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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 10-Q**

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**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period Ended February 28, 2007

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Transition Period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-32740

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**ENERGY TRANSFER EQUITY, L.P.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**30-0108820**  
(I.R.S. Employer  
Identification No.)

**2828 Woodside Street Dallas, Texas 75204**  
(Address of principal executive offices and zip code)

**(214) 981-0700**  
(Registrant's telephone number, including area code)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act (check one).

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

At April 11, 2007, the registrant had units outstanding as follows:

Energy Transfer Equity, L.P.      222,830,270 Common Units

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FORM 10-Q

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### Forward-Looking Statements

Certain matters discussed in this report, excluding historical information, as well as some statements by Energy Transfer Equity, L.P., (“Energy Transfer Equity” or “the Partnership”) in periodic press releases and some oral statements of Energy Transfer Equity officials during presentations about the Partnership, include certain “forward-looking” statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Statements using words such as “anticipate,” “believe,” “intend,” “project,” “plan,” “continue,” “estimate,” “forecast,” “may,” “will,” or similar expressions help identify forward-looking statements. Although the Partnership believes such forward-looking statements are based on reasonable assumptions and current expectations and projections about future events, no assurance can be given that every objective will be reached.

Actual results may differ materially from any results projected, forecasted, estimated or expressed in forward-looking statements since many of the factors that determine these results are subject to uncertainties and risks, difficult to predict, and beyond management’s control. For additional discussion of risks, uncertainties and assumptions, see the Partnership’s Annual Report on Form 10-K for the fiscal year ended August 31, 2006 filed with the Securities and Exchange Commission on November 29, 2006.

### Definitions

The following is a list of certain acronyms and terms generally used in the energy industry and throughout this document:

|           |   |
|-----------|---|
| /d        | per day   |
| Bbls      | barrels   |
| Btu       | British thermal unit, an energy measurement   |
| Dekatherm | million British thermal units. A therm factor is used by gas companies to convert the volume of gas used to its heat equivalent, and thus calculate the actual energy used.                                       |
| Mcf       | thousand cubic feet   |
| MMBtu     | million British thermal unit  |
| MMcf      | million cubic feet  |
| Bcf       | billion cubic feet  |
| NGL       | natural gas liquid, such as propane, butane and natural gasoline  |
| LIBOR     | London Interbank Offered Rate   |
| NYMEX     | New York Mercantile Exchange  |
| Reservoir | A porous and permeable underground formation containing a natural accumulation of producible natural gas and/or oil that is confined by impermeable rock or water barriers and is separate from other reservoirs. |

**PART I FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****ENERGY TRANSFER EQUITY, L.P. AND SUBSIDIARIES****CONDENSED CONSOLIDATED BALANCE SHEETS**

(Dollars in thousands)

(unaudited)

|   | <u>February 28,</u><br><u>2007</u> | <u>August 31,</u><br><u>2006</u> |
|---|------------------------------------|----------------------------------|
| <b><u>ASSETS</u></b>  |                                    |                                  |
| <b>CURRENT ASSETS:</b>                                      |                                    |                                  |
| Cash and cash equivalents                                   | \$ 90,073                          | \$ 26,204                        |
| Marketable securities                                       | 4,026                              | 2,817                            |
| Accounts receivable, net of allowance for doubtful accounts | 717,957                            | 675,545                          |
| Inventories   | 194,690                            | 387,140                          |
| Deposits paid to vendors                                    | 32,970                             | 87,806                           |
| Exchanges receivable  | 38,185                             | 23,221                           |
| Price risk management assets                                | 18,616                             | 56,851                           |
| Prepaid expenses and other                                  | 38,507                             | 43,151                           |
| Total current assets  | <u>1,135,024</u>                   | <u>1,302,735</u>                 |
| PROPERTY, PLANT AND EQUIPMENT, net                          | 5,526,350                          | 3,748,614                        |
| GOODWILL  | 751,992                            | 633,998                          |
| INTANGIBLES AND OTHER LONG-TERM ASSETS, net                 | 373,867                            | 238,794                          |
| Total assets  | <u>\$ 7,787,233</u>                | <u>\$ 5,924,141</u>              |

The accompanying notes are an integral part of these condensed consolidated financial statements.

**ENERGY TRANSFER EQUITY, L.P. AND SUBSIDIARIES****CONDENSED CONSOLIDATED BALANCE SHEETS**(Dollars in thousands)  
(unaudited)

|  | February 28,<br>2007 | August 31,<br>2006 |
|--|----------------------|--------------------|
| <b>LIABILITIES AND PARTNERS' CAPITAL (DEFICIT)</b>   |                      |                    |
| <b>CURRENT LIABILITIES:</b>  |                      |                    |
| Accounts payable   | \$ 533,493           | \$ 603,527         |
| Exchanges payable  | 38,526               | 24,722             |
| Customer advances and deposits   | 47,101               | 108,836            |
| Accrued and other current liabilities  | 246,217              | 206,177            |
| Price risk management liabilities  | 20,139               | 36,918             |
| Current maturities of long-term debt   | 40,587               | 40,607             |
| Total current liabilities  | <u>926,063</u>       | <u>1,020,787</u>   |
| LONG-TERM DEBT, less current maturities  | 4,914,625            | 3,205,646          |
| DEFERRED INCOME TAXES  | 204,075              | 207,877            |
| OTHER NON-CURRENT LIABILITIES  | 25,557               | 4,953              |
| MINORITY INTERESTS   | 1,905,490            | 1,439,127          |
| COMMITMENTS AND CONTINGENCIES  |                      |                    |
|  | <u>7,975,810</u>     | <u>5,878,390</u>   |
| <b>PARTNERS' CAPITAL (DEFICIT):</b>  |                      |                    |
| General Partner  | 91                   | (69)               |
| Limited Partners:  |                      |                    |
| Common Unitholders (215,300,501 and 124,360,520 units authorized, issued and outstanding at February 28, 2007 and August 31, 2006, respectively) | (250,817)            | (9,586)            |
| Class B Unitholders (2,521,570 units authorized, issued and outstanding)   | 53,715               | 53,130             |
|  | <u>(197,011)</u>     | <u>43,475</u>      |
| Accumulated other comprehensive income, per accompanying statements  | 8,434                | 2,276              |
| Total partners' capital (deficit)  | <u>(188,577)</u>     | <u>45,751</u>      |
| Total liabilities and partners' capital (deficit)  | <u>\$7,787,233</u>   | <u>\$5,924,141</u> |

The accompanying notes are an integral part of these condensed consolidated financial statements.

**ENERGY TRANSFER EQUITY, L.P. AND SUBSIDIARIES**

**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

(Dollars in thousands, except per unit data)  
(unaudited)

|   | Three Months Ended<br>February 28, |              | Six Months Ended<br>February 28, |              |
|---|------------------------------------|--------------|----------------------------------|--------------|
|   | 2007                               | 2006         | 2007                             | 2006         |
| <b>REVENUES:</b>  |                                    |              |                                  |              |
| Midstream and transportation and storage                        | \$ 1,492,838                       | \$ 2,083,303 | \$ 2,555,282                     | \$ 4,291,837 |
| Propane and other   | 569,642                            | 366,513      | 895,643                          | 574,599      |
| Total revenues  | 2,062,480                          | 2,449,816    | 3,450,925                        | 4,866,436    |
| <b>COSTS AND EXPENSES:</b>                                      |                                    |              |                                  |              |
| Cost of products sold, midstream and transportation and storage | 1,138,709                          | 1,785,053    | 2,022,692                        | 3,744,422    |
| Cost of products sold, propane and other                        | 347,107                            | 223,778      | 550,467                          | 355,036      |
| Operating expenses  | 133,809                            | 99,696       | 266,190                          | 202,367      |
| Depreciation and amortization                                   | 48,415                             | 32,070       | 85,279                           | 62,037       |
| Selling, general and administrative                             | 42,589                             | 85,506       | 71,359                           | 110,995      |
| Total costs and expenses  | 1,710,629                          | 2,226,103    | 2,995,987                        | 4,474,857    |
| OPERATING INCOME  | 351,851                            | 223,713      | 454,938                          | 391,579      |
| <b>OTHER INCOME (EXPENSE):</b>                                  |                                    |              |                                  |              |
| Interest expense, net of interest capitalized                   | (65,077)                           | (39,096)     | (133,624)                        | (78,239)     |
| Loss on extinguishment of debt                                  | —                                  | (5,060)      | —                                | (5,060)      |
| Equity in earnings (losses) of affiliates                       | (514)                              | 106          | 4,373                            | (168)        |
| Gain (loss) on disposal of assets                               | (3,229)                            | 662          | (1,285)                          | 534          |
| Interest and other income, net                                  | 1,652                              | 2,432        | 3,169                            | 3,496        |
| INCOME BEFORE INCOME TAX EXPENSE AND MINORITY INTERESTS         | 284,683                            | 182,757      | 327,571                          | 312,142      |
| Income tax expense  | 2,576                              | 3,289        | 5,449                            | 24,976       |
| INCOME BEFORE MINORITY INTERESTS                                | 282,107                            | 179,468      | 322,122                          | 287,166      |
| Minority interests  | (134,751)                          | (155,033)    | (143,726)                        | (223,130)    |
| NET INCOME  | 147,356                            | 24,435       | 178,396                          | 64,036       |
| GENERAL PARTNER'S INTEREST IN NET INCOME                        | 467                                | 144          | 612                              | 392          |
| LIMITED PARTNERS' INTEREST IN NET INCOME                        | \$ 146,889                         | \$ 24,291    | \$ 177,784                       | \$ 63,644    |
| BASIC NET INCOME PER LIMITED PARTNER UNIT                       | \$ 0.67                            | \$ 0.18      | \$ 0.96                          | \$ 0.54      |
| BASIC AVERAGE NUMBER OF UNITS OUTSTANDING                       | 217,821,530                        | 131,468,542  | 186,054,317                      | 118,826,222  |
| DILUTED NET INCOME PER LIMITED PARTNER UNIT                     | \$ 0.67                            | \$ 0.18      | \$ 0.95                          | \$ 0.53      |
| DILUTED AVERAGE NUMBER OF UNITS OUTSTANDING                     | 217,821,530                        | 31,468,542   | 186,054,317                      | 18,826,222   |

The accompanying notes are an integral part of these condensed consolidated financial statements.

