

UNITED STATES OF AMERICA
 BEFORE FEDERAL TRADE COMMISSION

COMMISSIONERS: Robert Pitofsky, Chairman
 Mary L. Azcuenaga
 Janet D. Steiger
 Roscoe B. Starek, III
 Christine A. Varney

In the Matter of PHILLIPS PETROLEUM COMPANY, a corporation, and ENRON CORP., a corporation.))))))))))))))	Docket No. C-3634 DECISION AND ORDER
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The Federal Trade Commission ("Commission"), having initiated an investigation of the proposed acquisition by Phillips Petroleum Company ("Phillips"), through its subsidiary GPM Gas Corporation ("GPM"), of the outstanding voting securities of Enron Anadarko Gathering Company and Transwestern Anadarko Gathering Company, two subsidiaries of Enron Corp. ("Enron"), that will own certain gas gathering assets currently owned by Transwestern Pipeline Company ("Transwestern") and Northern Natural Gas Company ("Northern Natural"), two other subsidiaries of Enron, and Phillips and Enron, hereinafter sometimes referred to as "respondents", having been furnished with a copy of a draft complaint that the Bureau of Competition proposed to present to the Commission for its consideration, and which, if issued by the Commission, would charge respondents with violations of the Clayton Act and Federal Trade Commission Act;

Respondents, their attorneys, and counsel for the Commission having thereafter executed an agreement containing a consent order, an admission by respondents of all the jurisdictional facts set forth in the aforesaid draft complaint, a statement that the signing of said agreement is for settlement purposes only and does not constitute an admission by respondents that the law has been violated as alleged in such complaint, and waivers and other provisions as required by the Commission's Rules; and

The Commission having thereafter considered the matter and having determined that it had reason to believe that the respondents have violated the said Acts, and that the complaint should issue stating its charges in that respect, and having thereupon accepted the executed consent agreement and placed such agreement on the public record for a period of sixty (60) days, and having duly considered the comments received, and having modified such agreement, now in further conformity with the procedure prescribed in § 2.34 of its Rules, the Commission hereby issues its complaint, makes the following jurisdictional findings and enters the following Order:

1. Respondent Phillips is a corporation organized, existing, and doing business under and by virtue of the laws of the State of Delaware, with its office and principal place of business at Phillips Building, Bartlesville, Oklahoma 74004.

2. Respondent Enron is a corporation organized, existing, and doing business under and by virtue of the laws of the State of Delaware, with its office and principal place of business at 1400 Smith Street, Houston, Texas 77002.

3. The Federal Trade Commission has jurisdiction of the subject matter of this proceeding and of the respondents, and the proceeding is in the public interest.

ORDER

I

IT IS ORDERED that, as used in this Order, the following definitions shall apply:

A. "Phillips" means Phillips Petroleum Company, its directors, officers, employees, agents, and representatives, predecessors, successors, and assigns, its subsidiaries, divisions, groups, and affiliates controlled by Phillips, and the respective directors, officers, employees, agents, representatives, successors, and assigns of each.

B. "Enron" means Enron Corp., its directors, officers, employees, agents, and representatives, predecessors, successors, and assigns, its subsidiaries, divisions, groups, and affiliates controlled by Enron, and the respective directors, officers, employees, agents, representatives, successors, and assigns of each.

C. "Respondent" or "Respondents" means Phillips and Enron, collectively and individually.

D. "Maxus" means Maxus Energy Corporation, its predecessors, successors, and assigns, subsidiaries, divisions, groups, and affiliates controlled by Maxus Energy Corporation.

E. The "Acquisition" means the proposed acquisition by Phillips of the outstanding voting securities of Enron Anadarko Gathering Company and Transwestern Anadarko Gathering Company, which will own certain gas gathering assets currently owned by Transwestern Pipeline Company and Northern Natural Gas Company, two subsidiaries of Enron, pursuant to the stock purchase agreements executed on November 15, 1994, by Phillips and Enron as subsequently modified and amended.

F. "Gas gathering" means pipeline transportation, for oneself or other persons, of natural gas over any part or all of the distance between a well and a gas transmission pipeline or gas processing plant.

G. "Person" means any natural person, partnership, corporation, company, association, trust, joint venture or other business or legal entity, including any governmental agency.

H. "Related Person" means a person controlled by, controlling, or under the common control with, another person.

I. "Relevant Geographic Area" means the Texas counties of Hansford, Ochiltree, and Lipscomb and all portions of Beaver County, Oklahoma, within ten miles of the Texas border.

J. "Schedule A assets" means the whole and any part of the assets listed in Schedule A of this Order (including, but not limited to, the assets listed in annex 1 and annex 2).

K. "Commission" means the Federal Trade Commission.

II

IT IS FURTHER ORDERED that Enron shall not sell, transfer, or otherwise convey, directly or indirectly, the Schedule A assets, or any stock, share capital, equity, or other interest in any person controlling the Schedule A assets, to Phillips in connection with the Acquisition; and, within thirty (30) days after this Order becomes final, Enron shall provide notice of the requirements of this Order to the Federal Energy Regulatory Commission.

III

IT IS FURTHER ORDERED that Phillips shall not acquire, directly or indirectly, any stock, share capital, equity, or

other interest in any person controlling the Schedule A assets in connection with the Acquisition.

IV

IT IS FURTHER ORDERED that, for a period of ten (10) years from the date this Order becomes final, Phillips shall not, without prior notification to the Commission, directly or indirectly:

A. Acquire the Schedule A assets;

B. Acquire any stock, share capital, equity, or other interest in any person engaged in gas gathering within the Relevant Geographic Area at any time within the two years preceding such acquisition, provided, however, that an acquisition of securities will be exempt from the requirements of this paragraph (IV.B) if after the acquisition Phillips will hold cumulatively no more than two (2) percent of the outstanding shares of any class of security of such person; and provided further, that this Paragraph (IV.B) shall not apply to the acquisition of any interest in a person that is not at the time of the acquisition engaged in gas gathering within the Relevant Geographic Area due to the sale within the preceding two years of all assets used for gas gathering within the Relevant Geographic Area to another party who intended to operate said assets for gas gathering within the Relevant Geographic Area;
or

C. Enter into any agreements or other arrangements with any person or with two or more related persons to obtain, within any 18 month period, direct or indirect ownership, management, or control of more than five miles of pipeline previously used for gas gathering and suitable for use for gas gathering within the Relevant Geographic Area.

V

IT IS FURTHER ORDERED that, for a period of ten (10) years from the date this Order becomes final, Enron shall not, without prior notification to the Commission, directly or indirectly:

A. Transfer Schedule A assets to Phillips or Maxus;

B. Transfer any stock, share capital, equity, or other interest in any entity controlling the Schedule A assets to Phillips or Maxus; or

C. Enter into any agreement or other arrangement to transfer direct or indirect ownership, management, or control of any of the Schedule A assets to Phillips or Maxus.

PROVIDED, HOWEVER, that prior notification shall not be required for Enron to transfer Transwestern System 3 -- Catesby/Ivanhoe -- to Maxus.

