

TCEQ Interoffice Memorandum

TO: Office of the Chief Clerk
Texas Commission on Environmental Quality

THRU: Chris Kozlowski, Team Leader
Water Rights Permitting Team

FROM: Bert Galvan, Work Leader
Water Rights Permitting Team

DATE: January 22, 2021

SUBJECT: Luminant Mining Company LLC
WRPERM 13742
CN603263773, RN111121067
Application No. 13742 for a Water Use Permit
Texas Water Code § 11.121, Requiring Mailed and Published Notice
Weir Creek and Watson Branch, Sabine River Basin
Panola County

The application and partial fees were received on October 20, 2020. Additional information and fees were received on January 6, 2021. The application was declared administratively complete and accepted for filing with the Office of the Chief Clerk on January 22, 2021. Notice is required to be published and mailed to the water right holders of record in the Sabine River Basin pursuant to Title 30 Texas Administrative Code §§ 295.151 - 295.153.

All fees have been paid and the application is sufficient for filing.

H Galvan

Bert Galvan, Work Leader
Water Rights Permitting Team
Water Rights Permitting and Availability Section

OCC Mailed Notice Required

YES

NO

Jon Niermann, *Chairman*
Emily Lindley, *Commissioner*
Bobby Janecka, *Commissioner*
Toby Baker, *Executive Director*



TEXAS COMMISSION ON ENVIRONMENTAL QUALITY

Protecting Texas by Reducing and Preventing Pollution

January 22, 2021

Mr. Justin Ewing
Luminant Mining Company LLC
6555 Sierra Drive
Irving, Texas 75039

VIA-EMAIL

RE: Luminant Mining Company LLC
WRPERM 13742
CN603263773, RN111121067
Application No. 13742 for a Water Use Permit
Texas Water Code § 11.121, Requiring Mailed and Published Notice
Weir Creek and Watson Branch, Sabine River Basin
Panola County

Dear Mr. Ewing:

This acknowledges receipt of additional information and fees on January 06, 2021, in the amount of \$ 173.56 (Receipt No. M109723, copy attached).

The application was declared administratively complete and filed with the Office of the Chief Clerk on January 22, 2021. Staff will continue processing the application for consideration by the Executive Director.

Please be advised that additional information may be requested during the technical review phase of the application process.

Note: As of January 19, 2021, one or more of the Texas Water Development Board's (TWDB) Water Use Surveys have not been received and/or declared administratively complete by the TWDB.

Texas Water Code (TWC) §16.012(m) states: "...A person who fails to timely complete and return the survey is not eligible for funding from the board for board programs and is ineligible to obtain permits, permit amendments, or permit renewals from the commission under Chapter 11..." see TWC § 16.012 and Title 30 Texas Administrative Code § 297.41 for additional reference.

Please be aware that Water Use Permit No. 13742 will not be issued, if recommended for issuance, until the TWDB's 2019 Water Use Survey is returned and declared administratively complete by the TWDB.

Luminant Mining Company
Application No. 13742
January 22, 2021
Page 2 of 2

If you have any questions concerning the Water Use Survey, please contact Nattie Gonzalez of the TWDB at (512) 936-0887. If you have any questions concerning the water use permit application, please contact me at (512) 239-4013 or by e-mail at humberto.galvan@tceq.texas.gov.

Sincerely,

H Galvan

Bert Galvan, Work Leader
Water Rights Permitting Team
Water Rights Permitting and Availability Section

Attachment



12-JAN-21 04:10 PM

TCEQ - A/R RECEIPT REPORT BY ACCOUNT NUMBER

<u>Fee Description</u>	<u>Fee Code</u> <u>Account#</u> <u>Account Name</u>	<u>Ref#1</u> <u>Ref#2</u> <u>Paid In By</u>	<u>Check Number</u> <u>Card Auth.</u> <u>User Data</u>	<u>CC Type</u> <u>Tran Code</u> <u>Rec Code</u>	<u>Slip Key</u> <u>Document#</u>	<u>Tran Date</u>	<u>Tran Amount</u>
WTR USE PERMITS	WUP	M109723	1010175720		BS00085114	12-JAN-21	-\$173.56
	WUP	13742	011221	N	D1802033		
	WATER USE PERMITS	VISTRA	RHDAVIS	CK			
		CORPORATE					
		SERVICES					
		COMPANY					

H. Galvan

Total (Fee Code): -\$173.56

Grand Total: -\$2,673.56

RECEIVED

JAN 14 2021

Water Availability Division



Luminant

Renee Collins
Sr. Director
Environmental Services

Luminant Power
6555 Sierra Drive
Irving, TX 75039

T 214.875-8338
C 214.406.2452
F 214.875-8899

January 5, 2021

Texas Commission on Environmental Quality
Water Supply Division
Water Rights Permitting MC-160
P.O. Box 13088
Austin, Texas 78711-3088

RE: Luminant Mining Company LLC (CN603263773)
Martin Lake Lignite Mining Area (RN105448724)
Application No. 13742 WRPERM

RECEIVED

JAN 06 2021

Water Availability Division

Dear Sir or Madam:

Luminant Mining Company LLC (Luminant) hereby submitted an Application for a new Water Use Permit No. 13742 by letter dated October 16, 2020. Luminant received your letter dated December 15, 2020 requesting additional information and additional fees. Your comments are summarized below with Luminant's response in *italics*.

1. Confirm that Pond AII-99R is located at Latitude 32.216789° N, Longitude 94.560459° W. *Coordinates are correct and are at the location of the outfall since the pond is completely incised and there is no dam structure.*
2. Confirm that Regional Water plan referenced in section 4.a. should be Region I Water Plan. *Yes, it should be Region I. The incorrect region was referenced in the application.*
3. Please remit additional fees of \$173.56. *Enclosed is check No. 1010174272 in the amount of \$173.56.*

Thank you for the opportunity to answer your questions. If you have any additional questions, please contact Dr. Justin Ewing of our staff at 214-875-9130 or via e-mail at [REDACTED]

Sincerely,

Renee Collins

H. Galvan

RC/JME/tg
Enclosure

Jon Niermann, *Chairman*
Emily Lindley, *Commissioner*
Bobby Janecka, *Commissioner*
Toby Baker, *Executive Director*



TEXAS COMMISSION ON ENVIRONMENTAL QUALITY

Protecting Texas by Reducing and Preventing Pollution

December 15, 2020

Mr. Justin Ewing
Luminant Mining Company LLC
6555 Sierra Drive
Irving, Texas 75039

VIA-EMAIL

RE: Luminant Mining Company LLC
WRPERM 13742
CN603263773, RN111121067
Application No. 13742 for a Water Use Permit
Texas Water Code § 11.121, Requiring Mailed and Published Notice
Weir Creek and Watson Branch, Sabine River Basin
Panola County

Dear Mr. Ewing:

This acknowledges receipt, on October 20, 2020, of the referenced application and partial fees in the amount of \$1,253.00 (Receipt No. M102013, copy attached).

This area is considered to have limited to no water available for appropriation for either a term or perpetual right. TCEQ would probably be unable to recommend granting the application without an alternate source of water. Staff acknowledges that water authorized under Water Use Permit 5219, as amended, will be used as the alternate source of water for the application.

Additional information and fees are required before the application can be declared administratively complete.

1. Confirm that Pond AII-99R is located at Latitude 32.216789° N, Longitude 94.560459° W (Worksheet 2, Item 2.d.).
2. Confirm that the Regional Water Plan referenced in Section 4.a. of the *Technical Information Report* (page 4) should be the Region I Water Plan.
3. Remit fees in the amount of \$ 173.56 as described below. Please make checks payable to the TCEQ or Texas Commission on Environmental Quality.

Filing Fee (100 - 5,000 ac/ft)	\$ 250.00
Recording Fee	\$ 25.00
Notice Fee (Full Basin Notice)	\$ 163.56
<u>Storage Fee (\$1.00 x 988 ac/ft)</u>	<u>\$ 988.00</u>
TOTAL FEES	\$ 1,426.56
<u>FEES RECEIVED</u>	<u>\$ 1,253.00</u>
BALANCE DUE	\$ 173.56

Please provide the requested information and fees by January 14, 2021 or the application may

Luminant Mining Company
Application No. 13742
December 15, 2020
Page 2 of 2

be returned pursuant to Title 30 Texas Administrative Code § 281.18.

Staff notes that additional information may be required prior to completion of technical review

If you have any questions concerning this matter, please contact me via email at humberto.galvan@tceq.texas.gov or by telephone at (512) 239-4013.

Sincerely,

H Galvan

Bert Galvan, Work Leader
Water Rights Permitting Team
Water Rights Permitting and Availability Section

Attachment



Luminant

Renee Collins
Sr. Director
Environmental Services

Luminant Power
6555 Sierra Drive
Irving, TX 75039

T 214.875-8338
C 214.406.2452
F 214.875-8699

October 16, 2020

Texas Commission on Environmental Quality
Water Supply Division
Water Rights Permitting MC-160
P.O. Box 13088
Austin, Texas 78711-3088

RE: Luminant Mining Company LLC
Martin Lake Lignite Mining Area
Pond AII-99R and CIII-74R Water Use Application
Water Rights Permit No. 5219 Amendment Application

Dear Sir or Madam:

Luminant Mining Company LLC (Luminant) hereby submits the original and six (6) copies of an Application for a Water Use to authorize the impoundment of inflows for two permanent post-mine ponds greater than 200 acre-feet, ponds AII-99R and CIII-74R, in the Martin Lake Lignite Mining Area (LMA). No diversion of stored water is being requested.

To offset the streamflow depletions caused by the impoundments and evaporation losses, Luminant is proposing to dedicate 50 acre-feet from Water Use Permit No. 5219 as amended. To that end, Luminant hereby submits the original and six (6) copies of an Application for Amendment to Water Use Permit No. 5219 to allow for the use of 50 acre-feet for stream flow depletions and evaporative losses of AII-99R and CIII-74R ponds.

Also enclosed are two checks for the various fees associated with the costs of processing these two applications. Check No. 1010169589 for \$1,253.00 is for the new water use application and Check No. 1010169590 for \$125.00 is for the amendment 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

APPLICATION FOR WATER USE PERMIT FOR PONDS AII-99R AND CIII-74R

**Luminant Mining Company LLC
Sabine River Basin
Panola County, Texas**

RECEIVED
OCT 20 2020
Water Availability Division

1. INTRODUCTION

Luminant Mining Company LLC (“Luminant Mining”) is conducting the reclamation associated with a surface coal mining operation under Chapter 134, Natural Resources Code, at the Martin Lake Lignite Mining Area (“MLLMA”) in Panola County, Texas. The MLLMA includes portions of Martin Creek and its watershed and also portions of Watson Branch and its watershed. Both Martin Creek and Watson Branch are tributaries of the Sabine River in the Sabine River Basin. After cessation of mining and reclamation operations are complete, two ponds, with normal storage capacities greater than 200 acre-feet, will remain in the MLLMA that will require authorization under a water use permit issued pursuant to the requirements of the Texas Water Code. One is on Weir Creek, a tributary of Martin Creek, and the other is on Watson Branch.

Luminant Mining, the owner of the MLLMA, is filing this application to the Texas Commission on Environmental Quality (“TCEQ”) for a water use permit to authorize the impoundment of inflows in the two ponds. No diversion of stored water from these ponds is being requested. A portion of the diversion and impoundment authority under an existing water right in the Martin Creek watershed that is also owned by Luminant Mining will be used to offset the streamflow depletions caused by the two Luminant Mining ponds. Thus, the two ponds will not impact water availability for other water rights in the Sabine River Basin.

2. ELEMENTS OF PROPOSED WATER USE PERMIT

The Luminant Mining ponds that are the subject of this water use permit application, referred to as Ponds AII-99R and CIII-74R, are located within the reclaimed area of the MLLMA. (see Figure 1). Physical dimensions of the two ponds are summarized in Table 1. Elevation-area-capacity data for each of the ponds are listed in separate tables in Appendix A.

Ponds AII-99R and CIII-74R are incised, exempt mining ponds formed in conjunction with final mining pit reclamation pursuant to Texas Railroad Commission Martin Lake Mining Permit No. 4L. Pond AII-99R is located on Weir Creek just upstream from where this watercourse flows into Martin Lake on Martin Creek (see Figure 2). CIII-74R is located on Watson Branch approximately 2.5 miles upstream from the Sabine River (see Figure 3). Outflows from both of these ponds are discharged through uncontrolled concrete spillways. These are existing ponds that operated in the mining reclamation area and now require authorization to be established as permanent post-mining impoundments for recreational use. These existing ponds are on land owned by Luminant Mining.

