

**SELLER DISCLOSURE SCHEDULE**

to

**Stock Purchase Agreement**

by and between

**Intermountain Industries, Inc.**

and

**MDU Resources Group, Inc.**

This Seller Disclosure Schedule is furnished pursuant to the Stock Purchase Agreement (the “**Agreement**”), dated as of July 1, 2008, by and between Intermountain Industries, Inc. (“**Seller**”) and MDU Resources Group, Inc. (“**Purchaser**”). Capitalized terms used herein and not defined herein shall have the meanings set forth in the Agreement.

The headings contained in this Seller Disclosure Schedule are for convenience of reference only and shall not be deemed to modify or influence the interpretation of the information contained in this Seller Disclosure Schedule or the Agreement. All information or documents set forth, summarized or otherwise referred to herein is subject to the terms of the Confidentiality Agreement.

SECTION 1.1(a)

**March 31, 2008 Balance Sheet**

See Annex 1.1(a) attached to this Seller Disclosure Schedule.

## INTERMOUNTAIN GAS COMPANY

## BALANCE SHEETS - ASSETS

(Thousands of Dollars)

(Unaudited)

|   | <u>2008</u>       | <u>March 31,</u><br><u>2007</u> | <u>September 30,</u><br><u>2007</u> |
|---|-------------------|---------------------------------|-------------------------------------|
| <b>PROPERTY, PLANT AND EQUIPMENT:</b>                             |                   |                                 |                                     |
| Utility plant   | \$ 414,255        | \$ 399,976                      | \$ 408,410                          |
| Less accumulated depreciation                                     | 221,314           | 212,674                         | 216,920                             |
|   | <u>192,941</u>    | <u>187,302</u>                  | <u>191,490</u>                      |
| <b>CURRENT ASSETS:</b>  |                   |                                 |                                     |
| Cash and cash equivalents   | 1,657             | 1,363                           | 625                                 |
| Accounts receivable less reserves of \$2073,<br>\$2035, and \$835 | 32,526            | 38,357                          | 9,044                               |
| Cost of gas delivered but unbilled to customers                   | 12,456            | 9,443                           | 3,486                               |
| Natural gas in storage  | 4,733             | 5,937                           | 5,390                               |
| Materials and supplies  | 2,662             | 2,208                           | 2,973                               |
| Prepayments   | 593               | 513                             | 1,082                               |
| Income tax receivable   | -                 | -                               | 664                                 |
| Deferred income taxes   | 4,932             | 2,784                           | 834                                 |
| Deferred gas costs  | (8,910)           | 2,433                           | 5,365                               |
| Deferred gas costs - hedging instruments                          | -                 | -                               | 13,994                              |
|   | <u>50,649</u>     | <u>63,038</u>                   | <u>43,457</u>                       |
| <b>OTHER ASSETS DEFERRED CHARGES:</b>                             |                   |                                 |                                     |
| Unamortized debt expense  | 871               | 987                             | 929                                 |
| Other deferred charges  | 807               | 421                             | 807                                 |
|   | <u>1,678</u>      | <u>1,408</u>                    | <u>1,736</u>                        |
|   | <u>\$ 245,268</u> | <u>\$ 251,748</u>               | <u>\$ 236,683</u>                   |

See accompanying notes to financial statements.

## INTERMOUNTAIN GAS COMPANY

## BALANCE SHEETS - CAPITALIZATION AND LIABILITIES

(Thousands of Dollars)

(Unaudited)

|  | <u>2008</u>       | <u>March 31,</u><br><u>2007</u> | <u>September 30,</u><br><u>2007</u> |
|--|-------------------|---------------------------------|-------------------------------------|
| <b>CAPITALIZATION:</b>                         |                   |                                 |                                     |
| Common shareholder's interest                  |                   |                                 |                                     |
| Common stock, 1,513,060 shares outstanding     | \$ 1,513          | \$ 1,513                        | \$ 1,513                            |
| Premium on common stock                        | 14,809            | 14,809                          | 14,809                              |
| Retained earnings                              | 60,308            | 57,282                          | 51,909                              |
|  | <u>76,630</u>     | <u>73,604</u>                   | <u>68,231</u>                       |
| Long term debt                                 | 78,227            | 103,500                         | 89,927                              |
|  | <u>154,857</u>    | <u>177,104</u>                  | <u>158,158</u>                      |
| <b>CURRENT LIABILITIES:</b>                    |                   |                                 |                                     |
| Accounts payable and accrued liabilities       | 39,182            | 35,738                          | 24,901                              |
| Interest payable                               | 193               | 207                             | 220                                 |
| General taxes payable                          | 5,492             | 5,349                           | 4,740                               |
| Income taxes payable                           | 10,700            | 5,960                           | -                                   |
| Fair value of hedging instruments              | -                 | -                               | 13,994                              |
| Current portion of long-term debt              | 5,273             | -                               | 5,273                               |
|  | <u>60,840</u>     | <u>47,254</u>                   | <u>49,128</u>                       |
| <b>OTHER LIABILITIES AND DEFERRED CREDITS:</b> |                   |                                 |                                     |
| Deferred income taxes                          | 9,053             | 11,666                          | 8,673                               |
| Unamortized investment tax credits             | 7,128             | 5,005                           | 7,021                               |
| Regulatory liability for income taxes          | 4,907             | 4,063                           | 4,907                               |
| Customer advances for construction             | 4,324             | 2,034                           | 3,355                               |
| Other deferred credits                         | 4,159             | 4,622                           | 5,441                               |
|  | <u>29,571</u>     | <u>27,390</u>                   | <u>29,397</u>                       |
|  | <u>\$ 245,268</u> | <u>\$ 251,748</u>               | <u>\$ 236,683</u>                   |

See accompanying notes to financial statements.

INTERMOUNTAIN GAS COMPANY  
NOTES TO FINANCIAL STATEMENTS  
MARCH 31, 2008 AND 2007

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1. ORGANIZATION

Intermountain Gas Company ("Intermountain"), a wholly-owned subsidiary of Intermountain Industries, Inc. ("Industries"), was incorporated in 1950 under the laws of the State of Idaho. It is the sole distributor of natural gas in southern Idaho. Intermountain's accounting records are maintained in conformity with the uniform system of accounts prescribed by the Federal Energy Regulatory Commission as adopted by the Idaho Public Utilities Commission ("IPUC").

2. FINANCIAL STATEMENTS

The financial statements have been prepared without audit. Although certain information and disclosures normally included in the financial statements prepared in conformity with accounting principles generally accepted in the United States of America have been condensed or omitted, it is the opinion of management that the accompanying financial statements reflect all adjustments necessary to present fairly the financial position, the results of operations, and the changes in cash flows for the periods indicated.

These financial statements should be read in conjunction with the audited financial statements and notes thereto in Intermountain's annual report for the year ended September 30, 2007.

Because the sales and transportation of gas are affected by variation in weather conditions, the results of operations for the interim periods are not necessarily indicative of the results to be expected for the entire year or for subsequent periods.

3. RATE MATTERS

Purchased Gas Adjustment Tariff

The IPUC authorizes Intermountain to adjust prices to its customers in order to reflect the changes in its cost of purchased gas under a Purchased Gas Adjustment ("PGA") tariff. At a minimum, Intermountain files PGA deferred amounts annually with the IPUC to adjust the prices it charges its customers in order to pass through the previously deferred changes in the cost of purchased gas.

Since October 1, 2005, the IPUC has authorized the following price changes (shown in thousands of dollars):

| <u>Effective Date</u> | Annualized<br>Revenue Increase (Decrease) |
|-----------------------|---|
| October 1, 2005.....  | \$67,600                                  |
| October 1, 2006.....  | (\$12,800)                                |
| October 1, 2007.....  | (\$25,400)                                |

#### 4. INCOME TAXES

Intermountain follows the liability method of accounting for deferred income taxes. Deferred taxes have been recorded using currently enacted tax rates for the differences between the tax basis of assets and liabilities, and the basis reported in the financial statements. Due to the effects of regulation on Intermountain, certain adjustments made to deferred income taxes are disclosed as Regulatory Liability – Deferred Income Taxes on the accompanying balance sheets.

#### 5. OTHER FINANCIAL MATTERS

##### Senior Debentures

Intermountain has \$58,000,000 of Senior Debentures (“the Debentures”) placed with an institutional investor. The Debentures carry a fixed interest rate of 7.26%, payable semiannually. The Debentures will be retired with 11 equal annual payments, beginning in 2008, with a final maturity in 2018. These Debentures are unsecured.

##### Revolving Line of Credit

On October 19, 2005 Intermountain entered into a \$45,000,000 revolving, unsecured credit line with a syndicated group of banks and retired its unsecured \$35,000,000 line with a single bank. The credit line capacity increased to \$65,000,000 in December 2005. This credit line matures on August 31, 2010 and has fixed and floating interest rate options that can be selected at the discretion of Intermountain. The rate options are prime rate flat or LIBOR plus a maximum of 1.25%. The agreement provides for a commitment fee based on the borrowing needs of Intermountain. Under the conditions of the revolving line agreement, Intermountain has certain financial covenant restrictions over the term of the agreement.

For the six months ended March 31, 2008, the average borrowings were \$29,902,000 over a period of 183 days with a peak balance of \$49,000,000. During the comparable period in 2007 the average borrowings were 40,092,000 over a period of 182 days with a peak balance of \$59,400,000.

Derivatives

The natural gas swaps that were in place during the first quarters of fiscal years 2008 and 2007, expired on March 31, 2008 and March 31, 2007, respectively.

## 6. REVENUE SOURCES AND MAJOR CUSTOMERS

The sale and transportation of natural gas to residential, commercial, and industrial customers are the most significant sources of revenues for Intermountain. The major components of revenue are as follows (thousands of dollars):

|                                  | Three             |                   | Six               |                   | Twelve            |                   |
|----------------------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|
|                                  | Months Ended      |                   | Months Ended      |                   | Months Ended      |                   |
|                                  | <u>March 31,</u>  |                   | <u>March 31,</u>  |                   | <u>March 31,</u>  |                   |
|                                  | <u>2008</u>       | <u>2007</u>       | <u>2008</u>       | <u>2007</u>       | <u>2008</u>       | <u>2007</u>       |
| Utility natural gas sales.....   | \$ 152,532        | \$ 150,258        | \$ 241,767        | \$ 243,964        | \$ 317,964        | \$ 327,285        |
| Utility transportation fees..... | 3,080             | 2,657             | 5,937             | 5,268             | 10,079            | 9,663             |
| Other utility revenues.....      | <u>529</u>        | <u>553</u>        | <u>929</u>        | <u>968</u>        | <u>1,761</u>      | <u>1,880</u>      |
| Utility operating revenues.....  | <u>\$ 156,141</u> | <u>\$ 153,468</u> | <u>\$ 248,633</u> | <u>\$ 250,200</u> | <u>\$ 329,804</u> | <u>\$ 338,828</u> |

SECTION 1.1(b)

**SERP Estimated Accrued Benefit Obligations  
As of September 30, 2007**

The amounts set forth below represent the present value of the accrued benefit obligation for each listed individual as of September 30, 2007 based upon the Company's estimates, at a discount rate of 6.30%. Actual liabilities may differ from these estimates.

Active Employees

|                     |                    |
|---------------------|--------------------|
| Book                | \$951,233          |
| Rich                | 432,096            |
| Clark               | 428,482            |
| Powell              | 259,471            |
| Madison             | 167,606            |
| <hr/>               |                    |
| <b>Total Active</b> | <b>\$2,238,888</b> |

Receiving Payments

|                                 |                    |
|---------------------------------|--------------------|
| Hedemark                        | \$1,013,800        |
| Huntington                      | 779,634            |
| Worthan                         | 556,554            |
| Lebens                          | 521,139            |
| Bordeaux                        | 507,990            |
| Kennedy                         | 384,751            |
| <hr/>                           |                    |
| <b>Total Receiving Payments</b> | <b>\$3,763,868</b> |

|              |                    |
|--------------|--------------------|
| <hr/>        |                    |
| <b>Total</b> | <b>\$6,002,756</b> |
| <hr/>        |                    |

SECTION 2.2(a)

**March 31 Calculations**

See Annex 2.2(a) attached to this Seller Disclosure Schedule.

Calculations as of March 31, 2008  
(\$ in thousands)

|  | <u>3/31/2008</u> | <u>Adjustments</u> | <u>As Adjusted,<br/>3/31/08</u> |
|--|------------------|--------------------|---------------------------------|
| <b>ADJUSTED NET WORKING CAPITAL</b>  |                  |                    |                                 |
| <b>CURRENT ASSETS</b>  |                  |                    |                                 |
| Cash and cash equivalents  | 1,657            | (1,657)            | 0                               |
| Accounts receivable:   |                  |                    |                                 |
| Industrial and large commercial  | 2,181            |                    | 2,181                           |
| Cyclical less reserves of \$2073, \$2035, and \$835                                | 30,210           |                    | 30,210                          |
| Other receivables  | 135              |                    | 135                             |
| Accounts receivable from affiliates  | 0                |                    | 0                               |
| Cost of gas delivered but unbilled to customers                                    | 12,456           |                    | 12,456                          |
| Natural gas in storage   | 4,733            |                    | 4,733                           |
| Materials and supplies   | 2,662            |                    | 2,662                           |
| Prepayments (excludes pre-paid insurance)  | 272              |                    | 272                             |
| Prepayments (General Ledger Account 17012: Prepaid insurance)                      | 321              | (321)              | 0                               |
| Income taxes   | 0                |                    | 0                               |
| Fair value of hedging instruments  | 0                |                    | 0                               |
| Deferred income taxes - current  | 4,932            |                    | 4,932                           |
| Deferred gas costs - transportation  | (15,140)         |                    | (15,140)                        |
| Deferred gas costs - hedging   | 0                |                    | 0                               |
| Deferred gas costs - other   | 6,230            |                    | 6,230                           |
| Fair value of financial hedging instruments - asset                                | 0                |                    | 0                               |
| Total Current Assets   | <u>50,649</u>    | <u>(1,978)</u>     | <u>48,671</u>                   |
| <b>CURRENT LIABILITIES</b>   |                  |                    |                                 |
| Accounts payable and accrued liabilities   | 36,582           |                    | 36,582                          |
| Accounts payable to affiliates   | 686              |                    | 686                             |
| Customer deposits  | 1,914            |                    | 1,914                           |
| Interest payable - Customer deposits (General Ledger Account 32202)                | 41               |                    | 41                              |
| Interest payable on Debt Obligations (General Ledger Accounts 32201, 32203, 32208) | 152              | (152)              | 0                               |
| Current portion of long-term debt  | 5,273            | (5,273)            | 0                               |
| Income taxes payable   | 10,700           |                    | 10,700                          |
| Dividends payable  | 0                |                    | 0                               |
| General taxes payable  | 5,492            |                    | 5,492                           |
| Fair value of hedging instruments  | 0                |                    | 0                               |
| Deferred income taxes - current  | 0                |                    | 0                               |
| Total Current Liabilities  | <u>60,840</u>    | <u>(5,425)</u>     | <u>55,415</u>                   |
| <b>ADJUSTED NET WORKING CAPITAL</b>  |                  |                    |                                 |
| Current Assets   |                  |                    | 48,671                          |
| Less Current Liabilities   |                  |                    | (55,415)                        |
| Adjusted Net Working Capital   |                  |                    | <u>(6,744)</u>                  |
| <b>AGGREGATE NET COMPANY INDEBTEDNESS</b>  |                  |                    |                                 |
| <b>TOTAL DEBT</b>  |                  |                    |                                 |
| TIAA   | 52,727           |                    | 52,727                          |
| Revolving bank lines   | 25,500           |                    | 25,500                          |
| Interest payable on Debt Obligations (General Ledger Accounts 32201, 32203, 32208) | 0                | 152                | 152                             |
| Current portion of long-term debt  | 0                | 5,273              | 5,273                           |
| Total Debt   | <u>78,227</u>    | <u>5,425</u>       | <u>83,652</u>                   |
| <b>AGGREGATE NET COMPANY INDEBTEDNESS</b>  |                  |                    |                                 |
| Total Debt   |                  |                    | 83,652                          |
| Less Cash  |                  |                    | (1,657)                         |
| Aggregate Net Company Indebtedness   |                  |                    | <u>81,995</u>                   |

ANNEX 2.2(a)

Calculations as of March 31, 2008  
(\$ in thousands)

|   | <u>3/31/2008</u> | <u>Adjustments</u> | <u>As Adjusted,<br/>3/31/08</u> |
|---|------------------|--------------------|---------------------------------|
| <b>NET PP&amp;E AMOUNT</b>              |                  |                    |                                 |
| <b>PROPERTY, PLANT AND EQUIPMENT</b>    |                  |                    |                                 |
| Utility Plant                           | \$ 414,255       |                    | \$ 414,255                      |
| Less accum depreciation - Utility Plant | 221,314          |                    | 221,314                         |
| Net Property, Plant and Equipment       | <u>192,941</u>   | <u>0</u>           | <u>192,941</u>                  |
| <b>Net PP&amp;E Amount</b>              |                  |                    | <u><b>192,941</b></u>           |

SECTION 3.3(b)

**No Conflict**

1. Credit Agreement, dated as of October 19, 2005, among Intermountain Gas Company, as Borrower, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, and the other Lenders party thereto.
2. Agreement for Accounts Receivable Services between Intermountain Gas Company and Equifax Credit Information Services, dated December 9, 1995.
3. Convenience Pay Service Agreement, between Integrated Payment Systems, Inc., Western Union Financial Service, Inc. and Intermountain Gas Company, dated July 7, 2006.
4. Seller advises Purchaser of the terms set forth in Section 9.17 of the Debenture Purchase Agreement (as defined in Section 3.15(a)(vi) of this Seller Disclosure Schedule), including the limitations set forth therein in respect of the Company's ability to file (or consent to the filing of) a consolidated income tax return with any person other than any Subsidiary (as defined therein), Seller or any Subsidiary (as defined therein) of Seller.

SECTION 3.5(c)

**Obligations for Indebtedness of Borrowed Money**

1. \$58,000,000 in aggregate principal amount of 7.26% Senior Debentures Due September 18, 2018, issued pursuant to the Debenture Purchase Agreement (as defined in Section 3.15(a)(vi) of this Seller Disclosure Schedule).
2. \$26,000,000 outstanding in principal amount as of the date of the Agreement under the Credit Agreement (as defined in Section 3.15(a)(vi) of this Seller Disclosure Schedule).

## SECTION 3.7

### **Undisclosed Liabilities**

1. Any liabilities under the Intermountain Industries, Inc. Supplemental Retirement Plan that are associated with a Company Employee or a Company Retiree.
2. Obligation of the Company to fund its pro rata share of the unfunded pension obligation of that certain Multi-Employer Pension Plan attributable to the vested obligations for the Company's union employees as incorporated in Article 29 of the Existing CBA. This obligation is triggered only in the event that the Company's union employees withdraw from the Unions or Union Plan (as defined in Section 3.13(a) of this Seller Disclosure Schedule).
3. See Sections 3.9 and 3.18 of this Seller Disclosure Schedule.