VI

IT IS FURTHER ORDERED that the prior notifications required by Paragraphs IV and V of this Order shall be given on the Notification and Report Form set forth in the Appendix to Part 803 of Title 16 of the Code of Federal Regulations as amended (hereinafter referred to as "the Notification"), and shall be prepared and transmitted in accordance with the requirements of that part, except that no filing fee will be required for any such notification, notification shall be filed with the Secretary of the Commission, notification need not be made to the United States Department of Justice, and notification is required only of Respondents and not of any other party to the transaction. In lieu of furnishing (1) documents filed with the Securities and Exchange Commission, (2) annual reports, (3) annual audit reports, (4) regularly prepared balance sheets, or (5) Standard Industrial Code (SIC) information in response to certain items in the Appendix to Part 803 of Title 16 of the Code of Federal Regulations, Phillips shall provide a map showing the location of the pipeline whose acquisition is proposed and other pipelines used for gas gathering in the Relevant Geographic Area and a statement showing the quantity of gas that flowed through pipeline whose acquisition is proposed in the previous 12 month period. Respondents shall provide the Notification to the Commission at least thirty days prior to consummating any such transaction (hereinafter referred to as the "first waiting period"). If, within the first waiting period, representatives of the Commission make a written request for additional information, Respondents shall not consummate the transaction until twenty days after substantially complying with such request for additional information. Early termination of the waiting periods in this paragraph may be requested and, where appropriate, granted by letter from the Bureau of Competition.

Provided, however, that prior notification shall not be required by Paragraphs IV and V of this Order for a transaction for which notification is required to be made, and has been made, pursuant to Section 7A of the Clayton Act, 15 U.S.C. § 18a.

VII

IT IS FURTHER ORDERED that:

A. Within sixty (60) days after the date this Order becomes final, each Respondent shall file a verified written report with the Commission setting forth in detail the manner and form in which it has complied and is complying with this Order; and

B. One (1) year from the date this Order becomes final, annually for the next nine (9) years on the anniversary of the date this Order becomes final, and at such other times as the Commission may require, each Respondent shall file a verified written report with the Commission setting forth in detail the manner and form in which it has complied and is complying with this Order. Provided, however, that if Enron sells all of the Schedule A assets, it will no longer be required to file any further written reports with the Commission.

VIII

IT IS FURTHER ORDERED that each Respondent shall notify the Commission at least thirty (30) days prior to any proposed change in such Respondent such as dissolution, assignment, sale resulting in the emergence of a successor corporation, or the creation or dissolution of subsidiaries or any other change that may affect compliance obligations arising out of the Order.

IX

IT IS FURTHER ORDERED that, for the purpose of determining or securing compliance with this Order, and subject to any legally recognized privilege, upon written request and on reasonable notice to such Respondent, each Respondent shall permit any duly authorized representative of the Commission:

A. Access, during office hours and in the presence of counsel, to inspect and copy all books, ledgers, accounts, correspondence, memoranda and other records and documents in the possession or under the control of such Respondent relating to any matters contained in this Order; and

B. Without restraint or interference from it, to interview officers, directors, or employees of such Respondent, who may have counsel present, relating to any matters contained in this Order.

X

IT IS FURTHER ORDERED that this order shall terminate twenty (20) years from the date this order becomes final.

By the Commission



Benjamin I. Berman
Acting Secretary

SEAL:

ISSUED: December 28, 1995

SCHEDULE A

Transwestern System 3--Catesby/Ivanhoe

Beaver County, OK

Ellis County, OK

ASSETS: All Transwestern-owned facilities located upstream of the discharge side of the Catesby Compressor unit. Includes approximately 45.5 miles of pipe and the Catesby compressor #745, 422 horsepower. Material assets are listed in Annex 1 for Transwestern system 3.

Transwestern System 4--Frass Como

Lipscomb County, TX

Beaver County, OK

ASSETS: All Transwestern-owned facilities located upstream of, but not including, the side/hot-tap valve that connects the Frass Como Lateral to the 12 inch Lipscomb-Mocaine Lateral, including the Frass Como compressor station. Includes approximately 55.1 miles of pipe. Material assets are listed in Annex 1 for Transwestern system 4.

Transwestern System 5--Follett

Lipscomb County, TX

ASSETS: All Transwestern-owned facilities located upstream of, but not including, the side/hot-tap valve that connects the 4 inch Follett Lateral to the 12 inch Lipscomb-Mocaine Lateral. Includes approximately 8.3 miles of pipe. Material assets are listed in Annex 1 for Transwestern system 5.

Transwestern System 7--Kiowa Creek

Lipscomb County, TX

ASSETS: All Transwestern-owned facilities located upstream of, but not including, the side/hot-tap valve that connects the 6 inch Kiowa Creek Lateral and the 8 inch Kiowa Creek Loop to the 12 inch Lipscomb-Mocaine Lateral, including the Kiowa Creek #2 compressor station. Includes approximately 77 miles of pipe and three compressor units: Kiowa Creek #2 Compressor #865, 1,078 horsepower; Kiowa Creek #1 Compressor #828, 1,078 horsepower; and E. Lipscomb Compressor #858, 531

horsepower. Material assets are listed in Annex 1 for Transwestern system 7.

Transwestern System 8--Wolf Creek

Lipscomb County, TX

Ellis County, OK

ASSETS: All Transwestern-owned facilities located upstream of, but not including, the side/hot-tap valve that connects the 6 inch Wolf Creek Lateral to the 12 inch Lipscomb-Mocaine Lateral. Includes approximately 45.2 miles of pipe and the Wolf Creek compressors #755 and #853, 1,470 combined horsepower. Material assets are listed in Annex 1 for Transwestern system 8.

Transwestern System 13--Waka/Perryton

Ochiltree County, TX

ASSETS: All Transwestern-owned facilities located upstream of and including the pig receiver for the 8 inch Perryton lateral, located on the upstream side of and to the NE of the Waka compressor station. Includes approximately 77.8 miles of pipe and the Perryton Transwestern

compressor # 827, 779 horsepower. Material assets are listed in Annex 1 for Transwestern system 13.

Transwestern System 14--Gray Rock

Ochiltree County, TX

Lipscomb County, TX

ASSETS: All Transwestern-owned facilities located upstream of, but not including, the 6 inch pig launcher on the discharge side of the Gray Rock compressor station. Includes approximately 43.3 miles of pipe and the Gray Rock compressor #826, 810 horsepower. Material assets are listed in Annex 1 for Transwestern system 14.

Transwestern System 20--Brillhart

Hansford County, TX

ASSETS: All Transwestern-owned facilities located upstream of, but not including, the side/hot-tap valve that connects the 8 inch Brillhart Lateral to the 10 inch Cactus-Hugoton Lateral. Includes approximately 78.5 miles of pipe and two compressors: Brillhart #748, 708 horsepower; and Brillhart #796, 785 horsepower. Material assets are listed in Annex 1 for Transwestern system 20.

Transwestern System 21--John Creek

Hansford County, TX

Ochiltree County, TX

Hutchinson County, TX

Roberts County, TX

ASSETS: All Transwestern-owned facilities located upstream of, but not including, the side/hot-tap valve that connects the 6 inch John Creek Lateral to the 12 inch Cactus-Hugoton Lateral. Includes approximately 31 miles of

pipe and the John Creek compressor #747, 537 horsepower. Material assets are listed in Annex 1 for Transwestern system 21.

