

AMENDMENT NO. 2

DATED MARCH 5, 2009

TO

DISTRIBUTION POLE LICENSE AGREEMENT

S 0429095 C

BY AND BETWEEN

COLLIN COUNTY, TEXAS

AND

**ONCOR ELECTRIC DELIVERY COMPANY LLC
(formerly ONCOR ELECTRIC DELIVERY COMPANY)**

DATED FEBRUARY 1, 2004

AMENDMENT

The Effective Date of this Amendment is March 5, 2009.

This Amendment modifies, alters or changes specific terms and conditions of Contract No. S 0429095 C ("Agreement") that exists between the parties hereto. Except as modified in this Amendment or previous amendments, the Agreement will remain in full force and effect.

The Agreement is modified as follows:

The designated entity for Oncor Electric Delivery Company is replaced in its entirety with the following:

Oncor Electric Delivery Company LLC, a Delaware limited liability company

The existing provision Section 14. Insurance is deleted from the Agreement in its entirety.

EFFECTIVE DATE

PURPOSE

MODIFICATIONS

ONCOR

**SECTION 14.
INSURANCE**

The parties have signed this Amendment acknowledging their agreement to its provisions as of the Effective Date.

COLLIN COUNTY, TEXAS

Signature: Franklin Ybarbo

Name: Franklin Ybarbo

Title: Purchasing Agent

Date: 5/1/09

ONCOR ELECTRIC DELIVERY COMPANY LLC

By: Capgemini Energy LP, Its Limited Agent

Signature: Catherine Montoya

Name: Catherine Montoya

Title: Supply Chain Representative

Date: March 5, 2009

2009-291-04-27

5/1/09