

Complaint

120 F.T.C.

IN THE MATTER OF

BLENHEIM EXPOSITIONS, INC.

CONSENT ORDER, ETC., IN REGARD TO ALLEGED VIOLATION OF
SEC. 5 OF THE FEDERAL TRADE COMMISSION ACT*Docket C-3633. Complaint, Dec. 22, 1995--Decision, Dec. 22, 1995*

This consent order prohibits, among other things, a Florida-based company, that produces franchise trade shows and expositions, from misrepresenting the sales, income or profits, or the success rate of franchise owners, unless it possesses and relies upon competent and reliable scientific evidence to support the claims. In addition, the respondent is prohibited from misrepresenting the validity, results, contents, conclusions, or interpretations of any survey, test, poll or study.

Appearances

For the Commission: *Thomas Cohn, Eileen Harrington and Joan Bernstein.*

For the respondent: *Elaine Johnston, White & Case, New York, N.Y.*

COMPLAINT

Pursuant to the provisions of the Federal Trade Commission Act, as amended, 15 U.S.C. 41 *et seq.* ("FTC Act"), and by virtue of the authority vested in it by said Act, the Federal Trade Commission ("FTC" or "Commission"), having reason to believe that Blenheim Expositions, Inc., a corporation, ("respondent"), has violated certain provisions of said Act, and it appearing to the Commission that a proceeding by it in respect thereof would be in the public interest, hereby issues its complaint stating its charges as follows:

PARAGRAPH 1. Respondent Blenheim Expositions, Inc. is a Florida corporation with its office and principal place of business at 1133 Louisiana Avenue, Suite 210, Winter Park, Florida.

PAR. 2. At all times relevant to this complaint, respondent has maintained a substantial course of business, including the acts and practices set forth herein, in or affecting commerce, as "commerce" is defined in Section 4 of the FTC Act, 15 U.S.C. 44.

PAR. 3. Respondent has advertised, promoted, marketed, or conducted franchise shows throughout the United States to promote the sale of franchises and business opportunities to consumers.

PAR. 4. Respondent has disseminated or has caused to be disseminated advertisements for franchise shows, including but not necessarily limited to the advertisements attached as Exhibits A, B and C. These advertisements contain the following statements:

A. "If you buy a franchise business, your chances of success are 94%! That's a fact, according to a recent Gallup Poll, which found that 94% of the 994 franchise owners polled considered their businesses successful." (Exhibit A, ad #1)

B. "The poll also found that the average pre-tax income among franchise owners is \$124,290!" (Exhibit A, ad #1)

C. "[A]ccording to a recent Gallup Poll, 94% of franchise owners are successful, averaging \$124,290 in pre-tax profits . . . !" (Exhibit A, ad #2)

D. "According to a recent Gallup Poll, 94% of franchise owners are successful, averaging \$124,290 in pre-tax income . . . !" (Exhibit A, ad #3)

E. "A recent Gallup Poll revealed that 94% of franchise owners are successful, that average pre-tax income is \$124,290 . . . !" (Exhibit A, ad #4)

F. "If You Go Into Business For Yourself, Your Chances of Success are 94% or 35%! WHICH WILL YOU CHOOSE? If you buy a Franchise Business, your chances of success are 94%! THAT'S A FACT, according to a recent Gallup poll. Conversely, it's estimated that only 35% of independent business start-ups survive 5 years." (Exhibit A, ad #5)

G. "The 1991 Gallup Poll revealed an average pre-tax income among Franchises of \$124,290" (Exhibit A, ad #5)

H. "A recent Gallup Poll showed that 94 percent of franchise owners are successful, with an average pre-tax profit of \$124,290!" (Exhibit A, ad #6)

I. "A recent independent survey showed that franchise owners enjoy an incredible 94 percent success rate and an average income of more than 124 thousand dollars." (Exhibit B; television advertisement)

J. "A recent poll of 994 franchise owners showed a 94% success rate and an average pre-tax income of over a hundred and twenty four thousand dollars." (Exhibit C; radio advertisement)

A copy of the Gallup Poll referred to above is attached hereto and incorporated herein as Exhibit D.

PAR. 5. Through the use of the statements contained in the advertisements for franchise shows referred to in paragraph four, including but not necessarily limited to the advertisements attached as Exhibits A, B and C, respondent has represented, directly or by implication, that:

- A. Franchise owners earn an average income and/or average pre-tax income of more than \$124,000;
- B. Franchise owners earn an average pre-tax income and/or average pre-tax profit of \$124,290;
- C. A prospective franchise owner's chances of success are 94%;
- D. Franchise owners enjoy a 94% success rate;
- E. Representations A through D were proved by a Gallup Poll of franchise owners conducted in 1991.

PAR. 6. Through the use of the statements contained in the advertisements referred to in paragraph four, including but not necessarily limited to the advertisements attached as Exhibits A-C, respondent has represented, directly or by implication, that at the time it made representations A through D in paragraph five, respondent possessed and relied upon a reasonable basis that substantiated such representations.

PAR. 7. In truth and in fact, at the time it made representations A through D in paragraph five, respondent did not possess and rely upon a reasonable basis that substantiated such representations. Therefore, the representation set forth in paragraph six was, and is, false and misleading.

PAR. 8. In truth and in fact, the Gallup Poll of franchise owners conducted in 1991 does not prove representations A through D in paragraph five, for reasons including but not limited to the following:

- A. The poll participants were asked to report their annual gross income before taxes, and were not asked to deduct business expenses;
- B. The poll participants were drawn exclusively from a list of current franchise owners, and no former franchise owners were polled; and
- C. The poll included a disproportionate number of owners of multiple franchise locations.

Therefore, representation E in paragraph five was, and is, false and misleading.

PAR. 9. The acts and practices of respondent as alleged in this complaint constitute unfair or deceptive acts or practices in or affecting commerce in violation of Section 5(a) of the Federal Trade Commission Act, 15 U.S.C. 45(a).

Complaint

EXHIBIT A

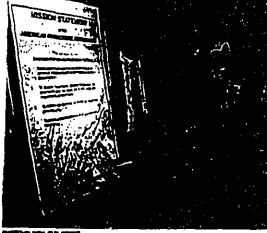
Empire Drive, Florence, Ky. 41042; 1-800-842-3636. Ask for ISBN No. 0538073217.

A book aimed at emerging and existing franchisors is *The Franchising Handbook* (AMACOM), edited by Andrew J.

Services For Veterans
VetFran is a nonprofit group that puts military personnel and veterans in touch with franchisors. Contact Charlie Wood, P.O. Box 3146, Waco, Texas 76707; (817) 753-4555.

Growth Assistance (MEGA) Center and presented by WIF

Spec



Founder Susan Kerion of the new American Franchise Association.

Seminars For Women And Minorities
Women in Franchising (WIF) conducts several seminars aimed at introducing women and minorities to franchising. Scheduled seminars are:

■ April 24: Washington, D.C. This all-day franchise-orientation seminar, presented by WIF and sponsored by the U.S. Minority Business Development Agency, is aimed at minority-group members. It is free and will be held at the Washington, D.C., Convention Center. All participants will receive tickets to the international Franchise Expo (see the list at right). Call 1-800-222-4943.

■ May 15: Chicago. The Illinois Franchise Task Force sponsors a workshop presented by WIF at the O'Hare Holiday Inn; \$45 per person. For more information, call 1-800-222-4943.

■ May 1: Chicago. This is a three-hour introductory seminar on franchising sponsored by the Minority Enterprise

- June 26-27: Philadelphia
 - July 31-Aug. 1: Dallas
 - Aug. 14-15: San Francisco
 - Sept. 11-12: Chicago
 - Oct. 30-31: Atlanta
- For more information, contact Blenheim International Franchise Expos, Inc., 1133 Louisiana Ave., Suite 210, Winter Park, Fla. 32789; (407) 647-8521.

Sherman. Priced at \$75, this resource book is a collaborative effort by leading franchise authorities on a wide range of topics. To order, contact AMACOM, 135 West 50th St., New York, N.Y. 10020.

It's Not A Question of LUCK!


Starting a SUCCESSFUL Business of Your Own Isn't Just A Question of LUCK!

If you buy a franchise business, your chances of success are 94%! That's a fact, according to a recent Gallup Poll, which found that 94% of the 994 franchise owners polled considered their businesses successful. The poll also found that the average pre-tax income among franchise owners is \$124,390! There are almost 3,000 opportunities to choose from in over 60 different industries, and you don't need any prior experience! Start-up costs begin at well below \$10,000, and some can even be run from home!

Think of it as buying the job of your choice, AND being the boss!

So if you'd like to receive free, no-obligation information about franchising, franchise opportunities, and the world's largest franchise expo, call:

1-800-IFE-INFO



A1 = 1

EXHIBIT A

Could This Be You? ^{AC = 2}



"I never thought about franchising when I came across FLOOR COVERINGS INTERNATIONAL as a trade show. But one thing led to another and I invested \$13,500 in an FCI franchise. Business is fantastic and the corporate backup is absolutely outstanding. I only wish I'd done it sooner!"
 - Bill Wellings
 Franchisee,
 FLOOR COVERINGS INTERNATIONAL

"Being a single parent, I was excited about making money while helping children at the same time. Now I own my own business with a good income and the opportunity to be home for my children. My investment of time and money has been very profitable - right now I'm preparing to buy my second PRE-FTT franchise with a portion of the profits from my first!"
 - Donna Hendricks
 Franchisee, PRE-FTT

"My orthodontic practice doesn't allow me the time for hands-on involvement with another business. I wanted a quality investment opportunity that wasn't excessively risky, with better returns than 'no-risk' options. Investing in DENNY'S Restaurant franchises has given me the best of both worlds. I couldn't have made a better decision."
 - Dr. Edwin Crenshaw
 Franchisee,
 DENNY'S RESTAURANTS

"John and I shared a consuming desire to own our own business and nurture it into a highly successful operation. TUTOR TIME had developed a unique concept into a complete system, using transferable skills thoroughly taught to their franchisees. Our decision to own a TUTOR TIME franchise was a choice made with confidence."
 - Lori Lary
 Franchisee,
 TUTOR TIME

"I exercised my IBM early retirement option and my wife insisted that I go to the Franchise Expo. I never intended to buy a franchise. I didn't want to go to the Expo and I didn't want to be in the printing business. Now I'm in business for myself with a FRANKLIN'S PRINTING franchise. It was the best move I could have made!"
 - Joe Brewer
 Franchisee,
 FRANKLIN'S PRINTING

Whatever your reasons for wanting a successful business of your own, take a close look at the franchise option.

- Almost 3,000 separate franchise opportunities to choose from -
- Only a handful require any previous experience -
- 70 different industry sectors -
- Start-up costs from under \$10,000 to \$1 million plus -

Many independent business start-ups fail because of obstacles that could have been avoided. With a franchise, you'll be trained in avoiding those obstacles and in getting maximum potential from your business. AND you'll get ongoing support for as long as you run the business. You'll be in business FOR yourself, but not BY yourself.

And now - according to a recent Gallup Poll, 94% of franchise owners are successful, averaging \$124,290 in pre-tax profits, and 75% would choose the exact same business again!

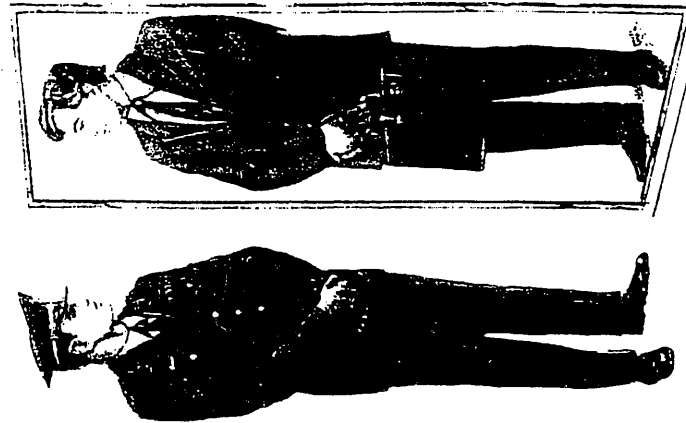
If you would like to receive a free, no-obligation brochure about franchising and the world's largest franchise expo, featuring over 300 exhibitors and a complete program of free seminars call toll-free (U.S. & Canada Only):

SPONSORED BY

1-800-447-4470

P.O. Box 17010 - Washington, D.C. 20040 • U.S. & Canada Only • Call (410) 642-8800 • Washington, D.C. Convention Center

EXHIBIT A



**We're Looking For
A Few Good Candidates**

Discipline - Leadership - Attitude

The parallels between franchise companies and the military are striking - which is why most veterans are ideal for starting a **SUCCESSFUL** business of their own through franchising.

But don't take our word for it, here are the facts: According to a recent Gallup Poll, 94% of franchise owners are successful, averaging \$124,290 in pre-tax income, and 75% said they'd choose the exact same business again! What's more, there's now financial assistance exclusively for veterans through a new program co-sponsored by the Small Business Administration that makes it possible to start up a franchise with no money down!

With almost 3,000 opportunities to choose from in over 60 different industries, the best career advice may be... **GO INTO BUSINESS FOR YOURSELF, BUT NOT BY YOURSELF.**

To receive a free, no-obligation brochure about franchising and the world's largest franchise expo, featuring over 300 leading franchise chains, call **TOLL-FREE** now:

1-800-IFE-INFO
You're In Demand!

INTERNATIONAL Franchise

and the proper management
AD # 3
"is unicer Association trees."

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EXHIBIT A



The IFA International Franchise Expo advertising and promotion campaign will impact MILLIONS of people in all 50 states and over 100 countries.

Look at what we'll be telling MILLIONS OF PEOPLE between now and the end of April...

THAT:

our survey revealed that 74% of franchise owners are successful that average pre-tax income is \$124,290; and that 75% of franchise owners would choose the exact same franchise again!

THAT:

There are almost 3000 franchise opportunities to choose from in almost 70 separate industries!

THAT:

Start-up costs range from under \$10,000 to over \$1 million and only a handful require any previous experience!

THAT:

There will be more franchise opportunities at the IFA INTERNATIONAL FRANCHISE EXPO in Washington D.C. on April 23-25, 1993 than have ever before been gathered in one place!

THAT:

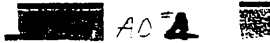
Free information about the Expo is available by calling the International Franchise Expo 800 number hotline!

THE SERIOUS BUYERS WILL BE THERE... WILL YOU?

For a brochure, and up-to-the-minute details on remaining booth space, call:

407/647-8521

ASK FOR: John Jackel, Steven Locking, Richard Brunsmann or Tom Portessy



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Complaint

EXHIBIT A

At Kings Island, there are more than 100 coasters, including the fastest, longest, baddest roller coaster in all coasterland, the Beast. A suspended roller coaster, Top Gun (based on the hit movie) debuts in April. Not for the faint-of-heart, the roller coaster will feature cars hanging under the track rather than riding on top. Her favorite is the monorail ride through Wild Animal Habitat, where lions, tigers, and elephants play and roam freely. More than 54 million visitors have experienced chills and thrill at this park since it opened in 1972.

