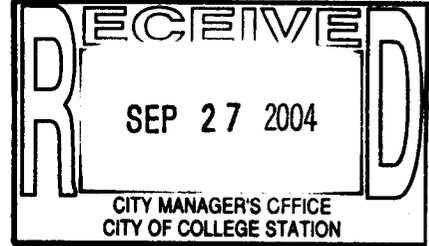




Devon Gas Services, L.P.
20 North Broadway
Oklahoma City, Oklahoma 73102-8260

September 23, 2004

City of College Station
Attn: Tom Brymer, City Manager
P.O. Box 9960, College Station, TX 77842
Via Fax # (979) 764-6377



Re: Request for Consent to Assignment
Agreement TX-800-0013, Dated September 13, 2001

Dear Mr. Brymer:

Devon Gas Services, L.P. ("Devon") has entered into an agreement to sell its Texas Chalk and Madison Gas Gathering Systems and processing facilities located in Brazos, Burleson, Grimes, Houston, Lee, Leon, Milam, Madison, Robertson, Waller and Washington Counties, Texas to ETC Texas Pipeline, LTD, a wholly owned subsidiary of LaGrange Acquisition, L.P. ("ETC"). Pursuant to the terms of the referenced contract between Devon and City of College Station, this letter is our request to obtain your conditional consent to assignment, with the understanding that it will be effective only when a closing on the sale to ETC occurs. This transaction is expected to close on or before December 31, 2004. After the transaction closes, ETC will give further notice to advise that the transaction has closed. If the transaction does not close, Devon will give notice to that effect.

Your consent is required in order to effect the transfer of all of our right, title, and interest in the subject contract to ETC. Additionally, ETC will assume Devon's responsibilities and will agree to the performance of all obligations under the contract as though it were the original party thereto.

Devon is not aware of any reasonable cause for your denial, and seeks an expedited response to this request. Please indicate your consent to the assignment by having a duly authorized representative execute this letter in the space provided and return the fully executed original in the self-addressed, postage paid envelope enclosed. Should you have any questions or require additional information regarding this consent, please contact Ellen Herminghaus at (405) 228-8394.

Thank you for your prompt attention to this matter.

Sincerely,

Gene K. Veselka
Planning & Administration

ACCEPTING AND AGREEING TO THE TERMS OF THIS NOTICE AND CONSENT:

BY: _____

DATE _____

NAME: _____

TITLE: _____