Northern Natural System 35--Spearman System - North

Hansford County, TX

ASSETS: The following four sections: (1) Approximately 6.3 miles of 6 inch and 2.0 miles of 4 inch Northern-owned gathering lines, upstream of where the 6 inch TG385 connects to the 8 inch TG24001 in the northwest quarter of Section 42, Block 1, Washington County RR Survey. (2) Approximately 6.5 miles of 4 inch Northern-owned gathering lines, upstream of the side valve on the 10 inch TG24001 in the northeast quarter of Section 30, Block 1, Cherokee Iron Furnace CO Survey. (3) The Buckner A1 wellhead facilities and approximately 3.4 miles of 4 inch Northern-owned gathering lines from the Buckner A1 well in Section 20 to the side valve on the 10 inch TG24001 in Section 27, Block 1, Cherokee Iron Furnace Co Survey. (4) Approximately 3.5 miles of 8 inch, 3.8 miles of 6 inch, and 10 miles of 4 inch Northern-owned gathering lines, upstream of where the 6

ANNEX 1
to
SCHEDULE A

TRANSWESTERN GATHERING COMPANY

ANNEX 1 TO SCHEDULE A

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SYS	LINE SEG	DESCRIPTION	WH	COMP LINE	METER	COMP. H/P	PIPE DIAMETER	PIPE LENGTH	PIPE 2 DIAMETER	PIPE 2 LENGTH
3	CA-1	4" SHEPHERD #1/L E MAYER #1 LAT		X	0	0	6.6	31680.	0.0	0.00
3	CA-1	MTR STA SHL MAYER WL1	X		42800	0	4.5	100.	0.0	0.00
3	CA-1	MTR STA SHL SHEPRD WL1	X		42810	0	4.5	100.	0.0	0.00
3	CA-1-01	IRWIN #1-20 WL LN	X		41610	0	4.5	422.	0.0	0.00
3	CA-1-01	SHELL-TUBB #1-30 WL LN	X		41630	0	4.5	400.	0.0	0.00
3	CA-1-01	PEETOOM #1-29 WELL LINE	X		41660	0	4.5	5280.	0.0	0.00
3	CA-1-02	SHELL-OHEARN #1-32 WELL	X		41620	0	4.5	6864.	0.0	0.00
3	CA-1-02	SHELL-WHITE #1-31 WELL	X		41640	0	4.5	400.	0.0	0.00
3	CA-1-03	WHITE B #1-5 WELL LINE	X		42830	0	4.5	14256.	0.0	0.00
3	CA-1-03	PHIL-DRAKE #1-6 WEL LN	X		42840	0	4.5	106.	0.0	0.00
3	CA-1-04	PEARSON #1 4 LN & EQ	X		41590	0	0.0	0.	0.0	0.00
3	CA-1-04	CONN KELLN 11-1	X		41750	0	0.0	0.	0.0	0.00
3	CA-1-04	SWENN #1 4 LN & EQ	X		42870	0	4.5	5808.	0.0	0.00
3	CA-1-04	MESA PETROLEUM CO-#1 PIERSALL	X		43090	0	0.0	0.	0.0	0.00
3	CA-1-05	CONN SHELL - #2-31 WHITE	X		41730	0	4.5	2600.	0.0	0.00
3	CA-1-05	CONN CNG-STATE UNIT #1	X		43210	0	0.0	0.	0.0	0.00
3	CA-2	CONNMEDALLION PETR-WHITE A#1&2	X		41021	0	0.0	0.	0.0	0.00
3	CA-2	STATE #1-36	X		41690	0	0.0	0.	0.0	0.00
3	CA-2	WHITE A #1-1 WELL LN	X		42820	0	4.5	53.	0.0	0.00
3	VH-1	12" IVANHOE & CATESBY LAT		X	0	0	12.7	34320.	0.0	0.00
3	VH-1	CONNMEWBOURNE OIL #1-24 WYNN	X		41911	0	0.0	0.	0.0	0.00
3	VH-1	TW #745 IVANHOE/CATESBY COMP		X	0	422	0.0	0.	0.0	0.00
3	VH-1-01	BERYL JET #1-14 WL LN	X		42690	0	4.5	158.	0.0	0.00
3	VH-1-04	CONN BURKHART #1-15 BEDELL INOIN FL	X		41910	0	0.0	0.	0.0	0.00
3	VH-2-01	CONNMARLIN OIL #1 HALLIBURTON	X		41740	0	4.5	2050.	0.0	0.00
3	VH-2-01	FOX #1 WL LN	X		41970	0	0.0	0.	0.0	0.00
3	VH-2-01	BOCKELMAN #1-17 WL LN	X		42760	0	4.5	106.	0.0	0.00
3	VH-2-02	MTR STA UNION DYCHE WL	X		41020	0	4.5	4852.	0.0	0.00
3	VH-2-03	4" O'HARE W/KAISER FRANCIS-REDELSPERGR#1	X		40301	0	0.0	0.	0.0	0.00
3	VH-2-03	OHAIR #1-40 TIN WL LN	X		42770	0	4.5	5280.	0.0	0.00
3	VH-2/3	10" CATESBY EXTENSION		X	0	0	10.7	44880.	0.0	0.00
3	VH-3	MCCLURE #1-13 WELL LINE	X		41680	0	4.5	400.	0.0	0.00
3	VH-3-01	SUE HILL #1	X		41700	0	4.5	1750.	0.0	0.00

TRANSWESTERN GATHERING COMPANY

ANNEX 1 TO SCHEDULE A

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SYS	LINE SEG	DESCRIPTION	WH	COMP	LINE	METER	COMP.	H/P	PIPE DIAMETER	PIPE LENGTH	PIPE 2 DIAMETER	PIPE 2 LENGTH
4	FC-1	CONN TEX OKG - #2 PINKARD "B"	X			38980	0		0.0	0.	0.0	0.00
4	FC-1	FRASS-COMO FLD TW #746		X		0	0		0.0	0.	0.0	0.00
4	FC-1/2	8" COMO J FRASS FLD LAT			X	0	0		8.6	52800.	0.0	0.00
4	FC-2	DAROVZET SALES MTR STA	X			20	0		0.0	0.	0.0	0.00
4	FC-2-02	MTR STA HUM-FRASS #B-1	X			3651	0		4.5	3980.	0.0	0.00
4	FC-2-02	MTR STA HBL-FRASS WL-1	X			3653	0		4.5	8220.	0.0	0.00
4	FC-2-03	CONN NAT GAS ANADARKO #1-26 DEPEW	X			43340	0		4.5	10500.	0.0	0.00
4	FC-3	8" COMO & FRASS FLD LAT			X	0	0		8.6	25080.	0.0	0.00
4	FC-3-01	4" HOWARD/ MAHAFFEY/ MIER /ANDERSON			X	0	0		6.6	13200.	0.0	0.00
4	FC-3-01	MTR STA CSO VICKERS WL	X			42530	0		4.5	100.	0.0	0.00
4	FC-3-2	PHILLIPS EXCHANGE 3 SIDE VLVS	X			952	0		0.0	0.	0.0	0.00
4	FC-5-02	CONN FALCON-CLENNEY #1	X			40390	0		4.5	25.	0.0	0.00
4	FC-5-02	CONN FALCON-SCHUSTER #1	X			40400	0		4.5	20600.	0.0	0.00
4	FC-5-05	CONN FALCON-#2 CLENNEY	X			40430	0		4.5	400.	0.0	0.00
4	FC-5-07	CONN NAT GAS ANDRKO #1-2 DICK BVR	X			40460	0		4.5	8037.	2.3	136.00
4	FC-5-08	CONNMEWBOURNE #1 BARNES 14 BEAVER	X			40520	0		4.5	2540.	0.0	0.00

TRANSWESTERN GATHERING COMPANY

ANNEX 1 TO SCHEDULE A

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SYS	LINE SEG	DESCRIPTION	WH	COMP LINE	METER	COMP. H/P	PIPE DIAMETER	PIPE LENGTH	PIPE 2 DIAMETER	PIPE 2 LENGTH
5	FT-1	LFR B&T-R #1 TO LIP-M		X	0	0	4.5	29040.	0.0	0.00
5	FT-1	CONN SAM REGER #1	X		36100	0	4.5	100.	0.0	0.00
5	FT-1-01	CONN COTTON #1 KRAFT	X		37800	0	4.5	3600.	0.0	0.00
5	FT-1-02	FARM TAP - MERLIN LAUBHAM	X		3110	0	0.0	0.	0.0	0.00
5	FT-1-02	FARM TAP - RUSSELL SINER	X		3490	0	0.0	0.	0.0	0.00
5	FT-1-03	CONN JACK G JONES - #1 MASON	X		38030	0	0.0	0.	0.0	0.00
5	FT-1-03	CONN COTTON - #2 LAUBHAN	X		38480	0	4.5	9800.	0.0	0.00
5	FT-2-04	CONN LAUBHAN UNIT A #1	X		36220	0	4.5	50.	0.0	0.00