TEXAS COMMISSION ON ENVIRONMENTAL QUALITY



THE STATE OF TEXAS
COUNTY OF TRAVIS

I hereby certify that this is a true and correct copy of a Texas Commission on Environmental Quality document, which is filed in the permanent records of the Commission. Given under my hand and the seal of office on

LaDonna Castanuela MAY 05 2009

LaDonna Castanuela, Chief Clerk
Texas Commission on Environmental Quality

RECEIVED

OCT 20 2020

Water Availability Division
PERMIT NO. 5219A

AMENDMENT TO A
WATER USE PERMIT

TYPE §11.122

Permittee:	Luminant Mining Company LLC	Address:	500 North Akard Street Dallas, Texas 75201
Filed:	February 7, 2008	Granted:	APR 22 2009
Purpose:	Industrial	County:	Panola
Watercourse:	Unnamed tributaries of Martin Creek, Hogan Creek, and Alder Creek, tributaries of Martin Creek, tributary of the Sabine River	Watershed:	Sabine River Basin

WHEREAS, Water Use Permit No. 5219 authorizes Permittee to construct a dam and reservoir (Pond B-81) within the Martin Lake Lignite Mining Area (LMA) on Hogan Creek, tributary of Martin Creek, tributary of the Sabine River, Sabine River Basin, and impound not to exceed 100 acre-feet of water at a sediment pool elevation of 262.4 feet above mean sea level. Permittee is also authorized to divert and use not to exceed 129 acre-feet of water per year from the perimeter of Pond B-81 at a maximum diversion rate of 7.8 cfs (3,500gpm) for industrial purposes and is authorized to redirect a portion of the flows of an unnamed tributary of Martin Creek by diversion Ditch B-74 via gravity flow into off-channel Pond B-74 for subsequent direct release into Pond B-81 for sediment control purposes. Several special conditions apply. The time priority for the authorization is March 20, 1989; and

WHEREAS, Applicant has applied to amend Water Use Permit No. 5219 to increase the storage capacity for Pond B-81 to impound an additional 180 acre-feet of water, making the total proposed capacity 280 acre-feet of water with a total proposed surface area of 65.7 acres; and

WHEREAS, Applicant also seeks to change the diversion point from the perimeter of Pond B-81 to a diversion segment (Diversion Segment No. 1) located within the boundary of Martin Lake LMA on Hogan Creek, which includes the perimeter of Pond B-81. The downstream point of Diversion Segment No. 1 will be located at Latitude 32.2808°N, Longitude 94.4739°W, bearing S 15.6677° E, 6,870 feet from the northwest corner of the William Hamilton Original Survey, Abstract No. 272, approximately 2.7 miles northwest of the Town of Beckville, in Panola County, Texas. The upstream point will be located at Latitude 32.2409°N, Longitude 94.4937°W, bearing S 10.3180° W, 21,635 feet from the northwest corner of the Hamilton Survey, approximately 2.2 miles southwest of the Town of Beckville; and

WHEREAS, Applicant also seeks authorization to maintain an existing reservoir (Pond CII-20) on Alder Creek, tributary of Martin Creek, impounding not to exceed 449 acre-feet of water with a surface area of 20.6 acres of land in Panola County. The reservoir is located in the Adam Lagrone Original Survey, Abstract No. 391, bearing S 32.1522E E, 10,638 feet from the northwest corner of the Hamilton Survey at Latitude 32.3234' N, Longitude 94.4601' W, approximately 5.5 miles northwest of the Town of Beckville; and

WHEREAS, Applicant further seeks authorization to divert and use an additional, not to exceed, 125 acre-feet of water per year from a diversion segment (Diversion Segment No. 2) located within the boundary of Martin Lake LMA for industrial purposes in Panola County, Texas, which includes the perimeter of Pond CII-20. The downstream point of Diversion Segment No. 2 is located on Alder Creek at Latitude 32.2987'N, Longitude 94.4815'W, being S 76.5283' W, 703 feet from the northwest corner of the Hamilton Survey, approximately 4.0 miles in a northwest direction from Town of Beckville. The upstream point is located on an unnamed tributary of Alder Creek at Latitude 32.3234'N, Longitude 94.4601'W, being N 32.1522' E, 10,638 feet from the northwest corner of the Hamilton Survey, approximately 5.5 miles northwest of the Town of Beckville; and

WHEREAS, Applicant finally seeks to increase the combined maximum diversion rate to 15.6 cfs (7,000 gpm); and

WHEREAS, ownership of the mining rights in Luminant Mining Company LLC's Martin Lake LMA is held under multiple mining leases and actual Company ownership as evidenced by warranty deeds and leases in the application filed with the Texas Railroad Commission and in the Deed Records of Panola County, Texas; and

WHEREAS, the Texas Commission on Environmental Quality finds that jurisdiction over the application is established; and

WHEREAS, the Executive Director recommends special conditions be included; and

WHEREAS, Applicant indicates that mining operations will likely continue through the life of the mine, which could be through the Year 2016; and

WHEREAS, no requests for a contested case hearing were received for this application; and

WHEREAS, the Commission has complied with the requirements of the Texas Water Code and Rules of the Texas Commission on Environmental Quality in issuing this amendment;

NOW, THEREFORE, this amendment to Water Use Permit No. 5219, designated Water Use Permit No. 5219A, is issued to Luminant Mining Company LLC subject to the following terms and conditions:

1. IMPOUNDMENTS

In lieu of the previous Impoundment authorization, Permittee is now authorized to maintain two existing on-channel dams and reservoirs (known as Ponds B-81 and CII-20) within the

Martin Lake LMA for industrial purposes. The two dams and reservoirs are located in Panola County and further described as follows:

- A. **Pond B-81** – The reservoir is located on Hogan Creek, tributary of Martin Creek, tributary of the Sabine River, Sabine River Basin, in the William Hamilton Survey, Abstract No. 272, with Station 25+00 on the centerline of the dam being N 21.833° E, 6.800 feet from the southwest corner of the Hamilton Survey at Latitude 32.2808°N, Longitude 94.4739°W, approximately 12.4 miles northwest of the Town of Carthage, Texas, and impounds not to exceed 280 acre-feet of water with a surface area of 65.7 acres.
- B. **Pond CII-20** - The reservoir is located on Alder Creek, tributary of Martin Creek, in the Adam Lagrone Original Survey, Abstract No. 391, being S 32.1522E E, 10,638 feet from the northwest corner of the Hamilton Survey at Latitude 32.3234° N, Longitude 94.4601° W, approximately 5.5 miles northwest of the Town of Beckville, and impounds not to exceed 449 acre-feet of water with a surface area of 20.6 acres.

2. USE

- A. In lieu of USE Paragraph 2.a., Permittee is now authorized to divert and use not to exceed 129 acre-feet of water per year from Diversion Segment No. 1 for industrial purposes.
- B. Permittee is authorized to divert and use not to exceed 125 acre-feet of water per year from Diversion Segment No. 2 for industrial purposes.

3. DIVERSION

In lieu of DIVERSION Paragraph 3.a., Permittee may now divert water from the following two segments at the following combined maximum diversion rate:

- A. **Diversion Segment No. 1** - located within the boundary of Martin Lake LMA on Hogan Creek, which includes the perimeter of Pond B-81. The downstream point of Diversion Segment No. 1 will be located at Latitude 32.2808°N, Longitude 94.4739°W, being S 15.6677° E, 6,870 feet from the northwest corner of the William Hamilton Original Survey, Abstract No. 272, approximately 2.7 miles northwest of the Town of Beckville, in Panola County, Texas. The upstream point will be located at Latitude 32.2409°N, Longitude 94.4937°W, being S 10.3180° W, 21.635 feet from the northwest corner of the Hamilton Survey, approximately 2.2 miles southwest of the Town of Beckville.
- B. **Diversion Segment No. 2** - located within the boundary of Martin Lake LMA which includes the perimeter of Pond CII-20. The downstream Point of Diversion Segment No. 2 is located on Alder Creek at Latitude 32.2987° N, Longitude 94.4815° W, bearing S 76.5283° W, 703 feet from

the northwest corner of the Hamilton Survey, approximately 4.0 miles in a northwest direction from Town of Beckville. The upstream point is located on an unnamed tributary of Alder Creek at Latitude 32.3234°N. Longitude 94.4601°W, bearing N 32.1522° E, 10.638 feet from the northwest corner of the Hamilton Survey, approximately 5.5 miles northwest of the Town of Beckville.

- C. In lieu of the previous diversion rate, Permittee may now divert the authorized water at a combined maximum diversion rate of 15.6 cfs (7,000 gpm).

4. PRIORITY DATES

- A. The priority date for the 129 acre-foot portion of water described in USE Paragraph 2.A. is March 20, 1989.
- B. The priority date for the initial 100 acre-feet of water impounded in Pond B-81 as described in IMPOUNDMENT Paragraph 1.A. is March 20, 1989.
- C. The Priority Date for the 125 acre-foot portion of water, authorized by this amendment, and described in USE Paragraph 2.B. is February 7, 2008.
- D. The priority date for the remaining 180 acre-feet of water impounded in Pond B-81, authorized by this amendment, and described in IMPOUNDMENT Paragraph 1.A. is February 7, 2008.
- E. The priority date for the 449 acre-feet of water impounded by Pond CII-20, authorized by this amendment, and described in IMPOUNDMENT Paragraph 1.B. is February 7, 2008.

5. CONSERVATION

Permittee shall implement a conservation plan that provides for the utilization of water conservation practices, techniques and technologies that reduce or maintain the consumption of water, prevent or reduce the loss or waste of water, maintain or improve the efficiency in the use of water, increase the recycling and reuse of water, or prevent the pollution of water, so that a water supply is made available for future or alternative uses.

6. SPECIAL CONDITIONS

- A. Upon cessation of mining activities, Permittee shall immediately cease diversion and use of the additional 125 acre-feet of water from Alder Creek under this amendment and either apply to amend the permit with an additional purpose of use, or voluntarily forfeit diversion and use of the additional 125 acre-foot portion of water from Alder Creek. If permittee does not amend or forfeit the diversion and use of the additional 125 acre-foot portion of water from Alder Creek, the TCEQ may begin proceedings to cancel the diversion and use of the additional 125 acre-

feet of water from Alder Creek. The Commission shall be notified immediately by the Permittee upon amendment or expiration of such diversion and use and provided with copies of appropriate documents effecting such changes.

- B. Permittee shall follow and implement the mining operation and reclamation plans for the Martin Lake LMA as approved by the Railroad Commission of Texas and the U.S. Army Corps of Engineers in order to minimize disturbance and adverse impacts on the environment.

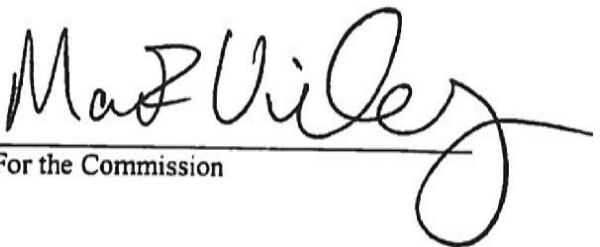
This amendment is issued subject to all terms, conditions, and provisions contained in Water Use Permit No. 5219, except as specifically amended herein.

This amendment is issued subject to all superior and senior water rights in the Sabine River Basin.

Permittee agrees to be bound by the terms, conditions and provisions contained herein and such agreement is a condition precedent to the granting of this amendment.

All other matters requested in the application which are not specifically granted by this amendment are denied.

This amendment is issued subject to the Rules of the Texas Commission on Environmental Quality and to the right of continuing supervision of State water resources exercised by the Commission.


For the Commission

Date issued: APR 22 2009

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).

- | | |
|--|--|
| <p>Y/N</p> <p><u>Y</u> Administrative Information Report</p> <p><u>N</u> Additional Co-Applicant Information</p> <p><u>N</u> Additional Co-Applicant Signature Pages</p> <p><u>Y</u> Written Evidence of Signature Authority</p> <p><u>Y</u> Technical Information Report</p> <p><u>Y</u> USGS Map (or equivalent)</p> <p><u>Y</u> Map Showing Project Details</p> <p><u>Y</u> Original Photographs</p> <p><u>Y</u> Water Availability Analysis</p> <p><u>Y</u> Worksheet 1.0</p> <p><u>N</u> Recorded Deeds for Irrigated Land</p> <p><u>N</u> Consent For Irrigation Land</p> <p><u>N</u> Worksheet 1.1</p> <p><u>N</u> Addendum to Worksheet 1.1</p> <p><u>N</u> Worksheet 1.2</p> <p><u>N</u> Addendum to Worksheet 1.2</p> <p><u>Y</u> Worksheet 2.0</p> <p><u>Y</u> Additional W.S 2.0 for Each Reservoir</p> <p><u>N</u> Dam Safety Documents</p> <p><u>N</u> Notice(s) to Governing Bodies</p> <p><u>Y</u> Recorded Deeds for Inundated Land</p> <p><u>N</u> Consent For Inundation Land</p> | <p>Y/N</p> <p><u>N</u> Worksheet 3.0</p> <p><u>N</u> Additional W.S 3.0 for each Point</p> <p><u>N</u> Recorded Deeds for Diversion Points</p> <p><u>N</u> Consent For Diversion Access</p> <p><u>N</u> Worksheet 4.0</p> <p><u>N</u> TPDES Permit(s)</p> <p><u>N</u> WWTP Discharge Data</p> <p><u>N</u> 24-hour Pump Test</p> <p><u>N</u> Groundwater Well Permit</p> <p><u>N</u> Signed Water Supply Contract</p> <p><u>N</u> Worksheet 4.1</p> <p><u>Y</u> Worksheet 5.0</p> <p><u>N</u> Addendum to Worksheet 5.0</p> <p><u>Y</u> Worksheet 6.0</p> <p><u>N</u> Water Conservation Plan(s)</p> <p><u>N</u> Drought Contingency Plan(s)</p> <p><u>N</u> Documentation of Adoption</p> <p><u>Y</u> Worksheet 7.0</p> <p><u>N</u> Accounting Plan</p> <p><u>Y</u> Worksheet 8.0</p> <p><u>Y</u> Fees</p> |
|--|--|

RECEIVED
 OCT 20 2020
 Water Availability Division

<p>For Commission Use Only:</p> <p>Proposed/Current Water Right Number: _____</p> <p>Basin: _____ Watermaster area Y/N: _____</p>
--

ADMINISTRATIVE INFORMATION REPORT

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

*****Applicants are strongly encouraged 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) 239-4691.**

I. 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."

See accompanying narrative titled APPLICATION FOR WATER USE PERMIT, Luminant

Mining Company LLC, Sabine River Basin, Panola County, Texas

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?

