for domestic, livestock, and recreation purposes with no right of diversion.

## 2. APPLICANT INFORMATION (Instructions, Page. 6 )

### a. Applicant

Indicate the number of Applicants/Co-Applicants 1  
(Include a copy of this section for each Co-Applicant, if any)

What is the Full Legal Name of the individual or entity (applicant) applying for this permit?

Luminant Mining Company LLC

*(If the Applicant is an entity, the legal name must be spelled exactly as filed with the Texas Secretary of State, County, or in the legal documents forming the entity.)*

If the applicant is currently a customer with the TCEQ, what is the Customer Number (CN)?  
You may search for your CN on the TCEQ website at  
<http://www15.tceq.texas.gov/crpub/index.cfm?fuseaction=cust.CustSearch>

CN : 603263773 (leave blank if you do not yet have a CN).

What is the name and title of the person or persons signing the application? Unless an application is signed by an individual applicant, the person or persons must submit written evidence that they meet the signatory requirements in 30 TAC § 295.14.

First/Last Name: Renee Collins

Title: Sr. Director Environmental Services

Have you provided written evidence meeting the signatory requirements in 30 TAC § 295.14, as an attachment to this application? Y/N Y

What is the applicant's mailing address as recognized by the US Postal Service (USPS)? You may verify the address on the USPS website at  
<https://tools.usps.com/go/ZipLookupAction!input.action>.

Name: Luminant Mining

Mailing Address: 6555 Sierra Dr.

City: Irving State: TX ZIP Code: 75039

Indicate an X next to the type of Applicant:

Individual  Sole Proprietorship-D.B.A.

Partnership  Corporation

Trust  Estate

Federal Government  State Government

County Government  City Government

Other Government  Other \_\_\_\_\_

For Corporations or Limited Partnerships, provide:

State Franchise Tax ID Number: 752967821 SOS Charter (filing) Number: 800878300

**3. APPLICATION CONTACT INFORMATION (Instructions, Page. 9)**

If the TCEQ needs additional information during the review of the application, who should be contacted? Applicant may submit their own contact information if Applicant wishes to be the point of contact.

First and Last Name: Justin Ewing

Title: Environmental Compliance Manager

Organization Name: Luminant Mining

Mailing Address: 6555 Sierra Dr.

City: Irving State: TX ZIP Code: 75039

Phone Number: 214-875-9130

Fax Number: na

E-mail Address: [REDACTED]

**4. WATER RIGHT CONSOLIDATED CONTACT INFORMATION  
(Instructions, Page. 9)**

This section applies only if there are multiple Owners of the same authorization. Unless otherwise requested, Co-Owners will each receive future correspondence from the Commission regarding this water right (after a permit has been issued), such as notices and water use reports. Multiple copies will be sent to the same address if Co-Owners share the same address. Complete this section if there will be multiple owners and all owners agree to let one owner receive correspondence from the Commission. Leave this section blank if you would like all future notices to be sent to the address of each of the applicants listed in section 2 above.

I/We authorize all future notices be received on my/our behalf at the following:

First and Last Name: \_\_\_\_\_

Title: \_\_\_\_\_

Organization Name: \_\_\_\_\_

Mailing Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ ZIP Code: \_\_\_\_\_

Phone Number: \_\_\_\_\_

Fax Number: \_\_\_\_\_

E-mail Address: \_\_\_\_\_

**5. MISCELLANEOUS INFORMATION (Instructions, Page. 9)**

a. The application will not be processed unless all delinquent fees and/or penalties owed to the TCEQ or the Office of the Attorney General on behalf of the TCEQ are paid in accordance with the Delinquent Fee and Penalty Protocol by all applicants/co-applicants. If you need assistance determining whether you owe delinquent penalties or fees, please call the Water Rights Permitting Team at (512) 239-4600, prior to submitting your application.

1. Does Applicant or Co-Applicant owe any fees to the TCEQ? **Yes / No** No

If **yes**, provide the following information:

Account number: \_\_\_\_\_ Amount past due: \_\_\_\_\_

2. Does Applicant or Co-Applicant owe any penalties to the TCEQ? **Yes / No** No

If **yes**, please provide the following information:

Enforcement order number: \_\_\_\_\_ Amount past due: \_\_\_\_\_

b. If the Applicant is a taxable entity (corporation or limited partnership), the Applicant must be in good standing with the Comptroller or the right of the entity to transact business in the State may be forfeited. See Texas Tax Code, Subchapter F. Applicant's may check their status with the Comptroller at <https://mycpa.cpa.state.tx.us/coa/>

Is the Applicant or Co-Applicant in good standing with the Comptroller? **Yes / No** Yes

c. The commission will not grant an application for a water right unless the applicant has submitted all Texas Water Development Board (TWDB) surveys of groundwater and surface water use - if required. See TWC §16.012(m) and 30 TAC § 297.41(a)(5). Applicants should check survey status on the TWDB website prior to filing:

[https://www3.twdb.texas.gov/apps/reports/WU/SurveyStatus\\_PriorThreeYears](https://www3.twdb.texas.gov/apps/reports/WU/SurveyStatus_PriorThreeYears)

Applicant has submitted all required TWDB surveys of groundwater and surface water?  
**Yes / No** \_\_\_\_\_

**6. SIGNATURE PAGE (Instructions, Page. 11)**

Applicant:

I, Renee Collins, Senior Director - Environmental Services  
(Typed or printed name) (Title)

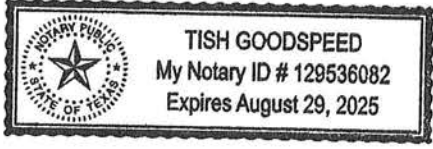
certify under penalty of law that this document and all attachments were prepared under my direction or supervision in accordance with a system designed to assure that qualified personnel properly gather and evaluate the information submitted. Based on my inquiry of the person or persons who manage the system, or those persons directly responsible for gathering the information, the information submitted is, to the best of my knowledge and belief, true, accurate, and complete. I am aware there are significant penalties for submitting false information, including the possibility of fine and imprisonment for knowing violations.

I further certify that I am authorized under Title 30 Texas Administrative Code §295.14 to sign and submit this document and I have submitted written evidence of my signature authority.

Signature: *Renee Collins* Date: 12/4/2023  
(Use blue ink)

Subscribed and Sworn to before me by the said  
on this 4th day of December, 2023.  
My commission expires on the 29th day of August, 2025.

*Tish Goodspeed*  
Notary Public  
Dallas  
County, Texas



[SEAL]

***If the Application includes Co-Applicants, each Applicant and Co-Applicant must submit an original, separate signature page***





Vistra Corp.  
6555 Sierra Drive  
Irving, TX 75039  
O 214-875-8996

Texas Commission on Environmental Quality  
12100 Park 35 Circle  
Austin, Texas 78753

**Re: Delegation of Administrative Authority for Vistra Corp.**

This letter confirms the signatory authority for environmental matters related to the subsidiary entities of Vistra Operations Company LLC, which is a subsidiary of Vistra Corp.

Vistra Operations Company LLC hereby authorizes Renee Collins, Senior Director – Environmental Services, to act in the following capacities as it relates to administrative issues related to the below listed subsidiaries: Authorized Responsible Official and Alternate Designated Representative; as well, Ms. Collins has signatory authority for all air, water and waste permitting activities, and for water rights and water quality regulatory submissions. Those subsidiaries for which Ms. Collins has signatory authority are: Luminant Mining Company LLC, Luminant Generation Company LLC, La Frontera Holdings, LLC, Sandow Power Company LLC, Oak Grove Management Company LLC, Coletto Creek Power, LLC, Brightside Solar, LLC, Emerald Grove, LLC, and Core Solar SPV I, LLC.

Vistra Operations Company LLC hereby authorizes Renee Collins, Senior Director – Environmental Services, to act in the following capacities as it relates to administrative issues related to the below listed Vistra Corp. subsidiaries: Duly Authorized Representative and Alternate Designated Representative; as well, Ms. Collins has signatory authority for all air, water and waste permitting activities, and for water rights and water quality regulatory submissions. Those subsidiaries for which Ms. Collins has signatory authority are: Ennis Power Company LLC, Hays Energy, LLC and Midlothian Energy, LLC.

Vistra Operations Company LLC hereby authorizes Renee Collins, Senior Director – Environmental Services, to act in the following capacities as it relates to administrative issues related to the below listed Vistra Corp. subsidiaries: Alternate Designated Representative; as well, Ms. Collins has signatory authority for all air, water and waste permitting activities, and for water rights and water quality regulatory submissions. Those subsidiaries for which Ms. Collins has signatory authority are: Wise County Power Company, LLC.

This delegation of authority is effective as of April 22, 2022, supersedes all previous delegations for this responsibility, and is valid until revoked or revised by Vistra Operations Company LLC.

*I, Barry Boswell, being Executive Vice President—Generation Operations and Services of Vistra Operations Company LLC, the parent company to each of the above listed entities, and designee in charge of business functions, policy or decision-making functions for solar, battery, and fossil operations, hereby delegate authority, as detailed herein, to Renee Collins, Senior Director – Environmental Services.*

Signature

Date

4/26/2022

cc: David Mitchell – Senior Counsel

# TECHNICAL INFORMATION REPORT

## WATER RIGHTS PERMITTING

This Report is required for applications for new or amended water rights. Based on the Applicant's responses below, Applicants are directed to submit additional Worksheets (provided herein). A completed Administrative Information Report is also required for each application.

**Applicants are REQUIRED to schedule a pre-application meeting with TCEQ Permitting Staff to discuss Applicant's needs and to confirm information necessary for an application prior to submitting such application. Please contact the Water Availability Division at (512) 239-4600 or [WRPT@tceq.texas.gov](mailto:WRPT@tceq.texas.gov) to schedule a meeting.**

Date of pre-application meeting: 2/21/2023

### I. New or Additional Appropriations of State Water. Texas Water Code (TWC) § 11.121 (Instructions, Page. 12)

**State Water is:** *The water of the ordinary flow, underflow, and tides of every flowing river, natural stream, and lake, and of every bay or arm of the Gulf of Mexico, and the storm water, floodwater, and rainwater of every river, natural stream, canyon, ravine, depression, and watershed in the state. TWC § 11.021.*

- a. Applicant requests a new appropriation (diversion or impoundment) of State Water? Y / N Y
- b. Applicant requests an amendment to an existing water right requesting an increase in the appropriation of State Water or an increase of the overall or maximum combined diversion rate? Y / N N (If yes, indicate the Certificate or Permit number: \_\_\_\_\_)

*If Applicant answered yes to (a) or (b) above, does Applicant also wish to be considered for a term permit pursuant to TWC § 11.1381? Y / N*    

- c. Applicant requests to extend an existing Term authorization or to make the right permanent? Y / N \_\_\_\_\_ (If yes, indicate the Term Certificate or Permit number: \_\_\_\_\_)

*If Applicant answered yes to (a), (b) or (c), the following worksheets and documents are required:*

- **Worksheet 1.0 - Quantity, Purpose, and Place of Use Information Worksheet**
- **Worksheet 2.0 - Impoundment/Dam Information Worksheet** (submit one worksheet for each impoundment or reservoir requested in the application)
- **Worksheet 3.0 - Diversion Point Information Worksheet** (submit one worksheet for each diversion point and/or one worksheet for the upstream limit and one worksheet for the downstream limit of each diversion reach requested in the application)
- **Worksheet 5.0 - Environmental Information Worksheet**
- **Worksheet 6.0 - Water Conservation Information Worksheet**
- **Worksheet 7.0 - Accounting Plan Information Worksheet**
- **Worksheet 8.0 - Calculation of Fees**
- **Fees calculated on Worksheet 8.0 - see instructions Page. 34.**
- **Maps - See instructions Page. 15.**
- **Photographs - See instructions Page. 30.**

*Additionally, if Applicant wishes to submit an alternate source of water for the project/authorization, see Section 3, Page 3 for Bed and Banks Authorizations (Alternate sources may include groundwater, imported water, contract water or other sources).*

**Additional Documents and Worksheets may be required (see within).**

**2. Amendments to Water Rights. TWC § 11.122 (Instructions, Page. 12)**

This section should be completed if Applicant owns an existing water right and Applicant requests to amend the water right. *If Applicant is not currently the Owner of Record in the TCEQ Records, Applicant must submit a Change of Ownership Application (TCEQ-10204) prior to submitting the amendment Application or provide consent from the current owner to make the requested amendment. If the application does not contain consent from the current owner to make the requested amendment, TCEQ will not begin processing the amendment application until the Change of Ownership has been completed and will consider the Received Date for the application to be the date the Change of Ownership is completed. See instructions page. 6.*

Water Right (Certificate or Permit) number you are requesting to amend: \_\_\_\_\_

Applicant requests to sever and combine existing water rights from one or more Permits or Certificates into another Permit or Certificate? Y / N \_\_\_\_\_ (if yes, complete chart below):

List of water rights to sever	Combine into this ONE water right

- a. Applicant requests an amendment to an existing water right to increase the amount of the appropriation of State Water (diversion and/or impoundment)? Y / N \_\_\_\_\_

*If yes, application is a new appropriation for the increased amount, complete Section 1 of this Report (PAGE. 1) regarding New or Additional Appropriations of State Water.*

- b. Applicant requests to amend existing Term authorization to extend the term or make the water right permanent (remove conditions restricting water right to a term of years)? Y / N \_\_\_\_\_

*If yes, application is a new appropriation for the entire amount, complete Section 1 of this Report (PAGE. 1) regarding New or Additional Appropriations of State Water.*

- c. Applicant requests an amendment to change the purpose or place of use or to add an additional purpose or place of use to an existing Permit or Certificate? Y / N \_\_\_\_\_

*If yes, submit:*

- **Worksheet 1.0 - Quantity, Purpose, and Place of Use Information Worksheet**
- **Worksheet 1.2 - Notice: "Marshall Criteria"**

- d. Applicant requests to change: diversion point(s); or reach(es); or diversion rate? Y / N \_\_\_\_\_

*If yes, submit:*

- **Worksheet 3.0 - Diversion Point Information Worksheet** (submit one worksheet for each diversion point or one worksheet for the upstream limit and one worksheet for the downstream limit of each diversion reach)
- **Worksheet 5.0 - Environmental Information** (Required for any new diversion points that are not already authorized in a water right)

- e. Applicant requests amendment to add or modify an impoundment, reservoir, or dam? Y / N \_\_\_\_\_

*If yes, submit: Worksheet 2.0 - Impoundment/Dam Information Worksheet* (submit one worksheet for each impoundment or reservoir)

- f. Other - Applicant requests to change any provision of an authorization not mentioned above? Y / N \_\_\_\_\_ *If yes, call the Water Availability Division at (512) 239-4600 to discuss.*

**Additionally, all amendments require:**

- **Worksheet 8.0 – Calculation of Fees; and Fees calculated – see instructions Page. 34**
- **Maps – See instructions Page. 15.**
- **Additional Documents and Worksheets may be required (see within).**

**3. Bed and Banks. TWC § 11.042 (Instructions, Page 13)**

- a. Pursuant to contract, Applicant requests authorization to convey, stored or conserved water to the place of use or diversion point of purchaser(s) using the bed and banks of a watercourse? TWC § 11.042(a). Y/N \_\_\_\_\_

*If yes, submit a signed copy of the Water Supply Contract pursuant to 30 TAC §§ 295.101 and 297.101. Further, if the underlying Permit or Authorization upon which the Contract is based does not authorize Purchaser's requested Quantity, Purpose or Place of Use, or Purchaser's diversion point(s), then either:*

- 1. Purchaser must submit the worksheets required under Section 1 above with the Contract Water identified as an alternate source; or*
- 2. Seller must amend its underlying water right under Section 2.*

- b. Applicant requests to convey water imported into the state from a source located wholly outside the state using the bed and banks of a watercourse? TWC § 11.042(a-1). Y / N \_\_\_\_\_

*If yes, submit worksheets 1.0, 2.0, 3.0, 4.0, 5.0, 7.0, 8.0, Maps and fees from the list below.*

- c. Applicant requests to convey Applicant's own return flows derived from privately owned groundwater using the bed and banks of a watercourse? TWC § 11.042(b). Y / N \_\_\_\_\_

*If yes, submit worksheets 1.0, 2.0, 3.0, 4.0, 5.0, 7.0, 8.0, Maps, and fees from the list below.*

- d. Applicant requests to convey Applicant's own return flows derived from surface water using the bed and banks of a watercourse? TWC § 11.042(c). Y / N \_\_\_\_\_

*If yes, submit worksheets 1.0, 2.0, 3.0, 4.0, 5.0, 6.0, 7.0, 8.0, Maps, and fees from the list below.*

***\*Please note, if Applicant requests the reuse of return flows belonging to others, the Applicant will need to submit the worksheets and documents under Section 1 above, as the application will be treated as a new appropriation subject to termination upon direct or indirect reuse by the return flow discharger/owner.***

- e. Applicant requests to convey water from any other source, other than (a)-(d) above, using the bed and banks of a watercourse? TWC § 11.042(c). Y / N \_\_\_\_\_

*If yes, submit worksheets 1.0, 2.0, 3.0, 4.0, 5.0, 7.0, 8.0, Maps, and fees from the list below.*

*Worksheets and information:*

- **Worksheet 1.0 – Quantity, Purpose, and Place of Use Information Worksheet**
- **Worksheet 2.0 - Impoundment/Dam Information Worksheet** (submit one worksheet for each impoundment or reservoir owned by the applicant through which water will be conveyed or diverted)
- **Worksheet 3.0 - Diversion Point Information Worksheet** (submit one worksheet for the downstream limit of each diversion reach for the proposed conveyances)

- **Worksheet 4.0 – Discharge Information Worksheet** (for each discharge point)
- **Worksheet 5.0 – Environmental Information Worksheet**
- **Worksheet 6.0 – Water Conservation Information Worksheet**
- **Worksheet 7.0 – Accounting Plan Information Worksheet**
- **Worksheet 8.0 – Calculation of Fees; and Fees calculated – see instructions Page. 34**
- **Maps – See instructions Page. 15.**
- **Additional Documents and Worksheets may be required (see within).**

**4. General Information, Response Required for all Water Right Applications (Instructions, Page 15)**

- a. Provide information describing how this application addresses a water supply need in a manner that is consistent with the state water plan or the applicable approved regional water plan for any area in which the proposed appropriation is located or, in the alternative, describe conditions that warrant a waiver of this requirement (*not required for applications to use groundwater-based return flows*). Include citations or page numbers for the State and Regional Water Plans, if applicable. Provide the information in the space below or submit a supplemental sheet entitled “Addendum Regarding the State and Regional Water Plans”:

The pond is located in Titus county and in TWDB’s Region D. The impoundment of water in small ponds for the purposes of domestic, livestock, and recreational uses is not inconsistent with the plan.

- b. Did the Applicant perform its own Water Availability Analysis? Y / N Y

*If the Applicant performed its own Water Availability Analysis, provide electronic copies of any modeling files and reports.*

- c. Does the application include required Maps? (Instructions Page. 15) Y / N Y

# WORKSHEET 1.0

## Quantity, Purpose and Place of Use

### 1. New Authorizations (Instructions, Page. 16)

Submit the following information regarding quantity, purpose and place of use for requests for new or additional appropriations of State Water or Bed and Banks authorizations:

Quantity (acre- feet) <i>(Include losses for Bed and Banks)</i>	State Water Source (River Basin) or Alternate Source <i>*each alternate source (and new appropriation based on return flows of others) also requires completion of Worksheet 4.0</i>	Purpose(s) of Use	Place(s) of Use <i>*requests to move state water out of basin also require completion of Worksheet 1.1 Interbasin Transfer</i>
314.1	Unnamed tributary Dragoo Creek	Domestic, Livestock, Recreation	Titus County

314.1 \_\_\_\_\_ Total amount of water (in acre-feet) to be used annually (*include losses for Bed and Banks applications*)

If the Purpose of Use is Agricultural/Irrigation for any amount of water, provide:

a. Location Information Regarding the Lands to be Irrigated

- i) Applicant proposes to irrigate a total of \_\_\_\_\_ acres in any one year. This acreage is all of or part of a larger tract(s) which is described in a supplement attached to this application and contains a total of \_\_\_\_\_ acres in \_\_\_\_\_ County, TX.
- ii) Location of land to be irrigated: In the \_\_\_\_\_ Original Survey No. \_\_\_\_\_, Abstract No. \_\_\_\_\_.