MORE THRILLS ARE FOUND AT CONEY ISLAND, which features a 200-by-400-foot pool, the world's cleanest, and brightest recirculating swimming facility - plus miniature golf, picnic grounds, and children's rides. Kids love Zoom Flume water slide and the ZIPP roller coaster.

Any discussion of Cincinnati is incomplete without a word on food. After all, it is known as the "Eating Capital of the Midwest." At a restaurant town, "it's the only stop worth making between New York and San Francisco," says food guru Craig Claiborne. There's something to suit every whim and every wallet - from the five-star Maisonette to five-star chili. Nearly 150 restaurants specialize in the hot stuff, although Gold Star Chili and Skyline are the two big outliers. At Skyline alone, more than 66,000 pounds of beef and 40,000 pounds of mild cheddar cheese a week are used. (And hear the secret mix consists of chocolate and cinnamon.)

Bob Hope's favorite ribs are served at Montgomery Inn's Boathouse on the riverfront and there's also Johnny Bench's Hall of Fame steaks at the Precinct (an old police station). Whatever you do, don't leave without sampling Graeter's ice cream (macaroon, conut, double chocolate dip), which is shipped all over the country.

Savoring Cincinnati... it can become a habit.

Lilla F. Brady is managing editor of Cincinnati Magazine. **A**

**If You Go Into
Business For Yourself
Your Chances of Success
are 94% or 35%!**

WHICH WILL YOU CHOOSE?

If you buy a Franchise Business,
your chances of success are 94%!

THAT'S A FACT according to a recent Gallup Poll.
Conversely, it's estimated that only 35% of
independent business start-ups survive five years.

If you're serious about starting your
own successful business, take a close look
at what owning a Franchise Business can offer you.
There are almost 3000 separate opportunities
to choose from, in 70 different industries.

Start-up costs begin as low as \$10,000,
and only a handful require prior experience!

The 1991 Gallup Poll revealed an average
pre-tax income among franchisees of \$124,290,
and that 75% of Franchise owners would
choose the exact same franchise again!

So if you would like to receive a complimentary
no-obligation brochure about Franchise opportunities
and the World's Largest Franchise-Expo,

CALL TOLL FREE

1-800-IFE-INFO

Knowledge is Power.

AD #5

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EXHIBIT A

ADVERTISEMENT

Enclosure C

AD#

6

SUCCESS READER SERVICE

SUCCESS SELECTS SUCCESS SELECTS

LANIER

15. The company with the strongest product guarantee in the industry has now set new standards of excellence with its award-winning copiers. Buvers Laboratory Inc., an independent office products testing firm, has lauded Lanier's comprehensive product line with its "Most Outstanding Copier Line of the Year" award. Lanier has a copier to fit your exact needs. With more than 1,600 locations in 80 countries, Lanier's dedicated service network is

ready to service your business. Call 1-800-852-2679 or circle no. 15.



16. **LifeTrends** – For more information on the half-day diet and/or the LifeTrends opportunity, call 1-800-688-5732 or circle no. 16.

17. **American Leak Detection** – Unique franchise opportunity in electronic leak detection and repair of concealed water and gas leaks. Protected territories still available. Financing available OAC. Circle no. 17.

18. **The Mentor Group Inc.** – Award-winning consultants that specialize in mentoring individuals as well as small corporations. Get the edge! Please call us at 404-936-8060 or circle no. 18.

19. **Styles-on-Video** – Become part of a growing network of independent Styles-on-Video computer imaging consultants/business owners. Proven success, unlimited marketing potential. Circle no. 19.

20. **Computer Associates Textor** – CA – Textor is the friendliest, easiest

word processor you will ever meet. For a limited time, it's just \$99 and *Grammatik* is free! Call 1-800-225-5224 today for a free demo disk or circle no. 20.

SUCCESS SELECTS SUCCESS SELECTS

**21. Blenheim**

The IFA International Franchise

Expo ("IFE") is the

world's largest franchise event, featuring hundreds of franchise opportunities. A recent Gallup Poll showed that 94 percent of franchise owners are successful, with an average pre-tax profit of \$124,290! The IFE is a three-day event (Friday to Sunday) April 23 to 25 at the Washington, D.C., Convention Center. Call 1-800-IFE-INFO (407-647-8521 outside U.S. and Canada). Circle no. 21.



FREE CBSI 486 SX Computer

FREE 486 Computer Color Monitor Printer

You can earn \$2,000 to \$10,000 per month from your kitchen table providing needed services for your community. Computer Business Services needs individuals to run a computer from their home. You do not need to own or know how to run a computer. If you purchase our software, we will give you a FREE 486 computer, VGA color monitor, 80 meg hard drive and a printer. If you already have a computer, we will give you a discount. The industrial revolution is over but the service revolution is just starting. Rather than setting up offices all over the U.S., we are showing individuals and couples how to provide our services and letting everyone involved in this service revolution reap the benefits. Our way of training our new service providers and their success rate is the talk of the computer industry. Call or write for a free 3 hour cassette tape and color literature and find out how easy it can be for you to earn money in your spare time and help your community.

Call toll-free: 1-800-343-8014, ext. 48
(in Indiana: 317-758-4415) Fax to: (317) 758-5827 Or Write:

COMPUTER BUSINESS SERVICES, INC., CBSI PLAZA, STE. 48, SHERIDAN, INDIANA 46069

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EXHIBIT B

I.F.A. FRANCHISE EXPO SPOT

Taped from CNN Headline News, 3-31-93, 8 o'clock Hour

Audio

Announcer: How would you like to own your own successful business and earn over 124 thousand dollars a year.

Well a recent independent survey showed that franchise owners enjoy an incredible 94 percent success rate and an average income of more than 124 thousand dollars.

There are thousands of franchises to choose from. With start-up costs from less than 10 thousand dollars. And you don't need any previous experience.

If you're serious about running your own business, call this toll free number now to receive a free brochure on franchise opportunities and the world's largest franchise expo.

Video

Super: OWN YOUR OWN BUSINESS? EARN \$124,000+ A YEAR!

Super: Independent Survey 94% Success Rate! Average Income \$124,290! Poll Surveyed 994 Franchise Owners

Super Over Video: Call Now! 1-800-IFE-INFO

Video: People talking to franchisors at booths. Logo's and booths shown of: Subway, Athlete's Foot, Burger King, American Carpet Gallery, Baskin Robbin, Las Vegas Discount Golf and Tennis, Long John Silver

Super: International Franchise Expo (top left screen) IFA Logo (top right screen) APRIL 23, 24, 25, 1993 WASHINGTON, D.C. CONV. CTR. World's Largest Franchise Expo! 1-800-IFE-INFO

Open to the Public

EXHIBIT C

Radio ad for International Franchise Expo - 60 secs

ARE YOU READY TO RUN YOUR OWN SUCCESSFUL BUSINESS?
WE'LL GET READY, BECAUSE THE WORLD'S LARGEST FRANCHISE
EXPO IS JUST AROUND THE CORNER.

VISIT THE INTERNATIONAL FRANCHISE EXPO THIS FRIDAY,
SATURDAY AND SUNDAY AT THE WASHINGTON D.C. CONVENTION
CENTER AND FIND OUT HOW THOUSANDS HAVE BECOME
SUCCESSFUL BUSINESS OWNERS, EVEN WITH NO PREVIOUS
EXPERIENCE.

A RECENT POLL OF 994 FRANCHISE OWNERS SHOWED A 94% SUCCESS
RATE AND AN AVERAGE PRE-TAX INCOME OF OVER A HUNDRED AND
TWENTY FOUR THOUSAND DOLLARS.

MCDONALDS, BURGER KING, MINEKE MUFFLERS, DRYCLEN USA AND
HUNDREDS MORE - THIS IS YOUR ONCE-A-YEAR OPPORTUNITY TO
MEET THEM ALL UNDER ONE ROOF AND FIND THE BUSINESS THAT
SUITS YOU.

IF YOU'RE SERIOUS ABOUT BEING IN BUSINESS FOR YOURSELF BUT
NOT BY YOURSELF, CALL ONE, EIGHT HUNDRED, FOUR THREE THREE.
FOUR SIX THREE SIX FOR DETAILS.

THE INTERNATIONAL FRANCHISE EXPO, THIS FRIDAY, SATURDAY
AND SUNDAY AT THE WASHINGTON D.C. CONVENTION CENTER FROM
10AM UNTIL 5PM EACH DAY. CALL ONE EIGHT HUNDRED, FOUR
THREE THREE, FOUR SIX THREE SIX.

DON'T MISS IT - IT MAY HOLD THE KEY TO YOUR FUTURE!

BLENHEIM EXPOSITIONS, INC.

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EXHIBIT D

The Gallup Organization, Inc.

PRINCETON, NEW JERSEY

*Association Research Group
300 South 68th Street
Lincoln, Nebraska 68510
(401) 489-8700*

INTERNATIONAL FRANCHISE ASSOCIATION

Washington, D.C.

FRANCHISE BUSINESS OWNER STUDY

January 1992

Prepared by

The Gallup Organization, Inc.
Princeton, New Jersey

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EXHIBIT D

The Gallup Organization, Inc.

PRINCETON, NEW JERSEY

INTERNATIONAL FRANCHISE ASSOCIATION
Washington, D.C.

NATIONAL FRANCHISE OWNER STUDY

Executive Summary

January 1992

Prepared by

The Gallup Organization, Inc.
Princeton, New Jersey**Introduction:**

The Gallup Organization, Inc. of Princeton, New Jersey conducted market research for the International Franchise Association (IFA) of Washington, D.C. The overall purpose of this market research was to determine, among franchise owners, their attitudes and opinions with regard to their franchise-owning experience.

Methodology:

To accomplish the objectives of this study, Gallup interviewed, by telephone, a national sample of 994 franchise owners across the continental United States during November and December 1991.

Stability of Results:

At the 95% level of confidence, the maximum expected error range for a sample of 994 respondents is $\pm 3.1\%$. Stated more simply, if 100 different samples of 994 individuals who were franchise owners in the United States were chosen randomly from a national sample of franchise owners, 95 times out of 100 the results obtained would vary no more than ± 3.1 percentage points from the results that would be obtained if the entire franchise owner population were interviewed.

EXHIBIT D

National Franchise Owner Study

Major Findings:

1. Almost all (94%) of the respondents said that overall, they considered their franchise operation to be either very (47%) or somewhat (47%) successful.
2. More than seven-tenths of the franchise owners said that their franchise operation had either exceeded or met their expectations with regard to both their personal satisfaction in operating the franchise (76%) and their overall satisfaction (73%).
3. The respondents' high ratings of satisfaction and success of their operation did not come without hard work. More than eight-tenths of the owners said their franchise operation had met most of, or exceeded, their expectations with regard to the number of hours they had to work (they had to work more). In fact, a positive correlation existed between the respondents' overall satisfaction with the franchise and their levels of active involvement. The higher the respondents' level of active involvement on a day-to-day basis with the franchise, the higher their level of satisfaction.
4. Three-fourths (75%) of the respondents said that if given the same opportunity (knowing what they know now) they would purchase or invest in this same franchise business again. Respondents who had income of \$50,000 or more were particularly likely to make such a re-investment (81%). Although respondents with higher incomes tended to be more likely to re-invest in the same franchise (if given the same opportunity), it should be noted that the majority of all respondent groups said they

would repeat the investment in the franchise again if given the chance.

5. More than six-tenths (63%) of the owners said they were more satisfied with their franchise than with previous business experiences, while 23% reported the same level of satisfaction.

6. Almost eight-tenths (79%) of the respondents rated their relationship with their franchise or company as being either excellent (39%) or good (40%). Only 6% reported "poor" working relationships.

Gender	
Male	82%
Female	18%
IFA Membership	
Member	71%
Nonmember	29%
Ownership of Franchise Operation	
Sole Owners	63%
Multiple Owners	36%
Years in Business	
Mean	7.4 yrs.
Median	5.0 yrs.
Estimated Gross Income Before Taxes	
Mean	\$124,290.



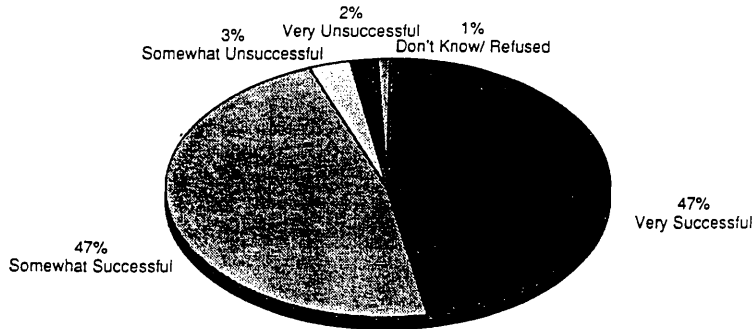
Complaint

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EXHIBIT D

Overall Success

"Overall, would you consider your franchise operation to be very successful, somewhat successful, somewhat unsuccessful or very unsuccessful?"
(n=994)



- Almost all (94%) of the respondents said that overall, they considered their franchise operation to be either very (47%) or somewhat (47%) successful. Only one in fifty (2%) said they considered their franchise operation to be very unsuccessful.
- Those respondents who tended to rate their franchise operation overall as being more successful included:
 - respondents with incomes of \$150,000 or more (67%)
 - respondents who had been in business for 11 years or more (57%)

Response	% Total
Less than \$50,000	26%
\$50,000 to less than \$100,000	23%
\$100,000 to less than \$300,000	26%
\$300,000 or more	11%
Don't Know	2%
Refused	12%

• On average, respondents reported their annual gross income, before taxes, as a franchise owner was \$124,290. Approximately one-half of the respondents (48%) reported a gross income under \$100,000, while slightly more than one-third (36%) grossed over \$100,000.

Response	% Total
\$50,000 or less	37%
\$50,001 to \$100,000	19%
\$100,001 to \$300,000	15%
\$300,001 or more	11%
Don't Know	4%
Refused	14%
Mean Cost	\$147,570

• As would be expected, respondents reported a wide variety of amounts of total investment cost that they incurred for their franchise. On average, however, respondents reported investing \$147,570.

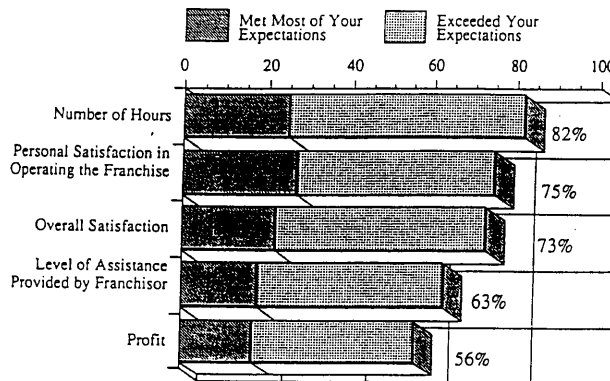


INTERNATIONAL FRANCHISE ASSOCIATION

EXHIBIT D

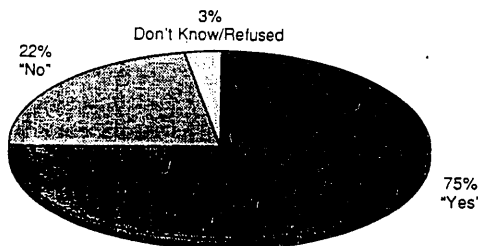
Expectations

Level of Expectations Being Met for Various Aspects of the Franchise



Given Another Chance...