SECTION 3.8

**Absence of Changes**

Effective June 30, 2008, Seller purchased from the Company the life insurance policy on William Glynn for the then current cash value estimated to be \$456,000. In connection with such transfer, the beneficiary of such policy was changed from the Company to Seller.

(c)(iv)

On June 30, 2008, the Company paid its shareholders a cash dividend in an aggregate amount of \$2,500,000.

SECTION 3.9

**Legal Proceedings**

Taylor et al v. Samson et al., in the United States Court of Appeals for the Ninth Circuit.

SECTION 3.12(j)

**Taxes**

The Internal Revenue Service notified the Company on June 11, 2008 that no change would be required to the Company's federal income tax returns for the years ended September 30, 2005 and 2006, in connection with an audit by the Internal Revenue Service of such returns.

SECTION 3.13(a)

**Collective Bargaining Agreements**

1. Employment Contract, between Intermountain Gas Company and Local Unions No. 296 and No. 648 of the United Association of Journeymen and Apprentices of the Plumbing and Pipefitting Industry of the United States and Canada, AFL-CIO (the “Unions”), dated October 17, 2004.
2. Memo of Understanding, undated, between Intermountain Gas Company and the Unions, pertaining to Article 29 of the Existing CBA.

SECTION 3.14(a)

**Company Plans**

Company Plans

1. Intermountain Gas Company Deferred Compensation/Salary Reduction Plan for Executives and Key Managers.
2. Intermountain Gas Company Employee Benefit Trust.
3. Blue Cross of Idaho Master Blue Preferred Group Plan (Group # 10005513).
4. Willamette Dental of Idaho, Inc. Group Dental Plan (Group # Z1367).
5. Delta Dental Plan of Idaho, Inc. Dental Plan (Group # 0860).
6. Vision Service Plan of Idaho, Inc. Group Vision Care Plan (Group # 12104889).
7. Standard Insurance Company Group Life Insurance Policy (Policy # 139342-A).
8. Standard Insurance Company Group Long-Term Disability Insurance Policy (Policy # 139342-B).
9. National Union Fire Insurance Company (AIG) of Pittsburgh, PA Voluntary AD&D (Policy # PAI 0009113155).
10. Horizon Health Corporation Employee Assistance Program.
11. Intermountain Gas Company Flexible Benefit Plan.
12. Intermountain Gas Company Employee Savings and Profit Sharing Plan.
13. Intermountain Gas Company Employee Pension, Savings and Profit Sharing Plan.
14. Intermountain Industries, Inc. Supplemental Retirement Plan.
15. Medex Travel Assist (tied to Standard Contract Number 8).

Employee Non-Competition Agreements

1. Noncompetition and Nondisclosure Agreement, between Paul R. Powell and Intermountain Gas Company, dated December 5, 1999.
2. Noncompetition and Nondisclosure Agreement, between Eldon Book and Intermountain Gas Company, dated November 29, 1999.
3. Noncompetition and Nondisclosure Agreement, between Michael E. Rich and IGI Resources Inc., dated July 10, 1998.

4. Noncompetition and Nondisclosure Agreement, between Scott W. Madison and Intermountain Gas Company, dated July 6, 1998.
5. Noncompetition and Nondisclosure Agreement, between Tim Clark and Intermountain Gas Company, dated January 25, 2006.

SECTION 3.14(g)

**Withdrawal Liabilities Under Multiemployer Plans**

See Item 2 under Section 3.7 of this Seller Disclosure Schedule.

SECTION 3.14(h)

**Post-Employment Welfare Coverage**

See Item 2 under Section 3.14(a) of this Seller Disclosure Schedule.

See Annex 3.14(h) attached to this Seller Disclosure Schedule.

| <u>Retiree Name</u>   | <u>Status</u> | <u>Birthdate</u> | <u>Code</u>         | <u>Status</u>    | <u>Spouse Name</u> | <u>Birthdate</u> | <u>Code</u>         |
|---|---------------|------------------|---------------------|------------------|--------------------|------------------|---------------------|
| <b>Group 1</b>  |               |                  |                     |                  |                    |                  |                     |
| <i>Retiree's over the age of 65 that are receiving Medicare Supplement Reimbursement</i>                                    |               |                  |                     |                  |                    |                  |                     |
| <i>IGC will reimburse both the retiree and their spouse 50% up to \$80 per month for Medicare Supplements (until death)</i> |               |                  |                     |                  |                    |                  |                     |
| Basham, Bill  | 1             | 04/18/42         | Medicare supplement | Surviving Spouse |                    |                  | Medicare supplement |
| Bean, Lynn  | 1             | 07/26/36         | Medicare supplement |                  | Lois               | 07/04/38         | Medicare supplement |
| Bean, Richard   | 1             | 03/11/39         | Medicare supplement |                  |                    |                  | Medicare supplement |
| Benson, Clarence  | 1             | 06/26/37         | Medicare supplement |                  | Beverly            | 12/03/34         | Medicare supplement |
| Berthelson, LaRene  | 1             | 03/16/31         | Medicare supplement |                  |                    |                  | Medicare supplement |
| Biggs, Robert   | 2             | 03/18/27         | Medicare supplement |                  | Barbara            | 05/14/29         | Medicare supplement |
| Bird, Bill  | 1             | 09/07/23         | Medicare supplement |                  | Norma              | 10/30/28         | Medicare supplement |
| Bordeaux, Phillip   | 2             | 12/15/27         | Medicare supplement |                  | Joy                | 06/16/29         | Medicare supplement |
| Bowman, Frank   | 1             | 06/09/40         | Medicare supplement |                  | Bobbie             | 05/29/40         | Medicare supplement |
| Bursselle, Darlene  | 1             | 05/03/26         | Medicare supplement | Surviving Spouse |                    |                  | Medicare supplement |
| Brown, Peggy  | 1             | 06/27/24         | Medicare supplement |                  |                    |                  | Medicare supplement |
| Caldwell, Jack  | 1             | 10/20/39         | Medicare supplement |                  | Sharon             | 03/04/42         | Medicare supplement |
| Campbell, John  | 1             | 03/15/41         | Medicare supplement |                  | Vincent            | 11/27/26         | Medicare supplement |
| Caravelli, Joy  | 1             | 03/21/25         | Medicare supplement |                  |                    |                  | Medicare supplement |
| Cardinale, Henry  | 1             | 04/23/36         | Medicare supplement |                  |                    |                  | Medicare supplement |
| Chapman, William  | 1             | 10/14/40         | Medicare supplement |                  |                    |                  | Medicare supplement |
| Chard, Jack   | 1             | 12/05/37         | Medicare supplement |                  |                    |                  | Medicare supplement |
| Christensen, Gerald   | 1             | 07/23/33         | Medicare supplement |                  | Lucille            | 11/06/32         | Medicare supplement |
| Clifford, Dorsal G.   | 1             | 05/28/27         | Medicare supplement |                  | Callie             | 04/11/29         | Medicare supplement |
| Clifton, Charles  | 1             | 11/20/39         | Medicare supplement |                  | Frances            | 07/29/39         | Medicare supplement |
| Cooper, P.L.  | 1             | 03/10/37         | Medicare supplement |                  |                    |                  | Medicare supplement |
| Cress, Gary   | 1             | 02/01/38         | Medicare supplement |                  |                    |                  | Medicare supplement |
| Criker, Alan  | 1             | 03/19/40         | Medicare supplement |                  | Joan               | 02/27/41         | Medicare supplement |
| Davis, Helen  | 1             | 11/24/40         | Medicare supplement |                  | Joyce              | 02/14/45         | EBT until age 65    |
| Day, Paul   | 1             | 08/16/25         | Medicare supplement |                  | Carol              | 03/18/41         | Medicare supplement |
| Derricott, Jimmie   | 1             | 04/30/40         | Medicare supplement |                  |                    |                  | Medicare supplement |
| Donaldson, Ronald   | 1             | 02/18/31         | Medicare supplement |                  | Betty              | 06/29/28         | Medicare supplement |
| Duncan, theresia  | 1             | 11/25/28         | Medicare supplement | Surviving Spouse |                    |                  | EBT until age 65    |
| Dyas, Betty   | 1             | 02/05/32         | Medicare supplement |                  | JoAnn              | 12/02/44         | EBT until age 65    |
| Egbert, Don   | 1             | 01/20/23         | Medicare supplement |                  |                    |                  | Medicare supplement |
| Fedde, Dare   | 1             | 01/01/40         | Medicare supplement |                  |                    |                  | Medicare supplement |
| Frost, Dean   | 1             | 10/15/21         | Medicare supplement |                  |                    |                  | Medicare supplement |
| Gigger, Ida   | 1             | 03/30/42         | Medicare supplement |                  |                    |                  | Medicare supplement |
| Granberg, Don   | 1             | 10/07/23         | Medicare supplement |                  | JoAnn              | 11/16/41         | Medicare supplement |
| Groom, Roy  | 1             | 11/14/39         | Medicare supplement |                  | GeraldDean         | 12/16/37         | Medicare supplement |
| Handley, E. L.  | 1             | 12/02/35         | Medicare supplement |                  | Isabel             | 02/06/26         | Medicare supplement |
| Hass, Ralph   | 1             | 08/06/22         | Medicare supplement |                  | MaryLou            | 04/09/29         | Medicare supplement |
| Hedemark, N Charles   | 1             | 02/08/26         | Medicare supplement |                  | Polly              | 09/11/42         | Medicare supplement |
| Hill, Carol   | 1             | 04/27/42         | Medicare supplement |                  |                    |                  | Medicare supplement |
| Hisaw, Pat  | 1             | 06/19/30         | Medicare supplement |                  | Tom                | 01/04/37         | Medicare supplement |
| Hodge, Robert   | 1             | 05/27/32         | Medicare supplement |                  | Helen              | 06/14/24         | Medicare supplement |
| Holsclaw, John  | 1             | 10/01/24         | Medicare supplement |                  | Myrna              | 09/06/39         | Medicare supplement |
| Howard, O. D.   | 1             | 12/07/38         | Medicare supplement |                  |                    |                  | Medicare supplement |
|   | 1             | 07/09/28         | Medicare supplement |                  |                    |                  | Medicare supplement |

ANI : 3.14(h)

RETIRE2007.XLS

| <u>Retiree Name</u> | <u>Status</u> | <u>Birthdate</u> | <u>Code</u>         | <u>Status</u>    | <u>Spouse Name</u> | <u>Birthdate</u> | <u>Code</u>         |
|---------------------|---------------|------------------|---------------------|------------------|--------------------|------------------|---------------------|
| Ingraham, James     | 1             | 12/24/39         | Medicare supplement |                  | Judy               | 11/06/46         | EBT until age 65    |
| Jennings, David     | 1             | 08/07/34         | Medicare supplement |                  | Ila                | 01/24/36         | Medicare supplement |
| Kash, Betty         | 1             | 08/15/27         | Medicare supplement | Surviving Spouse |                    |                  |                     |
| Klundi, George      | 1             | 07/27/34         | Medicare supplement |                  | Flame              | 04/01/37         | Medicare supplement |
| Leiby, Eugene       | 1             | 04/03/41         | Medicare supplement |                  | Sandy              | 02/22/43         | EBT until age 65    |
| Little, Lloyd       | 1             | 12/06/25         | Medicare supplement |                  | Nancy              | 08/07/27         | Medicare supplement |
| Maestas, Ernie      | 1             | 08/25/40         | Medicare supplement |                  |                    |                  |                     |
| Marske, Gordon      | 1             | 01/18/29         | Medicare supplement |                  | Harold             | 02/05/32         | Medicare supplement |
| Mason, Beverly      | 1             | 02/13/39         | Medicare supplement |                  |                    |                  |                     |
| Mawson, Leland      | 1             | 06/26/29         | Medicare supplement |                  | Karen              | 09/20/43         | EBT until age 65    |
| McAlister, Daniel   | 1             | 12/18/40         | Medicare supplement |                  | Evelyn             | 09/22/42         | Medicare supplement |
| McDonald, Ben       | 1             | 06/18/40         | Medicare supplement |                  |                    |                  |                     |
| McKinney, Dorothy   | 1             | 03/19/22         | Medicare supplement | Surviving Spouse |                    |                  |                     |
| McRae, Mary         | 1             | 04/23/35         | Medicare supplement |                  |                    |                  |                     |
| McVey, Elizabeth    | 1             | 08/10/41         | Medicare supplement |                  | Edwin              | 04/16/39         | Medicare supplement |
| Merrill, Robert     | 1             | 02/07/42         | Medicare supplement |                  | Jane               | 06/15/44         | EBT until age 65    |
| Mitchell, Thaine    | 1             | 05/03/24         | Medicare supplement |                  | Betty              | 01/27/27         | Medicare supplement |
| Moore, Lola         | 1             | 08/18/25         | Medicare supplement |                  |                    |                  |                     |
| Morgan, Kenneth     | 2             | 07/27/35         | Medicare supplement | Surviving Spouse | Shirley            | 12/03/37         | Medicare supplement |
| Nelson, Jerry       | 1             | 04/22/31         | Medicare supplement |                  |                    |                  |                     |
| Niederer, Jesse     | 1             | 08/29/41         | Medicare supplement |                  |                    |                  |                     |
| Olachea, Charles    | 1             | 09/25/29         | Medicare supplement |                  |                    |                  |                     |
| Ooley, Elaine       | 1             | 09/23/32         | Medicare supplement |                  |                    |                  |                     |
| Pack, Ward          | 1             | 04/23/41         | Medicare supplement |                  | Laddie             | 05/31/31         | Medicare supplement |
| Pacil, Paul         | 1             | 03/22/41         | Medicare supplement |                  |                    |                  |                     |
| Penrod, Ruth        | 2             | 10/27/29         | Medicare supplement |                  | Helen              | 02/14/43         | EBT until age 65    |
| Pershing, Elbert    | 1             | 08/17/27         | Medicare supplement |                  | John               | 01/02/29         | Medicare supplement |
| Peterlin, Harry     | 1             | 11/18/29         | Medicare supplement |                  | Janace             | 04/17/39         | Medicare supplement |
| Petersen, Elinor    | 1             | 05/05/42         | Medicare supplement |                  | Nyla               | 02/14/35         | Medicare supplement |
| Plant, Donna        | 1             | 04/20/33         | Medicare supplement |                  |                    |                  |                     |
| Rasmussen, Gary     | 1             | 11/12/35         | Medicare supplement |                  | Marilyn            | 09/15/42         | Medicare supplement |
| Raymond, Janette    | 1             | 08/09/37         | Medicare supplement |                  |                    |                  |                     |
| Rigby, Robert L     | 1             | 08/04/34         | Medicare supplement |                  |                    |                  |                     |
| Russell, Delwin     | 1             | 01/12/35         | Medicare supplement |                  | June               | 01/10/40         | Medicare supplement |
| Scheele, Carl       | 1             | 05/16/25         | Medicare supplement |                  | Violet             | 02/23/30         | Medicare supplement |
| Sharp, Darrell      | 1             | 10/05/33         | Medicare supplement |                  |                    |                  |                     |
| Sherman, Chuck      | 1             | 02/20/39         | Medicare supplement |                  | Vicki              | 01/09/41         | Medicare supplement |
| Shults, Gary        | 1             | 02/13/40         | Medicare supplement |                  | Sharon             | 07/13/48         | EBT until age 65    |
| Siebert, David      | 1             | 07/30/38         | Medicare supplement |                  |                    |                  |                     |
| Smith, John         | 1             | 01/20/41         | Medicare supplement |                  | Linda              | 12/20/42         | EBT until age 65    |
| Smith, Erma         | 1             | 12/31/34         | Medicare supplement | Surviving Spouse |                    |                  |                     |
| Sorensen, Janice    | 1             | 05/17/21         | Medicare supplement |                  |                    |                  |                     |
| Sparks, Wilma       | 1             | 01/24/39         | Medicare supplement |                  |                    |                  |                     |
| Stanton, Robert     | 1             | 06/18/38         | Medicare supplement |                  | Gloria             | 08/18/39         | Medicare supplement |
| Tague, William      | 1             | 04/14/40         | Medicare supplement |                  | Frances            | 05/10/43         | EBT until age 65    |
| Taylor, Jimmie      | 1             | 05/11/38         | Medicare supplement |                  | Loretta            | 01/20/40         | Medicare supplement |
| Taylor, Richard     | 1             | 02/04/40         | Medicare supplement |                  | Connie             | 06/09/44         |                     |
| Thompson, Ray       | 1             | 08/31/27         | Medicare supplement |                  |                    |                  |                     |
| Thorp, James        | 1             | 11/13/26         | Medicare supplement |                  | Lois               | 09/10/28         | Medicare supplement |

| <u>Retiree Name</u> | <u>Status</u> | <u>Birthdate</u> | <u>Code</u>         | <u>Status</u> | <u>Spouse Name</u> | <u>Birthdate</u> | <u>Code</u>         |
|---------------------|---------------|------------------|---------------------|---------------|--------------------|------------------|---------------------|
| Turner, Michael     | 1             | 04/30/39         | Medicare supplement |               | Lia                | 10/11/37         | Medicare supplement |
| VanBuskirk, Norman  | 1             | 12/28/23         | Medicare supplement |               | Mary               | 10/03/27         | Medicare supplement |
| Vann, Herbert       | 1             | 02/04/30         | Medicare supplement |               | Lavonne            | 05/03/31         | Medicare supplement |
| Vincent, Charles    | 1             | 06/21/37         | Medicare supplement |               | Katherine          | 01/05/38         | Medicare supplement |
| Vitley, Dixie       | 1             | 02/13/34         | Medicare supplement |               | James              | 04/07/27         | Medicare supplement |
| Walters, Enid       | 1             | 04/16/24         | Medicare supplement |               |                    |                  |                     |
| Ware, James         | 1             | 01/19/37         | Medicare supplement |               | Judith             | 06/29/39         | Medicare supplement |
| Watson, Donald      | 1             | 11/16/36         | Medicare supplement |               | Lilah              | 07/24/34         | Medicare supplement |
| Webb, Bennie        | 1             | 08/08/34         | Medicare supplement |               | Lois               | 06/17/36         | Medicare supplement |
| Wezstein, William   | 1             | 08/22/31         | Medicare supplement |               | Shirley            | 08/01/33         | Medicare supplement |
| Willhite, Wes       | 1             | 02/07/23         | Medicare supplement |               |                    |                  |                     |
| Williams, James     | 1             | 05/13/26         | Medicare supplement |               | Beverly            | 02/09/29         | Medicare supplement |
| Williams, Max       | 1             | 02/23/25         | Medicare supplement |               | Genevieve          | 01/31/23         | Medicare supplement |
| Wilson, Ronald      | 1             | 09/27/39         | Medicare supplement |               | Colene             | 06/18/39         | Medicare supplement |
| Wolters, Rein       | 1             | 01/28/33         | Medicare supplement |               | Joanne             | 09/18/37         | Medicare supplement |
| Wood, Lila          | 1             | 05/21/25         | Medicare supplement |               |                    |                  |                     |
| Worley, Boyd        | 1             | 02/20/39         | Medicare supplement |               | Frances            | 12/26/40         | EBT until age 65    |
| Worthan, Russell    | 1             | 04/15/37         | Medicare supplement |               | LeeAnn             | 08/04/42         | Medicare supplement |
| Young, Aleen        | 1             | 12/04/23         | Medicare supplement |               | Evalyn             | 05/22/35         | Medicare supplement |
| Young, Charles      | 1             | 01/01/35         | Medicare supplement |               | LaVerne            | 12/28/24         | Medicare supplement |
| Young, Dennie       | 1             | 04/18/23         | Medicare supplement |               |                    |                  |                     |