***A copy of the deed(s) or other acceptable instrument describing the overall tract(s) with the recording information from the county records must be submitted. Applicant's name must match deeds.***

***If the Applicant is not currently the sole owner of the lands to be irrigated, Applicant must submit documentation evidencing consent or other documentation supporting Applicant's right to use the land described.***

***Water Rights for Irrigation may be appurtenant to the land irrigated and convey with the land unless reserved in the conveyance. 30 TAC § 297.81.***

**2. Amendments - Purpose or Place of Use (Instructions, Page. 12)**

- a. Complete this section for each requested amendment changing, adding, or removing Purpose(s) or Place(s) of Use, complete the following:

Quantity (acre-feet)	Existing Purpose(s) of Use	Proposed Purpose(s) of Use*	Existing Place(s) of Use	Proposed Place(s) of Use**

*\*If the request is to add additional purpose(s) of use, include the existing and new purposes of use under "Proposed Purpose(s) of Use."*

*\*\*If the request is to add additional place(s) of use, include the existing and new places of use under "Proposed Place(s) of Use."*

*Changes to the purpose of use in the Rio Grande Basin may require conversion. 30 TAC § 303.43.*

- b. For any request which adds Agricultural purpose of use or changes the place of use for Agricultural rights, provide the following location information regarding the lands to be irrigated:
- i. Applicant proposes to irrigate a total of \_\_\_\_\_ acres in any one year. This acreage is all of or part of a larger tract(s) which is described in a supplement attached to this application and contains a total of \_\_\_\_\_ acres in \_\_\_\_\_ County, TX.
  - ii. Location of land to be irrigated: In the \_\_\_\_\_ Original Survey No. \_\_\_\_\_, Abstract No. \_\_\_\_\_.

***A copy of the deed(s) describing the overall tract(s) with the recording information from the county records must be submitted. Applicant's name must match deeds. If the Applicant is not currently the sole owner of the lands to be irrigated, Applicant must submit documentation evidencing consent or other legal right for Applicant to use the land described.***

***Water Rights for Irrigation may be appurtenant to the land irrigated and convey with the land unless reserved in the conveyance. 30 TAC § 297.81.***

- c. Submit Worksheet 1.1, Interbasin Transfers, for any request to change the place of use which moves State Water to another river basin.
- d. See Worksheet 1.2, Marshall Criteria, and submit if required.
- e. See Worksheet 6.0, Water Conservation/Drought Contingency, and submit if required.

## WORKSHEET 1.1 INTERBASIN TRANSFERS, TWC § 11.085

Submit this worksheet for an application for a new or amended water right which requests to transfer State Water from its river basin of origin to use in a different river basin. A river basin is defined and designated by the Texas Water Development Board by rule pursuant to TWC § 16.051.

Applicant requests to transfer State Water to another river basin within the State? Y / N \_\_\_\_\_

### 1. Interbasin Transfer Request (Instructions, Page. 20)

- a. Provide the Basin of Origin. \_\_\_\_\_
- b. Provide the quantity of water to be transferred (acre-feet). \_\_\_\_\_
- c. Provide the Basin(s) and count(y/ies) where use will occur in the space below:  
\_\_\_\_\_

### 2. Exemptions (Instructions, Page. 20), TWC § 11.085(v)

Certain interbasin transfers are exempt from further requirements. Answer the following:

- a. The proposed transfer, which in combination with any existing transfers, totals less than 3,000 acre-feet of water per annum from the same water right. Y/N\_\_
- b. The proposed transfer is from a basin to an adjoining coastal basin? Y/N\_\_
- c. The proposed transfer from the part of the geographic area of a county or municipality, or the part of the retail service area of a retail public utility as defined by Section 13.002, that is within the basin of origin for use in that part of the geographic area of the county or municipality, or that contiguous part of the retail service area of the utility, not within the basin of origin? Y/N\_\_
- d. The proposed transfer is for water that is imported from a source located wholly outside the boundaries of Texas, except water that is imported from a source located in the United Mexican States? Y/N\_\_

### 3. Interbasin Transfer Requirements (Instructions, Page. 20)

For each Interbasin Transfer request that is not exempt under any of the exemptions listed above Section 2, provide the following information in a supplemental attachment titled "Addendum to Worksheet 1.1, Interbasin Transfer":

- a. the contract price of the water to be transferred (if applicable) (also include a copy of the contract or adopted rate for contract water);
- b. a statement of each general category of proposed use of the water to be transferred and a detailed description of the proposed uses and users under each category;
- c. the cost of diverting, conveying, distributing, and supplying the water to, and treating the water for, the proposed users (example - expert plans and/or reports documents may be provided to show the cost);



- d. describe the need for the water in the basin of origin and in the proposed receiving basin based on the period for which the water supply is requested, but not to exceed 50 years (the need can be identified in the most recently approved regional water plans. The state and regional water plans are available for download at this website: (<http://www.twdb.texas.gov/waterplanning/swp/index.asp>);
- e. address the factors identified in the applicable most recently approved regional water plans which address the following:
- (i) the availability of feasible and practicable alternative supplies in the receiving basin to the water proposed for transfer;
  - (ii) the amount and purposes of use in the receiving basin for which water is needed;
  - (iii) proposed methods and efforts by the receiving basin to avoid waste and implement water conservation and drought contingency measures;
  - (iv) proposed methods and efforts by the receiving basin to put the water proposed for transfer to beneficial use;
  - (v) the projected economic impact that is reasonably expected to occur in each basin as a result of the transfer; and
  - (vi) the projected impacts of the proposed transfer that are reasonably expected to occur on existing water rights, instream uses, water quality, aquatic and riparian habitat, and bays and estuaries that must be assessed under Sections 11.147, 11.150, and 11.152 in each basin (*if applicable*). If the water sought to be transferred is currently authorized to be used under an existing permit, certified filing, or certificate of adjudication, such impacts shall only be considered in relation to that portion of the permit, certified filing, or certificate of adjudication proposed for transfer and shall be based on historical uses of the permit, certified filing, or certificate of adjudication for which amendment is sought;
- f. proposed mitigation or compensation, if any, to the basin of origin by the applicant; and
- g. the continued need to use the water for the purposes authorized under the existing Permit, Certified Filing, or Certificate of Adjudication, if an amendment to an existing water right is sought.

## WORKSHEET 1.2

### NOTICE. “THE MARSHALL CRITERIA”

This worksheet assists the Commission in determining notice required for certain **amendments** that do not already have a specific notice requirement in a rule for that type of amendment, and *that do not change the amount of water to be taken or the diversion rate*. The worksheet provides information that Applicant **is required** to submit for amendments such as certain amendments to special conditions or changes to off-channel storage. These criteria address whether the proposed amendment will impact other water right holders or the on- stream environment beyond and irrespective of the fact that the water right can be used to its full authorized amount.

*This worksheet is **not required for Applications in the Rio Grande Basin** requesting changes in the purpose of use, rate of diversion, point of diversion, and place of use for water rights held in and transferred within and between the mainstems of the Lower Rio Grande, Middle Rio Grande, and Amistad Reservoir. See 30 TAC § 303.42.*

*This worksheet is **not required for amendments which are only changing or adding diversion points, or request only a bed and banks authorization or an IBT authorization**. However, Applicants may wish to submit the Marshall Criteria to ensure that the administrative record includes information supporting each of these criteria*

#### 1. The “Marshall Criteria” (Instructions, Page. 21)

Submit responses on a supplemental attachment titled “Marshall Criteria” in a manner that conforms to the paragraphs (a) - (g) below:

- a. Administrative Requirements and Fees. Confirm whether application meets the administrative requirements for an amendment to a water use permit pursuant to TWC Chapter 11 and Title 30 Texas Administrative Code (TAC) Chapters 281, 295, and 297. An amendment application should include, but is not limited to, a sworn application, maps, completed conservation plan, fees, etc.
- b. Beneficial Use. Discuss how proposed amendment is a beneficial use of the water as defined in TWC § 11.002 and listed in TWC § 11.023. Identify the specific proposed use of the water (e.g., road construction, hydrostatic testing, etc.) for which the amendment is requested.
- c. Public Welfare. Explain how proposed amendment is not detrimental to the public welfare. Consider any public welfare matters that might be relevant to a decision on the application. Examples could include concerns related to the well-being of humans and the environment.
- d. Groundwater Effects. Discuss effects of proposed amendment on groundwater or groundwater recharge.

- e. State Water Plan. Describe how proposed amendment addresses a water supply need in a manner that is consistent with the state water plan or the applicable approved regional water plan for any area in which the proposed appropriation is located or, in the alternative, describe conditions that warrant a waiver of this requirement. The state and regional water plans are available for download at:  
<http://www.twdb.texas.gov/waterplanning/swp/index.asp>.
- f. Waste Avoidance. Provide evidence that reasonable diligence will be used to avoid waste and achieve water conservation as defined in TWC § 11.002. Examples of evidence could include, but are not limited to, a water conservation plan or, if required, a drought contingency plan, meeting the requirements of 30 TAC Chapter 288.
- g. Impacts on Water Rights or On-stream Environment. Explain how the proposed amendment will not impact other water right holders or the on-stream environment beyond and irrespective of the fact that the water right can be used to its full authorized amount.

## WORKSHEET 2.0 Impoundment/Dam Information

This worksheet **is required** for any impoundment, reservoir and/or dam. Submit an additional Worksheet 2.0 for each impoundment or reservoir requested in this application.

*If there is more than one structure, the numbering/naming of structures should be consistent throughout the application and on any supplemental documents (e.g., maps).*

### 1. Storage Information (Instructions, Page. 21)

- a. Official USGS name of reservoir, if applicable: NA
- b. Provide amount of water (in acre-feet) impounded by structure at normal maximum operating level: 314.1.
- c. The impoundment is on-channel x or off-channel \_\_\_\_\_ (mark one)
- i. Applicant has verified on-channel or off-channel determination by contacting Surface Water Availability Team at (512) 239-4600? Y / N<sup>N</sup>
  - ii. If on-channel, will the structure have the ability to pass all State Water inflows that Applicant does not have authorization to impound? Y / N
- d. Is the impoundment structure already constructed? Y / N<sup>Y</sup>
- i. For already constructed **on-channel** structures:
    1. Date of Construction: 2001
    2. Was it constructed to be an exempt structure under TWC § 11.142? Y / N<sup>N</sup>
      - a. If Yes, is Applicant requesting to proceed under TWC § 11.143? Y / N<sup>N</sup>
      - b. If No, has the structure been issued a notice of violation by TCEQ? Y / N<sup>N</sup>
    3. Is it a U.S. Natural Resources Conservation Service (NRCS) (formerly Soil Conservation Service (SCS)) floodwater-retarding structure? Y / N<sup>N</sup>
      - a. If yes, provide the Site No. NA and watershed project name NA;
      - b. Authorization to close "ports" in the service spillway requested? Y / N<sup>N</sup>
  - ii. For **any** proposed new structures or modifications to structures:
    1. Applicant **must** contact TCEQ Dam Safety Section at (512) 239-0326, *prior to submitting an Application*. Applicant has contacted the TCEQ Dam Safety Section regarding the submission requirements of 30 TAC, Ch. 299? Y / N  
Provide the date and the name of the Staff Person \_\_\_\_\_
    2. As a result of Applicant's consultation with the TCEQ Dam Safety Section, TCEQ has confirmed that:
      - a. No additional dam safety documents required with the Application. Y / N
      - b. Plans (with engineer's seal) for the structure required. Y / N
      - c. Engineer's signed and sealed hazard classification required. Y / N
      - d. Engineer's statement that structure complies with 30 TAC, Ch. 299 Rules required. Y / N

3. Applicants **shall** give notice by certified mail to each member of the governing body of each county and municipality in which the reservoir, or any part of the reservoir to be constructed, will be located. (30 TAC § 295.42). Applicant must submit a copy of all the notices and certified mailing cards with this Application. Notices and cards are included? **Y / N**\_\_\_\_\_
- iii. Additional information required for **on-channel** storage:
1. Surface area (in acres) of on-channel reservoir at normal maximum operating level: 7.72.
  2. Based on the Application information provided, Staff will calculate the drainage area above the on-channel dam or reservoir. If Applicant wishes to also calculate the drainage area they may do so at their option. Applicant has calculated the drainage area. **Y/N**Y  
If yes, the drainage area is 0.8956 sq. miles.  
*(If assistance is needed, call the Surface Water Availability Team prior to submitting the application, (512) 239-4600).*

## 2. Structure Location (Instructions, Page. 23)

- a. On Watercourse (if on-channel) (USGS name): Unnamed tributary of Dragoo Creek
- b. Zip Code: 75455
- c. In the J. H. Mitchell survey \_\_\_\_\_ Original Survey No. \_\_\_\_\_, Abstract No. 376,  
Titus County, Texas.

***\* A copy of the deed(s) with the recording information from the county records must be submitted describing the tract(s) that include the structure and all lands to be inundated.***

***\*\*If the Applicant is not currently the sole owner of the land on which the structure is or will be built and sole owner of all lands to be inundated, Applicant must submit documentation evidencing consent or other documentation supporting Applicant's right to use the land described.***

- d. A point on the centerline of the dam (on-channel) or anywhere within the impoundment (off-channel) is:

Latitude 33.156072 °N, Longitude 95.051355 °W.

***\*Provide Latitude and Longitude coordinates in decimal degrees to at least six decimal places***

- i. Indicate the method used to calculate the location (examples: Handheld GPS Device, GIS, Mapping Program): GIS
- ii. Map submitted which clearly identifies the Impoundment, dam (where applicable), and the lands to be inundated. See instructions Page. 15. **Y / N**Y

## WORKSHEET 3.0 DIVERSION POINT (OR DIVERSION REACH) INFORMATION

This worksheet **is required** for each diversion point or diversion reach. Submit one Worksheet 3.0 for **each** diversion point and two Worksheets for **each** diversion reach (one for the upstream limit and one for the downstream limit of each diversion reach).

*The numbering of any points or reach limits should be consistent throughout the application and on supplemental documents (e.g., maps).*

### 1. Diversion Information (Instructions, Page. 24)

- a. This Worksheet is to add new (select 1 of 3 below):
  - 1. \_\_\_ Diversion Point No.
  - 2. \_\_\_ Upstream Limit of Diversion Reach No.
  - 3. \_\_\_ Downstream Limit of Diversion Reach No.
- b. Maximum Rate of Diversion for **this new point** \_\_\_\_\_ cfs (cubic feet per second) or \_\_\_\_\_ gpm (gallons per minute)
- c. Does this point share a diversion rate with other points? **Y / N** \_\_\_\_\_  
*If yes, submit Maximum **Combined** Rate of Diversion for all points/reaches* \_\_\_\_\_ cfs or \_\_\_\_\_ gpm
- d. For amendments, is Applicant seeking to increase combined diversion rate? **Y / N** \_\_\_\_\_

*\*\* An increase in diversion rate is considered a new appropriation and would require completion of Section 1, New or Additional Appropriation of State Water.*

- e. Check (✓) the appropriate box to indicate diversion location and indicate whether the diversion location is existing or proposed):

Check one		Write: Existing or Proposed
<input type="checkbox"/>	Directly from stream	
<input type="checkbox"/>	From an on-channel reservoir	
<input type="checkbox"/>	From a stream to an on-channel reservoir	
<input type="checkbox"/>	Other method (explain fully, use additional sheets if necessary)	

- f. Based on the Application information provided, Staff will calculate the drainage area above the diversion point (or reach limit). If Applicant wishes to also calculate the drainage area, you may do so at their option.

Applicant has calculated the drainage area. **Y / N** \_\_\_\_\_

If yes, the drainage area is \_\_\_\_\_ sq. miles.  
*(If assistance is needed, call the Surface Water Availability Team at (512) 239-4600, prior to submitting application)*

## 2. Diversion Location (Instructions, Page 25)

- a. On watercourse (USGS name): \_\_\_\_\_
- b. Zip Code: \_\_\_\_\_
- c. Location of point: In the \_\_\_\_\_ Original Survey No. \_\_\_\_\_, Abstract No. \_\_\_\_\_, \_\_\_\_\_ County, Texas.

***A copy of the deed(s) with the recording information from the county records must be submitted describing tract(s) that include the diversion structure.***

***For diversion reaches, the Commission cannot grant an Applicant access to property that the Applicant does not own or have consent or a legal right to access, the Applicant will be required to provide deeds, or consent, or other documents supporting a legal right to use the specific points when specific diversion points within the reach are utilized. Other documents may include, but are not limited to a recorded easement, a land lease, a contract, or a citation to the Applicant's right to exercise eminent domain to acquire access.***

- d. Point is at:  
Latitude \_\_\_\_\_°N, Longitude \_\_\_\_\_°W.  
***Provide Latitude and Longitude coordinates in decimal degrees to at least six decimal places***
- e. Indicate the method used to calculate the location (examples: Handheld GPS Device, GIS, Mapping Program): \_\_\_\_\_
- f. Map submitted must clearly identify each diversion point and/or reach. See instructions Page. 15.
- g. If the Plan of Diversion is complicated and not readily discernable from looking at the map, attach additional sheets that fully explain the plan of diversion.

## WORKSHEET 4.0 DISCHARGE INFORMATION

This worksheet required for any requested authorization to discharge water into a State Watercourse for conveyance and later withdrawal or in-place use. Worksheet 4.1 is also required for each Discharge point location requested. **Instructions Page. 26. Applicant is responsible for obtaining any separate water quality authorizations which may be required and for insuring compliance with TWC, Chapter 26 or any other applicable law.**

- a. The purpose of use for the water being discharged will be\_\_\_\_\_.
- b. Provide the amount of water that will be lost to transportation, evaporation, seepage, channel or other associated carriage losses\_\_\_\_\_(% or amount) and explain the method of calculation:\_\_\_\_\_
- c. Is the source of the discharged water return flows? **Y / N**\_\_\_\_\_. If yes, provide the following information:
  - 1. The TPDES Permit Number(s).\_\_\_\_\_ (attach a copy of the **current** TPDES permit(s))
  - 2. Applicant is the owner/holder of each TPDES permit listed above? **Y / N**\_\_\_\_\_

*PLEASE NOTE: If Applicant is not the discharger of the return flows, or the Applicant is not the water right owner of the underlying surface water right, or the Applicant does not have a contract with the discharger, the application should be submitted under Section 1, New or Additional Appropriation of State Water, as a request for a new appropriation of state water. If Applicant is the discharger, the surface water right holder, or the contract holder, then the application should be submitted under Section 3, Bed and Banks.*

- 3. Monthly WWTP discharge data for the past 5 years in electronic format. (Attach and label as "Supplement to Worksheet 4.0").
- 4. The percentage of return flows from groundwater\_\_\_\_\_, surface water\_\_\_\_\_?
- 5. If any percentage is surface water, provide the base water right number(s)\_\_\_\_\_.
- d. Is the source of the water being discharged groundwater? **Y / N**\_\_\_\_\_. If yes, provide the following information:
  - 1. Source aquifer(s) from which water will be pumped:\_\_\_\_\_
  - 2. If the well has not been constructed, provide production information for wells in the same aquifer in the area of the application. See <http://www.twdb.texas.gov/groundwater/data/gwdbbrpt.asp>. Additionally, provide well numbers or identifiers\_\_\_\_\_.
  - 3. Indicate how the groundwater will be conveyed to the stream or reservoir.
  - 4. A copy of the groundwater well permit if it is located in a Groundwater Conservation District (GCD) or evidence that a groundwater well permit is not required.

di. Is the source of the water being discharged a surface water supply contract? **Y / N**\_\_\_\_\_. If yes, provide the signed contract(s).

dii. Identify any other source of the water\_\_\_\_\_



## WORKSHEET 4.1 DISCHARGE POINT INFORMATION

This worksheet is required for **each** discharge point. Submit one Worksheet 4.1 for each discharge point. If there is more than one discharge point, the numbering of the points should be consistent throughout the application and on any supplemental documents (e.g., maps).  
**Instructions, Page 27.**

**For water discharged at this location provide:**

- a. The amount of water that will be discharged at this point is \_\_\_\_\_ acre-feet per year. The discharged amount should include the amount needed for use and to compensate for any losses.
- b. Water will be discharged at this point at a maximum rate of \_\_\_\_\_ cfs or \_\_\_\_\_ gpm.
- c. Name of Watercourse as shown on Official USGS maps: \_\_\_\_\_
- d. Zip Code \_\_\_\_\_
- e. Location of point: In the \_\_\_\_\_ Original Survey No. \_\_\_\_\_, Abstract No. \_\_\_\_\_, \_\_\_\_\_ County, Texas.
- f. Point is at:  
Latitude \_\_\_\_\_°N, Longitude \_\_\_\_\_°W.  
*\*Provide Latitude and Longitude coordinates in decimal degrees to at least six decimal places*
- g. Indicate the method used to calculate the discharge point location (examples: Handheld GPS Device, GIS, Mapping Program): \_\_\_\_\_

**Map submitted must clearly identify each discharge point. See instructions Page. 15.**

# WORKSHEET 5.0

## ENVIRONMENTAL INFORMATION

### 1. Impingement and Entrainment

This section is required for any new diversion point that is not already authorized. Indicate the measures the applicant will take to avoid impingement and entrainment of aquatic organisms (ex. Screens on any new diversion structure that is not already authorized in a water right). **Instructions, Page 28.**

### 2. New Appropriations of Water (Canadian, Red, Sulphur, and Cypress Creek Basins only) and Changes in Diversion Point(s)

This section is required for new appropriations of water in the Canadian, Red, Sulphur, and Cypress Creek Basins and in all basins for requests to change a diversion point. **Instructions, Page 30.**

Description of the Water Body at each Diversion Point or Dam Location. (Provide an Environmental Information Sheet for each location),

a. Identify the appropriate description of the water body.