"Knowing what you know now, if given the opportunity, would you purchase or invest in this same franchise business again?"
(n=994)



- Those respondents who tended to be most likely to repeat their franchise investment included:
 - respondents with annual gross incomes of \$50,000 or more (81%)
 - respondents who own two or more franchises (79%)
 - respondents who had been in the business five years or less (77%)



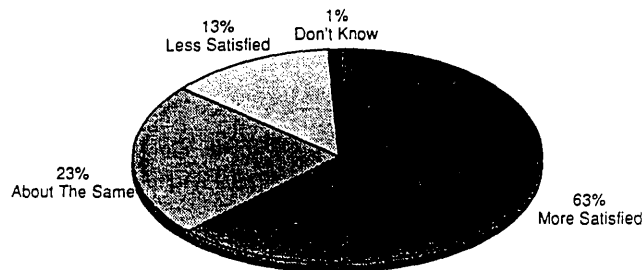
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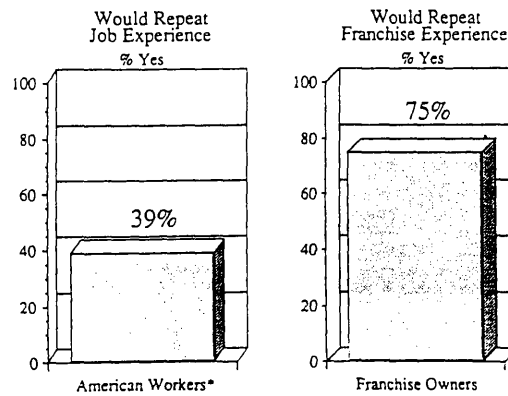
EXHIBIT D

Comparison to Other Businesses/Jobs
 Level of Overall Satisfaction as an Owner of a Franchise
 Compared to Other Businesses Owned/Operated or Jobs Held
 (n=994)



• Relative to other businesses they have owned or operated, or other jobs they have held, a majority of respondents (63%) reported they were more satisfied with the franchise operation. Only slightly more than one-tenth (13%) of the respondents said that previous businesses they had owned or operated or jobs they had held proved to be more satisfying than their current position of owning a franchise.

American Workers/Franchise Owners



* Results are based on a national Gallup poll of n=783 Americans, 18 and older, who held jobs, conducted in July, 1991, with a plus/minus 4% error range.

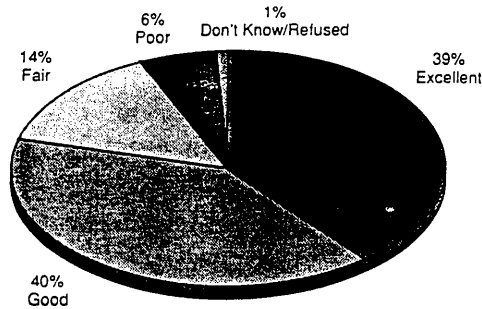


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EXHIBIT D

Relationship With Franchisor

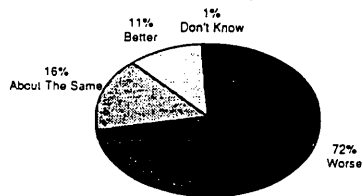
Ratings of Working Relationships with Franchisor Company
(n=994)



Approximately four-fifths (79%) of the respondents rated their relationship with the franchisor company as being either excellent (39%) or good (40%). Only 6% of the respondents rated this relationship as poor.

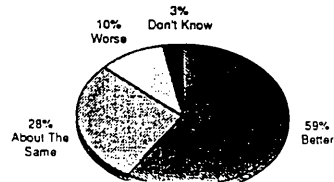
Rating of Economic Conditions

"As a business owner, compared to three years ago, do you think general economic conditions are better, about the same or worse?"
(n=994; % Total)



Looking Ahead

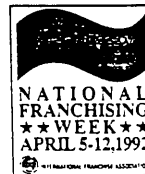
"As a business owner, in the next three years, do you think general economic conditions will be better, about the same or worse?"
(n=994)



For More Information

MPR Department
International Franchise Association
1350 New York Avenue, N.W.
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Washington, D.C. 20005-4709
Phone: 202-628-8000
Fax: 202-628-0812

The International Franchise Association, founded in 1960, is the oldest and largest association representing franchisors in the world. IFA serves as a resource center for both current and prospective franchisors and franchisees, as well as government and the media.



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EXHIBIT D

Complete Study

Introduction

The Gallup Organization, Inc. of Princeton, New Jersey conducted market research for the International Franchise Association (IFA) of Washington, D.C. The overall purpose of this market research was to determine franchise owners' attitudes and opinions toward the franchise experience.

Methodology

To accomplish the objectives of this study, Gallup interviewed, by telephone, a national sample of 994 franchise owners across the continental United States during November and December 1991. Gallup utilized a multiple callback methodology in which up to ten callbacks were made in the same telephone number in order to eliminate bias in favor of those franchise owners easy to reach by telephone. Gallup provided experience, professionally trained interviewers under the exclusive employment of Gallup. All interviewers involved in this project were briefed specifically as to the objectives and methodology of the study.

All field work was validated at the 10% level by supervisory callbacks. Telephone interviews were monitored internally as part of the ongoing Gallup process for evaluating interviewers. All completed questionnaires were edited and coded independently as a quality control measure.

Sampling and Weighting Methodologies

The sample of franchise locations used for this survey was based on a two-stage stratified probability design with clustering within units (franchisor systems) drawn at the first stage.

An adequate master list, or "frame" of independent franchise locations did not exist prior to the beginning of this project, at least not in a form that included the relevant business locations and was at the same time practically useful. Available sampling frames were either too inclusive (i.e., Dunn & Bradstreet's business universe of over 7 million U.S. businesses, from which it was impossible to select franchise location directly, and which therefore would have required extensive and costly telephone screening), or incomplete and unacceptably biased from the point of view of representing the universe of franchise locations.

In order to provide a sample of franchise locations that would provide both acceptable coverage of the population and reasonable cost efficiencies, The Gallup Organization hired Documents To Go, a Washington DC-based company to draw the sample for a survey of franchise locations research.

Documents To Go was instructed to draw the sample in two phases. First, Gallup requested a listing of active franchisors, to be as complete and accurate as possible. The completeness and accuracy of this listing was secured, to the degree that it is possible to do so, by the use of cross-checking of whatever sources were available. The requested listing included the names of franchisors and number of active franchise units for each (i.e., a count of the number of active franchise locations that does not include company-owned locations). Documents To Go, in response to that request, compiled a list of 1,723 U.S., franchisors and provided the number of franchise locations in the U.S., according to the sources used for compilation of the list. Gallup divided this list into five size of franchisor system

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EXHIBIT D

groupings, or strata, as described in the first column of the table provided below. A random sample of franchisors was selected within each stratum; the sample sizes are provided in the second column of the table.

The second stage of sampling was carried out by Document To Go personnel, who were instructed to draw systematic samples of franchise locations for each of the 500 franchisors selected in stage 1. The number of franchise locations selected within a franchise organization (the "cluster size") was dependent upon the size of the organization; larger samples of franchise locations were drawn from larger organizations, as shown in the table below:

TABLE 1: SAMPLE DESIGN FOR FRANCHISE SURVEY

Size of Franchisor System	Number of Franchisors Selected	Cluster Size
1-2	80	1
3-10	135	2
11-100	150	6
101-1,000	100	20
1,001+	35	50

The sample provided by Documents To Go was used to complete 994 interviews with franchises. The designs used to draw the sample of franchisees requires weighting before it can be used to represent the population of franchisees. The weighting was intended to correct two potential sources of disproportionality; at the franchisor selection stage, and at the franchise location selection stage. First, a weight was appended to each data record to correct for the fact that the probability of selection at the second stage of sampling was not equal across franchisors (i.e., 50 franchise locations were selected whether the franchisor organization contained 1,001 or 3,000 locations). A second, independent adjustment was made to correct for the fact that the probability of selection at the first stage of sampling was not equal across franchisor size strata (i.e., franchisors had the same probability of selection whether their organizations included 101 or 1,000 franchise locations). A final poststratification adjustment was used to ensure conformity between the weighted distribution of franchise locations by size stratum, and the known distribution. The analysis provided in the tabulations and the report are based on the sampling and weighting procedures described above, designed to allow projections to be made from the survey data to the population of franchise owners.

Survey Instrument Development

Items included in the questionnaire were mutually agreed upon by The Gallup Organization and IFA. IFA had responsibility for identifying question areas and information desired. Gallup had responsibility for ensuring that all items that were written were technically correct and without bias.

Stability of Results

At the 95% level of confidence, the maximum expected error range for a sample of 994 respondents is $\pm 3.1\%$. Stated more simply, if 100 different samples

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of 994 individuals who were franchise owners in the United States were chosen randomly from a national sample of franchise owners, 95 times out of 100 the results obtained would vary no more than ± 3.1 percentage points from the results that would be obtained if the entire franchise owner population were interviewed.

Reports Prepared

IFA has been provided a complete set of tabular results by frequency and percentage for each of the major classifications. These tabular results should serve as reference material and be consulted before important decisions are made. This narrative report focuses on what are felt to be the most meaningful findings of this study.

EXHIBIT D

TABLE A
Sample Characteristics
(n=994)

	<u>Percent</u>
<u>Gender</u>	
Male	82%
Female	18
<u>IFA Membership</u>	
Member	71%
Nonmember	29
<u>Ownership of Franchise Operation</u>	
Sole owner	63%
Multiple owners	36

-- The typical franchise owner had the following characteristics:

- male (82%)
- was an IFA member (71%)
- was the sole owner of a franchise (63%)

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EXHIBIT D

"In total, how many years have you been in business as a franchise owner?"

TABLE 1

Number of Years as a Franchise Owner -- in Total

<u>Number of Years</u>	<u>% Total (n=994)</u>	<u>% IFA Membership</u>	
		<u>Member (n=593)</u>	<u>Nonmember (n=401)</u>
Less than 1 year	5%	4%	9%
One	6	6	4
Two	11	10	11
Three	15	17	11
Four	11	9	14
Five	8	9	7
5 years or less (Net)	56%	56%	56%
Six	6	6	7
Seven	3	2	5
Eight	5	5	5
Nine	3	3	4
Ten	3	3	4
6-10 years (Net)	20	18	25
11-15 years (Net)	12	11	13
16-20 years (Net)	6	7	3
21 years or more	6	8	2
Mean (years)	7.4	7.8	6.5
Median (years)	5.0	5.0	5.0

- More than one-half (56%) of the respondents said they had been a franchise owner for five years or less. More than three-fourths (76%) had been in the business as a franchise owner for ten years or less.
- On average, respondents said they had been in the business as a franchise owner for slightly more than seven years (7.4). IFA members (7.8 years) tended to have been members slightly longer than their nonmember (6.5) counterparts.

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EXHIBIT D

"In total, how many years have you been in business as a franchise owner for this particular business?"

TABLE 2
Number of Years as a Franchise Owner -
This Particular Business

Number of Years	%	% IFA Membership		
		Total (n=994)	Member (n=593)	Nonmember (n=401)
Less than 1 year	7%			9%
One	6		7	4
Two	12		12	12
Three	16		17	13
Four	11		10	13
Five	8		9	7
5 years or less (Net)	60%		60%	59%
Six	6		6	7
Seven	4		3	6
Eight	4		5	4
Nine	3		2	4
Ten	3		3	4
6-10 years (Net)	21		19	26
11-15 years (Net)	10		9	13
16-20 years (Net)	4		5	2
21 years or more	6		8	1
Mean (years)	6.8		7.1	5.9
Median (years)	4.0		4.0	4.0

- Six-tenths (60%) of the respondents said they had been franchise owner of a particular business they were being interviewed about for five years or less. Approximately eight-tenths (81%) had been owners of that business for ten years or less.
- On average, respondents had been owners of that particular business for approximately seven (6.8) years.

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EXHIBIT D

"OVERALL, WOULD YOU CONSIDER YOUR FRANCHISE OPERATION
TO BE VERY SUCCESSFUL, SOMEWHAT SUCCESSFUL,
SOMEWHAT UNSUCCESSFUL OR VERY UNSUCCESSFUL?"
(n=994)

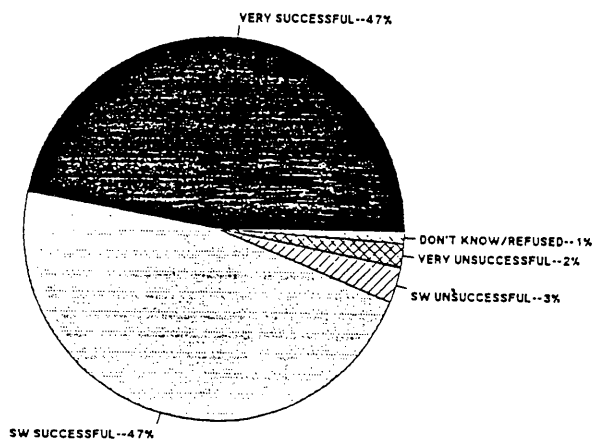


FIGURE 1

-- Almost all (94%) of the respondents said that overall, they considered their franchise operation to be either very (47%) or somewhat (47%) successful. Only one in fifty (2%) said they considered their franchise operation to be very unsuccessful.

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EXHIBIT D

"Overall would you consider your franchise operation to be very successful, somewhat successful, somewhat unsuccessful, or very unsuccessful?"

TABLE 3
Overall Success of Franchise -- By respondent Group

	<u>% Very Successful</u>	<u>% Somewhat Successful</u>	<u>% very/ Somewhat Successful</u>
Total (n=994)	47%	47%	95%
<u>IFA Membership</u>			
Member (n=593)	50%	44%	95%
Nonmember (n=401)	39	55	94
<u>Years in Business</u>			
5 years or less (n=593)	43%	49%	93%
6-10 years (n=204)	46	51	97
11 years or more (n=197)	57	40	97
<u>Income</u>			
Under \$50,000 (n=271)	21%	52%	88%
\$50,000 to less than \$150,000 (n=347)	52	46	98
\$150,000 or more (n=233)	67	29	96
<u>Number of Franchises Owned</u>			
One only (n=613)	43%	50%	93%
Two or more (n=376)	53	44	97
<u>Number of Owners for this Franchise</u>			
Sole owner (n=662)	49%	46%	96%
Multiple owner (n=329)	44	49	93

-- Those respondents who tended to rate their franchise operation overall as being more successful included:

- respondents with incomes of \$150,000 or more (67%)
- respondents who had been in business for 11 years or more (57%)
- respondents who own two or more franchises (53%)
- IFA member (50% very satisfied)
- respondents who were the sole owner of a franchise (49%)

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EXHIBIT D

"How involved are you with your franchise operation? Would you say you are actively involved on a day-to-day basis, moderately involved, but not on a day-to-day basis, rarely involved, or not involved?"