**Group 2:**

**Pre Age 65 Retirees paying 1/2 of the premium for Medical/Rx coverage**

|                     |   |          |                  |                  |          |          |                     |
|---------------------|---|----------|------------------|------------------|----------|----------|---------------------|
| Axelton, James      | 1 | 02/10/45 | EBT until age 65 |                  | Ivona    | 10/02/44 | EBT until age 65    |
| Barbe, Jerry        | 1 | 06/28/46 | EBT until age 65 |                  | Raetta   | 06/12/42 | Medicare supplement |
| Burge, LaVonna      | 1 | 03/10/46 | EBT until age 65 |                  | William  | 02/23/44 | EBT until age 65    |
| Calhoun, Kenneth    | 1 | 01/27/46 | EBT until age 65 |                  | Sandra   | 02/04/46 | EBT until age 65    |
| Call, Jim           | 1 | 11/24/43 | EBT until age 65 |                  | Carol    | 01/02/45 | EBT until age 65    |
| Carey, Mary         | 1 | 12/20/45 | EBT until age 65 |                  |          |          |                     |
| Donnell, William    | 1 | 02/11/45 | EBT until age 65 |                  | Ron      | 09/12/44 | EBT until age 65    |
| Ernest, Susan       | 1 | 05/15/50 | EBT until age 65 |                  | Sandra   | 12/27/50 | EBT until age 65    |
| Harding, Bonny      | 1 | 09/21/50 | EBT until age 65 |                  | Cecilia  | 03/06/45 | EBT until age 65    |
| Huntington, Michael | 1 | 08/25/49 | EBT until age 65 | Surviving Spouse |          |          |                     |
| James, RaNae        | 1 | 10/29/47 | EBT until age 65 |                  | Cindy    | 10/01/58 | EBT until age 65    |
| Jordan, Patrick     | 1 | 02/21/43 | EBT until age 65 |                  | Darlene  | 12/13/56 | EBT until age 65    |
| Larsen, Reginald    | 1 | 02/25/47 | EBT until age 65 |                  | Marjorie | 08/11/43 | EBT until age 65    |
| Larson, John        | 1 | 11/26/47 | EBT until age 65 |                  | Louise   | 07/17/45 | EBT until age 65    |
| Laursen, Garry      | 1 | 11/22/42 | EBT until age 65 |                  |          |          |                     |
| Lebens, Jeffrey     | 1 | 09/23/44 | EBT until age 65 |                  | Terry    | 11/13/48 | EBT until age 65    |
| Lenhart, William    | 1 | 04/30/47 | EBT until age 65 |                  | Chic     | 07/01/49 | EBT until age 65    |
| McBride, Kyle       | 1 | 07/02/43 | EBT until age 65 |                  |          |          |                     |
| Neeley, Michael     | 1 | 03/25/43 | EBT until age 65 |                  |          |          |                     |
| Owens, Lynn         | 1 | 02/14/46 | EBT until age 65 |                  |          |          |                     |
| Perrine, Ada        | 1 | 11/02/49 | EBT until age 65 |                  |          |          |                     |
| Pluman, Marvin      | 1 | 09/20/46 | EBT until age 65 |                  |          |          |                     |
| Reimenteria, Terri  | 1 | 05/08/47 | EBT until age 65 |                  |          |          |                     |
| Ruberry, Wayne      | 1 | 01/19/44 | EBT until age 65 |                  |          |          |                     |

| <u>Retiree Name</u> | <u>Status</u> | <u>Birthdate</u> | <u>Code</u>      | <u>Status</u> | <u>Spouse Name</u> | <u>Birthdate</u> | <u>Code</u>      |
|---------------------|---------------|------------------|------------------|---------------|--------------------|------------------|------------------|
| Uhl, Louis          | 1             | 08/08/43         | EBT until age 65 |               |                    |                  |                  |
| Warrell, James      | 1             | 10/03/47         | EBT until age 65 |               | Linda              | 01/15/46         | EBT until age 65 |
| Watson, Daryl       | 1             | 11/18/46         | EBT until age 65 |               | Shirley            | 08/24/47         | EBT until age 65 |
| Williams, Steven    | 1             | 06/15/47         | EBT until age 65 |               |                    |                  |                  |

**Group 3:**

***Medical and Prescription only; until death retiree and spouse***

|                   |   |          |                 |                  |      |          |                 |
|-------------------|---|----------|-----------------|------------------|------|----------|-----------------|
| Adisson, Naomi    | 1 | 05/29/17 | EBT until death | Surviving Spouse |      |          |                 |
| Bennett, Irene    | 1 | 12/09/20 | EBT until death | Surviving Spouse |      |          |                 |
| Cole, Hilda       | 1 | 05/06/14 | EBT until death |                  |      |          |                 |
| Hawk, Aileen      | 1 | 10/12/11 | EBT until death | Surviving Spouse |      |          |                 |
| Heyer, Royal      | 1 | 07/22/16 | EBT until death |                  | Vera | 07/04/28 | EBT until death |
| McAuley, Verdice  | 1 | 03/20/20 | EBT until death | Surviving Spouse |      |          |                 |
| Peterson, Ione    | 1 | 01/17/19 | EBT until death |                  |      |          |                 |
| Sparks, Jeannette | 1 | 12/06/31 | EBT until death | Surviving Spouse |      |          |                 |

**Group 4:**

***Medical, Dental and Prescription; until death retiree and spouse***

|                    |   |          |                 |                  |      |          |                 |
|--------------------|---|----------|-----------------|------------------|------|----------|-----------------|
| Breitling, Ruben   | 1 | 10/09/19 | EBT until death |                  |      |          |                 |
| Catey Ember        | 1 | 03/14/22 | EBT until death |                  |      |          |                 |
| Cook, Beverly      | 1 | 04/15/30 | EBT until death | Surviving Spouse |      |          |                 |
| Felt, Margaret     | 1 | 09/16/27 | EBT until death |                  |      |          |                 |
| Grimm, Joan        | 1 | 03/02/25 | EBT until death | Surviving Spouse |      |          |                 |
| Henry, Walter      | 1 | 01/22/23 | EBT until death |                  |      |          |                 |
| Holton, Florence   | 1 | 07/08/19 | EBT until death |                  |      |          |                 |
| Peterson, Kathryn  | 1 | 10/22/18 | EBT until death | Surviving Spouse |      |          |                 |
| Sechrest, Margaret | 1 | 08/11/25 | EBT until death |                  |      |          |                 |
| Simmons, Richard   | 1 | 05/14/20 | EBT until death |                  |      |          |                 |
| Smith, Walter      | 1 | 05/13/20 | EBT until death |                  | Mary | 01/07/23 | EBT until death |
| Wyant, Joan        | 1 | 11/28/28 | EBT until death |                  |      |          |                 |

SECTION 3.15(a)(i)

**Natural Gas Supply, Transportation or Storage Contracts**

1. Storage Management Agreement, between Intermountain Gas Company, Sequent Energy Management LP and Sequent Canada Corp. (as assignees of Duke Energy Marketing America, LLC), dated August 18, 2003.
2. Storage Management Agreement, between Intermountain Gas Company and Occidental Energy Marketing, Inc., dated October 3, 2005.
3. Storage Capacity Agreement # 3652, between Intermountain Gas Company and Questar Pipeline Company, dated April 1, 2006.
4. Storage Capacity Agreement # 3641, between Intermountain Gas Company and Questar Pipeline Company, dated April 1, 2006.
5. Storage Capacity Agreement # 3467, between Intermountain Gas Company and Questar Pipeline Company, dated April 1, 2005.
6. Storage Capacity Agreement # 3468, between Intermountain Gas Company and Questar Pipeline Company, dated April 1, 2005.
7. Transportation Agreement # 100004, between Intermountain Gas Company and Northwest Pipeline GP, dated July 31, 1991.
8. Transportation Agreement # 135833, between Intermountain Gas Company and Northwest Pipeline GP, dated July 20, 2007.
9. Transportation Agreement # 136290, between Intermountain Gas Company and Northwest Pipeline GP, dated November 21, 2007.
10. Transportation Agreement # 136712, between Intermountain Gas Company and Northwest Pipeline GP, dated April 17, 2008.
11. Transportation Agreement # 136294, between Intermountain Gas Company and Northwest Pipeline GP, dated November 21, 2007.
12. Transportation Agreement # 136289, between Intermountain Gas Company and Northwest Pipeline GP, dated November 21, 2007.
13. Transportation Release Agreements # 134837 & #134838, releases of base contract # 100004, between Intermountain Gas Company and Northwest Pipeline GP, releasing to Boise Cascade Corporation, dated September 25, 2006.
14. Natural Gas Supply Agreement, between Intermountain Gas Company and Amoco Energy Trading Corporation, under a certain base contract dated January 1, 1998, and current transaction confirmation with BP Energy Company dated November 1, 2007.

15. Natural Gas Supply Agreement, between Intermountain Gas Company and Occidental Energy Marketing, Inc, under a certain base contract dated May 1, 2006 and current transaction confirmation dated November 1, 2008.
16. Natural Gas Supply Agreement, between Intermountain Gas Company and Duke Energy Trading and Marketing, LLC, under a certain letter agreement dated August 26, 2003, as assigned to Coral Energy Resources, LP.
17. Natural Gas Citygate Delivery Supply Agreement, between Intermountain Gas Company and Duke Energy Trading and Marketing, LLC, under a certain letter agreement dated August 6, 2003, as assigned to Coral Energy Resources, LP.
18. Storage Capacity Agreement #100604, between Intermountain Gas Company and Northwest Pipeline LP, dated November 20, 2006.
19. Storage Capacity Agreement #135014, between Intermountain Gas Company and Northwest Pipeline LP, dated November 7, 2007.

SECTION 3.15(a)(ii)

**Hedging Agreements**

ISDA Master Agreement, dated as of January 17, 2002, between BP Corporation North America Inc. and Intermountain Gas Company; and Schedule thereto, dated as of the same date.

SECTION 3.15(a)(iii)

**Material Franchise Agreements**

1. Ordinance No. 414, of the City of American Falls, Idaho, granting a franchise to Intermountain Gas Company, dated November 6, 1985.
2. Ordinance No. 206, of the City of Ammon, Idaho, granting a franchise to Intermountain Gas Company, dated Passed October 20, 1988.
3. Ordinance No. 210, of the City of Bancroft, Idaho, granting a franchise to Intermountain Gas Company, dated March 11, 1986.
4. Ordinance No. 97, of the City of Basalt, Idaho, granting a franchise to Intermountain Gas Company, dated June 18, 1997.
5. Ordinance No. 95-04, of the City of Bellevue, Idaho, granting a franchise to Intermountain Gas Company, dated May 1, 1995.
6. Ordinance No. 911, of the City of Blackfoot, Idaho, granting a franchise to Intermountain Gas Company, dated May 6, 1986.
7. Ordinance No. 6444, of the City of Boise, Idaho, granting a franchise to Intermountain Gas Company, dated December 20, 2005.
8. Ordinance No. 723, of the City of Buhl, Idaho, granting a franchise to Intermountain Gas Company, dated October 7, 1985.
9. Ordinance No. 1210 of the City of Burley, Idaho, granting a franchise to Intermountain Gas Company, dated February 28, 2007.
10. Ordinance No. 1718, of the City of Caldwell, Idaho, granting a franchise to Intermountain Gas Company, dated April 7, 1986.
11. Ordinance No. 380, of the City of Chubbuck, Idaho, granting a franchise to Intermountain Gas Company, dated August 24, 1992.
12. Ordinance No. 123, of the City of Declo, Idaho, granting a franchise to Intermountain Gas Company, dated November 13, 1985.
13. Ordinance No. 90, of the City of Eagle, Idaho, granting a franchise to Intermountain Gas Company, dated April 10, 1984.
14. Ordinance No. 780, of the City of Emmett, Idaho, granting a franchise to Intermountain Gas Company, dated December 9, 1985.
15. Ordinance No. 554, of the City of Filer, Idaho, granting a franchise to Intermountain Gas Company, dated December 27, 2005.

16. Ordinance No. 131, of the City of Firth, Idaho, granting a franchise to Intermountain Gas Company, dated March 12, 1985.
17. Ordinance No. 358, of the City of Fruitland, Idaho, granting a franchise to Intermountain Gas Company, dated August 10, 1998.
18. Ordinance No. 849-06, of the City of Garden City, Idaho, granting a franchise to Intermountain Gas Company, dated June 20, 2006.
19. Ordinance No. 52, of the City of Georgetown, Idaho, granting a franchise to Intermountain Gas Company, dated October 3, 1985.
20. Ordinance No. 375, of the City of Glenns Ferry, Idaho, granting a franchise to Intermountain Gas Company, dated November 21, 1985.
21. Ordinance No. 648, of the City of Gooding, Idaho, granting a franchise to Intermountain Gas Company, dated January 25, 2006.
22. Ordinance No. 201, of the City of Grace, Idaho, granting a franchise to Intermountain Gas Company, dated November 5, 1985.
23. Ordinance No. 84, of the City of Greenleaf, Idaho, granting a franchise to Intermountain Gas Company, dated June 12, 1992.
24. Ordinance No. 931, of the City of Hailey, Idaho, granting a franchise to Intermountain Gas Company, dated December 12, 2005.
25. Ordinance No. 121, of the City of Hansen, Idaho, granting a franchise to Intermountain Gas Company, dated November 11, 1985.
26. Ordinance No. 296, of the City of Heyburn, Idaho, granting a franchise to Intermountain Gas Company, dated March 12, 1986.
27. Ordinance No. 345, of the City of Homedale, Idaho, granting a franchise to Intermountain Gas Company, dated September 16, 1997.
28. Ordinance No. 1820, of the City of Idaho Falls, Idaho, granting a franchise to Intermountain Gas Company, dated March 6, 1986.
29. Ordinance No. 85-166, of the City of Inkom, Idaho, granting a franchise to Intermountain Gas Company, dated November 29, 1985.
30. Ordinance No. 62, of the City of Iona, Idaho, granting a franchise to Intermountain Gas Company, dated August, 1995.
31. Ordinance No. 688, of the City of Jerome, Idaho, granting a franchise to Intermountain Gas Company, dated February 4, 1986.

32. Ordinance No. 950, of the City of Ketchum, Idaho, granting a franchise to Intermountain Gas Company, dated August 29, 2005.
33. Ordinance No. 409, of the City of Kimberly, Idaho, granting a franchise to Intermountain Gas Company, dated December 11, 1985.
34. Ordinance No. 397, of the City of Kuna, Idaho, granting a franchise to Intermountain Gas Company, dated June 21, 1993.
35. Ordinance No. 1985-3, of the City of Lava Hot Springs, Idaho, granting a franchise to Intermountain Gas Company, dated November 13, 1985.
36. Ordinance No. 01-95, of the City of Lewisville, Idaho, granting a franchise to Intermountain Gas Company, dated May 18, 1995.
37. Ordinance No. 28, of the City of Malta, Idaho, granting a franchise to Intermountain Gas Company, dated June 22, 1989.
38. Ordinance No. 255, of the City of McCammon, Idaho, granting a franchise to Intermountain Gas Company, dated November 6, 1985.
39. Ordinance No. 229, of the City of Menan, Idaho, granting a franchise to Intermountain Gas Company, dated October 28, 1980.
40. Ordinance No. 462, of the City of Meridian, Idaho, granting a franchise to Intermountain Gas Company, dated April 7, 1986.
41. Ordinance No. 241, of the City of Middleton, Idaho, granting a franchise to Intermountain Gas Company, dated April 22, 1994.
42. Ordinance No. 593, of the City of Montpelier, Idaho, granting a franchise to Intermountain Gas Company, dated August 4, 2006.
43. Ordinance No. 1064, of the City of Mountain Home, Idaho, granting a franchise to Intermountain Gas Company, dated March 24, 1986.
44. Ordinance No. 94-68, of the City of Murtaugh, Idaho, granting a franchise to Intermountain Gas Company, dated June 21, 1994.
45. Ordinance No. 2006, of the City of Nampa, Idaho, granting a franchise to Intermountain Gas Company, dated August 18, 1986.
46. Ordinance No. 170, of the City of New Plymouth, Idaho, granting a franchise to Intermountain Gas Company, dated December 2, 1985.
47. Ordinance No. 72, of the City of Parker, Idaho, granting a franchise to Intermountain Gas Company, dated October 5, 2001.

48. Ordinance No. 404, of the City of Parma, Idaho, granting a franchise to Intermountain Gas Company, dated 1986.
49. Ordinance No. 2006-1, of the City of Paul, Idaho, granting a franchise to Intermountain Gas Company, dated May 15, 2006.
50. Ordinance No. 961, of the City of Payette, Idaho, granting a franchise to Intermountain Gas Company, dated November 4, 1985.
51. Ordinance No. 2802, of the City of Pocatello, Idaho, granting a franchise to Intermountain Gas Company, dated October 9, 2006.
52. Ordinance No. 954, of the City of Rexburg, Idaho, granting a franchise to Intermountain Gas Company, dated February 22, 2006.
53. Ordinance No. 447, of the City of Rigby, Idaho, granting a franchise to Intermountain Gas Company, dated May 15, 1995.
54. Ordinance No. 136, of the City of Ririe, Idaho, granting a franchise to Intermountain Gas Company, dated April 17, 1998.
55. Ordinance No. 06-507, of the City of Rupert, Idaho, granting a franchise to Intermountain Gas Company, dated January 22, 2007.
56. Ordinance No. 324, of the City of Shelley, Idaho, granting a franchise to Intermountain Gas Company, dated January 10, 1986.
57. Ordinance No. 496, of the City of Shoshone, Idaho, granting a franchise to Intermountain Gas Company, dated April 27, 2005.
58. Ordinance No. 376, of the City of Soda Springs, Idaho, granting a franchise to Intermountain Gas Company, dated December 18, 1985.
59. Ordinance No. 01-04, of the City of St. Anthony, Idaho, granting a franchise to Intermountain Gas Company, dated December 4, 2001.
60. Ordinance No. 66, of the City of Star, Idaho, granting a franchise to Intermountain Gas Company, dated June 12, 2002.
61. Ordinance No. 229, of the City of Sugar City, Idaho, granting a franchise to Intermountain Gas Company, dated October 25, 2001.
62. Ordinance No. 401, of the City of Sun Valley, Idaho, granting a franchise to Intermountain Gas Company, dated December 18, 2007.
63. Ordinance No. 2165, of the City of Twin Falls, Idaho, granting a franchise to Intermountain Gas Company, dated January 6, 1986.