Stream

Reservoir

Average depth of the entire water body, in feet: 40.69

Other, specify: \_\_\_\_\_

b. Flow characteristics

If a stream, was checked above, provide the following. For new diversion locations, check one of the following that best characterize the area downstream of the diversion (check one).

Intermittent - dry for at least one week during most years

Intermittent with Perennial Pools - enduring pools

Perennial - normally flowing

Check the method used to characterize the area downstream of the new diversion location.

USGS flow records

Historical observation by adjacent landowners

Personal observation

Other, specify: WAM estimate

c. Waterbody aesthetics

Check one of the following that best describes the aesthetics of the stream segments affected by the application and the area surrounding those stream segments.

Wilderness: outstanding natural beauty; usually wooded or unpastured area; water clarity exceptional

Natural Area: trees and/or native vegetation common; some development evident (from fields, pastures, dwellings); water clarity discolored

Common Setting: not offensive; developed but uncluttered; water may be colored or turbid

Offensive: stream does not enhance aesthetics; cluttered; highly developed; dumping areas; water discolored

d. Waterbody Recreational Uses

Are there any known recreational uses of the stream segments affected by the application?

Primary contact recreation (swimming or direct contact with water)

Secondary contact recreation (fishing, canoeing, or limited contact with water)

Non-contact recreation

e. Submit the following information in a Supplemental Attachment, labeled Addendum to Worksheet 5.0:

1. Photographs of the stream at the diversion point or dam location. Photographs should be in color and show the proposed point or reservoir and upstream and downstream views of the stream, including riparian vegetation along the banks. Include a description of each photograph and reference the photograph to the maps submitted with the application indicating the location of the photograph and the direction of the shot.
2. If the application includes a proposed reservoir, also include:
  - i. A brief description of the area that will be inundated by the reservoir.
  - ii. If a United States Army Corps of Engineers (USACE) 404 permit is required, provide the project number and USACE project manager.
  - iii. A description of how any impacts to wetland habitat, if any, will be mitigated if the reservoir is greater than 5,000 acre-feet.

### 3. Alternate Sources of Water and/or Bed and Banks Applications

This section is required for applications using an alternate source of water and bed and banks applications in any basins. **Instructions, page 31.**

a. For all bed and banks applications:

- i. Submit an assessment of the adequacy of the quantity and quality of flows remaining after the proposed diversion to meet instream uses and bay and estuary freshwater inflow requirements.

b. For all alternate source applications:

- i. If the alternate source is treated return flows, provide the TPDES permit number\_\_\_\_\_
- ii. If groundwater is the alternate source, or groundwater or other surface water will be discharged into a watercourse provide:  
Reasonably current water chemistry information including but not limited to the following parameters in the table below. Additional parameters may be requested if there is a specific water quality concern associated with the aquifer from which water is withdrawn. If data for onsite wells are unavailable; historical data collected from similar sized wells drawing water from the same aquifer may be provided. However, onsite data may still be required when it becomes available. Provide the well number or well identifier. Complete the information below for each well and provide the Well Number or identifier.

Parameter	Average Conc.	Max Conc.	No. of Samples	Sample Type	Sample Date/Time
Sulfate, mg/L					
Chloride, mg/L					
Total Dissolved Solids, mg/L					
pH, standard units					
Temperature*, degrees Celsius					

\* Temperature must be measured onsite at the time the groundwater sample is collected.

- iii. If groundwater will be used, provide the depth of the well\_\_\_\_\_and the name of the aquifer from which water is withdrawn\_\_\_\_\_.

## WORKSHEET 6.0

### Water Conservation/Drought Contingency Plans

This form is intended to assist applicants in determining whether a Water Conservation Plan and/or Drought Contingency Plans is required and to specify the requirements for plans.  
**Instructions, Page 31.**

*The TCEQ has developed guidance and model plans to help applicants prepare plans. Applicants may use the model plan with pertinent information filled in. For assistance submitting a plan call the Resource Protection Team (Water Conservation staff) at 512-239-4600, or e-mail wras@tceq.texas.gov. The model plans can also be downloaded from the TCEQ webpage. Please use the most up-to-date plan documents available on the webpage.*

#### 1. Water Conservation Plans

a. The following applications must include a completed Water Conservation Plan (30 TAC § 295.9) for each use specified in 30 TAC, Chapter 288 (municipal, industrial or mining, agriculture - including irrigation, wholesale):

1. Request for a new appropriation or use of State Water.
2. Request to amend water right to increase appropriation of State Water.
3. Request to amend water right to extend a term.
4. Request to amend water right to change a place of use.  
*\*does not apply to a request to expand irrigation acreage to adjacent tracts.*
5. Request to amend water right to change the purpose of use.  
*\*applicant need only address new uses.*
6. Request for bed and banks under TWC § 11.042(c), when the source water is State Water.  
*\*including return flows, contract water, or other State Water.*

b. If Applicant is requesting any authorization in section (1)(a) above, indicate each use for which Applicant is submitting a Water Conservation Plan as an attachment:

1. \_\_\_\_ Municipal Use. See 30 TAC § 288.2. \*\*
2. \_\_\_\_ Industrial or Mining Use. See 30 TAC § 288.3.
3. \_\_\_\_ Agricultural Use, including irrigation. See 30 TAC § 288.4.
4. \_\_\_\_ Wholesale Water Suppliers. See 30 TAC § 288.5. \*\*

\*\*If Applicant is a water supplier, Applicant must also submit documentation of adoption of the plan. Documentation may include an ordinance, resolution, or tariff, etc. See 30 TAC §§ 288.2(a)(1)(J)(i) and 288.5(1)(H). Applicant has submitted such documentation with each water conservation plan? Y / N \_\_\_\_

c. Water conservation plans submitted with an application must also include data and information which: supports applicant's proposed use with consideration of the plan's water conservation goals; evaluates conservation as an alternative to the proposed

appropriation; and evaluates any other feasible alternative to new water development.  
See 30 TAC § 288.7.

Applicant has included this information in each applicable plan? Y / N\_\_\_

## 2. Drought Contingency Plans

a. A drought contingency plan is also required for the following entities if Applicant is requesting any of the authorizations in section (1) (a) above - indicate each that applies:

1. \_\_\_ Municipal Uses by public water suppliers. See 30 TAC § 288.20.

2. \_\_\_ Irrigation Use/ Irrigation water suppliers. See 30 TAC § 288.21.

3. \_\_\_ Wholesale Water Suppliers. See 30 TAC § 288.22.

b. If Applicant must submit a plan under section 2(a) above, Applicant has also submitted documentation of adoption of drought contingency plan (*ordinance, resolution, or tariff, etc. See 30 TAC § 288.30*) Y / N\_\_\_

## WORKSHEET 7.0

### ACCOUNTING PLAN INFORMATION WORKSHEET

The following information provides guidance on when an Accounting Plan may be required for certain applications and if so, what information should be provided. An accounting plan can either be very simple such as keeping records of gage flows, discharges, and diversions; or, more complex depending on the requests in the application. Contact the Surface Water Availability Team at 512-239-4600 for information about accounting plan requirements, if any, for your application. **Instructions, Page 34.**

#### 1. Is Accounting Plan Required

Accounting Plans are generally required:

- For applications that request authorization to divert large amounts of water from a single point where multiple diversion rates, priority dates, and water rights can also divert from that point;
- For applications for new major water supply reservoirs;
- For applications that amend a water right where an accounting plan is already required, if the amendment would require changes to the accounting plan;
- For applications with complex environmental flow requirements;
- For applications with an alternate source of water where the water is conveyed and diverted; and
- For reuse applications.

#### 2. Accounting Plan Requirements

- a. A **text file** that includes:
  1. an introduction explaining the water rights and what they authorize;
  2. an explanation of the fields in the accounting plan spreadsheet including how they are calculated and the source of the data;
  3. for accounting plans that include multiple priority dates and authorizations, a section that discusses how water is accounted for by priority date and which water is subject to a priority call by whom; and
  4. Should provide a summary of all sources of water.
  
- b. A **spreadsheet** that includes:
  1. Basic daily data such as diversions, deliveries, compliance with any instream flow requirements, return flows discharged and diverted and reservoir content;
  2. Method for accounting for inflows if needed;
  3. Reporting of all water use from all authorizations, both existing and proposed;
  4. An accounting for all sources of water;
  5. An accounting of water by priority date;
  6. For bed and banks applications, the accounting plan must track the discharged water from the point of delivery to the final point of diversion;
  7. Accounting for conveyance losses;
  8. Evaporation losses if the water will be stored in or transported through a reservoir. Include changes in evaporation losses and a method for measuring reservoir content resulting from the discharge of additional water into the reservoir;
  9. An accounting for spills of other water added to the reservoir; and
  10. Calculation of the amount of drawdown resulting from diversion by junior rights or diversions of other water discharged into and then stored in the reservoir.

## WORKSHEET 8.0 CALCULATION OF FEES

This worksheet is for calculating required application fees. Applications are not Administratively Complete until all required fees are received. **Instructions, Page. 34**

### 1. NEW APPROPRIATION

	Description	Amount (\$)
<b>Filing Fee</b>	Circle fee correlating to the total amount of water* requested for any new appropriation and/or impoundment. Amount should match total on Worksheet 1, Section 1. Enter corresponding fee under <b>Amount (\$)</b> .  <u>In Acre-Feet</u> a. Less than 100                      \$100.00 b. 100 - 5,000                         \$250.00 c. 5,001 - 10,000                      \$500.00 d. 10,001 - 250,000                    \$1,000.00 e. More than 250,000                 \$2,000.00	
<b>Recording Fee</b>		\$25.00
<b>Agriculture Use Fee</b>	<i>Only for those with an Irrigation Use.</i> Multiply 50¢ x _____ Number of acres that will be irrigated with State Water. **	
<b>Use Fee</b>	<i>Required for all Use Types, excluding Irrigation Use.</i> Multiply \$1.00 x _____ Maximum annual diversion of State Water in acre-feet. **	
<b>Recreational Storage Fee</b>	<i>Only for those with Recreational Storage.</i> Multiply \$1.00 x <sup>314.1</sup> _____ acre-feet of in-place Recreational Use State Water to be stored at normal max operating level.	314.1
<b>Storage Fee</b>	<i>Only for those with Storage, excluding Recreational Storage.</i> Multiply 50¢ x _____ acre-feet of State Water to be stored at normal max operating level.	
<b>Mailed Notice</b>	Cost of mailed notice to all water rights in the basin. Contact Staff to determine the amount (512) 239-4600.	<b>66.74</b>
<b>TOTAL</b>		<b>\$ 405.84</b>

### 2. AMENDMENT OR SEVER AND COMBINE

	Description	Amount (\$)
<b>Filing Fee</b>	Amendment: \$100 OR Sever and Combine: \$100 x _____ of water rights to combine	
<b>Recording Fee</b>		\$12.50
<b>Mailed Notice</b>	Additional notice fee to be determined once application is submitted.	
<b>TOTAL INCLUDED</b>		<b>\$</b>

### 3. BED AND BANKS

	Description	Amount (\$)
<b>Filing Fee</b>		\$100.00
<b>Recording Fee</b>		\$12.50
<b>Mailed Notice</b>	Additional notice fee to be determined once application is submitted.	
<b>TOTAL INCLUDED</b>		<b>\$</b>



Form No. 902-18  
Copyright © 2018, All Rights Reserved

**Vistra Corporate Services Company, as Agent**

DATE	CHECK NO.
11/07/2023	[REDACTED]

DATE	INVOICE/CREDIT MEMO	DESCRIPTION	GROSS	DISCOUNT	NET	
11/7/2023	20231102MOMGR15		\$405.84	\$0.00	\$405.84	
THIS ATTACHED CHECK IS IN PAYMENT FOR ITEMS DESCRIBED ABOVE			<b>TOTAL</b>	<b>\$405.84</b>	<b>\$0.00</b>	<b>\$405.84</b>



Texas Commission on Environmental Quality

## Public Involvement Plan Form for Permit and Registration Applications

The Public Involvement Plan is intended to provide applicants and the agency with information about how public outreach will be accomplished for certain types of applications in certain geographical areas of the state. It is intended to apply to new activities; major changes at existing plants, facilities, and processes; and to activities which are likely to have significant interest from the public. This preliminary screening is designed to identify applications that will benefit from an initial assessment of the need for enhanced public outreach.

All applicable sections of this form should be completed and submitted with the permit or registration application. For instructions on how to complete this form, see TCEQ-20960-inst.

### Section 1. Preliminary Screening

- New Permit or Registration Application  
 New Activity - modification, registration, amendment, facility, etc. (see instructions)

**If neither of the above boxes are checked, completion of the form is not required and does not need to be submitted.**

### Section 2. Secondary Screening

- Requires public notice,  
 Considered to have significant public interest, **and**  
 Located within any of the following geographical locations:

- Austin
- Dallas
- Fort Worth
- Houston
- San Antonio
- West Texas
- Texas Panhandle
- Along the Texas/Mexico Border
- Other geographical locations should be decided on a case-by-case basis

**If all the above boxes are not checked, a Public Involvement Plan is not necessary.  
Stop after Section 2 and submit the form.**

- Public Involvement Plan not applicable to this application. Provide **brief** explanation.

Seeking water right permit for small pond to be used for domestic, livestock, and recreation uses.

### Section 3. Application Information

**Type of Application (check all that apply):**

Air  Initial  Federal  Amendment  Standard Permit  Title V

Waste  Municipal Solid Waste  Industrial and Hazardous Waste  Scrap Tire  
 Radioactive Material Licensing  Underground Injection Control

Water Quality

- Texas Pollutant Discharge Elimination System (TPDES)
- Texas Land Application Permit (TLAP)
- State Only Concentrated Animal Feeding Operation (CAFO)
- Water Treatment Plant Residuals Disposal Permit
- Class B Biosolids Land Application Permit
- Domestic Septage Land Application Registration

Water Rights New Permit

- New Appropriation of Water
- New or existing reservoir

Amendment to an Existing Water Right

- Add a New Appropriation of Water
- Add a New or Existing Reservoir
- Major Amendment that could affect other water rights or the environment

### Section 4. Plain Language Summary

Provide a brief description of planned activities.

Seeking water right permit for small pond to be used for domestic, livestock, and recreation uses.

## Section 5. Community and Demographic Information

Community information can be found using EPA's EJ Screen, U.S. Census Bureau information, or generally available demographic tools.

**Information gathered in this section can assist with the determination of whether alternative language notice is necessary. Please provide the following information.**

Mount Pleasant, Texas

(City)

Titus

(County)

(Census Tract)

Please indicate which of these three is the level used for gathering the following information.

City

County

Census Tract

- (a) Percent of people over 25 years of age who at least graduated from high school
  
- (b) Per capita income for population near the specified location
  
- (c) Percent of minority population and percent of population by race within the specified location
  
- (d) Percent of Linguistically Isolated Households by language within the specified location
  
- (e) Languages commonly spoken in area by percentage
  
- (f) Community and/or Stakeholder Groups
  
- (g) Historic public interest or involvement

### Section 6. Planned Public Outreach Activities

(a) Is this application subject to the public participation requirements of Title 30 Texas Administrative Code (30 TAC) Chapter 39?

Yes  No

(b) If yes, do you intend at this time to provide public outreach other than what is required by rule?

Yes  No

If Yes, please describe.

**If you answered "yes" that this application is subject to 30 TAC Chapter 39, answering the remaining questions in Section 6 is not required.**

(c) Will you provide notice of this application in alternative languages?

Yes  No

**Please refer to Section 5. If more than 5% of the population potentially affected by your application is Limited English Proficient, then you are required to provide notice in the alternative language.**

If yes, how will you provide notice in alternative languages?

- Publish in alternative language newspaper
- Posted on Commissioner's Integrated Database Website
- Mailed by TCEQ's Office of the Chief Clerk
- Other (specify)

(d) Is there an opportunity for some type of public meeting, including after notice?

Yes  No

(e) If a public meeting is held, will a translator be provided if requested?

Yes  No

(f) Hard copies of the application will be available at the following (check all that apply):

- TCEQ Regional Office  TCEQ Central Office
- Public Place (specify)

### Section 7. Voluntary Submittal

For applicants voluntarily providing this Public Involvement Plan, who are not subject to formal public participation requirements.

Will you provide notice of this application, including notice in alternative languages?

Yes  No

What types of notice will be provided?

- Publish in alternative language newspaper
- Posted on Commissioner's Integrated Database Website
- Mailed by TCEQ's Office of the Chief Clerk
- Other (specify)





**Water Availability Analysis**

Luminant Mining - Pond GR-15 - Cypress River Basin – Titus County

**OVERVIEW**

Luminant Mining Company LLC (Luminant Mining) owns an existing pond called GR-15 that has a full water surface area of 7.72 acres and impounds 314.1 acre-feet at its normal operation capacity. This pond is located on an unnamed tributary of Dragoo Creek west of Lake Monticello, which is owned, and operated by Luminant Mining’s associated company, Luminant Generation Company LLC. The pond was created in 2001 as part of Luminant’s coal mining operations associated with their Monticello Power Plant. The mining operations are now in the process of ending and the applicant plans to leave this pond in place; therefore, is seeking to get the pond authorized to impound water for domestic, livestock, and recreation purposes with no right of diversion.

**TCEQ WAM MODEL DETAILS**

The TCEQ’s Cypress RUN3 WAM and associated GIS files were obtained from TCEQ on August 28, 2022. Using the WAM GIS files and information from Luminant, the drainage area of Pond GR-15 was estimated to be 0.8956 square miles and a new control point was inserted into the TCEQ’s WAM to represent this pond. Based on the model, GIS information, and the TCEQ Water Rights Viewer, it was noted that there are no existing water rights upstream of Pond GR-15 and the first water right downstream is approximately 35 river miles and authorizes the owner of Certificate of Adjudication 4582 (U.S. Steel Tubular Products) the right to pump water from Cypress Creek into Ellison Creek Reservoir.

Based on results from the TCEQ’s WAM Run3 with Pond GR-15 included as the most junior water right in the basin, the following reliability information quantifies the percent of time the pond was able to be maintained at various degrees of full:

TABLE 1		
LUMINANT POND GR-15		
% FULL	WAM SIMULATED STORAGE	% OF TIME STORAGE IN POND GREATER THAN OR EQUAL TO
100.0%	314.10	32.8%
90.0%	282.69	99.0%
80.0%	251.28	100.0%

**CONCLUSION**

The TCEQ’s guideline for evaluating new water right applications for in-place recreation reservoirs is that, based on simulation results using the appropriate TCEQ water rights

permitting model, an applicant's reservoir should be full in approximately 25% of the months of the period of record simulated. The above results indicate that the reservoir would be full in 33% of the months, which meets the stated criteria.



THE STATE OF TEXAS §  
 COUNTY OF TITUS §

KNOW ALL MEN BY THESE PRESENTS:

That we, G. B. YOUNG, MILDRED REDFEARN, MARY JANE MATTHEWS and PAULINE HUTCHINGS of Titus County, Texas, and TRUDY DILL of Grayson County, Texas, joined herein by REX AMERSON, Independent Executor of the Estate of T. D. Albright, Deceased, for and in consideration of the sum of TEN AND NO/100 (\$10.00) DOLLARS and other good and valuable considerations, to us cash in hand paid by TEXAS UTILITIES GENERATING COMPANY, receipt of which is hereby acknowledged and confessed, have Granted, Sold and Conveyed, and by these presents do Grant, Sell and Convey, unto the said TEXAS UTILITIES GENERATING COMPANY, of Dallas County, Texas, all those certain tracts or parcels of land described as follows, to-wit:

TRACT NO. 1 (75.22 Acres): 359

All that certain tract or parcel of land situated in the County of Titus, State of Texas, being parts of the J. H. Mitchell Survey, Abst. No. 376, the D. McCall Survey, Abst. No. 363, the R. A. Claunch Survey, Abst. No. 134, and the John Dragoo Survey, Abst. No. 166, and also being a part of the 90.28 acre tract conveyed by W. C. Cates to Talmadge Albright by deed recorded in Vol. 119, p. 25 of the Deed Records of said County, and bounded as follows:  
 BEGINNING at a stake for corner, the northwest corner of the abovementioned 90.28 acre tract, said beginning point being situated in the south right of way line of U. S. Highway No. 67, and in the centerline of a County Road;  
 THENCE Southeasterly continuing along said right of way line the following courses and distances: S 85° 15' E, 623.55 ft.; S 80° 56' E, 200.56 ft.; S 85° 15' E, 422.69 ft. to a point for corner, the beginning of a curve to the left;  
 THENCE Southeasterly continuing along said right of way line and around said curve (Radius = 5794.58 ft., Long Chord brs. S 85° 36' 46" E, 72.93 ft.), through a central angle of 0° 43' 16", a distance of 72.93 ft. to a stake for corner, the northwest corner of the E. D. Hall 15 acre tract;  
 THENCE S 1° 02' E, 1760.26 ft. to a stake for corner in the south line of the said 90.28 acre tract, same being the southwest corner of the said Hall 15 acre tract and being in the north right of way line of the St. Louis Southwestern Railroad;  
 THENCE N 82° 41' W continuing along said right of way line, 2645.06 ft. to a stake for corner, the southwest corner of the said 90.28 acre tract, same being in the centerline of a County Road;  
 THENCE Northeasterly with the centerline of said road as follows: N 43° 07' E, 233.27 ft.; N 52° 28' E, 197.17 ft.; N 44° 37' E, 565.59 ft.; N 33° 48' E, 451.72 ft.; N 37° 26' E, 498.16 ft.; N 7° 41' E, 83.75 ft. to the place of beginning, and containing 75.22 acres of land.