TABLE 4
Level of Involvement in Franchise Operation

<u>Response</u>	<u>% Total</u> <u>(n=994)</u>	<u>Owner satisfaction compared</u> <u>to other jobs, business owned</u>		
		<u>%More</u> <u>Satisfied</u> <u>(n=575)</u>	<u>%</u> <u>Same</u> <u>(n=243)</u>	<u>% Less</u> <u>Satisfied</u> <u>(n=143)</u>
Actively involved	85%	91%	77%	71%
Moderately Involved	11	8	8	15
Rarely involved	3	1	1	7
Not involved	1	0	*	4
Mean**	3.80	3.89	3.69	3.58

* Less than 1% mention

** Actively involved=4, moderately involved=3, rarely involved=2, not involved=1

- Approximately five-sixths (85%) of the respondents said they were actively involved with their franchise on a day-to-day basis. Almost all (96%) of the respondents said they were either actively or moderately involved in their business' day-to-day operations.
- A positive correlation existed between the respondents' overall satisfaction with the franchise and their levels of involvement. The higher the respondents' level of satisfaction with the job the higher their level of involvement on a day-to-day basis.

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EXHIBIT D

"Please tell me if your franchise operation has exceeded your expectations, met most of your expectations, met some of your expectations, or not met your expectations with regard to the following? How about regarding (____)?"

TABLE 5
Level of Expectations Being Met for
Various Aspects of the Franchise
(n=994)

<u>Response</u>	<u>Profit</u>	<u>Number of hours had to work</u>	<u>Level of assistance provided by franchisor</u>	<u>Personal satisfaction in operating the franchise</u>	<u>Overall satis- faction</u>
Exceeded your expectations	17%	25%	18%	27%	22%
Met most of your expectations	39	57	45	48	51
Exceeded/met most of your expectations	55	82	63	76	73
Met some of your expectations	27	12	25	18	20
Did not meet your expectations	16	4	11	6	6
Don't know/refused	2	2	1	1	1
Mean*	2.57	3.06	2.71	2.98	2.90

*5=exceeded your expectations, ... 1=did not meet your expectations

- For all five of the areas tested (profit, number of hours had to work, level of assistance provided by franchisor, personal satisfaction in operating the franchise, overall satisfaction), more than one-half of the respondents said their experiences with their franchise operation had either exceeded or met most of their expectations.
- Respondents particularly felt their expectations had been met or exceeded for the number of hours they had to work (they had to work more than they expected) their personal satisfaction in operating the franchise (76%), and their overall satisfaction with the franchise (73%).

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EXHIBIT D

LEVEL OF EXPECTATIONS BEING MET FOR VARIOUS ASPECTS OF THE FRANCHISE

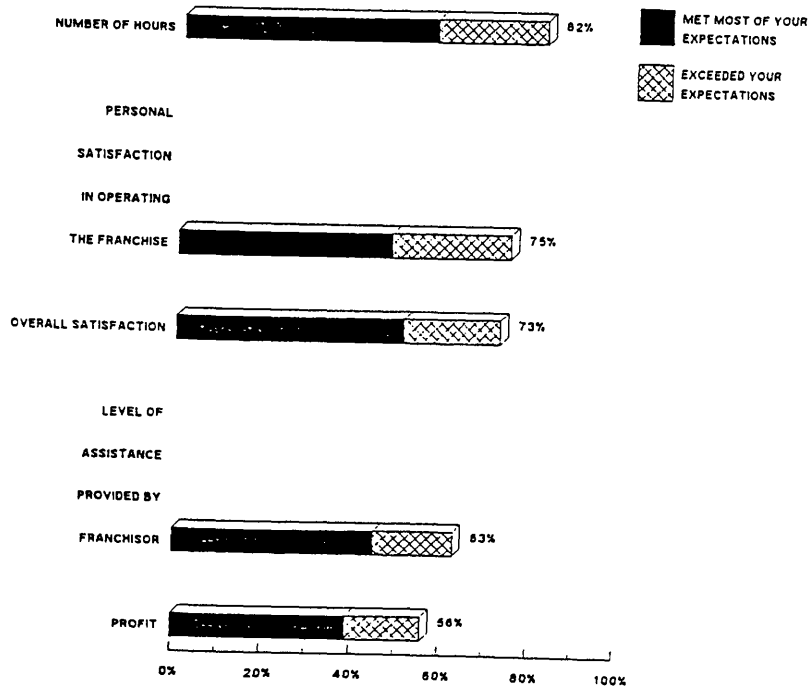


FIGURE 2

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EXHIBIT D

"As the owner of the franchise, would you estimate that your annual gross income, before taxes, is over or under \$100,000?"

TABLE 6
Estimated Annual Gross Income Before Taxes
(n=994)

<u>Response</u>	<u>% Total</u>	<u>% who gave a specific response (excludes don't know/refused)</u>
Less than \$25,000	9%	11%
\$25,000 to less than \$50,000	16	19
Less than \$50,000	26%	30%
\$50,000 to less than \$100,000	23%	27%
\$100,000 to less than \$150,000	12	14
\$150,000 to less than \$200,000	7	9
\$200,000 to less than \$300,000	6	7
\$100,000 to less than \$300,000	26%	30%
\$300,000 or more	11%	13%
Don't know	2	
Refused	12	
Mean	\$124,290	

- On average, respondents reported their annual gross income, before taxes, as a franchise owner was \$124,290. Approximately one-half of the respondents (48%) reported a gross income under \$100,000, while slightly more than one-third (36%) grossed over \$100,000.

EXHIBIT D

ESTIMATED ANNUAL GROSS INCOME BEFORE TAXES

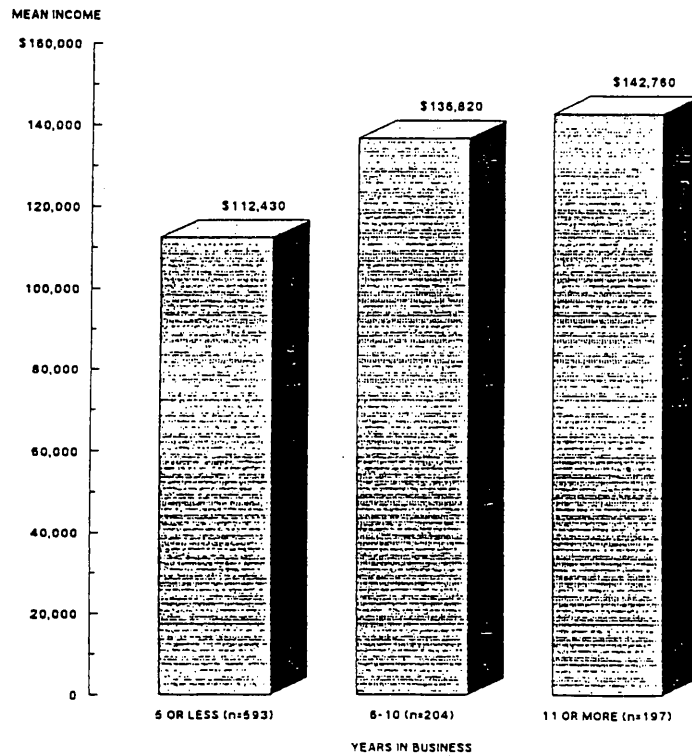


FIGURE 3

- A positive correlation existed between the respondents' number of years in the franchise business and their estimated annual gross income. The longer the respondents had been in business, the higher was their average reported annual gross income. Respondents who owned two or more franchises tended to report higher gross incomes than did their counterparts who owned only a single franchise.

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EXHIBIT D

"KNOWING WHAT YOU KNOW NOW, IF GIVEN THE OPPORTUNITY,
WOULD YOU PURCHASE OR INVEST IN THIS SAME
FRANCHISE BUSINESS AGAIN?"

(n=994)

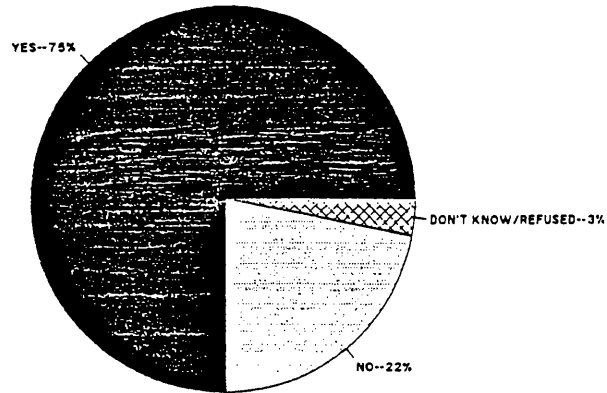


FIGURE 4

- Three-fourths of the respondents (75%) said that knowing what they know now, if given the opportunity, they would purchase or invest in the same franchise business again. Less than one-fourth (22%) indicated they would not repeat such a purchase or investment decision again.

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EXHIBIT D

"Knowing what you know now, if given the opportunity, would you purchase or invest in this same franchise business again?"

TABLE 7
Incidence of Investing in Same Franchise
Business Again -- By Respondent Group

	<u>% Yes</u>
Total (n=994)	75%
<u>IFA Membership</u>	
Member (n=593)	75%
Nonmember (n=401)	76
<u>Years in Business</u>	
5 years or less (n=593)	77%
6-10 years (n=204)	76
11 years or more (n=197)	72
<u>Income</u>	
Under \$50,000 (n=271)	63%
\$50,000 to less than \$150,000 (n=347)	81
\$150,000 or more (n=233)	81
<u>Number of Franchises Owned</u>	
One only (n=613)	72%
Two or more (n=376)	79
<u>Number of Owners for this Franchise</u>	
Sole owner (n=662)	76%
Multiple owners (n=329)	74

-- Those respondents who tended to be most likely to repeat their franchise investment included:

- respondents with annual gross incomes of \$50,000 or more (81%)
- respondents who own two or more franchises (79%)
- respondents who had been in the business five years or less (77%)

-- It should be noted that the majority of all respondents said they would repeat the investment in the franchise again if given the chance.

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EXHIBIT D

"When you first purchased or invested in this franchise operation, what was the total investment cost, including franchise fees and any additional expenses that you incurred?"

TABLE 8
Estimated Total Investment Cost, Including
Franchise Fees and any Additional Expenses
That Were Incurred
(n=994)

<u>Response</u>	<u>% Total</u>	<u>% of those who gave a specific answer (excludes don't know/refused)</u>
\$10,000 or less	8%	10%
\$10,001-\$20,000	8	10
\$20,001-\$30,000	7	9
\$30,001-\$40,000	6	7
\$40,001-\$50,000	7	9
\$50,000 or less	37%	45%
\$50,001-\$60,000	2	3
\$60,001-\$70,000	2	2
\$70,001-\$80,000	7	8
\$80,001-\$90,000	2	2
\$90,001-\$100,000	7	8
\$50,001 to \$100,000	19%	23%
\$100,001-\$200,000	9	12
\$200,001-\$300,000	5	6
\$100,001-\$300,000	15%	18%
\$300,001-\$400,000	3	4
\$400,001-\$500,000	1	2
\$500,001 or more	6	7
300,001 or more	11%	13%
Don't know	4	-
Refused	14	-
Mean	\$147,570	

-- As would be expected, respondents reported a wide variety of amounts of total investment cost that they incurred for their franchise. On average, however, respondents reported investing \$147,570.

EXHIBIT D

"Considering other businesses that you have owned and operated, or other jobs that you have held, would you say that you have worked more hours, about the same amount of hours, or less hours as the owner of this franchise?"

TABLE 9
Number of Hours Worked as Owner of Franchise Compared to Other Businesses Owned/Operated or Jobs Held

	% Total (n=994)	% IFA Membership	
		Member (n=593)	Nonmember (n=401)
More hours	51%	51%	52%
About the same	30	31	28
Less hours	15	15	13
Not applicable/no other job/business	3	3	4
Net (more hours minus less hours)	37%	36%	39%

-- Compared to other businesses they have owned or operated or other jobs they have held, respondents tended to report they were working more hours (51%) as owner of the franchise operation. This was particularly true of respondents who owned multiple franchises. Fifty-seven percent (57%) of these respondents said they worked more hours than they did compare to their previous work history.

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EXHIBIT D

"Relative to other businesses that you have owned or operated, or other jobs you have held, would you say you are more satisfied, have about the same level of satisfaction, or are less satisfied overall with being the owner of this franchise?"

TABLE 10
Level of Overall Satisfaction as Owner of
Franchise Compared to Other business
Owned/Operated of Jobs Held

Response	% Total (n=994)	% IFA Membership	
		Member (n=593)	Nonmember (n=401)
More satisfied	63%	65%	58%
About the same level	23	20	28
Less satisfied	13	14	13
Don't know	1	1	1
Net (more satisfied minus less satisfied)	49%	51%	44%

- Relative to other businesses they have owned or operated, or other jobs they have held, a majority of respondents (63%) reported they were more satisfied with the franchise operation. Only slightly more than one-tenth (13%) of the respondents said that previous businesses they had owned or operated or jobs they had held proved to be more satisfying than their current position of owning a franchise.

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LEVEL OF OVERALL SATISFACTION AS OWNER OF FRANCHISE
COMPARED TO OTHER BUSINESSES OWNED/OPERATED
OR JOBS HELD
(n=994)

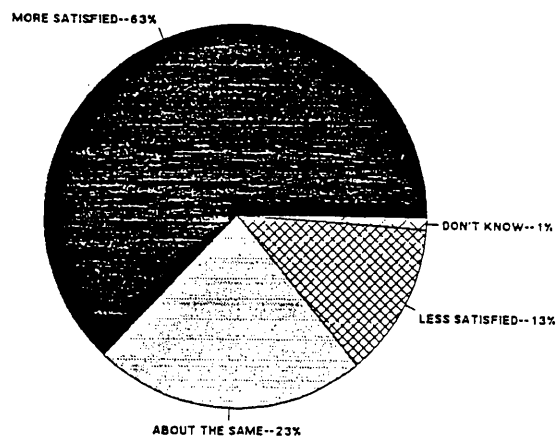


FIGURE 5

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EXHIBIT D

"Would you rate your working relationship with the franchisor company as being excellent, good, fair or poor?"

TABLE 11
Ratings of Working Relationships
With Franchisor Company

<u>Response</u>	<u>% Total</u> <u>(n=994)</u>	<u>% IFA Membership</u>	
		<u>Member</u> <u>(n=593)</u>	<u>Nonmember</u> <u>(n=401)</u>
Excellent	39%	38%	43%
Good	40	40	40
Fair	14	15	12
Poor	6	7	6
Mean*	3.13	3.10	3.20

-- Approximately four-fifths (79%) of the respondents rated their relationship with the franchisor company as being either excellent (39%) or good (40%). Only 6% of the respondents rated their relationship as poor.