Lumining 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 Env. Services

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

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 Company

Mailing Address: [REDACTED]

City: Irving

State: Texas

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 Limited Liability Corp

For Corporations or Limited Partnerships, provide:

State Franchise Tax ID Number: [REDACTED] SOS Charter (filing) Number: [REDACTED]

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 Coordinator

Organization Name: Lumining Mining Company

Mailing Address: [REDACTED]

City: Irving

State: Teks

ZIP Code: 75039

Phone No.: [REDACTED]

Extension:

Fax No.: [REDACTED]

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 No.:

Extension:

Fax No.:

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) 239-4691, prior to submitting your application.

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

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 N**

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 Y**

- 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).

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

6. SIGNATURE PAGE (Instructions, Page. 11)

Applicant:

I, Renee Collins Sr. Director
(Typed or printed name) (Title)

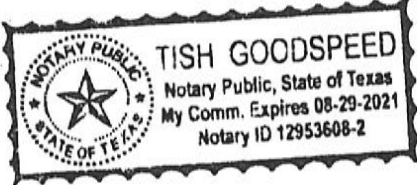
certify under penalty of law that this document and all attachments were prepared under my direction or supervision in accordance with a system designed to assure that qualified personnel properly gather and evaluate the information submitted. Based on my inquiry of the person or persons who manage the 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: 10/16/2020
(Use blue ink)

Subscribed and Sworn to before me by the said
on this 16th day of October, 20 20.
My commission expires on the 29th day of August, 20 21.

Tish Goodspeed
Notary Public



[SEAL]

County, Texas

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

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 strongly encouraged 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 call Water Availability Division at (512) 239-4691 to schedule a meeting. Applicant attended a pre-application meeting with TCEQ Staff for this Application? Y / N **Y**
(If yes, date : **09/22/20**).

1. 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 **N***

- c. Applicant requests to extend an existing Term authorization or to make the right permanent? Y / N **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).

RECEIVED
OCT 20 2020
Water Availability Division

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

NOT APPLICABLE

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. 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)

- 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) 239-4691 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)

NOT APPLICABLE

- 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":

This Application is for authorization to impound water in two existing ponds located in Luminant Mining Company's Martin Lake Lignite Mining Area in the Sabine River Basin in Panola County, Texas. Pond AII-99R has a storage capacity of 238 acre-feet and is located on Weir Creek, just upstream from its confluence with Martin Creek, a tributary of the Sabine River. Pond CIII-74R has a storage capacity of 750 acre-feet and is located on Watson Branch about 2.5 miles upstream from the Sabine River. Both of these ponds are incised, exempt mining ponds that were formed in conjunction with final mining pit reclamation pursuant to Texas Railroad Commission Martin Lake Mining Permit No. 4L. Both ponds now require authorizations to be established as permanent post-mining impoundments for recreational use and for domestic and livestock use. No authorization for diversions from the ponds is being requested. This Application is consistent with the 2017 State Water Plan and the 2016 Region D Water Plan because there is nothing in these Plans that conflicts with this Application.

- 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.

The Narrative accompanying this Application includes a discussion of the Water Availability Analysis. WAM files will be emailed to the Water Availability Section.

- 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)

NOTE: This Application is only for authorization to impound water in two existing ponds. No request for diversion from the ponds is being made, other than for domestic and livestock use.

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>
238 Pond AII- 99R	Weir Creek, tributary of Martin Creek, tributary of Sabine River, Sabine River Basin	Recreation and Domestic and Livestock	N/A
750 Pond CIII- 74R	Watson Branch, tributary of Sabine River, Sabine River Basin	Recreation and Domestic and Livestock	N/A

988 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: **NOT APPLICABLE**

I. 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. _____, in the _____ Original Survey No. _____, Abstract No. _____, and 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.

NOT APPLICABLE

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)

NOT APPLICABLE

- a. Complete this section for each requested amendment changing, adding, or removing Purposes(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. _____, in the _____ Original Survey No. _____, Abstract No. _____, and 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. **NOT APPLICABLE**
- d. See Worksheet 1.2, Marshall Criteria, and submit if required. **NOT APPLICABLE**
- e. See Worksheet 6.0, Water Conservation/Drought Contingency, and submit if required. **NOT APPLICABLE**

WORKSHEET 2.0 Impoundment/Dam Information

Pond AII-99R

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: N/A
- b. Provide amount of water (in acre-feet) impounded by structure at normal maximum operating level: 238.0.
- c. The impoundment is on-channel X or off-channel _____ (mark one)
 1. Applicant has verified on-channel or off-channel determination by contacting Surface Water Availability Team at (512) 239-4691? Y / N **N**
 2. 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 **Y**
- d. Is the impoundment structure already constructed? Y / N **Y**
 - i. For already constructed **on-channel** structures:
 1. Date of Construction: 2002
 2. Was it constructed to be an exempt structure under TWC § 11.142? Y / N **N**
 - a. If Yes, is Applicant requesting to proceed under TWC § 11.143? Y / N **N**
 - b. If No, has the structure been issued a notice of violation by TCEQ? Y / N **N**
 3. Is it a U.S. Natural Resources Conservation Service (NRCS) (formerly Soil Conservation Service (SCS)) floodwater-retarding structure? Y / N **N**
 - a. If yes, provide the Site No. and watershed project name;
 - b. Authorization to close "ports" in the service spillway requested? Y / N
 - ii. For **any** proposed new structures or modifications to structures: **NOT APPLICABLE**
 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: 19.8.

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 1.81 sq. miles.

(If assistance is needed, call the Surface Water Availability Team prior to submitting the application, (512) 239-4691).

2. Structure Location (Instructions, Page. 23)

a. On Watercourse (if on-channel) (USGS name): Weir Creek, tributary of Martin Creek, tributary of Sabine River, Sabine River Basin

b. Zip Code: 75691

c. In the A. Taylor Original Survey No. N/A, Abstract No. A-5676,
Panola 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. See Appendix F*

***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. NOT APPLICABLE*

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

Latitude 33.216789 °N, Longitude 94.560459 °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): Google Earth Pro

ii. Map submitted which clearly identifies the Impoundment, dam (where applicable), and the lands to be inundated. See instructions Page. 15. Y / N **Y** See maps in **Appendix G**

WORKSHEET 2.0 Impoundment/Dam Information

Pond CIII-74R

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)

- e. Official USGS name of reservoir, if applicable: N/A
- f. Provide amount of water (in acre-feet) impounded by structure at normal maximum operating level: 750.0.
- g. The impoundment is on-channel X or off-channel _____ (mark one)
1. Applicant has verified on-channel or off-channel determination by contacting Surface Water Availability Team at (512) 239-4691? Y / N **N**
 2. 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 **Y**
- h. Is the impoundment structure already constructed? Y / N **Y**
- ii. For already constructed **on-channel** structures:
1. Date of Construction: 2010
 2. Was it constructed to be an exempt structure under TWC § 11.142? Y / N **N**
 - a. If Yes, is Applicant requesting to proceed under TWC § 11.143? Y / N **N**
 - b. If No, has the structure been issued a notice of violation by TCEQ? Y / N **N**
 3. Is it a U.S. Natural Resources Conservation Service (NRCS) (formerly Soil Conservation Service (SCS)) floodwater-retarding structure? Y / N **N**
 - a. If yes, provide the Site No. and watershed project name;
 - b. Authorization to close "ports" in the service spillway requested? Y / N
- ii. For **any** proposed new structures or modifications to structures: **NOT APPLICABLE**
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: 31.8.

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 0.58 sq. miles.

(If assistance is needed, call the Surface Water Availability Team prior to submitting the application, (512) 239-4691).

2. Structure Location (Instructions, Page. 23)

a. On Watercourse (if on-channel) (USGS name): Watson Branch, tributary of Sabine River, Sabine River Basin

b. Zip Code: 75691

c. In the T. Henson Original Survey No. N/A, Abstract No. A-5285,
Panola 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. See Appendix F*

***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. NOT APPLICABLE*

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

Latitude 32.343197 °N, Longitude 94.473827 °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): Google Earth Pro

ii. Map submitted which clearly identifies the Impoundment, dam (where applicable), and the lands to be inundated. See instructions Page. 15. Y / N **Y** See maps in **Appendix G**

WORKSHEET 5.0 ENVIRONMENTAL INFORMATION

Information provided in this Worksheet is applicable to both streams on which Pond AII-99R and Pond CIII-74R are located.

This worksheet is required for new appropriations of water in the Canadian, Red, Sulphur, and Cypress Creek Basins. The worksheet is also required in all basins for: requests to change a diversion point, applications using an alternate source of water, and bed and banks applications. **Instructions, Page 28.**

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

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: 1-3

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: _____

- 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

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 map submitted with the application indicating the location of the photograph and the direction of the shot. **See Appendix H**
2. Measures the applicant will take to avoid impingement and entrainment of aquatic organisms (ex. Screens on the new diversion structure). **NOT APPLICABLE**
3. If the application includes a proposed reservoir, also include: **NOT APPLICABLE**
 - 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.

2. Alternate Sources of Water and/or Bed and Banks Applications

For all bed and banks applications: **NOT APPLICABLE**

- a. Indicate the measures the applicant will take to avoid impingement and entrainment of aquatic organisms (ex. Screens on the new diversion structure).
- b. 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.

If the alternate source is treated return flows, provide the TPDES permit number:

If groundwater is the alternate source, or groundwater or other surface water will be discharged into a watercourse provide:

- a. 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.	Maximum 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.

- b. 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

NOT APPLICABLE

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 512-239-4691, 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 512-239-4691 for information about accounting plan requirements, if any, for your application. **Instructions, Page 34.**

An Accounting Plan will be submitted if required by TCEQ.

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

Fees for Mailed Notice will be paid when final amount is determined and provided by TCEQ.

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 (\$)
Filing Fee	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 Amount (\$) . In Acre-Feet	\$250.00
	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	
Recording Fee		\$25.00
Agriculture Use Fee	<i>Only for those with an Irrigation Use.</i> Multiply 50C x Number of acres that will be irrigated with State Water. **	\$0.00
Use Fee	<i>Required for all Use Types, excluding Irrigation Use.</i> Multiply \$1.00 x Maximum annual diversion of State Water in acre-feet. **	\$0.00
Recreational Storage Fee	<i>Only for those with Recreational Storage.</i> Multiply \$1.00 x acre-feet of in-place Recreational Use State Water to be stored at normal max operating level.	\$978.00
Storage Fee	<i>Only for those with Storage, excluding Recreational Storage.</i> Multiply 50C x acre-feet of State Water to be stored at normal max operating level.	\$0.00
Mailed Notice	Cost of mailed notice to all water rights in the basin. Contact Staff to determine the amount (512) 239-4691.	-
TOTAL		\$ 1,253.00

2. AMENDMENT OR SEVER AND COMBINE **NOT APPLICABLE**

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

3. BED AND BANKS **NOT APPLICABLE**

	Description	Amount (\$)
Filing Fee		\$100.00
Recording Fee		\$12.50
Mailed Notice	Additional notice fee to be determined once application is submitted.	
TOTAL INCLUDED		\$0.00



Vistra Energy
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 Energy Corp.

This letter confirms the signatory authority for environmental matters related to the subsidiary entities of Vistra Energy Corp.

Vistra Energy Corp. 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 Energy Corp. 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 Vistra Energy Corp. subsidiaries for which Ms. Collins has signatory authority are: Luminant Mining Company LLC, Luminant Generation Company LLC, Vistra Operations Company LLC, La Frontera Holdings, LLC, Sandow Power Company LLC, and Oak Grove Management Company LLC.

Vistra Energy Corp. 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 Energy 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 Vistra Energy Corp. subsidiaries for which Ms. Collins has signatory authority are: Coletto Creek Power LLC and Wharton County Generation LLC.

This delegation of authority is effective as of April 1, 2020, supersedes all previous delegations for this responsibility, and is valid until revoked or revised by Vistra Energy Corp.