TRACT NO. 2 (34.86 Acres): 131

All that certain tract or parcel of land situated in the County of Titus, State of Texas, being a part of the Martin Binnion Survey, Abst. No. 30, and also being a part of the 47.43 acre tract conveyed by the Estate of W. C. Hargrove to T. D. Albright by deed recorded in Vol. 158, p. 315 of the Deed Records of said County, and bounded as follows:

BEGINNING at an iron stake for corner, the southwest corner of the said 47.43 acre tract;  
 THENCE N 0° 09' E along the west line of the said 47.43 acre tract, 1225.74 ft. to an iron stake for corner in the southerly right of way line of Interstate Hwy. No. 30;  
 THENCE S 89° 44' E along said right of way line, 19.45 ft. to an angle point;  
 THENCE N 70° 07' E continuing along said right of way line, 958.61 ft. to an angle point in said right of way;  
 THENCE S 89° 37' E continuing along said right of way line, 141.14 ft. to an iron stake for corner in the east line of the said 47.43 acre tract;  
 THENCE S 0° 34' E along said east line and along the centerline of the County Road, 1569.68 ft. to an iron stake for corner, the southeast corner of the said 47.43 acre tract;  
 THENCE N 89° 00' W, 1080.94 ft. to the place of beginning, and containing 34.86 acres of land.

TRACT NO. 3 (88.23 Acres):

138, 259, + 260

All that certain tract or parcel of land situated in the County of Titus, State of Texas, being a part of the Joel Holbert Survey, Abst. No. 262, Evander Leech Survey, Abst. No. 335, and James H. Mitchell Survey, Abst. No. 376, and also being a part of the 50 acre First Tract and 6 acre Second Tract conveyed by L. A. Reeves to T. D. Albright by deed recorded in Vol. 138, page 538, and a part of the 44.65 acre tract conveyed by Mrs. Anna Belle McClung et vir to T. D. Albright by deed recorded in Vol. 113, p. 96, all of the Deed Records of said County, and bounded as follows:

BEGINNING at an iron stake for corner, the southwest corner of the abovedescribed 50 acre First Tract, said beginning point being situated in the centerline of a County Road;  
 THENCE N 9° 23' E along the centerline of the road, 121.19 ft.;  
 THENCE N 1° 24' W continuing along the centerline of the road, 606.0 ft.;  
 THENCE N 14° 29' W continuing along the centerline of the road, 100.0 ft.;  
 THENCE N 0° 47' E continuing along the centerline of the road, 648.0 ft.;  
 THENCE N 59° 13' W continuing along the centerline of the road, 265.42 ft.;  
 THENCE S 89° 27' W continuing along the centerline of the road, 175.0 ft. to an iron stake for corner, the southwest corner of the above described 44.65 acre tract;  
 THENCE N 0° 11' W along the west line of the said 44.65 acre tract, 1122.69 ft. to an iron stake for corner in the south line of Interstate Hwy. No. 30;  
 THENCE S 81° 39' 33" E along said right of way line, 400.36 ft. to an angle point in said right of way;  
 THENCE S 88° 38' 33" E continuing along said right of way line, 867.37 ft. to an iron stake for corner in the upper east line of the said 44.65 acre tract, same being the northwest corner of the Harry B. Hutchings 17-5/6 acre tract;  
 THENCE S 1° 33' E, 1017.65 ft. to an iron stake for corner, the most easterly southeast corner of the said 44.65 acre tract, said stake being situated in the north line of the abovedescribed 6 acre Second Tract;  
 THENCE N 89° 42' E, 206.78 ft. to an iron stake for corner, the northeast corner of the said 6 acre Second Tract;  
 THENCE S 1° 20' E, 250.61 ft. to an iron stake for corner, the southeast corner of the said 6 acre tract, said stake being situated in the south line of the said Leech Survey and the north line of the said Holbert Survey;  
 THENCE N 88° 27' E along said common Survey line, 549.43 ft. to an iron stake for corner, the northeast corner of the abovedescribed 50 acre First Tract;  
 THENCE S 1° 29' E along the east line of the said First Tract, 1058.18 ft. to an iron stake for corner in the centerline of a County Road;  
 THENCE S 34° 30' W along said centerline, 360.61 ft. to an iron stake for corner in the south line of the said 50 acre First Tract;  
 THENCE S 88° 22' W along said south line, 1458.71 ft. to the place of beginning, and containing 88.23 acres of land.

The above described lands are conveyed subject to the following reservations, restrictions and easements which cover portions of the above described Tracts 1, 2 and 3:

1. Coal and Lignite Lease dated September 18, 1957, from T. D. Albright et ux Maye Albright, as Lessors, to J. M. Caviness, Trustee, as Lessor, recorded in Vol. 235, Page 325, Deed Records of Titus County, Texas;
2. Coal and Lignite Lease dated September 18, 1957, from T. D. Albright et ux Maye Albright, as Lessors, to J. M. Caviness, Trustee, as Lessor, recorded in Vol. 235, Page 327, Deed Records of Titus County, Texas;
3. Amendment of Coal and Lignite Lease dated March 30, 1978 from T. D. Albright as Lessor to Dallas Power & Light Co., Texas Power & Light Co., and Texas Electric Service Company, as Lessee, recorded in Vol. 419, Page 160, Deed Records of Titus County, Texas;
4. Amendment of Coal and Lignite Lease dated April 14, 1978 from Mildred Redfearn, Attorney-in-Fact for Maye Albright, as Lessor, to Dallas Power & Light Co., Texas Power & Light Co., and Texas Electric Service Company as Lessee, recorded in Vol. 419, Page 157, Deed Records of Titus County, Texas;
5. Easement from T. D. Albright et ux Maye Albright to Texas Power & Light Company dated April 7, 1978, recorded in Vol. 421, Page 650, Deed Records of Titus County, Texas, authorizing the construction and maintenance of electric lines and pertains to Tract No. 1 described above;
6. Easement from Whit Hargrove to Arkansas-Louisiana Pipe Line Company dated September 20, 1929, recorded in Vol. 72, Page 209, Deed Records of Titus County, Texas for the purpose of constructing and maintaining pipelines for the transportation of oil and gas and pertains to Tract No. 2 described above;
7. Easement from Whit Hargrove to Southwestern Gas & Electric Company acknowledged November 7, 1929, recorded in Vol. 72, Page 229, Deed Records of Titus County, Texas for the purpose of constructing and maintaining electric transmission lines and pertains to Tract No. 2 described above;
8. Easement from T. D. Albright et ux Maye Albright to Southwestern Electric Power Company by Judgment in Eminent Domain signed December 27, 1962, recorded in Vol. 2, Page 509 of the County Court Minutes, Titus County, Texas for the purpose of constructing and maintaining electric transmission lines and pertains to Tract No. 2 and Tract No. 3 described above;
9. Easement from T. B. Hutchings to Arkansas Louisiana Pipeline Company dated September 19, 1929, recorded in Vol. 72, Page 208, Deed Records of Titus County, Texas for the purpose of construction and maintaining pipelines for the transportation of oil and gas and pertains to Tract No. 3 described above;
10. One-sixteenth (1/16) non-participating royalty interest in all oil, gas and other minerals reserved to the Federal Land Bank of Houston, in Tract No. 3 above;

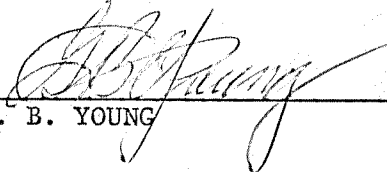
There are excepted and reserved to Grantors, their heirs, executors, administrators and assigns (and to and for the benefit of any holders of valid interests in the rights hereinafter described, to the extent of such valid interests) forever:

(a) All royalty in coal and lignite, rentals, payable under the terms of said lease, insofar as it covers the above described lands, or a portion thereof; and notwithstanding the fact that Grantors do not by this reservation retain any right to participate in the making of future coal or lignite leases, nor bonuses or rentals payable thereunder, and Grantee is under no obligation to produce coal or lignite; nevertheless, if said lease is hereafter terminated, this reservation includes a free royalty of Three Hundred (\$300.00) Dollars per acre foot for each and every acre foot of coal or lignite thereafter at any time produced and removed from the above described lands under any future lease or by Grantee or assigns without a lease;

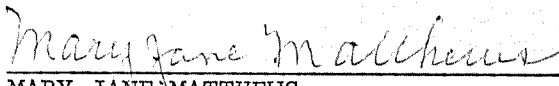
(b) All oil, gas and other minerals (except coal and lignite) in, on and under the above described lands, together with the right of ingress and egress (subject to said lease) for the purpose of enjoying such reservation.

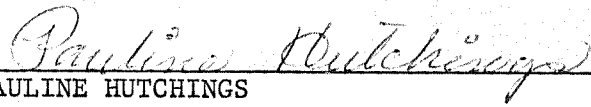
TO HAVE AND TO HOLD the above described premises, together with all and singular the rights and appurtenances thereto in any wise belonging unto the said TEXAS UTILITIES GENERATING COMPANY, its successors and assigns forever; and we, the said G. B. YOUNG, MILDRED REDFEARN, MARY JANE MATTHEWS, PAULINE HUTCHINGS, and TRUDY DILL, joined herein by REX AMERSON, Independent Executor of the Estate of T. D. Albright, Deceased, do hereby bind ourselves, our heirs, executors and administrators to Warrant and Forever Defend all and singular the said premises unto the said TEXAS UTILITIES GENERATING COMPANY, its successors and assigns, against every person whomsoever lawfully claiming, or to claim the same, or any part thereof.

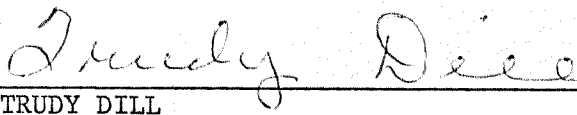
WITNESS OUR HANDS, this, the 23rd day of October, 1979.

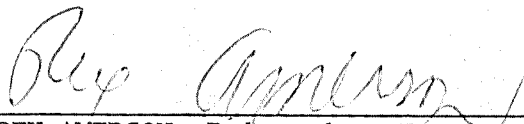
  
G. B. YOUNG

  
MILDRED REDFEARN

  
MARY JANE MATTHEWS

  
PAULINE HUTCHINGS

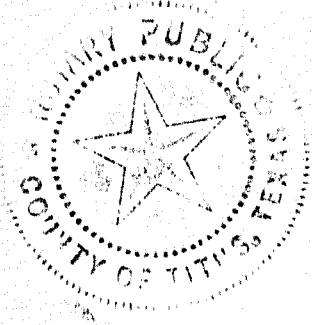
  
TRUDY DILL

  
REX AMERSON, Independent Executor of the  
Estate of T. D. Albright, Deceased

THE STATE OF TEXAS     §  
                                  §  
COUNTY OF TITUS       §

BEFORE ME, the undersigned authority on this day personally appeared G. B. YOUNG, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 23rd day of October, 1979.

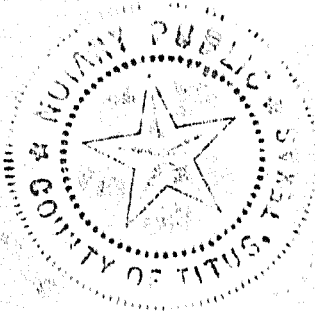


Charles W. Maughon  
Notary Public, Titus County, Texas  
Charles W. Maughon  
Comm. Expires 11-18-79

THE STATE OF TEXAS     §  
                                  §  
COUNTY OF TITUS       §

BEFORE ME, the undersigned authority on this day personally appeared MILDRED REDFEARN, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same for the purposes and consideration therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 23rd day of October, 1979.

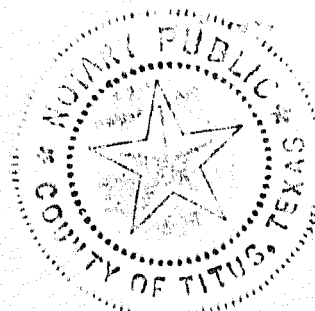


Charles W. Maughon  
Notary Public, Titus County, Texas  
Charles W. Maughon  
Comm. Expires 11-18-79

THE STATE OF TEXAS     §  
                                  §  
COUNTY OF TITUS       §

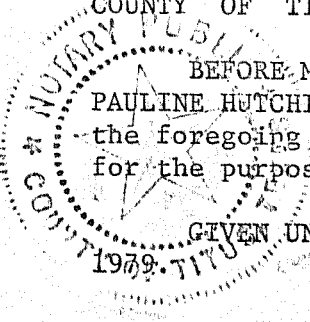
BEFORE ME, the undersigned authority on this day personally appeared MARY JANE MATTHEWS, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same for the purposes and consideration therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 23rd day of October, 1979.



Charles W. Maughon  
Notary Public, Titus County, Texas  
Charles W. Maughon  
Comm. Expires 11-18-79

THE STATE OF TEXAS §  
§  
COUNTY OF TITUS §

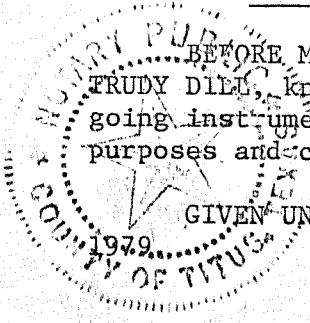


BEFORE ME, the undersigned authority, on this day personally appeared PAULINE HUTCHINGS, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same for the purposes and consideration therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 23rd day of October, 1979.

*Charles W. Maughon*  
Notary Public, Titus County, Texas  
Charles W. Maughon  
Comm. Expires 11-18-79

THE STATE OF TEXAS §  
§  
COUNTY OF TITUS §

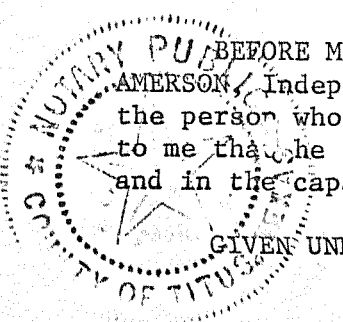


BEFORE ME, the undersigned authority, on this day personally appeared FRUDY DILL, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same for the purposes and consideration therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 23rd day of October, 1979.

*Charles W. Maughon*  
Notary Public, TITUS County, Texas  
Charles W. Maughon  
Comm. Expires 11-18-79

THE STATE OF TEXAS §  
§  
COUNTY OF TITUS §



BEFORE ME, the undersigned authority, on this day personally appeared REX AMERSON, Independent Executor of the Estate of T. D. Albright, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 23rd day of October, 1979.

*Charles W. Maughon*  
Notary Public, Titus County, Texas  
Charles W. Maughon  
Comm. Expires 11-18-79

## WARRANTY DEED 0540

THE STATE OF TEXAS §

KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF TITUS §

That we, MILDRED REDFEARN and G. B. YOUNG, of Titus County, Texas, for and in consideration of the sum of TEN AND NO/100 DOLLARS and other good and valuable considerations, to us cash in hand paid by TEXAS UTILITIES GENERATING COMPANY, receipt of which is hereby acknowledged and confessed, have Granted, Sold and Conveyed, and by these presents do Grant, Sell and Convey, unto the said TEXAS UTILITIES GENERATING COMPANY, of Dallas County, Texas, all that certain tract or parcel of land described as follows, to-wit:

All that certain tract or parcel of land situated in the County of Titus, State of Texas, being a part of the James H. Mitchell Survey, Abst. No. 376, and also a part of the 20 acre tract conveyed by M. L. Hutchings to Mrs. Maye Young by deed recorded in Vol. 83, p. 513, and a part of the 10 acre tract conveyed by W. P. Hutchings to Mrs. Maye Young by deed recorded in Vol. 81, p. 222, all of the Deed Records of said County, and bounded as follows:  
 BEGINNING at an iron stake for corner, the southwest corner of the above described 20 acre tract;  
 THENCE N 0° 11' W along the west line of the said 20 acre tract and along the center line of the County Road, 1200.51 ft. to an iron stake for corner in the south line of Interstate Hwy. No. 30;  
 THENCE S 88° 36' 28" E along said right of way line, 370.53 ft. to an angle point in said right of way;  
 THENCE S 81° 39' 33" E continuing along said right of way line, 422.24 ft. to an iron stake for corner in the east line of the above described 10 acre tract, said stake also being the northwest corner of the T. D. Albright 88.23 acre tract;  
 THENCE S 0° 11' E along said east line, 1122.69 ft. to an iron stake for corner, the most westerly southwest corner of the said Albright 88.23 acre tract;  
 THENCE S 89° 27' W along the centerline of the County Road, 788.0 ft. to the place of beginning, and containing 21.23 acres of land.

The above described lands are conveyed subject to:

- (1) Easement from T. B. Hutchings to Arkansas Louisiana Pipeline Company dated the 19th day of September 1929, recorded in Vol. 72 page 208, Deed Records, Titus County, Texas, for the purposes of constructing and maintaining pipelines and related appurtenances for the transportation of oil or gas.
- (2) Easement obtained by Eminent Domain from T. D. Albright and wife Maye Young Albright to Southwestern Electric Power Company dated the 27th day of December 1962, recorded in Vol. 2 Page 509, County Court Minutes, Titus County, Texas, for the purposes of constructing and maintaining electric transmission lines.
- (3) Coal and Lignite Lease dated September 18, 1957, from Maye Young Albright and T. D. Albright, as Lessors, to J. M. Caviness, Trustee, as Lessee, recorded in Vol. 235, Page 323, Deed Records of Titus County, Texas; and Amendment thereto dated April 14, 1978, from Mildred Redfearn, Attorney-in-fact for Maye Albright, as Lessor, to Dallas Power & Light Company, Texas Power & Light Company, and Texas Electric Service Company, as Lessee, recorded in Vol. 419, Page 157, Deed Records of Titus County, Texas; and
- (4) There are excepted and reserved to Grantors, their heirs, executors, administrators, and assigns (and to and for the benefit of any holders of valid interests in the rights hereinafter described, to the extent of such valid interests) forever;

(a) All royalty in coal and lignite, rentals, payable under the terms of said lease, insofar as it covers the above described land, or a portion thereof; and notwithstanding the fact that Grantors do not by this reservation retain any right to participate in the making of future coal or lignite leases, NOR bonuses or rentals payable thereunder, and Grantee is under no obligation to produce coal or lignite; nevertheless, if said lease is hereafter terminated, this reservation includes a free royalty of Three Hundred (\$300.00) Dollars per acre foot for each and every acre foot of coal or lignite thereafter at any time produced and removed from the above described land under any future lease or by Grantee or assigns without a lease.

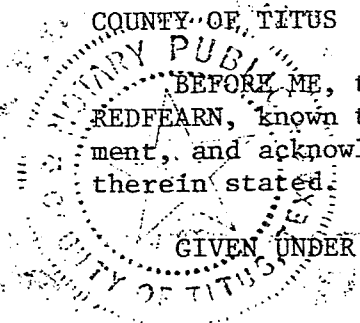
(b) All oil, gas and other minerals (except coal and lignite) in, on and under the above described land, together with the right of ingress and egress (subject to said lease) for the purpose of enjoying such reservation.

TO HAVE AND TO HOLD the above described premises, together with all and singular the rights and appurtenances thereto in any wise belonging unto the said TEXAS UTILITIES GENERATING COMPANY, its successors and assigns forever; and we, the said MILDRED REDFEARN and G. B. YOUNG, do hereby bind ourselves, our heirs, executors and administrators, to Warrant and Forever Defend all and singular the said premises unto the said TEXAS UTILITIES GENERATING COMPANY, its successors and assigns, against every person whomsoever lawfully claiming, or to claim the same, or any part thereof.