64. Ordinance No. 117, of the City of Ucon, Idaho, granting a franchise to Intermountain Gas Company, dated June 22, 1995.
65. Ordinance No. 957, of the City of Weiser, Idaho, granting a franchise to Intermountain Gas Company, dated June 16, 1986.
66. Ordinance No. 339, of the City of Wendell, Idaho, granting a franchise to Intermountain Gas Company, dated December 11, 1985.
67. Ordinance No. 365, of the City of Wilder, Idaho, granting a franchise to Intermountain Gas Company, dated June 11, 1992.
68. Shoshone-Bannock Tribes of the Fort Hall Indian Reservation, Idaho, granting a utility franchise to Intermountain Gas Company, dated December 16, 1994.

SECTION 3.15(a)(iv)

**Joint Venture Agreements**

None.

SECTION 3.15(a)(v)

**Agreements with Non-Competition Provisions**

None.

SECTION 3.15(a)(vi)

**Indebtedness for Borrowed Money; Capital Leases;  
Contracts Providing for Encumbrances**

1. Debenture Purchase Agreement, dated as of September 18, 1998, between Intermountain Gas Company and Teachers Insurance and Annuity Association of America (the **“Debenture Purchase Agreement”**).
2. Credit Agreement, dated as of October 19, 2005, among Intermountain Gas Company, as Borrower, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, and the other Lenders party thereto (the **“Credit Agreement”**).
3. Master Service Agreement, between Intermountain Gas Company and IKON Office Solutions, Inc., dated September 27, 2007, and all Product Schedules thereto and Services Orders thereunder.

SECTION 3.15(a)(vii)

**Other Contracts<sup>1</sup>**

1. Construction contract between Intermountain Gas Company and Das-Co of Idaho for joint trench services dated March 1, 2006, as amended on June 26, 2006.
2. Construction contract between Intermountain Gas Company and Das-Co of Idaho for distribution construction services, dated June 19, 2006.
3. Construction contract between Intermountain Gas Company and Davco Services, Inc. for joint trench mains dated March 1, 2006.
4. Construction contract between Intermountain Gas Company and Davco Services, Inc. for distribution construction services, dated June 9, 2006.
5. Construction contract between Intermountain Gas Company and Eureka Construction & Excavation, Incorporated for joint trench services dated August 18, 2006.
6. Construction contract between Intermountain Gas Company and Eureka Construction & Excavation, Incorporated for joint trench mains in the Twin Falls District area, dated March 1, 2006.
7. Construction contract between Intermountain Gas Company and Eureka Construction & Excavation, Incorporated for joint trench mains in the Hailey District area, dated March 1, 2006.
8. Construction contract between Intermountain Gas Company and Eureka Construction, Incorporated for distribution construction services in the Twin Falls, Pocatello, Soda Springs and Hailey Districts, dated September 30, 2005.  
  
A cancellation letter, dated March 7, 2006, from Eureka Construction, Incorporated, stated that effective June 15, 2006 it was no longer the distribution construction services contractor for the Pocatello and Soda Springs Districts. Twin Falls and Hailey pricing and contractual obligations continue under the original terms of the September 30, 2005 contract.
9. Construction contract between Intermountain Gas Company and KV, Incorporated for joint trench mains in the Idaho Falls District, dated March 28, 2008.
10. Construction contract between Intermountain Gas Company and KV, Incorporated for joint trench services in the Pocatello District, dated March 14, 2008.

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<sup>1</sup> Certain gas storage, supply and transportation contracts that would meet the thresholds for this section have been omitted from this Section 3.15(a)(vii) of this Seller Disclosure Schedule because they do not satisfy the thresholds for these specific types of contracts set forth in Section 3.15(a)(i) of the Agreement.  
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11. Construction contract between Intermountain Gas Company and KV, Incorporated for joint trench mains in the Pocatello District area, dated March 1, 2006.
12. Construction contract between Intermountain Gas Company and KV, Incorporated for distribution construction services in the Idaho Falls District area, dated May 22, 2006.
13. Construction contract between Intermountain Gas Company and KV, Incorporated for distribution construction services in the Pocatello District, dated May 22, 2006.
14. Construction contract between Intermountain Gas Company and Track Utilities, Inc. for joint trench mains, dated March 1, 2006.

SECTION 3.16

**Insurance**

| <u>Insurer/ Carrier</u>                             | <u>Limit</u> | <u>Type</u>  |
|---|--------------|--|
| National Union<br>(American<br>International Group) | \$30 million | Property: LNG Plants, Storage, Compressor Stations                     |
| Travelers   |              | Full Replacement Cost on all Property                                  |
| Travelers   | \$1,000,000  | Auto Liability   |
| AEGIS/Energy<br>Insurance Mutual                    | \$75,000,000 | Excess Liability: Excess, Pollution, Employment<br>Practices Liability |
| AEGIS   | \$2,000,000  | Fiduciary Liability  |
| AEGIS   | \$10,000,000 | Directors & Officers   |
| Continental Insurance<br>Company                    | \$1,000,000  | Commercial Crime   |
| Travelers   | Statutory    | Workers' Compensation  |
|   | \$500,000    | Each Accident  |
|   | \$500,000    | Disease, Each Employee   |
|   | \$500,000    | Disease, Policy Limit  |
| Hartford Accident &<br>Indemnity                    | \$500,000    | Travel Accident  |
|   | \$100,000    | Class I Employees  |
|   |              | Class II Employees   |

## SECTION 3.18

### **Regulatory Proceedings**

1. **Authority for Tariff Change-** On May 7, 2008, the Company filed with the Idaho Public Utilities Commission (the “**Commission**”) an application requesting changes to its existing tariffs. The application requests the Commission to cancel its existing T-1 and T-2 transportation tariffs and to implement a new T-5 tariff. Those customers currently being served under the T-1 tariff would be served under the T-4 tariff in the future. Those customers currently being served under the T-2 tariff would be served under the new T-5 tariff, which would provide an equivalent service level to those customers to T-2. The Company has requested an effective date for these matters of July 1, 2008.
2. **Integrated Resource Plan-** On May 30, 2008, the Company filed with the Commission its Integrated Resource Plan (“**IRP**”). The Company is required by the Commission to prepare and file an IRP on a biannual basis. The Company expects review and acknowledgement of its timely filing by the Commission.
3. **Depreciation Study-**The Company is required to file a depreciation study with the Commission every three years. Currently, that study must be filed with the Commission no later than February 13, 2009. The Company has completed the preliminary engineering work on the study and work is ongoing.
4. **Annual Purchase Gas Adjustment Filing-**The Company files for its annual Purchase Gas Adjustment at least annually. The Company intends to file in August or September its annual price adjustment application with the Commission requesting that the over- or under-collection of gas costs accumulated and remaining at the end of the current fiscal year, combined with an estimate of the cost of gas, related transportation and storage for the upcoming year, be attached to its current base tariffs as an adjustment to its prices in order to collect amounts due from, or pay amounts over-collected to, customers. The Company expects to file this application in anticipation that the order will be completed, and price tariff changes effective, October 1, 2008.

SECTION 3.19(a)

**Owned Real Property**

1. Boise headquarters and general Offices located at 555 So. Cole Road, Boise, ID.
2. Local business office located at 2921 Caldwell Blvd, Nampa, ID.
3. Local business office located at 687 Blue Lakes Blvd, Twin Falls, ID.
4. Local business office located at 12584 W. Tyhee, Pocatello, ID.
5. Local business office and call center located at 169 W. 2<sup>nd</sup> So., Soda Springs, ID.
6. Local business office located at 1527 Hollipark Dr., Idaho Falls, ID.
7. LNG storage facility including adjacent equipment and home located at 4050 Can Ada Rd., Nampa, ID.
8. LNG storage facility located at 5181 W 3800 S, Rexburg, ID.
9. See Annex 3.19(a) attached to this Seller Disclosure Schedule.

List of Deeds held by Intermountain Gas for Regulator Stations

| Associalec-number | Permit-type | Name                                   | Town-Num | Description   | Information                             | Map-number-1       |
|-------------------|-------------|--|----------|---|---|--------------------|
| 1 D               |             | HINES, GEORGE E.                       | 487      | N.E. 1/4, N.E. 1/4, 30FT x 70FT S25, TWP3 S, R8 EBM                         |   |                    |
| 16 D              |             | MULVANIA, EDD & MAE, ANDERTON, O. C    | 413      | LOT 4 S30, TWP3N, R1E BM  | REG 787 ABDN                            | 1079017            |
| 28 D              |             | PARROTT, ALVA & MARTHA R., PARROTT,    | 577      | NORTHERN CORNER OF LOT 1  |   |                    |
| 29 D              |             | RANDALL FINANCE CO.                    | 425      | N 62FT E 100 FT OF LOT 1  |   |                    |
| 36 D              |             | MENDINI, HENRY & AMBROSIA              | 577      | NE1/4 S24, T9S, R14E BM   |   | 2032711            |
| 39 D              |             | BRECHT, FRED & HAZEL I.                | 275      | NE1/4 S7, T7N, R4W BM   |   |                    |
| 41 D              |             | WILSON, LEROY R. & HANNAH E.           | 275      | LOT 14 IN BLK 7   |   |                    |
| 42 D              |             | WIGHT, EMERY & LUCILLE WATSON, LORENZO | 267      | LOT 5, T8N, R5W BM  | PAYETTE ODORIZER SITE - PAYETTE LATERAL |                    |
| 44 D              |             | HAYES, YERONA E. WILLIAME.             | 831      | S12, T11S, R43E BM  |   |                    |
| 58 D              |             | WALBURN, LESTER                        | 583      | NE1/4, S1, T11S, R18E BM  |   | 2-278              |
| 64 D              |             | BORAH, E.V. & GLADYS                   | 678      | LOT 1, BLK 6  |   |                    |
| 66 D              |             | MCCAMMON INV. CO., BY BRUXEN PRICE     | 667      |   | RPA1365-02 A, REG-140                   |                    |
| 67 D              |             | CITY OF AMERICAN FALLS                 | 563      | LOT 2, BLK 94   |   |                    |
| 77 D              |             | SPITZER, E.M                           | 827      | S13, T9S, R40E BM   |   |                    |
| 78 D              |             | KESLER, EDWARD J. & MARY, WILSON,      | 829      | S12, T9S, R41E BM   |   |                    |
| 79 D              |             | ANDERSON, CLYDE C.                     | 831      | S13, T11S, R43E BM  |   |                    |
| 80 D              |             | CLARK, MARVIN E. & BEATRICE P.         | 581      | N90, W30 OF LOT 15  | REG 27                                  | 2-281              |
| 82 D              |             | SCOTT, RALPH & CHRISTINA               | 583      | LOT 9, BLK 59   |   |                    |
| 84 D              |             | CARD, ESTHER                           | 583      | SE1/4 OF NE1/4 S21, T10S, R17E BM   |   |                    |
| 85 D              |             | HENDRICKS, HAZEL                       | 607      | S33, T7S, R31E BM   |   |                    |
| 86 D              |             | MEADOWS, ELWOOD G. & ELIZABETH         | 821      | S28, T9S, R38E BM   |   |                    |
| 90 D              |             | ROWSELL, A.A. & EMMA                   | 583      | N CORNER LOT 16, BLK 79   |   | 1080381            |
| 91 D              |             | HEYER, RUSSEL                          | 371      | SE1/4 S31, T4N, R1W BM  |   |                    |
| 92 D              |             | BELL, ROBERT W. & MINNIE, LEVI, EM     | 678      | S12, T9S, R38E BM   |   |                    |
| 93 D              |             | CAMMACK, HENRY A. & VIRGIA             | 821      | S28, T9S, R38E BM   |   |                    |
| 94 D              |             | ANDROS, NICK                           | 583      | LOT 2 BLK 63  |   |                    |
| 101 D             |             | STEPHENS, BEN & EDITH                  | 583      | S22, T10S, R17E BM  |   |                    |
| 110 D             |             | SIGRIST, GEORGE H. & MABLE             | 283      | S34, T8N, R3W BM  |   |                    |
| 113 D             |             | CHERRY, CECIL A. & BETH W.             | 581      | S5, T10S, R16E BM   |   |                    |
| 114 D             |             | DEVISSER, C.J.                         | 583      | NE1/4 S20, T10S, R17E BM  | REG #508                                | 2028325            |
| 119 D             |             | HARDY, NINA                            | 583      | LOT 11 BLK 79   |   |                    |
| 120 D             |             | BRANNIN, WILLIAM W.                    | 318      | SW1/4 NW1/4 S10, T5N, R5W BM  | ALBERTSON'S INCD                        |                    |
| 123 D             |             | SLATE, W.J. & MARGARET E.              | 317      | LOT 1 BLK 18  | REG #878                                | 1083673<br>1083516 |
| 124 D             |             | DAVIS, MERVILLE D. & LOIS M.           | 317      | 30' BY 40', S28, T4N, R3W BM  |   |                    |
| 125 D             |             | COLLEGE OF IDAHO                       | 678      | S21, T7S, R38E MM   |   |                    |
| 144 D             |             | HALL, A.G. & ROWENA                    | 271      | BLK 18, S28, T8N, R5W BM  |   |                    |
| 145 D             |             | HOLBROOK, ROY H.                       | 567      | LOT 1 BLK 6   |   | 20-46853           |
| 150 D             |             | ROACH, MARY S.                         | 413      | NW1/4 S18, T3N, R1S   |   |                    |
| 151 D             |             | CORYELL, EARL C. & ELIZABETH P.        | 587      | LOTS 1&2 BLK 188  |   |                    |
| 152 D             |             | WEINBERG, C.A. & GWENDOLYN             | 827      | S1, T10S, R41E BM   |   | 20-41767           |
| 154 D             |             | VILLAGE OF GRACE                       | 283      | LOT 3, S7, T8N, R1W BM  |   |                    |
| 157 D             |             | EATON, HOWARD & MARY JANE, MURRAY,     | 479      | N1/2 NE1/4 SW1/4, S29, T5S, R10E BM   |   |                    |
| 204 D             |             | OGLE, W.R. & BYRNE B.                  | 586      | TRACT 20 BARRINGTON SUB.  |   |                    |
| 220 D             |             | LASH, JAMES K. & LARRAINE              | 263      | S33, T11N, R5W BM   |   |                    |
| 248 D             |             | MINK, REBECCA                          | 575      | NW1/4 S24, T8S, R18E  |   | 2038448            |
| 259 D             |             | WEBSTER, MAE                           | 633      | NW1/4 S34, T10S, R24E   |   | 2-268 KEY          |
| 263 D             |             | WALKER, JOSEPH D.                      | 613      | S33, T10S, R23E   |   |                    |
| 261 D             |             | SMOUT, J.C. CLAIR & CARROLL; CARTE     | 679      | LOT 1-3 BLK 539   |   |                    |
| 262 D             |             | STEWART, LAWRENCE R. & EMMA MAE        | 679      | LOT 7-8, BLK 519  |   |                    |
| 268 D             |             | ANDERSON, C.A. & EDITH                 | 371      | LOT 70 BLK 73   |   | 2027162            |
| 268 D             |             | LEWIS, KARL R. & MAY                   | 613      | BLK 113 LOT 14  |   |                    |
| 278 D             |             | CARPENTER, MABEL BARKER & C.L.         | 741      | LOT 5 BLK 2 SOUTH LAWN ADDITION   |   |                    |
| 279 D             |             | PETERSON, EDWIN & VELMA                | 613      | S19, T10S, R33E BM  |   |                    |
| 284 D             |             | PENCE, R.L. & CLARA I.                 | 679      | LOT 26, BLK 7; SW1/4 NE1/4, S22, T6S, R34E, BM                              |   |                    |
| 287 D             |             | SHADE, ALFRED H. & FLORENCE E.         | 371      | LOT 6, BLK 4  | FOR REG #822                            | 10792-3            |
| 288 D             |             | LYNCH, GEORGE H. & JEAN; LYNCH, WIL    | 679      | LOTS 11-15 BLK 492  |   |                    |
| 288 D             |             | CHURCH OF JESUS CHRIST OF LATTER DA    | 741      | LOT 7 BLK 18  |   |                    |
| 289 D             |             | JEFFS, JOHN H. & SARAH                 | 371      | LAND 30X70 IN SW CORNER OF LOT 14 BLK D, NO4, S15, T1; REG #815 TOWN BORDER |   | 1080318            |
| 290 D             |             | MC DANIELS, HOWARD & IRENE             | 679      | LOT 3 BLK 352   |   |                    |
| 291 D             |             | LOHR, CHARLES WAYNE & ELAINE           |          |   |   |                    |