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EXHIBIT D

RATINGS OF WORKING RELATIONSHIPS
WITH FRANCHISOR COMPANY
(n=994)

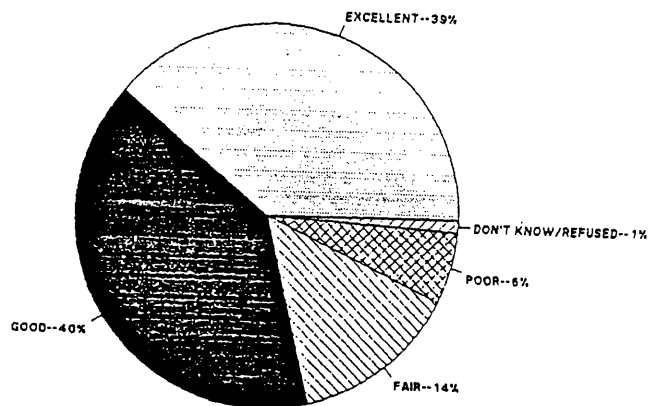


FIGURE 6

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EXHIBIT D

"AS A BUSINESS OWNER, COMPARED TO THREE YEARS AGO,
DO YOU THINK GENERAL ECONOMIC CONDITIONS ARE
BETTER, ABOUT THE SAME OR WORSE?"
(n=994; % TOTAL)

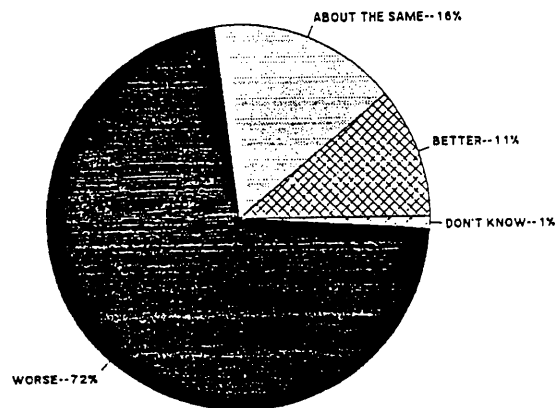


FIGURE 7

- More than seven-tenths (72%) of the respondents said that compared to three years ago, they felt the general economic conditions were worse now. Only one-tenth (11%) considered economic conditions better than they were three years ago for business owners.

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EXHIBIT D

"AS A BUSINESS OWNER, IN THE NEXT THREE YEARS,
DO YOU THINK GENERAL ECONOMIC CONDITIONS WILL BE
BETTER, ABOUT THE SAME OR WORSE?"

(n=994)

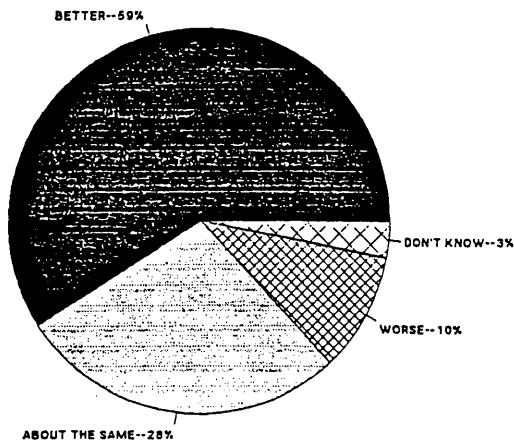


FIGURE 8

-- Although respondents considered economic conditions to be worse over the last three years, as business owners in the next three years, the majority (59%) believed that general economic conditions will be better.

EXHIBIT D

"How many total franchises do you own or have investments in?"

TABLE 12
Number of Franchises Own or Invest In

<u>Response</u>	<u>% Total</u> <u>(n=994)</u>	<u>% IFA Membership</u>	
		<u>Member</u> <u>(n=593)</u>	<u>Nonmember</u> <u>(n=401)</u>
One	54%	51%	62%
Two	17	17	17
Three	12	14	7
Four	3	4	2
Five	4	4	4
Six or more	10	9	8
Mean	2.96	2.89	3.13
Median	1.00	1.00	1.00

-- Although a majority of respondents (54%) reported they owned only one franchise, on average, respondents reported owning or investing in three (2.96) franchises.

1078

Complaint

EXHIBIT D

SURVEY INSTRUMENT

CRT

ASSOC. IYA10455
A453

FIELD FINAL - NOVEMBER 8, 1991

AC945
Project Registration #20302200
INTERNATIONAL FRANCHISE
ASSOCIATION (IFA)

APPROVED BY CLIENT

DATE _____
Copyright, The Gallup Organization, Inc.
INTERVIEWED BY _____

The Gallup Organization, Inc.
Cal Martin/Scott Ahlstrand/
Phil Fitzpatrick, Specwriter
November, 1991

n=1,000

I.D.#:

0 (1-6)

**AREA CODE AND TELEPHONE NUMBER: () _____

(32 - 41)

**INTERVIEW TIME: -----

(42) (43)

D1. GENDER: (Code only; do not ask)

1 Male 2 Female 16 (44)

D2. NAME OF BUSINESS: (Code from call record card)

NAME: (You have 40 spaces)

17.10

(441 - 480)

D3. GROUP: (Code from call record card)

18.50

(513) (514) (515)

D4. IFA MEMBER/NON-MEMBER: (To be coded after whole study is complete)

1 Member
2 Non-member

18 (512)

Complaint

120 F.T.C.

EXHIBIT D

(Ask for name on card or owner)

Hello, this is _____ with The Gallup Organization in Lincoln, Nebraska. Today, we are conducting a very brief study with franchise owners across the United States regarding their experiences with franchises.

1. In total, how many years have you been in business as a franchise owner? (Open ended and code actual number of years)
- | | | | | |
|----|------------------|----|-----------|-------------------|
| 96 | 96+ | 98 | (DK) | |
| 97 | Less than 1 year | 99 | (Refused) | |
| | | | | 1.10 |
| | | | | <hr/> (412) (413) |
2. In total, how many years have you been in business as a franchise owner for this particular business? (Open ended and code actual number of years)
- | | | | | |
|----|------------------|----|-----------|-------------------|
| 96 | 96+ | 98 | (DK) | |
| 97 | Less than 1 year | 99 | (Refused) | |
| | | | | 2.10 |
| | | | | <hr/> (414) (415) |
3. Overall, would you consider your franchise operation to be very successful, somewhat successful, somewhat unsuccessful, or very unsuccessful?
- | | | | | |
|---|-----------------------|--|--|---------------|
| 1 | Very successful | | | |
| 2 | Somewhat successful | | | |
| 3 | Somewhat unsuccessful | | | |
| 4 | Very unsuccessful | | | |
| 5 | (DK) | | | |
| 6 | (Refused) | | | |
| | | | | <hr/> 3 (416) |
4. How involved are you with your franchise operation? Would you say you are actively involved on a day-to-day basis, moderately involved, but not on a day-to-day basis, rarely involved, or not involved?
- | | | | | |
|---|---------------------|--|--|---------------|
| 1 | Actively involved | | | |
| 2 | Moderately involved | | | |
| 3 | Rarely involved | | | |
| 4 | Not involved | | | |
| 5 | (DK) | | | |
| 6 | (Refused) | | | |
| | | | | <hr/> 4 (417) |

EXHIBIT D

5. Please tell me if your franchise operation has exceeded (E) your expectations, met most (MM) of your expectations, met some (MS) of your expectations, or not met (NM) your expectations with regard to the following? How about regarding (read and rotate A-E)?

	<u>E</u>	<u>MM</u>	<u>MS</u>	<u>NM</u>	<u>(DK)</u>	<u>(RF)</u>	
A. Profit	1	2	3	4	5	6	<u>5.10</u> (418)
B. The number of hours you have had to work with your franchise operation	1	2	3	4	5	6	<u>5.20</u> (419)
C. The level of assistance provided by your franchisor	1	2	3	4	5	6	<u>5.30</u> (420)
D. Personal satisfaction in operating the franchise	1	2	3	4	5	6	<u>5.40</u> (421)
E. Overall satisfaction	1	2	3	4	5	6	<u>5.50</u> (422)

6. As the owner of the franchise, would you estimate that your annual gross income, before taxes, is over or under \$100,000?

- (If "Under", ask:) Is it over or under \$50,000
- (If "Under", ask:) Is it over or under \$25,000
- (If "Over", ask:) Is it over or under \$150,000?
- (If "Over", ask:) Is it over or under \$200,000?
- (If "Over", ask:) Is it over or under \$300,000?

1	Less than \$25,000	
2	\$25,000 to \$49,999	
3	\$50,000 to \$99,999	
4	\$100,000 to \$149,999	
5	\$150,000 to \$199,999	
6	\$200,000 to \$299,999	
7	\$300,000 or more	
8	(DK)	
9	(Refused)	<u>6</u> (53)

7. Knowing what you know now, if given the opportunity, would you purchase or invest in this same franchise business again?

1	2	3	4	
Yes	No	(DK)	(RF)	<u>7</u> (423)

8. When you first purchased or invested in this franchise operation, what was the total investment cost, including franchise fees and any additional expenses that you incurred? (Open ended and code actual amount) (NOTE: If "unsure", probe for approximation) (NOTE TO INTERVIEWER: You MUST enter ALL 6 digits)

- 999997 \$999,997+
- 999998 (DK)
- 999999 (Refused)

8.10

(424) (425) (426) (427) (428) (429)

Complaint

120 F.T.C.

EXHIBIT D

9. Considering other businesses that you have owned and operated, or other jobs that you have held, would you say that you have worked more hours, about the same amount of hours, or less hours as the owner of this franchise?
- | | | | |
|---|---|---|---------------------------|
| 1 | More hours | | |
| 2 | About the same |) | (Continue) |
| 3 | Less hours | | |
| 4 | (NA/No other job or business) - (Skip to #11) | | |
| 5 | (DK) | | |
| 6 | (Refused) |) | (Continue) <u>9</u> (430) |
10. (If codes "1-3", "5" or "6" in #9, ask) Relative to other businesses that you have owned or operated, or other jobs you have held, would you say you are more satisfied, have about the same level of satisfaction, or are less satisfied overall with being the owner of this franchise?
- | | | | |
|---|--------------------------------------|--|-----------------|
| 1 | More satisfied | | |
| 2 | About the same level of satisfaction | | |
| 3 | Less satisfied | | |
| 4 | (DK) | | |
| 5 | (Refused) | | <u>10</u> (431) |
11. Would you rate your working relationship with the franchisor company as being excellent, good, fair, or poor?
- | | | | |
|---|-----------|---|-----------------|
| 1 | Excellent | 4 | Poor |
| 2 | Good | 5 | (DK) |
| 3 | Fair | 6 | (Refused) |
| | | | <u>11</u> (432) |
12. As a business owner, compared to three years ago, do you think general economic conditions are better, about the same, or worse?
- | | | | |
|---|----------------|---|-----------------|
| 1 | Better | 4 | (DK) |
| 2 | About the same | 5 | (Refused) |
| 3 | Worse | | |
| | | | <u>12</u> (433) |
13. As a business owner, in the next three years, do you think general economic conditions will be better, about the same, or worse?
- | | | | |
|---|----------------|---|-----------------|
| 1 | Better | 4 | (DK) |
| 2 | About the same | 5 | (Refused) |
| 3 | Worse | | |
| | | | <u>13</u> (434) |
14. How many total franchises do you own or have investments in? (Open ended and code actual number)
- | | | | |
|----|-----------|--|--------------------|
| 97 | 97+ | | |
| 98 | (DK) | | |
| 99 | (Refused) | | |
| | | | <u>14.10</u> |
| | | | <u>(435) (436)</u> |

1078

Complaint

EXHIBIT D

15. Are you the sole owner of this franchise operation, or are there multiple owners?

1	Sole owner	3	(DK)	
2	Multiple owners	4	(Refused)	15 (437)

(VALIDATE PHONE NUMBER AND THANK RESPONDENT)

(NOTE TO INTERVIEWER: You will have demos to code when you hand up!)

INTERVIEWER I.D.#
(241) (242) (243) (244)

vkt\assoc\ifa.111

DECISION AND ORDER

The Federal Trade Commission having initiated an investigation of certain acts and practices of the respondent named in the caption hereof, and the respondent having been furnished thereafter with a copy of a draft complaint which the Bureau of Consumer Protection proposed to present to the Commission for its consideration and which, if issued by the Commission, would charge respondent with violations of the Federal Trade Commission Act; and

The respondent and counsel for the Commission having thereafter executed an agreement containing a consent order, an admission by respondent of all the jurisdictional facts set forth in the aforesaid draft of complaint, a statement that the signing of said agreement is for settlement purposes only and does not constitute an admission by respondent 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 respondent has violated the said Act, and that 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 filed thereafter by interested persons pursuant to Section 2.34 of its Rules, now in further conformity with the procedure prescribed in Section 2.34 of its Rules, the Commission hereby issues its complaint, makes the following jurisdictional findings and enters the following order:

1. Respondent Blenheim Expositions, Inc. is a corporation organized, existing and doing business under and by virtue of the laws of the State of Florida, with its office and principal place of business located at 1133 Louisiana Avenue, Suite 210, Winter Park, Florida.

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

ORDER

I.

It is ordered, That respondent, Blenheim Expositions, Inc., a corporation, its successors and assigns, and its officers; and respondent's agents, representatives and employees, directly or through any corporation, subsidiary, affiliate, division or other device, in connection with the advertising, promotion, or marketing of franchise shows in or affecting commerce, as "commerce" is defined in the Federal Trade Commission Act, do forthwith cease and desist from misrepresenting, in any manner, directly or by implication, the existence, purpose, sample, contents, validity, results, conclusions or interpretations of any survey, poll, test, report or study.

II.

It is further ordered, That respondent, Blenheim Expositions, Inc., a corporation, its successors and assigns, and its officers; and respondent's agents, representatives and employees, directly or through any corporation, subsidiary, affiliate, division or other device, in connection with the advertising, promotion, marketing, or conducting of franchise shows in or affecting commerce, as "commerce" is defined in the Federal Trade Commission Act, do forthwith cease and desist from representing in any manner, directly or by implication:

A. The sales, income, or profits that current or prospective franchise owners have earned or can or will earn; or

B. The chances of success or success rates that franchise owners have enjoyed or can or will enjoy,

unless, at the time of making such representation, respondent possesses and relies upon competent and reliable evidence, which when appropriate must be competent and reliable scientific evidence, that substantiates the representation. For purposes of this order, "competent and reliable scientific evidence" shall mean analyses, research, surveys, polls, reports, studies or other evidence based on the expertise of professionals in the relevant area, that have been

conducted and evaluated in an objective manner by persons qualified to do so, using procedures generally accepted in the profession to yield accurate and reliable results.

III.