WITNESS OUR HANDS, this the 19<sup>TH</sup> day of February, 1980.

Mildred Redfearn  
Mildred Redfearn  
G. B. Young  
G. B. Young

THE STATE OF TEXAS §  
COUNTY OF TITUS §

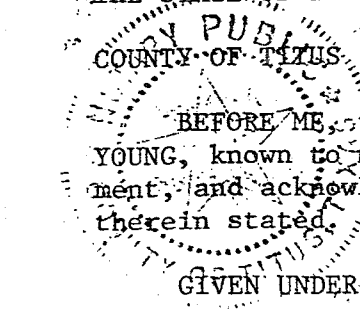


BEFORE ME, the undersigned authority, on this day personally appeared MILDRED REDFEARN, known to me to be person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed same for the purposes and consideration therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 19<sup>TH</sup> day of February, 1980.

Charles W. Maughon  
NOTARY PUBLIC in and for Titus County, TX  
CHARLES W. MAUGHON  
My Commission Expires 11-18-81

THE STATE OF TEXAS §  
COUNTY OF TITUS §



BEFORE ME, the undersigned authority, on this day personally appeared G. B. YOUNG, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed same for the purposes and consideration therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 19<sup>TH</sup> day of February, 1980

Charles W. Maughon  
NOTARY PUBLIC in and for Titus County, TX



The State of Texas  
COUNTY OF TITUS

I, ALLEN LaPRADE, Clerk of the Court of said County, do certify that the foregoing instrument of writing, dated on the 19 day of July, A. D., 1980, with its Certificate of Authentication, was filed for record in my office, the 19 day of July, A. D., 1980, at 3:35 o'clock P. M., and duly recorded the 26 day of July, A. D., 1980, in the Book Records of said County, in Vol. 431 Page 625.

WITNESS my hand and seal of the Court of said County, at my office in Mt. Pleasant, Texas, this the date last above written.

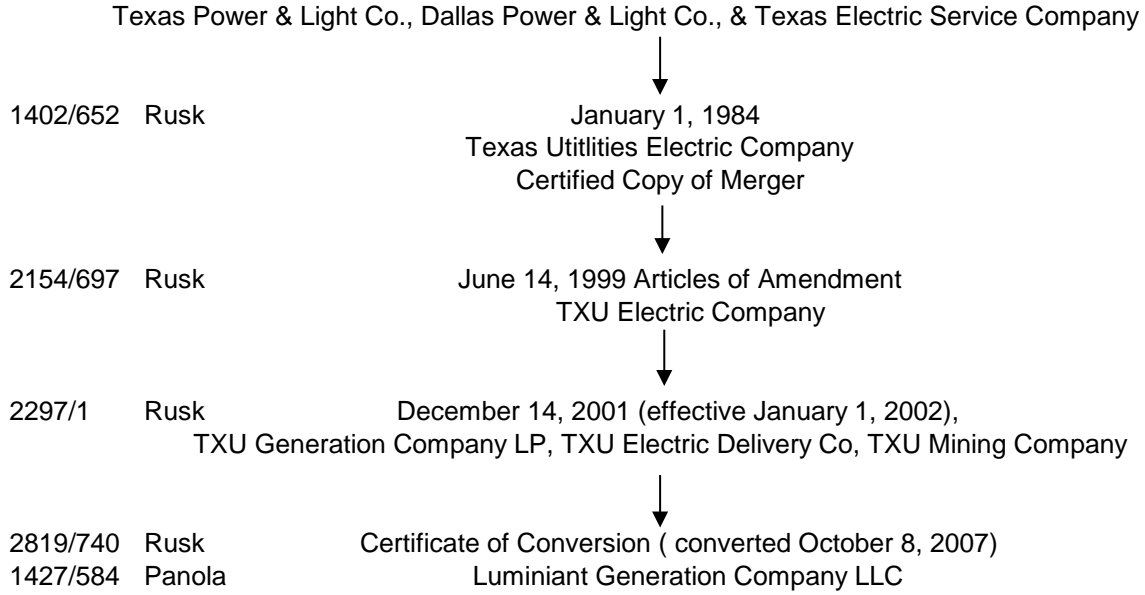
ALLEN LaPRADE

County Clerk, Titus County, Texas

By Patsy Linton, Deputy

# LUMINANT GENERATION COMPANY LLC NAME CHANGES

2013



62929

VOL 1402 PAGE 652

CERTIFICATE

The undersigned, Peter B. Tinkham, Secretary of Texas Utilities Electric Company, a Texas corporation, hereby certifies that Dallas Power & Light Company, Texas Electric Service Company, Texas Power & Light Company and Texas Utilities Electric Company adopted Articles of Merger, with the surviving corporation being Texas Utilities Electric Company. Such Articles of Merger were filed with the Secretary of State of Texas, and became effective on January 1, 1984. Attached hereto is a Certificate of the Secretary of State of Texas evidencing such fact.

WITNESS my hand and the seal of Texas Utilities Electric Company this 30th day of November, 1984.



Peter B. Tinkham  
Peter B. Tinkham

STATE OF TEXAS  
COUNTY OF DALLAS

This instrument was acknowledged before me this 30th day of November, 1984 by Peter B. Tinkham, Secretary of Texas Utilities Electric Company, a Texas corporation, on behalf of said corporation.



Quinn J. McCormick  
Notary Public in and for the State of Texas

v  
noy



# The State of Texas

SECRETARY OF STATE

CERTIFICATE OF MERGER OF DOMESTIC  
CORPORATIONS  
INTO

TEXAS UTILITIES ELECTRIC COMPANY

The undersigned, as Secretary of State of The State of Texas, hereby certifies that

Articles of Merger

DALLAS POWER & LIGHT COMPANY	CH#031642-0
TEXAS ELECTRIC SERVICE COMPANY	CH#055857-0
TEXAS POWER & LIGHT COMPANY	CH#024551-0

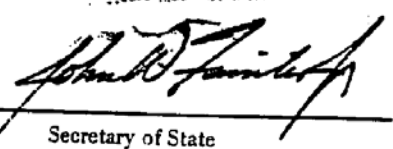
INTO

TEXAS UTILITIES ELECTRIC COMPANY	CH#622780-0
----------------------------------	-------------

duly signed and verified pursuant to the provisions of the Texas Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger and attaches hereto a copy of the Articles of Merger.

Dated January 1 19 84

  
Secretary of State



dr

ARTICLES OF MERGER OF  
 DALLAS POWER & LIGHT COMPANY,  
 TEXAS ELECTRIC SERVICE COMPANY,  
 TEXAS POWER & LIGHT COMPANY  
 with and into  
 TEXAS UTILITIES ELECTRIC COMPANY  
 (Domestic Corporations)

FILED  
 In the Office of the  
 Secretary of State of Texas  
 JAN 01 1984  
 Clerk III - W  
 Corporations Section

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging certain of them into one of such corporations:

I.

The Reorganization Agreement and Plan of Merger attached hereto as Exhibit "A" was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Texas Business Corporation Act.

II.

As to each of the undersigned corporations, the number of shares outstanding and the designation and number of outstanding shares of each class entitled to vote as a class on such Reorganization Agreement and Plan of Merger, were as follows:

NAME OF CORPORATION	NUMBER OF SHARES OUTSTANDING			ENTITLED TO VOTE AS A CLASS	
	Common	Preferred	Total	Designation of Class	Number of Shares
DALLAS POWER & LIGHT COMPANY	15,000,000	1,044,430	16,044,430	Preferred	1,044,430

NUMBER OF SHARES				
Total Voted For	Total Voted Against	Entitled to Vote as a Class		
		Class	Voted For	Voted Against
15,744,963	41,972	Preferred	746,663	40,272

NAME OF CORPORATION	NUMBER OF SHARES OUTSTANDING			ENTITLED TO VOTE AS A CLASS	
	Common	Preferred	Total	Designation of Class	Number of Shares
TEXAS ELECTRIC SERVICE COMPANY	30,300,000	2,105,000	32,405,000	Preferred	2,105,000
NUMBER OF SHARES					
	Total Voted For	Total Voted Against		Entitled to Vote as a Class	
			Class	Voted For	Voted Against
	32,007,268	77,161	Preferred	1,707,268	77,161

NAME OF CORPORATION	NUMBER OF SHARES OUTSTANDING			ENTITLED TO VOTE AS A CLASS	
	Common	Preferred	Total	Designation of Class	Number of Shares
TEXAS POWER & LIGHT COMPANY	39,850,000	2,873,786	42,723,786	Preferred	2,873,786
NUMBER OF SHARES					
	Total Voted For	Total Voted Against		Entitled to Vote as a Class	
			Class	Voted For	Voted Against
	41,993,384	7,179	Preferred	2,143,384	7,179

NAME OF CORPORATION	NUMBER OF SHARES OUTSTANDING			ENTITLED TO VOTE AS A CLASS	
	Common	Preferred	Total	Designation of Class	Number of Shares
TEXAS UTILITIES ELECTRIC COMPANY	1,700	-0-	1,700	None	-
NUMBER OF SHARES					
	Total Voted For	Total Voted Against		Entitled to Vote as a Class	
			Class	Voted For	Voted Against
	1,700	-0-	None	-	-

THE STATE OF TEXAS )  
 )  
COUNTY OF DALLAS )

I, Judy L. Maerman, a Notary Public, do hereby certify that on this 22nd day of December, 1983, personally appeared before me W. W. ASTON, who declared he is President of DALLAS POWER & LIGHT COMPANY, and G. M. HAMILTON, III, who declared he is Secretary of DALLAS POWER & LIGHT COMPANY, executing the foregoing document, and being first duly sworn, acknowledged that they signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Judy L. Maerman  
Notary Public in and for the State  
of Texas

My Commission expires:

October 13, 1987

THE STATE OF TEXAS )  
 )  
COUNTY OF DALLAS )

I, Judy L. Maerman, a Notary Public, do hereby certify that on this 22nd day of December, 1983, personally appeared before me W. G. MARQUARDT, who declared he is President of TEXAS ELECTRIC SERVICE COMPANY, and C. E. LAYTON, who declared he is Secretary of TEXAS ELECTRIC SERVICE COMPANY, executing the foregoing document, and being first duly sworn, acknowledged that they signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Judy L. Maerman  
Notary Public in and for the State  
of Texas

My Commission expires:

October 13, 1987

Dated: December 22, 1983

VOL 1402 PAGE 657

DALLAS POWER & LIGHT COMPANY

BY: W. W. Aston

W. W. Aston, President

BY: G. M. Hamilton, III

G. M. Hamilton, III, Secretary

TEXAS ELECTRIC SERVICE COMPANY

BY: W. G. Marquardt

W. G. Marquardt, President

BY: C. E. Layton

C. E. Layton, Secretary

TEXAS POWER & LIGHT COMPANY

BY: R. K. Campbell

R. K. Campbell, President

BY: C. V. McCarter

C. V. McCarter, Secretary

TEXAS UTILITIES ELECTRIC COMPANY

BY: E. Nye

Erle Nye, Executive Vice President

BY: Peter B. Tinkham

Peter B. Tinkham, Secretary



THE STATE OF TEXAS )  
 )  
COUNTY OF DALLAS )

I, Judy L. Maurman, a Notary Public, do hereby certify that on this 2nd day of December, 1983, personally appeared before me R. K. CAMPBELL, who declared he is President of TEXAS POWER & LIGHT COMPANY, and C. V. MCCARTER, who declared he is Secretary of TEXAS POWER & LIGHT COMPANY, executing the foregoing document, and being first duly sworn, acknowledged that they signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Judy L. Maurman  
Notary Public in and for the State  
of Texas

My Commission expires:

October 13, 1987

THE STATE OF TEXAS )  
 )  
COUNTY OF DALLAS )

I, Judy L. Maurman, a Notary Public, do hereby certify that on this 2nd day of December, 1983, personally appeared before me ERLE NYE, who declared he is Executive Vice President of TEXAS UTILITIES ELECTRIC COMPANY, and PETER B. TINKHAM, who declared he is Secretary of TEXAS UTILITIES ELECTRIC COMPANY, executing the foregoing document, and being first duly sworn, acknowledged that they signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Judy L. Maurman  
Notary Public in and for the State  
of Texas

My Commission expires:

October 13, 1987

**EXHIBIT A**

REORGANIZATION AGREEMENT  
AND  
PLAN OF MERGER

DALLAS POWER & LIGHT COMPANY  
TEXAS ELECTRIC SERVICE COMPANY  
TEXAS POWER & LIGHT COMPANY  
TEXAS UTILITIES ELECTRIC COMPANY

Reorganization Agreement and Plan of Merger

VOL 1402 PAGE 660

INDEX

Page

1	Parties
2	Authorized Capital Stock - Electric Company, DP&L, TESCO, TP&L
	Article I - Effect of Merger
3	1.1 The Merger
3	1.2 Name
4	1.3 Certificate of Incorporation and Bylaws
4	1.4 Effective Time
4	1.5 Transfer of Rights and Liabilities
4	1.6 Further Assurances
5	1.7 Directors and Officers of Surviving Corporation
	Article II - Conversion of Shares
6	2.1 Stock of DP&L
7	2.2 Stock of TESCO
7	2.3 Stock of TP&L
8	2.4 Exchange of Shares
9	2.5 Payment for DP&L Common Stock Cancelled in Accordance with Section 2.1
11	2.6 Dissenting Shareholders
	Article III - Conditions Precedent to the Merger
11	3.1 Shareholder Approval
12	3.2 Regulatory Approval
12	3.3 Tax Consequences
12	3.4 Termination
	Article IV - Mortgage Matters
13	4.1 DP&L Mortgage
14	4.2 TESCO Mortgage
15	4.3 TP&L Mortgage
	Article V - General Provisions
15	5.1 Expenses
16	5.2 Notices
16	5.3 Employee Retirement Plans
16	5.4 Interim Operations
17	5.5 Amendment
17	5.6 Successors
17	5.7 Assignment
17	5.8 Governing Law
18	Article VI - Execution of Agreement

This Reorganization Agreement and Plan of Merger (the "Agreement") is dated this 19th day of November, 1982, and is hereby made by and among Texas Utilities Electric Company, a corporation organized and existing under the laws of the State of Texas (hereinafter sometimes referred to as "Electric Company" or "Surviving Corporation"), Dallas Power & Light Company, a corporation organized and existing under the laws of the State of Texas (hereinafter sometimes referred to as "DP&L"), Texas Electric Service Company, a corporation organized and existing under the laws of the State of Texas (hereinafter sometimes referred to as "TESCO"), and Texas Power & Light Company, a corporation organized and existing under the laws of the State of Texas (hereinafter sometimes referred to as "TP&L"). Electric Company, DP&L, TESCO and TP&L are hereinafter sometimes collectively referred to as "Constituent Corporations" and each individually as "Constituent Corporation". DP&L, TESCO and TP&L are hereinafter sometimes collectively referred to as "Merging Subsidiaries" and each individually as "Merging Subsidiary".

WITNESSETH:

VOL 1402 PAGE 662

WHEREAS, as of the date hereof, the authorized capital stock of Electric Company consists of (a) 180,000,000 shares of Common Stock, without par value, of which 1,700 shares are issued and outstanding, and (b) 17,000,000 shares of Preferred Stock, cumulative, without par value, none of which have been issued; and

WHEREAS, as of the date hereof, the authorized capital stock of DP&L consists of (a) 20,000,000 shares of Common Stock, without par value, of which 15,000,000 shares are issued and outstanding, and (b) 2,000,000 shares of Preferred Stock, cumulative, without par value, of which 1,044,430 shares are issued and outstanding in seven separate series; and

WHEREAS, as of the date hereof, the authorized capital stock of TESCO consists of (a) 80,000,000 shares of Common Stock, without par value, of which 30,300,000 shares are issued and outstanding, and (b) 10,000,000 shares of Preferred Stock, cumulative, without par value, of which 2,105,000 shares are issued and outstanding in ten separate series; and

WHEREAS, as of the date hereof, the authorized capital stock of TP&L consists of (a) 80,000,000 shares of Common Stock, without par value, of which 39,850,000 shares are issued and outstanding, and (b) 5,000,000 shares of Preferred Stock, cumulative, without par value, of which 2,873,786 shares are issued and outstanding in thirteen separate series; and

WHEREAS, it is deemed by the parties to this Agreement to be in the best interests of the Constituent Corporations, and the shareholders of each, that the Merging Subsidiaries be merged into Surviving Corporation (the "Merger") pursuant to this Agreement and the terms and conditions hereinafter set forth and as set forth in the Articles of Merger;

NOW THEREFORE, in consideration of the premises and mutual agreements herein contained, and the mutual benefits hereby provided, the parties hereto agree as follows:

ARTICLE I  
Effect of Merger

1.1 The Merger. At the Effective Time, as defined in Section 1.4, DP&L, TESCO and TP&L shall be merged into Electric Company, which shall be the Surviving Corporation, and the separate existence of DP&L, TESCO and TP&L shall cease. Surviving Corporation shall have all the rights, privileges, immunities, and powers and shall be subject to all the duties and liabilities of a corporation organized under the laws of the State of Texas.

1.2 Name. If the name of Electric Company is changed in the manner provided by the laws of the State of Texas prior to the Effective Time, as defined in Section 1.4, the Merger may nonetheless be consummated and on and after the Effective Time the name of the Surviving Corporation shall be the name as so changed.

1.3 Certificate of Incorporation and Bylaws. At the Effective Time, the Certificate of Incorporation and the Bylaws of Electric Company, as in effect prior to the Effective Time, shall remain the Certificate of Incorporation and the Bylaws of Electric Company, the Surviving Corporation, until altered, amended or repealed as provided pursuant to the laws of the State of Texas.

1.4 Effective Time. The Merger shall be effective upon the issuance of the Certificate of Merger by the Secretary of State of Texas.

1.5 Transfer of Rights and Liabilities. At the Effective Time, the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers, immunities and franchises, of a public as well as of a private nature, of each of the Merging Subsidiaries; and all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest, of or belonging to or due to each of the Merging Subsidiaries, shall be taken and deemed to be transferred to and vested in Surviving Corporation without further act or deed.

1.6 Further Assurances. At the Effective Time, the Surviving Corporation shall thereupon and thereafter be responsible and liable for all liabilities and obligations of each of the Merging Subsidiaries; and any claim existing or action or proceeding pending by or against any of such Merging Subsidiaries may be prosecuted as if the Merger had not taken place, or the Surviving Corporation

may be substituted in such Merging Subsidiary's place. Neither the rights of creditors nor any liens upon the property of any of the Merging Subsidiaries shall be impaired by the Merger.

If at any time the Surviving Corporation shall consider or be advised that any further assignments, conveyances or assurances are necessary or desirable to vest, perfect or confirm in the Surviving Corporation the title to any property or rights of DP&L, TESCO or TP&L, or otherwise carry out the provisions hereof, the proper officers and directors of DP&L, TESCO or TP&L, as the case may be, as of the Effective Time of the Merger, and thereafter the officers of the Surviving Corporation acting on behalf of DP&L, TESCO or TP&L, as the case may be, shall execute and deliver any and all proper assignments, conveyances and assurances, and do all things necessary or desirable to vest, perfect or confirm title to such property or rights and otherwise to carry out the provisions hereof.

1.7 Directors and Officers of Surviving Corporation.

The directors and officers of Electric Company at the Effective Time of the Merger, shall be the directors and officers, as the case may be, of the Surviving Corporation, until their successors shall have been elected and qualify or until otherwise as provided by the laws of the State of Texas, the Certificate of Incorporation and the Bylaws of Electric Company, the Surviving Corporation.



ARTICLE II  
Conversion of Shares

2.1 Stock of DP&L. Each share of the Common Stock, without par value, of DP&L issued, outstanding and owned by Texas Utilities Company shall, at the Effective Time of the Merger, be converted into and become, without further action of the holder thereof or any of the parties hereto, one share of the Common Stock, without par value, of the Surviving Corporation.

Each share of the Common Stock, without par value, of DP&L issued and outstanding immediately prior to the Effective Time of the Merger, other than those shares held by Texas Utilities Company, shall be cancelled by virtue of the Merger and shall be converted into and exchanged for the right to receive \$32.50 in cash to be paid pursuant to Section 2.5 hereof.

Each share of the Preferred Stock, cumulative, without par value, of DP&L issued and outstanding shall, at the Effective Time of the Merger, be converted into and become, without further action of the holders thereof or of any of the parties hereto, one share of the Preferred Stock, cumulative, without par value, of the Surviving Corporation, of a series having substantially the same preferences, designations, relative rights, privileges and powers, and subject to substantially the same restrictions, limitations, and qualifications as the DP&L Preferred Stock.

2.2 Stock of TESCO. Each share of the Common Stock, without par value, of TESCO issued and outstanding shall, at the Effective Time of the Merger, be converted into and become, without further action of the holder thereof or any of the parties hereto, one share of the Common Stock, without par value, of the Surviving Corporation.