| Parcel ID | Owner                               | Description   | Assessor's Parcel Number |
|-----------|-------------------------------------|---|--------------------------|
| 307 D     | MERRELL, RALPH R. & LILLY           | 741 LOT 9 BLK 15 RAILROAD ADDITION  |                          |
| 311 D     | MOUNTAIN VIEW ACRES, INC.           | 741 LOT 18 BLK 6, ADDITION TO TOLMAN ACRES  |                          |
| 322 D     | SCHENK, WILLIAM & VERA              | 621 S30, T9S, R24E  | 2-277                    |
| 334 D     | SWAN, THORNLEY K. & DOROTHY P.      | 585 NW1/4, S33, T10S, R18E, BM  | 2-269                    |
| 335 D     | SWAN, THORNLEY K. & DOROTHY P.      | 633 SE1/4, S34, T10S, R24E, BM  |                          |
| 336 D     | SWAN, THORNLEY K. & DOROTHY P.      | 825 S22, T9S, R38E, BM  |                          |
| 338 D     | HIGGINS, PHILIP H. & LEONA F.       | 507 T8S, R19E, S5   | 2046863                  |
| 340 D     | DORSEY, DAVID G. & ETHEL FERN       | 317 10x10' LAND IN NW CORNER OF SE1/2 OF LOT 10 BLK 37                                |                          |
| 347 D     | DUNN, MERLIN & RUTH                 | 833 SW1/4 SW1/4 S4, T13S, R44E, BM  |                          |
| 348 D     | BENNETT, HENRY H. & ZADA, JANE      | 741 NE1/4, S36, T2N, R37E, BM   |                          |
| 349 D     | HANSEN, LORIN R. & IOLA I.          | 741 NW1/4, S32, T2N, R38E, BM   |                          |
| 353 D     | GIBBS, MELVIN & EMMA E.             | 741 S18, T2N, R38E, BM  | 3084928                  |
| 354 D     | HATCH INVESTMENT COMPANY            | 737 SE1/4 OF S28, T2N, R38E, BM   |                          |
| 359 D     | FIELDING, ARVEL W. & DOROTHY        | 733 S25, T1S, R37E, BM  | 3084948                  |
| 362 D     | POITEVIN, ANTON & ETHEL P.          | 741 NE1/4, S24, T2N, R37E, BM   | 3-750                    |
| 376 D     | BRUNT REAL ESTATE & INVESTMENT CO., | 741 S27, T2N, R38E, BM  |                          |
| 380 D     | JENSEN, J.K. & WANDA                | 741 NW CORNER OF LOT 33 BLK 1 OF CROW'S ADDITION                                      | 3084956                  |
| 410 D     | ENKE, JAMES W. & ADDA E.            | 741 LOT 4 BLK 19, LINDEN PARK ADDITION  | 3084913                  |
| 415 D     | BARBER, HAZEL C.                    | 501 SOUTHERLY BOUNDARY OF BLK 95 OF HAILEY TOWNSITE                                   | 3084923                  |
| 424 D     | STRATTON, ADA                       | 773 LOT 2 BLK 2, KLINGER ADDITION   |                          |
| 428 D     | JACOBSON, DELFORD                   | 773 NE1/4 OF NW1/4 OF S18, T4N, R39E, BM  |                          |
| 430 D     | SHARP, ALVIN & FERN                 | 773 S14, T4N, R38E, BM  |                          |
| 443 D     | HURST, CARL & ALICE                 | 525 NORTHERLY CORNER OF LOT 6 BLK 1*  | 2071561                  |
| 465 D     | THOMPSON, WAYNE J. & ANN D.         | 513 S33, T7S, R17E, BM  |                          |
| 466 D     | DAVID KETCHUM POST #115, INC.       | 521 SW1/4 SW1/4 OF S18, T4N, R18E, BM   |                          |
| 483 D     | HON, JOE J. & ANN W.                | 425 LOT 1 BLK 1 OF FRANKLIN PARK SUB  |                          |
| 505 D     | PORTER, PERCY H. & MABLE E.         | 425 LOT 22 BLK 32 OF AMENDED PLAT OF ELLIS ADDITION                                   |                          |
| 538 D     | AMX, BILL & SONS, INC.              | 425 S18, T3N, R2E, BM   | 1078924                  |
| 539 D     | HESS, DENNIS E. & ARLENE J.         | 425 S26, T3N, R1E, BM   | 1080644                  |
| 540 D     | PREECE, DEAN B. & CLAIRE P.         | 425 LOT 8 BLK 1, IMPERIAL ACRES SUBDIVISION NO. 1                                     |                          |
| 541 D     | TERTELING, J.A. & SONS, INC.        | 425 LOT 5 BLK 12 OF WESTLAND ACRES SUBDIVISION NO. 1                                  |                          |
| 561 D     | BLASER, ALBERT E. & RUTH AND ; WILS | 425 S9, T3N, R2E, BM  |                          |
| 604 D     | BRASSEY, BART A. & DOROTHY          | 425 LOT 31, BLK 16, DUNDEE FIRST SUB.   |                          |
| 617 D     | LOE, IDA MAY & STEWART, LAURANCE &  | 425 S36, T4N, R1E, BM REG STA #730  | 1-0806-42                |
| 657 D     | COLE FIRE PROTECTION DISTRICT       | 425 S12, T3N, R1E, BM, WEST OF THE RIDENBAUGH CANAL                                   |                          |
| 651 D     | GARDNER, GERALD J. & WINIFRED E.    | 425 S22, T3N, R2E, BM   |                          |
| 663 D     | GRANT, DAVID G. INC.                | 425 S21, T3N, R2E, BM   |                          |
| 668 D     | QUENZER, GEORGE & ALVINA            | 425 SW1/4 S21, T3N, R1E, BM   | 1078925                  |
| 709 D     | EVANS, WALLACE J. & JOSEPHINE AND B | 425 PORTION OF S25, T3N, R1E, BM  | 1078935                  |
| 712 D     | IDaho SAVINGS & LOAN ASSOC.         | 425 PORTION OF LOT 1 BLK 2 OF THE COUNTY CLUB SUB. IN S. REG 705 SEE 7184-D           | 1078985                  |
| 715 D     | KIGHT, JESSE E.                     | 425 S30, T3N, R3E, BM   | 1078887                  |
| 716 D     | SCHLAFKE, A. GORDON & R. RUTH SEE I | 425 COLE ROAD PROPERTY IN S13, T3N, R1E, BM   | 1078932                  |
| 746 D     | ADAM, JAMES M. & WILMA STUART       | 425 W1/4 OF SE1/4 OF NE1/4, S10, T4N, R2W, BM   | 1084757                  |
| 752 D     | EL PASO NATURAL GAS CO.             | 425 S22-23, T3N, R2E, BM  |                          |
| 794 D     | HURT, SAMUEL M. & NELLIE C.         | 425 LOT 1, ROY V. ANDERSON SUB. IN S22, T3N, R2E, BM                                  |                          |
| 785 D     | ROBINSON, LLEWELLYN E. & EFFIE P.   | 383 NE1/4 NE1/4, S7, T4N, R2W, BM   |                          |
| 824 D     | TUCKNESS, W.A. & ALMA F.            | 375 NW1/4 OF SW1/4, S24, T2N, R1W, BM   |                          |
| 826 D     | CROWE, JAMES H. & RUTH E.           | 467 S2, T7S, R6E, BM  |                          |
| 880 D     | REINEKE, MARION F. & MARY F.        | 371 PORTION OF S3, T3N, R2W, BM   | REG 878                  |
| 938 D     | ASSELIN, GEORGE & PAULINE, HAMILTON | 371 PORTION OF S23, T3N, R2W, BM  | REG 818                  |
| 944 D     | BURCHFIELD, VANCE T. & PAT D.       | 371 PORTION OF S25, T3N, R2W, BM  | REG 820                  |
| 980 D     | VAN SICKLE, ROBERT L. & DONNA       | 363 NE1/4 OF S11, T5N, R3W, BM  | REG 830                  |
| 1051 D    | OSWALD, LEO H. & IVA ROSE           | 317 PORTION OF SW1/4 OF S21, T4N, R3W, BM   | REG 879                  |
| 1080 D    | WESTERN IDAHO POTATO GROWERS        | 267 PORTION IN S15-16, T8N, R5W, BM   |                          |
| 1110 D    | BOSWELL, LEW & BERTHA               | 267 SOUTH PARK REG. STA., BLK 6 OF DAWITT'S FIRST SUB. IN GOV. LOT 3 S4, T8N, R5W, BM |                          |
| 1115 D    | DONOHU, CASEY G. & RUTH E.          | 267 HUGHES DRIVE REG. STA. LOT 1 BLK 2 OF WHITELEY HEIGHTS SUB.                       |                          |
| 1123 D    | HUGHES, ANN T.                      | 263 S11, T8N, R2W, BM   |                          |
| 1150 D    | MORGAN, CARL & ESTIE                | 567 PORTION OF S8, T6S, R15E, BM  | 2046873                  |
| 1242 D    | DEAN, CLINTON B. & CHARLENE B.      | 583 PORTION OF NW1/4 NW1/4 S26, T10S, R17E, BM  | 2027852                  |
| 1394 D    | AMALGAMATED SUGAR COMPANY           | 583 SE1/4 OF SE1/4 OF S27, T10S, R17E, BM   |                          |
| 1403 D    | HOWARD, W.M. F. & EVA MAE           | 583 SE1/4 OF SE1/4 OF S27, T10S, R17E, BM   |                          |
| 1428 D    | SPARNS, ORVAL E. & EVELYN M.        | 583 SW1/4 OF SW1/4 S21, T10S, R17E, BM  |                          |
| 1431 D    | TWIN FALLS TITLE & TRUST, TRUSTEE   | 613 SW1/4 OF SW1/4 S21, T10S, R17E, BM  |                          |
| 1544 D    | CRANER, ARTHUR E. & ORA LEE         | 613 REG. SITE E1/2 OF NW1/4 S32, T10S, R23E, BM                                       |                          |
| 1545 D    | FUNKE, JOSEPH F. & ESTHER L.        | 645 NE1/4 OF SW1/4 S31, T9S, R28E, BM   |                          |
| 1547 D    | HOWARD, WILLIAM F. & EVA MAE        | 371 NW1/4 OF NW1/4 S8, T3N, R2W, BM   |                          |
| 1674 D    | IDAHO POTATO GROWERS                |   | ODORIZER                 |

|        |                                     |  |                                   |         |
|--------|-------------------------------------|--|-----------------------------------|---------|
| 1677 D | BACON, JIMMY A. & DONNA J.          | 625 PORTION OF LOT 3 BLK 2 OF BACON SUB.   | REG 451 10 x 10                   | 2031786 |
| 1678 D | BARNARD, W.E.                       | 621 PORTION LOT 38 OF COUNTRY CLUB ESTATE SUB. (STAGE 1)   |                                   |         |
| 1679 D | BAPTIST CHURCH                      | 623 PORTION LOT 1 BLK 13, BACON ADDITION   | REG 450                           | 2031785 |
| 1681 D | FAIRCHILD, IRON & RUBY              | 624 PORTION OF TRACT 3 OF GRANSBURY TRACTS NE1/4 NW1/4 S31, T8S, R24E, BM                            |                                   |         |
| 1686 D | HOWARD, WILLIAM F. & EVA MAE        | 625 PORTION OF NW1/4 SW1/4 S35, T10S, R23E, BM   |                                   |         |
| 1687 D | IDA GEM DARYMEN, INC.               | 613 PORTION OF LOT 6 S17, T10S, R23E, BM   |                                   |         |
| 1694 D | TWIN FALLS TITLE & TRUST COMPANY    | 621 PORTION OF LOT 18 OF BARTON SUB.   |                                   |         |
| 1695 D | ROBERTSON, JAMES H. & FENNA N.      | 425 PORTION LOT 2 BLK 1 FLAKE COUNTRY SUB. S24, T4N, R1 REG 733                                      |                                   | 1083133 |
| 1752 D | BENSON, H.A. & IDA F.               | 725 PART OF LOT 5 BLK 13 OF LEWIS & SHILLING ADDITION  |                                   |         |
| 1753 D | BITTON, JOHN JR. & EMMA ALTHEA      | 725 PORTION OF LOT 6 BLK 139 DANIELSON C2ND SUPPLEMENT   |                                   |         |
| 1756 D | PULLMER, HORACE S. & MARY M.        | 725 MONITOR STATION, PORTION S6, T3S, R36E, BM   | RICH LN<br>REG 212                |         |
| 1759 D | KONMA, SATORU & AYAKO               | 725 PORTION S36, T2S, R35E, BM   | 1/2 of # 30 x 30                  |         |
| 1765 D | THOMPSON, JOHN E. & LUELLA S.       | 725 S6, T3S, R36E, BM  | 30 x 70                           |         |
| 1768 D | CORDES, WILLIAM F.                  | 733 NE1/4 OF NE1/4 S38, T1N, R37E, BM  | METER # 52                        |         |
| 1771 D | HARKER, JOHN D. & IRENE C.          | 721 S35, T1N, R37E, BM   |                                   |         |
| 1775 D | EVANS, W.D. & DOROTHY JEAN          | 721 S35, T4S, R34E, BM, ALSO KNOWN AS NW CORNER LOT 8 FORT HALL, REG #202                            |                                   |         |
| 1784 D | HOWARD, WM. F. & EVA MAE            | 667 NE1/4 OF NW1/4 S18, T6S, R31E, BM  |                                   |         |
| 1786 D | TAYLOR, WILLIAM H. & OLLIE M.       | 463 PORTION S18, T7S, R3E, BM  |                                   |         |
| 1790 D | CAMMACK, HENRY A. & VIRGINIA M.     | 676 PORTION S11, T9S, R36E, BM   |                                   |         |
| 1792 D | CHURCH, LOS                         | 621 PORTION S30, T8S, R38E   |                                   |         |
| 1805 D | HANSON, EMERY A. & ANNETHA          | 827 PORTION S19, T8S, R40E, BM   |                                   |         |
| 1806 D | HOWARD, WILLIAM F. & EVA MAE        | 827 NE1/4 OF NE1/4 S18, T6S, R40E, BM  | METER STATION (CARIBOU CO)        |         |
| 1807 D | HOWARD, WILLIAM F. & EVA MAE        | 829 NW1/4 OF SW1/4 S15, T6S, R40E, BM  | METER STATION                     |         |
| 1868 D | CRAWFORD SALVAGE COMPANY            | 617 PORTION OF SE CORNER BLK 27 ORIGINAL TOWNSITE OF HEYBURN   |                                   |         |
| 1874 D | KLAUSER, ALEX & JOYCE               | 621 PORTION SW1/4 OF SW1/4 S4, T10S, R23E, BM  |                                   |         |
| 1875 D | MARTSCH, RHEENY & LOENA & STROMIRE, | 613 PORTION LOT 6 OF STROMIRE SUB. IN SW1/4 OF SW1/4 S4 REG 433                                      |                                   | 2030082 |
| 1876 D | MCALISTER, ROY & LOIS               | 617 PORTION BLK 7, 2ND STATE ADDITION  |                                   |         |
| 1893 D | HOWARD, WM. F. & EVA MAE            | 589 S7, T11S, R20E, BM   |                                   |         |
| 1905 D | HAWORTH, CHARLES E. & MARGARET T.   | S7, S17, 17, ALL IN T4N, R1W, BMQ  | TBS #950 SEE 611900               |         |
| 1915 D | ADAMS, LYNN E. & KATHRYN S.         | 367 5/8 390 N STAR RD; ADD CHANGE - NOW 350 N STAR RD.   | REFERENCE KURTLEY AGREEMENT       | 1094586 |
| 1928 D | TWIN FALLS CHAMBER OF COMMERCE      | 425 S30, T3N, R2E, BM  | EASEMENT MISSING REG 704 10 x 10  |         |
| 1931 D | NUTSCH, LEO R. & CATHERINE M.       | 563 PORTION S23, T10S, R17E, BM  |                                   |         |
| 2029 D | NICHOLSON, CARL E. & BLANCHIE, CARL | SE1/4 SE1/4 S2, T3N, R2W, BMQ  | SEE ALSO 2087-00                  | 1080354 |
| 2035 D | BALLARD, ROBERT S. & ARLENE         | 425 SW1/4 S33, T2S, R2E, BM  | REG #28                           |         |
| 2037 D | GLENN DALE RANCHES, INC.            | 568 SW1/4 SW1/4 S35, T5S, R17E   | 15 x 30                           | 2049888 |
| 2054 D | JERING, FRANKIE & SWAN              | 513 SE QUATER S7, T3N, R18E, BM  | REG 541 61 x 35                   |         |
| 2065 D | HOPKINS, A.R. & MYRINTHA T. & HOPKI | 568 LOT 1 S3, T6S, R17E, BM  | 10 x 15 SV LAT                    | 2047181 |
| 2087 D | DONER, HARRY & LIENA F.             | 829 S8, T9S, R42E, BM  | TBS 20 x 20                       |         |
| 2098 D | ANDERSON, LORIN C. & LUCILLE S.     | 371 SE1/4 OF SE1/4 S2, T3N, R2W, BM  | SEE 3437 D                        |         |
| 2107 D | SHOOK, FRANCES G. ESTATE, PERRY, CL | 741 LOT 28, BLK 3 OF FIRST AMENDED PLAT OF BONNEVILLE A REG 271 10 x 10                              | REG 828 SEE ALSO 1931-D FILE GONE | 1080354 |
| 2111 D | PETERSON, OSWALD                    | 513 SW1/4 NE1/4 IN R18E, BM  | REG 271 10 x 10                   | 3087855 |
| 2112 D | SHUYLER, CLINTON C. & MILDRED A.    | 425 LOT 15, BLK 1 OF RANDALL ACRES SUB. #9   | RETIRE 3-15-82 REG 631 10 x 10    | 1083111 |
| 2141 D | CAMPBELL, MARLEY A. & BERNITA G.    | 413 SE1/4 SE1/4 S24, T3N, R1W, BM  |                                   | 1079014 |
| 2150 D | MILLWARD, A.C. & THELMA             | 679 LOT 3, NIXON TRACK IN S15, T6S, R34E, BM   | REG 786                           | 3062287 |
| 2151 D | EGAN, VAUGHN & BEULAH               | 613 PORTION S35, S6, 1, 2, IN T10S, R22E, BM   | REG 119                           |         |
| 2200 D | YARBROUGH, CECIL W. & LUCILLE M.    | 383 LAND LOCATED S8, T4N, R2W, BM  | 5 x 5                             |         |
| 2201 D | MUSTAIN, CLANCY B. & JOSIE F.       | 383 LAND LOCATED S8, T4N, R2W, BM  | REG 856                           |         |
| 2239 D | IGC                                 | 425 S33, T2N, R2E, BM, ADA COUNTY PRENTENDARY SOUTH OF 30 x 50                                       | REG 856 6 x 6                     |         |
| 2259 D | WILKS, T.V.                         | 671 TOWN BORDER STA. IN SW1/4 S34, T5S, R31E, BM   | RPO053700 REG 145                 |         |
| 2268 D | IDAHO MOTOR TRANSPORT ASSN.         | 425 UTILITY EASEMENT IN BLK 19 OF ELDER SUB., LOCATED AT VISTA ASUNRISE RIM, SOUTH OF NEW YORK CANAL |                                   |         |
| 2281 D | EL PASO NATURAL PRODUCTS COMPANY    | 829 NE1/4 S15, T8S, R42E, B 17 REGARDING CONDA LATERAL 30 x 85 REG 34 CONDA TBS                      | 3-489                             |         |
| 2282 D | EL PASO NATURAL GAS COMPANY         | 467 NW1/4 SW1/4 S21, T5S, R7E, BM  | 10487                             |         |
| 2335 D | HOWMAN, FRANCIS H. & ERMA           | 271 SE CORNER S26, T8N, R5W, BM  |                                   |         |
| 2336 D | SIMPLOT INDUSTRIES, INC.            | 467 COMMENCING AT NW CORNER OF NW1/4 OF SW1/4 S21, T5S, R7E, BM                                      |                                   |         |
| 2351 D | IDAHO POTATOES GROWERS              | 371 NW1/4 OF NW1/4 S8, T3N, R2W, BM  | CANCELLED                         |         |
| 2357 D | POTIER, OSCAR E. & FERN & POTHIER,  | 517 NW1/4 SE1/4 S19, T4N, R18E, BM   |                                   |         |
| 2387 D | CALDWELL UNLIMITED, INC.            | 317 LOT 3, BLK 1, INDUSTRIAL SITE ADDITION #3  |                                   |         |
| 2393 D | HEATON, MAX N. & LUCILLE L.         | 733 COMMENCING AT NW CORNER OF NE1/4 OF S26, T1S, R37 FOR REG SITE 227 10 x 10 733-0024              |                                   | 3075045 |
| 2405 D | EL PASO NATURAL GAS COMPANY         | 425 S33, T2N, R2E, BM, ADA COUNTY BOISE'S NEW PENITENTA 30 x 15                                      |                                   |         |
| 2465 D | LEBARON, MARSHALL & RUTHANN H.      | 517 GIMLET - SOUTH OF KETCHUM SW1/4 NE1/4 S6, T3N, R18E, 10 X 10                                     |                                   |         |
| 2468 D | BROWN, JESS                         | 747 LOT 9 BLK 6, PLAT "A" SUB. W1/2 NW1/4 S14, T3N, R36E, BM   |                                   |         |
| 2469 D | MOSS, FRED                          | 267 GORRIE ADDITION AS PER PLAT IN BLK 1, PAGE 18, CITY & COUNTY OF PAYETTE, BLK 15, LOTS 6-10       |                                   |         |
| 2477 D | CHAMBERLAIN HOME BUILDERS COMPANY   | 263 N1/2 S9, T10N, R5W, BM   |                                   |         |
| 2540 D | SUPER, GEORGE H. & LILLIAN & PALADI | 283 SW CORNER OF SE1/4 S12, T6N, R2W, BM   |                                   |         |