It is further ordered, That respondent, Blenheim Expositions, Inc., a corporation, its successors and assigns, and its officers, for a period of five (5) years after the date of entry of this order, shall distribute, at each franchise show it promotes, directly or through any corporation, subsidiary, affiliate, division or other device, to at least 500 persons attending such show, or to each person attending such show if the total number of such persons is fewer than 500, a brochure entitled, "A Consumer Guide To Buying A Franchise," provided to the respondent by the Federal Trade Commission. The Commission shall provide to the respondent one camera-ready copy of the brochure, and the respondent is responsible for the printing, and printing costs, of the brochure for distribution at the franchise shows. The brochures distributed by respondent pursuant to this paragraph shall be reproduced in a format substantially similar to the original format, as provided by the Federal Trade Commission; provided, however, that reproduction in a black and white format shall be deemed substantially similar to the original for purposes of this paragraph. Respondent may revise the text of said brochure or substitute another similar document only after submitting said revision or substitution to staff of the Commission, and receiving written approval thereof.

IV.

It is further ordered, That respondent, Blenheim Expositions, Inc., a corporation, its successors and assigns, and its officers, shall:

A. For a period of five (5) years after the date of the last dissemination by or on behalf of the respondent of any representation covered by this order, maintain and upon request make available to the Federal Trade Commission or its staff for inspection and copying:

1. All advertisements and promotional materials setting forth such representation;

2. All polls, surveys, reports, studies, or other documents and materials relied upon by the respondent to substantiate such representation; and

3. All polls, surveys, reports, studies, or other documents and materials (such as correspondence) in the respondent's possession or control that contradict, qualify, or call into question such representation or the basis upon which the respondent relied for such representation;

B. For a period of five (5) years after the date of their creation, maintain and upon request make available to the Federal Trade Commission or its staff for inspection and copying such other documents and materials as shall demonstrate full compliance with this order.

V.

It is further ordered, That, within thirty (30) days after service of this order upon it, respondent, Blenheim Expositions, Inc., its successors and assigns shall distribute a copy of this order to each of its operating divisions and to each of its officers, agents, representatives, or employees engaged in the preparation or placement of advertisements, promotional materials, or other such sales materials covered by this order.

VI.

It is further ordered, That respondent, Blenheim Expositions, Inc., its successors and assigns shall notify the Commission at least thirty (30) days prior to any proposed change in said corporation such as a dissolution, assignment, or sale resulting in the emergence of a successor corporation, the creation or dissolution of subsidiaries, or any other change in the corporation which may affect compliance obligations under this order.

VII.

It is further ordered, That this order will terminate twenty years from the date of its issuance, or twenty years from the most recent date that the United States or the Federal Trade Commission files a

complaint (with or without an accompanying consent decree) in federal court alleging any violation of the order, whichever comes later; provided, however, that the filing of such a complaint will not affect the duration of:

A. Any paragraph in this order that terminates in less than twenty years;

B. This order's application to any respondent that is not named as a defendant in such complaint; and

C. This order if such complaint is filed after the order has terminated pursuant to this paragraph.

Provided further, that if such complaint is dismissed or a federal court rules that the respondent did not violate any provision of the order, and the dismissal or ruling is either not appealed or upheld on appeal, then the order will terminate according to this paragraph as though the complaint was never filed, except that the order will not terminate between the date such complaint is filed and the later of the deadline for appealing such dismissal or ruling and the date such dismissal or ruling is upheld on appeal.

VIII.

It is further ordered, That respondent, Blenheim Expositions, Inc., shall, within sixty (60) days after service of this order upon it, and at such other times as the Commission may require, file with the Commission a report, in writing, setting forth in detail the manner and form in which it has complied with this order.

1129

Complaint

IN THE MATTER OF

PHILLIPS PETROLEUM COMPANY, ET AL.

CONSENT ORDER, ETC., IN REGARD TO ALLEGED VIOLATION OF
SEC. 7 OF THE CLAYTON ACT AND SEC. 5 OF THE
FEDERAL TRADE COMMISSION ACT

Docket C-3634. Complaint, Dec. 28, 1995--Decision, Dec. 28, 1995

This consent order requires, among other things, Phillips Petroleum Company, an Oklahoma-based corporation, to modify the acquisition agreement so that 830 specified miles of pipe and related gas gathering assets within the Panhandle counties are not included in the sale of Enron assets to Phillips. The consent order also requires Phillips, for 10 years, to notify the Commission before it acquires more than five miles of gas gathering pipeline located within the Panhandle counties from any one person during any 18-month period; and requires Enron, for 10 years, to notify the Commission before it can sell any of the 830 miles of pipeline assets excluded from the challenged deal to Phillips or to Maxus Energy Corporation.

Appearances

For the Commission: *Ronald B. Rowe and Frank Lipson.*

For the respondents: *William J. Kolasky, Wilmer, Cutler & Pickering, Washington, D.C. Neil W. Imus, Vinson & Elkins, Washington, D.C.*

COMPLAINT

The Federal Trade Commission ("Commission"), having reason to believe that respondent Phillips Petroleum ("Phillips") Company, through its subsidiary GPM Gas Corporation ("GPM"), is subject to the jurisdiction of the Commission and Phillips' proposed acquisition of the outstanding voting securities of Enron Anadarko Gathering Company and Transwestern Anadarko Gathering Company, two subsidiaries of Enron Corp. ("Enron") is in violation of Section 7 of the Clayton Act, as amended, 15 U.S.C. 18, and Section 5 of the Federal Trade Commission Act ("FTC Act"), as amended, 15 U.S.C. 45, and it appearing to the Commission that a proceeding in respect thereof would be in the public interest, hereby issues its complaint pursuant to Section 11 of the Clayton Act, as amended, 15 U.S.C. 21,

and Section 5(b) of the FTC Act, as amended, 15 U.S.C. 45(b), stating its charges as follows:

I. PHILLIPS

PARAGRAPH 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.

PAR. 2. Respondent Phillips is, and at all times relevant herein has been, engaged in commerce as "commerce" is defined in Section 1 of the Clayton Act, as amended, 15 U.S.C. 12, and is a corporation whose business is in or affects commerce as "commerce" is defined in Section 4 of the FTC Act, as amended, 15 U.S.C. 44.

II. ENRON

PAR. 3. 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.

PAR. 4. Enron is, and at all times relevant herein has been, engaged in commerce, as "commerce" is defined in Section 1 of the Clayton Act, as amended 15 U.S.C. 12, and is a corporation whose business is in or affects commerce, as "commerce" is defined in Section 4 of the FTC Act, as amended, 15 U.S.C. 44.

III. THE PROPOSED ACQUISITION

PAR. 5. Respondent Phillips through its subsidiary GPM entered into two agreements with respondent Enron Corp. through its subsidiaries, Enron Operations Corp. and Transwestern Gathering Company, to acquire 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 Gathering Company and Northern Natural Gas Company, two subsidiaries of respondent Enron.

IV. THE RELEVANT MARKETS

PAR. 6. The relevant line of commerce in which to analyze the effects of the merger is natural gas gathering services or the transportation, for the respondents' own account or for other persons, of natural gas from the wellhead or producing area to a natural gas transmission pipeline or a natural gas processing plant.

PAR. 7. The relevant geographic market in which to analyze the effects of the merger includes the Texas counties of Hansford, Ochiltree, and Lipscomb and all portions of Beaver County, Oklahoma, within ten miles of the Texas border.

PAR. 8. The relevant line of commerce is highly concentrated in the relevant geographic market. Respondents Phillips and Enron are the only competitive providers of natural gas gathering services in many areas of the relevant market. Respondents will have the largest market share in the relevant line of commerce throughout the relevant geographic market.

PAR. 9. Respondent Phillips is an actual and potential competitor of Enron in the relevant line of commerce in the relevant geographic market.

PAR. 10. Timely and effective entry in the relevant line of commerce in the relevant geographic market is unlikely.

V. EFFECTS OF THE MERGER

PAR. 11. The effects of the merger may be substantially to lessen competition or to tend to create a monopoly in the relevant markets in the following ways, among others:

a. Actual and potential competition between Phillips and Enron to provide natural gas gathering services to existing natural gas wells will be eliminated;

b. Actual and potential competition between Phillips and Enron to provide natural gas gathering services for new natural gas wells will be eliminated;

c. The respondents are likely to exact anticompetitive price increases from producers in the relevant geographic market for performance of natural gas gathering services in the relevant geographic market; and

d. Producers may be less likely to do exploratory and developmental drilling for new natural gas in the relevant geographic market than prior to the merger.

VI. VIOLATIONS CHARGED

PAR. 12. The merger agreement described in paragraph five constitutes a violation of Section 5 of the FTC Act, as amended, 15 U.S.C. 45.

PAR. 13. The merger described in paragraph five, if consummated, would constitute a violation of Section 7 of the Clayton Act, as amended, 15 U.S.C. 18, and Section 5 of the FTC Act, as amended, 15 U.S.C. 45.

DECISION AND ORDER

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 Section 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.
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.
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.

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

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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 inch TG247 and the 8 inch TG246 connects to the 12 inch TG24001 near the East Section Line of Section 7, Block 2, SA&MG RR Survey. Material assets are listed in Annex 2 for Northern Natural system 35.

Northern Natural System 35--Spearman System - East
Hansford County, TX
Hutchinson County, TX
Roberts County, TX

ASSETS:

The following two sections: (1) The Brainard Lateral consisting of approximately 1.9 miles of 8 inch, 5.8 miles of 6 inch, and 19.2 miles of 4 inch Northern-owned gathering lines, upstream of a side valve where the 8 inch TG335 connects to the 26 inch TG24001 in Section 8, Block H&GN Survey. (2) The East Leg consisting of approximately 11.1 miles of 10 inch, 19.5

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miles of 8 inch, 19.0 miles of 6 inch, and 49.6 miles of 4 inch gathering lines, upstream of where 10 inch TG301 connects to the suction of Northern's Spearman Compressor Station. Material assets are listed in Annex 2 for Northern Natural system 35.

Northern Natural System 37--Fuller System

Hansford County, TX

Sherman County, TX

Hutchinson County, TX

ASSETS:

The following two sections: (1) The Hansford County No. 1 System consisting of approximately one-half mile of 2 inch, 5 miles of 8 inch, 3 miles of 6 inch, and 11 miles of 4 inch gathering lines, upstream of the suction of Northern's Hansford County No. 1 compressor station. (2) The Hutchinson County No. 2 system consisting of approximately 5 miles of 6 inch and 5 miles of 4 inch gathering lines, upstream of the suction of Northern's Hutchinson County No. 2 compressor station. Material assets are listed in Annex 2 for Northern Natural system 37.

Northern Natural System 79--Perryton System

Ochiltree County, TX

Beaver County, OK

ASSETS:

The Northern-owned facilities upstream of the suction of Northern's Perryton Compressor Station. The facilities consist of approximately one quarter mile of 2 inch, 89 miles of 4 inch, 58 miles of 6 inch, 23 miles of 8 inch, 4 miles of 10 inch, and 10 miles of 16 inch gathering lines. Material assets are listed in Annex 2 for Northern Natural system 79.

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ANNEX I
TO
SCHEDULE A

TRANSMISSION GATHERING COMPANY
ANNEX I TO SCHEDULE A
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SYS	LINE SEG	DESCRIPTION	WH	COMP	LINE	METER	COMP.	H/P	PIPE	PIPE	PIPE	PIPE
									DIAMETER	LENGTH	DIAMETER	LENGTH
3	CA-1	4" HEPHERD #1/L E MAYER #1 LAT				0			6.6	31680.	6.6	0.00
3	CA-1	MTR STA SHL MAYER WL1	X		42800	0			4.5	100.	4.5	0.00
3	CA-1	MTR STA SHL SHEPRD WL1	X		42810	0			4.5	100.	4.5	0.00
3	CA-1-01	IRWIN #1-20 WL LN	X		41610	0			4.5	422.	4.5	0.00
3	CA-1-01	SHELL-TUBB #1-30 WL LN	X		41630	0			4.5	400.	4.5	0.00
3	CA-1-01	PEETOOM #1-2P WELL LINE	X		41660	0			4.5	5280.	4.5	0.00
3	CA-1-02	SHELL-OHEARN #1-32 WELL	X		41640	0			4.5	4864.	4.5	0.00
3	CA-1-02	SHELL-WHITE #1-31 WELL	X		41640	0			4.5	400.	4.5	0.00
3	CA-1-03	WHITE B #1-5 WELL LINE	X		42830	0			4.5	14256.	4.5	0.00
3	CA-1-03	PHIL-DRAKE #1-6 WELL LN	X		42840	0			4.5	106.	4.5	0.00
3	CA-1-04	PEARSON #1 4 LN & EQ	X		41590	0			4.5	0.	4.5	0.00
3	CA-1-04	CONN KELLN 11-1	X		41750	0			4.5	0.	4.5	0.00
3	CA-1-04	SHERW #1 4 LN & EQ	X		42870	0			4.5	5808.	4.5	0.00
3	CA-1-04	MESA PETROLEUM CO-#1 PIERSALL	X		43090	0			4.5	0.	4.5	0.00
3	CA-1-05	CONN SHELL - #2-31 WHITE	X		41730	0			4.5	2600.	4.5	0.00
3	CA-1-05	CONN CMG-STATE UNIT #1	X		43210	0			4.5	0.	4.5	0.00
3	CA-2	COMMEDALLION PETR-WHITE AP182	X		41021	0			4.5	0.	4.5	0.00
3	CA-2	STATE #1-36	X		41690	0			4.5	0.	4.5	0.00
3	CA-2	WHITE A #1-1 WELL LN	X		42820	0			12.7	53.	12.7	0.00
3	WH-1	12" IVANHOE & CATESBY LAT	X		41911	0			4.5	34320.	4.5	0.00
3	WH-1	CONNEMOURNE OIL #1-24 WYNN	X		41911	0			4.5	0.	4.5	0.00
3	WH-1	IV #745 IVANHOE/CATESBY COMP	X		42690	0	422		4.5	0.	4.5	0.00
3	WH-1-01	BERYL JET #1-14 WL LN	X		41910	0			4.5	158.	4.5	0.00
3	WH-1-04	CONN BURKHART #1-15 BEDELL INOIN FL	X		41740	0			4.5	0.	4.5	0.00
3	WH-2-01	CONN MARLIN OIL #1 HALLBURTON	X		41970	0			4.5	2050.	4.5	0.00
3	WH-2-01	FOX #1 WL LN	X		42760	0			4.5	106.	4.5	0.00
3	WH-2-01	BOCKELMAN #1-17 WL LN	X		41020	0			4.5	4852.	4.5	0.00
3	WH-2-02	MTR STA UNION DYCHE WL	X		40301	0			4.5	0.	4.5	0.00
3	WH-2-03	4" O'HARE S/KAISER FRANCIS-REDELSPERGR#1	X		42770	0			4.5	5280.	4.5	0.00
3	WH-2-03	OHAIR #1-40 TIN WL LN	X		44880	0			10.7	44880.	10.7	0.00
3	WH-2/3	10" CATESBY EXTENSION	X		0	0			4.5	400.	4.5	0.00
3	WH-3	MCCLURE #1-13 WELL LINE	X		41680	0			4.5	1750.	4.5	0.00
3	WH-3-01	SUE HILL #1	X		41700	0			4.5	0.	4.5	0.00