TRANSWESTERN GATHERING COMPANY

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SYS	LINE SEG	DESCRIPTION	WH	COMP	LINE	METER	COMP.	H/P	PIPE DIAMETER	PIPE LENGTH	PIPE 2 DIAMETER	PIPE 2 LENGTH
7	EL-1	4" E. LIPSCOMB FLD LAT			X	0		0	4.5	22176.	4.0	480.00
7	EL-1	LINE PARKER I 4 IN	X			35710		0	4.5	272.	0.0	0.00
7	EL-1	LINE SHULTZ C-1 4 IN	X			35790		0	4.5	272.	0.0	0.00
7	EL-1	EAST LIPS TW #858		X		0		500	0.0	0.	0.0	0.00
7	EL-1-01	LINE TYSON A-1 4 IN	X			35680		0	4.5	4646.	0.0	0.00
7	EL-1-01	LINE SHULTZ 2-5625 4 IN	X			35760		0	4.5	4176.	0.0	0.00
7	EL-1-02	CONN HUMBLE-1 W M SCHULTZ UNIT	X			35932		0	4.5	5280.	0.0	0.00
7	EL-1-02	CONN 1 SCHULTZ	X			35940		0	4.5	2200.	0.0	0.00
7	KC-1	6" LIBSCOMB F/PIPER #2 & LIPSCOMB LAT			X	0		0	6.6	13781.	0.0	0.00
7	KC-1	LINE PIPER 2 6 IN	X			35730		0	4.5	272.	0.0	0.00
7	KC-1	LINE SHULTZ B-2 6 IN	X			35740		0	4.5	272.	0.0	0.00
7	KC-1	KIOWA CREEK #1 TW #828		X		0		1100	0.0	0.	0.0	0.00
7	KC-1-02	4" LIPSCOMB F/YAUCK/DUKE/SHULTZ B			X	0		0	4.5	12619.	0.0	0.00
7	KC-1-02-01	NATOMAS #1 YAUCK TW #855		X		0		42	0.0	0.	0.0	0.00
7	KC-1-03	CONN SCRATH OIL-PIPER #689	X			9750		0	0.0	0.	0.0	0.00
7	KC-1-03	CONN SCARTH PETR - #601-1 PIPER	X			38360		0	4.5	300.	0.0	0.00
7	KC-1-03	CONN SCARTH - PIPER 600-1	X			38400		0	0.0	0.	0.0	0.00
7	KC-1-03	CONN SCARTH - PIPER 601-2	X			38410		0	0.0	0.	0.0	0.00
7	KC-1-03	CONN MAY PETRO PIPER RNCH #1 ZIPSCO	X			55120		0	0.0	0.	0.0	0.00
7	KC-1-05	MTR RUN-MEWBOURNE-SCHULTZ #1	X			38160		0	2.3	30.	0.0	0.00
7	KC-1-06	CONN NAT GAS-ANADARKO #1-544 OWENS	X			38890		0	4.5	2600.	0.0	0.00
7	KC-1-06	CONN EXXON - #7 OLA O PIPER	X			38900		0	4.5	6000.	0.0	0.00
7	KC-1-07	CONN MAY PET-WM SCHULTZ #1	X			55130		0	0.0	0.	0.0	0.00
7	KC-1-08	CONN MEWBOURNE #1 DUCE "781"	X			55230		0	4.5	2882.	2.3	83.00
7	KC-1-08	CONN MEWBOURNE #1 SCHULTZ "761"	X			55240		0	4.5	873.	2.3	152.00
7	KC-1/2/3	6" KIOWA CREEK LAT			X	0		0	6.6	66264.	0.0	0.00
7	KC-1/2/3 / KC-3-5/6	EXT KIOWA CREEK T/LEAR PET 6" LINE			X	0		0	6.6	27262.	6.6	151.00
7	KC-2	CONN OLA #1	X			36384		0	6.0	1750.	0.0	0.00
7	KC-2	KIOWA CREEK STA#2-TW #865		X		0		1050	0.0	0.	0.0	0.00
7	KC-2-01	MTR STA APAH LAURE WL1	X			36340		0	4.5	13200.	0.0	0.00
7	KC-2-03	CON BRADFORD FD CSG HD	X			36320		0	4.5	106.	0.0	0.00
7	KC-2-03	PURDOM #1 4LN & EQ	X			37190		0	4.5	422.	0.0	0.00
7	KC-2-03	CONN FALCON-PURDOM UNIT #1	X			38340		0	0.0	0.	0.0	0.00
7	KC-2-04	CONN COTTON PETR-1-A PIPER	X			36720		0	4.0	1000.	0.0	0.00
7	KC-2-06	CONN COTTON PETR-1 BRADFORD "B"			X	0		0	4.5	3100.	0.0	0.00

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SYS	LINE SEG	DESCRIPTION	WH	COMP LINE	METER	COMP. H/P	PIPE DIAMETER	PIPE LENGTH	PIPE 2 DIAMETER	PIPE 2 LENGTH
7	KC-2-06	CON UNAPACHE-BRADFOD #1	X		36300	0	6.6	10560.	0.0	0.00
7	KC-2-06	CONN DIAMOND-#3-688 OLA O PIPER	X		37741	0	4.5	4500.	0.0	0.00
7	KC-2-06	CONN COTTON - BRADFORD #2	X		38320	0	0.0	0.	0.0	0.00
7	KC-2-07	PAN PET HLTON #1 WL LN	X		36830	0	4.5	3000.	0.0	0.00
7	KC-2-07	CONN COTTON PETR - 1 FAIR	X		36880	0	4.5	4400.	0.0	0.00
7	KC-2-10	CONN APACHE BRADFORD #3	X		33652	0	0.0	0.	0.0	0.00
7	KC-2-10	CONN COTTON-#4 OLA PIPER	X		37720	0	0.0	0.	0.0	0.00
7	KC-2-10	CONNMEWBOURNE - BRADFORD #1	X		38690	0	0.0	0.	0.0	0.00
7	KC-2-12	CONN COTTON #2 PIPER A	X		37790	0	4.5	900.	0.0	0.00
7	KC-2-13	CONN COTTON PETROLEUM - 1 PIPER	X		36710	0	4.0	400.	0.0	0.00
7	KC-2-13	CONN COTTON PETR-1 PIPER "B"	X		36730	0	4.5	2900.	0.0	0.00
7	KC-2-14	CONNMEWBOURNE #2 BRADFORD	X		36650	0	4.5	640.	0.0	0.00
7	KC-3	6" KIOWA CREEK LATERAL		X	0	0	6.6	5500.	0.0	0.00
7	KC-3	CONN ARCO - #2 FRED LOESCH	X		38700	0	4.5	900.	0.0	0.00
7	KC-3-02	CONN MEDALLION #1		X	0	0	4.5	15840.	0.0	0.00
7	KC-3-02	CONN SINCLAIR-LOESCH #1	X		36032	0	4.5	1684.	0.0	0.00
7	KC-3-02	CONN FULTON SELL #4	X		38886	0	0.0	0.	0.0	0.00
7	KC-3-07	CONN DIAMOND-OLA PIPER #1-691		X	0	0	6.6	4300.	0.0	0.00
7	KC-3-07	CONN ARCO - #1 MARGARET L DIXON	X		38810	0	4.5	600.	0.0	0.00
7	KC-3-08	CONN ARCO - #1 HALBROOK DAILY WELL	X		38740	0	4.5	11000.	0.0	0.00
7	KC-3-09	CONN ARCO - #1 PAINE BROS CO	X		38871	0	4.5	6400.	0.0	0.00
7	KC-3-10	CONN ARCO - #1 FULTON-SELL	X		38822	0	4.5	1500.	0.0	0.00
7	KC-3-10	CONN FULTON SELL #3	X		38885	0	0.0	0.	0.0	0.00
7	KC-3-11	CONN AMOCO-#2 LILLIE M PETERSON	X		33680	0	4.5	2000.	0.0	0.00
7	KC-3-15	CONN ARCD-SORENSEN DIXON CENT POINT	X		55210	0	4.0	880.	0.0	0.00
7	KC-3A	6" KIOWA CREEK LAT		X	0	0	2.3	280.	0.0	0.00