**ENERGY TRANSFER EQUITY, L.P. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**(Dollars in thousands)  
(unaudited)

|   | Three Months Ended<br>February 28, |                  | Six Months Ended<br>February 28, |                   |
|---|------------------------------------|------------------|----------------------------------|-------------------|
|   | 2007                               | 2006             | 2007                             | 2006              |
| Net income  | \$ 147,356                         | \$ 24,435        | \$ 178,396                       | \$ 64,036         |
| Other comprehensive income, net of tax:   |                                    |                  |                                  |                   |
| Reclassification adjustment for gains and losses on derivative instruments accounted for as cash flow hedges included in net income | (122,330)                          | (142,002)        | (122,781)                        | (42,150)          |
| Change in value of derivative instruments accounted for as cash flow hedges   | 78,546                             | 138,097          | 131,752                          | 164,643           |
| Change in value of available-for-sale securities  | 1,421                              | 254              | 1,202                            | 123               |
| Minority interests  | 27,600                             | 2,922            | (4,015)                          | (84,097)          |
| Comprehensive income  | <u>\$ 132,593</u>                  | <u>\$ 23,706</u> | <u>\$ 184,554</u>                | <u>\$ 102,555</u> |
| <b>Reconciliation of Accumulated Other Comprehensive Income (Loss)</b>  |                                    |                  |                                  |                   |
| Balance, beginning of period  | \$ 23,197                          | \$ 12,555        | \$ 2,276                         | \$ (26,693)       |
| Current period reclassification to earnings   | (122,330)                          | (142,002)        | (122,781)                        | (42,150)          |
| Current period change in value  | 79,967                             | 138,351          | 132,954                          | 164,766           |
| Minority interests  | 27,600                             | 2,922            | (4,015)                          | (84,097)          |
| Balance, end of period  | <u>\$ 8,434</u>                    | <u>\$ 11,826</u> | <u>\$ 8,434</u>                  | <u>\$ 11,826</u>  |
| <b>Components of Accumulated Other Comprehensive Income</b>   |                                    |                  |                                  |                   |
| Commodity related derivative hedges   |                                    |                  | \$ 15,460                        | \$ 31,476         |
| Interest rate derivative hedges   |                                    |                  | 277                              | 4,765             |
| Available-for-sale securities   |                                    |                  | 1,503                            | 1,058             |
| Minority interests  |                                    |                  | (8,806)                          | (25,473)          |
| Balance, end of period  |                                    |                  | <u>\$ 8,434</u>                  | <u>\$ 11,826</u>  |

The accompanying notes are an integral part of these condensed consolidated financial statements.

**ENERGY TRANSFER EQUITY, L.P. AND SUBSIDIARIES****CONSOLIDATED STATEMENT OF PARTNERS' CAPITAL (DEFICIT)**

For the Six Months Ended February 28, 2007

(Dollars in thousands)

(unaudited)

|   | <u>General<br/>Partner</u> | <u>Common<br/>Unitholders</u> | <u>Class B<br/>Unitholders</u> | <u>Class C<br/>Unitholders</u> |
|---|----------------------------|-------------------------------|--------------------------------|--------------------------------|
| <b>Balance, August 31, 2006</b>                 | \$ (69)                    | \$ (9,586)                    | \$ 53,130                      | \$ —                           |
| Unit issuances (Note 3)                         | —                          | 212,659                       | —                              | 4,455                          |
| Equity issue costs of Class C Units             | —                          | —                             | —                              | (203)                          |
| Assumption of related company debt (Note 3)     | —                          | —                             | —                              | (70,500)                       |
| Distribution to partners                        | (452)                      | (83,794)                      | (1,645)                        | (28,261)                       |
| Purchase premium on ETP Class G Units (Note 15) | —                          | (451,150)                     | —                              | —                              |
| Unit-based compensation                         | —                          | 9                             | —                              | —                              |
| Net income                                      | 612                        | 119,949                       | 2,230                          | 55,605                         |
| Conversion to Common Units                      | —                          | (38,904)                      | —                              | 38,904                         |
| <b>Balance, February 28, 2007</b>               | <u>\$ 91</u>               | <u>\$(250,817)</u>            | <u>\$ 53,715</u>               | <u>\$ —</u>                    |

The accompanying notes are an integral part of this condensed consolidated financial statement.

**ENERGY TRANSFER EQUITY, L.P. AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Dollars in thousands)  
(unaudited)

|  | <u>Six Months Ended February 28,</u> |                         |
|--|--------------------------------------|-------------------------|
|  | <u>2007</u>                          | <u>2006</u>             |
| <b>NET CASH FLOWS PROVIDED BY OPERATING ACTIVITIES</b> | <b>\$ 444,025</b>                    | <b>\$ 332,360</b>       |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>           |                                      |                         |
| Cash paid for acquisitions, net of cash acquired       | (83,085)                             | (29,946)                |
| Working capital settlement on prior year acquisitions  | —                                    | 19,653                  |
| Capital expenditures                                   | (542,930)                            | (255,101)               |
| Advances to and investment in affiliates (Note 3)      | (954,397)                            | —                       |
| Proceeds from the sale of assets                       | 19,200                               | 3,875                   |
| Net cash used in investing activities                  | <u>(1,561,212)</u>                   | <u>(261,519)</u>        |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>           |                                      |                         |
| Proceeds from borrowings                               | 3,745,207                            | 1,433,188               |
| Principal payments on debt                             | (2,641,151)                          | (1,811,322)             |
| Redemption of Common Units                             | —                                    | (131,620)               |
| Net proceeds from issuance of Common and Class C Units | 212,455                              | 474,741                 |
| Distributions to partners                              | (114,152)                            | (34,225)                |
| Debt issuance costs                                    | (21,303)                             | (1,196)                 |
| Net cash provided by (used in ) financing activities   | <u>1,181,056</u>                     | <u>(70,434)</u>         |
| <b>INCREASE IN CASH AND CASH EQUIVALENTS</b>           | <b>63,869</b>                        | <b>407</b>              |
| CASH AND CASH EQUIVALENTS, beginning of period         | 26,204                               | 33,459                  |
| <b>CASH AND CASH EQUIVALENTS, end of period</b>        | <b><u>\$ 90,073</u></b>              | <b><u>\$ 33,866</u></b> |

The accompanying notes are an integral part of these condensed consolidated financial statements.

**ENERGY TRANSFER EQUITY, L.P. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

(Dollar amounts in thousands, except per unit data)  
(unaudited)

**1. OPERATIONS AND ORGANIZATION:**

The accompanying unaudited condensed consolidated financial statements include the accounts of Energy Transfer Equity, L.P. (the "Partnership", "ETE" or the "Parent Company"), ETE's controlled subsidiary, Energy Transfer Partners, L.P., a publicly-traded master limited partnership ("ETP"), and ETE's wholly-owned subsidiaries, Energy Transfer Partners GP, L.P., the general partner of ETP ("ETP GP") and Energy Transfer Partners, L.L.C., the general partner of ETP GP ("ETP LLC"). The results of operations for ETP in turn include the results of operations for ETP's wholly-owned subsidiaries: La Grange Acquisition, L.P. dba Energy Transfer Company ("ETC OLP"), Energy Transfer Interstate Holdings, LLC ("ET Interstate") the parent company of Transwestern Pipeline Company, LLC ("Transwestern"), Heritage Operating L.P. ("HOLP"), Titan Energy Partners, LP ("Titan") (collectively the "Operating Partnerships") and Heritage Holdings, Inc. ("HHI"). The accompanying financial statements are presented for the three and six months ended February 28, 2007 and 2006. The comparability of these financial statements is affected by ETP's Titan acquisition included in the results of operations beginning June 1, 2006 (see Note 3), ETP's purchase of 50% of CCE Holdings, LLC ("CCEH") on November 1, 2006 for the month ended November 30, 2006, ETP's purchase of Transwestern in December 2006 (see Note 3), the Parent Company's purchase of the minority interest ownership of ETP GP (see Note 3) and the Parent Company's purchase of additional limited partner interests in ETP (see Note 13).

The Partnership was formed as a Texas limited partnership in September 2002 and converted to a Delaware limited partnership in August 2005. ETE's Common Units are publicly traded on the New York Stock Exchange ("NYSE") under the ticker symbol "ETE". ETE completed its IPO of 24,150,000 Common Units in February 2006. ETE's partnership agreement contains provisions which govern the relative ownership interests in the Partnership.

LE GP, LLC ("LE GP"), the general partner of ETE, is a Delaware limited liability company. LE GP is ultimately owned and controlled by the Co-CEOs of ETP and Natural Gas Partners VI, L.P., a venture capital investor.

Under the terms of ETE's partnership agreement, the limited partners' potential liability is limited to their investment in the Partnership. The general partner of ETE manages and controls the business and affairs of the Partnership. The limited partners of ETE are not involved in the management and control of ETE.

The accompanying condensed consolidated balance sheet as of August 31, 2006, which has been derived from audited financial statements, and the unaudited interim financial statements and notes thereto of Energy Transfer Equity, L.P., and subsidiaries as of February 28, 2007 and for the three and six month periods ended February 28, 2007 and 2006, have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) for interim consolidated financial information and pursuant to the rules and regulations of the Securities and Exchange Commission. Accordingly, they do not include all the information and footnotes required by GAAP for complete consolidated financial statements. However, management believes that the disclosures made are adequate to make the information not misleading. The results of operations for interim periods are not necessarily indicative of the results to be expected for a full year due to the seasonal nature of the operations and maintenance activities of the Partnership's subsidiaries and the impact of forward natural gas prices and differentials on certain derivative financial instruments that are accounted for using mark-to-market accounting.

In the opinion of management, all adjustments (all of which are normal and recurring) have been made that are necessary to fairly state the consolidated financial position of the Partnership and subsidiaries as of February 28, 2007, and the results of their operations for the three and six-month periods ended February 28, 2007 and 2006, and their cash flows for the six months ended February 28, 2007 and 2006. The unaudited interim condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto of ETE and subsidiaries for the fiscal year ended August 31, 2006 presented in the Partnership's Annual Report on Form 10-K for the fiscal year ended August 31, 2006, as filed with the Securities and Exchange Commission on November 29, 2006.

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Certain prior period amounts have been reclassified to conform to the 2007 presentation. These reclassifications have no impact on net income or total partners' capital.

### **Business Operations**

In order to simplify the obligations of the Partnership under the laws of several jurisdictions in which we conduct business, our activities are conducted through four subsidiary operating partnerships, ETC OLP, a Texas limited partnership engaged in midstream and intrastate transportation and storage natural gas operations, Transwestern Pipeline, a Delaware limited liability company engaged in interstate transportation of natural gas, HOLP, a Delaware limited partnership engaged in retail and wholesale propane operations, and Titan, a Delaware limited partnership engaged in retail propane operations. The Partnership, the Operating Partnerships, and their subsidiaries are collectively referred to in this report as "we", "us", "ETE", "Parent Company", or the "Partnership."

The Parent Company has no separate operating activities apart from those conducted by the Operating Partnerships. The Parent Company's principal sources of cash flow are its direct and indirect investments in the limited and General Partner interests in ETP.

