

IT IS HEREBY AGREED by and between Proposed Respondents, by their duly authorized officers and attorneys, and counsel for the Commission that:

1. Proposed 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. Proposed 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. Proposed Respondents admit all the jurisdictional facts set forth in the draft of complaint here attached.

4. Proposed Respondents waive:

a. any further procedural steps;

b. the requirement that the Commission's decision contain a statement of findings of fact and conclusions of law;

c. all rights to seek judicial review or otherwise to challenge or contest the validity of the Order entered pursuant to this agreement; and

d. any claim under the Equal Access to Justice Act.

5. This agreement shall not become part of the public record of the proceeding unless and until it is accepted by the Commission. If this agreement is accepted by the Commission it, together with the draft of complaint contemplated thereby, will be placed on the public record for a period of sixty (60) days and information in respect thereto publicly released. The Commission thereafter may either withdraw its acceptance of this agreement and so notify the Proposed Respondents, in which event it will take such action as it may consider appropriate, or issue and serve its complaint (in such form as the circumstances may require) and decision, in disposition of the proceeding.

6. This agreement is for settlement purposes only and does not constitute an admission by Proposed Respondents that the law has been violated as alleged in the draft of complaint here attached, or that the facts as alleged in the draft complaint, other than jurisdictional facts, are true.

7. This agreement contemplates that, if it is accepted by the Commission, and if such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of § 2.34 of the Commission's Rules, the Commission may, without further notice to the Proposed Respondents, (1) issue its complaint corresponding in form and substance with the draft of complaint here attached and its decision containing the following Order to cease and desist in disposition of the proceeding and (2) make information public with respect thereto. When so entered, the Order to cease and desist shall have the same force and effect and may be altered, modified or set aside in the same manner and within the same time provided by statute for other orders. The Order shall become final upon service. Delivery by the U.S. Postal Service of the complaint and decision containing the agreed-to Order to Proposed Respondents' addresses as stated in this agreement shall constitute service. Proposed Respondents waive any right they may have to any other manner of service. The complaint may be used in construing the terms of the Order, and no agreement, understanding, representation, or interpretation not contained in the Order or the agreement may be used to vary or contradict the terms of the Order.

8. Proposed Respondents have read the proposed complaint and Order contemplated hereby. Proposed Respondents understand that once the Order has been issued, they will be required to

file one or more compliance reports showing that they have fully complied with the Order. Proposed Respondents further understand that they may be liable for civil penalties in the amount provided by law for each violation of the Order after it becomes final.

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, and 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.

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.

Signed this _____ day of _____, 19____.

PHILLIPS PETROLEUM COMPANY,
a corporation



James L. Gallogly *ll*
Vice President, North America
Production Division,
Phillips Petroleum Company

FEDERAL TRADE COMMISSION



Frank Lipson
Art Nolan
Stephen W. Sockwell, Jr.
Stephen W. Riddell
Nicholas R. Koberstein
Attorneys
Bureau of Competition

ENRON CORP., a corporation



Stanley C. Horton
President and Chief Operating
Officer of Enron Operations
Corp.

FEDERAL TRADE COMMISSION



Robert W. Doyle, Jr.
Deputy Assistant Director
Bureau of Competition

FEDERAL TRADE COMMISSION



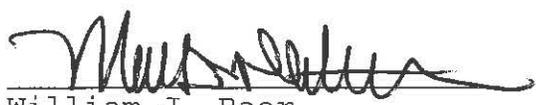
Ronald B. Rowe
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FEDERAL TRADE COMMISSION



for Mary Lou Steptoe
Deputy Director
Bureau of Competition

FEDERAL TRADE COMMISSION



for William J. Baer
Director
Bureau of Competition

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

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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

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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 ELLEN 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

to

SCHEDULE A

**ANNEX 2
to
SCHEDULE A**

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