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SYS	LINE SEG	DESCRIPTION	WH	COMP LINE	METER	COMP. H/P	PIPE DIAMETER	PIPE LENGTH	PIPE 2 DIAMETER	PIPE 2 LENGTH
8	SG-1	TAP TO INTERNORTH MEIER #1 LIPSC	X		16200	0	0.0	0.	0.0	0.00
8	SG-1	CONN JERNIGAN-BATTIN #1	X		38280	0	0.0	0.	0.0	0.00
8	SG-1-01	CONN FILON EXPL - #1 FRITZ	X		41340	0	4.5	5500.	0.0	0.00
8	SG-1/2	4" W A MEIER #1 & ANNA RUF #1 WELLS, TX		X	0	0	4.5	21120.	0.0	0.00
8	SG-2	4" LAT TO W A MEIER #1 & ANNA RUF #1 WEL		X	0	0	4.5	26400.	0.0	0.00
8	WC-1	PRICE 2 WOLF CK 4 IN	X		35660	0	4.5	272.	0.0	0.00
8	WC-1	WOLF CREEK TW #755 & 853		X	0	1470	0.0	0.	0.0	0.00
8	WC-1-01	PRICE IB WOLF CK 4 IN	X		35650	0	4.5	2635.	0.0	0.00
8	WC-1-02	CONN EXXON - #4 WILLIS D PRICE "B"	X		38310	0	4.5	1800.	0.0	0.00
8	WC-1-02	CONN EXXON - #5 WILLIS D PRICE	X		38440	0	4.5	200.	0.0	0.00
8	WC-1/2/3	6" WOLF CREEK LAT		X	0	0	6.6	79147.	0.0	0.00
8	WC-2	FARM TAP - MARY & ROBERT SQUIRES	X		3460	0	0.0	0.	0.0	0.00
8	WC-2	R DOYLE 1-WOLF CK 415	X		35630	0	4.5	272.	0.0	0.00
8	WC-2	PRICE I WOLF CK 4 IN	X		35640	0	4.5	272.	0.0	0.00
8	WC-2	J DOYLE I-WOLF CK 4 IN	X		35770	0	0.0	0.	0.0	0.00
8	WC-2	CONNMEWBOURNE OIL CO - SQUIRE #3	X		55540	0	4.5	2550.	0.0	0.00
8	WC-2-01	CONN HUMBLE-1 TYSON	X		35970	0	4.5	6200.	0.0	0.00
8	WC-2-02	CONNMEWBOURNE #1 PRICE	X		38630	0	4.5	3500.	0.0	0.00
8	WC-2-03	CONN HUMBLE-W D PRICE #4	X		35851	0	0.0	0.	0.0	0.00
8	WC-3	BROWN I-WOLF CRK 4 IN	X		40200	0	4.5	272.	0.0	0.00
8	WC-3-01	CONN FILON-THORNTON TRUST #1	X		40260	0	4.5	165.	0.0	0.00
8	WC-3-02	CONNMAPCO-LOIS BROWN #2-27	X		41460	0	0.0	0.	0.0	0.00
8	WC-3-02	CONNMAPCO-BROWN 1-26	X		41470	0	0.0	0.	0.0	0.00
8	WC-3-02	CONNMAPCO-PIERCE #1-28	X		41480	0	0.0	0.	0.0	0.00
8	WC-3-03	SHERRILL OU 1#1 WL LN	X		40250	0	4.5	6300.	0.0	0.00
8	WC-3-05	CONN BUNKER-WAYLAND #1-5	X		40290	0	0.0	0.	0.0	0.00
8	WC-3-06	CONN 4" JORDAN CENT DELIV PT #1		X	0	0	0.0	0.	0.0	0.00
8	WC-3-06	CONNECT JORDAN O&G #1 CENTRAL DEL PT	X		41510	0	4.5	20803.	0.0	0.00
8	WC-3-07	SHATTUCK OU-1 #3 WL LN	X		41520	0	4.5	4281.	0.0	0.00
8	WC-4	GIBBS #1-19 WELL LINE	X		40230	0	4.5	9240.	0.0	0.00

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SYS	LINE SEG	DESCRIPTION	WH	COMP LINE	METER	COMP. H/P	PIPE DIAMETER	PIPE LENGTH	PIPE 2 DIAMETER	PIPE 2 LENGTH
13	NP-1	6" F/HAN #1, WITT #1, KERSHAW #1		X	0	0	6.6	29515.	0.0	0.00
13	NP-1-01	INST TAP HOT-NEUFELD #1	X		36430	0	0.0	0.	0.0	0.00
13	NP-1-02	CONN GARY GEORGE #1	X		38965	0	0.0	0.	0.0	0.00
13	NP-1-02	CONN ANADARKO MARIE #1-62 WLDCT	X		52190	0	0.0	0.	0.0	0.00
13	NP-2	MTR STA SH KERSHAW WL1	X		37000	0	4.5	18880.	0.0	0.00
13	NP-2	CONN MEWBOURNE SCHWULK #1	X		53260	0	0.0	0.	0.0	0.00
13	NP-2-02	HAROLD D COURSON - #1-43 WAGGONER	X		38130	0	4.5	20.	0.0	0.00
13	NP-2-03	CONN FALCON-WAGGONER #1-43	X		38080	0	4.5	1300.	0.0	0.00
13	NP-2-03	CONN FALCON-WAGGONER #1-43	X		38130	0	4.5	9600.	0.0	0.00
13	NP-2-04	CONN COURSON #1-42 MCGARROUGH	X		38540	0	4.5	2200.	0.0	0.00
13	NP-3	CONN PHILCON - 1 MAXWELL	X		36940	0	4.5	15312.	0.0	0.00
13	PE-1	PSHIGODO I-PP LAT 4 IN	X		34910	0	4.5	272.	0.0	0.00
13	PE-1-02	CONN ANADARKO #1-661 DUDLEY	X		38620	0	4.5	600.	0.0	0.00
13	PE-1-03	PHL-MC WL1B-8 PERY LAT	X		34900	0	4.5	2900.	0.0	0.00
13	PE-1-03	CONN COURSON OIL AND GAS #4-571 1ST	X		34911	0	0.0	0.	0.0	0.00
13	PE-1-03	CONN #1-571 1ST NATL TRUST-ACCT REC	X		38460	0	4.5	4400.	0.0	0.00
13	PE-1-04	LN FR RIDGMOR TO PSH L	X		34930	0	4.5	15840.	0.0	0.00
13	PE-1-05	CONN COURSON - #2-571 1ST NATL TRUST	X		38551	0	4.5	1600.	0.0	0.00
13	PE-1-06	CONN NAT GAS ANADARKO #1-64 CAMP	X		38962	0	4.5	5400.	0.0	0.00
13	PE-1-06	CONN SANTA FE ENRGY #2-49 WFL AR	X		52110	0	4.5	6172.	4.5	69.00
13	PE-1-06	CONN NAT GAS ANADARKO 1-46 RICHRDSN	X		52150	0	4.0	7300.	0.0	0.00
13	PE-1/2/3	6" & 8" N. PARRYTON ALT		X	0	0	8.6	72072.	0.0	0.00
13	PE-2	LAND-EXCHANGE NN DUDE WILSON	X		9170	0	6.6	650.	0.0	0.00
13	PE-2	HUM-PER WL1-8 PERY LAT	X		34610	0	4.5	272.	0.0	0.00
13	PE-2	HUM PER WL1-8 PERY LAT	X		34811	0	4.5	272.	0.0	0.00
13	PE-2	PERRYTON TW #827		X	0	785	0.0	0.	0.0	0.00
13	PE-2-01	WC HERNDON C #1 WL LN	X		34750	0	4.5	264.	0.0	0.00
13	PE-2-01	W C HERNDON 1 U L WL LN	X		37910	0	6.6	475.	0.0	0.00
13	PE-2-01	CONN HERNDON #1	X		37970	0	4.5	2650.	0.0	0.00
13	PE-2-02	4" F/DUDE WILSON GW5 #1 & GW4 #1		X	0	0	4.5	13200.	0.0	0.00
13	PE-2-02	JONES #2-750 WELL LINE	X		34740	0	4.5	317.	0.0	0.00
13	PE-2-02	JONE #1-750 WL LN	X		34770	0	4.5	400.	0.0	0.00
13	PE-2-03	MTR STA HUM-D W WE GU4	X		34830	0	4.5	100.	0.0	0.00
13	PE-2-03	DUDE WILSON GU-4 #2 WL	X		37930	0	4.5	211.	0.0	0.00
13	PE-2-04	BRUHLMAN #1-17 WL LN	X		34870	0	4.5	4752.	0.0	0.00