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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	DIAMETER	PIPE	LENGTH
4	FC-1	CONN TEX OGC - #2 PHIKARD "B"	X			30980	0	0	0.0	0.0	0.0	0.00	0.0	0.0	0.0	0.00
4	FC-1	FRASS-COMO FLD TU #746		X		0	0	0	0.0	0.0	0.0	0.00	0.0	0.0	0.0	0.00
4	FC-1/2	B th COMO J FRASS FLD LAT			X	0	0	0	8.6	8.6	52800.	0.00	0.0	0.0	0.0	0.00
4	FC-2	DAROVZET SALES MTR STA	X			20	0	0	0.0	0.0	0.0	0.00	0.0	0.0	0.0	0.00
4	FC-2-02	MTR STA HUM-FRASS #B-1	X			3651	0	0	4.5	4.5	3980.	0.00	0.0	0.0	0.0	0.00
4	FC-2-02	MTR STA HBL-FRASS UL-1	X			3653	0	0	4.5	4.5	8220.	0.00	0.0	0.0	0.0	0.00
4	FC-2-03	CONN NAT GAS ANADARKO #1-26 DEPEU	X			43340	0	0	4.5	4.5	10500.	0.00	0.0	0.0	0.0	0.00
4	FC-3	B th COMO & FRASS FLD LAT		X		0	0	0	8.6	8.6	25080.	0.00	0.0	0.0	0.0	0.00
4	FC-3-01	4"HOARD/ MAHAFFEY/ MIER /ANDERSON			X	0	0	0	6.6	6.6	13200.	0.00	0.0	0.0	0.0	0.00
4	FC-3-01	MTR STA CSD VICKERS UL	X			42530	0	0	4.5	4.5	100.	0.00	0.0	0.0	0.0	0.00
4	FC-3-2	PHILLIPS EXCHANGE 3 SIDE VLVS	X			952	0	0	0.0	0.0	0.	0.00	0.0	0.0	0.0	0.00
4	FC-5-02	CONN FALCON-CLENNHEY #1	X			40390	0	0	4.5	4.5	25.	0.00	0.0	0.0	0.0	0.00
4	FC-5-02	CONN FALCON-SCHUSTER #1	X			40600	0	0	4.5	4.5	20600.	0.00	0.0	0.0	0.0	0.00
4	FC-5-05	CONN FALCON-#2 CLENNHEY	X			40430	0	0	4.5	4.5	400.	0.00	0.0	0.0	0.0	0.00
4	FC-5-07	CONN NAT GAS ANDRKO #1-2 DICK BVR	X			40460	0	0	4.5	4.5	8037.	136.00	2.3	2.3	0.0	0.00
4	FC-5-08	CONNEMBOURNE #1 BARNES 14 BEAVER	X			40520	0	0	4.5	4.5	2540.	0.00	0.0	0.0	0.0	0.00

TRANSEASTERN 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	DIAMETER	PIPE	LENGTH
5	FT-1	LFR B&T-R #1 TO LIP-H			X	0	0	0	4.5	4.5	29040.	0.00	0.0	0.0	0.0	0.00
5	FT-1	CONN SAW REGER #1	X			36100	0	0	4.5	4.5	100.	0.00	0.0	0.0	0.0	0.00
5	FT-1-01	CONN COTTON #1 KRAFT	X			37800	0	0	4.5	4.5	3600.	0.00	0.0	0.0	0.0	0.00
5	FT-1-02	FARM TAP - MERLIN LAUBMAN	X			3110	0	0	0.0	0.0	0.	0.00	0.0	0.0	0.0	0.00
5	FT-1-02	FARM TAP - RUSSELL SINGER	X			3490	0	0	0.0	0.0	0.	0.00	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.	0.00	0.0	0.0	0.0	0.00
5	FT-1-03	CONN COTTON - #2 LAUBMAN	X			36480	0	0	4.5	4.5	9800.	0.00	0.0	0.0	0.0	0.00
5	FT-2-04	CONN LAUBMAN UNIT A #1	X			36220	0	0	4.5	4.5	50.	0.00	0.0	0.0	0.0	0.00

TRANSMISSION GATHERING COMPANY
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SYS	LINE SEG	DESCRIPTION	UH	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 1 4 IN	X			35710	0	4.5	272.	0.0	0.00
7	EL-1	LINE SCHULTZ C-1 4 IN	X			35790	0	4.5	272.	0.0	0.00
7	EL-1	EAST LIPS TW #858		X		0	500	4.5	0.	0.0	0.00
7	EL-1-01	LINE TYSON A-1 4 IN	X			35680	0	4.5	6666.	0.0	0.00
7	EL-1-01	LINE SCHULTZ 2-5625 4 IN	X			35760	0	4.5	4176.	0.0	0.00
7	EL-1-02	CONN HUMBIE-1 W H 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" LIPSCOMB 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 SCHULTZ B-2 6 IN	X			35740	0	4.5	272.	0.0	0.00
7	KC-1	KIOMA CREEK #1 TW #828		X		0	1100	0.0	0.	0.0	0.00
7	KC-1-02	4" LIPSCOMB F/TAUCK/DOUKE/SCHULTZ 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 SCATH OIL-PIPER #689	X			9750	0	0.0	0.	0.0	0.00
7	KC-1-03	CONN SCATH PETR - #601-1 PIPER	X			38360	0	4.5	300.	0.0	0.00
7	KC-1-03	CONN SCATH - PIPER 600-1	X			38400	0	0.0	0.	0.0	0.00
7	KC-1-03	CONN SCATH - PIPER 601-2	X			38410	0	0.0	0.	0.0	0.00
7	KC-1-03	CONN MAY PETRO PIPER RNCI #1 ZIPSCO	X			55120	0	0.0	0.	0.0	0.00
7	KC-1-05	MTR RIN-HELDORNE-SCHULTZ #1	X			38160	0	2.3	30.	0.0	0.00
7	KC-1-06	CONN MAT GAS-ANDARKO #1-544 OUEMS	X			38890	0	4.5	2600.	0.0	0.00
7	KC-1-06	CONN EXMON - #7 OLA O PIPER	X			38900	0	4.5	4000.	0.0	0.00
7	KC-1-07	CONN MAY PET-1W SCHULTZ #1	X			55130	0	0.0	0.	0.0	0.00
7	KC-1-08	CONNHELDORNE #1 DILEE "781"	X			55230	0	4.5	2882.	2.3	83.00
7	KC-1/2/3	6" KIOMA CREEK LAT	X			55240	0	4.5	873.	2.3	152.00
7	KC-1/2/3 / KC-3-5/6	EXT KIOMA CREEK T/LEAR PET 6" LINE			X	0	0	6.6	66284.	6.6	151.00
7	KC-2	CONN OLA #1			X	36384	0	6.0	1750.	0.0	0.00
7	KC-2	KIOMA CREEK STA#2-TW #865			X	0	1050	0.0	0.	0.0	0.00
7	KC-2-01	MTR STA APAN LAURE HL1	X			36340	0	4.5	13200.	0.0	0.00
7	KC-2-03	CONN BRADFORD FD CSG HD	X			36320	0	4.5	106.	0.0	0.00
7	KC-2-03	PURDOM #1 4LN & ED	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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SYST	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-BRADFORD #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 HILTON #1 UL 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-#6 OLA PIPER	X			37720	0	0.0	0	0.0	0.00
7	KC-2-10	CONN COTTON - 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	CONN COTTON #2 BRADFORD	X			36650	0	4.5	640	0.0	0.00
7	KC-3	6" KIDMA CREEK LATERAL	X	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	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	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 PALME 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 ARCO-#2 LILLIE M PETERSON	X			33680	0	4.5	2000	0.0	0.00
7	KC-3-15	CONN ARCO-SORENSEN DIXON CENT POINT	X			55210	0	4.0	880	0.0	0.00
7	KC-3A	6" KIDMA CREEK LAT	X	X		0	0	2.3	280	0.0	0.00

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SYS	LINE SEG	DESCRIPTION	LN	COMP	LINE	METER	COMP.	W/P	PIPE	DIAMETER	PIPE	LENGTH	PIPE 2	DIAMETER	PIPE 2	LENGTH
8	SG-1	TAP TO INTERMOUTH METER #1 LIPSC	X			16200	0		0.0	0.0		0.0	0.0			0.00
8	SG-1	CONN JERNIGAN-BATTIN #1	X			38280	0		0.0	0.0		0.0	0.0			0.00
8	SG-1-01	CONN FILON EXPL - #1 FRITZ	X			41340	0		4.5	4.5		5500.	0.0			0.00
8	SG-1/2	4" W A METER #1 & ANNA RUF #1 WELLS, TX	X			0	0		4.5	4.5		21120.	0.0			0.00
8	SG-2	4" LAT TO W A METER #1 & ANNA RUF #1 WEL	X			0	0		4.5	4.5		26400.	0.0			0.00
8	WC-1	PRICE 2 WOLF CK 4 IN	X			35660	0		4.5	4.5		272.	0.0			0.00
8	WC-1	WOLF CREEK TV #755 & B53	X			0	1470		0.0	0.0		0.	0.0			0.00
8	WC-1-01	PRICE 18 WOLF CK 4 IN	X			35650	0		4.5	4.5		2635.	0.0			0.00
8	WC-1-02	CONN EXXON - #4 WILLIS D PRICE "B"	X			38310	0		4.5	4.5		1800.	0.0			0.00
8	WC-1-02	CONN EXXON - #5 WILLIS D PRICE	X			38440	0		4.5	4.5		200.	0.0			0.00
8	WC-1/2/3	6" WOLF CREEK LAT	X			0	0		6.6	6.6		79147.	0.0			0.00
8	WC-2	FARM TAP - MARY & ROBERT SOUIRES	X			3460	0		4.5	4.5		272.	0.0			0.00
8	WC-2	PRICE 1 WOLF CK 4 IN	X			35630	0		4.5	4.5		272.	0.0			0.00
8	WC-2	J DOYLE 1-WOLF CK 4 IN	X			35770	0		0.0	0.0		0.	0.0			0.00
8	WC-2	CONN HURBURN OIL CO - SOUIRE #3	X			55540	0		4.5	4.5		2550.	0.0			0.00
8	WC-2-01	CONN HUMBLE-1 TYSON	X			35970	0		4.5	4.5		6200.	0.0			0.00
8	WC-2-02	CONN HURBURN #1 PRICE	X			38630	0		4.5	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.	0.0			0.00
8	WC-3	BROWN 1-WOLF CRK 4 IN	X			40200	0		4.5	4.5		272.	0.0			0.00
8	WC-3-01	CONN FILON-THORNTON TRUST #1	X			40260	0		4.5	4.5		165.	0.0			0.00
8	WC-3-02	CONNAPCO-LOIS BROWN #2-27	X			41460	0		0.0	0.0		0.	0.0			0.00
8	WC-3-02	CONNAPCO-BROWN 1-26	X			41470	0		0.0	0.0		0.	0.0			0.00
8	WC-3-02	CONNAPCO-PIERCE #1-28	X			41480	0		0.0	0.0		0.	0.0			0.00
8	WC-3-03	SHERRILL OJ TPT WL LN	X			40250	0		4.5	4.5		6300.	0.0			0.00
8	WC-3-05	CONN BUNKER-HAYLAND #1-5	X			40290	0		0.0	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.	0.0			0.00
8	WC-3-06	CONNECT JORDAN ORG #1 CENTRAL DEL PT	X			41510	0		4.5	4.5		20803.	0.0			0.00
8	WC-3-07	SHATTUCK OJ-1 #3 WL LN	X			41520	0		4.5	4.5		4281.	0.0			0.00
8	WC-4	GIBBS #1-19 WELL LINE	X			40230	0		4.5	4.5		9240.	0.0			0.00

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SYS	LINE SEG	DESCRIPTION	WH	COMP LINE	METER	COMP. W/P	PIPE DIAMETER	PIPE LENGTH	PIPE 2 DIAMETER	PIPE 2 LENGTH
13	MP-1	6" F/HAN #1, WITT #1, KERSHAW #1	X	X	0	0	6.6	29515.	0.0	0.00
13	MP-1-01	INST TAP HOT-HEUFELD #1	X		36430	0	0.0	0.	0.0	0.00
13	MP-1-02	CONN GARY GEORGE #1	X		38965	0	0.0	0.	0.0	0.00
13	MP-2	CONN AMADARKO MARIE #1-62 WLDCT	X		52190	0	0.0	0.	0.0	0.00
13	MP-2-01	MTR STA SH KERSHAW UL1	X		37000	0	4.5	18880.	0.0	0.00
13	MP-2-02	CONN NEAUBOURNE SCHWALK #1	X		53260	0	0.0	0.	0.0	0.00
13	MP-2-03	MAROLD D COURSON - #1-43 WAGGOMER	X		38130	0	4.5	20.	0.0	0.00
13	MP-2-04	CONN FALCON-WAGGOMER #1-43	X		38080	0	4.5	13000.	0.0	0.00
13	MP-3	CONN COURSON #1-42 MCCARROUGH	X		38130	0	4.5	9600.	0.0	0.00
13	PE-1	CONN PHILLCOM - 1 MAXWELL	X		38540	0	4.5	2200.	0.0	0.00
13	PE-1-02	PSHTGDDO 1-PP LAT 4 IN	X		36940	0	4.5	15312.	0.0	0.00
13	PE-1-03	CONN AMADARKO #1-661 DUDLEY	X		34910	0	4.5	272.	0.0	0.00
13	PE-1-04	PHL-MC WL18-B PERY LAT	X		38620	0	4.5	600.	0.0	0.00
13	PE-1-05	CONN COURSON OIL AND GAS #6-571 1ST	X		34900	0	4.5	2900.	0.0	0.00
13	PE-1-06	CONN #1-571 1ST NATL TRUST-ACCT REC	X		34911	0	0.0	0.	0.0	0.00
13	PE-2	LN FR RIDGOMOR TO PSH L	X		38660	0	4.5	4400.	0.0	0.00
13	PE-2-01	CONN COURSON - #2-571 1ST NATL TRUST	X		34930	0	4.5	15840.	0.0	0.00
13	PE-2-02	CONN NAT GAS AMADARKO #1-64 CAMP	X		38551	0	4.5	1600.	0.0	0.00
13	PE-2-03	CONN SANTA FE ENERGY #2-49 WFL AR	X		38962	0	4.5	5400.	0.0	0.00
13	PE-2-04	CONN NAT GAS AMADARKO 1-46 RITCHMOND	X		52110	0	4.5	6172.	4.5	69.00
13	PE-2-05	6" & 8" N. PARRYTON ALT	X	X	52150	0	8.6	7300.	0.0	0.00
13	PE-2-06	LAND-EXCHANGE IN DUDE WILSON	X		9170	0	6.6	72072.	0.0	0.00
13	PE-2-07	HUM-PER WL1-8 PERY LAT	X		34610	0	4.5	650.	0.0	0.00
13	PE-2-08	HUM-PER WL1-8 PERY LAT	X		34811	0	4.5	272.	0.0	0.00
13	PE-2-09	PERRYTON TV #827	X		34811	0	4.5	272.	0.0	0.00
13	PE-2-10	WC HERNDON C #1 WL LN	X		0	785	0.0	0.	0.0	0.00
13	PE-2-11	W C HERNDON 1 U L WL LN	X	X	34750	0	4.5	264.	0.0	0.00
13	PE-2-12	CONN HERNDON #1	X		37910	0	6.6	475.	0.0	0.00
13	PE-2-13	6" F/DUDE WILSON GUS #1 & GUS #1	X		37970	0	4.5	2650.	0.0	0.00
13	PE-2-14	JONES #2-750 WELLL LINE	X	X	0	0	4.5	13200.	0.0	0.00
13	PE-2-15	JONES #1-750 WL LN	X		34740	0	4.5	317.	0.0	0.00
13	PE-2-16	MTR STA HUM-D U WE GUS	X		34770	0	4.5	400.	0.0	0.00
13	PE-2-17	DUDE WILSON GU-4 #2 UL	X		34830	0	4.5	100.	0.0	0.00
13	PE-2-18	BRULMAN #1-17 WL LN	X		37930	0	4.5	211.	0.0	0.00
13	PE-2-19		X		34870	0	4.5	4752.	0.0	0.00