| Parcel ID | Owner                               | Description   | Reg. Stn. #  |
|-----------|-------------------------------------|---|--|
| 2585 D    | TRAVIS, ANGELO & CATHERINE          | 679 PARCEL OF LAND LOCATED SW 1/4 NE 1/4 SEC 19 6S 35E CORRECTION- WARRANTY DEED # 484; | 86   |
| 2610 D    | MUSHKATZ, LEO & GERALDINE           | 583 REG SITE ELM ST N   | 96   |
| 2740 D    | BINGHAM COUNTY                      | 583 LOT 15, BLK 3 SOUTH PARK ADDN.  |  |
| 2753 D    | ALLIED AGENCY, INC.                 | 725 SEC 6 T3S R36E  |  |
| 2769 D    | FOX, WILDA                          | 613 300 WEST  | 04C  |
| 2832 D    | SLAINE, CLYDE & LUCILLE             | 728 NW 1/4 SW 1/4 SEC 6, T3S, R36E  | 1079221  |
| 2844 D    | STATE INVESTMENT CORPORATION        | 3171 REG. SITE A PORTION OF LOT 12, BLK 4, NAMPA CITY ACRES ADDITION                    | 2J   |
| 2862 D    | ANDERSON, WILLIAM RALPH             | 371 REG. SITE, A PARCEL OF LAND 20' X 30' IN SE 1/4, SE 1/4 OF SEC 33 T4N R3W           | 1079084  |
| 2873 D    | SCHMITT, CARL & ALBERTA             | 425 CANONERO SUB LOT 9 SEC 27 T3N R1E   | 3-1047-74  |
| 2874 D    | SHIRLEY, ROSS & MARJORIE WARD       | 773 SE 1/4, S1/4 SEC 18 T6N R4E REG SITE  | 3-1131-65  |
| 2941 D    | HIBBARD, GARY J.                    | 788 INDUSTRIAL SCHOOL RD SEC 27N R4E REGULATOR SITE - LOT 1                             | 3-1081-16  |
| 2992 D    | WILLIAMS, THORNEY V. & ANNA A.      | 775 REG SITE 3RD N ST SEC 4 T6N R4E   |  |
| 3002 D    | THOMPSON, MORTON G. & LAVINA C.     | 521 RER STN SITE HIDDEN HOLLOW SUB  | 5H   |
| 3112 D    | DREXLER, JOHN M. & JUANITA          | 583 SEC 29, T10S, R17E, BM, GATE STN #1 AND ODORIZER                                    | 2038466  |
| 3136 D    | THE SALVATION ARMY                  | 421 REG STATION SITE BUTTERCUP SUB SEC 4, T2N, R18E                                     | 3A   |
| 3196 D    | AAA HOF CORPORATION                 | 525 LOT 1, BLK 26 MCCARTY'S FIRST AD  | 3AD  |
| 3220 D    | TWIN FALLS ROD & GUN CLUB, INC.     | 575 LINCOLN ST NORTH SEC 6, T8S, R17E SUN VALLEY LATERAL ST. #2                         |  |
| 3228 D    | BUREAU OF RECLAMATION               | 583 SEC 32, T9S, R17E STATION SITE  | 884740   |
| 3233 D    | SAWTOOTH TITLE CO., INC.            | 387 SE 1/4, NE 1/4, SEC 31, T4N, R17W, - METER FROM LING PLAN                           |  |
| 3238 D    | HENDERSON, WALTER L. & BERNICE      | 425 SEC 20, T4N R2E BLKS 1, 2 BRIARHILL #1 SUB  | RELEASE & CANCELLATION 0306/78 TCO-07-06-010-56      |
| 3250 D    | HOWARD, WILLIAM F. & EVA MAE        | 425 SEC 4, T1N R2E, REG STAT., MORAKUNA RD REG STAT. #735                               | 1083478  |
| 3258 D    | MORT, GAIL E. & MARTHA              | 583 RE. SITE IN TWIN FALLS  | 1072282  |
| 3292 D    | IDAHO ALFA PRODUCTS, INC.           | 583 S23, T10S, R17E, BM   |  |
| 3317 D    | VALLEY BANK, THOMAS G. MINOW        | 521 WOODSIDE SUB  | 2075523  |
| 3437 D    | CHRISTIAN & HOPKINS, INC.           | 628 REG STA #98 SEC 8 T9S, R42E   | 3B   |
| 3464 D    | WILHELM, KENT & JEANNE A.           | 425 REG. STA. 753 SECTION 21 T4N, R1E   | 1083254  |
| 3558 D    | HONDO, HISAYE & ROY N.              | 625 UPGRADE REG STATION SEC. 35, T10S, R23E   | 2027047  |
| 3568 D    | CHANDLER, FLOYD & YVONNE            | 425 REG. STATION SITE #758 SEC. 18, 20, 29, 30, T3N, R1E, B.M. II TCO-01-06-010-221     | 1079034  |
| 3600 D    | FOSTER, LEONARD JR.                 | 733 REG. STN. PARK RD. AND TAYLOR RD.   |  |
| 3619 D    | ANDERSON, LEE L. & ALICE B.         | 575 TWIN VIEW DRIVE   | 2033932  |
| 3633 D    | TWIN FALLS OFFICE SITE              | 583 SEC. 8, T10S, R17E DEED FROM THE TWIN FALLS BANK AND REFER DOC 3865-E               | 3-1047-38  |
| 3650 D    | STEINER, ELDON J. & LAVELLE G.      | 773 SEC. 25, T6N, R39E  | 1080255  |
| 3662 D    | RAITHBONE, FRED C. & LENA B.        | 371 E 1/4 CORNER OF SEC 7 T3N R2W   | 3-1081-16  |
| 3673 D    | IDAHO TRANSPORTATION BOARD          | 775 REG STATION 360 HWY PROJ. F-641(79) SLAEM ROAD - REPLACES 2874-D STATION 335        |  |
| 3686 D    | ROMRELL, ROLLAND T. & JOY O.        | 773 REG. STN. #314, REXBURG LATERAL BONNEVILLE/JEFFERSON CTY. LINE                      |  |
| 3752 D    | WAYLAND, JAMES H. & NOMA L.         | 283 NE COR. B1, WEST B1, 74.9' S 65' E 13.25'; TRENCE N 32.0'; TCO-23-06-010-228        |  |
| 3756 D    | ANDRUS, LES                         | 773 REG. STN. #353 BURTON LOOP AND MARK RD.   | 3D   |
| 3802 D    | EGAN, BEAULA L.                     | 773 REG. STN. INTERSECTION OF HWY 191 AND ARCHER RD                                     | 6G   |
| 3812 D    | IGC WARRANTY DEED                   | 679 NW 1/4 NW 1/4 S14, T6S, R34E, BM  | 5E   |
| 3813 D    | BRADLEY, SCHUYLER L. & CAROL A., BR | 741 EXTENSION S. FROM WILLOW CREEK IN RD. TO SERVE E. RIVER COMMONS & RIVERRACK ESTATES | 3090088  |
| 3837 D    | CASPER, ENID ZOE                    | 741 MAIN EXTENSION S. FROM WILLOW CREEK INN ROAD TO SERVE E. RIVER COMMONS, & RIVERRACK | 2027855  |
| 3866 D    | RYAN, JOSEPH C. & BONNIE MAXINE     | 583 REGULATOR STATION 513   | 3097635  |
| 3895 D    | ELLSWORTH, ELMER F.                 | 763 TOWN BORDER STATION #340  |  |
| 3934 D    | MICHAUD CREEK RANCHES               | 679 POCAHELLO   | 3D   |
| 3978 D    | TREASURE VALLEY STATE BANK          | 287 WF MASTERS PLAT 894748  | 6G   |
| 3978 D    | JOHNSON, MELVIN J. & LADRENE        | 737 REG STATION 260 SECTION 27 T2N R36E   | 3-849-56   |
| 4068 D    | HORSLEY, WILLIAM H. & ILENE         | 829 BLOCK 5   |  |
| 5092 D    | WOOD, DOUGLAS A. & MARYLEE          | 425 SEC 31 T4N R1W  |  |
| 5152 D    | IGC TO: I FALLS                     | 741 PT OF S1/4 OF SEC 28 T2N R36E   | 1084948  |
| 5152 D    | ADA CO HIGHWAY DIST                 | 425 PT OF SE 1/4 OF SEC 30 T3N R3E  | 12S  |
| 5193 D    | IGC THREE OFFICE                    | 425 PT. OF SEC 30 T3N R3E SE 1/4  | 12S  |
| 5325 D    | CLEAR LAKE COUNTRY                  | 679   | PT OF THE SE 1/4 SW 1/4 OF SEC 27 T8S 34E NO PROJECT |
| 5353 D    | INT. MT. GAS                        | 573 CLEAR LAKE RD   | 2-0338-61  |
| 5355 D    | INTERMOUNTAIN GAS                   | 425 OFF HWY 68 & AMITY RD   | 1-0780-17  |
| 5372 D    | STATE OF IDAHO                      | 371 ARROWHEAD DR & BRAY LATER   | 1-0783-87  |
| 5374 D    | STATE OF IDAHO                      | 425 OFF HWY 68 & VICTORY RD   | 1-0780-17  |
| 5389 D    | INTERMOUNTAIN GAS CO                | 413 HWY 68 & VICTORY  | 1-0780-17  |
| 5410 D    | GRAY                                | 413 HWY 68-KULINA RD  | 1-0780-17  |
| 5500 D    | HAYES                               | 425 NE 1/4 N31/4 SE 1/4 OF SEC 12 T3N R1E BM ADA COUNTY                                 | 1-0806-46  |
| 5527 D    | BODILY                              | 631 SEC 12-T11S-R43E  | 1-LATERAL  |
| 5533 D    | SMART                               | 425 HILL ROAD ALLEY   | 3-00297-3  |
| 5533 D    | RENNER                              | 317 SOUTH FLORIDA   | 1-0830-18  |
| 5533 D    |                                     | 317 LAND PURCHASE FOR REG   |  |

| Parcel ID  | Owner  | Address                                     | Notes | Reference |
|------------|--|---|-------|-----------|
| 5544 D     | LECHTENBERG  | 827 LLOYD ROAD                              |       |           |
| 5568 D     | INTERMOUNTAIN GAS  | 425 COLE & VICTORY ROAD                     |       | D74-6-154 |
| 5570 D     | INTERMOUNTAIN GAS  | 425 COLE & VICTORY ROAD                     |       | 1-0789-24 |
| 5573 D     | MILLER   | 425 COLE & VICTORY ROAD                     |       | 2-0371-00 |
| 5579 D     | INTERMOUNTAIN  | 575 JOHNNY RD 100 S                         |       | 1-0789-24 |
| 5580 D     | INTERMOUNTAIN  | 425 VICTORY ROAD PARCEL #18                 |       | 1-0789-44 |
| 5585 D     | K MART   | 425 VICTORY ROAD PARCEL #49                 |       | 1-0789-44 |
| 5640 D     | IGC  | 321 REG STATION #870                        |       | 3-AC      |
| 5641 D     | IGC  | 321 REG STATION #870                        |       | 1-0636-41 |
| 5642 D     | IGC  | 319 REG STATION #885                        |       | 1-0637-31 |
| 5643 D     | IGC  | 319 REG STATION #885                        |       | 1-0637-31 |
| 5647 D     | STAUFFER   | 679 2749 HAWKWEED                           |       | 3-0477-53 |
| 5658 D     | IGC  | 879 REG STATION #729                        |       | 3-0509-78 |
| 5681 D     | MERRICK  | 747 8130 NO. 15 E                           |       | 3-0689-36 |
| 5687 D     | IGC  | 317 L1 B7 SOUTHGATE SUB #2                  |       | 1-0601-61 |
| 5709 D     | IGC  | 371 AIRPORT & ROBINSON                      |       | 1-0792-82 |
| 5710 D     | IGC  | 371 CHERRY LANE NW 1/4 NW 1/4 SEC 8 T3N R1W |       | 1-0603-64 |
| 5814 D     | IGC  | 487   |       | 1-0573-64 |
| 5818 D     | IGC  | 425 CURTIS & FRANKLIN                       |       |           |
| 5828 D     | IGC  | 425 CURTIS & FRANKLIN                       |       |           |
| 5942 D     | IGC  | 375 HUBBARD RD & SO EAGLE                   |       |           |
| 5947 D     | IGC  | 417 EAST OFF LINDER                         |       |           |
| 6084 D     | IGC  | 413 10 MILE & VICTORY ROAD                  |       |           |
| 6118 D     | IGC  | 367 S1/2 SEC 8 T4N R1W STAR TBS #650        |       |           |
| 6146 D     | IGC  | 363 MIDDLETON ROAD, SO HWY 44               |       |           |
| 6163 D     | IGC  | 363 10543 EDGEWOOD DRIVE                    |       |           |
| 6284 D     | IGC  | 371 SHORTLINE RAILROAD                      |       |           |
| 6304 D     | IGC  | 375 DEERPLAT & TEN MILE                     |       |           |
| 6311 D     | IGC  | 371 AMITY & RAILROAD                        |       |           |
| 6317 D     | IGC  | 773 MOTHER HIBARDS                          |       |           |
| 6333 D     | IGC  | 567 9TH AVE E 2000 E                        |       |           |
| 6346 D     | IGC  | 371 SUGAR AVE & RAIL ROAD                   |       |           |
| 6396 D     | IGC  | 319 T4N R42 S20 VAN SLYKE RD                |       |           |
| 6425 D     | IGC  | 371 CLEVELAND BLVD                          |       |           |
| 6431 D     | IGC  | 413 CHINDEN & BLACKCAT                      |       |           |
| 6501 D     | IGC  | 417 1865 W GULCH CT                         |       |           |
| 6502 D     | IGC  | 413 PUMA SUB                                |       |           |
| 6524 D     | IGC  | 725 INTS 400 N 700 E                        |       |           |
| 6596 D     | IGC  | 679 S BANNOCK & MOHAWK                      |       |           |
| 6687 D     | IDAHO FALLS TAP METER STATION  | 1727 HOLLIPARK DR O                         |       |           |
| 6698 D     | IDAHO FALLS GENERAL OFFICE FACILITY  | 741 IDAHO FALLS, ID                         |       |           |
| 6786 D     | TRAVIS, ANGELO E JR & CHRISTINE  | 679 SW1/4NE1/4S1/4T6S3E                     |       |           |
| 6787 D     | RONALD ESPLIN & SONS PARTNERSHIP   | 725 INTERSECTION: 800 NORTH AND 800 EAST    |       |           |
| 6788 D     | ALVA HARRIS AND EVELYN HARRIS OLER, STEPHEN M AND SUSAN  | 725 INTERSECTION: 1400 NORTH AND 1200 EAST  |       |           |
| 6773 D     | ENTRY, HERBERT LEE & PATRICIA LEE  | 725 INTERSECTION MILTON AVE. AND FIR        |       |           |
| 6794 D     | IDAHO TRANSPORTATION BOARD   | 283 904 S MCKINLEY                          |       |           |
| 6840 D     | NESSBIT, GEORGE ALBERT III, AND NADINE M   | 617 RELOCATE REG STATION                    |       |           |
| 6903 D     | KIT MANUFACTURING CO   | 421 ALWORTH AND 52ND                        |       |           |
| 6992 D     | IGC  | 317 210 S KIT AVE FARMWAY                   |       |           |
| 6992 D     | IGC  | 583 3rd & 4th In Alley                      |       |           |
| 6987 D     | JORDIN FAMILY TRUST LLC  | 741 YORK RD AND S YELLOWSTONE INTERSECTION  |       |           |
| 7028 D     | RON SCHNEIDER  | 317 PINTO RD                                |       |           |
| 7028 D     | MRS KING ESTATE / JANICE WALKER (DGHTR)  | 827 REG STATION #45                         |       |           |
| 7074-6-154 | RENNER WILL GET PROJ# 1/17   |   |       |           |
| 1-0789-24  | CANCEL AS PER M. SINGLETON DUPLIC  |   |       |           |
| 2-0371-00  | CANCEL AS PER TFALLS OFFICE  |   |       |           |
| 1-0789-44  | REG STATION  |   |       |           |
| 1-0789-44  | NO PROJ. # YET MAP # TO BE CALLED IN NO PROJ. # ASSIGNED YET MAP # TO BE CALLED IN AUTHORIZATION IN LIEU 6-29-95 |   |       |           |
| 3-AC       | RE-DONE SEE 1905 D REFERENCE KURTLEY AGREEMENT IN FILE   |   |       |           |
| 1-0636-41  | M00000083449 REG 860   |   |       |           |
| 1-0637-31  | 1-0644-65  |   |       |           |
| 3-0477-53  | 1-0781-71  |   |       |           |
| 3-0509-78  | 1-0749-51  |   |       |           |
| 3-0689-36  | 1-0792-57  |   |       |           |
| 1-0601-61  | 3-1047-37  |   |       |           |
| 1-0792-82  | 2-0466-72  |   |       |           |
| 1-0603-64  | 1-0792-45  |   |       |           |
| 1-0573-64  | 1-0637-13  |   |       |           |
|            | 1-0602-54  |   |       |           |
|            | 1-0633-44  |   |       |           |
|            | 1-0874-38  |   |       |           |
|            | 1-0633-44  |   |       |           |
|            | 3-0726-57  |   |       |           |
|            | 3047776  |   |       |           |
|            | 3084931  |   |       |           |
|            | 3050872  |   |       |           |
|            | 3075175  |   |       |           |
|            | 3068075  |   |       |           |
|            | 3077712  |   |       |           |
|            | 1092987  |   |       |           |
|            | 2031515  |   |       |           |
|            | 1063147  |   |       |           |
|            | 1063653  |   |       |           |
|            | 2029327  |   |       |           |
|            | 3062745  |   |       |           |
|            | 1063773  |   |       |           |
|            | 3034146  |   |       |           |

