

















The FTA Agreement is composed of two basic documents, which are Agreement #1 between the Producer, the WMBE and the Bank, and Agreement #2 between the Repurchaser and the WMBE. The Bank's administration of these documents occur at two different phases of each transaction, which are the Transaction Confirmation Phase of Exhibit A-1 and Exhibit A-2, and the Funds Transfer Phase.

Transaction Confirmation (see Exhibits A-1 and Exhibit A-2)

The Transaction Confirmation process should be completed by the end of the month preceding the month of Delivery. Therefore, the Producer will have received from the FTA Bank a fully executed Exhibit A-1 prior to the flow of gas on the first day of the Delivery month.

The Bank will verify eight (8) items on the Exhibit A-1 and eight (8) items on the Exhibit A-2, which are as follows:

1.  &  - the Transaction Confirmation number is the same on both Exhibits.
2.  &  - the Performance Obligation is the same, both "Firm Fixed" or both "Interruptible" on both Exhibits.
3.  &  - the Daily Quantity is the same on both Exhibits.
4.  &  - the Delivery Point is at the same place on both Exhibits.
5.  &  - the A-2 (5) price is greater than the A-1 (5) price, so that the deal is on at a positive profit margin.
6.  &  - the Delivery Period is for the same time period on both Exhibits.
7.  &  - both Exhibits have been signed by the Sellers, as provided for.
8.  &  - both Exhibits have been signed by the Buyers, as provided for.

After the above verification process has been completed, the Bank signs the bottom of the Exhibit A-2 and faxes it back to the Repurchaser and the WMBE, and then the Bank signs the bottom of the Exhibit A-1 and faxes it back to the Producer and the WMBE. This completes the Transaction Confirmation phase. This repeats once a year for one-year deals and once a month for one-month deals.

Flow of Funds of FTAA (see diagram)

On the 25th of the month following the Delivery month, the Repurchaser will transfer funds into the "WMBE Account Controlled by Bank." On the next business day, the Bank will receive Payment Instructions and a copy of the Producer's Invoice from the WMBE, and will transfer to the Producer the indicated amount of funds. The remainder of the funds in the "WMBE Account Controlled by Bank" (i.e., the Profit Margin) will be transferred to the WMBE. This transfer of funds will occur each month following a month in which gas was delivered in accordance with the operative Exhibit A-1 and Exhibit A-2.