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SYS	LINE SEG	DESCRIPTION	MI	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	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	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 WLSM GU WL 2-DU LAT	X		34800	0	4.5	272.	0.0	0.00
13	PE-2-07	ROGERS I-PP LAT 4 LN	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 HBL 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 UNKA PRT	X		52181	0	4.5	600.	0.0	0.00
13	SH-1	CON PITTMAN-SUJNK WL #1	X		34700	0	4.5	100.	0.0	0.00
13	SH-1-03	SCHWEIDER #1-03 WL LN	X		36410	0	4.5	24816.	0.0	0.00
13	SH-1/2	6" SHIRE-NEST PERRYTON LAT	X	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	CONNOR #1-36 WL LN	X		36750	0	4.5	370.	0.0	0.00
13	SH-2-03	SMITH #1-30 WELLL LN	X		34540	0	4.5	6864.	0.0	0.00

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SYS	LINE SEG	DESCRIPTION	UII	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	6.6	52800.	0.0	0.0	0.0	0.0	0.00
14	ER-3	MTR STA H KAY WELLS #1			X	34640		0	4.5	4.5	31680.	0.0	0.0	0.0	0.0	0.00
14	ER-3-01	CONN ANOCO - #2 KAYWELL-HAMKER TRIUSTA			X	38710		0	0.0	0.0	0.	0.0	0.0	0.0	0.0	0.00
14	ER-3-02	ARTHUR MORGAN #1 WL LN			X	34660		0	4.5	4.5	19008.	0.0	0.0	0.0	0.0	0.00
14	ER-3-03	MORRIS C-1 & LN & EO			X	34940		0	4.5	4.5	370.	0.0	0.0	0.0	0.0	0.00
14	ER-3-04	CONNEMBOURNE - #1 MORRIS			X	38610		0	4.5	4.5	6600.	0.0	0.0	0.0	0.0	0.00
14	ER-3M	4" MITCHELL #1 & #A-1 LAT			X	0		0	4.5	4.5	4224.	0.0	0.0	0.0	0.0	0.00
14	ER-3M1	4" MITCHELL #1 & #A-1 LAT			X	0		0	4.5	4.5	10560.	0.0	0.0	0.0	0.0	0.00
14	GR-1	CONN ANADARKO #1-730 WL LN			X	36490		0	6.6	6.6	45408.	0.0	0.0	0.0	0.0	0.00
14	GR-1-01	WHEAT #1-678 WL LN			X	55360		0	0.0	0.0	0.	0.0	0.0	0.0	0.0	0.00
14	GR-1-02	WHEAT #1-732 WL LN			X	37130		0	4.5	4.5	53.	0.0	0.0	0.0	0.0	0.00
14	GR-1-03	CONNEMBOURNE - PERRY #2			X	37150		0	6.6	6.6	7920.	0.0	0.0	0.0	0.0	0.00
14	GR-1-04	CONN DICK BARTON #1			X	38680		0	0.0	0.0	0.	0.0	0.0	0.0	0.0	0.00
14	GR-1-05	CONN APACHE-HILES UNIT #1			X	37260		0	6.6	6.6	7920.	0.0	0.0	0.0	0.0	0.00
14	GR-1-06	CONN APACHE HARRY L KING #1			X	34684		0	4.5	4.5	1600.	0.0	0.0	0.0	0.0	0.00
14	GR-1-07	CONN MOUNTAIN FRONT VARIOUS WELLS			X	36470		0	6.6	6.6	21120.	0.0	0.0	0.0	0.0	0.00
14	GR-1-08	CONN TED WEINER MRS Z D GUY-1			X	36471		0	0.0	0.0	0.	0.0	0.0	0.0	0.0	0.00
14	GR-1-09	CONNEMBOURNE - #1 PERRY			X	37000		0	4.5	4.5	1700.	0.0	0.0	0.0	0.0	0.00
14	GR-2	CONN TARPON OIL-H PERRY #2			X	38600		0	4.5	4.5	2160.	0.0	0.0	0.0	0.0	0.00
14	KC-3-02	GRAY ROCK TU #826			X	36480		0	6.6	6.6	7392.	0.0	0.0	0.0	0.0	0.00
14	KC-3-03	MTR STA FAL SEA-HAH #1			X	0		795	0.0	0.0	0.	0.0	0.0	0.0	0.0	0.00
14	KC-3-12	LANDERS #1 WL LN			X	36060		0	4.5	4.5	7920.	0.0	0.0	4.5	100.00	0.00
14	KC-3-12	CONN COURSON OIL #2-955 LANDERS			X	37162		0	4.5	4.5	4564.	0.0	0.0	0.0	0.0	0.00
14	KC-3-12				X	55101		0	4.5	4.5	2520.	0.0	0.0	0.0	0.0	0.00

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SYS	LINE SEC	DESCRIPTION	UR	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		0.0	0.00
20	BH-2	BRILLHART TV #768 & 796		X		0		1493		0.0	0.		0.0		0.0	0.00
20	BH-2-01	LAT 4 GANDY & CLOVER TO BRILLHART		X		0		0		4.0	10000.		0.0		0.0	0.00
20	BH-2-01	GO-GARD WL LH-BRLHT LT				33930		0		4.5	21120.		4.5		100.00	0.00
20	BH-2-03	FARM TAP - GEORGE C. COLLARD		X		352		0		0.0	0.		0.0		0.0	0.00
20	BH-2-04	CONN GULF-LOHE-1		X		33440		0		4.0	6000.		0.0		0.0	0.00
20	BH-2-04	CONN BILLINGSLEY #1		X		33840		0		0.0	0.		0.0		0.0	0.00
20	BH-2-05	HORIZON-LOHE #1 WL LH		X		33960		0		4.5	5808.		0.0		0.0	0.00
20	BH-2-05	BALLARD #1-123 WL LH		X		33990		0		4.5	5808.		0.0		0.0	0.00
20	BH-2-06	CONN BROCK EXPL CORP #1 ANDERSON		X		33411		0		0.0	0.		0.0		0.0	0.00
20	BH-2-06	MTR STA HOR DG COP WL 1		X		33970		0		4.5	7920.		0.0		0.0	0.00
20	BH-2-07	CONN GULF-RIGDA WART - 1		X		33400		0		8.0	5280.		0.0		0.0	0.00
20	BH-3	CONN UNIT DRILL & EXPL NO 1 BECK		X		33090		0		4.5	120.		0.0		0.0	0.00
20	BH-3-01	FUR-MUR WL LH-BRLHT LT				0		0		4.5	15240.		0.0		0.0	0.00
20	BH-3-01	CONN MARY #2		X		33982		0		2.0	60.		0.0		0.0	0.00
20	BH-3-03	CONNHELDORNE -HIGGS #1		X		33160		0		0.0	0.		0.0		0.0	0.00
20	BH-3/4	8" BERNSTEIN LAT		X		0		0		8.0	52800.		0.0		0.0	0.00
20	BH-4	8" BRILLHART LAT		X		0		0		8.6	36960.		0.0		0.0	0.00
20	BH-4-01	FARM TAP - PAT PATTERSON/ROBERT H. ARCHER		X		401		0		0.0	0.		0.0		0.0	0.00
20	BH-4-01	GO-STL WL LH-BRLHT LAT		X		33870		0		4.5	15840.		4.5		100.00	0.00
20	BH-5-03	CONN MARLIN OIL #1 SUE		X		53250		0		0.0	0.		0.0		0.0	0.00
20	BH-5-04	CONN HORIZON TX BRILHRT 1-6 HIGGARD		X		53230		0		4.0	3000.		0.0		0.0	0.00

Decision and Order

TRANSWESTERN GATHERING COMPANY
ANNEX 1 TO SCHEDULE A
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SYS	LINE SEG	DESCRIPTION	WH	COMP	LINE	METER	COMP.	R/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 TU #747		X		0		708	0	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 X #1		X		33700			0	4.5		4752.		0.0		0.00
21	JC-2	MTR STA GLE MATT ILLI A		X		33941			0	6.6		18680.		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	PAN AM-BRAINARD #1 LN		X		38000			0	4.5		6336.		0.0		0.00
21	JC-2-2	MATHEUS #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 DCHLTR		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	FLOMERS #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 AMDCO PRO #2 LUB MCINTIRE "A"		X		52240			0	4.5		1800.		0.0		0.00

ANNEX 2
TO
SCHEDULE A (REVISED 06-13-95)

RES	FN	STATE	SYS	ACCT	LOC	LOCATION DESCRIPTION	AREA	LINE NO	MAP
SYS	FN	STATE	SYS	LOC	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	IMC 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	IREX #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	IMC 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	COCKE #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).

ANNEX 2
TO
SCHEDULE A

(REVISED 06-13-95)

RES	FN	STATE	ACCT	LOC	LOCATION DESCRIPTION	AREA	LINE NO	MAP
SYS			SYS				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
RES	FN	STATE	ACCT	LOC	LOCATION DESCRIPTION	AREA	LINE NO	MAP
SYS			SYS				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	SCHCENHALS #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	OCELL 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	IMOYES-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

Re: The applicability of the Telemarketing Sales Rule -- the Telemarketing Rule generally imposes no restrictions on the legitimate fundraising activities of nonprofit organizations.

[American Telephone Fundraisers Association, Inc., P/R #]

December 15, 1995

Dear Mr. Paper:

This letter responds to your request on behalf of the American Telephone Fundraisers Association, Inc. for an advisory opinion concerning the applicability of the Telemarketing Sales Rule, 16 CFR Part 310, to fundraising telephone calls made by for-profit companies on behalf of nonprofit organizations. The Association seeks advice on the scope of the Rule's coverage as it may apply to fundraising activities of Association members that involve the use of the telephone.

Although the Telemarketing Sales Rule does not apply to entities over which the Commission lacks jurisdiction, it does apply to for-profit telemarketers acting on behalf of such entities. The Commission's view, however, is that telephone fundraising activities on behalf of nonprofit organizations will constitute a "plan, program or campaign which is conducted to induce the purchase of goods or services." As discussed below, this means that the Rule ordinarily imposes no restrictions on legitimate fundraising activities undertaken on behalf of nonprofit organizations.

The Telemarketing Act states that, "[N]o activity is outside the jurisdiction of [the FTC] Act shall be affected by this Act." Section 6(a) of the Telemarketing Act, Pub L. No. 103-297 (to be codified at 15 U.S.C. 6105(a)). Therefore, because the FTC Act does not apply to any entity that is not "organized to carry on business for its own profit or that of its members," neither does the Telemarketing Act or the Telemarketing Sales Rule. *See* 15 U.S.C. 44; *Community Blood Bank v. FTC*, 405 F.2d 1011 (8th Cir. 1969). The Rule, like the FTC Act, however, does apply to a company acting for profit even when it is providing services to a nonprofit organization. Statement of Basis and Purpose, Telemarketing Sales Rule, 60 Fed. Reg. 43,842, at 43,843 (Aug. 23, 1995).

The Rule's applicability to fundraising telephone calls made by for-profit companies depends on whether such calls fall within the definition of "telemarketing." The Rule defines telemarketing as a "plan, program or campaign which is conducted to induce the purchase of goods or services." 16 CFR 310.2(u). This language is identical to the pertinent section of the Telemarketing Act. Section 7(4) (to be codified at 15 U.S.C. 6106(4)). Thus, the critical question in determining coverage under the Rule is whether a call is conducted to induce a "purchase of goods or services."

The Commission's understanding is that telephone fundraising on behalf of nonprofit organizations is not, in fact, typically undertaken as part of a "plan, program or campaign . . . conducted to induce the purchase of goods or services" (emphasis added). This is true despite the fact that fundraising campaigns often involve the incidental provision of goods or services, such as premiums, memberships, or other incentives for donations.¹ Legitimate fundraising activity is conducted primarily to elicit donations and not to induce purchases. Even when donors receive gifts, premiums, memberships or other incentives, representatives of the non-profit sector have advised the Commission that legitimate charities generally do not conduct telephone solicitations in which the stated or actual value of goods or services offered exceeds the amount of a donor's payment. The Commission's enforcement experience suggests that fraudulent telemarketers, in contrast, obtain money from consumers by promising goods or services with inflated values as consideration for smaller "donations."

Thus, the Commission concludes that only if goods or services offered in a covered telemarketing telephone call as an inducement for the consumer's payment have an actual or claimed value equal to or greater than the amount of the donor's payment, is such a call conducted for the purpose of inducing a purchase. Consequently, only calls of that nature would fall within the definition of "telemarketing" and be subject to the applicable requirements of the Telemarketing Sales Rule. The Commission's construction of the term "telemarketing," as defined in the Act and the Rule, is fully consistent with the legislative purpose of the Telemarketing Act. The

¹ Section 170(f)(8) of the Internal Revenue Code provides that contributions of more than \$250 are eligible charitable deductions for the donor only where the donee organization has provided a description and good faith estimate of the value of any goods or services provided as consideration, in whole or in part, for the donation. 26 U.S.C. 170(f)(8). In addition, a taxpayer may claim a deduction only for the difference between a payment to a charitable organization and the market value of any benefit received in return. 3 Fed. Tax Serv. (CCH) A:17-41[4] (1995).

Commission's interpretation permits efficient interdiction of fraud without encumbering the legitimate use of telemarketing by sellers of good or services or by non-profit entities. In sum, the Telemarketing Rule generally imposes no restrictions on the legitimate fundraising activities of nonprofit organizations.

As is true of all Commission advisory opinions, this letter is limited to the proposed conduct described in the request. The Commission retains the right to reconsider the questions involved, and with notice to the requesting party in accordance with Section 1.3(b) of the Commission's Rules of Practice, 16 CFR 1.3(b), to rescind or revoke its opinion should the proposed conduct result in significant consumer injury, the purposes of the conduct be found not to be legitimate, or the public interest so require.

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