Each share of the Preferred Stock, cumulative, without par value, of TESCO issued and outstanding shall, at the Effective Time of the Merger, be converted into and become, without further action of the holders thereof or of any of the parties hereto, one share of the Preferred Stock, cumulative, without par value, of the Surviving Corporation, of a series having substantially the same preferences, designations, relative rights, privileges and powers and subject to substantially the same restrictions, limitations and qualifications as the TESCO Preferred Stock.

2.3 Stock of TP&L. Each share of the Common Stock, without par value, of TP&L issued and outstanding shall, at the Effective Time of the Merger, be converted into and become, without further action of the holder thereof or any of the parties hereto, one share of the Common Stock, without par value, of the Surviving Corporation.

Each share of the Preferred Stock, cumulative, without par value, of TP&L issued and outstanding shall, at the Effective Time of the Merger, be converted into and become, without further

action of the holders thereof or of any of the parties hereto, one share of the Preferred Stock, cumulative, without par value, of the Surviving Corporation, of a series having substantially the same preferences, designations, relative rights, privileges and powers and subject to substantially the same restrictions, limitations and qualifications as the TP&L Preferred Stock.

2.4 Exchange of Shares. After the Effective Time of the Merger, each holder of an outstanding certificate for shares of the capital stock of DP&L (other than any holder of DP&L Common Stock cancelled in accordance with Section 2.1 hereof), TESCO or TP&L may, but shall not be required to, surrender such certificate to the Surviving Corporation. Upon such surrender such holder shall be entitled to receive in exchange for the certificate so surrendered a certificate for the number, class and series of shares of the Surviving Corporation into which his shares of DP&L, TESCO or TP&L, as the case may be, shall have been converted as hereinabove set forth, but such certificate for shares of the Surviving Corporation shall not be issued in a name other than that in which the surrendered certificate for shares of DP&L, TESCO or TP&L, as the case may be, shall be registered on the Effective Time of the Merger unless the surrendered certificate shall be properly endorsed for transfer and any transfer or other taxes required by reason of such transfer shall have been paid by the person requesting such transfer. Until so surrendered for exchange or transfer, each such outstanding certificate which, prior to the

Effective Time of the Merger, represented shares of the capital stock of DP&L, TESCO or TP&L, as the case may be, shall be deemed for all corporate purposes to evidence the ownership of the shares of the Common Stock or Preferred Stock, as the case may be, without par value, of the Surviving Corporation into which such shares have been so converted.

2.5 Payment for DP&L Common Stock Cancelled In Accordance With Section 2.1. Prior to the Effective Time of the Merger, Electric Company shall designate a disbursing agent (the "Paying Agent") and deliver to the Paying Agent cash (or shall make other banking arrangements believed by the Board of Directors of DP&L to offer the shareholders of DP&L comparable assurance of payment) in an amount sufficient to pay, promptly upon present ment of stock certificates to the Paying Agent, all amounts to which holders of DP&L Common Stock will be entitled pursuant to Section 2.1 hereof (without regard to the possibility that certain shareholders may elect to pursue appraisal rights under Texas law). After the Effective Time of the Merger each such holder of the outstanding certificate or certificates which immediately prior thereto represented outstanding shares of DP&L Common Stock shall be entitled upon surrender to the Paying Agent of such certificate or certificates for cancellation to receive \$32.50 in cash in exchange for each share represented prior to the Effective Time of the Merger by the certificate or certificates so surrendered. Until so surrendered and exchanged,

VOL 1402 PAGE 670

each outstanding certificate of such holder, which prior to the Effective Time of the Merger represented shares of DP&L Common Stock, shall be deemed after the Effective Time of the Merger for all purposes to represent only the right to receive \$32.50 in cash for each share of DP&L Common Stock represented thereby. If payment is to be made to a person other than the one in whose name a certificate surrendered is registered, it shall be a condition of such payment that the certificate to be surrendered shall be properly endorsed (with such signature guarantees as may be required by the Paying Agent) or otherwise in proper form for transfer and that the person requesting such payment shall pay to the Paying Agent any transfer or other taxes required by reason of the payment to a person other than the registered holder of the certificate surrendered or establish to the satisfaction of the Paying Agent that such tax has been paid or is not applicable. After the Effective Time of the Merger, no transfer of the shares of DP&L Common Stock outstanding immediately prior to the Effective Time of the Merger shall be entered on the share records of DP&L. Any cash deposited with the Paying Agent for the benefit of the holders of certificates formerly representing shares of DP&L Common Stock which remains unclaimed after the expiration of one year after the Effective Time of the Merger shall be delivered to the Surviving Corporation by the Paying Agent, and thereafter the Paying Agent shall not be liable to any person claiming the same. No interest shall accrue or be payable with

respect to any cash held by the Paying Agent or the Surviving Corporation for the benefit of holders of certificates which, immediately prior to the Effective Time of the Merger, represented shares of DP&L Common Stock, or with respect to the cash amount per share owing to any former holder of DP&L Common Stock.

2.6 Dissenting Shareholders. In the event that any holder of shares of capital stock of DP&L, TESCO or TP&L shall object to the Merger in writing and demand payment of the value of their shares pursuant to Articles 5.11, 5.12 and 5.13 of the Texas Business Corporation Act, such holder shall have only the rights provided by such Articles.

ARTICLE III  
Conditions Precedent to the Merger

3.1 Shareholder Approval. The Boards of Directors of Electric Company, DP&L, TESCO and TP&L, upon approving this Agreement, shall by resolution direct that this Agreement be submitted to a vote at a meeting of shareholders of each such Constituent Corporation as provided in the Articles of Incorporation and Bylaws of each such corporation and in accordance with the laws of the State of Texas.

It is understood by the Constituent Corporations that the affirmative vote of the holders of at least two-thirds of the Common Stock (in the case of Electric Company) and Common Stock and Preferred Stock (in the case of DP&L, TESCO and

TP&L), voting as a single class as to each such corporation, is required to approve this Agreement. In addition, the affirmative vote of the holders of at least two-thirds of the Preferred Stock of each of DP&L, TESCO and TP&L, voting as a separate class of each such corporation, is required to approve this Agreement.

3.2 Regulatory Approval. The Merger provided for by this Agreement shall be subject to obtaining all necessary regulatory approvals, authorizations and consents (including, without limiting the generality of the foregoing, any which may be requisite to the effective transfer to the Surviving Corporation of all material franchises, certificates, licenses and permits of each of the Merging Subsidiaries).

3.3 Tax Consequences. The Merger provided for by this Agreement shall be subject to obtaining rulings of the Internal Revenue Service satisfactory to the Constituent Corporations, or in the event the Internal Revenue Service will not as a matter of general policy issue such rulings, an opinion or opinions of counsel satisfactory to the Constituent Corporations, with respect to the Federal income tax consequences of the Merger and other transactions incident thereto.

3.4 Termination. This Agreement may be terminated for any reason at any time prior to the filing of the Articles of Merger, whether before or after approval of this Agreement by the shareholders of the Constituent Corporations, by a vote of a majority of the Board of Directors of any of the Constituent Corporations. In the event of such termination, this Agreement

shall be without further effect and there shall be no liability on the part of any parties to the Agreement. Notwithstanding its approval by the shareholders of the Constituent Corporations, if, in accordance with Articles 5.11, 5.12 and 5.13 of the Texas Business Corporation Act, demands for cash payments for shares, aggregating in excess of 3% of the total number of shares of outstanding Preferred Stock of all the Merging Companies, are received, the Agreement may be terminated by majority vote of the Board of Directors of any of the Constituent Corporations.

ARTICLE IV  
Mortgage Matters

4.1 DP&L Mortgage. Anything herein contained to the contrary notwithstanding, the Merger provided for by and the terms of this Agreement shall not in any respect impair the lien and security of the Mortgage and Deed of Trust from DP&L to Old Colony Trust Company, trustee (The First National Bank of Boston, successor trustee), dated as of February 1, 1937, as amended and supplemented by all indentures supplemental thereto (hereinafter referred to as the "DP&L Mortgage"), and the lien and security of the DP&L Mortgage and all of the rights and powers of the trustee and the bondholders thereunder shall be unimpaired and fully preserved. The Surviving Corporation will, upon the Effective Time of the Merger, execute and deliver to said trustee an instrument in writing expressly assuming and agreeing to pay, duly



and punctually, the principal of and interest on the bonds issued under the DP&L Mortgage in accordance with the provisions of said bonds, of the coupons appertaining thereto and of the DP&L Mortgage, and expressly agreeing to perform and fulfill, duly and punctually, all the covenants and conditions of the DP&L Mortgage to be kept or performed by DP&L.

4.2 TESCO Mortgage. Anything herein contained to the contrary notwithstanding, the Merger provided for by and the terms of this Agreement shall not in any respect impair the lien and security of the Mortgage and Deed of Trust from TESCO to The Fort Worth National Bank, trustee, dated as of March 1, 1945, as amended and supplemented by all indentures supplemental thereto (hereinafter referred to as the "TESCO Mortgage"), and the lien and security of the TESCO Mortgage and all of the rights and powers of the trustees and the bondholders thereunder shall be unimpaired and fully preserved. The Surviving Corporation will, upon the Effective Time of the Merger, execute and deliver to said trustee an instrument in writing expressly assuming and agreeing to pay, duly and punctually, the principal of and interest on the bonds issued under the TESCO Mortgage in accordance with the provisions of said bonds, of the coupons appertaining thereto and of the TESCO Mortgage, and expressly agreeing to perform and fulfill, duly and punctually, all the covenants and conditions of the TESCO Mortgage to be kept or performed by TESCO.

4.3 TP&L Mortgage. Anything herein contained to the contrary notwithstanding, the Merger provided for by and the terms of this Agreement shall not in any respect impair the lien and security of the Mortgage and Deed of Trust from TP&L to RepublicBank Dallas, National Association (formerly Republic National Bank of Dallas), trustee, dated as of May 1, 1945, as amended and supplemented by all indentures supplemental thereto (hereinafter referred to as the "TP&L Mortgage"), and the lien and security of the TP&L Mortgage and all of the rights and powers of the trustee and the bondholders thereunder shall be unimpaired and fully preserved. The Surviving Corporation will, upon the Effective Time of the Merger, execute and deliver to said trustee an instrument in writing expressly assuming and agreeing to pay, duly and punctually, the principal of and interest on the bonds issued under the TP&L Mortgage in accordance with the provisions of said bonds, of the coupons appertaining thereto and of the TP&L Mortgage, and expressly agreeing to perform and fulfill, duly and punctually, all the covenants and conditions of the TP&L Mortgage to be kept or performed by TP&L.

ARTICLE V  
General Provisions

5.1 Expenses. The expenses of printing this Agreement, the expenses of printing and filing any Joint Proxy Statement and Prospectus with respect to the solicitation of proxies for use in

VOL 1492 PAGE 676

connection with special meetings of the shareholders necessary to obtain the vote set forth in Section 3.1 hereof, and the expenses of any related registration statements filed with the Securities and Exchange Commission will be shared equally by the Constituent Corporations. All other expenses (including, without limitation, accounting and legal fees) will be paid by the party incurring them.

5.2 Notices. All notices and other communications hereunder shall be in writing and shall be sent to the chief executive officer of the party to whom directed.

5.3 Employee Retirement Plans. At the Effective Time, the Surviving Corporation shall assume the rights and obligations of the Merging Corporations under their respective Employee Retirement Plans.

5.4 Interim Operations. The Merging Corporations covenant with each other that between the date of this Agreement and the Effective Time each will use its best efforts to solicit the requisite approval and consent from all parties whose approval and consent is required under the terms of any indenture, contract or agreement to which such Merging Corporation is a party; and, except as contemplated by this Agreement, the Merging Corporations each will carry on its respective business in substantially the same manner as heretofore.

Prior to the Effective Time, it is anticipated that TESCO, which owns all of the stock of Old Ocean Fuel Company ("Old Ocean") will distribute the stock of Old Ocean to Texas

Utilities Company as a dividend and that Old Ocean will thereupon merge into Texas Utilities Fuel Company, a wholly owned subsidiary of Texas Utilities Company.

5.5 Amendment. The parties hereto by mutual consent of their respective Boards of Directors may, to the extent permitted by law, amend, modify or supplement this Agreement in such manner as may be agreed upon by them in writing, at any time before or after approval of this Agreement by the shareholders of the Constituent Corporations; provided, however, that no such amendment, modification or supplement shall, in the sole judgment of the respective Board of Directors of each Constituent Corporation, materially and adversely affect the rights of the shareholders of such Constituent Corporation.

5.6 Successors. References in this Agreement to particular persons, firms, agencies, statutes, regulations and the like shall be considered as references to any successors thereto.

5.7 Assignment. This Agreement and all of the provisions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns, but neither this Agreement nor any of the rights, interests, or obligations hereunder is assignable, or shall be assigned, by any of the parties hereto without the prior written consent of the others.

5.8 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Texas.

ARTICLE VI  
Execution of Agreement

The Agreement shall be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be executed on its behalf and its corporate seal to be affixed hereunto and attested by its officer thereunto duly authorized, as of the day and year first above written.

Texas Utilities Electric Company

(Corporate Seal)

By

Ray Bittani

Attest:

Patricia G. Galloway

Dallas Power & Light Company

(Corporate Seal)

By

G. J. Frazier

Attest:

L. M. Hamilton, III

Texas Electric Service Company

(Corporate Seal)

By W.M. [Signature]

Attest:

[Signature]

Texas Power & Light Company

(Corporate Seal)

By R.K. [Signature]

Attest:

[Signature]

THE STATE OF TEXAS, COUNTY OF RUSK. I, Helen Sillick, County Clerk of the County Court of said county, do hereby certify that the foregoing instrument of writing, with its Certificate of Authentication, was filed for record in my office on the 4 day of Jan., A.D. 1985, at 2:35 o'clock P. M., in the Land Records of said County, in Volume 1402 on pages 652-679

Witness my hand and seal of County Court of said County at office in Henderson, Texas, the day and year last above written.

Helen Sillick  
Clerk, County Court, Rusk County, Texas.

By Peggy Coffey Deputy

COUNTY OF DALLAS

VOL PAGE  
2154 697

STATE OF TEXAS 44910

**AFFIDAVIT OF NAME CHANGE**


BEFORE ME, the undersigned authority, on this day personally appeared the undersigned, to me well known, who, after being by me first duly sworn, did depose and say as follows:

1. That he is the Land Minerals and Right of Way Manager of TXU Business Services Company, a Texas corporation and a wholly owned subsidiary of Texas Utilities Company, a Texas corporation doing business as TXU Corp.
2. That he is duly authorized to make this Affidavit.
3. That effective as of June 14, 1999, the name of Texas Utilities Electric Company was changed to TXU Electric Company, as evidenced by the Articles of Amendment filed with the Secretary of State of Texas, a true and correct copy of which is attached to this Affidavit as Exhibit A.
4. That TXU Electric Company and Texas Utilities Company are one and the same Texas corporation.
5. Further the Affiant saith not.

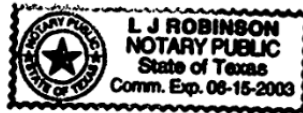
  
\_\_\_\_\_  
Affiant

Name: W. Kyle Ray  
Title: Attorney in Fact

the 12<sup>th</sup> SUBSCRIBED, ACKNOWLEDGED AND SWORN TO BEFORE ME, on this day of September, 1999.

  
\_\_\_\_\_  
Notary Public, State of Texas

My Commission expires:  
06/15/2003



VOL      PAGE  
2154     698



**The State of Texas**  
*SECRETARY OF STATE*

**CERTIFICATE OF AMENDMENT  
OF**

**TXU ELECTRIC COMPANY  
FORMERLY  
TEXAS UTILITIES ELECTRIC COMPANY**

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Amendment for the above named entity have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Amendment.

Dated:                      May 28, 1999

Effective:                 June 14, 1999

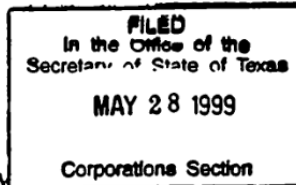


**Elton Bomer**  
*Secretary of State*



VOL      PAGE  
2154    699

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
TEXAS UTILITIES ELECTRIC COMPANY



Pursuant to the provisions of Articles 4.04 and 10.03 of the Texas Business Corporation Act, the undersigned corporation adopts the following articles of amendment to its restated articles of incorporation to be effective as set forth herein.

**ARTICLE ONE**

The name of the corporation is Texas Utilities Electric Company.

**ARTICLE TWO**

The following amendment to the restated articles of incorporation was adopted by the sole shareholder of the corporation on May 14, 1999. The restated articles of incorporation are amended to change the name of the corporation.

The amendment alters or changes Article I of the restated articles of incorporation and the full text of each provision of Article I is amended to read as follows:

"ARTICLE I

The name of the Corporation is TXU Electric Company."

**ARTICLE THREE**

The number of shares of the corporation outstanding at the time of such adoption was 138,156,400; and the number entitled to vote thereon was 138,156,400.

**ARTICLE FOUR**

The holder of all of the shares outstanding and entitled to vote on said amendment has signed a consent in writing pursuant to Article 9.10 adopting said amendment and any written notice required by Article 9.10 has been given.

**ARTICLE FIVE**

This amendment does not necessitate an exchange, reclassification or cancellation of issued shares.

VOL PAGE  
2154 700

**ARTICLE SIX**

This amendment does not effect a change in stated capital.

**ARTICLE SEVEN**

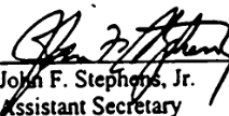
The name of the registered agent as PRESENTLY shown in the records of the Texas Secretary of State is Texas Utilities Services Inc. (Office of the Corporate Secretary). The name of the NEW registered agent is TXU Business Services Company (Office of the Corporate Secretary). The address of the registered office will remain the same. This change of registered agent was authorized by the Board of Directors of the Corporation.

**ARTICLE EIGHT**

This amendment shall be effective as of June 14, 1999.

TEXAS UTILITIES ELECTRIC COMPANY

By: \_\_\_\_\_

  
John F. Stephens, Jr.  
Assistant Secretary

After recording return to:  
TU Services, Inc.  
P.O. Box 966  
Henderson, TX 75653  
903-836-6531

VOL            PAGE  
2154           701

FILED FOR RECORD

99 SEP 15 PM 12:42

FRANK HUDSON, COUNTY CLK  
RUSK COUNTY, TEXAS

BY J. Lewis DEPUTY

STATE OF TEXAS            COUNTY OF RUSK  
I hereby certify that this instrument was filed on  
the date and time stamped hereon by me and was  
duly recorded in the volume and page of the named  
records of Rusk County, Texas as stamped hereon  
by me.                            OFFICIAL PUBLIC RECORDS

SEP 15 1999



*Frank Hudson*  
FRANK HUDSON, COUNTY CLERK  
RUSK COUNTY, TEXAS



Corporations Section  
P.O. Box 13697  
Austin, Texas 78711-3697



005821

Phil Wilson  
Secretary of State

VOL. 1975 PAGE 236

Office of the Secretary of State

28  
Pg 584  
Vol 1427  
Bk OR  
005 128407

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Luminant Generation Company LLC  
Filing Number: 800881216

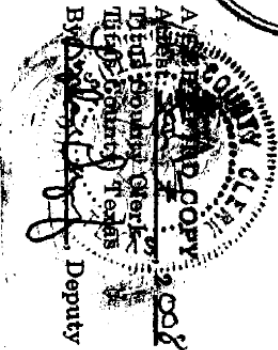
Certificate of Conversion

October 08, 2007

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on October 09, 2007.



Phil Wilson  
Secretary of State



FILED FOR RECORD  
2007 OCT 11 AM 11:58  
COUNTY CLERK RUSK CO. TX  
BY *DM* DEPUTY

Phone: (512) 463-5555  
Prepared by: SOS-WEB

Come visit us on the internet at <http://www.sos.state.tx.us/>

Fax: (512) 463-5709  
TID: 10266

Dial: 7-1-1 for Relay Services  
Document: 188673840003



TRUE AND CORRECT COPY  
OF ORIGINAL  
FILED IN RUSK  
COUNTY CLERK'S OFFICE.

Doc 128407 Bk DR Pg 585 Vol 1427

Form 642 (Revised 01/06) Return in duplicate to: Secretary of State P.O. Box 13697 Austin, TX 78711-3697 512 463-5355 FAX 512 463-5709 Filing Fee: See instructions

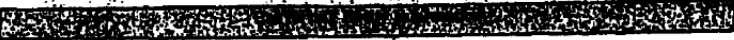


Certificate of Conversion of a Limited Partnership Converting to a Limited Liability Company

This space reserved for filing office in the Office of the Secretary of State of Texas

OCT 08 2007

Corporations Section



The name of the converting limited partnership is: TXU Generation Company LP

The jurisdiction of formation of the limited partnership is: Texas

The date of formation of the limited partnership is: November 6, 2001

The file number, if any, issued to the limited partnership by the secretary of state is: 800029435



The limited partnership named above is converting to a limited liability company. The name of the limited liability company is: Luminant Generation Company LLC

The limited liability company will be formed under the laws of: Texas

The plan of conversion is attached.