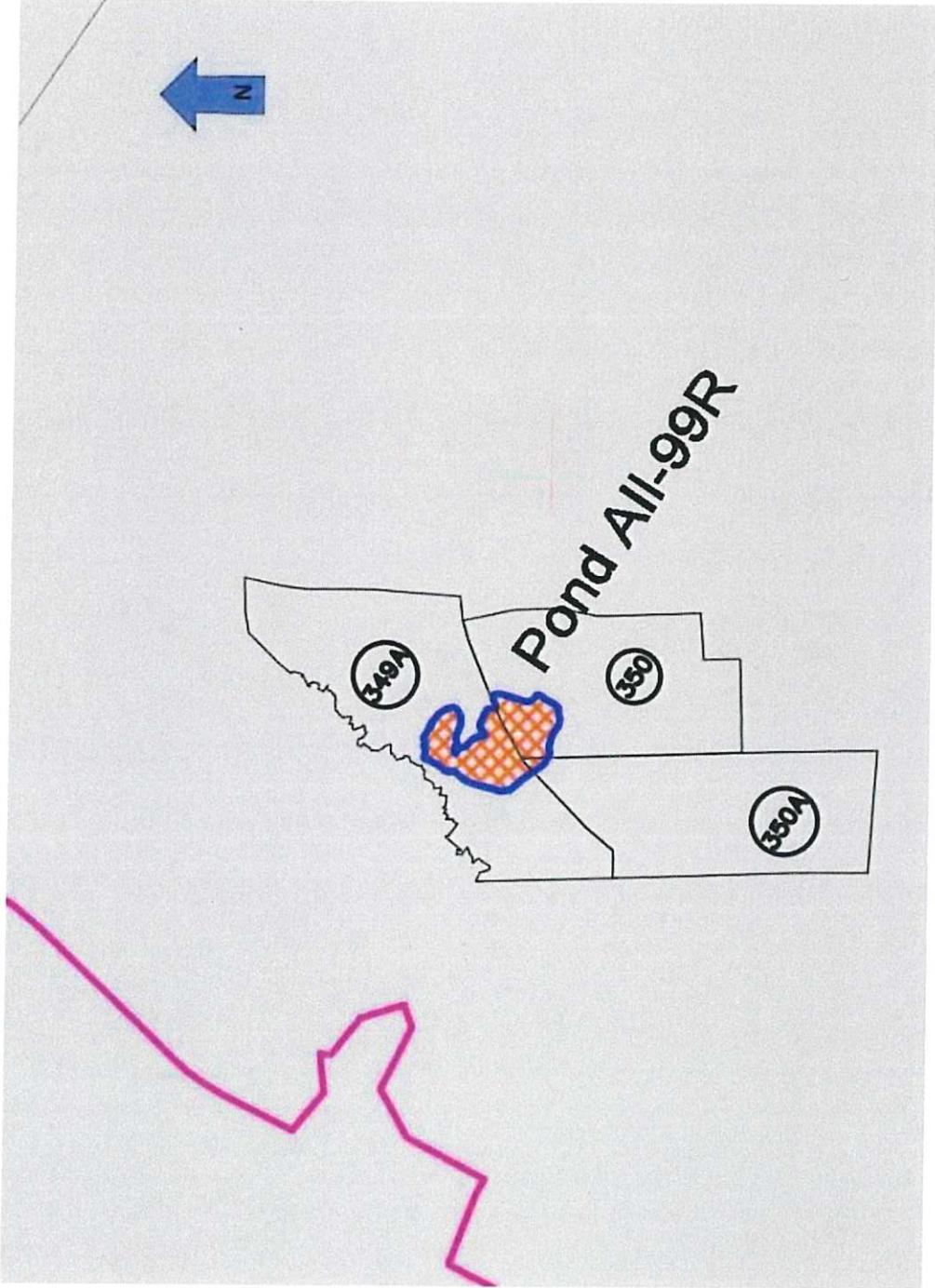
I, Barry Boswell, being Senior Vice President of Fossil Operations, of Vistra Energy Corp., the parent company to each of the above listed entities, and designee in charge of business functions, policy or decision-making functions for the Vistra Energy Corp.'s fossil operations, hereby delegate authority, as detailed herein, to Renee Collins, Senior Director – Environmental Services.

Barry Boswell 4/1/20
Signature Date

cc: David Mitchell – Senior Counsel

RECEIVED
OCT 20 2020
Water Availability Division

APPENDIX F
LAND OWNERSHIP RECORDS



Property Map Pond All-99R.

THE STATE OF TEXAS X
 X KNOW ALL MEN BY THESE PRESENTS:
 COUNTY OF PANOLA X

That we, BILLY JACK CRAWFORD and wife, BEVERLY CRAWFORD, of Panola County, Texas, for and in consideration of the sum of TEN AND NO/100 DOLLARS (\$10.00), and other good and valuable consideration to us in hand paid by L. D. CROSS, TRUSTEE, of Dallas County, Texas, hereinafter referred to as "Grantee", as follows:

\$10.00 cash in hand paid, the receipt and sufficiency of which is hereby acknowledged; have Granted, Sold and Conveyed, and by these presents do Grant, Sell and Convey unto the said L. D. CROSS, TRUSTEE, of the County of Dallas, State of Texas, all that certain tract or parcel of land described as follows, to-wit:

FIRST TRACT: All that certain tract or parcel of land situated in Panola County, Texas, and being 94.1 acres out of the TERRELL HENSON SURVEY, A-285, 18.5 acres out of the JAMES RAMSEY SURVEY, A-578, and 17.7 acres out of the P. C. BARKSDALE SURVEY, A-68, and being that land as described as SECOND PART in deed to Beverly Waldrop Crawford and recorded in Volume 509, Page 1, Deed Records of Panola County, Texas, and more particularly described as follows:

BEGINNING at the most northern northeast corner of the Beverly Waldrop Crawford 130.3 acres, said point also being the northeast corner of said Terrell Henson Survey, same being the northwest corner of the P. C. Barksdale Survey;

THENCE South 89 deg. 10 min. W along the north line of said 130.3 acres and along an existing road, 696.8 feet to corner;

THENCE along the existing west line of said 130.3 acres and being along a county road as follows: S 14 deg. 56 min. W, 727.2 feet; S 4 deg. 26 min. W, 861.5 feet; S 7 deg. 35 min. W, 229.7 feet; S 7 deg. 24 min. W, 553.5 feet; S 82 deg. 07 min. W, 237.6 feet; S 9 deg. 58 min. E, 500.2 feet; S 0 deg. 58 min. W, 408.6 feet; and S 13 deg. 58 min. W, 400.0 feet to intersection of said road and creek for corner;

THENCE along said creek S 16 deg. 28 min. E, 179.2 feet; N 80 deg. 08 min. E, 116.7 feet; S 21 deg. 00 min. E, 460.6 feet; N 62 deg. 58 min. E, 275.0 feet; S 5 deg. 21 min. E, 160.7 feet; N 40 deg. 14 min. E, 85.1 feet; S 61 deg. 08 min. E, 145.0 feet; S 51 deg. 49 min. E, 315.5 feet; and S 39 deg. 23 min. E, 614.6 feet and N 65 deg. 36 min. E, 338.1 feet to the southeast corner of said 130.3 acres;

THENCE along the existing fence line and east line of said 130.3 acres, N 1 deg. 20 min. E, 830.0 feet; N 0 deg. 38 min. E, 665.2 feet; and N 2 deg. 56 min. W, 1,213.6 feet to corner in county road on the south line of the Mrs. H. L. McKay 19.39 acres;

THENCE South 80 deg. 20 min. W along said road, 291.3 feet to the southwest corner of said 19.39 acres;

THENCE along the existing east line of said 130.3 acres, N 14 deg. 40 min. W, 500.5 feet and N 1 deg. 13 min. E, 1,660.1 feet to the point of beginning and containing 130.3 acres.

SECOND TRACT: All of that certain tract or parcel of land situated in the D. F. ROGERS SURVEY, A-568, and being 58.9 acres out of a called 50 acre tract (actual 59.0 acres) as described in deed from Lydia Val Toube to Billy Jack Crawford et ux Beverly Lee Crawford and recorded in Volume 304, Page 485, Deed Records of Panola County, Texas, and more particularly described as follows:

BEGINNING at the northwest corner of the Billy Jack Crawford et ux called 50 acres and being on the north line of the D. F. Rogers Survey;

THENCE South 89 deg. 02 min. W along the north line of said called 50 acres and the north line of the D. F. Rogers Survey, 1,181.1 feet to corner in said north line and being the northwest corner of a 0.1 acre tract;

THENCE South 52 deg. 28 min. E along the south line of said 0.1 acre tract, 50.1 feet to corner on the west line of the Marie Crawford said called 490 acre tract;

THENCE South 6 deg. 27 min. E along the west line of the Marie Crawford said called 490 acres, 1,752.9 feet to corner in center of county road;

THENCE South 78 deg. 13 min. W along said county road and south line of the Billy Jack Crawford et ux said called 50 acres, 654.4 feet and S 81 deg. 37 min. W, 812.7 feet to corner at the southwest corner of said called 50 acres and being on the east line of the Ruby McKay called 125 acres;

THENCE North 0 deg. 36 min. E along the east line of the Billy Jack Crawford et ux called 50 acres, same being the west line of the Ruby McKay called 125 acres, 1,755.0 feet and N 1 deg. 43 min. E, 289.7 feet to the point of beginning and containing 58.9 acres.

Grantors reserve expressly unto themselves, their heirs, successors and assigns, all of the oil, gas and other minerals, expressly including coal and lignite, in, on and under the above

NOT 560-446-697

described lands, together with the right of ingress and egress to drill, explore, produce, transport oil, gas and other minerals expressly including the right to strip mine for coal or lignite.

TO HAVE AND TO HOLD the above described premises, together with all and singular the rights and appurtenances thereto in anywise belonging unto the said L. D. CROSS, TRUSTEE, his heirs and assigns forever, and we do hereby bind ourselves, our heirs, executors and administrators, to warrant and forever defend, all and singular the said premises unto the said L. D. CROSS, TRUSTEE, his heirs and assigns, against every person whomsoever lawfully claiming, or to claim the same or any part thereof, subject to the reservation as above stated.

WITNESS OUR HANDS this the 23rd day of August, 1973.

Billy Jack Crawford
BILLY JACK CRAWFORD
Beverly Crawford
BEVERLY CRAWFORD

THE STATE OF TEXAS X
COUNTY OF RUSK X

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared BILLY JACK CRAWFORD and wife, BEVERLY CRAWFORD, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 23rd day of August, 1973.

Mary Ann Miller
Notary Public in and for Rusk
County, Texas

DL 550 PRICE 698

12

2525

Billy Jack Crawford

to

A.P. Cross, Sheriff

RECORDED FOR RECORD
CLERK'S OFFICE
BY *[Signature]*

AUG 23 1973

ROY CADENHEAD, JR.
COUNTY CLERK, PANOLA CO., TENN.
BY *[Signature]*

Ret. Boy 966
5/0
[Signature]

COLLIER & GLOTT
NOTARIES AT LAW

Recorded At 9:50 o'clock A M. On The 22 Day of Aug 1973

Roy Cadenhead, Jr. County Clerk, P. O. T. *Roy Cadenhead, Jr.*

TRACTS 350 AND 350A

A-271
T-350+358B

The State of Texas,

Vol. 670 Page 33
Know All Men by These Presents:

County of PANOLA

That I, WALL BROOKS, a single man,

of Cloutierville State of Louisiana for and in consideration
of the sum of

Ten and No/100 (\$10.00)-----DOLLARS
and other valuable consideration
to me in hand paid by

TEXAS UTILITIES GENERATING COMPANY, as follows:

CASH, the receipt of which is hereby acknowledged;

have Granted, Sold and Conveyed, and by these presents do Grant, Sell and Convey, unto the said

TEXAS UTILITIES GENERATING COMPANY,

of the County of Dallas State of Texas all that certain

74.414 acres, a part of the James Ramsey Survey, A-578, and Terrell Henson Survey, A-285, Panola County, Texas, and being Tract 3 of the partition of the Sarah Alice Brooks property situated in Panola County, Texas, described as follows:
BEGINNING at the point of intersection of two public roads for NEC of J. T. Brooks property;
THENCE S along and with the center of the public road as follows: S 13 deg. 31' 27" E 99.52 feet, S 9 deg. 18' 14" E 300.00 feet, S 8 deg. 04' 06" E 232.46 feet, S 2 deg. 50' 53" W 263.06 feet, S 11 deg. 37' 51" W 464.12 feet to the point of intersection of said road with NB of Tract 2 of this partition;
THENCE W along the NB said tract, 2481.09 feet to a stake for the N NWC of same;
THENCE S along the WB said Tract 2, 363.05 feet to a stake;
THENCE W along and with another NB of said Tract 2, 900.00 feet to the W NWC of same EB of Tract 4 of this partition;
THENCE N along and with the EB of said Tract 4, 363.05 feet;
THENCE N 0 deg. 01' 42" E and continuing along and with the EB said Tract 4, 1635.35 feet, NEC of same in public road;
THENCE E along and with center of said public road as follows: N 54 deg. 23' 34" E 409.39 feet, N 71 deg. 20' 35" E 270.22 feet, N 68 deg. 31' 08" E 583.06 feet, N 74 deg. 52' 10" E 271.00 feet to the place of beginning, containing 74.414 acres of land, and being the same land conveyed to Wall Brooks by deed from Lloyd Brooks, et al dated April 7, 1976, of record in Volume 613, Page 599, Panola County Deed Records.

Grantor reserves unto himself and the present record owners, their heirs and assigns, all the oil, gas, and other minerals in, on, and under the above-described lands. In addition thereto, Grantor reserves to himself, his heirs and assigns, all the coal and lignite in, on, and under said lands, together with the right of ingress and egress to go upon said lands or by their Lessee to strip mine, drill for, produce, mine, or to recover coal and lignite in any manner now known or hereafter known. The right to strip mine shall pertain to coal and lignite but no other minerals or substances.

This conveyance is subject to all existing valid oil, gas, and minerals leases, and coal and lignite leases of record covering subject land.

This conveyance is subject to all existing recorded rights-of-ways and easements of record in the Deed Records of Panola County, Texas, or those which have been acquired by prescriptive rights.

TO HAVE AND TO HOLD the above described premises, together with all and singular the rights and appurtenances thereto in anywise belonging unto the said

TEXAS UTILITIES GENERATING COMPANY, its successors

heirs and assigns forever and I do hereby bind myself, my

heirs, executors and administrators, to Warrant and Forever Defend, all and singular the said premises unto the said

TEXAS UTILITIES GENERATING COMPANY, its successors

heirs and assigns, against every person whomsoever lawfully claiming, or to claim the same, or any part thereof.

WITNESS my hand at
this 29th day of January, 1980:

Wall Brooks
WALL BROOKS

Witness at request of Grantor:

LOUISIANA SINGLE ACKNOWLEDGMENT
THE STATE OF ~~TEXAS~~,
~~COUNTY~~ OF NATCHITOCHEs

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared
WALL BROOKS,
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.