The Parent Company's primary cash requirements are for general and administrative expenses, debt service requirements and distributions to its general and limited partners. The Parent Company-only assets and liabilities of ETE are not available to satisfy the debts and other obligations of ETP and its consolidated subsidiaries. In order to fully understand the financial condition of the Partnership on a stand-alone basis, see Note 20 for stand-alone financial information apart from that of the consolidated partnership information included herein.

## **2. ESTIMATES AND SIGNIFICANT ACCOUNTING POLICIES:**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The natural gas industry conducts its business by processing actual transactions at the end of the month following the month of delivery. Consequently, the most current month's financial results for the midstream and transportation and storage segments are estimated using volume estimates and market prices. Any difference between estimated results and actual results are recognized in the following month's financial statements. Management believes that the operating results estimated for the three and six months ended February 28, 2007 and 2006 represent the actual results in all material respects.

Some of the other more significant estimates made by management include, but are not limited to, the timing of certain forecasted transactions that are hedged, allowances for doubtful accounts, the fair value of derivative instruments, useful lives for depreciation and amortization, purchase accounting allocations and subsequent realizability of intangible assets, deferred taxes, assets and liabilities resulting from the regulated ratemaking process (as discussed below), environmental reserves, and general business and medical self-insurance reserves. Actual results could differ from those estimates.

### ***Significant Accounting Policies***

As a result of the acquisition of Transwestern on December 1, 2006, we have the following significant accounting policies in addition to the significant accounting policies described in our Form 10-K for the year ended August 31, 2006:

*Revenue Recognition* - Transwestern is subject to Federal Energy Regulatory Commission (FERC) regulations. As a result, FERC may require the refund of revenues collected during the pendency of a rate proceeding in a final order. Transwestern establishes reserves for these potential refunds, as appropriate. No such reserves were required at February 28, 2007.

*Property, Plant and Equipment* - An accrual of allowance for funds used during construction (AFUDC) is a utility accounting practice calculated under guidelines prescribed by the FERC and capitalized as part of the cost of utility plant. It represents the cost of servicing the capital invested in construction work-in-progress. AFUDC has been segregated into two component parts - borrowed funds and equity funds. The allowance for borrowed and equity funds used during construction totaled \$722 for the three and six months ended February 28, 2007.

*System Gas* - Transwestern accounts for system balancing gas using the fixed asset accounting model established under FERC Order No. 581. Under this approach, system gas volumes are classified as fixed assets and valued at historical cost. Encroachments upon system gas are valued at current market prices. Transwestern may sell system gas in excess of its system operational requirements.

*Depreciation and Amortization* - The provision for depreciation and amortization is computed using the straight-line method based on estimated economic or FERC mandated lives. Transwestern's composite depreciation rates are applied to the FERC functional groups of gross property having similar economic characteristics. Transmission Plant is depreciated at rates ranging from 1.2 percent to 2.86 percent per year. General Plant is depreciated at 10.0 percent per year. Intangible assets are amortized at rates ranging from 8.0 percent to 20.0 percent per year.

*Employee Benefits* - Transwestern has entered into a VEBA trust (the "VEBA Trust") agreement with Bank One Trust Company as a trustee. The VEBA Trust has established or adopted plans to provide certain post-retirement life, sick, accident and other benefits. The VEBA Trust is a voluntary employees' beneficiary association under Section 501(c)(9) of the Tax Code, which provides benefits to employees of Transwestern. Transwestern's plan is in an overfunded position as of February 28, 2007. As the plans are supported through rates charged to customers, under FASB Statement No. 71, *Accounting for Effects of Certain Types of Regulation* ("SFAS 71"), to the extent Transwestern has collected amounts in excess of what is required to fund the plan, Transwestern has an obligation to refund the excess amounts to customers through rates. As such, Transwestern has recorded the overfunded position of \$830 within deferred assets and a corresponding regulatory liability of \$830.

Transwestern accounts for its other post employment benefits (OPEB) liability and expense on an actuarial basis, recording its health and life benefit costs over the active service period of employees to the date of full eligibility for the benefits.

*Regulatory Assets and Liabilities* - Transwestern is subject to regulation by certain state and federal authorities, is part of our interstate transportation segment and has accounting policies that conform to SFAS 71, which is in accordance with the accounting requirements and ratemaking practices of the regulatory authorities. The application of these accounting policies allows us to defer expenses and revenues on the balance sheet as regulatory assets and liabilities when it is probable that those expenses and revenues will be allowed in the ratemaking process in a period different from the period in which they would have been reflected in the consolidated statement of operations by an unregulated company. These deferred assets and liabilities will be reported in results of operations in the period in which the same amounts are included in rates and recovered from or refunded to customers. Management's assessment of the probability of recovery or pass through of regulatory assets and liabilities will require judgment and interpretation of laws and regulatory commission orders. If, for any reason, we cease to meet the criteria for application of regulatory accounting treatment for all or part of our operations, the regulatory assets and liabilities related to those portions ceasing to meet such criteria would be eliminated from the condensed consolidated balance sheet for the period in which the discontinuance of regulatory accounting treatment occurs.

#### ***New Accounting Standards***

FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes – An Interpretation of FASB Statement No. 109*, ("FIN 48"). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with SFAS No. 109. FIN 48 also prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The new FASB standard also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The evaluation of a tax position in accordance with FIN 48 is a two-step process. The first step is a recognition process whereby the enterprise determines whether it is more likely than not that a tax position will be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. In evaluating whether a tax position has met the more-likely-than-not recognition threshold, the enterprise should presume that the position will be examined by the appropriate taxing authority that has full knowledge of all relevant information. The second step is a measurement process whereby a tax position that meets the more-likely-than-not

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recognition threshold is calculated to determine the amount of benefit to recognize in the financial statements. The tax position is measured at the largest amount of benefit that is greater than 50% likely of being realized upon ultimate settlement. The provisions of FIN 48 are effective for fiscal years beginning after December 15, 2006. Earlier application is permitted as long as the enterprise has not yet issued financial statements, including interim financial statements, in the period of adoption. The provisions of FIN 48 are to be applied to all tax positions upon initial adoption of this standard. Only tax positions that meet the more-likely-than-not recognition threshold at the effective date may be recognized or continue to be recognized upon adoption of FIN 48. The cumulative effect of applying the provisions of FIN 48 should be reported as an adjustment to the opening balance of retained earnings (or other appropriate components of equity or net assets in the statement of financial position) for that fiscal year. In February 2007 the SEC clarified that if a registrant changes how it classifies interest and penalties upon adoption of FIN 48, it should not reclassify amounts in prior periods. However, the registrant should disclose its prior classification policy. We are currently evaluating FIN 48 and have not yet determined the impact of such on our financial statements. We plan to adopt this statement on September 1, 2007.

FASB Staff Position No. EITF 00-19-2, *Accounting for Registration Payment Arrangements* (“FSP 00-19-2”). FSP 00-19-2, issued in December 2006, provides guidance related to the accounting for registration payment arrangements. FSP 00-19-2 specifies that the contingent obligation to make future payments or otherwise transfer consideration under a registration payment arrangement, whether issued as a separate arrangement or included as a provision of a financial instrument or arrangement, should be separately recognized and measured in accordance with FASB No. 5, *Accounting for Contingencies* (SFAS No. 5). FSP 00-19-2 requires that if the transfer of consideration under a registration payment arrangement is probable and can be reasonably estimated at inception, the contingent liability under such arrangement shall be included in the allocation of proceeds from the related financing transaction using the measurement guidance in SFAS No. 5. FSP 00-19-2 applies immediately to any registration payment arrangement entered into subsequent to the issuance of the Staff Position. For such arrangements issued prior to the issuance of FSP-00-19-2, the guidance is effective for financial statements issued for fiscal years beginning after December 15, 2006 and interim periods within those fiscal years. We are currently evaluating FSP 00-19-2 and have not yet determined the impact of such on our financial statements. We plan to adopt this Staff Position beginning September 1, 2007.

SFAS No. 154, *Accounting Changes and Error Correction – A Replacement of APB Opinion No. 20 and FASB Statement No. 3* (“SFAS 154”). In May 2005, the FASB issued SFAS 154 which requires that the direct effect of voluntary changes in accounting principle be applied retrospectively with all prior period financial statements presented on the new accounting principle, unless it is impracticable to determine either the period-specific effects or the cumulative effect of the change. Indirect effects of a change should be recognized in the period of the change. SFAS 154 is effective for accounting changes and correction of errors made in fiscal years beginning after December 15, 2005. Management adopted the provisions of SFAS 154 September 1, 2006, as required. The impact of SFAS 154 will depend on the nature and extent of any voluntary accounting changes and correction of errors that occur in the future.

SFAS No. 155, *Accounting for Certain Hybrid Financial Instruments – An Amendment of FASB Statements No. 133 and 140* (“SFAS 155”). SFAS 155 is effective for all financial instruments acquired, issued, or subject to a remeasurement (new basis) event occurring after the beginning of an entity’s first fiscal year that begins after September 15, 2006. Early application is permitted only if: (a) it occurs at the beginning of an entity’s fiscal year and (b) the entity has not yet issued any interim or annual financial statements for that fiscal year. We intend to adopt this statement when required at the start of fiscal year beginning September 1, 2007. The adoption of this statement is not expected to have a significant impact on us.

SFAS No. 157, *Fair Value Measurement*, (“SFAS 157”). This new standard provides guidance for using fair value to measure assets and liabilities. The FASB believes the standard also responds to investors’ requests for expanded information about the extent to which companies measure assets and liabilities at fair value, the information used to measure fair value, and the effect of fair value measurements on earnings. SFAS 157 applies whenever other standards require (or permit) assets or liabilities to be measured at fair value but does not expand the use of fair value in any new circumstances. The standard clarifies that for items that are not actively traded, such as certain kinds of derivatives, fair value should reflect the price in a transaction with a market participant, including an adjustment for risk, not just the company’s mark-to-model value. SFAS 157 also requires expanded disclosure of the effect on earnings for items measured using unobservable data. Under SFAS 157, fair value refers to the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the market in which the reporting entity transacts. In this standard, the FASB clarifies the principle that fair value should be based on the assumptions market participants would use when pricing the asset or liability.

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In support of this principle, SFAS 157 establishes a fair value hierarchy that prioritizes the information used to develop those assumptions. The fair value hierarchy gives the highest priority to quoted prices in active markets and the lowest priority to unobservable data, for example, the reporting entity's own data. Under the standard, fair value measurements would be separately disclosed by level within the fair value hierarchy. The provisions of SFAS 157 are effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. Earlier application is encouraged, provided that the reporting entity has not yet issued financial statements for that fiscal year, including any financial statements for an interim period within that fiscal year. We are currently evaluating this statement and have not yet determined the impact of such on our financial statements. We plan to adopt this statement when required at the start of our fiscal year beginning September 1, 2008.