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SYS	LINE SEG	DESCRIPTION	WH	COMP LINE	METER	COMP. H/P	PIPE DIAMETER	PIPE LENGTH	PIPE 2 DIAMETER	PIPE 2 LENGTH
13	PE-2-04	CONN HORIZON #2-17 BRUHLMAN	X		52080	0	4.5	3389.	2.3	98.00
13	PE-2-05	PSHIGODA B #1 4LN & EQ		X	0	0	4.5	15790.	0.0	0.00
13	PE-2-05	CONN EXXON CORP DUDE WILSON GU 7-3	X		34711	0	0.0	0.	0.0	0.00
13	PE-2-05	CONN EXXON CORP DUDE WILSON GU 5-4	X		34731	0	0.0	0.	0.0	0.00
13	PE-2-05	CONN HD WILSON GU7 #7	X		34950	0	4.5	53.	0.0	0.00
13	PE-2-07	4" LN ROGERS #3-DUDE WILSON GSG LAT		X	0	0	6.6	10666.	0.0	0.00
13	PE-2-07	CONN EXXON-#2 DUDE WILSON UNIT #2	X		33080	0	4.5	800.	0.0	0.00
13	PE-2-07	D WLSN GU WL 2-DW LAT	X		34800	0	4.5	272.	0.0	0.00
13	PE-2-07	ROGERS I-PP LAT 4 IN	X		34820	0	4.5	4277.	0.0	0.00
13	PE-2-07	MTR STA HBL ROGERS WL 3	X		34860	0	4.5	400.	0.0	0.00
13	PE-2-09	HBL D WILSON 5-2 WL LN	X		34791	0	4.5	400.	0.0	0.00
13	PE-2-10	CONN EXXON-DUDE WILSON #6	X		38720	0	4.5	3000.	0.0	0.00
13	PE-2-10	CONN EXXON - #2 DUDE WILSON UNIT #7	X		38760	0	4.5	600.	0.0	0.00
13	PE-2-10	CONN H&L OPER - #2 PSHIGODA	X		38850	0	4.5	1200.	0.0	0.00
13	PE-2-11	CONN EXXON-DUDE WILSON GAS UNIT 5-3	X		33460	0	4.5	1340.	0.0	0.00
13	PE-2-12	CONN EXXON - #2 DUDE WILSON UNIT #1	X		38800	0	4.5	900.	0.0	0.00
13	PE-2-13	CONN EXXON - #3 DUDE WILSON UNIT #4	X		38860	0	4.5	2135.	0.0	0.00
13	PE-2-14	CONN EXXON-#5 HELEN ROGERS	X		33070	0	4.5	2400.	0.0	0.00
13	PE-2-14	DODSON #1-834 WL LN	X		34890	0	0.0	0.	0.0	0.00
13	PE-2-16	CONN SAMSON RESOURCES DODSON #3 OCH	X		52121	0	4.5	738.	2.3	360.00
13	PE-2-17	W C HERNDON B #1-L WL LN	X		37900	0	4.5	5808.	0.0	0.00
13	PE-2-17	CONN COURSON #2-662 HERNDON OCHL	X		52160	0	0.0	0.	0.0	0.00
13	PE-2-18	CONN COURSON #1-747 ELDEN WAKA PRT	X		52181	0	4.5	600.	0.0	0.00
13	SH-1	CON PITMAN-SWINK WL #1	X		34700	0	4.5	100.	0.0	0.00
13	SH-1-03	SCHNEIDER #1-93 WL LN	X		36410	0	4.5	24816.	0.0	0.00
13	SH-1/2	6" SHARE-WEST PERRYTON LAT		X	0	0	6.6	66000.	0.0	0.00
13	SH-2-01	MTR STA RDG GREGG WL 1	X		34530	0	4.5	2640.	0.0	0.00
13	SH-2-02	TEVIS #1-20 WL LN	X		36420	0	4.5	15312.	0.0	0.00
13	SH-2-02	CONNER #1-36 WL LN	X		36750	0	4.5	370.	0.0	0.00
13	SH-2-03	SMITH #1-30 WELL LN	X		34540	0	4.5	6864.	0.0	0.00

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SYS	LINE SEG	DESCRIPTION	WH	COMP LINE	METER	COMP. H/P	PIPE DIAMETER	PIPE LENGTH	PIPE 2 DIAMETER	PIPE 2 LENGTH
14	ER-1/2	6" ELLIS RANCH FLD LAT		X	0	0	6.6	52800.	0.0	0.00
14	ER-3	6" ELLIS RANCH FLD LAT		X	0	0	6.6	31680.	0.0	0.00
14	ER-3-01	MTR STA H KAY NELL W#1	X		34640	0	4.5	10560.	0.0	0.00
14	ER-3-01	CONN AMOCO - #2 KAYNELL-HAMKER TRUSTA	X		38710	0	0.0	0.	0.0	0.00
14	ER-3-02	ARTHUR MORGAN #1 WL LN	X		34660	0	4.5	19008.	0.0	0.00
14	ER-3-03	MORRIS C-1 4 LN & EQ	X		34940	0	4.5	370.	0.0	0.00
14	ER-3-04	CONNMEWBOURNE - #1 MORRIS	X		38610	0	4.5	6400.	0.0	0.00
14	ER-3M	4" MITCHELL #1 & #A-1 LAT		X	0	0	4.5	4224.	0.0	0.00
14	ER-3M1	4" MITCHELL #1 & #A-1 LAT		X	0	0	4.5	10560.	0.0	0.00
14	GR-1	PEERY A #1-730 WL LN	X		36490	0	6.6	45408.	0.0	0.00
14	GR-1	CONN ANADARKO #1-58 SELL NORTHRUP	X		55360	0	0.0	0.	0.0	0.00
14	GR-1-01	WHEAT #1-678 WL LN	X		37130	0	4.5	53.	0.0	0.00
14	GR-1-01	SHELL-WHEAT #1-732 WL LN	X		37150	0	6.6	7920.	0.0	0.00
14	GR-1-01	CONNMEWBOURNE - PERRY #2	X		38680	0	0.0	0.	0.0	0.00
14	GR-1-02	CONN DICK BARTON #1	X		37260	0	6.6	7920.	0.0	0.00
14	GR-1-03	CONN APACHE-MILES UNIT #1	X		34484	0	4.5	1600.	0.0	0.00
14	GR-1-03	CONN APACHE HARRY L KING #1	X		36470	0	6.6	21120.	0.0	0.00
14	GR-1-03	CONN MOUNTAIN FRONT VARIOUS WELLS	X		36471	0	0.0	0.	0.0	0.00
14	GR-1-04	CONN TED WEINER-MRS Z D GUY-1	X		37400	0	4.5	1700.	0.0	0.00
14	GR-1-07	CONNMEWBOURNE - #1 PERRY	X		38600	0	4.5	2100.	0.0	0.00
14	GR-1-09	CONN TARPON OIL-H PEERY #2	X		36480	0	6.6	7392.	0.0	0.00
14	GR-2	GRAY ROCK TW #B26		X	0	785	0.0	0.	0.0	0.00
14	KC-3-02	MTR STA FAL SEA-HAN #1	X		36060	0	4.5	7920.	4.5	100.00
14	KC-3-03	LANDERS #1 WL LN	X		37162	0	4.5	6864.	0.0	0.00
14	KC-3-12	CONN COURSON OIL #2-855 LANDERS	X		55101	0	4.5	2520.	0.0	0.00