GIVEN UNDER MY HAND AND SEAL OF OFFICE,
this the 29th day of January A. D. 1980.

(L. S.)

C. Rodney Kammata
Notary Public in and for Natchitoches Parish, Louisiana

THE STATE OF TEXAS, }
COUNTY OF

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared
known to me to be the person whose name subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE,
this the day of A. D. 19

(L. S.)

Notary Public in and for County, Texas

THE STATE OF TEXAS, }
COUNTY OF

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared
, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE,
this the day of A. D. 19

(L. S.)

Notary Public in and for County, Texas

THE STATE OF TEXAS, }
COUNTY OF

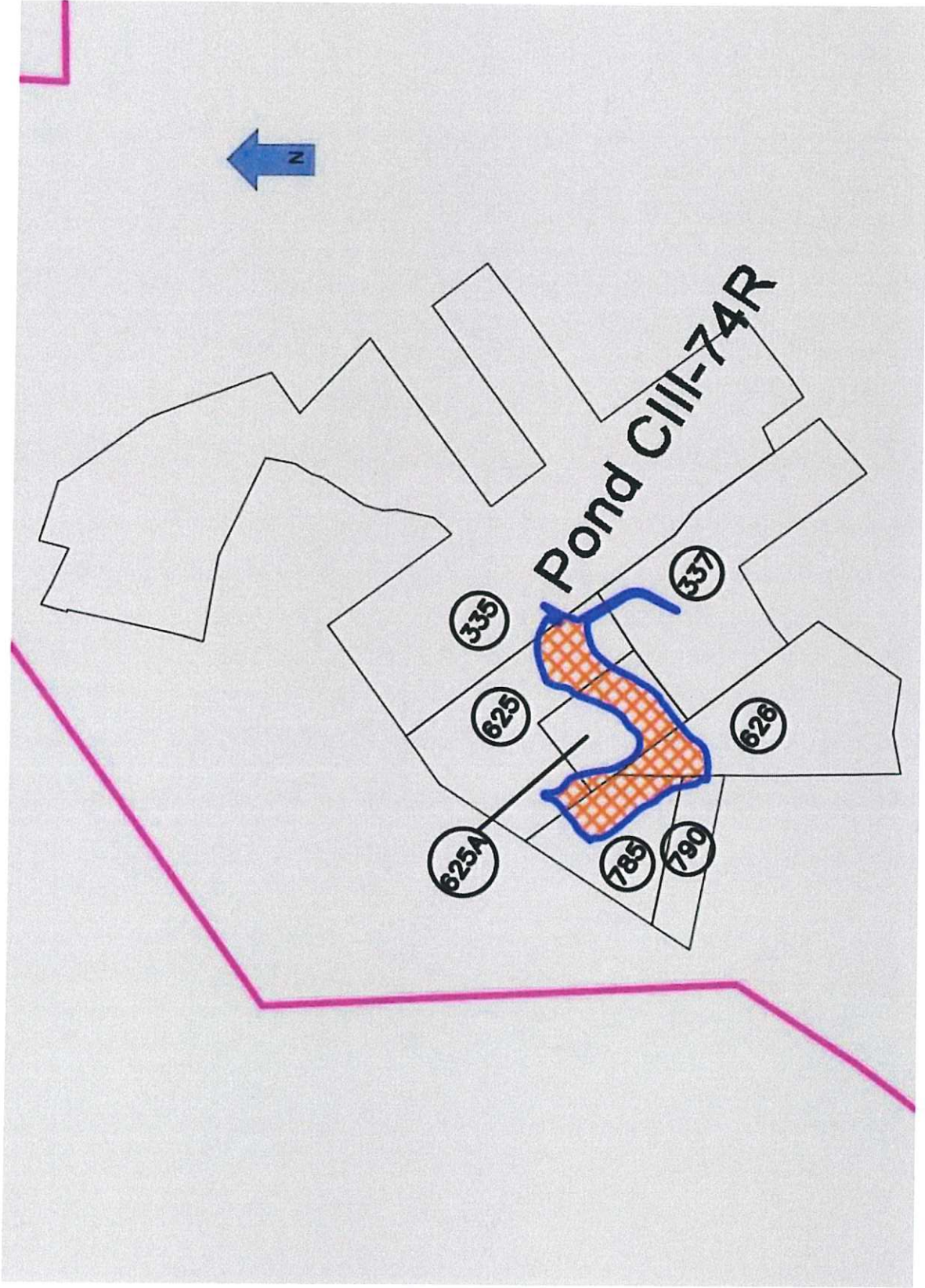
I HEREBY CERTIFY that the foregoing instrument of writing with its certificate of authentication, was filed for record in my office on the day of , A. D. 19 at o'clock M., and was duly recorded by me on the day of A. D. 19 in Vol. , page , of the Records of said County.

WITNESS MY HAND and the Seal of the County Court of said County, at my office in the day and year last above written.

(L. S.)

County Clerk County, Texas

By....., Deputy.



Property Map for Pond CIII-74R.

See 271
Tract 335, etc

TRACT 335

Vol. 790 Page 234

CASH WARRANTY DEED

THE STATE OF TEXAS I
 I KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF PANOLA I

That I, TOMMY LILES, a single man, of the County of Panola, State of Texas, for and in consideration of the exchange of property from Grantee to Grantor and other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, to me in hand paid by TEXAS UTILITIES MINING COMPANY, whose address is 400 N. Olive Street, L.B. 85, Dallas, Texas 75201, herein referred to as Grantee, have granted, sold, exchanged and conveyed and by these presents do grant, sell, exchange and convey unto the said TEXAS UTILITIES MINING COMPANY, the following tracts of land in Panola County, Texas, to-wit:

All of those certain two tracts of land, situated in the Alexander Taylor Survey, A-676, the Ira M. Freeman Survey, A-204 and the Jas. M. Hatcher Survey, A-298, Panola County, Texas, and being more fully described on that certain Exhibit "A" attached hereto and made a part hereof for all descriptive purposes, said Exhibit "A" containing three pages.

Grantor excepts from this conveyance and reserves unto himself, and the present record owners, his heirs and assigns, all of the oil, gas and associated liquefiable hydrocarbons, including sulphur, produced with such oil and gas, together with the right of ingress and egress for the purpose of exploring and producing same. In addition thereto, Grantor reserves to himself, his heirs and assigns, all the coal and lignite in, on and under said lands or by his Lessee to strip mine, drill for, produce, mine, or to recover coal and lignite in any manner now known or hereafter known. The right to strip mine shall pertain to coal and lignite but no other minerals or substances.

This conveyance is subject to all existing valid oil, gas and mineral leases, and coal and lignite leases of record covering subject land.

This conveyance is subject to all existing recorded rights-of-way and easements of record in the Deed Records of Panola County, Texas, or those which have been acquired by prescriptive rights.

TO HAVE AND TO HOLD the above described premises, together with all and singular the rights and appurtenances thereto in anywise belonging unto the said TEXAS UTILITIES MINING COMPANY, its successors and assigns

forever and I do hereby bind myself, my heirs, executors and administrators to warrant and forever defend, all and singular the said premises unto the same TEXAS UTILITIES MINING COMPANY, its successors and assigns, against every person whomsoever lawfully claiming, or to claim the same, or any part thereof.

WITNESS MY HAND this the 26th day of March, 1986.

Tommy Liles
TOMMY LILES

THE STATE OF TEXAS I

THE COUNTY OF Rock I

This instrument was acknowledged before me on the 26th day of March, 1986, by TOMMY LILES.

William W. Jones
Notary Public, State of Texas

WILLIAM W. JONES
Notary Public, State of Texas

FIRST TRACT:

All that certain lot, tract or parcel of land being situated in the Ira Freeman Survey, Abstract No. 204, Panola County, Texas and being a part of a called 3 acre tract of land known as the West 1 acre of the said 3 acre tract conveyed to Tommy Lee Liles in a deed recorded in Vol. 560, page 369, Deed Records Panola County, Texas and being more particularly described as follows:

BEGINNING at an iron rod with a cap marked " #5673" set in the centerline of a County Road at the SE corner of the above mentioned 3 acre tract;

THENCE South 54 deg. 51' 44" West, along the said centerline of the County Road, a distance of 144.66 feet to a 60D nail set for this SW corner;

THENCE North 36 deg. 51' 00" West, a distance of 325.03 feet to a 1/2" iron rod with a cap marked "NW 639" for this NW corner, same being on the North Boundary line of the said 3 acre tract;

THENCE North 51 deg. 09' 00" West, along the said North Boundary line, a distance of 144.68 feet to a 1/2" iron rod with a cap marked "NE 639" for this NE corner, same being the NE corner of the said 3 acre tract;

THENCE South 36 deg. 51' 00" East, along the East Boundary line of the said 3 acre tract, a distance of 334.40 feet to the Place of BEGINNING of the herein described tract and containing 1.094 acres of land.

SECOND TRACT:

All that certain lot, tract or parcel of land being situated in the Alexander Taylor, Abstract No. 676, the Ira M. Freeman, Abstract No. 204 and the Jas. M. Hatcher, Abstract No. 298, Surveys, Panola County, Texas and being the same tracts of land conveyed to Tommy Lee Liles in the following deeds: a 18.82 acre tract recorded in Vol. 492, page 111; a 22 acre tract recorded in Vol. 476, page 483; a 85.6 acre tract recorded in Vol. 476, page 481; a 42.5 acre tract recorded in Vol. 484, page 172; a 28.53 acre tract recorded in Vol. 462, page 487; a 109 acre tract recorded in Vol. 491, page 858; and a 1 acre tract recorded in Vol. 493, page 897, Deed Records Panola County, Texas and being more particularly described as follows:

BEGINNING at the SW corner of the above mentioned 18.82 acre tract, same being this SW corner and also being in the centerline of a County road;

THENCE North 37 deg. 24' 21" West, along a fence line, a distance of 462.03 feet to a 1/2" iron rod with a cap marked "NE 776";

THENCE South 62 deg. 31' 29" West, along a fence line, a distance of 253.09 feet to a 1/2" iron rod marked "NW 776";

THENCE along a fence line on the West Boundary line of the said 18.82 acre and also being the WBL of the above mentioned 85.6 acre tract and the 42.5 acre tract:

North 36 deg. 41' 39" West, a distance of 927.61 feet;
North 54 deg. 38' 52" West, a distance of 187.96 feet;
North 51 deg. 14' 31" West, a distance of 112.93 feet;
North 37 deg. 25' 09" West, a distance of 3,102.79 feet to a 1/2" iron rod with a cap marked "NW 623" for this most westerly NW corner, same being the NW corner of the said 42.5 acre tract;

THENCE North 53 deg. 34' 31" East, along a fence line, a distance of 1,250.73 feet to a 1/2" iron rod with a cap marked "NE 623", same being the NE corner of the said 42.5 acre tract, and also being the South Boundary line of the said Hatcher Survey;

THENCE South 36 deg. 58' 58" East, along a fence on the East Boundary line of the said 42.5 acre tract, a distance of 1,451.76 feet to a 1/2" iron rod with a cap marked "SW 622", same being a corner of the above mentioned 109 acre tract;

THENCE along a fence line on the West Boundary line of the said 109 acre tract:

North 35 deg. 02' 05" East, a distance of 274.33 feet;
North 08 deg. 19' 02" East, a distance of 404.19 feet;
North 01 deg. 49' 58" East, a distance of 214.86 feet;
North 39 deg. 27' 14" East, a distance of 164.48 feet;
North 32 deg. 12' 40" East, a distance of 194.13 feet;
North 22 deg. 48' 45" East, a distance of 223.77 feet;
North 31 deg. 51' 00" East, a distance of 209.75 feet;
North 08 deg. 45' 19" East, a distance of 276.44 feet to a 1/2" iron rod with a cap marked "SE 622", same being a corner of the said 109 acre tract;

THENCE North 65 deg. 30' 13" West, a distance of 958.77 feet to a 3/8" iron rod at the SE corner of the above mentioned 1 acre tract;

THENCE North 81 deg. 30' 57" West, along a fence line on the South Boundary line of the said 1 acre tract, a distance of 833.59 feet to an iron rod with a cap at the SW corner of the said 1 acre tract, same being on the East ROW of State Highway No. 43;

THENCE along the said East ROW of State Highway No. 43, same being the West Boundary line of the said 1 acre and the 109 acre tracts:

North 18 deg. 23' 11" East, a distance of 85.27 feet;
North 12 deg. 37' 59" East, a distance of 810.92 feet;
North 11 deg. 50' 46" East, a distance of 658.40 feet to a 1/2" iron rod with a cap marked "SW 717", same being a corner of the said 109 acre tract;

THENCE South 65 deg. 38' 17" East, along a fence line, a distance of 174.07 feet to an iron rod with a cap marked "# 3405";

THENCE North 25 deg. 15' 54" East, along a fence line, a distance of 233.57 feet to an iron rod with a cap marked "# 3404" at the NW corner of the said 109 acre tract;

THENCE along a fence line on the North Boundary line of the said 109 acre tract:

South 73 deg. 40' 45" East, a distance of 889.91 feet;
South 37 deg. 00' 55" East, a distance of 595.29 feet;
South 35 deg. 00' 17" East, a distance of 435.89 feet;
South 26 deg. 44' 17" East, a distance of 66.07 feet;
South 20 deg. 29' 54" East, a distance of 1,158.89 feet
to a 1/2" iron rod with a cap marked "NE 621";

THENCE South 54 deg. 01' 32" West, along a fence line a distance of 460.88 feet to a 1/2" iron rod with a cap marked "SW 636";