SFAS Statement No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans – An Amendment of SFAS Statements No. 87, 88, 106 and 132(R)*, ("SFAS 158"). Issued in September 2006, this statement requires an employer to recognize the overfunded or underfunded status of a defined benefit postretirement plan (other than a multi-employer plan) as an asset or liability in its statement of financial position and to recognize changes in that funded status in the year in which the changes occur through comprehensive income. SFAS 158 also requires an employer to measure the funded status of a plan as of the date of its year-end statement of financial position, with limited exceptions. We adopted the recognition and disclosure provisions of SFAS 158 on December 1, 2006 in connection with our acquisition of Transwestern, the effect of which was not material. The measurement provisions of the statement are effective for fiscal years ending after December 15, 2008. Management does not believe the adoption of the measurement provisions of this statement will have a material impact on our financial statements.

SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities – Including an Amendment of FASB Statement No. 115*, ("SFAS 159"). This new standard permits an entity to choose to measure many financial instruments and certain other items at fair value. Most of the provisions in SFAS 159 are elective, however, the amendment applies to all entities with available-for-sale and trading securities. The fair value option established by SFAS 159 permits all entities to choose to measure eligible items at fair value at specified election dates. A business entity will report unrealized gains and losses on items for which the fair value option has been elected in earnings (or another performance indicator if the business entity does not report earnings) at each subsequent reporting date. The fair value option: (a) may be applied instrument by instrument, with a few exceptions, such as investments otherwise accounted for by the equity method; (b) is irrevocable (unless a new election date occurs); and (c) is applied only to entire instruments and not to portions of instruments. SFAS 159 is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007. Early adoption is permitted as of the beginning of the previous fiscal year provided that the entity makes the choice in the first 120 days of that fiscal year and also elects to apply the provisions of FASB Statement No. 157, *Fair Value Measurements* (discussed above). We are currently evaluating this statement and have not yet determined the impact of such on our financial statements. We plan to adopt this statement when required at the start of our fiscal year beginning September 1, 2008.

EITF Issue No. 06-3, *How Taxes Collected from Customers and Remitted to Governmental Authorities Should be Presented in the Income Statement (That Is, Gross Versus Net Presentation)* ("EITF 06-3"). This accounting guidance requires companies to disclose their policy regarding the presentation of tax receipts on the face of their income statements. The scope of this guidance includes any tax assessed by a governmental authority that is directly imposed on a revenue-producing transaction between a seller and a customer and may include, but is not limited to, sales, use, value added, and some excise taxes (gross receipts taxes are excluded). This guidance is effective for interim and annual reporting periods beginning after December 15, 2006 with earlier application permitted. As a matter of policy, we report such taxes on a net basis. We will adopt this EITF during our 2007 fiscal quarter ending May 31, 2007.

SEC Staff Accounting Bulletin No. 108, *Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements* ("SAB 108"). In September 2006, the Securities and Exchange Commission (SEC) provided guidance on the consideration of the effects of prior year misstatements in quantifying current year misstatements for the purpose of a materiality assessment. SAB 108 establishes a dual approach that requires quantification of financial statement errors based on the effects of the error on each of the company's financial statements and the related financial statement disclosures. SAB 108 is effective for fiscal years ending after November 15, 2006. We are presently reviewing the impact of the adoption of SAB 108. However, we do not expect such adoption to have a material impact on our consolidated financial statements. We expect to adopt SAB 108 by August 31, 2007.

### 3. **SIGNIFICANT ACQUISITIONS:**

#### *Fiscal year 2007 acquisitions*

On November 1, 2006, the Parent Company acquired from Energy Transfer Investments, L.P. (“ETI”, a partnership also controlled by LE GP) the remaining 50% of the Class B Limited Partner interests in ETP GP owned by ETI. The Parent Company recorded this acquisition at ETI’s historical cost of \$4,456 as required under GAAP due to the fact that the Parent Company and ETI are companies under common control. As a result, the Parent Company now owns 100% of the Incentive Distribution Rights of ETP. The acquisition was effected through the issuance of 83,148,900 newly created Parent Company Class C Units and the assumption by the Parent Company of approximately \$70,500 of ETI’s indebtedness. The assumption of this debt represents a non-cash financing activity. The Class C Units were recorded at the net value of the debt assumption (accounted for as a distribution to ETI) and the value of the ETP GP Class B Units acquired, a net amount of (\$66,044). The Class C Units have essentially the same voting rights and rights to distributions as the Common Units and Class B Units. The Class C Units converted into Common Units upon approval by the ETE Common Unitholders on February 22, 2007.

Also on November 1, 2006, the Parent Company acquired additional limited partner interests in ETP (Class G Units, see Note 15) which increased the Parent Company’s aggregate ownership in ETP’s limited partner interests to approximately 46%.

In September 2006, ETP acquired two small gathering systems in east and north Texas for an aggregate purchase price of approximately \$30,589 in cash. The purchase and sale agreement for the gathering system in north Texas also has a contingent payment not to exceed \$25,000 to be determined eighteen months from the closing date. We will record the required adjustment to the purchase price allocation when the amount of actual contingent consideration is determinable beyond a reasonable doubt. These systems provide us with additional capacity in the Barnett Shale and in the Travis Peak area of east Texas and are included in our midstream operating segment. The cash paid for acquisitions was financed primarily from advances under the ETP Revolving Credit Facility.

On November 1, 2006, pursuant to agreements entered into with GE Energy Financial Services (“GE”) and Southern Union Company (“Southern Union”), ETP acquired the member interests in CCEH from GE and certain other investors for \$1,000,000. ETP financed a portion of the CCEH purchase price with the proceeds from its issuance of 26,086,957 Class G Units to the Parent Company simultaneous with the closing on November 1, 2006. The member interests acquired represented a 50% ownership in CCEH. On December 1, 2006, in a second and related transaction, CCEH redeemed ETP’s 50% interest ownership in CCEH in exchange for 100% ownership of Transwestern which owns the Transwestern Pipeline, a 2,400 mile interstate natural gas pipeline. Following the final step, Transwestern became a new operating subsidiary and separate segment of ETP.

The total acquisition cost for Transwestern, net of cash acquired, was as follows:

|  |                    |
|--|--------------------|
| Basis of investment in CCEH at November 30, 2006 | \$ 956,348         |
| Distributions received on December 1, 2006       | (6,217)            |
| Fair value of short and long-term debt assumed   | 532,377            |
| Other assumed long-term indebtedness             | 10,097             |
| Current liabilities assumed                      | 40,194             |
| Cash acquired                                    | (7,777)            |
| Acquisition costs incurred                       | 11,753             |
| Total  | <u>\$1,536,775</u> |

During the six months ended February 28, 2007, HOLP and Titan collectively acquired substantially all of the assets of three propane businesses. The aggregate purchase price for these acquisitions totaled \$10,608 which included \$10,266 of cash paid, net of cash acquired, and liabilities assumed of \$342. The cash paid for acquisitions was financed primarily with advances from ETP’s and HOLP’s Senior Revolving Credit Facilities.

In December 2006 we purchased a gathering system in north Texas for \$32,000. The purchase and sale agreement for the gathering system in north Texas also has a contingent payment not to exceed \$21,000 to be determined two years after the closing date. We will record the required adjustment to the purchase price allocation when the amount of the actual contingent consideration is determinable beyond a reasonable doubt. The gathering system consists of approximately 36 miles of pipeline and has an estimated capacity of 70 MMcf/d. We expect the gathering system will allow us to continue expanding in the Barnett Shale area of north Texas.

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In January 2007 we purchased a gathering system in New Mexico for \$8,000. The gathering system, which is included in our midstream segment, is approximately 27 miles long and is our first gathering system in New Mexico.

Except for the acquisition of the interests in ETP GP, the purchase of Class G Units from ETP and the 50% member interests in CCEH, the acquisitions discussed above were accounted for under the purchase method of accounting in accordance with SFAS No. 141 and the purchase prices were allocated based on the estimated fair values of the assets acquired and liabilities assumed at the date of the acquisition. The acquisition of the 50% member interest in CCEH was accounted for under the equity method of accounting in accordance with APB Opinion No. 18, through November 30, 2006. The acquisition of 100% of Transwestern has been accounted for under the purchase method of accounting since the acquisition on December 1, 2006. The acquisition of the interests in ETP GP was accounted for on the basis of historical costs, as discussed above. The purchase of Class G Units from ETP was accounted for as described in Note 15. Pro forma effects of the Transwestern acquisition and the purchase of additional interest in ETP are discussed below. In the aggregate, the other acquisitions described above are not material for pro forma disclosure purposes.

The following table presents the purchase accounting allocation of the acquisition cost to the assets acquired and liabilities assumed based on their fair values for the acquisitions described above occurring during the period ended February 28, 2007, net of cash acquired:

|   | Midstream and<br>Intrastate<br>Transportation and<br>Storage Acquisitions<br>(Aggregated) | Transwestern<br>Acquisition | Propane<br>Acquisitions<br>(Aggregated) |
|---|---|-----------------------------|---|
| Accounts receivable                     | \$ —  | \$ 20,101                   | \$ 108                                  |
| Inventory                               | —   | —                           | 43                                      |
| Prepaid and other current assets        | 47,656  | 12,602                      | 25                                      |
| Property, plant, and equipment          | 23,015  | 1,254,968                   | 9,222                                   |
| Intangibles and other assets            | —   | 133,880                     | 475                                     |
| Goodwill                                | —   | 115,224                     | 735                                     |
| Total assets acquired                   | <u>70,671</u>   | <u>1,536,775</u>            | <u>10,608</u>                           |
| Accounts payable                        | —   | (7,432)                     | —                                       |
| Customer advances and deposits          | —   | —                           | (26)                                    |
| Accrued and other current liabilities   | —   | (32,762)                    | —                                       |
| Short-term debt (paid in December 2006) | —   | (13,000)                    | —                                       |
| Long-term debt                          | —   | (519,377)                   | (316)                                   |
| Other long-term obligations             | —   | (10,097)                    | —                                       |
| Total liabilities assumed               | —   | <u>(582,668)</u>            | <u>(342)</u>                            |
| Net assets acquired                     | <u>\$ 70,671</u>  | <u>\$ 954,107</u>           | <u>\$ 10,266</u>                        |

The purchase price for the acquisitions has been initially allocated based on the estimated fair value of the assets acquired and liabilities assumed. The Transwestern allocation was based on the preliminary results of independent appraisals. The purchase price allocations have not been completed and are subject to change. We expect to complete the allocations during the first quarter of fiscal year 2008.

