

**AMENDED AND RESTATED BY-LAWS
OF THE
ABC COMPANY
POLITICAL ACTION COMMITTEE**

We, the undersigned member(s) of the ABC Company Political Action Committee a Texas unincorporated association, hereby adopt the following by-laws effective on the 1st day of January, 2005:

ARTICLE I

NAME

The name of the organization shall be the ABC Company Political Action Committee (hereinafter referred to as the "ABC Company PAC").

ARTICLE II

FORM OF ORGANIZATION

The ABC Company PAC shall be a non-profit unincorporated association in accordance with the laws of the state of Texas and a political action committee as provided under federal and state election laws and regulations. ABC Company shall administer and sponsor the ABC Company PAC.

ARTICLE III

PURPOSE

The purpose of the ABC Company PAC is to promote good citizenship through personal and financial participation on behalf of its members in the elective process at the federal, state and local level by (1) supporting or opposing selected elective measures at the state and local level and (2) protecting, preserving and furthering the American free enterprise system and constitutional institutions and a strong investor-owned electric and gas utility industry by contributing to the campaigns of candidates for nomination and election to federal, state and local office who are believed to be in general agreement with these principles.

ARTICLE IV

POWERS

To achieve these purposes, the ABC Company PAC is empowered to accept and/or solicit voluntary contributions from individuals and other political committees and to expend such contributions to support the nomination for election and the election of candidates for elective public office who, in the sole opinion of the members of the Political Council, are in general agreement with the purposes of the ABC Company PAC, and to make, where appropriate, contributions to the campaign and officeholder accounts of such candidates for elected office who are in general agreement with the purposes of the ABC Company PAC. In carrying out the foregoing, the ABC Company PAC is empowered to receive political contributions and make political expenditures and disbursements within the limits approved by law to federal, state and local committees of national political parties, officeholders and candidates or committees supporting them or to other political committees. All contributions to the ABC Company PAC shall be solicited and otherwise be in compliance with federal and state law and regulations. Notwithstanding any other provision to the contrary, the powers, purposes and activities of the ABC Company PAC shall be limited to those of an organization described in Section 527 of the Internal Revenue Code of 1986 as amended.

ARTICLE V

OFFICERS

Section 1. The ABC Company PAC shall have a chairman, treasurer and such assistant treasurers as may be designated by the Political Council. The chairman shall be appointed by the chief executive officer of ABC Company

Section 2. The treasurer shall be primarily responsible for keeping detailed accounts of contributions and expenditures and for preparing and filing all reports of said accounts as required by federal and state laws and regulations. The treasurer shall be the custodian of records and shall maintain the records and files of the ABC Company PAC in accordance with federal and state laws and regulations. In the event of a vacancy in this position, his successor shall be named by a majority vote of the Political Council.

Section 3. Assistant treasurer(s) shall prepare and file the reports referred to in Section 2 hereof in the event of the temporary absence of the treasurer.

ARTICLE VI

MEMBERSHIP

Membership in the ABC Company PAC is voluntary and shall be open to the stockholders and executive, administrative and professional personnel of ABC Company and their families. Any stockholder, executive, administrator or professional of ABC Company, or

any family member of such person, who contributes to the ABC Company PAC, shall be a member of the ABC Company PAC.

ARTICLE VII

Political Council

Section 1. There shall be a Political Council that shall be responsible for oversight of the operations of the ABC Company PAC and consist of a chairman, and at least six but not more than fourteen other members all of whom shall be appointed annually by the CEO. The Political Council shall include at least one member of the PAC from each major business unit.

The Political Council shall have the power to:

- a) receive contributions from the stockholders and executive, administrative and professional personnel of ABC Company and their families or any other individuals permitted by federal and state law or regulations in the name of the ABC Company PAC;
- b) appoint a treasurer and one or more assistant treasurers as provided in the applicable federal and state laws and regulations governing political action committees, all of whom shall serve at the pleasure of the Political Council;
- c) adopt and revise as necessary a budget for political contributions and expenditures to federal, state and local committees of national political parties, officeholders and candidates or committees supporting them or to other political committees;
- d) adopt operational procedures for the PAC; and
- e) ensure that all financial and other reports required of the ABC Company PAC by federal and state laws and regulations are timely filed with the appropriate office.

Section 2. The Political Council may delegate to the chairman, or other member or members of the Political Council as appropriate, subject to the overall direction of the Political Council, the responsibility for managing the financial affairs of the ABC Company PAC, including the power to determine the officeholders, candidates or political committees that ABC Company PAC shall support and the amount of contribution to be made by the ABC Company PAC to such officeholders, candidates or political committees.

Section 3. The Political Council may establish such other committees of the ABC Company PAC as it deems appropriate.

ARTICLE VIII

DEPOSITS AND FUNDS

Section 1. The Political Council shall establish in the name of the ABC Company PAC one or more deposit accounts with a bank in Houston, Harris County, Texas upon terms and conditions as may be agreed upon with said bank. All funds of the ABC Company PAC shall be deposited from time to time to the credit of the ABC Company PAC in such account in accordance with federal and state law and regulations.

Section 2. All checks, drafts, notes or other evidence of indebtedness of the ABC Company PAC shall require two signatures, one signature being of the chairman or the treasurer and the other being of any other member of the Political Council or any assistant treasurer. The treasurer is authorized to execute any such documents, including signature cards, necessary or proper to open a bank account or deposit funds.

ARTICLE IX

AMENDMENT

These by-laws may be amended by a majority vote of the Political Council.

ARTICLE X

DISSOLUTION

Section 1. The ABC Company PAC may be dissolved at any time by a majority vote of the Political Council and the filing of the appropriate reports with the Texas Ethics Commission, the Federal Election Commission and any other appropriate authorities.

Section 2. While it is not contemplated that there will be any unexpended funds at the time of dissolution, any such unexpended funds shall be disposed of in accordance with applicable federal and state laws and regulations. In particular, the Political Council shall have the power to transfer all or substantially all of the funds of the ABC Company PAC to any affiliated committee within the meaning of federal campaign finance laws and regulations.

We hereby certify that the foregoing Amended and Restated By-Laws for the ABC Company Political Action Committee were duly adopted by the Political Council effective on the 1st day of January, 2005.

Scott E. Rozzell
Chairman, ABC Company Political
Action Committee
Executive Vice President & General Counsel
ABC Company

Mark Schroeder
Division Vice President & General Counsel
ABC Company

Jeff Bonham
Vice President, Texas State Relations
ABC Company

Mark Kollmorgen
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Kenny Henderson
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