THENCE along a fence line on the East Boundary line of the said 109 acre tract:

South 48 deg. 02' 50" East, a distance of 533.40 feet;
South 46 deg. 13' 07" East, a distance of 418.80 feet to a 1/2" iron rod with a cap marked "NW 339", same being the NE corner of the said 109 acre tract;

THENCE South 53 deg. 23' 10" West, along a fence line, a distance of 1,930.89 feet to a 1/2" iron rod with a cap marked "SW 339", same being on the East Boundary line of the said 85.6 acre tract;

THENCE South 38 deg. 02' 23" East, along a fence line on the said East Boundary line, a distance of 653.70 feet to a 1/2" iron rod with a cap marked "SW 777", same being the SW corner of the above mentioned 28.5 acre tract;

THENCE North 53 deg. 31' 42" East, along a fence line on the North Boundary line of the said 28.5 acre tract, a distance of 1,836.69 feet to a 1" iron pipe at the NW corner of the said 28.5 acre tract;

THENCE South 37 deg. 10' 11" East, along a fence line, a distance of 676.52 feet to an iron rod with a cap marked " # 3612" at the NE corner of the said 28.5 acre tract, same being on the North Boundary line of the said Freeman Survey;

THENCE South 53 deg. 34' 17" West, along a fence line on the said North Boundary line of the Freeman Survey, a distance 1,829.13 feet to a 1/2" iron rod with a cap marked "SE 777" at the SE corner of the said 28.5 acre tract, same being the NW corner of the above mentioned 22 acre tract;

THENCE South 36 deg. 58' 07" East along a fence line on the East Boundary line of the said 22 acre tract, a distance of 1,633.06 feet to a 1/2" iron rod with a cap marked "NE 335", same being the NE corner of the said 22 acre tract;

THENCE along a fence line on the South Boundary line of the said 22 acre & 18.82 acre tracts:

South 53 deg. 56' 49" West, a distance of 641.53 feet;
South 53 deg. 59' 58" West, a distance of 270.73 feet to the Place of BEGINNING of the herein described tract and containing 279.272 acres of land.

Area 211
Tracts 337 &
337A

TRACT 337

Vol. 781 Page 456

WARRANTY DEED

THE STATE OF TEXAS X
 X KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF PANOLA X

That JEAN JONES SMITH and husband, PAUL SMITH, of the County of Rusk, State of Texas, for and in consideration of the sum of TEN AND NO/100 (\$10.00) DOLLARS and other valuable consideration to us in hand paid by TEXAS UTILITIES MINING COMPANY as follows:

CASH, the receipt and sufficiency 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 MINING COMPANY of the County of Dallas, State of Texas, all our undivided interest in and to the following tract of land in Panola County, Texas, to-wit:

All that certain 62.69 acres of land, more or less, a part of the Alexander Taylor Survey, A-676, and the Ira Freeman Survey, A-204, described as follows:

BEGINNING at a car axle for the South corner of the W. F. Morton, et al tract in the occupied boundary between the Alexander Taylor and T. W. Walden Surveys, a 2" pine knot stake bears N 59 deg. 30 min. E 4.5 feet, a 3" post oak in fence corner bears S 76 deg. 30 min. W 6.4 feet, an 18" red oak bears N 52 deg. 45 min. E 8.9 feet, and a 3" red oak bears S 70 deg. 15 min. E 9.8 feet, all trees marked X with two bars over and under;

THENCE N 55 deg. 17 min. E following general course of a new fence 1461.7 feet, a car axle in the Southwest boundary of the T. W. Liles Estate same being an East corner of the W. F. Morton, et al, tract, from which an 18" sweet gum in fence break bears S 20 deg. 15 min. E 16.4 feet, a 4" sweet gum in fence bears S 30 deg. E 29.3 feet and a fence corner post bears N 53 deg. 45 min. E 1.9 feet;

THENCE following general course of fence and the Southwest boundary of said Liles Estate as follows: S 35 deg. 05 min. E 888.1 feet to a car axle, S 49 deg. 54 min. E 113.3 feet to a car axle, S 52 deg. 11 min. E 188.7 feet to a car axle, and S 34 deg. 37 min. E 1441.6 feet, a wagon thimble, the South corner of said Liles Estate and in the Northwest boundary of the Ada Belle Morton, et al, tract, from which an 18" red oak bears N 49 deg. 15 min. E 75.8 feet and an 8" cedar bears S 61 deg. 45 min. W 11.6 feet;

THENCE S 50 deg. 49 min. W with said Morton tract an old road 676.1 feet, the East corner of J. T. Pearson's 15.53 acre tract (by resurvey) a car axle bears N 34 deg. 40 min. W 4.4 feet, a 10" sweet gum bears North 51 deg. 30 min. E 29.1 feet and a 4" sweet gum bears S 64 deg. 45 min. W 5.6 feet;

THENCE with fence and the Northeast boundary of said Pearson tracts as follows: N 34 deg. 40 min. W 1106.5 feet, pass an axle and pulley, a common corner of a Pearson's 15.53 acre and 3.87 acre tract, and N 34 deg. 58 min. W 347.2 feet, a car axle, the North corner of said Pearson tract;

THENCE S 59 deg. 46 min. W with fence and the Northwest boundary of said Pearson tract to the West corner of same 662.9 feet, a 2" pipe, same being the North corner of the J. O. Downs tract;

THENCE S 52 deg. 54 min. W with fence and the Northwest boundary of said Downs tract to the West corner of same, 213.4 feet, an iron stake in fence corner in the occupied boundary between the Freeman and Walden Surveys and in the Northeast boundary of the J.O. Downs Estate;

THENCE N 34 deg. 47 min. W with fence, 1172.2 feet to the place of beginning CONTAINING 62.69 acres of land, more or less.

And being the same land described in field notes prepared by Louis P. Hull, Registered Public Surveyor of the State of Texas, for the Estate of Pink Williams Deceased, and field notes dated August 29, 1956, and recorded in Volume 393, Page 471, Deed Records of Panola County, Texas.


Grantors except from this conveyance and reserve unto themselves, and the record owners, their heirs and assigns, all of the oil, gas and other minerals in, on and under the above described lands together with the right of ingress and egress for the recovery and production of same. In addition thereto, Grantors reserve to themselves, their heirs and assigns, all the coal and lignite in, on and under said lands, together with the right of ingress and egress to go upon said lands or by their Lessee to strip mine, drill for, produce, mine, or to recover coal and lignite in any manner now known or hereafter known. The right to strip mine shall pertain to coal and lignite but no other minerals or substances.

This conveyance is subject to all existing valid oil, gas and mineral leases, and coal and lignite leases of record covering subject land. GRANTOR RESERVES COAL AND LIGNITE EVEN THOUGH SURFACE CONSUMPTION IS NECESSARY.

This conveyance is subject to all existing recorded rights-of-ways and easements of record in the Deed Records of Panola County, Texas, or those which have been acquired by prescriptive rights.

TO HAVE AND TO HOLD the above described premises, together with all and singular the rights and appurtenances thereto in anywise belonging unto the said TEXAS UTILITIES MINING COMPANY its successors and assigns forever and we 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 MINING 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 10 day of SEPT., 1985.


JEAN JONES SMITH


PAUL SMITH

THE STATE OF TEXAS X

COUNTY OF *Rusk* X

This instrument was acknowledged before me on the 10 day
of ~~Aug~~ *Sept* 1985 by JEAN JONES SMITH and husband,
PAUL SMITH.



Notary Public, State of Texas

WILLIAM W. PRICE
Notary Public
State of Texas

TRACT 625

Vol. 808, Page 504

CASH WARRANTY DEED

THE STATE OF TEXAS §
 §
COUNTY OF PANOLA §

KNOW ALL MEN BY THESE PRESENTS:

That I, CONNIE MORTON, a feme sole, whose address is c/o Lanice Morton Harrell, P.O. Box 1398, Lone Star, Texas 75668, of the County of Morris for and in consideration of the sum of TEN AND NO/100 (\$10.00) DOLLARS and other valuable consideration to me in hand paid by TEXAS UTILITIES MINING COMPANY, as follows:

CASH, the receipt and sufficiency 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 MINING COMPANY, whose address is 400 N. Olive Street, L.B. 85, Dallas, Texas 75201, of the County of Dallas, State of Texas, the following described tract of land in Panola County, Texas, to-wit:

All of that certain tract of land, situated in the Alexander Taylor Survey, A-676, Panola County, Texas, and being more fully described on that certain Exhibit "A" attached hereto and made a part hereof for all descriptive purposes, said Exhibit "A" containing one page.

Grantor excepts from this conveyance and reserves unto herself, and the present record owners, her heirs and assigns, all of the oil, gas, uranium, and other minerals in, on, and under the above described lands together with the right of ingress and egress for the recovery and production of same. In addition thereto, Grantor reserves to herself, her heirs and assigns, all the coal and lignite in, on, and under said lands, together with the right of ingress and egress to go upon said lands or by her Lessee to strip mine, drill for, produce, mine, or to recover coal and lignite in any manner now known or hereafter known. The right to strip mine shall pertain to coal and lignite but no other minerals or substances.

This conveyance is subject to all existing valid oil, gas, and mineral leases, and coal and lignite leases of record covering subject land.

This conveyance is subject to all existing recorded rights-of-way and easements of record in the Deed Records of Panola County, Texas, or those which have been acquired by prescriptive rights.

Connie Morton, her heirs, administrators or assigns hereby retain the right of first refusal with respect to resale of the herein described property. Connie Morton, her heirs, administrators or assigns herein shall have the right to repurchase all or any part of the herein described land upon the same price and terms that Texas Utilities Mining Company, its successors or assigns offers to a third party. Connie Morton, her heirs, administrators or assigns herein must exercise its right of first refusal within forty five (45) days from the date of receipt of notice of the terms of said resale. Notice to be by certified mail, return receipt requested at the address shown for Connie Morton, her heirs, administrators or assigns. Any change of address by either party hereto must be given to the other party by certified mail, return receipt requested, at the then current address of the other party.

TO HAVE AND TO HOLD the above described premises, together with all and singular the rights and appurtenances thereto in anywise belonging unto the said TEXAS UTILITIES MINING COMPANY, its successors and assigns forever and I do hereby bind myself, my heirs, executor and administrators to warrant and forever defend, all and singular the said premises unto the said TEXAS UTILITIES MINING COMPANY, its successors and assigns, against every person whomsoever lawfully claiming, or to claim the same, or any part thereof.

WITNESS MY HAND this the 7 day of MAY, 1987.

Connie Morton
CONNIE MORTON

THE STATE OF TEXAS §
 §
COUNTY OF GREGG §

This instrument was acknowledged before me on the 7 day of MAY, 1987, by CONNIE MORTON.

J. G. Commons
Notary Public, State of Texas

J. G. COMMONS
Notary Public, State of Texas
My Commission Exp. 9/7/89

EXHIBIT "A"

All that certain tract or parcel of land situated in Panola County, Texas, a part of the Alexander Taylor Survey, A-676, about 2-1/2 miles SW from Carter's Bluff as follows:

BEGINNING at a stake on EL of a 107 acre tract bought by Pink Williams from T. S. Hatcher and the WL of 100 acre tract of J. S. Hazelwood about 339 vrs. from Hazelwood SWC N 35 W;

THENCE N 35 W 800 vrs. to a stake in the SL of Yance Rogers land;

THENCE S 55 W 515 vrs. a stake, a pine brs. E; stake is in the SL of Oliver Down's tract;

THENCE S 35 E 800 vrs. a stake for EL of Downs tract;

THENCE N 55 E 515 vrs. to the place of beginning containing 73 acres of land, more or less, and being the same tract or parcel of land described and conveyed in deed dated June 14, 1958 and recorded in Volume 426, Page 625 from J. P. Morton to E. H. Morton.

SAVE AND EXCEPT therefrom a 20.80 acres described in that certain conveyance from Olabel Prior, et al, in favor of T. W. Foster, dated January 6, 1965, and LEAVING A BALANCE of 52.20 acres, more or less.

WARRANTY DEED WITH VENDOR'S LIEN

THE STATE OF TEXAS
COUNTY OF PANOLA

KNOW ALL MEN BY THESE PRESENTS:

That We, THOMAS W. FOSTER, et ux LEONA FOSTER of the County of Panola, State of Texas, for and in consideration of the sum of TEN DOLLARS AND NO/100 (\$10.00) and other valuable consideration, paid and to be paid by TEXAS UTILITIES GENERATING COMPANY, as follows:

CASH, the receipt of which is hereby acknowledged and the execution and delivery by Grantee of its Vendor's Lien Note of even date herewith, payable to the order of THOMAS W. FOSTER and wife, LEONA FOSTER, at Carthage, Texas. Said Note being in the principal sum of \$110,500.00, with interest from date at the rate of 7% per annum. The principal payable in four (4) annual installments of \$27,625.00 each, the first annual installment due and payable on or before the anniversary date of said note and a like installment on the same day of each year thereafter, until the full amount of principal and interest is paid. Accrued interest is payable annually on the day of and in addition to the installment payment of principal, have Granted, Sold and Conveyed, and by these presents do Grant, Sell and Convey, unto the said TEXAS UTILITIES GENERATING COMPANY, of the County of Dallas, State of Texas, all that certain 4 tracts of land situated in Panola County, Texas described as follows:

FIRST TRACT: All that certain tract and parcel of land a part of the T.W. Walden Survey, A-698, Panola County, Texas, and more particularly described as follows: BEING Lot 1-A, of a partition of Zack Morton Estate property, described in a partition deed by and between P.W. Morton et al, dated March 25, 1961, of record in Volume 439, Page 404, Panola County Deed Records and further described by metes and bounds as follows: BEGINNING at NEC of original Z.E. Morton lands; THENCE with EBL of same S 32°30'E 308.8 vrs to center of Tatum and Carter's Ferry road; THENCE with center of said road S 63°58'W 684 vrs to NWC of Lot #3 of this ptn and rod on S side of said road; THENCES 158.9 vrs to SWC of Lot #3, iron rd for corner in NBL of Montgomery tract; THENCE W 452.7 vrs to Montgomery's NWC, this point being in S line of said Tatum and Carter's Ferry road; THENCE N 14.4 vrs to center of said road; this being NEC of Lot #2 of this partition; THENCE with center of said road S 63°58'W 297.7 vrs to WBL of orig. Morton lands, this being the NWC of Lot #2 of this ptn; THENCE N 3° 10'W 61.4 vrs to NWC of original Z.E. Morton land, iron rod; THENCE N 54°47'E with

NBL of said Morton land, 314.6 vrs; THENCE N 0°19'E 76.3 vrs; THENCE on with NBL of original tract as follows: to-wit: N 55E378.14 vrs; N 57 50#274.3 vrs; N 50°08'E 48.6 vrs and N 50° 49' E 194.7 vrs to place of beginning containing 45.66 acres of land.

