

## **EXHIBIT A**

Attached to and made a part of that certain  
Agreement and Plan of Merger  
by and between TXU Gas Company  
and LSG Acquisition Corporation  
dated June 17, 2004

Articles of Merger of  
TXU Gas Company and LSG Acquisition Corporation

**ARTICLES OF MERGER  
OF  
TXU GAS COMPANY  
and  
LSG ACQUISITION CORPORATION**

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act, the undersigned corporations hereby adopt the following Articles of Merger for the purpose of merging TXU Gas Company with LSG Acquisition Corporation ("LSG"), in accordance with the provisions of the Texas Business Corporation Act, with TXU Gas Company and LSG being the surviving entities.

**ARTICLE 1**

The names and states of organization of each entity that is a party to the Agreement and Plan of Merger are:

<u>Name</u>	<u>Type of Entity</u>	<u>State</u>
TXU Gas Company	Corporation	Texas
LSG	Corporation	Texas

**ARTICLE 2**

An Agreement and Plan of Merger was approved in accordance with the provisions of Article 5.03 of the Texas Business Corporation Act providing for the merger of TXU Gas Company and LSG with TXU Gas Company and LSG being the surviving entities.

**ARTICLE 3**

No amendments to the articles of incorporation of TXU Gas Company or LSG are desired to be effected by the merger.

**ARTICLE 4**

Executed copies of the Agreement and Plan of Merger are on file at the principal place of business of each of TXU Gas Company, Energy Plaza, 1601 Bryan Street, Dallas, Texas 75201, and LSG, Three Lincoln Centre, Suite 1800, Dallas, Texas 75201.

**ARTICLE 5**

A copy of the Agreement and Plan of Merger will be furnished by TXU Gas Company and LSG, on written request and without cost, to any shareholder of TXU Gas Company or LSG, and to any creditor or obligee of TXU Gas Company and LSG at the time of the merger if such obligation is then outstanding.

## ARTICLE 6

As to TXU Gas Company, the approval of whose shareholders is required, the number of shares outstanding is [449,631].

As to TXU Gas Company, the approval of whose shareholders is required, the number of shares, not entitled to vote only as a class, voted for and against the Agreement and Plan of Merger, 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 or against the Agreement and Plan of Merger, 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> <i><u>Voted</u></i> <i><u>Voted</u></i> <i><u>For</u></i> <i><u>Against</u></i>	
[449,631]	0	Common	N/A	N/A

## ARTICLE 7

As to LSG, the approval of whose shareholders is required, the number of shares outstanding is [1,000].

As to LSG, the approval of whose shareholders is required, the number of shares, not entitled to vote only as a class, voted for and against the Agreement and Plan of Merger, 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 or against the Agreement and Plan of Merger, 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> <i><u>Voted</u></i> <i><u>Voted</u></i> <i><u>For</u></i> <i><u>Against</u></i>	
[1,000]	0	Common	N/A	N/A

## ARTICLE 8

The Agreement and Plan of Merger and the performance of its terms were duly authorized by all action required by the laws of the State of Texas and by the constituent documents of each of the parties thereto.

## **ARTICLE 9**

The merger will become effective upon the issuance of the certificate of merger by the Secretary of State in accordance with the provisions of Article 5.05 of the Texas Business Corporation Act.

Dated: \_\_\_\_\_

TXU GAS COMPANY

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

LSG ACQUISITION CORPORATION

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