If the plan of conversion is not attached, the following statements must be completed.

Instead of attaching this plan of conversion, the limited partnership certifies to the following statements:

A signed plan of conversion is on file at the principal place of business of the limited partnership, the converting entity. The address of the principal place of business of the limited partnership is:

1601 Bryan Street Dallas TX USA 75201 Street or Mailing Address City State Country Zip Code

A signed plan of conversion will be on file after the conversion at the principal place of business of the limited liability company, the converted entity. The address of the principal place of business of the limited liability company is:

1601 Bryan Street Dallas TX USA 75201 Street or Mailing Address City State Country Zip Code

A copy of the plan of conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner or member of the converting or converted entity.

Form 642



TRUE AND CORRECT COPY OF ORIGINAL FILED IN RUSK COUNTY CLERK'S OFFICE.

Pa 586  
Vol 1427  
Bk DR  
Doc 128407

**ARTICLE 1. PURPOSE AND SCOPE OF THIS CERTIFICATE OF CONVERSION**

The converted entity is a Texas limited liability company. The certificate of formation of the Texas limited liability company is attached to this certificate either as an attachment or exhibit to the plan of conversion, or as an attachment or exhibit to this certificate of conversion if the plan has not been attached to the certificate of conversion.

**ARTICLE 2. APPROVAL OF THE PLAN OF CONVERSION**

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

**ARTICLE 3. EFFECTIVE DATE**

A.  This document becomes effective when the document is accepted and filed by the secretary of state.

B.  This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: 8:30 a.m. Central Time on October 9, 2007.

C.  This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is:

The following event or fact will cause the document to take effect in the manner described below:

**ARTICLE 4. SIGNATURES**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: October 8, 2007

*[Handwritten Signature]*

Assistant Secretary of TLLI Conversion

Signature and title of authorized person on behalf of the converting entity

Management Company LLC,  
sole general partner



TRUE AND CORRECT COPY  
OF ORIGINAL  
FILED IN RUSK  
COUNTY CLERK'S OFFICE.

FILED  
In the Office of the  
Secretary of State of Texas  
OCT 08 2007

Doc  
128407  
Bk  
DR  
Pg  
1427  
587

CERTIFICATE OF FORMATION  
OF LUMINANT GENERATION COMPANY LLC Corporations Section

- (1) The name of the filing entity being formed is Luminant Generation Company LLC (the "Company").
- (2) The Company will be a Texas limited liability company.
- (3) The purpose for which the Company is formed is for the transaction of any and all lawful purposes for which a limited liability company may be organized under the Texas Business Organizations Code.
- (4) The period of duration of the Company is perpetual, or until the earlier dissolution of the Company in accordance with the provisions of the Company's limited liability company agreement.
- (5) The address of the Company's initial registered office is 350 N. St. Paul Street, Suite 2000, Dallas, Texas 75201. The name of the Company's initial registered agent at such address is CT Corporation System.
- (6) The Company will be managed by managers. The names and addresses of the initial managers are as follows: David A. Campbell, 1601 Bryan Street, Dallas, Texas 75201; M.S. Givens, 1601 Bryan Street, Dallas, Texas 75201 and C. John Wilder, 1601 Bryan Street, Dallas, Texas 75201.
- (7) The Company is being formed under a plan of conversion. The converting entity (the "Converting Entity") is TCU Generation Company LP, a Texas limited partnership. The Converting Entity was formed in the State of Texas on November 6, 2007. The address of the Converting Entity is 1601 Bryan Street, Dallas, Texas 75201.
- (8) The formation of the Company will be effective at 8:30 a.m. Central Time on October 9, 2007.

Executed this 8th day of October, 2007.

LUMINANT GENERATION COMPANY LLC

By: *Diana J. Makin*  
Diana J. Makin  
Authorized Person

Step 7/8  
DALLAS 3/28/2007

STATE OF TEXAS	COUNTY OF RUSK	FILED FOR RECORD
I hereby certify that this instrument was filed on the date and time stamped hereon by me and was duly recorded in the volume and page of the named records of Rusk County, Texas as stamped hereon by me.		Feb 19, 2008 12:49P
	OFFICIAL PUBLIC RECORDS	JOYCE LEWIS, COUNTY CLERK RUSK COUNTY, TEXAS


Feb 19, 2008 12:49P

JOYCE LEWIS, COUNTY CLERK

BY *Veronica* DEPUTY

THE STATE OF TEXAS:  
COUNTY OF RUSK: I, JOYCE LEWIS, County Clerk of Rusk County, Texas, do hereby certify that the above and foregoing instrument is true and correct copy of the original instrument filed in this office on the 19th day of Feb, A.D. 2008, at 12:49 o'clock P. M., as the same appears of record in Vol. 2819, Page 240 (two Pages) of the Official Public Records of Rusk County, Texas. Given under My Hand and Seal of Office this 20th day of Feb, A.D. 2008.

JOYCE LEWIS, County Clerk of the County Court of Rusk County, Texas  
By: *A. Briscoe* Deputy

 TRUE AND CORRECT COPY  
OF ORIGINAL  
FILED IN RUSK  
COUNTY CLERK'S OFFICE.



CLERK'S NOTE ALL OR PARTS OF  
THE TEXT ON THIS INSTRUMENT  
WAS NOT CLEARLY LEGIBLE FOR  
SATISFACTORY RECORDATION.

STATE OF TEXAS COUNTY OF PANOLA FILED FOR RECORD  
I hereby certify that this instrument was filed on  
the date and time stamped hereon by me and Feb 26, 2008 11:35A  
was duly recorded in the volume and page of the  
named records of PANOLA County, Texas as stamped MICKEY DORMAN, COUNTY CLERK  
hereon by me. OFFICIAL PUBLIC RECORDS PANOLA COUNTY, TEXAS

Feb 26, 2008 11:35A

MICKEY DORMAN, COUNTY CLERK  
PANOLA COUNTY, TEXAS

BY: Cindy Schelhouse, Deputy

FILED FOR RECORD  
FEB 26 2008 11:35A  
MICKEY DORMAN, COUNTY CLERK  
PANOLA COUNTY, TEXAS

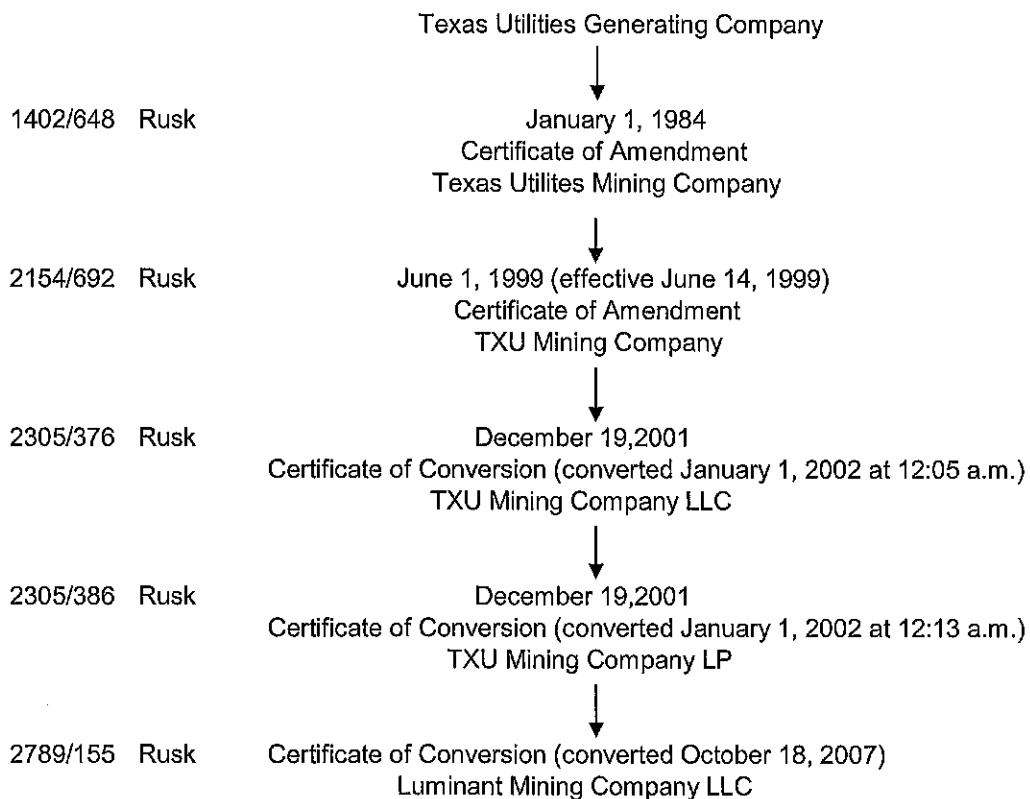


**ADDENDUM**

**LUMINANT - TEXAS UTILITIES NAME CHANGE DOCUMENTATION**

## LUMINANT MINING COMPANY LLC NAME CHANGES

2013



**BLC Corporation is an entity affiliated with TXU Mining Company LP**

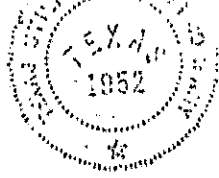
VOL. 1402 PAGE 648

62928

CERTIFICATE

The undersigned, Peter B. Tinkham, Secretary of Texas Utilities Mining Company, a Texas corporation, hereby certifies that Texas Utilities Generating Company adopted Articles of Amendment to its Restated Articles of Incorporation, effective January 1, 1984, by which it changed its name to Texas Utilities Mining Company. Attached hereto is a Certificate of the Secretary of State of Texas evidencing such fact.

WITNESS my hand and the seal of Texas Utilities Mining Company this 30th day of November, 1984.



Peter B. Tinkham  
Peter B. Tinkham

STATE OF TEXAS  
COUNTY OF DALLAS

This instrument was acknowledged before me this 30th day of November, 1984 by Peter B. Tinkham, Secretary of Texas Utilities Mining Company, a Texas corporation, on behalf of said corporation.



[Signature]  
Notary Public in and for the State of Texas

*copy*



VOL 1402 PAGE 649

# The State of Texas

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT  
OF

TEXAS UTILITIES MINING COMPANY

(formerly:) TEXAS UTILITIES GENERATING COMPANY

The undersigned, as Secretary of State of the State of Texas, hereby certifies that the attached Articles of Amendment, duly signed and verified, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, issues this Certificate and attaches hereto a copy.

Dated January 01, 1984



*John W. Fairley*  
Secretary of State

vol 1402 PAGE 650

ARTICLES OF AMENDMENT  
TO THE  
RESTATED ARTICLES OF INCORPORATION  
OF  
TEXAS UTILITIES GENERATING COMPANY

FILED  
In the Office of the  
Secretary of State of Texas  
JAN 1 1984  
Clerk II S  
Corporations Section

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Restated Articles of Incorporation:

ARTICLE ONE

The name of the corporation is TEXAS UTILITIES GENERATING COMPANY.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by written consent of the sole shareholder of the corporation dated December 21, 1983:

RESOLVED that Article I of the Restated Articles of Incorporation of the Company be, and it hereby is, amended to provide for a change in the corporate name from Texas Utilities Generating Company to Texas Utilities Mining Company so that such Article shall read as follows: "The name of the Corporation is TEXAS UTILITIES MINING COMPANY".

The amendment alters or changes ARTICLE I of the RESTATED ARTICLES OF INCORPORATION and the full text of such provision is:

"ARTICLE I

The name of the Corporation is TEXAS UTILITIES MINING COMPANY."

The number of shares of the corporation outstanding at the time of such adoption was One Hundred Thousand, and the number of shares entitled to vote thereon was One Hundred Thousand.

ARTICLE FOUR

The holder of all the shares outstanding and entitled to vote on said amendment has signed a consent in writing adopting said amendment.

DATED: December 22, 1983.

TEXAS UTILITIES GENERATING COMPANY

BY: Michael D. Spence  
Michael D. Spence, President

BY: Peter B. Tinkham  
Peter B. Tinkham, Secretary

THE STATE OF TEXAS )  
COUNTY OF DALLAS )

I, \_\_\_\_\_, a Notary Public, do hereby certify that on this \_\_\_\_\_ day of December, 1983, personally appeared before me MICHAEL D. SPENCE, who declared he is President of TEXAS UTILITIES GENERATING COMPANY, and PETER B. TINKHAM, who declared he is Secretary of TEXAS UTILITIES GENERATING COMPANY, executing the foregoing document, and being first duly sworn, acknowledged that they signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

\_\_\_\_\_  
Notary Public in and for the State of Texas

My Commission expires:

THE STATE OF TEXAS, COUNTY OF RUSK. I, Helen Siliek, County Clerk of the County Court of said county, do hereby certify that the foregoing instrument of writing, with its Certificate of Authentication, was filed for record in my office on the

4 day of Jan., A.D. 1985, at 2:35 o'clock P. M., in the Land Records of said County, in Volume 1402 on pages 648-651

Witness my hand and seal of County Court of said County at office in Henderson, Texas, the day and year last above written.

Helen Siliek  
Clerk, County Court, Rusk County, Texas.

By Peggy Coffey Deputy





VOL PAGE  
COUNTY OF DALLAS 2154 692

STATE OF TEXAS 44909

**AFFIDAVIT OF NAME CHANGE**


BEFORE ME, the undersigned authority, on this day personally appeared the undersigned, to me well known, who, after being by me first duly sworn, did depose and say as follows:

1. That he is the Land Minerals and Right of Way Manager of TXU Business Services Company, a Texas corporation and a wholly owned subsidiary of Texas Utilities Company, a Texas corporation doing business as TXU Corp.
2. That he is duly authorized to make this Affidavit.
3. That effective as of June 14, 1999, the name of TU Mining (TUMCO) was changed to TXU Mining Company, as evidenced by the Articles of Amendment filed with the Secretary of State of Texas, a true and correct copy of which is attached to this Affidavit as Exhibit A.
4. That TXU Electric Company and Texas Utilities Company are one and the same Texas corporation.
5. Further the Affiant saith not.

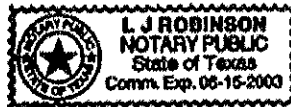
  
\_\_\_\_\_  
Affiant

Name: W. Kyle Ray  
Title: Attorney in Fact

SUBSCRIBED, ACKNOWLEDGED AND SWORN TO BEFORE ME, on this the 10<sup>th</sup> day of September, 1999.

  
\_\_\_\_\_  
Notary Public, State of Texas

My Commission expires:  
06/15/03





# The State of Texas

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT  
OF

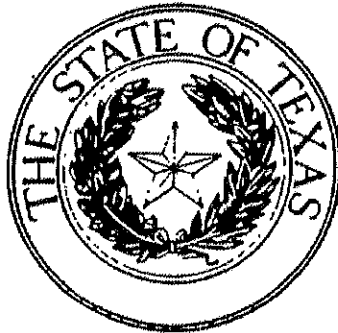
TXU MINING COMPANY  
FORMERLY  
TEXAS UTILITIES MINING COMPANY

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Amendment for the above named entity have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Amendment.

Dated:                      June 1, 1999

Effective:                 June 14, 1999

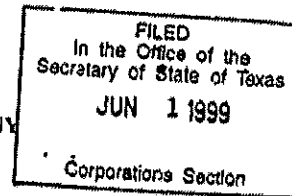


Elton Bomer  
Secretary of State

DLU

VOL      PAGE  
2154     694

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
TEXAS UTILITIES MINING COMPANY



Pursuant to the provisions of Articles 4.04 and 10.03 of the Texas Business Corporation Act, the undersigned corporation adopts the following articles of amendment to its amended and restated articles of incorporation to be effective as set forth herein.

**ARTICLE ONE**

The name of the corporation is Texas Utilities Mining Company.

**ARTICLE TWO**

The following amendment to the amended and restated articles of incorporation was adopted by the sole shareholder of the corporation on May 14, 1999. The amended and restated articles of incorporation are amended to change the name of the corporation.

The amendment alters or changes Article I of the amended and restated articles of incorporation and the full text of each provision of Article I is amended to read as follows:

**"ARTICLE I.**

The name of the Corporation is TXU Mining Company."

**ARTICLE THREE**

The number of shares of the corporation outstanding at the time of such adoption was 100,000; and the number entitled to vote thereon was 100,000.

**ARTICLE FOUR**

The holder of all of the shares outstanding and entitled to vote on said amendment has signed a consent in writing pursuant to Article 9.10 adopting said amendment and any written notice required by Article 9.10 has been given.

**ARTICLE FIVE**

This amendment does not necessitate an exchange, reclassification or cancellation of issued shares.

**ARTICLE SIX**

This amendment does not effect a change in stated capital.

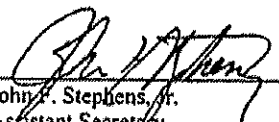
**ARTICLE SEVEN**

The name of the registered agent as PRESENTLY shown in the records of the Texas Secretary of State is Texas Utilities Services Inc. (Office of the Corporate Secretary). The name of the NEW registered agent is TXU Business Services Company (Office of the Corporate Secretary). The address of the registered office will remain the same. This change of registered agent was authorized by the Board of Directors of the Corporation.

**ARTICLE EIGHT**

This amendment shall be effective as of June 14, 1999.

TEXAS UTILITIES MINING COMPANY

By:   
John F. Stephens, Jr.  
Assistant Secretary

After recording return to:  
TU Services, Inc.  
P.O. Box 966  
Henderson, TX 75653  
903-836-6531

VOL      PAGE  
2154      696

FILED FOR RECORD

99 SEP 15 PM 12:42

FRANK HUDSON, COUNTY CLK  
RUSK COUNTY, TEXAS

BY *J. Lewis* DEPUTY

STATE OF TEXAS      COUNTY OF RUSK  
I hereby certify that this instrument was filed on  
the date and time stamped hereon by me and was  
duly recorded in the volume and page of the named  
records of Rusk County, Texas as stamped hereon  
by me.      OFFICIAL PUBLIC RECORDS

SEP 15 1999



*Frank Hudson*  
FRANK HUDSON, COUNTY CLERK  
RUSK COUNTY, TEXAS



Corporations Section VOL  
P.O. Box 13697  
Austin, Texas 78772-5505

PAGE  
376



Geoffrey S. Connor  
Assistant Secretary of State

72272

Office of the Secretary of State

CERTIFICATE OF CONVERSION  
OF

TXU Mining Company LLC  
Filing Number: 800038276

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Conversion

of  
TXU MINING COMPANY  
Filing Number: 11277100

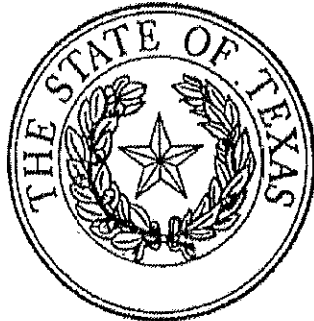
Converting it to

TXU Mining Company LLC

have been received in this office and have been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Conversion.

Dated: 12/19/2001

Effective: 01/01/2002 at 12:05AM



Handwritten signature of Geoffrey S. Connor.

Geoffrey S. Connor  
Assistant Secretary of State

PHONE(512) 463-5555  
Prepared by: Krissie Farmer

Come visit us on the internet at <http://www.sos.state.tx.us/>  
FAX(512) 463-5709

TTY7-1-1





# The State of Texas

SECRETARY OF STATE

CERTIFICATE OF ORGANIZATION  
OF

TXU Mining Company LLC  
FILE NUMBER: 800038276

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Organization for the above named company have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Organization.

Issuance of this Certificate of Organization does not authorize the use of a corporate name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Filed:            12/19/2001  
Effective:       01/01/2002 at 12:05AM



Geoffrey S. Connor  
Assistant Secretary of State

Secretary of State

FILED  
In the Office of the  
Secretary of State of Texas  
DEC 19 2001  
ARTICLES OF CONVERSION  
OF  
TXU MINING COMPANY  
INTO  
TXU MINING COMPANY LLC  
Corporations Section

Pursuant to the provisions of Article 5.18 of the Texas Business Corporation Act and Article 10.09 of the Texas Limited Liability Company Act, the undersigned converting entity hereby adopts the following Articles of Conversion for the purpose of effecting a conversion in accordance with the provisions of the Texas Business Corporation Act and the Texas Limited Liability Company Act.