SECOND TRACT: All that certain tract and parcel of land a part of the Thomas W. Walden Survey, A-698, described as a 54 acre tract in deed from A.P. Matthews to J.D. Pelham et ux, dated 2-9-62, recorded in Volume 447, Page 299.

BEGINNING at the SWC of this tract in center of the old Carter's Ferry-Rockyford road, being NWC of the J.W. Foote tract, THENCE with an old occupied line N 0°15'E 1057 ft. being E line of the Clara Booth 175 acre tract; THENCE N 1°W 325 ft THENCE N 5°40'E 98.6 ft THENCE N 1°E 322.5 ft.; THENCE N 1°10'W 275 ft THENCE N 1°10'E 616 ft. to point in E line of the Thomas Walden Survey THENCE with an old mkd line S 35°28'E at 860 ft., pass NWC of Pink Williams tract, continuing a distance of 2372 feet, THENCE S 35°W235 ft THENCE S 32°20min W 200 ft., THENCE S 33°47'W 511.9 ft. THENCE with said road N 81°W 356.4 ft. & S 86° 35'W 517.9 ft. place of beginning containing 50.754 acres and being the same land described in the deed from the Veteran's Land Board of Texas to Thomas W. Foster, dated March 4, 1978, of record in Vol. 634, Page 190, Panola County Deed Records

THIRD TRACT: All that certain tract and parcel of land a part of the Thomas W. Walden Survey A-698, being a part of the 50 acre tract and 13 acres tract described as 1st tract & 3rd tract respectively, in the deed from Kenneth H. Foote, et al to Allen Downs dated 12-29-67 recorded Vol. 505, page 112, BEGINNING at the NWC said 13 acres tract at SWC of T.W. Foster's 50.754 acre tr. this corner being in the center of the Tatum Carters Ferry road, THENCE with the center line said road as follows: N 86°35 min E 517.4 ft. & S 81 E 356.4 ft to corner said road at S SEC or T.W. Foster tr.,; THENCE on with NBL said 13 acres tract as follows: N 34 E 15.5 ft., S78°10'E 164.8 ft E 84-1/2 E 110.6 ft & N 57 E 697.2 ft to EB occupied E line said Walden survey; THENCE with oil occupied E line said Walden survey as follows: S 35E 447.5 ft THENCE on with said occupied line S 33 W 37.5 ft S 35-1/2 E 200 ft & S 32 E 277.6 ft., THENCE with said Hwy Line S 64°50'W 1154.1 ft., THENCE N 32 W 830ft., THENCE S 51 W 541.5 ft & S. 53 W 132.7 ft., THENCE N 19° 30' W734 ft to place of beginning, containing 32.94 acres land and being the same land described in the deed from A.L. Downs et ux to T.W. Foster et ux, dated March 13, 1968, of record in Volume 505, Page 457, Deed Records Panola County, Texas

FOURTH TRACT: All that certain tract and parcel of land a part of the Alexander Taylor Survey A-676, also a part of the 73 acres tract described in deed from Pink Williams to W.F. Morton dated 9-8-11, recorded Vol. 25, Page 213, BEGINNING at the oil occupied SW corner of said 73 acre tract at the NWC of Pink Williams 36 ac. tr. THENCE with the old occupied W line of said 73 ac. tr. being the W line of said Taylor survey N 35°11'W 398.6 vs THENCE N 55 E 293.5 vs THENCE S 35°22' E 400 vs to the

old occupied S line of said 73 acres tr. THENCE with said line S 55°16'W 398.6 vs place of beginning, containing 20.8 acres of land and being the same land described in the Deed from Ola Bell Prior et al, to T.W. Foster, dated January 6, 1965, of record Vol. 476, Page 129, Panola County Deed Records.

Grantors reserve unto themselves and the present record owners, their heirs and assigns, all the oil, gas and other minerals in, on and under the above-described lands. In addition thereto, Grantors reserve to themselves, and the present record owners, their heirs and assigns, all the coal and lignite in, on, and under said land, together with the right of ingress and egress to go upon said lands or by their Lessee to strip mine, drill for, produce, mine, or to recover coal and lignite in any manner now known or hereafter known. The right to strip mine shall pertain to coal and lignite but no other minerals or substances.

This coveyance is subject to all existing valid oil, gas and mineral leases, and coal and lignite leases of record covering subject land.

This conveyance is subject to all existing recorded rights-of-ways and easements of record in the Deed Records of Panola County, Texas, or those which have been acquired by prescriptive rights.

TO HAVE AND TO HOLD the above described premises, together with all and singular the rights and appurtenances thereto in anywise belonging unto the said TEXAS UTILITIES GENERATING COMPANY, its successors and assigns forever and we 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.

But it is expressly agreed and stipulated that the Vendor's Lien is retained against the above described property, premises and improvements, until the above described note, and all interest thereon are fully paid according to its face and tenor, effect and reading, when this deed shall become absolute.

It is understood, however, that the retention of the Vendor's Lien shall in no way restrict or limit the right of Grantee to make full, total and complete utilization of the land for any purposes which Grantee, its successors or assigns shall desire. Grantee shall have the full right to use, consume, deplete, remove and alter the land without being liable for waste or being required to restore the