Included in the additions for interstate property, plant and equipment is an aggregate plant acquisition adjustment of \$446,154, which represents costs allocated to Transwestern's transmission plant. This amount has not been included in the determination of tariff rates Transwestern charges to its regulated customers. The unamortized balance of this adjustment was \$442,967 at February 28, 2007 and is being amortized over 35 years, the composite weighted average estimated remaining life of Transwestern's assets as of the acquisition date.

Regulatory assets, included in intangible and other long-term assets on the condensed consolidated balance sheet, established in the Transwestern purchase price allocation consist of the following:

|                                       |                 |
|---------------------------------------|-----------------|
| Accumulated reserve adjustment        | \$41,985        |
| AFUDC gross-up                        | 9,570           |
| Environmental costs                   | 6,623           |
| South Georgia deferred tax receivable | 2,581           |
| Other                                 | 891             |
| Total regulatory assets acquired      | <u>\$61,650</u> |

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At February 28, 2007, all of Transwestern's regulatory assets are considered probable of recovery in rates.

We recorded the following intangible assets and goodwill in conjunction with the acquisitions described above:

|   | Midstream and<br>Intrastate<br>Transportation and<br>Storage Acquisitions<br>(Aggregated) | Transwestern<br>Acquisition | Propane<br>Acquisitions<br>(Aggregated) |
|---|---|-----------------------------|---|
| Contract rights (6 to 15 years)               | \$ 23,015   | \$ 47,582                   | \$ —                                    |
| Financing costs (7 to 9 years)                | —   | 13,410                      | —                                       |
| Other   | —   | —                           | 475                                     |
| Total amortizable intangible assets           | 23,015  | 60,992                      | 475                                     |
| Goodwill                                      | —   | 115,224                     | 735                                     |
| Total intangible assets and goodwill acquired | <u>\$ 23,015</u>  | <u>\$ 176,216</u>           | <u>\$ 1,210</u>                         |

Goodwill was warranted because these acquisitions enhance our current operations and certain acquisitions are expected to reduce costs through synergies with existing operations. We expect all of the goodwill acquired to be tax deductible. We do not believe that the acquired intangible assets have any significant residual value at the end of their useful life.

On December 13, 2006, we entered into an agreement with Kinder Morgan Energy Partners, L.P. for a 50/50 joint development of the Midcontinent Express Pipeline ("MEP"). The approximately 500-mile pipeline, which will originate near Bennington, Oklahoma, be routed through Perryville, Louisiana, and terminate at an interconnect with Transco in Butler, Alabama, will have an initial capacity of 1.4 Bcf per day. Pending necessary regulatory approvals, the approximately \$1,250,000 pipeline project is expected to be in service by February 2009. MEP has prearranged binding commitments from multiple shippers for 800,000 dekatherms per day which includes a binding commitment from Chesapeake Energy Marketing, Inc., an affiliate of Chesapeake Energy Corporation, for 500,000 dekatherms per day. MEP has executed a firm capacity lease agreement for up to 500,000 dekatherms per day of capacity on the Oklahoma intrastate pipeline system of Enogex, a subsidiary of OGE Energy, to provide transportation capacity from various locations in Oklahoma into and through MEP. The new pipeline will also interconnect with Natural Gas Pipeline Company of America, a wholly-owned subsidiary of Kinder Morgan, Inc., and with our previously announced 36-inch pipeline extending from the Barnett Shale and interconnecting with our Texoma pipeline near Paris, Texas. The MEP joint venture will be accounted for using the equity method of accounting prescribed by APB Opinion No. 18.

### ***Fiscal year 2006 acquisitions***

On February 8, 2006, ETE purchased 1,069,850 Common Units and 2,570,150 Class F Units representing limited partnership interests in ETP. This purchase increased ETE's ownership percentage in ETP limited partners interests from approximately 31% to approximately 33%. The Class F Units were converted to ETP Common Units on August 16, 2006.

On June 1, 2006, ETP acquired all the propane operations of Titan for cash of approximately \$548,000, after working capital adjustments and net of cash acquired, and liabilities assumed of approximately \$46,000. We accounted for the Titan acquisition as a business combination using the purchase method of accounting in accordance with the provisions of SFAS 141. The purchase price has been initially allocated based on the estimated fair value of the individual assets acquired and the liabilities assumed at the date of the acquisition based on the results of an independent appraisal. As of February 28, 2007, we are waiting on certain information required to reasonably estimate the fair value of one of the assets acquired in the Titan acquisition. We expect to complete

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the purchase allocation during our third quarter of fiscal year 2007. The Titan operations have been included since the date of acquisition, thus the condensed consolidated results of operations for the three and six months ended February 28, 2007 include the Titan results of operations for the entire period. However, the three and six months ended February 28, 2007 do not include any of the Titan results of operations.

### Pro Forma Results of Operations

The following unaudited pro forma consolidated results of operations for the six months ended February 28, 2007 and the three and six months ended February 28, 2006 are presented as if the Transwestern acquisition and the purchase of additional interests in ETP had been made on September 1, 2005. The operations of Transwestern and the impact of our additional ownership interests in ETP have been included in our statements of operations since acquisition on December 1, 2006 and November 1, 2006, respectively. Thus, pro forma information for the three months ended February 28, 2007 is not required.

|   | Six Months Ended<br>February 28, 2007 | Three Months Ended<br>February 28, 2006 | Six Months Ended<br>February 28, 2006 |
|---|---------------------------------------|---|---------------------------------------|
| Revenues                                  | \$ 3,509,817                          | \$ 2,504,242                            | \$ 4,981,784                          |
| Net income                                | \$ 182,372                            | \$ 53,228                               | \$ 97,647                             |
| Limited Partners' interest in net income  | \$ 181,747                            | \$ 52,915                               | \$ 97,050                             |
| Basic earnings per Limited Partner Unit   | \$ 0.85                               | \$ 0.24                                 | \$ 0.46                               |
| Diluted earnings per Limited Partner Unit | \$ 0.85                               | \$ 0.24                                 | \$ 0.46                               |

The pro forma consolidated results of operations include adjustments to give effect to depreciation of the amounts allocated to depreciable and amortizable assets, interest expense on acquisition debt, and certain other adjustments. The pro forma information is not necessarily indicative of the results of operations that would have occurred had the transactions been made at the beginning of the periods presented or the future results of the combined operations.

#### 4. **CASH, CASH EQUIVALENTS AND SUPPLEMENTAL CASH FLOW INFORMATION:**

Cash and cash equivalents include all cash on hand, demand deposits, and investments with original maturities of three months or less. We consider cash equivalents to include short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

We place our cash deposits and temporary cash investments with high credit quality financial institutions. At times, such balances may be in excess of the Federal Deposit Insurance Corporation ("FDIC") insurance limit.

Net cash flows provided by operating activities is comprised as follows:

|  | Six Months Ended February 28, |            |
|--|-------------------------------|------------|
|  | 2007                          | 2006       |
| Net income   | \$ 178,396                    | \$ 64,036  |
| Reconciliation of net income to net cash provided by operating activities: |                               |            |
| Depreciation and amortization  | 85,279                        | 62,037     |
| Amortization of finance costs charged to interest expense                  | 3,285                         | 2,278      |
| Other non-cash   | (6,101)                       | (2,204)    |
| Non-cash compensation on unit grants                                       | 6,080                         | 58,780     |
| Undistributed minority interests   | 10,603                        | 144,746    |
| Changes in operating assets and liabilities:                               |                               |            |
| Accounts receivable  | (23,461)                      | 23,170     |
| Accounts receivable from related companies                                 | (234)                         | 1,799      |
| Inventories  | 193,388                       | 64,218     |
| Deposits paid to vendors   | 54,837                        | 4,250      |
| Exchanges receivable   | (8,700)                       | 16,731     |
| Prepaid expenses and other   | 16,067                        | (5,724)    |
| Intangibles and other long-term assets                                     | (952)                         | 112        |
| Regulatory assets  | (5,055)                       | —          |
| Accounts payable   | (45,818)                      | (141,928)  |
| Accounts payable to related companies                                      | 1,499                         | (393)      |
| Customer advances and deposits   | (62,462)                      | (113,592)  |
| Exchanges payable  | 7,274                         | (6,241)    |
| Accrued and other current liabilities                                      | (1,198)                       | 7,591      |
| Other  | 8,393                         | (4,933)    |
| Income taxes payable   | (88)                          | 21,527     |
| Price risk management liabilities, net                                     | 32,993                        | 136,100    |
| Net cash provided by operating activities                                  | \$ 444,025                    | \$ 332,360 |

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Supplemental cash flow information is as follows:

|  | <u>Six Months Ended February 28,</u> |             |
|--|--------------------------------------|-------------|
|  | <u>2007</u>                          | <u>2006</u> |
| <b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>   |                                      |             |
| Cash paid during the period for interest, net of \$10,543 and \$2,321 capitalized for February 28, 2007 and 2006, respectively | \$ 112,558                           | \$ 17,340   |
| Cash paid during the period for income taxes   | \$ 5,946                             | \$ 3,007    |
| Transfer of investment in affiliate in purchase of Transwestern (Note 3)   | \$ 956,348                           | \$ —        |

### 5. **ACCOUNTS RECEIVABLE:**

Our intrastate midstream and transportation and storage operations deal with counterparties that are typically either investment grade or are otherwise secured with a letter of credit or other forms of security (corporate guaranty, prepayment, or master set off agreement). Management reviews midstream and transportation and storage accounts receivable balances bi-weekly. Credit limits are assigned and monitored for all counterparties of the midstream and transportation and storage operations. Management believes that the occurrence of bad debts in our intrastate midstream and transportation and storage segments was not significant for the three or six months ended February 28, 2007; therefore, an allowance for doubtful accounts for the midstream and transportation and storage segments was not deemed necessary. Bad debt expense related to these receivables is recognized at the time an account is deemed uncollectible. There was no bad debt expense recognized for the three or six months ended February 28, 2007 and 2006 in the midstream and intrastate transportation and storage segments.

Transwestern has a concentration of customers in the electric and gas utility industries. This concentration of customers may impact Transwestern's overall exposure to credit risk, either positively or negatively, in that the customers may be similarly affected by changes in economic or other conditions. From time to time, specifically identified customers having perceived credit risk are required to provide prepayments or other forms of collateral to Transwestern. Transwestern sought additional assurances from customers due to credit concerns, and held aggregate prepayments of \$598 at February 28, 2007, which are recorded in customer advance and deposits in the condensed consolidated balance sheets. Transwestern's management believes that the portfolio of receivables, which includes regulated electric utilities, regulated local distribution companies and municipalities, is subject to minimal credit risk. Transwestern establishes an allowance for doubtful accounts on trade receivables based on the expected ultimate recovery of these receivables. Transwestern considers many factors including historical customer collection experience, general and specific economic trends and known specific issues related to individual customers, sectors and transactions that might impact collectibility. There was no bad debt expense recognized for the three months ended February 28, 2007 related to Transwestern.