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SYS	LINE SEG	DESCRIPTION	WH	COMP	LINE	METER	COMP.	H/P	PIPE DIAMETER	PIPE LENGTH	PIPE 2 DIAMETER	PIPE 2 LENGTH
20	BH-1/2/3/4/5	8" HANSFORD LAT			X	0		0	8.6	63360.	0.0	0.00
20	BH-2	BRILLHART TW #748 & 796		X		0		1493	0.0	0.	0.0	0.00
20	BH-2-01	LAT 4 GANDY & GLOVER TO BRILLHART			X	0		0	4.0	10800.	0.0	0.00
20	BH-2-01	GO-GAND WL LN-BRLHT LT	X			33930		0	4.5	21120.	4.5	100.00
20	BH-2-03	FARM TAP - GEORGE C. COLLARD	X			352		0	0.0	0.	0.0	0.00
20	BH-2-04	CONN GULF-LOWE-1	X			33440		0	4.0	6000.	0.0	0.00
20	BH-2-04	CONN BILLINGSLEY #1	X			33840		0	0.0	0.	0.0	0.00
20	BH-2-05	HORIZON-LOWE #1 WL LN	X			33960		0	4.5	5808.	0.0	0.00
20	BH-2-05	BALLARD #1-123 WL LN	X			33990		0	4.5	5808.	0.0	0.00
20	BH-2-06	CONN BROCK EXPL CORP #1 ANDERSON	X			33411		0	0.0	0.	0.0	0.00
20	BH-2-06	MTR STA HOR OG COP WL 1	X			33970		0	4.5	7920.	0.0	0.00
20	BH-2-07	CONN GULF-RHODA HART - 1	X			33400		0	8.0	5280.	0.0	0.00
20	BH-3	CONN UNIT DRILL & EXPL NO 1 BECK	X			33090		0	4.5	120.	0.0	0.00
20	BH-3-01	FUR-MUR WL LN-BRLHT LT			X	0		0	4.5	15240.	0.0	0.00
20	BH-3-01	CONN MARY #2	X			33982		0	2.0	60.	0.0	0.00
20	BH-3-03	CONNMEWBOURNE -HIGGS #1	X			33160		0	0.0	0.	0.0	0.00
20	BH-3/4	8" BERNSTEIN LAT			X	0		0	8.0	52800.	0.0	0.00
20	BH-4	8" BRILLHART LAT			X	0		0	8.6	36960.	0.0	0.00
20	BH-4-01	FARM TAP - PAT PATTERSON/ROBERT H.ARCHER	X			401		0	0.0	0.	0.0	0.00
20	BH-4-01	GO-STL WL LN-BRLHT LAT	X			33870		0	4.5	15840.	4.5	100.00
20	BH-5-03	CONNMARLIN OIL #1 SUE	X			53250		0	0.0	0.	0.0	0.00
20	BH-5-04	CONN HORIZON TX BRILHRT 1-6 HNGFRD	X			53230		0	4.0	3000.	0.0	0.00

TRANSWESTERN GATHERING COMPANY

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SYS	LINE SEG	DESCRIPTION	WH	COMP LINE	METER	COMP. H/P	PIPE DIAMETER	PIPE LENGTH	PIPE 2 DIAMETER	PIPE 2 LENGTH
21	JC-1	CONN BARBOUR ENERGY CORP. #1 JARVIS	X		33110	0	0.0	0.	0.0	0.00
21	JC-1	JOHN CREEK TW #747		X	0	708	0.0	0.	0.0	0.00
21	JC-1/2	6" JOHN CREEK LAT		X	0	0	6.6	4382.	0.0	0.00
21	JC-2	JOHN CREEK CROSSOVER	X		9238	0	0.0	0.	0.0	0.00
21	JC-2	MTR STA SUN O-MIN K #1	X		33700	0	4.5	4752.	0.0	0.00
21	JC-2	MTR STA GLE MATT WLI A	X		33941	0	6.6	18480.	4.5	100.00
21	JC-2-01	4" LAT F/JACKSON #1 & K L WEST #1		X	0	0	4.5	13200.	0.0	0.00
21	JC-2-01	ARCHER #1-72 WELL LINE	X		33730	0	4.5	317.	0.0	0.00
21	JC-2-02	PAN AM-BRAINARD #1 LN	X		33780	0	4.5	5280.	0.0	0.00
21	JC-2-02	MATHEWS #1 4LN & EQ	X		38000	0	4.5	6336.	0.0	0.00
21	JC-2-2	MATHEWS #1-80 WL LN	X		35052	0	4.5	264.	0.0	0.00
21	JC-3	CLEMENT #1-14 WL LN	X		33980	0	4.5	28512.	0.0	0.00
21	JC-3	CONN HORIZON #1 CONVERSE A OCHLTR	X		53240	0	0.0	0.	0.0	0.00
21	JC-3-01	PAN AM-BECK B #1 LN	X		35061	0	4.5	264.	0.0	0.00
21	LP-1-01	FLOWERS #1-5 5 WL LN	X		35041	0	4.5	158.	0.0	0.00
21	LP-1-02	CONN #2 REED	X		33650	0	4.5	4900.	0.0	0.00
21	LP-1-02	CONN ELEANOR REED WELL #1	X		35071	0	4.5	264.	0.0	0.00
21	LP-1-04	CONN AMOCO PRO #2 WB MCINTIRE "A"	X		52240	0	4.5	1800.	0.0	0.00