Easton

Sabine River

GENERAL LOCATION MAP

POND CIII-74R

43

Hill St

Tatum

6 mi

Martin Lake

Beckville

959

POND AII-99R

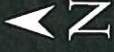
59

Google Earth

© 2020 Google



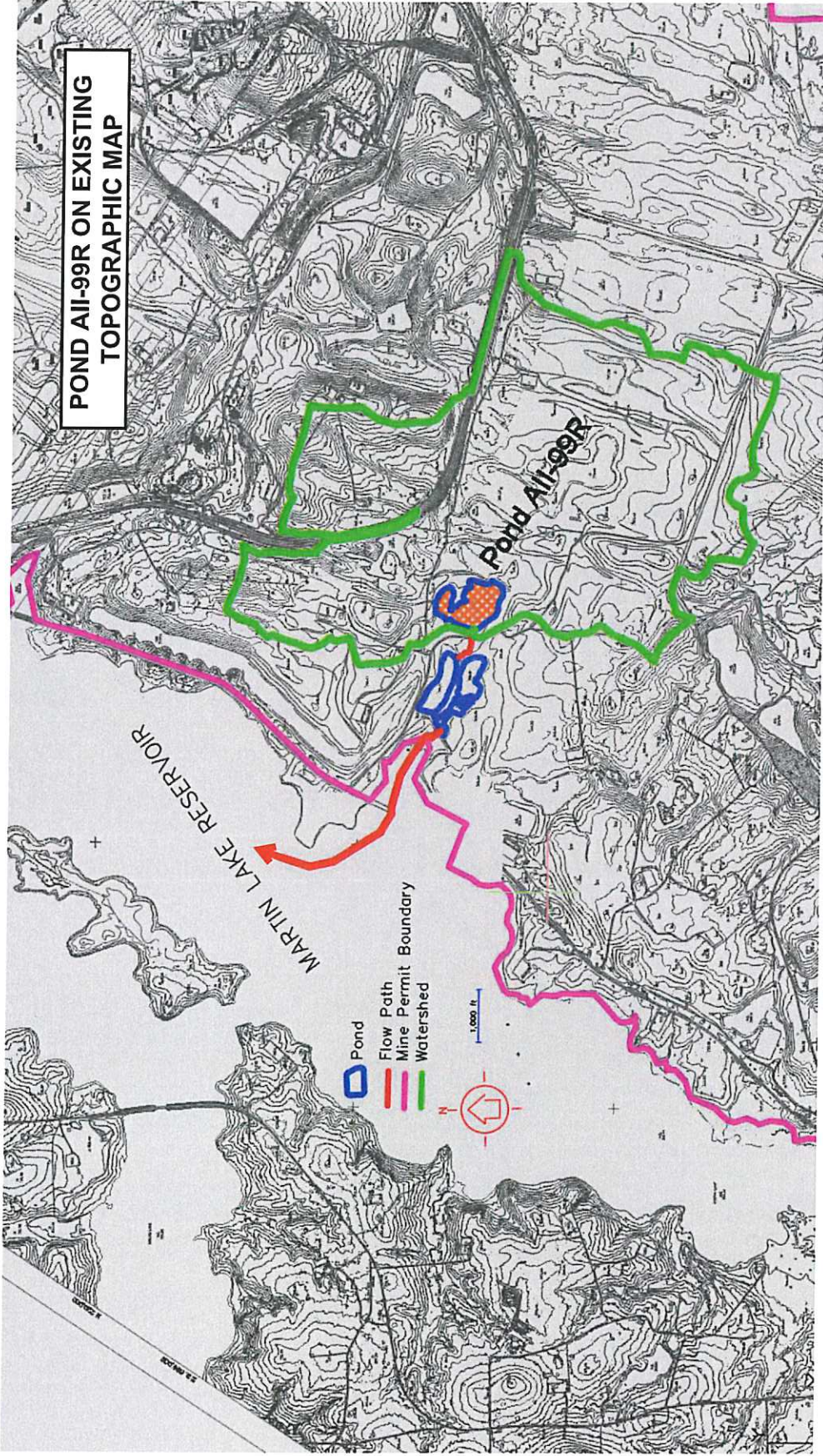
POND AII-99R



1000 ft



**POND AII-99R ON EXISTING
TOPOGRAPHIC MAP**





2000 ft

POND CIII-74R

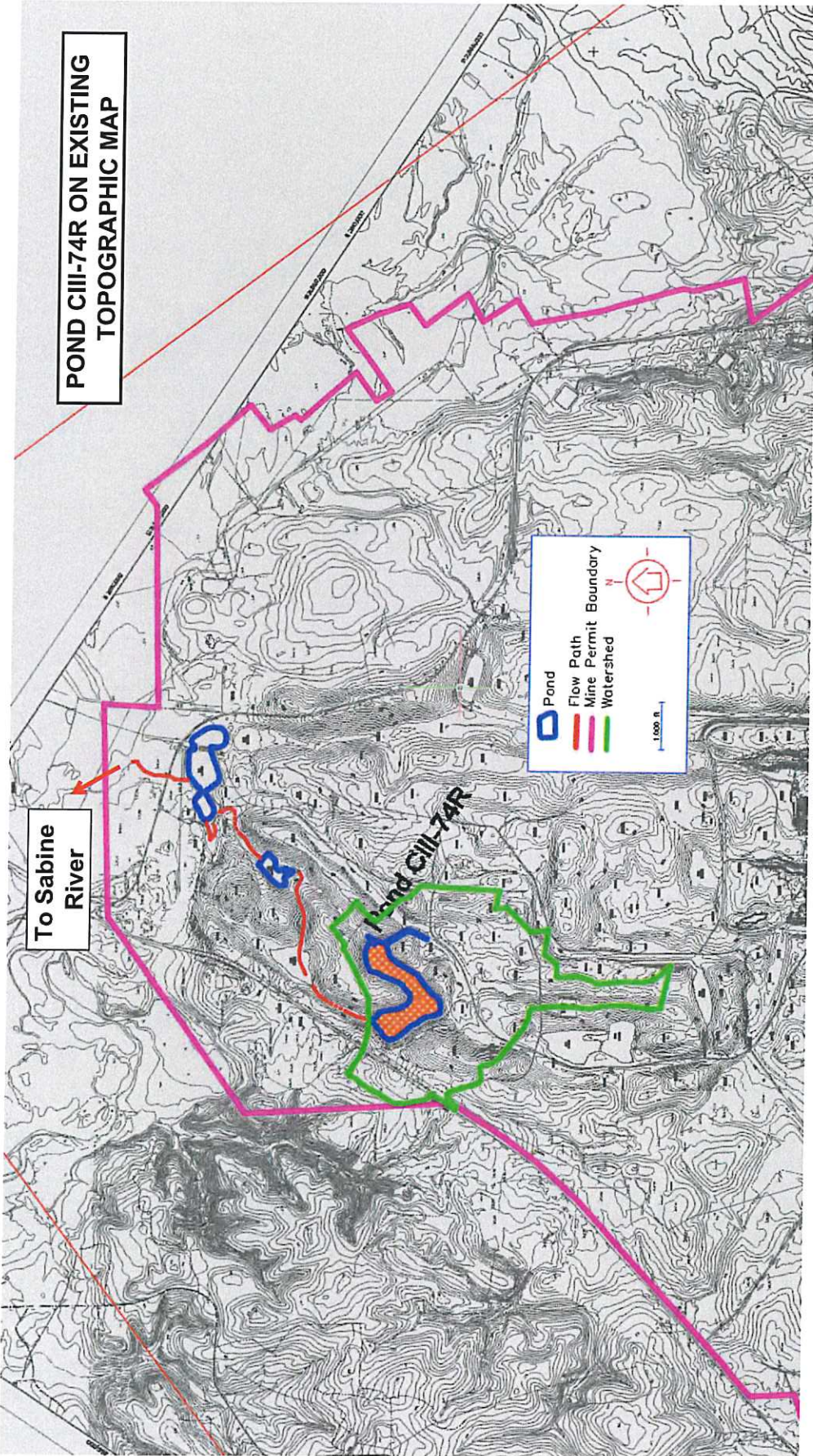
Pf-Rd-6733

43

Google Earth

© 2020 Google

**POND CIII-74R ON EXISTING
TOPOGRAPHIC MAP**



To Sabine
River

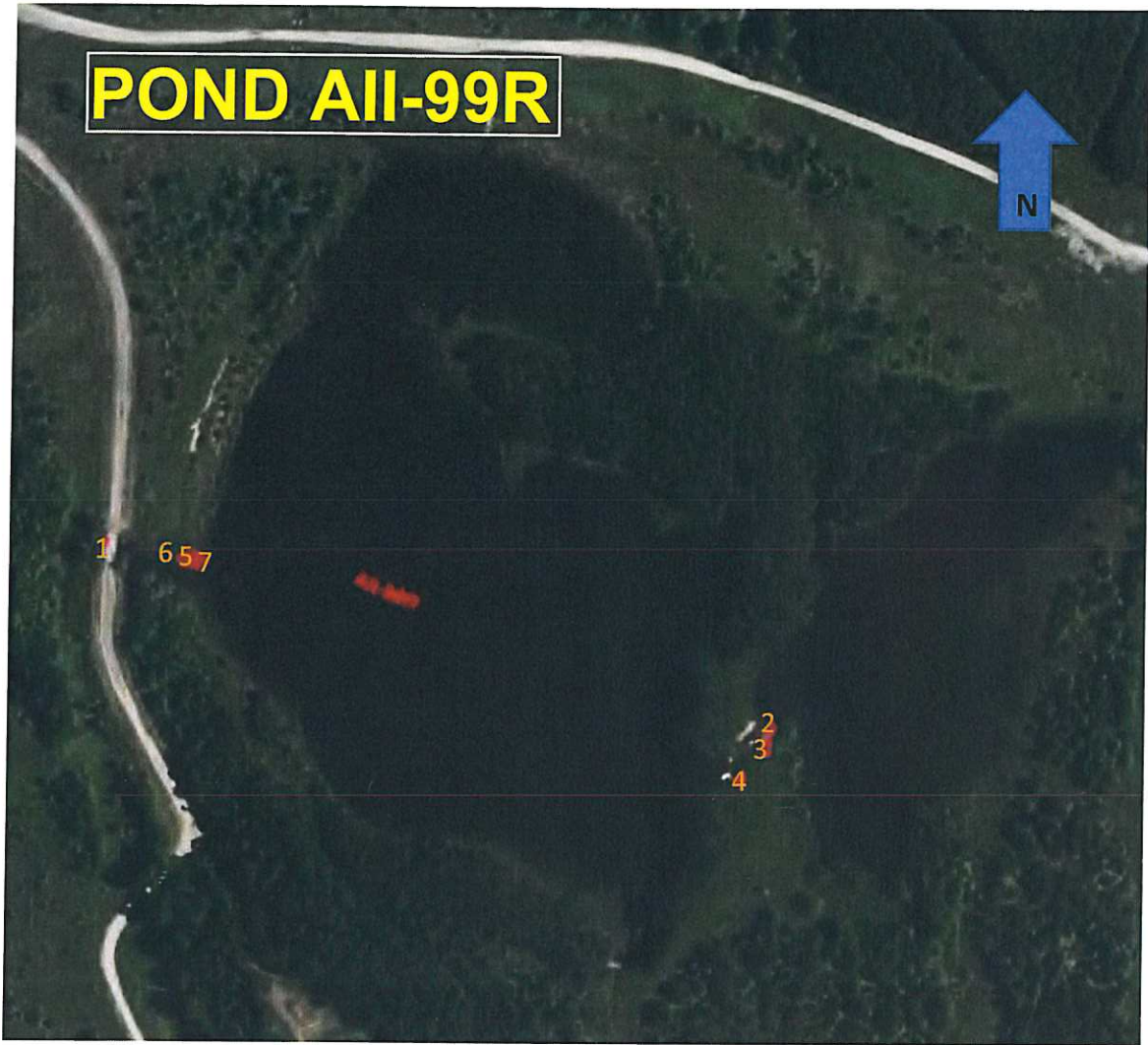
Pond CIII-74R

Legend

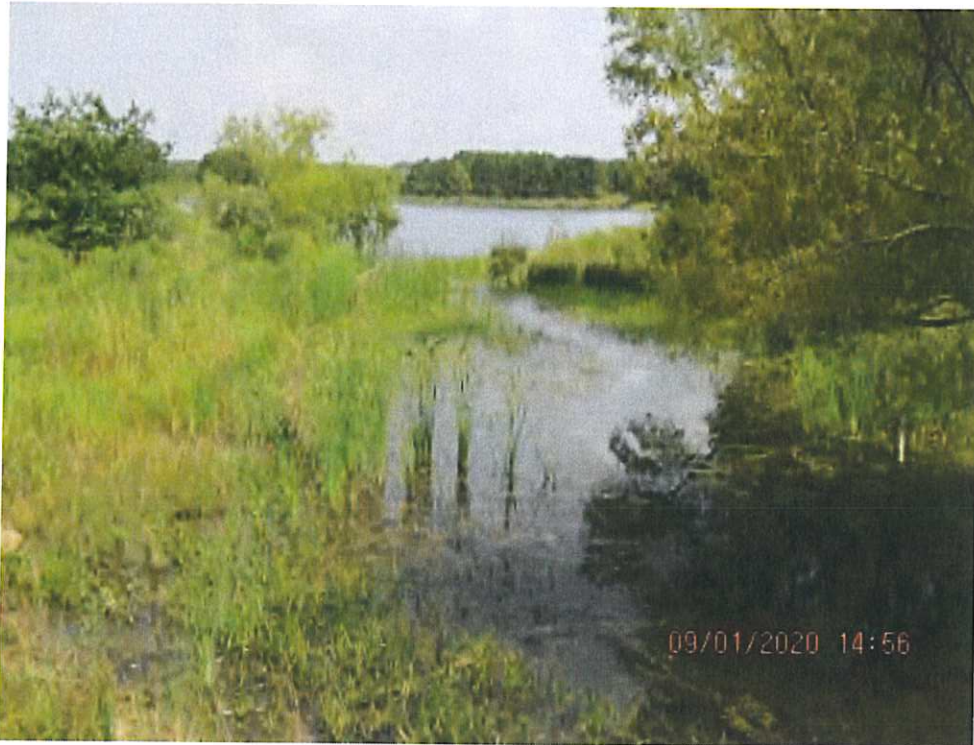
- Pond
- Flow Path
- Mine Permit Boundary
- Watershed

1,000 ft

APPENDIX H
PHOTOGRAPHS OF PONDS



AII-99R Photo locator



All-99R inlet (1) inlet looking east



All-99R (2) inlet looking north toward outlet



All-99R (3) top drop toward inlet of pond



All-99R (4) across outlet



All-99R (5) from outlet looking east



All-99R (6) from outlet looking southeast



AII-99R (7) downstream of outlet looking back towards pond



CIII-74R Photo locator



CIII-74R inlet (1) inlet looking east



7III-74R (2) inlet looking north toward outlet



CIII-74R (3) top drop toward inlet of pond



CIII-74R (4) across outlet



CIII-47R (5) from outlet looking east



CIII-74R (6) from outlet looking southeast



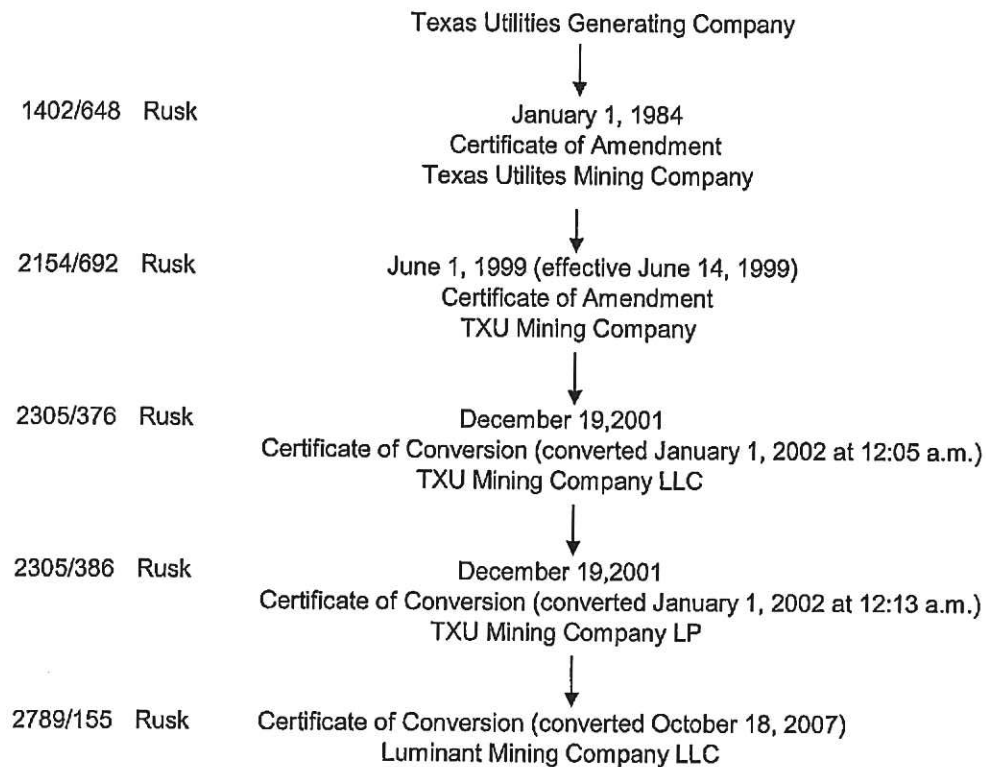
CIII-74R 7 downstream of outlet looking back towards pond

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

5-1-84
wmg



Vol. 1402 PAGE 649

The State of Texas

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT
OF

TEXAS UTILITIES MINING COMPANY

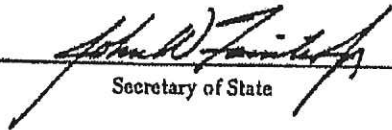
(formerly:) TEXAS UTILITIES GENERATING COMPANY

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




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."

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.

W. Kyle Ray
Affiant

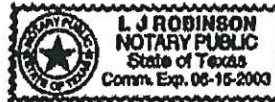
Name: W. Kyle Ray
Title: Attorney in Fact

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

L. J. Robinson
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

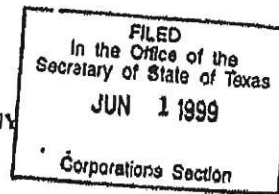
Effective: June 14, 1999



Elton Bomer
Secretary of State

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 78772-5595

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



A handwritten signature in cursive script, appearing to read "G. Connor".

Geoffrey S. Connor
Assistant Secretary of State

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

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

TTV7-1-1



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 12:05 AM



Geoffrey S. Connor
Assistant Secretary of State

Secretary of State

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

FILED
In the Office of the
Secretary of State of Texas
DEC 19 2001
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 Nye	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: 
Jodi F. Stephens, Jr.
An Authorized Officer

A-4

L:\CLIENTS\TUCO\000130\cell\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 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

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

VOL

2305

PAGE

386

72273



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



A handwritten signature in cursive script, appearing to read "G. Connor".

Geoffrey S. Connor
Assistant Secretary of State

PHONE(512) 463-5555
Prepared by: Kristie Panner

Come visit us on the internet at <http://www.sos.state.tx.us/>
FAX(512) 463-3709

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) 735-2989

VOL PAGE
2305 388

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

In the State of Texas
Secretary of State
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 18th day of October, 2007.

LUMINANT MINING COMPANY LLC

By: [Signature]

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 18th day of October 2007.

[Signature: Sandra D. Howard]

Notary Public in and for the State of Texas

My Commission Expires:

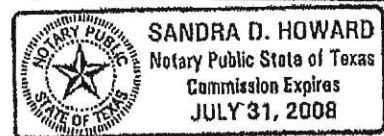


EXHIBIT "A"

Form 642 (Revised 01/06) Return in duplicate to: Secretary of State P.O. Box 13697 Austin, TX 78711-3697 512 463-5555 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 office use.
		FILED In the Office of the Secretary of State of Texas OCT 01 2007 Corporations Section

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:

1601 Bryan Street Dallas TX USA 7201
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

RECEIVED

OCT 01 2007

Secretary of State

Certificate of Formation for the Converting Entity

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 90th 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

Paul S. R. [Signature]
 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

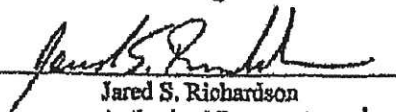
Corporations Section

- (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
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  DEPUTY