HOLP and Titan grant credit to their customers for the purchase of propane and propane-related products. Included in accounts receivable are trade accounts receivable arising from HOLP's retail and wholesale propane and Titan's

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retail propane operations and receivables arising from liquids marketing activities. Accounts receivable for retail and wholesale propane operations are recorded as amounts billed to customers less an allowance for doubtful accounts. The allowance for doubtful accounts for the retail and wholesale propane segments is based on management's assessment of the realizability of customer accounts, based on the overall creditworthiness of our customers, and any specific disputes.

We enter into netting arrangements with counterparties of derivative contracts to mitigate credit risk. Transactions are confirmed with the counterparty and the net amount is settled when due. Amounts outstanding under these netting arrangements are presented on a net basis in the condensed consolidated balance sheets.

Accounts receivable consisted of the following:

|  | February 28,<br>2007 | August 31,<br>2006 |
|--|----------------------|--------------------|
| Accounts receivable - midstream and transportation and storage | \$ 532,059           | \$570,569          |
| Accounts receivable - propane                                  | 190,027              | 108,976            |
| Less - allowance for doubtful accounts                         | (4,129)              | (4,000)            |
| Total, net   | <u>\$ 717,957</u>    | <u>\$675,545</u>   |

The activity in the allowance for doubtful accounts for the retail and wholesale propane segments consisted of the following for the six months ended February 28, 2007:

|  | February 28,<br>2007 |
|--|----------------------|
| Balance, beginning of period                       | \$ 4,000             |
| Provision for loss on accounts receivable          | 851                  |
| Accounts receivable written off, net of recoveries | (722)                |
| Balance, end of period                             | <u>\$ 4,129</u>      |

## **6. INVENTORIES:**

Inventories consist principally of natural gas held in storage which is valued at the lower of cost or market utilizing the weighted average cost method. Propane inventories are also valued at the lower of cost or market utilizing the weighted-average cost of propane delivered to the customer service locations, including storage fees and inbound freight costs. The cost of appliances, parts and fittings is determined by the first-in, first-out method.

Inventories consisted of the following:

|  | February 28,<br>2007 | August 31,<br>2006 |
|--|----------------------|--------------------|
| Natural gas, propane and other NGLs      | \$ 178,024           | \$371,430          |
| Appliances, parts and fittings and other | 16,666               | 15,710             |
| Total inventories                        | <u>\$ 194,690</u>    | <u>\$387,140</u>   |

## **7. PROPERTY, PLANT AND EQUIPMENT:**

Property, plant and equipment is stated at cost less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated economic or FERC mandated lives of the assets. Expenditures for maintenance and repairs that do not add capacity or extend the useful life are expensed as incurred. Expenditures to refurbish assets that either extend the useful lives of the asset or prevent environmental contamination are capitalized and depreciated over the remaining useful life of the asset. Additionally, we capitalize certain costs directly related to the installation of company-owned propane tanks and construction of assets including internal labor costs, interest and engineering costs. Upon disposition or retirement of pipeline components or natural gas plant components, any gain or loss is recorded to accumulated depreciation. When entire pipeline systems, gas plants or other property and equipment are retired or sold, any gain or loss is included in our results of operations.

We review long-lived assets for impairment at least annually and whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. If such a review should indicate that the carrying amount of long-lived assets is not recoverable, we reduce the carrying amount of such assets to fair value. No impairment of long-lived assets was required during the periods presented.

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Components and useful lives of property, plant and equipment were as follows:

|  | February 28,<br>2007 | August 31,<br>2006 |
|--|----------------------|--------------------|
| Land and improvements                                  | \$ 67,613            | \$ 63,383          |
| Buildings and improvements (10 to 30 years)            | 109,163              | 70,976             |
| Pipelines and equipment (10 to 65 years)               | 3,237,459            | 2,212,805          |
| Natural gas storage (40 years)                         | 91,282               | 91,177             |
| Bulk storage, equipment and facilities (3 to 30 years) | 455,272              | 108,834            |
| Tanks and other equipment (5 to 30 years)              | 504,726              | 472,944            |
| Vehicles (5 to 10 years)                               | 136,991              | 120,710            |
| Right-of-way (20 to 65 years)                          | 188,007              | 112,185            |
| Furniture and fixtures (3 to 10 years)                 | 19,414               | 16,283             |
| Linepack   | 38,994               | 24,821             |
| Pad Gas  | 55,482               | 57,327             |
| Other (5 to 10 years)                                  | 85,282               | 27,395             |
|  | <u>4,989,685</u>     | <u>3,378,840</u>   |
| Less – Accumulated depreciation                        | <u>(354,791)</u>     | <u>(274,809)</u>   |
|  | 4,634,894            | 3,104,031          |
| Plus – Construction work-in-process                    | 891,456              | 644,583            |
| Property, plant and equipment, net                     | <u>\$5,526,350</u>   | <u>\$3,748,614</u> |

Capitalized interest is included for pipeline construction projects. Interest is capitalized based on the current borrowing rate of ETP's revolving credit facility. A total of \$10,543 of interest was capitalized for pipeline construction projects during the six months ended February 28, 2007 (excluding AFUDC, see Note 2).

Depreciation expense for the periods is as follows:

| Three Months Ended<br>February 28, |                 | Six Months Ended<br>February 28, |                 |
|------------------------------------|-----------------|----------------------------------|-----------------|
| 2007                               | 2006            | 2007                             | 2006            |
| <u>\$44,333</u>                    | <u>\$29,696</u> | <u>\$78,254</u>                  | <u>\$57,315</u> |

## 8. GOODWILL:

Goodwill is associated with acquisitions made for our midstream, intrastate transportation and storage, interstate transportation, and retail propane segments. Goodwill is tested for impairment annually at August 31, in accordance with Statement of Accounting Standards No. 142, *Goodwill and Other Intangible Assets*, ("SFAS 142"). The changes in the carrying amount of goodwill for the six month period ended February 28, 2007 were as follows:

|                                     | Midstream        | Intrastate<br>Transportation<br>and Storage | Interstate<br>Transportation | Retail<br>Propane | Other           | Total            |
|-------------------------------------|------------------|---|------------------------------|-------------------|-----------------|------------------|
| <b>Balance, beginning of period</b> | \$ 13,409        | \$ 10,327                                   | \$ —                         | \$580,673         | \$29,589        | \$633,998        |
| Purchase accounting adjustments     | —                | —   | —                            | 3,777             | —               | 3,777            |
| Goodwill acquired                   | —                | —   | 115,224                      | 735               | —               | 115,959          |
| Sale of operations                  | —                | —   | —                            | (1,742)           | —               | (1,742)          |
| <b>Balance, end of period</b>       | <u>\$ 13,409</u> | <u>\$ 10,327</u>                            | <u>\$ 115,224</u>            | <u>\$583,443</u>  | <u>\$29,589</u> | <u>\$751,992</u> |

The purchase price allocations for the Transwestern and other fiscal 2007 acquisitions (see Note 3) and our Titan acquisition in fiscal 2006 are preliminary. The final assessment of value and allocations for the fiscal 2007 acquisitions are expected to be completed by the first quarter of fiscal year 2008. We expect to complete the Titan purchase price allocation in our third quarter of fiscal 2007. There is no guarantee that the amounts allocated to goodwill will not change.

**9. INTANGIBLES AND OTHER ASSETS:**

Intangibles and other long-term assets are stated at cost net of amortization computed on the straight-line method. We eliminate from our balance sheet the gross carrying amount and the related accumulated amortization for any fully amortized intangibles in the year they are fully amortized. Components and useful lives of intangibles and other long-term assets were as follows:

|  | February 28, 2007     |                          | August 31, 2006       |                          |
|--|-----------------------|--------------------------|-----------------------|--------------------------|
|  | Gross Carrying Amount | Accumulated Amortization | Gross Carrying Amount | Accumulated Amortization |
| <b>Amortizable intangible assets:</b>  |                       |                          |                       |                          |
| Noncompete agreements (5 to 15 years)  | \$ 31,609             | \$ (15,255)              | \$ 31,593             | \$ (13,012)              |
| Customer lists (3 to 15 years)         | 129,161               | (16,206)                 | 87,480                | (11,640)                 |
| Contract rights (6 to 15 years)        | 23,015                | (226)                    | —                     | —                        |
| Financing costs (3 to 15 years)        | 55,777                | (7,780)                  | 23,751                | (4,721)                  |
| Consulting agreements (2 to 7 years)   | —                     | —                        | 132                   | (122)                    |
| Other (10 years)                       | 2,677                 | (745)                    | 2,677                 | (422)                    |
| Total amortizable intangible assets    | 242,239               | (40,212)                 | 145,633               | (29,917)                 |
| <b>Non-amortizable - Trademarks</b>    | <b>64,642</b>         | <b>—</b>                 | <b>64,842</b>         | <b>—</b>                 |
| Total intangible assets                | 306,881               | (40,212)                 | 210,475               | (29,917)                 |
| <b>Other long-term assets:</b>         |                       |                          |                       |                          |
| Regulatory assets                      | 61,650                | —                        | —                     | —                        |
| Investment in affiliates               | 12,651                | —                        | 41,344                | —                        |
| Long-term price risk management assets | 1,766                 | —                        | 2,192                 | —                        |
| Other                                  | 31,131                | —                        | 14,700                | —                        |
| Total intangibles and other assets     | \$414,079             | \$ (40,212)              | \$268,711             | \$ (29,917)              |

Prior to February 28, 2007, the Partnership owned a 50% ownership interest in Mid-Texas Pipeline Company (“Mid-Texas”), a Texas general partnership, which owns approximately 139 miles of transportation pipeline that connects various receipt points in south Texas to delivery points at the Katy hub. Effective February 28, 2007 Mid-Texas was dissolved and each partner was assigned its 50% undivided interest in the pipeline. As a result of the dissolution and now owning an undivided interest, we control the marketing and bear the risk of ownership. As a result, we ceased the use of equity accounting at February 28, 2007 and will apply proportionate consolidation prospectively for our interest in the Mid-Texas pipeline. This represents a non-cash transaction.

Aggregate amortization expense of intangible assets is as follows:

|   | Three Months Ended February 28, |          | Six Months Ended February 28, |         |
|---|---------------------------------|----------|-------------------------------|---------|
|   | 2007                            | 2006     | 2007                          | 2006    |
| Reported in depreciation and amortization | \$ 4,082                        | \$ 2,374 | \$7,025                       | \$4,722 |
| Reported in interest expense              | \$ 2,068                        | \$ 1,077 | \$3,285                       | \$2,278 |

The estimated aggregate amortization expense for the next five fiscal years is \$17,884 for the remainder of fiscal 2007; \$27,239 for 2008; \$26,173 for 2009; \$24,177 for 2010, and \$20,894 for 2011.

