







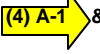
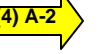
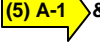
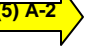






FTA Agreement Instructions

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 EXHIBIT 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:

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

**TRANSACTION CONFIRMATION EXHIBIT A-1
FOR IMMEDIATE DELIVERY**

Date: _____

Transaction Confirmation #: _____ (1) A-1

This Transaction Confirmation is subject to the Base Contract between Seller and Buyer dated _____. The terms of this Transaction Confirmation are binding unless disputed in writing within 2 Business Days of Receipt unless otherwise specified in the Base Contract.

<p>SELLER: [Supplier]</p> <p>_____</p> <p>_____</p> <p>Attn: _____</p> <p>Phone: _____</p> <p>Fax: _____</p> <p>Base Contract No.: _____</p>	<p>BUYER: [Marketer]</p> <p>_____</p> <p>_____</p> <p>Attn: _____</p> <p>Phone: _____</p> <p>Fax: _____</p> <p>Base Contract No.: _____</p>
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Performance Obligation: _____ Firm (Fixed) _____ Interruptible (2) A-1

(3) A-1 Daily Quantity	(4) A-1 Delivery Point(s)	(5) A-1 Price \$/MMBtu (Dth)	(6) A-1 Delivery Period

Special Condition: FTA Confirmation Statement

<p>Seller: _____</p> <p>By: _____ (7) A-1</p> <p>Title: _____</p> <p>Date: _____</p>	<p>Buyer: _____</p> <p>By: _____ (8) A-1</p> <p>Title: _____</p> <p>Date: _____</p>
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BUYER AND SELLER AGREE THAT THE PAYMENT INSTRUCTIONS MAY NOT BE MODIFIED DURING THE OPERATIVE PERIOD OF THIS BINDING TRANSACTION CONFIRMATION.

FTA Confirmation Statement:

[Bank], as the Funds Transfer Agent (FTA), has reviewed the foregoing Transaction Confirmation and hereby confirms to Seller and Buyer that it shall make payment on behalf of Buyer to Seller for the gas delivered subject to this Transaction Confirmation pursuant to the terms and conditions to its FTA Agreement with Buyer and Seller. FTA further confirms that Buyer has contracted for the repurchase of a corresponding quantity of gas at the Delivery Point(s) identified above, under the same Performance Obligation and at a price greater than the price set out above, and that Buyer's Repurchaser has agreed to make payments for such gas directly to FTA.

[Bank] _____

Name: _____

Title: _____

Date: _____

**TRANSACTION CONFIRMATION EXHIBIT A-2
FOR IMMEDIATE DELIVERY**

Date: _____

Transaction Confirmation #: _____ (1) A-2

This Transaction Confirmation is subject to the Base Contract between Seller and Buyer dated _____. The terms of this Transaction Confirmation are binding unless disputed in writing within 2 Business Days of Receipt unless otherwise specified in the Base Contract.

<p>SELLER: [Marketer]</p> <p>_____</p> <p>_____</p> <p>Attn: _____</p> <p>Phone: _____</p> <p>Fax: _____</p> <p>Base Contract No.: _____</p>	<p>BUYER: [Repurchaser]</p> <p>_____</p> <p>_____</p> <p>Attn: _____</p> <p>Phone: _____</p> <p>Fax: _____</p> <p>Base Contract No.: _____</p>
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Performance Obligation: _____ Firm (Fixed) _____ Interruptible (2) A-2

(3) A-2 → Daily Quantity	(4) A-2 → Delivery Point(s)	(5) A-2 → Price \$/MMBtu (Dth)	(6) A-2 → Delivery Period

Special Condition: FTA Confirmation Statement

<p>Seller: _____</p> <p>By: _____ (7) A-2</p> <p>Title: _____</p> <p>Date: _____</p>	<p>Buyer: _____</p> <p>By: _____ (8) A-2</p> <p>Title: _____</p> <p>Date: _____</p>
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**BUYER AND SELLER AGREE THAT THE PAYMENT INSTRUCTIONS MAY NOT BE MODIFIED
DURING THE OPERATIVE PERIOD OF THIS BINDING TRANSACTION CONFIRMATION.**

FTA Confirmation Statement:

[Bank], as the Funds Transfer Agent (FTA), has reviewed the foregoing Transaction Confirmation and confirms that Seller has contracted for delivery of a corresponding quantity of gas at the Delivery Point(s) identified above, under the same Performance Obligation and at a price no greater than the price set out above. FTA will accept payment from Buyer on behalf of Seller under the terms and conditions of the Base Contract.

