

# Delaware

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "ONCOR ELECTRIC DELIVERY COMPANY LLC" FILED IN THIS OFFICE ON THE FIFTH DAY OF OCTOBER, A.D. 2007, AT 1:31 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE NINTH DAY OF OCTOBER, A.D. 2007, AT 1 O'CLOCK P.M.

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071089698



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6054480

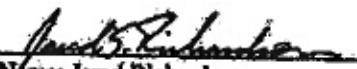
DATE: 10-05-07

**CERTIFICATE OF FORMATION  
OF ONCOR ELECTRIC DELIVERY COMPANY LLC**

This Certificate of Formation of Oncor Electric Delivery Company LLC (the "LLC"), has been duly executed and is being filed by the undersigned, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. § 18-101, et seq.).

- (1) The name of the limited liability company formed hereby is Oncor Electric Delivery Company LLC.
- (2) The address of the registered office of the LLC in the State of Delaware is c/o RL&F Service Corp., One Rodney Square, in the City of Wilmington, County of New Castle, Delaware 19801.
- (3) The name and address of the registered agent for service of process on the LLC in the State of Delaware are RL&F Service Corp., One Rodney Square, in the City of Wilmington, County of New Castle, Delaware 19801.
- (4) The formation of the LLC will be effective at 1:00 p.m. Eastern Time (12:00 noon Central Time) on October 9, 2007.

Executed as of this 5<sup>th</sup> day of October, 2007.

  
Name: Jared Richardson  
Authorized Person