We review amortizable intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable in accordance with Statement of Accounting Standards No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets* (“SFAS 144”). If such a review should indicate that the carrying amount of amortizable intangible assets is not recoverable, we reduce the carrying amount of such assets to fair value. We review non-amortizable intangible assets for impairment annually at August 31, or more frequently if circumstances dictate, in accordance with SFAS 144. No impairment of intangible assets was required for the three and six month periods ended February 28, 2007 and 2006.

**10. ACCRUED AND OTHER CURRENT LIABILITIES:**

Accrued and other current liabilities consist of the following:

|   | February 28,<br>2007 | August 31,<br>2006 |
|---|----------------------|--------------------|
| Capital expenditures                        | \$ 53,068            | \$ 38,002          |
| Employee wages and benefits                 | 43,549               | 40,236             |
| Operating expenses                          | 12,013               | 16,839             |
| Interest payable                            | 39,038               | 18,065             |
| Other accrued expenses                      | 98,549               | 93,035             |
| Total accrued and other current liabilities | <u>\$ 246,217</u>    | <u>\$ 206,177</u>  |

**11. INCOME TAXES:**

As a limited partnership, we are generally not subject to income tax. We are, however, subject to a statutory requirement that our non-qualifying income (including income such as derivative gains from trading activities, service income, tank rentals and others) cannot exceed 10% of our total gross income, determined on a calendar year basis under the applicable income tax provisions. If the amount of our non-qualifying income exceeds this statutory limit, we would be taxed as a corporation. Accordingly, certain activities that generate non-qualified income are conducted through taxable corporate subsidiaries ("C corporations"). These C corporations are subject to federal and state income tax and pay the income taxes related to the results of their operations. For the three and six month periods ended February 28, 2007 and 2006, our non-qualifying income did not, or was not expected to, exceed the statutory limit.

Those subsidiaries which are taxable corporations follow the asset and liability method of accounting for income taxes in accordance with Statement of Financial Accounting Standards No. 109, *Accounting for Income Taxes* ("SFAS 109"). Under SFAS 109, deferred income taxes are recorded based upon differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the underlying assets are received and liabilities settled.

On May 18, 2006, the State of Texas enacted House Bill 3 which replaced the existing state franchise tax with a "margin tax". In general, legal entities that conduct business in Texas are subject to the Texas margin tax, including previously non-taxable entities such as limited partnerships and limited liability partnerships. The tax is assessed on Texas sourced taxable margin which is defined as the lesser of (i) 70% of total revenue or (ii) total revenue less (a) cost of goods sold or (b) compensation and benefits. Although the bill states that the margin tax is not an income tax, it has the characteristics of an income tax since it is determined by applying a tax rate to a base that considers both revenues and expenses. Therefore, we have accounted for Texas margin tax as income tax expense in the period subsequent to the law's effective date of January 1, 2007. For the three and six months ended February 28, 2007, we recognized current state income tax expense related to the Texas margin tax of \$1,854. There was no comparable state tax expense for the periods ended February 28, 2006.

The components of our federal and state income tax provision (benefit) are summarized as follows:

|                     | Three Months Ended<br>February 28, |                 | Six Months Ended<br>February 28, |                  |
|---------------------|------------------------------------|-----------------|----------------------------------|------------------|
|                     | 2007                               | 2006            | 2007                             | 2006             |
| Current provision:  |                                    |                 |                                  |                  |
| Federal             | \$ 3,336                           | \$ 12,853       | \$ 6,487                         | \$ 28,117        |
| State               | 2,487                              | 950             | 2,826                            | 1,288            |
| Deferred benefit:   |                                    |                 |                                  |                  |
| Federal             | (2,972)                            | (10,013)        | (3,627)                          | (4,074)          |
| State               | (275)                              | (501)           | (239)                            | (355)            |
| Total Tax Provision | <u>\$ 2,576</u>                    | <u>\$ 3,289</u> | <u>\$ 5,447</u>                  | <u>\$ 24,976</u> |

The difference between the statutory rate and the effective rate is summarized as follows:

|  | Three Months Ended<br>February 28, |             | Six Months Ended<br>February 28, |             |
|--|------------------------------------|-------------|----------------------------------|-------------|
|  | 2007                               | 2006        | 2007                             | 2006        |
| Federal statutory tax rate                           | 35.0%                              | 35.0%       | 35.0%                            | 35.0%       |
| State income tax rate net of federal benefit         | 0.7%                               | 3.3%        | 0.7%                             | 3.3%        |
| Earnings not subject to tax at the Partnership level | (34.7)%                            | (36.5)%     | (34.0)%                          | (30.3)%     |
| Effective tax rate                                   | <u>1.0%</u>                        | <u>1.8%</u> | <u>1.7%</u>                      | <u>8.0%</u> |

**12. INCOME PER LIMITED PARTNER UNIT:**

Basic net income per Limited Partner unit is computed by dividing net income, after considering the General Partner's interest, by the weighted average number of Limited Partner interests outstanding. Diluted net income per Limited Partner unit is computed by dividing net income (as adjusted as discussed herein), after considering the General Partner's interest, by the weighted average number of Limited Partner interests outstanding and the number of unvested ETE Incentive Units granted. For the diluted earnings per share computation, income allocable to the Limited Partners is reduced, where applicable, for the decrease in earnings from ETE's Limited Partner unit ownership in ETP that would have resulted assuming the incremental units related to ETP's unit-based compensation plans had been issued during the respective periods. Such units have been determined based on the treasury stock method.

A reconciliation of net income and weighted average units used in computing basic and diluted net income per unit is as follows:

|   | Three Months Ended<br>February 28, |             | Six Months Ended<br>February 28, |             |
|---|------------------------------------|-------------|----------------------------------|-------------|
|   | 2007                               | 2006        | 2007                             | 2006        |
| <b>Basic Net Income per Limited Partner Unit:</b>   |                                    |             |                                  |             |
| Limited partners' interest in net income            | \$ 146,889                         | \$ 24,291   | \$ 177,784                       | \$ 63,644   |
| Weighted average limited partner units              | 217,821,530                        | 131,468,542 | 186,054,317                      | 118,826,222 |
| Basic net income per limited partner unit           | \$ 0.67                            | \$ 0.18     | \$ 0.96                          | \$ 0.54     |
| <b>Diluted Net Income per Limited Partner Unit:</b> |                                    |             |                                  |             |
| Limited partners' interest in net income            | \$ 146,889                         | \$ 24,291   | \$ 177,784                       | \$ 63,644   |
| Dilutive effect of subsidiary unit grants           | (267)                              | (108)       | (270)                            | (625)       |
| Limited partners' interest in net income            | \$ 146,622                         | \$ 24,183   | \$ 177,514                       | \$ 63,019   |
| Diluted average limited partner units               | 217,821,530                        | 131,468,542 | 186,054,317                      | 118,826,222 |
| Diluted net income per limited partner unit         | \$ 0.67                            | \$ 0.18     | \$ 0.95                          | \$ 0.53     |

**13. MINORITY INTERESTS:**

The following table summarizes the changes in minority interest liability:

|  | February 28,<br>2007 |
|--|----------------------|
| <b>Balance, August 31, 2006</b>  | \$1,439,127          |
| Minority interest in net income of subsidiaries                                  | 143,726              |
| Distributions and other  | (134,143)            |
| Compensation under employee unit awards by subsidiary                            | 6,071                |
| Premium on ETE's purchase of ETP units (see Note 15)                             | 451,150              |
| Change in accumulated other comprehensive income allocable to minority interests | 4,015                |
| Purchase of interest in consolidated subsidiary from ETI (see Note 3)            | (4,456)              |
| <b>Balance, February 28, 2007</b>  | \$1,905,490          |

**14. DEBT OBLIGATIONS:**

Long-term debt we assumed in connection with the Transwestern acquisition on December 1, 2006 was as follows:

|                                   |                  |
|-----------------------------------|------------------|
| 5.39% Notes due November 17, 2014 | \$270,000        |
| 5.54% Notes due November 17, 2016 | 250,000          |
| Total long-term debt outstanding  | 520,000          |
| Unamortized debt discount         | (628)            |
| Total long-term debt assumed      | <u>\$519,372</u> |

No principal payments are required under any of the debt agreements prior to their respective maturity dates. However, in connection with our acquisition of Transwestern, due to a change in control provision in Transwestern's debt agreements, Transwestern was required to pre-pay approximately \$307,000 of long-term debt, of which \$292,000 was paid in February 2007 and \$15,000 was paid in March 2007. These payments were financed with borrowings under ETP's Revolving Credit Facility.

Transwestern's credit agreements contain certain restrictions that, among other things, limit the incurrence of additional debt, the sale of assets and the payment of dividends and require certain debt to capitalization ratios.

**ETP Senior Notes**

On October 23, 2006, ETP issued a total of \$800,000 aggregate principal amount of Senior Notes comprised of \$400,000 of 6.125% Senior Notes due 2017 (the "2017 Notes") and \$400,000 of 6.625% Senior Notes due 2036 (the "2036 Notes" and together with the 2017 Notes, the "Notes"). ETP used the net proceeds of approximately \$791,000 (net of bond discounts of \$2,612 and financing costs of \$6,050) from the issuance of the Notes to repay borrowings and accrued interest outstanding under the ETP Revolving Credit Facility, to pay expenses associated with the offering and for general partnership purposes. Interest on the notes will be due semiannually. ETP may redeem some or all of the Notes at any time, or from time to time, pursuant to the terms of the indenture. All of ETP's obligations under the Notes are fully and unconditionally guaranteed by ETC OLP and Titan and substantially all of their present and future wholly-owned subsidiaries. These notes have been registered under the Securities Act pursuant to ETP's S-3 Registration Statement which provides for the sale of a combination of units and debt totaling \$1,500,000.

**Revolving Credit Facilities and Term Loans**

On November 1, 2006, the Parent Company entered into a First Amendment to Amended and Restated Credit Agreement, dated November 1, 2006 (as amended, the "Parent Company Credit Agreement"), which provided for an additional six year \$1,300,000 Senior Secured Term Loan Series B Facility due February 8, 2012, with UBS Investment Bank and Wachovia Capital Markets, LLC, Wachovia Bank, National Association as Administrative Agent. The Parent Company used the proceeds of the loan to acquire the Class G Units of ETP, refinance debt assumed in the ETI transaction and for liquidity and general partnership purposes.