[Bank] _____

Name: _____

Title: _____

Date: _____

Flow of Funds of FTAA

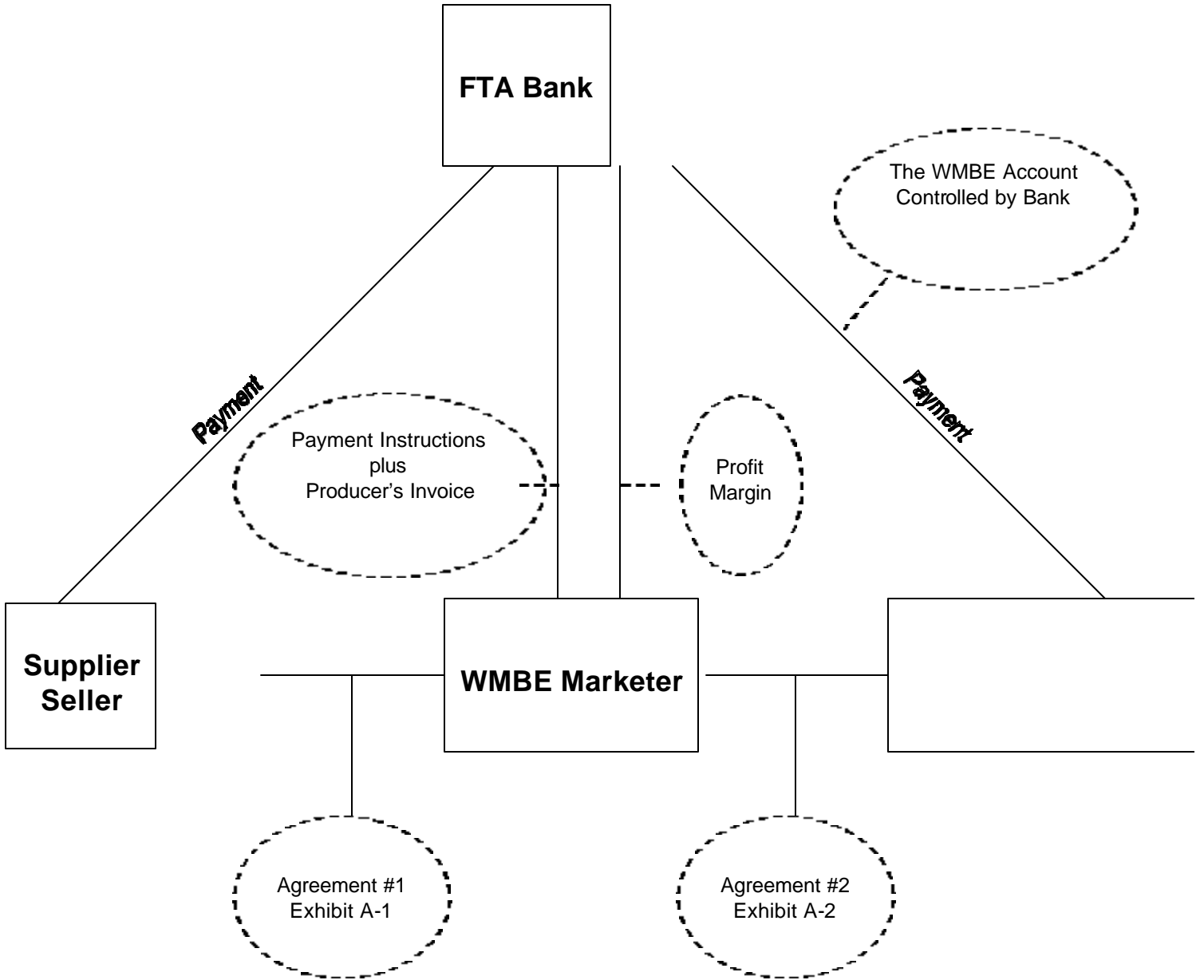
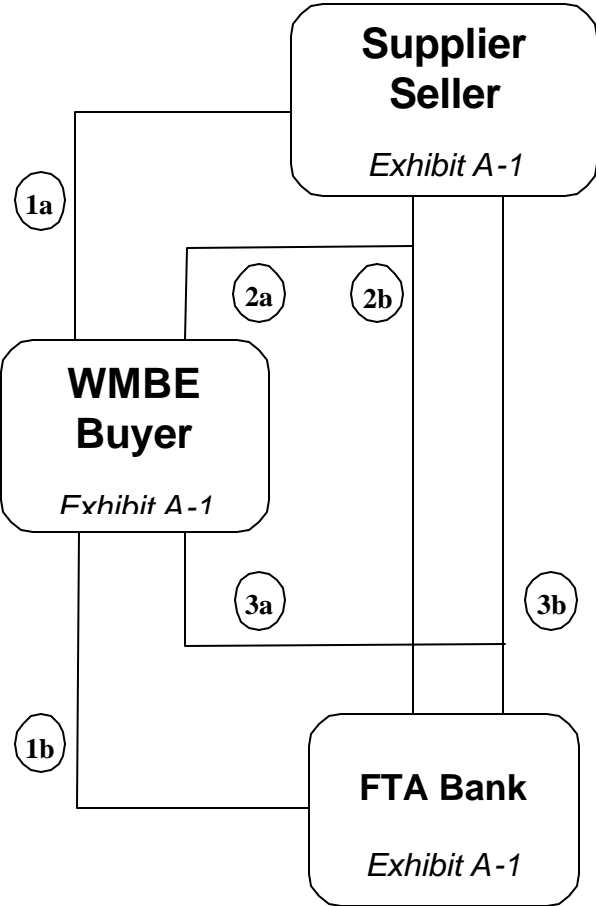
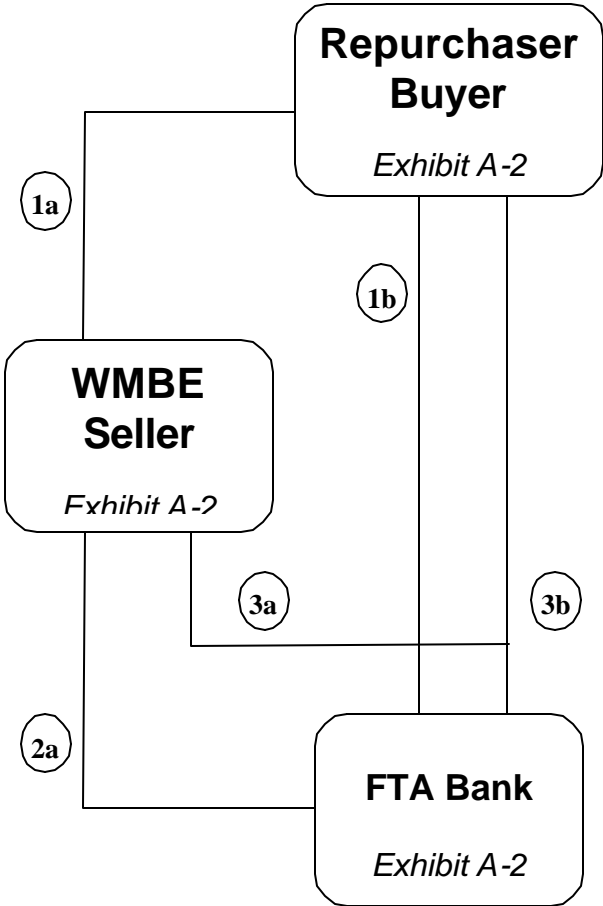