| REG #  | REG STATION                              | REG #  | REG STATION                         | REG #   | REG STATION                     |
|--------|--|--|-------------------------------------|---------|---------------------------------|
| 7060 D | NEW LIFE CELEBRATION CHURCH OF GOD #4888 | 317 12TH & MAIN REG STATION 8855                                       | REG STATION 8955J                   | 1083664 | RONALD G. AND GAIL A. SCHNEIDER |
| 7097 D | WALKER, ROLAND N.                        | 741 PANCHERI & UTAH  | 10' STEELO                          | 3085075 |                                 |
| 7113 D | STOWE, GREG                              | 575 300N 300E  | CANCELED BY CHERYL DO TO            | 2041438 |                                 |
| 7121 D | TUCKER, MARK AND CINDY                   | 759 THE COURTYARD SUB  | REDRAW OF PROJECT DIDN'T NEED       | 3092983 |                                 |
| 7122 D | MIDWAY DAIRY                             | 645 2150 E 400 S   | THE DEED                            | 2025965 |                                 |
| 7154 D | JEWKES, GREGORY                          | 575 100 S 300 E  | ORIGINALLY OBTAINED FOR OTHER PR    | 2037032 |                                 |
| 7157 D | ITD                                      | 371 203 LAKE LOWELL  | REG #650                            | 1079217 |                                 |
|        |  |  | R/S FOR (IGC RPO817E2) 19460A REG E |         |                                 |
|        |  |  | THIS DEED IS BEING WORKED UP BY     |         |                                 |
|        |  |  | THE ACHD ENGINEERS. IT WILL BE A    |         |                                 |
|        |  |  | 20'X 20' SWAP WITH IGC'S 0721-D.    |         |                                 |
|        |  |  | THIS INTERSECTION IS BEING          |         |                                 |
|        |  |  | WIDENED. ACHD NEEDS THE 0721-D      |         |                                 |
|        |  |  | SITE FOR THE ROAD. THEY WILL        |         |                                 |
|        |  |  | PROVIDE US WITH ANOTHER 20'X20'     |         |                                 |
|        |  |  | PARCEL FOR REG #706. (PER RUS       |         |                                 |
|        |  |  | PLANT) DEED TO ACHD 102134012       |         |                                 |
|        |  |  | XREF DEED 712-00                    |         |                                 |
|        |  |  | ALSO REF RECORDING #102134012.      |         |                                 |
| 7164 D | ADA COUNTY HWY DEPT                      | 425 VICTORY AND CURTIS   | 10' X 10' REG SITE PROPERTY REG #69 | 1076954 |                                 |
| 7260 D | JORDAN, LEE T AND SHARON ANNE            | 317 MIDLAND RD NORTH OF USTICK   | THIS DOC WAS APPARENTLY IN DIVISK   | 1080271 |                                 |
| 7323 D | FEARLESS FERRIS                          | 413 USTICK RD  | FOR REG SITE. PIPE PROJ             | 1080552 |                                 |
|        |  |  | ASSOCIATED IS 371-18750             |         |                                 |
|        |  |  | FORM 750 SIGNED IN LIEU OF          |         |                                 |
|        |  |  | RECORDED DOC. PURCHASE IN           |         |                                 |
|        |  |  | PROGRESS 2/8/04.D                   |         |                                 |
|        |  |  | REG PROJ 371-1874D                  |         |                                 |
|        |  |  | LAND PROJ 371-19600                 |         |                                 |
|        |  |  | SEE R.O.S. FOR IGC RECORDED         |         |                                 |
|        |  |  | SEE R.O.S.# 200411528               |         |                                 |
|        |  |  | SEE 7356-D                          |         |                                 |
| 7356 D | THOMAS, WALTER WAYNE AND WILMA           | 371 NORTHSIDE AND CHERRY LANE INTERSECTION - SE CORN R.O.S.# 200411528 | PROJ AUTH SIGNED 10/6/04 IN LIEU OF | 1080324 |                                 |
| 7395 D | THOMAS, WALTER & WILMA                   | 579 YELLOWSTONE  | THIS DEED ALSO HAS AN EASEMENT A    | 1080324 |                                 |
| 7398 D | JONES MEAT LOCKER                        | 371 ORCHARD AND MIDDLETON  | XREF 7195-E                         | 3087948 |                                 |
| 7426 D | CHURCH OF THE BRETHREN OF NAMPA          | 747 REG @ 128TH N AND 35TH E   |                                     | 1079581 |                                 |
| 7443 D | WILDE, BRETT AND KELLIE                  | 525 DERBY RD   |                                     | 3082866 |                                 |
| 7463 D | BRIAN YEAGER                             | 741  |                                     | 3084953 |                                 |
| 7467 D | EASTERN ID COMM CTR                      | 679 ALAMEDA AND HWY30  |                                     | 3050811 |                                 |
| 7470 D | IDAHO HYPERBARICS                        | 575 CROSSROADS REG STATION   |                                     | 2033935 |                                 |
| 7483 D | ABC AGRA LLC                             | 425 CHINDEN WEST PARK IND SUB 10x10 SITE - JUST WEST OF                |                                     | 1083128 |                                 |
| 7490 D | ADA COUNTY HWY DISTRICT                  | 413 USTICK AND LESLIE REG STATION #7006                                |                                     | 3080075 |                                 |
| 7497 D | ADA COUNTY                               | 733 INTERSECTION OF 1400 N AND S 5TH W                                 |                                     | 3084944 |                                 |
| 7513 D | HARRIS, ALVA A AND EVELYN C              | 741 HOOPES AVE   |                                     | 3084963 |                                 |
| 7521 D | CITY OF IDAHO FALLS                      | 759 REG SITE   |                                     | 2037184 |                                 |
| 7522 D |  |  |                                     | 1074982 |                                 |
| 7529 D | NORTHSIDE DEVELOPMENT HOLDING CO LLC     | 375 REG #8104, DEER FLAT AND KAY                                       |                                     | 1074982 |                                 |
| 7565 D | KUNA UPRATE                              | 375 DEERFLAT/KAY REG 8104  |                                     | 3102968 |                                 |
| 7567 D | WILLIAM E SEID AND TERRIE D SEID (H & W) | 773 REXBURG LING SITE  |                                     | 1083834 |                                 |
| 7600 D | RUBY ANDERSEN LLC                        | 321 US HWY 95 AND LOWER PLEASANT                                       |                                     | 3102984 |                                 |
| 7613 D | STEPHEN AND BARBARA GARMAN               | 773 2000S AND 4000W  |                                     | 1083488 |                                 |
| 7626 D | KORY LOFHOUSE AND DEBBIE LOFHOUSE        | 371 LING TAP SITE, WEST OF STAR RD                                     |                                     | 3080076 |                                 |
| 7639 D | MCKELLIP, BOB                            | 741 MIKELSON ACRES (RIVER RD)  |                                     | 3087883 |                                 |
| 7657 D | BODILY, VERDEAN E                        | 741 NW CORNER TELFORD AND 45TH E                                       |                                     |         |                                 |
| 7662 D |  |  | REG STA SITE FOR PH 5 IF LAT        |         |                                 |

**SECTION 3.19(b)**

**Company Leases**

1. Lease Agreement, between B&R Properties, LLC and Intermountain Gas Company, dated July 7, 2006.
2. Lease, between InterWest Capital, Inc. (assignee from Daniel Parke and Shawna Parke) and Intermountain Gas Company, dated July 14, 2005.

SECTION 3.19(c)

**Material Easement Agreements**

1. Grant of Easement for Right of Way, dated July 25, 1995, by the United States of America in favor of Intermountain Gas Company.
2. Right-of-Way and License and Use Agreement by and between the Shoshone-Bannock Tribes and Intermountain Gas Company, dated December 16, 1994.

SECTION 3.20(a)

**Company Owned Intellectual Property**

Registered domain names:

1. intgas.net
2. intgas.com
3. intermountaingascompany.com
4. intermountaingas.com

SECTION 3.20(c)

**License Agreements**

1. TUI Master Agreement, between Technology Unlimited Inc. and Intermountain Gas Company, dated February 25, 2000.
2. Professional Services Agreement, by and between Mincom, Inc. (as assignee of Conversant, Inc.) and Intermountain Gas Company, dated July 22, 2003, and amendment thereto, dated September 1, 2004.
3. Software License and Maintenance Agreement, between Mincom, Inc. (as assignee of Conversant, Inc.) and Intermountain Gas Company, dated June 27, 2003, and amendment thereto, dated September 1, 2004.
4. Network License Order Form, between Oracle Corporation and Intermountain Gas Company, dated November 27, 1996; Order Form completed pursuant thereto, dated November 27, 1996; and all addenda thereto.
5. International Passport Advantage Express Agreement, between International Business Machines Corporation and Intermountain Gas Company, dated February 22, 2008.
6. Maintenance Agreement, between Itron, Inc. and Intermountain Gas Company, dated April 7, 2004.
7. Service-Link Equipment Purchase and Software License Agreement, between Itron, Inc. and Intermountain Gas Company, dated April 12, 2005.
8. Software License Agreement, by and between Advantica, Inc. (successor to Stoner Associates, Inc.) and Intermountain Gas Company, dated December 30, 1994, as amended.
9. Agreement regarding WebLogic server for external website, between BEA Systems Inc. and Intermountain Gas Company.
10. End User License Agreement, between Cisco Systems Inc. and Intermountain Gas Company.
11. Systems Software Contract, between Hewlett Packard Company and Intermountain Gas Company.
12. Software-GIS Agreement, between Fujitsu America, Inc. and Intermountain Gas Company.
13. Agreement regarding Mobility Enterprise for MDD, between Netmotion Wireless and Intermountain Gas Company.

14. SW Maintenance Agreement, between Teldig Systems and Intermountain Gas Company.
15. Agreement regarding Crystal Reports, between Business Objects Americas and Intermountain Gas Company.
16. Agreement regarding SRC (2006), between Business Objects Americas and Intermountain Gas Company.
17. Software License Agreement, between Vertex Inc. and Intermountain Gas Company, dated April 2, 1999.
18. Agreement regarding Wonderware Support SCADA System, between Invensys plc and Intermountain Company.
19. Agreement regarding MSN - Enterprise wide business suite, between Microsoft Corp. and Intermountain Gas Company, dated December 13, 2007.
20. Agreement regarding Novell and GroupWise E-mail, between Novell, Inc. and Intermountain Gas Company.

## SECTION 3.21

### **Intercompany Arrangements**

1. Lease Agreement, between B&R Properties, LLC and Intermountain Gas Company, dated July 7, 2006.
2. Lease, between InterWest Capital, Inc. (assignee from Daniel Parke and Shawna Parke) and Intermountain Gas Company, dated July 14, 2005.
3. Certain costs and expenses incurred in connection with the operation of the business of Seller and its Affiliates, including the Company, are allocated among Seller and its Affiliates, including the Company. These costs and expenses include, without limitation, compensation expense, other employee benefit expenses and overhead and administrative expenses. The following intercompany accounts were outstanding as of March 31, 2008. Similar transactions giving rise to these accounts may have been entered into following March 31, 2008 and may hereafter be entered into. All such intercompany accounts shall be treated in accordance with Section 5.10(b) of the Agreement.

Intermountain Gas Company  
Inter Company Accounts 3-31-08

| <b>Number</b> | <b>Description</b>   | <b>3/31/2008<br/>Balance</b> |
|---------------|--|------------------------------|
| 13204         | Associated Company A/R - III Exploration                                 | \$ -                         |
| 13205         | Associated Company A/R - Intermountain Industries, Inc.                  | \$ (500)                     |
| 13210         | Associated Company A/R - Petroglyph Energy, Inc.                         | \$ (26,113)                  |
| 13211         | Associated Company A/R - III Exploration II LP                           | \$ -                         |
| 13512         | Associated Company A/P - Board of Directors Supplemental Retirement Plan | \$ (30,734)                  |
| 13513         | Associated Company A/P - Industries Incentive Compensation               | \$ (203,463)                 |
| 13514         | Associated Company A/P - Officers Supplemental Retirement Plan           | \$ (425,838)                 |

SECTION 5.1

**Conduct of the Business**

None.

SECTION 5.1(i)

**Capital Expenditure Forecast**

|                              | (In Thousands of Dollars)  |                            |                            |
|------------------------------|----------------------------|----------------------------|----------------------------|
|                              | <b>FY2008<br/>Forecast</b> | <b>FY2009<br/>Forecast</b> | <b>FY2010<br/>Forecast</b> |
| SERVICES                     | \$ 4,710                   | \$ 6,655                   | \$ 6,888                   |
| MAINS                        | 3,186                      | 4,403                      | 4,557                      |
| SYSTEM BETTERMENTS           | 2,356                      | 1,350                      | 2,100                      |
| HOUSE METERS & REGS          | 1,743                      | 2,385                      | 2,464                      |
| IND. MEASUREMENT & REGS      | 482                        | 496                        | 511                        |
| STRUCTURES & IMPROVEMENTS    | 2,280                      | 371                        | 1,501                      |
| POWER TOOLS & EQUIPMENT      | 285                        | 293                        | 302                        |
| TRANSPORTATION EQUIPMENT     | 1,021                      | 750                        | 750                        |
| OFFICE FURNITURE & EQUIPMENT | 2,012                      | 1,905                      | 1,850                      |
| <b>TOTAL</b>                 | <b>\$ 18,076</b>           | <b>\$ 18,608</b>           | <b>\$ 20,923</b>           |

## SECTION 5.2(a)

### **Company Severance Plan**

Capitalized terms used herein and not defined herein shall have the meanings set forth in the Agreement.

**Participation.** All permanent Company Employees will participate in the Company Severance Plan. For purposes of clarification, employees of the Company that Seller and Purchaser agree are transitional employees that shall remain employed by the Company for a period of six months or less following the Closing Date and thereafter shall be offered a position of employment with Seller or a post-Closing Affiliate of Seller in a position comparable to the position such person held with the Company and with compensation and benefits that are substantially similar to those provided by the Company, shall not be eligible to participate in the Company Severance Plan.

**Term.** The term of the Company Severance Plan will commence upon the Closing and expire upon the later to occur of (x) the day immediately following the second anniversary of the Closing and (y) the completion of payment of all amounts and provision of all benefits due thereunder, and the Company Severance Plan may not be terminated or amended prior to the later of (x) and (y) other than as may be required under applicable Law.

**Qualifying Termination; Severance Protection Period.** A Company Employee will be entitled to the severance benefits as described below in the event such employee suffers a “constructive termination” or an involuntary termination by the Company without “cause” (each, a “**Qualifying Termination**”), in either case during the period commencing upon the Closing and expiring either (x) with respect to a Company Employee who is an officer or a key manager (Wage Groups 24 and higher), on the second anniversary of the Closing, or (y) with respect to any other Company Employee, on the first anniversary of the Closing (such period, as applicable, the “**Severance Protection Period**”).

For purposes hereof, “cause” shall mean the termination of an employee’s employment by the Company for one of the following reasons:

- (A) Commission of an act of fraud, embezzlement, or theft constituting a felony;
- (B) Acts or omissions relating to the Company and involving intentional or reckless misconduct or a knowing violation of any state or federal law, or local rule or ordinance;
- (C) Engaging in a transaction related to the Company from which the employee received a benefit in money, property, or services to which s/he was not legally entitled; or

- (D) Willful or continuous failure to perform, as reasonably judged in the Company's sole discretion, the job duties assigned to the employee by the Company prior to the Change in Control, or substantially similar job duties assigned by the Company after the Change in Control.

With regard to Clause (D) above, the Company shall provide the employee with not less than thirty (30) days written notice of the intention to terminate such employee for cause, such notice to state in reasonable detail the particular act or acts or failure or failures to act that constitute the grounds on which the proposed termination for cause is based. The employee shall have thirty (30) days after the date that such written notice has been given to such employee in which to cure such conduct, to the extent such cure is possible. If the employee fails to cure such conduct, the termination shall be effective on the date immediately following the expiration of the thirty (30) day notice period.

For purposes hereof, "**constructive termination**" shall mean the resignation by an employee from his or her employment with the Company for one of the following reasons:

- (A) An involuntary change in status, job title, position, duties or responsibilities which does not represent either substantially similar status, job title, position, duties or responsibilities or a promotion from the employee's position with the Company immediately prior to the Change in Control;
- (B) An involuntary reduction in the employee's base salary as in effect immediately prior to the Change in Control;
- (C) A failure by the Company to continue in effect any Employment Plan in which the employee is participating in at the time of the Change in Control (or an Employment Plan with at least substantially similar benefits) other than as a result of the normal expiration of any such plan in accordance with its terms in effect at the time of the Change in Control;
- (D) An action or inaction by the Company that results in an employee being adversely affected with respect to his or her continued participation in, benefit amount, or enjoyment of benefits from, any Employment Plan when compared to the employee's participation, benefit amount, or enjoyment of benefits immediately prior to the Change in Control; or
- (E) An involuntary transfer of an employee's position or job outside of a fifty (50) mile radius from the employee's location of employment immediately prior to the Change in Control, except for required travel on the Company's business to an extent substantially consistent with the business travel obligations for such employee immediately prior to the Change in Control.

An “**Employment Plan or Benefit**” shall mean any compensation plan such as an incentive or stock option or restricted stock plan or any employee benefit plan such as a thrift, pension, profit sharing, medical, disability, accident, or life insurance plan, including the Company Plans.

**Severance Benefits.** Upon suffering a Qualifying Termination during the applicable Severance Protection Period, a Company Employee will be entitled to a lump sum cash severance benefit equal to a multiple, as set forth in the following table, of the greater of (x) such employee’s average W-2 compensation for the three years immediately preceding such termination and (y) such employee’s average W-2 compensation for the three years immediately preceding the Closing; provided that in either case of (x) and (y), such average W-2 compensation will not include any special incentives received by the Company Employee in connection with the Closing. In addition, such Company Employee will be entitled to continued medical, dental and vision insurance coverage (the “**Continued Benefits**”) following a Qualifying Termination for the period set forth in the following table, at the same cost applicable to active employees, provided that such Continued Benefits will terminate prior to the expiration of such period in the event the employee becomes entitled to receive substantially similar or better insurance coverage under a plan maintained by a subsequent employer.

| Employee Classification                                  | Severance Multiple | Period of Continued Benefits |
|--|--------------------|------------------------------|
| Officers and Key Managers<br>(Wage Groups 24 and higher) | 2x                 | 2 years                      |
| Managers<br>(Wage Groups 21-23)                          | 1x                 | 1 year                       |
| All other Company Employees                              | 0.5x               | 6 months                     |

**Release; No Mitigation or Offset.** The severance benefits provided by the Company Severance Plan will be contingent upon the terminating employee’s execution of a customary release of all claims in favor of the Company. No portion of the severance benefits will be subject to mitigation, and the cash portion will not be subject to any offset, other than required tax withholdings. Benefits under the Company Severance Plan are in addition to, and not in lieu of, any other benefits to which a Company Employee would be entitled upon a termination of employment.

**280G Cutback.** In the event the severance benefits to which a Company Employee would be entitled under the Company Severance Plan, taken together with any other benefits to which such Company Employee would be entitled in connection with the Closing (collectively, the “**Total Benefits**”), would exceed three times such employee’s “base amount” as defined in Section 280G of the Internal Revenue Code, the Total Benefits

will be reduced to an amount that, for purposes of Section 280G, equals \$1 less than three times such employee's "base amount".

