

[REDACTED]

Nancy Ovuka, Esq.
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parties, into the United States. Once the gas is commingled of course, it is no longer possible to distinguish from which source each of the gas molecules originated. We therefore suggested that a logical way to allocate sales into the United States is to assume that one-third of the natural gas produced by the assets to be acquired is sold into the United States. You agreed that this is an acceptable method of determining the amount of natural gas sold into the United States attributable to the assets being acquired. Since one-third of the sales of natural gas produced last year from the assets being acquired totaled less than \$25 million, this acquisition, though in excess of the \$500 million oil and gas reserve threshold set forth in Rule 802.3(a), would not trigger a filing under the HSR Act.

Please call [REDACTED] to confirm that this letter accurately reflects our conversation and that the methodology for determining both sales attributable to the assets with respect to oil as well as the amount of sales into the United States attributable to the natural gas is correct.

Thank you for your assistance.

Very truly yours,

[REDACTED]

[REDACTED]

cc:

[REDACTED]

[REDACTED]

TH concurs