Diagram of FAX Movement

NAESB Funds Transfer Agent Agreement
Participants:
 Supplier, WMBE & FTA Bank
Agreement #1 & Exhibit A-1



Special Provisions to the NAESB Base Contract
Participants:
 WMBE & FTA Bank
Agreement #2 & Exhibit A-2



FTA Agreement FAX Movement Instructions

Step	NAESB Funds Transfer Agent Agreement <i>Participants:</i> Supplier, WMBE & FTA Bank Agreement #1 & Exhibit A-1	Special Provisions to the NAESB Base Contract <i>Participants:</i> WMBE & FTA Bank Agreement #2 & Exhibit A-2
1		^{1a} and ^{1b} : Repurchaser/Buyer faxes signed Exhibit A-2 to the WMBE Seller and the FTA Bank.
2		^{2a} : The WMBE Seller signs Exhibit A-2, and faxes it to the FTA Bank.
3	^{1a} and ^{1b} : The WMBE Buyer faxes signed Exhibit A-1 to the Supplier and the FTA Bank, utilizing the same Confirmation Number that appeared on the Exhibit A-2.	
4	^{2a} and ^{2b} : The Supplier signs the Exhibit A-2, and faxes it to the WMBE Buyer and the FTA Bank.	
5	<i>Now the Bank has received Exhibit A-1, which has been signed by the WMBE Buyer and the Supplier, and the Exhibit A-2, which has been signed by the WMBE Seller and the Repurchaser. The FTA Bank will verify that all items match, in accordance with "FTA Agreement Instructions," and that (5) A-2 price is greater than (5) A-1 price. Also, the FTA Bank will confirm that the Supplier is on the Repurchaser's Authorized Supplier List.</i>	
6		^{3a} and ^{3b} : The FTA Bank signs the lower portion of the Exhibit A-2, and faxes it to the WMBE Seller and the Repurchaser.
7	^{3a} and ^{3b} : The FTA Bank signs the lower portion of the Exhibit A-1, and faxes it to the WMBE Buyer and the Supplier.	