ANNEX 2

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**ANNEX 2
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RES			ACCT					MAP
SYS	FN	STATE	SYS	LOC	LOCATION DESCRIPTION	AREA	LINE NO	REF
					SPEARMAN			
35	GP	TX	75	30101	LIPS A8 WELL GATH/TEXAS	A	TG30101	T-2
35	GP	TX	75	30301	JOHNSON #1 WELL GATH/TEXAS	A	TG30301	T-2
35	GP	TX	75	30401	STATEX NITSCHKE #1 WELL GATH/TEXAS	A	TG30401	T-2
35	GP	TX	75	31001	BULTMAN #1 WELL GATH/TEXAS	A	TG31001	T-2
35	GP	TX	75	32101	LIPS B1 WELL GATH/TEXAS	A	TG32101	T-2
35	GP	TX	75	33201	KNOX PIPKIN #1-28 WELL GATH/TEXAS	A	TG33201	T-2
35	GP	TX	75	38601	KILEBREW WELL GATH/TEXAS	A	TG38601	T-2
35	GP	TX	75	43801	FLOWERS #1 WELL GATH/TEXAS	A	TG43801	T-2
35	GP	TX	75	48001	SPEARMAN 16IN SUCTION GATH/TEXAS	A	TG48001	T-2
35	GP	TX	75	53601	FLOWERS #1/FLOWERS #1 TIE-IN	A	TG53601	T-2
35	GP	TX	75	61401	LIPS RANCH GATH/TEXAS	A	TG61401	T-2
35	GP	TX	75	72301	ROBERTS COUNTY #1 SUCTION LINE/TX	A	TG72301	T-2
35	GP	TX	75	73501	ROBERTS CO #1 LINE/TEXAS	A	TG73501	T-2
35	GP	TX	75	81191	HODGES #1-39 WELL GATHERING/TEXAS	A	TG81191	T-2
35	GP	TX	G5	86901	LIPS RANCH LATERAL	A	TG86901	T-2
35	GP	TX	G5	87001	LIPS RANCH TIE-OVER LINE	A	TG87001	T-2
35	GP	TX	75	24001	NORTH OF SPEARMAN GATH/TEXAS	A	TG24001	T-3
35	GP	TX	75	24601	MC CARTY A1 WELL GATH/TEXAS	A	TG24601	T-3
35	GP	TX	75	24701	VERNON A1 WELL GATH/TEXAS	A	TG24701	T-3
35	GP	TX	75	31601	KIRK #1 WELL GATH/TEXAS	A	TG31601	T-3
35	GP	TX	75	32801	JACKSON A#1 UT/LT WELL GATH LINE/TX	A	TG32801	T-3
35	GP	TX	75	32901	WILMETH WELL GATH/TEXAS	A	TG32901	T-3
35	GP	TX	75	33501	ODC #1-44 WELL GATH/TEXAS	A	TG33501	T-3
35	GP	TX	75	34701	REX #1 WELL GATH/TEXAS	A	TG34701	T-3
35	GP	TX	75	35001	YANDA ET AL WELL GATH/TEXAS	A	TG35001	T-3
35	GP	TX	75	35101	KENNY WELL GATH/TEXAS	A	TG35101	T-3
35	GP	TX	75	38501	CLEMENTINE-LEE WELL GATH/TEXAS	A	TG38501	T-3
35	GP	TX	75	38801	JACKSON #1LT/BEULAH #1 TIE-IN GATH	A	TG38801	T-3
35	GP	TX	75	38901	BRAINARD #3 WELL GATH/TEXAS	A	TG38901	T-3
35	GP	TX	75	40601	MC INTIRE B #1-LT AND UT WELL GATH/	A	TG40601	T-3
35	GP	TX	75	41201	BEULAH #1 WELL GATH/TEXAS	A	TG41201	T-3
35	GP	TX	75	46101	MATHEWS #2 WELL GATH/TEXAS	A	TG46101	T-3
35	GP	TX	75	60801	COOKE#1C WELL GATH/TEXAS	A	TG60801	T-3
35	GP	TX	75	64201	CROWE 7-58 WELL GATH/TEXAS	A	TG64201	T-3
35	GP	TX	75	86801	BRACKEN ENERGY-ETLING #1-8	A	TG86801	T-3

ITEM IN BOLD REFLECTS A PORTION OF THE TOTAL LINE NO. REFERENCED AS TG24001

The facilities for line no. TG24001 include only the following facilities:

Buckner A1 wellhead facilities and approximately 3.4 miles of 4-inch pipeline

from well connection in section 20 to side valve on the 10-inch TG24001 in section 27; and

approximately 6.5 miles of 4-inch pipeline from a side valve on TG64201 in section 25 to

a side valve on the 10-inch TG24001 in section 30 (including well facilities for G1, G1A, G2, & G3).

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RES			ACCT					MAP
SYS	FN	STATE	SYS	LOC	LOCATION DESCRIPTION	AREA	LINE NO	REF
					FULLER			
37	GP	TX	55	53401	FISHER #1 WELL GATH/TEXAS	A	TG53401	T-3
37	GP	TX	55	53701	R WAMBLE #1	A	TG53701	T-3
37	GP	TX	55	53801	PEARL #1	A	TG53801	T-3
37	GP	TX	55	53901	BOARD #1 WELL GATH/TEXAS	A	TG53901	T-3
37	GP	TX	55	59201	GENE CLUCK #1 WELL GATHERING LINE/T	A	TG59201	T-3

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RES			ACCT					MAP
SYS	FN	STATE	SYS	LOC	LOCATION DESCRIPTION	AREA	LINE NO	REF
					PERRYTON			
79	GP	OK	44	16701	GEORGE MOUNTS WELL GATH/OKLAHOM	A	OG16701	O-13
79	GP	OK	44	17801	SIMS #1 LATERAL GATH/OKLAHOMA	A	OG17801	O-13
79	GP	OK	44	24001	WILSON #1 WELL GATH/OKLAHOMA	A	OG24001	O-13
79	GP	OK	44	27301	PALMER #1 WELL GATH/OKLAHOMA	A	OG27301	O-13
79	GP	OK	44	31901	PITTMAN #1 WELL/GATH/OKLAHOMA	A	OG31901	O-13
79	GP	OK	44	47201	BECKWITH 1-22 WELL GATHERING/OKLA	A	OG47201	O-13
79	GP	OK	44	50501	NAYLOR #1 WELL GATH/OKLA	A	OG50501	O-13
79	GP	TX	71	21301	CUTTER #1 WELL GATH/TEXAS	A	TG21301	T-2
79	GP	TX	71	21401	PHISGODA #1 WELL GATH/TEXAS	A	TG21401	T-2
79	GP	TX	71	21501	ORINGDERFF WELL GATH/TEXAS	A	TG21501	T-2
79	GP	TX	71	21601	WRIGHT #1 WELL GATH/TEXAS	A	TG21601	T-2
79	GP	TX	71	21701	SCHOENHALS #1 WELL	A	TG21701	T-2
79	GP	TX	71	21801	GEORGE MOUNTS #1 WELL GATH/TEXAS	A	TG21801	T-2
79	GP	TX	71	27301	PALMER #1 WELL GATH LINE/TEXAS	A	TG27301	T-2
79	GP	TX	71	28401	GEORGE #1 WELL GATH/TEXAS	A	TG28401	T-2
79	GP	TX	71	28801	LE MASTER #1 WELL GATH/TEXAS	A	TG28801	T-2
79	GP	TX	71	30801	ODELL LA MASTER WELL GATH/TEXAS	A	TG30801	T-2
79	GP	TX	71	32301	GREENE #1 WELL	A	TG32301	T-2
79	GP	TX	71	32601	SIMS #1-36L WELL GATH/TEXAS	A	TG32601	T-2
79	GP	TX	71	34301	MOYES-GEORGE #1 WELL GATH/TEXAS	A	TG34301	T-2
79	GP	TX	71	38701	PERRY #1 WELL GATH/TEXAS	A	TG38701	T-2
79	GP	TX	71	39201	PERRY B1 WELL GATH/TEXAS	A	TG39201	T-2
79	GP	TX	71	71701	SCHULTZ #1 WELL GATHERING/TEXAS	A	TG71701	T-2
79	GP	TX	71	80031	BATMAN #1-21 SIDE VALVE/TEXAS	A	TG80031	T-2
79	GP	TX	71	80751	TANDY #1 WELL GATHERING LINE/TX	A	TG80751	T-2