SECTION 5.2(b)

**Company Retirees**

Phil Bordeaux

Susan K. Ernest

Michael E. Huntington

Garry Laursen

Jeff Lebens

Dan McAlister

Skip Worthan

SECTION 5.2(c)

**SERP Obligations; Form of Company SERP**

See Section 1.1(b) of this Seller Disclosure Schedule.

See Annex 5.2(c) attached to this Seller Disclosure Schedule.

**Intermountain Gas Company  
Supplemental Retirement Plan**

Effective July 23, 2008

**Article 1: Purpose, Effective Date and Definitions**

**1.1 Purpose.** This Supplemental Retirement Plan (the "Plan") is an unfunded plan established to provide the death and retirement benefits described herein for a select group of management and highly compensated employees of the Company. This Plan provides benefits to Company employees and former employees who were formerly covered under the III Plan (as defined below), as well as eligible Company employees who become Participants on or after the Effective Date.

**1.2 Effective Date.** The Plan shall be effective as of July 23, 2008.

**1.3 Definitions.** Capitalized terms or terms within quotation marks not otherwise defined herein shall have the meanings ascribed to them below.

"Base Pay" shall mean a Participant's gross monthly salary before withholdings and deferrals as of such Participant's Total Disability Date (defined below), or, if Base Pay is calculated in connection with the death or retirement of a Participant, then as of such Participant's date of death or Retirement Date, as applicable. Base Pay does not include incentive compensation.

"Board" shall mean the Board of Directors of the Company.

A "Change in Control" shall be deemed to have taken place upon the first of the following to occur:

- (a) The date on which a change in ownership of the Company occurs, defined as the date that any one person, or more than one person acting as a group, acquires ownership of stock of the Company that, together with stock held by such person or group, constitutes more than 50% of the total fair market value or total voting power of the stock of the Company, excluding the acquisition of additional stock by a person or more than one person acting as a group who is considered to own more than 50% of the total fair market value or total voting power of the stock of the Company, or
- (b) The date on which a change in the ownership of a substantial portion of the assets of the Company occurs, defined as the date that any one person or more than one person acting as a group acquires (or has acquired during the 12 month period ending on the most recent acquisition) assets of the corporation having a total gross fair market value of 40% of the total gross fair market value of all the assets of the Company immediately prior to the acquisition(s). For purposes of this section, gross fair market value means the value of the assets without regard to associated liabilities, or

- (c) The date on which a majority of the directors on the Company's board of directors is replaced during any 12 month period by directors whose appointment or election or nomination for election as directors was not affirmatively voted on by at least a majority of those directors in office as of the date the board of directors of the Company approved such election or nomination.

Provided that in all cases the determination of whether a change in control has occurred will be determined in accordance with Section 409A of the Internal Revenue Code and the regulations thereunder.

"Company" shall mean Intermountain Gas Company.

"Compensation" shall mean Base Pay plus incentive compensation.

"Early Retirement Benefits" shall mean the amount calculated pursuant to section 3.7, below, payable in the manner described by that section.

"Employer" shall mean Intermountain Gas Company and any successor thereto by merger, consolidation, purchase or otherwise.

"Entry Date" as to any Participant shall mean the date on which all the conditions of section 2.1 are satisfied for such Participant.

"Final Compensation" shall mean a Participant's average annual Compensation in the five-year period ending on the Participant's Retirement Date (or Total Disability Date in the case of a Short or Long Term Disability Benefit calculation or date of death in the case of a Pre-Retirement Death Benefit calculation), excluding annual Compensation in the two (2) years in which such Participant's Compensation was lowest.

"III Participant" shall mean an employee or former employee of the Employer who was a Participant in the III Plan immediately prior to its amendment on July 23, 2008 and who has been designated by the Board to participate in this Plan.

"III Plan" shall mean the Intermountain Industries, Inc. Supplemental Retirement Plan.

"Long Term Disability Benefit" shall mean two-thirds of Final Compensation, less any Employer-sponsored disability benefits, during the period specified in section 3.6, below.

"Noncompetition and Nondisclosure Agreement" (sometimes also referred to as the Noncompetition Agreement) shall mean the agreement so entitled between the Company and the Participant, as modified from time to time.

"Normal Retirement Age" shall mean the sixty-second (62d) anniversary of a Participant's birth.

"Participant" shall mean any eligible employee selected in the manner described by and who has satisfied the conditions of section 2.1, below.

"Pre-Retirement Death Benefit" shall mean for any Participant the amount that, computed on an annual basis, is sixty percent (60%) of such Participant's Final Compensation and shall be payable monthly in twelve equal amounts for ten (10) years in the manner set forth in section 3.3, below, provided, however, there shall be no Pre-Retirement Death Benefit payable on account of the death of a Participant who commits suicide within two (2) years of the Participant's Entry Date.

"Qualified Designation" shall mean a written designation (in the form approved by the Board) of rights hereunder to a person or persons executed by such Participant (and such Participant's spouse, unless such spouse is the sole designated beneficiary) received by the Employer before the earlier of (i) the Participant's death or (ii) the first distribution of benefits hereunder. In the case of more than one such instrument being so received, the last one shall be the "Qualified Designation" and all others shall be null and void.

"Retirement" (or "Retire") shall mean the Participant's termination of employment with the Employer after reaching age 55 with 15 Years of Credited Service, or after reaching age 62, other than termination by reason of the Participant's death or termination for cause, even though the Participant may subsequently be employed by a person other than the Employer. The determination of whether a termination of employment has occurred shall be made consistent with the requirements of Section 409A of the Internal Revenue Code and the regulations thereunder.

"Retirement Benefits" shall mean for any Participant the amount that, computed on an annual basis, is thirty percent (30%) of such Participant's Final Compensation and shall be payable monthly in twelve equal amounts for the life of the Participant, but in no case fewer than two hundred forty (240) payments.

"Retirement Date" shall mean the date on which a Participant Retires.

"Short Term Total Disability Benefit" means the amount by which Final Compensation Base Pay exceeds sick pay benefits and other amounts, if any, payable to the Participant or designee under any other disability plan maintained by the Employer during the period beginning with the seventh (7th) and ending with the twelfth (12th) calendar month following the Total Disability Date; provided, however, no such benefit shall be payable after the Participant dies or commences to receive any Retirement Benefits.

"Total Disability" shall mean a condition where, by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, either the Participant is unable to engage in any substantial gainful activity or the Participant is receiving income replacement benefits for a period of not less than three months under an accident and health plan covering employees of the Employer, and a Participant in such a condition is "Totally Disabled".

"Total Disability Date" shall mean the date on which the Participant became Totally Disabled.

"Years of Credited Service" shall mean the Participant's years as a full time employee of the Employer plus years as a full time employee of any other current or former subsidiary of Intermountain Industries, Inc. prior to the Effective Date.

**Article 2: Eligibility, Participation and Vesting**

**2.1 Eligibility and Participation.**

(a) Eligibility. Any management or highly compensated employee of the Employer selected by the Employer's President and approved by the Board, as reflected in the minutes, shall be eligible to participate in this Plan, provided that such individual has executed and agreed to be bound by the Employer's Noncompetition and Nondisclosure Agreement.

(b) Participation. Within thirty (30) days following selection as an eligible employee, such employee may elect to participate in this Plan by completing, executing and delivering to the President a Qualified Designation and a Noncompetition Agreement. Participation shall be deemed to have commenced the first day of the first pay period that is at least thirty (30) days following the completion, execution and delivery of such documentation, unless the President: (i) waives such thirty-day period in writing, in which case Participation shall be effective at the time such waiver is given; or (ii) notifies the employee before then of any particular in which such documentation is deficient, in which case, participation shall become effective the first day of the first pay period at least thirty (30) days following the date the deficiency is supplied or corrected (unless the President waives such thirty-day period), but only if the deficiency is supplied or corrected within thirty (30) days of the President giving notice of the same to the employee.

(c) III Participants. An III Participant shall become a Participant in this Plan as of the Effective Date provided that within thirty (30) days following the Effective Date, the III Participant must complete and execute a Noncompetition Agreement and deliver it to the President. The qualified designation in effect under the III Plan shall be deemed to meet the requirements for the Qualified Designation under this Plan.

**2.2 Vesting**. A Participant shall become fully vested upon the occurrence of any of the following events:

(i) such Participant's attainment of age fifty-five (55) and fifteen (15) Years of Credited Service; or

(ii) such Participant dies; or

(iii) such Participant is terminated from employment (within the meaning of Section 409A of the Internal Revenue Code and the regulations thereunder) without cause within the twenty-four month period following a Change in Control.

**Article 3: Benefits**

**3.1 Retirement Benefits.** A vested Participant who Retires at or after reaching the Normal Retirement Age shall be entitled to such Participant's Retirement Benefit, payable in equal, consecutive monthly instalments, without interest, commencing on the first day of the second calendar month immediately following such Participant's Retirement Date.

**3.2 Benefits following a Change in Control.** A Participant whose rights under this Plan become vested by reason of clause (iii) of section 2.2, above, shall be entitled to full Retirement Benefits payable in equal, consecutive monthly instalments, without interest, commencing on the first day of the second calendar month immediately following such Participant's fifty-fifth (55th) birthday, or, if such Participant has attained the age of fifty-five (55) prior to being terminated from employment in the manner described in clause (iii) of section 2.2, above, then on the first day of the second calendar month immediately following such discharge.

**3.3 Pre-Retirement Death Benefits.** The beneficiary or beneficiaries named in a Qualified Designation made by a vested Participant who dies before such Participant's Retirement Date shall be entitled to the Pre-Retirement Death Benefit or, if more than one beneficiary is so named, they shall share equally unless different proportions or shares are specified in the Qualified Designation. Pre-Retirement Death Benefits shall be payable in one hundred twenty (120) equal, consecutive monthly instalments, without interest, commencing on the first day of the second calendar month immediately following such Participant's date of death.

**3.4 Reserved.**

**3.5 Short Term Total Disability Benefits.** If the Board determines that a Participant is Totally Disabled for six (6) consecutive months, such Participant shall be entitled to receive the Short Term Total Disability Benefits commencing on the first day of the seventh calendar month following the Total Disability Date and continuing through the first of the following to occur:

- (i) the death of the Participant;
- (ii) the Participant ceases to be Totally Disabled, as determined by the Board;
- (iii) the Participant's Retirement Date; or
- (iv) the Employer has paid such benefits for twelve (12) months.

**3.6 Long Term Total Disability Benefits.** So long as the Participant continues to be Totally Disabled after the expiration of Short Term Disability Benefits pursuant to clause (iv) of section 3.5, above, the Participant shall receive Long Term Disability Benefits; provided, however, such benefits shall cease upon the first of the following to occur:

- (i) the Participant dies;
- (ii) the Participant ceases to be Totally Disabled, as determined by the Board;

(iii) the Participant's Retirement Date; or

(iv) the Participant's sixty-fifth (65th) birthday.

**3.7 Early Retirement Benefits.** A Participant is eligible to receive Early Retirement Benefits if the Participant Retires on or after the later of fifteen (15) Years of Credited Service or his fifty-fifth (55th) birthday. Such benefits shall commence the first day of the calendar month following his or her Retirement Date. The amount of the Early Retirement Benefit shall be the percentage of Final Compensation corresponding to the Participant's age on his or her Retirement Date, as shown below.

| Age on Retirement Date | Annual Benefit as percentage of Final Compensation |
|------------------------|--|
| 61                     | 27%  |
| 60                     | 24%  |
| 59                     | 22%  |
| 58                     | 20%  |
| 57                     | 18%  |
| 56                     | 16%  |
| 55                     | 14%  |

The Early Retirement Benefit shall be payable without interest for life, but in any case, not less than two hundred forty (240) consecutive, equal monthly instalments.

**3.8 Benefits in Pay Status.** Notwithstanding anything to the contrary, if an III Participant was in pay status with respect to benefits under the III Plan, such benefits shall be paid under this Plan in the same amount and at the same time as such benefits would otherwise have been paid under the III Plan, and all time periods shall apply as if such benefits had been paid under this Plan from the date benefits commenced under the III Plan.

**Article 4: Noncompetition and Nondisclosure Agreement.**

If a Participant breaches the Noncompetition and Nondisclosure Agreement, the Participant, for himself and his heirs, successors, assigns, shall be deemed to have relinquished, immediately and irrevocably, all rights hereunder.

**Article 5: Plan Administration****5.1 Administration and Related Costs.**

(a) Administration; Plan Administrator. The Board shall have full authority and discretion to administer and interpret the Plan, establish rules to further the purposes of the Plan and take any action necessary for the proper operation of the Plan, including but not limited to the delegation of authority to the President, who is designated the Plan Administrator and who shall report to the Board; provided, however, such delegation shall not absolve the Board of any of its responsibilities hereunder.

(b) Claims for Benefits. Benefits shall be paid in accordance with the provisions of this Plan. The Participant, or a designated recipient or any other person claiming through the Participant, shall make a written request for benefits under this Plan. Such claim shall be reviewed by the Plan Administrator.

If a claim for benefits other than disability benefits is denied, in full or in part, the Plan Administrator shall provide a written notice within ninety (90) days, setting forth the specific reasons for denial, and any additional material or information necessary to perfect the claim, and an explanation of why such material or information is necessary and appropriate information and explanation of the steps to be taken if a review of the denial is desired. If special circumstances require an extension of time, this 90-day period may be extended an additional 90 days by the Plan Administrator by providing written notice of the extension and the circumstances necessitating such extension to the claimant prior to the expiration of the original 90-day period. If a claim regarding disability benefits is denied, in full or in part, the Plan Administrator shall provide a written notice within forty-five (45) days, setting forth the specific reasons for denial, and any additional material or information necessary to perfect the claim, and an explanation of why such material or information is necessary and appropriate information and explanation of the steps to be taken if a review of the denial is desired. If additional time is needed due to matters beyond the control of the Plan, the Plan Administrator may extend this 45-day period an additional 30 days by providing written notice of the circumstances requiring an extension and the date by which a decision is expected to the claimant prior to the expiration of the original 45-day period. If due to matters beyond the control of the Plan a decision cannot be rendered within the 30-day extension period, a second 30-day extension is available if the Plan Administrator follows the same process as the first extension.

If the claim is denied and a review is desired, the Participant (or beneficiary) shall notify the Plan Administrator in writing within sixty (60) days (or, with respect to a claim for disability benefits, one hundred eighty (180) days) after receipt of the written notice of denial. The Plan Administrator shall promptly forward such request for review to the Board. In requesting a review, the Participant or his/her beneficiary may request a review of the Plan document or other pertinent

documents with regard to the Plan created under this agreement, may submit any written issues and comments, and may request an extension of time for such written submission of issues and comments.

The decision on the review of the denial of the claim shall be rendered by the Board within sixty (60) days (or, with respect to a claim for disability benefits, forty-five (45) days) after the receipt of the request for review. The decision shall be written and shall state the specific reasons for the decision, including reference to specific provisions of this Plan on which the decision is based. This 60-day (or 45-day) period may be extended an additional 60 days (or, with respect to a claim for disability benefits, an additional 45 days) if the Board provides written notice of the extension to the claimant prior to the expiration of the original period. The written decision shall be final and binding on all parties.

(c) Costs of Administration. The Employer will pay all costs of administering the Plan.

**5.2 Plan No Guaranty of Employment.** Neither the existence of this Plan nor a Participant's execution of a Qualified Designation or a Noncompetition and Nondisclosure Agreement shall constitute a contract for continued employment between such Participant and the Employer. Except as expressly limited by any written employment agreement executed by the Employer and a Participant, the Employer reserves the right to modify a Participant's compensation and to terminate employment at any time and for any reason.

**5.3 Assignment of Benefits.** Except pursuant to a Qualified Designation, the right to receive any benefit or reimbursement under this Plan may not be assigned, pledged, hypothecated, or transferred, nor is it subject to garnishment, attachment or other legal or equitable process.

**5.4 Notices.** Any notice required or permitted hereunder shall be deemed given when delivered in person or twenty-four (24) hours after depositing the same in the United States mail, first-class postage prepaid, addressed to a Participant at his address as shown by the Employer's records, and if to the Employer, addressed to

Intermountain Gas Company  
555 South Cole Road  
P. O. Box 7608  
Boise, Idaho 83707  
Attention: President

or such other address of which any party may give notice to any other.

**5.5 Payments to Guardians, etc.** If a person entitled to a Plan benefit or reimbursement is a minor, a person declared incompetent or a person incapable of handling the disposition of property, the Employer may direct payment of the benefit to the guardian, legal representative or other person having the care and custody of such entitled person. The Employer may require proof of incompetency, age, minority, death, divorce, marital status, incapacity or guardianship before distributing the Plan benefit. The distribution shall completely discharge the Employer from all

liability with respect to such benefit. No distribution pursuant to this section shall result in an acceleration of benefit payments.

**5.6 Withholding; Payroll Taxes.** The Employer shall withhold from reimbursements under this Plan any required taxes under any federal, state or local laws.

**5.7 Rights in Employer's Assets.** The rights of a Participant and anyone validly claiming under or through a Participant shall be solely those of an unsecured creditor of the Employer. The maintaining of an account for a Participant for bookkeeping purposes creates no security interest in any assets of the Employer. Any insurance policy or other asset acquired or held by the Employer in connection with this Plan shall not be deemed to be held for security for the performance of the obligations of the Employer under this Plan, but shall be and remain general, unpledged and unrestricted assets of the Employer. This Plan constitutes a mere promise by the Employer to make benefit and reimbursement payments in the future.

**5.8 ERISA Status.** This Plan is adopted with the understanding that it is an unfunded plan maintained primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees as provided in section 201(2), section 301(3) and section 401(a)(1) of ERISA. Each provision shall be interpreted and administered accordingly.

#### **Article 6: Interpretation and General Matters**

**6.1 Gender and Number.** The masculine pronoun used herein shall include the feminine pronoun and the singular number shall include the plural unless the context requires otherwise.

**6.2 Headings.** Headings are for reference only. In the event of a conflict between a heading and the content of the text, the latter shall control.

**6.3 Amendments and Termination.** The Employer reserves the right to amend or terminate this Plan at any time. Except as expressly hereby permitted, no amendment that has the effect of increasing the Employer's obligations under this Plan shall be effective without the approval of the Board or its Executive Committee reflected in the appropriate minutes. When this Plan is terminated, any person entitled to receive benefits under Article 3, above, shall receive the same pursuant to the terms thereof.

**6.4 Governing Law.** This Plan shall be governed and construed under the laws of the State of Idaho.

SECTION 5.7

**Officer, Director and Employee Indemnification Agreements**

None.

SECTION 5.10(b)(i)

**Certain Affiliate Agreements**

1. Lease Agreement, between B&R Properties, LLC and Intermountain Gas Company, dated July 7, 2006.
2. Lease, between InterWest Capital, Inc. (assignee from Daniel Parke and Shawna Parke) and Intermountain Gas Company, dated July 14, 2005.

SECTION 5.10(b)(ii)

**Intercompany Accounts**

None.

## SECTION 5.11

### **Names**

1. "Worth Asking For!" trademark.
2. Blue flame logo.