1. The name of the converting entity is TXU Mining Company, a Texas corporation.
2. A Plan of Conversion was approved and adopted in accordance with the provisions of Article 5.17 of the Texas Business Corporation Act and Article 10.08 of the Texas Limited Liability Company Act providing for the conversion of TXU Mining Company, a corporation incorporated under the Texas Business Corporation Act, to TXU Mining Company LLC, a limited liability company organized under the Texas Limited Liability Company Act.
3. An executed Plan of Conversion is on file at the principal place of business of TXU Mining Company at 1601 Bryan Street, Energy Plaza, Dallas, Texas 75201 and, from and after the conversion, an executed Plan of Conversion will be on file at the principal place of business of TXU Mining Company LLC at 1601 Bryan Street, Energy Plaza, Dallas, Texas 75201.
4. A copy of the Plan of Conversion will be furnished by TXU Mining Company (prior to the conversion) or by TXU Mining Company LLC (after the conversion) on written request and without cost to any shareholder of TXU Mining Company or any member of TXU Mining Company LLC.
5. The approval of the Plan of Conversion was duly authorized by all action required by the laws of the State of Texas and by the constituent documents of TXU Mining Company. The number of outstanding shares of each class or series of stock of TXU Mining Company entitled to vote, with other shares or as a class, on the Plan of Conversion are as follows:

<u>Number of Shares Outstanding</u>	<u>Class or Series</u>	<u>Number of Shares Entitled to Vote</u>
100,000	Common	100,000

6. The number of shares of TXU Mining Company, not entitled to vote only as a class, voted for and against the Plan of Conversion, respectively, and, if the shares

of any class or series are entitled to vote as a class, the number of shares of each such class or series voted for and against the Plan of Conversion, are as follows:

<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class or Series</u>	<u>Number of Shares Entitled to Vote as Class or Series</u>	
			<u>Voted For</u>	<u>Voted Against</u>
100,000	0	Common	N/A	N/A

7. TXU Mining Company LLC will be responsible for the payment of all fees and franchise taxes and will be obligated to pay such fees and franchise taxes if the same are not timely paid.
8. The Articles of Organization of TXU Mining Company LLC, which is to be created pursuant to the Plan of Conversion, are attached hereto as Exhibit A.
9. The conversion will become effective on January 1, 2002 at 12:05 A.M. Central Standard Time in accordance with the provisions of Article 10.03 of the Texas Business Corporation Act and Article 9.03 of the Texas Limited Liability Company Act.

VOL PAGE  
2305 380

Dated: December 19, 2001

TXU MINING COMPANY

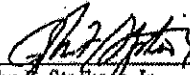
By:   
John F. Stephens, Jr.  
An Authorized Officer

EXHIBIT A  
ARTICLES OF ORGANIZATION  
OF  
TXU MINING COMPANY LLC

ARTICLE ONE

The name of the limited liability company is TXU Mining Company LLC (the "Company"). The Company is being organized pursuant to a Plan of Conversion.

ARTICLE TWO

The Company's existence shall be perpetual unless earlier terminated in accordance with its regulations as adopted and amended from time to time in accordance with the Texas Limited Liability Company Act (the "Regulations").

ARTICLE THREE

The purpose for which the Company is organized is the transaction of any lawful business for which limited liability companies may be organized under the laws of the State of Texas.

ARTICLE FOUR

The address of the Company's initial registered office in the State of Texas is Energy Plaza, 1601 Bryan Street, Dallas, Texas 75201-3411, and the name of its initial registered agent at such address is TXU Business Services Company (Office of the Corporate Secretary).

ARTICLE FIVE

The powers of the Company shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed under the direction of one or more Managers. The number, and the classes and qualifications of Managers shall be fixed from time to time by or in accordance with the Regulations. The names and addresses of the persons who are to serve as initial Managers until the first annual meeting of Members or until their successors are duly elected and qualify are:

VOL            PAGE  
2305           382

<u>Name</u>	<u>Address</u>
Brian N. Dickie	Energy Plaza 1601 Bryan Street Dallas, Texas 75201
H. Jarrell Gibbs	Energy Plaza 1601 Bryan Street Dallas, Texas 75201
Michael J. McNally	Energy Plaza 1601 Bryan Street Dallas, Texas 75201
Erle Nyo	Energy Plaza 1601 Bryan Street Dallas, Texas 75201
Phillip G. Turberville	Energy Plaza 1601 Bryan Street Dallas, Texas 75201
R.A. Wooldridge	Energy Plaza 1601 Bryan Street Dallas, Texas 75201

#### ARTICLE SIX

The name of the entity that is party to the Plan of Conversion, its address, the form of such entity, the date of incorporation and jurisdiction are as follows:

<u>Name</u>	<u>Address</u>	<u>Form and Date</u>
TXU Mining Company	Energy Plaza 1601 Bryan Street Dallas, Texas 75201-3411	Texas corporation; Incorporated July 7, 1977

#### ARTICLE SEVEN

Except as and to the extent the Regulations specifically provide otherwise, a Member or Manager shall not be liable for the debts, obligations or liabilities of the Company including under a judgment, decree or order of a court. A Manager shall not be personally liable to the Company or any of its Members for any monetary damages for any act or omission in his capacity as a Manager except to the extent otherwise expressly provided by a statute of the State

of Texas. Any repeal or modification of this Article or the Regulations shall be prospective only, and shall not adversely affect any limitation of the personal liability of a Manager or Member of the Company at the time of the repeal or modification.

**ARTICLE EIGHT**

Cumulative voting by the Members of the Company at any election for Managers is expressly prohibited.

**ARTICLE NINE**

Except as expressly provided in the Regulations, no Member shall by reason of holding a unit or other membership interest in the Company have a preemptive, preferential or other right to subscribe for, purchase or acquire any additional or greater membership interest in the Company (or any security of the Company convertible into or carrying such a right).

**ARTICLE TEN**

Any action required or permitted to be taken at a meeting of Members may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken shall be signed by Members having not less than the minimum number of votes that would be necessary to take such action at a meeting.

**ARTICLE ELEVEN**

The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Managers of the Company, subject to any power expressly vested by the Regulations in the Members to adopt, alter, amend or repeal the Regulations.

**ARTICLE TWELVE**

These Articles of Organization shall become effective at 12:05 A.M. Central Standard Time on January 1, 2002.

VOL      PAGE  
2305    384

Dated: December 19, 2001

TXU MINING COMPANY LLC

By:   
John F. Stephens, Jr.  
An Authorized Officer

A - 4

L:\CLIENTS\TUCO\000130\ce\TXU Mining\Mining Articles of Conversion (to LLC) Dec 17.doc

After recording return to:  
TXU Business Services, Inc.  
P.O. Box 966  
Henderson, TX 75653



VOL  
2305

PAGE  
385

FILED FOR RECORD

2002 FEB 12 PM 1:51  
FRANK HUBSON COUNTY CLERK  
RUSK COUNTY TEXAS  
BY *[Signature]* DEPUTY

STATE OF TEXAS COUNTY OF RUSK  
I hereby certify that this instrument was filed on  
the date and time stamped hereon by me and was  
fully recorded in the volume and page of the named  
records of Rusk County, Texas as stamped hereon  
by me.  
OFFICIAL PUBLIC RECORDS

FEB 12 2002



*Frank Hubson*  
FRANK HUBSON, COUNTY CLERK  
RUSK COUNTY, TEXAS



VOL  
Corporations Section  
P.O. Box 13697  
Austin, Texas 78711-3697

PAGE  
386



Geoffrey S. Connor  
Assistant Secretary of State

Office of the Secretary of State

CERTIFICATE OF CONVERSION  
OF

TXU Mining Company LP  
Filing Number: 800038318

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Conversion

of  
TXU Mining Company LLC  
Filing Number: 800038276

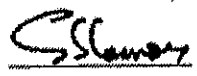
Converting it to

TXU Mining Company LP

have been received in this office and have been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Conversion.

Dated: 12/19/2001

Effective: 01/01/2002 at 12:13AM



Geoffrey S. Connor  
Assistant Secretary of State

PHONE(512) 463-5555  
Prepared by: Kristle Farmer

Come visit us on the internet at <http://www.sos.state.tx.us/>  
FAX(512) 463-5709

TTY7-1-1

Corporations Section  
P.O. Box 13697  
Austin, Texas 78711-3697



VOL

2305

PAGE

38 Geoffrey S. Connor  
Secretary of State

Office of the Secretary of State

ENTITY:

TXU Mining Company LP

FILE NUMBER:

800038318

DOCUMENT FILED:

Certificate of Limited Partnership

FILED: 12/19/2001

EFFECTIVE: 01/01/2002 at 12:13AM

This letter will acknowledge the receipt and filing of the above referenced document. The relevant statutory provision does not provide for a certificate of filing for this type of document and, therefore, this letter may be used as evidence of filing.

Corporations Section  
Statutory Filings Division  
512-463-5555

(512) 463-5555

Come visit us on the Internet @ <http://www.sos.state.tx.us/>

FAX (512) 463-5709

TTY (800) 735-2939

VOL PAGE  
2305 388

ARTICLES OF CONVERSION  
OF  
TXU MINING COMPANY LLC  
INTO  
TXU MINING COMPANY LP

In the  
Secretary of State of Texas  
DEC 19 2001  
Corporations Section

Pursuant to the provisions of Article 10.09 of the Texas Limited Liability Company Act and Section 2.15 of the Texas Revised Limited Partnership Act, the undersigned converting entity hereby adopts the following Articles of Conversion for the purpose of effecting a conversion in accordance with the provisions of the Texas Limited Liability Company Act and the Texas Revised Limited Partnership Act.

1. The name of the converting entity is TXU Mining Company LLC, a Texas limited liability company.
2. A Plan of Conversion was approved and adopted in accordance with the provisions of Article 10.08 of the Texas Limited Liability Company Act and Section 2.15b of the Texas Revised Limited Partnership Act providing for the conversion of TXU Mining Company LLC, a limited liability company organized under the Texas Limited Liability Company Act, to TXU Mining Company LP, a limited partnership organized under the Texas Revised Limited Partnership Act.
3. An executed Plan of Conversion is on file at the principal place of business of TXU Mining Company LLC at 1601 Bryan Street, Energy Plaza, Dallas, Texas 75201 and, from and after the conversion, an executed Plan of Conversion will be on file at the principal place of business of TXU Mining Company LP at 1601 Bryan Street, Energy Plaza, Dallas, Texas 75201.
4. A copy of the Plan of Conversion will be furnished by TXU Mining Company LLC (prior to the conversion) or by TXU Mining Company LP (after the conversion) on written request and without cost to any member of TXU Mining Company LLC or any partner of TXU Mining Company LP.
5. The approval of the Plan of Conversion was duly authorized by all action required by the laws of the State of Texas and by the constituent documents of TXU Mining Company LLC.
6. TXU Mining Company LP will be responsible for the payment of all fees and franchise taxes and will be obligated to pay such fees and franchise taxes if the same are not timely paid.
7. The Certificate of Limited Partnership of TXU Mining Company LP, which is to be created pursuant to the Plan of Conversion, is attached hereto as Exhibit A.

VOL      PAGE  
2305     389

8. The conversion will become effective on January 1, 2002 at 12:13 A.M. Central Standard Time in accordance with the provisions of Article 9.03 of the Texas Limited Liability Company Act and Section 2.12 of the Texas Revised Limited Partnership Act.

VOL      PAGE  
2305    390

Dated: December 19, 2001

TXU MINING COMPANY LLC

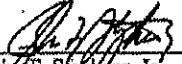
By:   
\_\_\_\_\_  
John F. Stephens, Jr.  
An Authorized Officer

EXHIBIT A  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
TXU MINING COMPANY LP

TXU Mining Management Company LLC, General Partner of TXU Mining Company LP, hereby duly executes this Certificate of Limited Partnership, which is being filed with the Secretary of State in accordance with Section 2.01 and Section 2.15 of the Texas Revised Limited Partnership Act (the "Act").

1. The name of the Limited Partnership is TXU Mining Company LP (the "Limited Partnership"). The Limited Partnership is being formed pursuant to a Plan of Conversion.
2. The name of the entity that is party to the Plan of Conversion, its address, the form of such entity, the date of incorporation and jurisdiction are as follows:

<u>Name</u>	<u>Address</u>	<u>Form and Date</u>
TXU Mining Company LLC	Energy Plaza 1601 Bryan Street Dallas, Texas 75201-3411	Texas corporation, incorporated July 7, 1977; converted to a Texas limited liability company January 1, 2002, effective 12:05 a.m.

3. The address of the registered office of the Limited Partnership in the State of Texas is Energy Plaza, 1601 Bryan Street, Dallas, Texas 75201-3411 and the name of the registered agent for service of process on the Limited Partnership in the State of Texas at such address is TXU Business Services Company (Office of the Corporate Secretary).
4. The address of the principal office of the Limited Partnership in the United States where its partnership records are to be kept or made available under Section 1.07 of the Act is:  
  
Energy Plaza  
1601 Bryan Street  
Dallas, Texas 75201
5. The name and the mailing and street address of the principal place of business of the General Partner is as follows:



VOL      PAGE  
2305    392

TXU Mining Management Company LLC  
Energy Plaza  
1601 Bryan Street  
Dallas, Texas 75201

6. This Certificate of Limited Partnership shall become effective at 12:13 A.M. Central Standard Time on January 1, 2002.

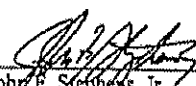
VOL      PAGE  
2305    393

Dated: December 19, 2001

GENERAL PARTNER:

TXU MINING MANAGEMENT  
COMPANY LLC

By: \_\_\_\_\_

  
John F. Stephens, Jr.  
An Authorized Officer

A-3

C:\windows\TEMP\Mining Articles of Conversion (to LP) Dec 17.doc

After recording return to:  
TXU Business Services, Inc.  
P.O. Box 966  
Henderson, TX 75653

VOL      PAGE  
2305    394

FILED FOR RECORD

2002 FEB 12 PM 1:52

FRANK HUDSON, COUNTY CLERK  
RUSK COUNTY, TEXAS  
BY *[Signature]* DEPUTY

STATE OF TEXAS      COUNTY OF RUSK  
I hereby certify that this instrument was filed on  
the date and time stamped hereon by me and was  
fully recorded in the volume and page of the named  
records of Rusk County, Texas as stamped hereon  
by me.  
OFFICIAL PUBLIC RECORDS

FEB 12 2002



*Frank Hudson*  
FRANK HUDSON, COUNTY CLERK  
RUSK COUNTY, TEXAS



**AFFIDAVIT AND CERTIFICATE OF CONVERSION**

STATE OF TEXAS           §  
                                  §  
COUNTY OF TITUS       §

BEFORE ME, the undersigned authority, on this day personally appeared Kevin Kent Attorney-in-Fact for Luminant Mining Company, LLC, a Texas limited liability company, Affiant herein, upon his oath, deposes and says as follows:

THAT TXU Mining Company LP, a Texas limited partnership as shown by the secretary of state file number 800038318 is now converted to a limited liability company. The name of the limited liability company is Luminant Mining Company LLC. THAT the attached Exhibit "A" is a true and correct copy of the Certificate of Conversion of a Limited Partnership Converting to a Limited Liability Company for said Luminant Mining Company LLC, as filed in the office of the Secretary of State of Texas on October 1, 2007.

Executed this 18<sup>th</sup> day of October, 2007.

LUMINANT MINING COMPANY LLC

By: *Kevin Kent*

Name: Kevin Kent

Title: Attorney-in-Fact

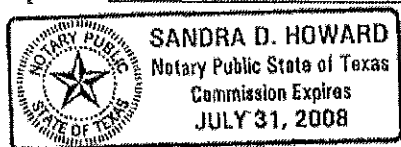
THE STATE OF TEXAS       §  
                                  §  
COUNTY OF TITUS       §

SWORN TO AND SUBSCRIBED BEFORE ME, by the said Kevin Kent, Attorney-in-Fact for Luminant Mining Company LLC, a limited liability company, on behalf of said limited liability company and in the capacity stated therein, this the 18<sup>th</sup> day of October 2007.

*Sandra D Howard*

Notary Public in and for the State of Texas

My Commission Expires:



# EXHIBIT "A"

<p><b>Form 642</b> (Revised 01/06)</p> <p>Return in duplicate to: Secretary of State P.O. Box 13697 Austin, TX 78711-3697 512 463-5555 FAX: 512 463-5709</p> <p>Filing Fee: See instructions</p>	<p style="text-align: right;">This space reserved for office use.</p> <div style="text-align: center;">  <p><b>Certificate of Conversion</b> of a <b>Limited Partnership Converting</b> to a <b>Limited Liability Company</b></p> </div> <div style="text-align: right;"> <p><b>FILED</b> In the Office of the Secretary of State of Texas</p> <p>OCT 01 2007</p> <p><b>Corporations Section</b></p> </div>
--	--



The name of the converting limited partnership is:  
TXU Mining Company LP

The jurisdiction of formation of the limited partnership is: Texas

The date of formation of the limited partnership is: January 1, 2002

The file number, if any, issued to the limited partnership by the secretary of state is: 800038318



The limited partnership named above is converting to a limited liability company. The name of the limited liability company is:  
Luminant Mining Company LLC

The limited liability company will be formed under the laws of: Texas

The plan of conversion is attached.

*If the plan of conversion is not attached, the following statements must be completed.*

Instead of attaching the plan of conversion, the limited partnership certifies to the following statements:

A signed plan of conversion is on file at the principal place of business of the limited partnership, the converting entity. The address of the principal place of business of the limited partnership is:

<u>1601 Bryan Street</u>	<u>Dallas</u>	<u>TX</u>	<u>USA</u>	<u>7201</u>
<small>Street or Mailing Address</small>	<small>City</small>	<small>State</small>	<small>Country</small>	<small>Zip Code</small>

A signed plan of conversion will be on file after the conversion at the principal place of business of the limited liability company, the converted entity. The address of the principal place of business of the limited liability company is:

<u>1601 Bryan Street</u>	<u>Dallas</u>	<u>TX</u>	<u>USA</u>	<u>75201</u>
<small>Street or Mailing Address</small>	<small>City</small>	<small>State</small>	<small>Country</small>	<small>Zip Code</small>

A copy of the plan of conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner or member of the converting or converted entity.

Form 642

RECEIVED  
OCT 01 2007  
Secretary of State

**Certificate of Formation of a Limited Liability Company**

The converted entity is a Texas limited liability company. The certificate of formation of the Texas limited liability company is attached to this certificate either as an attachment or exhibit to the plan of conversion, or as an attachment or exhibit to this certificate of conversion if the plan has not been attached to the certificate of conversion.

**Approval of the Plan of Conversion**

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

**Effective Date**

- A.  This document becomes effective when the document is accepted and filed by the secretary of state.
- B.  This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_
- C.  This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_  
The following event or fact will cause the document to take effect in the manner described below:  
\_\_\_\_\_  
\_\_\_\_\_

**Signature of Authorized Person**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: October 1, 2007

*James S. Runkle*  
 Assistant Secretary  
 Signature and title of authorized person on behalf of the converting entity

**FILED**  
In the Office of the  
Secretary of State of Texas

OCT 01 2007

**CERTIFICATE OF FORMATION  
OF LUMINANT MINING COMPANY LLC**

Corporations Section

- (1) The name of the filing entity being formed is Luminant Mining Company LLC (the "Company").
- (2) The Company will be a Texas limited liability company.
- (3) The purpose for which the Company is formed is for the transaction of any and all lawful purposes for which a limited liability company may be organized under the Texas Business Organizations Code.
- (4) The period of duration of the Company is perpetual, or until the earlier dissolution of the Company in accordance with the provisions of the Company's limited liability company agreement.
- (5) The address of the Company's initial registered office is 350 N. St. Paul Street, Suite 2900, Dallas, Texas 75201. The name of the Company's initial registered agent at such address is CT Corporation System.
- (6) The Company will be managed by managers. The names and addresses of the initial managers are as follows: David A. Campbell, 1601 Bryan Street, Dallas, Texas 75201 and M. S. Greene, 1601 Bryan Street, Dallas, Texas 75201.
- (7) The Company is being formed under a plan of conversion. The converting entity (the "Converting Entity") is TXU Mining Company LP, a Texas limited partnership. The Converting Entity was formed in the State of Texas on January 1, 2002. The address of the Converting Entity is 1601 Bryan Street, Dallas, Texas 75201.

Executed this 1st day of October, 2007.

LUMINANT MINING COMPANY LLC

By: Jared S. Richardson  
Jared S. Richardson  
Authorized Person, Assistant Secretary

STATE OF TEXAS COUNTY OF RUSK  
I hereby certify that this instrument was filed on  
the date and time stamped hereon by me and  
was duly recorded in the volume and page of the  
named records of Rusk County, Texas as stamped  
hereon by me. OFFICIAL PUBLIC RECORDS

FILED FOR RECORD  
Oct 22, 2007 12:49P  
JOYCE LEWIS, COUNTY CLERK  
RUSK COUNTY, TEXAS

Oct 22, 2007 12:49P

JOYCE LEWIS, COUNTY CLERK  
RUSK COUNTY, TEXAS

BY [Signature] DEPUTY