The Parent Company Credit Agreement also includes a \$500,000 Senior Secured Revolving Credit Facility (the "Parent Company Revolving Credit Facility") available through February 8, 2011. The Parent Company Revolving Credit Facility also offers a Swingline loan option with a maximum borrowing of \$10,000 and a daily rate based on LIBOR. The Parent Company Credit Agreement also has a \$150,000 Senior Secured Term Loan Facility due February 8, 2012.

The total outstanding amount borrowed under the Parent Company Credit Agreement and the Parent Company Revolving Credit Facility as of February 28, 2007 was \$1,726,500 with no amounts outstanding under the Swingline loan option. The total amount available under the Parent Company's debt facilities as of February 28, 2007 was \$233,500. The Parent Company Revolving Credit Facility also contains an accordion feature which will allow the Parent Company, subject to bank syndication's approval, to expand the facility's capacity up to an additional \$100,000.

The maximum commitment fee payable on the unused portion of the Parent Company Revolving Credit Facility is 0.5%. Loans under the Parent Company Revolving Credit Facility, the \$150,000 Senior Secured Term Loan

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Facility, and the \$1,300,000 Senior Secured Term Loan Series B Facility bear interest at the Parent Company's option at either (a) a base rate plus an applicable margin or (b) the Eurodollar rate plus an applicable margin. The applicable margins are a function of the Parent Company's leverage ratio. The weighted average interest rate was 7.15% for the amount outstanding on the Parent Company Senior Secured Revolving Credit Facility, and 7.10% for the amounts outstanding on the Parent Company \$150,000 Senior Secured Term Loan Facility and the \$1,300,000 Senior Secured Term Loan Series B Facility as of February 28, 2007.

The Parent Company Credit Agreement is secured by a lien on all tangible and intangible assets of the Parent Company and its subsidiaries, including its ownership of 36.4 million ETP Common Units, 26.1 million ETP Class G Units, the Parent Company's 100% interest in ETP LLC and ETP GP with indirect recourse to ETP GP's 2% General Partner interest in ETP and 100% of ETP GP's outstanding incentive distribution rights in ETP, which the Parent Company holds through its ownership of ETP GP.

ETP has a \$1,500,000 Amended and Restated Revolving Credit Facility (the "ETP Revolving Credit Facility") available through June 29, 2011. Amounts borrowed under the ETP Revolving Credit Facility bear interest at a rate based on either a Eurodollar rate or a prime rate. There is also a Swingline loan option with a maximum borrowing of \$75,000 at a daily rate based on LIBOR. The commitment fee payable on the unused portion of the facility varies based on our credit rating with a maximum fee of 0.175%. As of February 28, 2007, there was a balance of \$783,755 in revolving credit loans (including \$63,455 in Swingline loans) and \$57,306 in letters of credit. The weighted average interest rate on the total amount outstanding at February 28, 2007, was 5.979%. The total amount available under the ETP Revolving Credit Facility as of February 28, 2007, which is reduced by any amounts outstanding under the Swingline loan and letters of credit, was \$658,939. The ETP Revolving Credit Facility is fully and unconditionally guaranteed by ETC OLP and Titan and all of their direct and indirect wholly-owned subsidiaries. The ETP Revolving Credit Facility is unsecured and has equal rights to holders of our other current and future unsecured debt.

A \$75,000 Senior Revolving Facility (the "HOLP Facility") is available to HOLP through June 30, 2011. The HOLP Facility has a swingline loan option with a maximum borrowing of \$10,000 at a prime rate. Amounts borrowed under the HOLP Facility bear interest at a rate based on either a Eurodollar rate or a prime rate. The commitment fee payable on the unused portion of the facility varies based on the Leverage Ratio, as defined in the HOLP Facility credit agreement, with a maximum fee of 0.50%. The agreement includes provisions that may require contingent prepayments in the event of dispositions, loss of assets, merger or change of control. All receivables, contracts, equipment, inventory, general intangibles, cash concentration accounts of HOLP, and the capital stock of HOLP's subsidiaries secure the HOLP Facility. As of February 28, 2007, there was no balance outstanding on the revolving credit loans. A Letter of Credit issuance is available to HOLP for up to 30 days prior to the maturity date of the HOLP Facility. There were outstanding Letters of Credit of \$1,002 at February 28, 2007. The sum of the loans made under the HOLP Facility plus the Letter of Credit Exposure and the aggregate amount of all swingline loans cannot exceed the \$75,000 maximum amount of the HOLP Facility. The amount available at February 28, 2007 was \$73,998.

We were in compliance with all of the covenants of our consolidated debt agreements at February 28, 2007 and August 31, 2006.

## 15. PARTNERS' CAPITAL AND UNIT BASED COMPENSATION PLANS:

### **Limited Partner Units**

Limited partner interests in the Partnership are represented by Common and Class B Units that entitle the holders thereof to the rights and privileges specified in the Partnership Agreement, as amended. As of February 28, 2007, we had limited partner interests represented by 215,300,501 Common Units and 2,521,570 Class B Units issued and outstanding that are entitled to receive distributions in accordance with their terms, an aggregated 99.68% Limited Partner interest.

#### *Common Units*

The change in Common Units during the six month period ended February 28, 2007 is as follows:

|                                       |                    |
|---------------------------------------|--------------------|
| <b>Balance, beginning of period</b>   | 124,360,520        |
| Issuance of restricted Common Units   | 1,948              |
| Issuance of Common Units              | 7,789,133          |
| Conversion of Class C to Common Units | 83,148,900         |
| <b>Balance, end of period</b>         | <u>215,300,501</u> |

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On November 28, 2006 the Parent Company sold 7,789,133 Common Units to a group of institutional investors in a private placement at a price of \$27.41 per unit, resulting in net proceeds of approximately \$213,500. We granted registration rights to the investors. The Parent Company used the proceeds to repay indebtedness under its credit facility.

### *Class B Units*

There were no new Class B Units issued, nor changes effected, during the six month period ended February 28, 2007. On March 27, 2007 the Class B Units were converted to Common Units.

### *Class C Units*

The Class C Units issued and outstanding during the six month period ended February 28, 2007 were as follows:

|  |                     |
|--|---------------------|
| <b>Balance, beginning of period</b>                            | —                   |
| Issuance of Class C Units to Energy Transfer Investments, L.P. | 83,148,900          |
| Conversion of Class C to ETE Common Units                      | <u>(83,148,900)</u> |
| <b>Balance, end of period</b>                                  | <u>—</u>            |

On November 1, 2006, the Parent Company acquired from Energy Transfer Investments, L.P. (“ETI”) the remaining 50% of the Class B Limited Partner interests in ETP GP with the issuance of 83,148,900 Class C Units, which the Parent Company recorded at ETI’s historical cost of \$4,456 (see Note 3).

On February 22, 2007, at a special unitholders’ meeting, the Common Unitholders of ETE approved a proposal to convert ETE’s Class C Units into 83,148,900 ETE Common Units. Following such approval, the Class C Units were converted into Common Units.

### **Sale of Common Units by Subsidiary**

On November 1, 2006, the Parent Company purchased 26,086,957 Class G Units representing limited partnership interests in ETP. The price per unit paid for each of the Common Units was equal to \$46.00 per unit, based upon a market discount from the New York Stock Exchange closing price of the ETP’s Common Units on October 31, 2006 of \$48.94. ETP used a portion of the proceeds to purchase interests in CCEH (see Note 3). The Parent Company has been granted registration rights in connection with the issuance of the ETP Class G Units. ETP will have a unitholder meeting on May 1, 2007 to seek approval for the conversion of the Class G Units to Common Units (see Note 21).

The Parent Company recorded the premium of \$451,150 (the difference between the Parent Company’s share of the underlying book value in ETP before and after the purchase of the Class G Units) as a reduction of the Parent Company’s limited partners’ capital with a corresponding increase in minority interest. The Parent Company’s ownership percentage in ETP limited partner interests as a result of the Class G Unit purchase increased from approximately 33% to approximately 46%.

### **Issuances of Subsidiary Units**

The Parent Company accounts for the difference between the carrying amount of its investment in ETP and the underlying book value arising from issuance of units by ETP (excluding unit issuances to the Parent Company) as capital transactions rather than electing the income recognition as permitted by SEC Staff Accounting Bulletin No. 51. If ETP issues units at a price less than the Parent Company’s carrying value per unit, the Parent Company assesses whether the investment in ETP has been impaired, in which case a provision would be reflected in the statement of operations. The Parent Company did not recognize any impairment related to the issuance of ETP Units during the three and six month periods ended February 28, 2007 and 2006.

### Contributions to Subsidiary

The Parent Company indirectly owns the entire 2% general partner interest in ETP through its ownership of ETP GP, the general partner of ETP. ETP GP is required to make contributions to ETP each time ETP issues limited partner interests for cash or in connection with acquisitions in order to maintain its 2% general partner interest in ETP. These contributions are generally paid by offsetting the required contributions against the funds ETP GP receives from ETP distributions on the general partner and limited partner interests owned by ETP GP. ETP GP was required to contribute \$24,489 and \$0 for the six months ended February 28, 2007 and 2006, respectively. ETE advanced the funds to pay the \$24,489 contribution and at February 28, 2006 there was \$21,218 remaining as a receivable from affiliates in the Parent Company stand alone balance sheet.

### Parent Company Quarterly Distributions of Available Cash

Our distribution policy is consistent with the terms of our Partnership Agreement, which requires that we distribute all of our available cash quarterly. Our only cash-generating assets currently consist of limited and general partner interests, including incentive distribution rights, in ETP from which we receive quarterly distributions. We currently have no independent operations outside of our interests in ETP.

On October 19, 2006, the Parent Company paid a cash distribution related to the fourth quarter of fiscal year 2006 of \$0.3125 per Common Unit, or \$1.25 annually, to Unitholders of record at the close of business on October 5, 2006.

On January 19, 2007, the Parent Company paid a cash distribution related to the first quarter of fiscal year 2007 of \$0.34 per Common Unit or \$1.36 annually, to Unitholders of record at the close of business on January 4, 2007.

The total amount of distributions the Parent Company declared on March 28, 2007 (all from Available Cash from Operating Surplus) relating to the three months ended February 28, 2007 was as follows. These distributions will be paid on April 16, 2007 to Unitholders of record on April 9, 2007.

|                              |                 |
|------------------------------|-----------------|
| Limited Partners -           |                 |
| Common Units                 | \$79,327        |
| General Partner              | 246             |
| Total distributions declared | <u>\$79,573</u> |

### ETP's Quarterly Distributions of Available Cash

ETP is required by its partnership agreement to distribute all cash on hand at the end of each quarter, less appropriate reserves determined by the board of directors of its general partner.

The Parent Company's cash flows currently consist of distributions from ETP related to the following partnership interests, including incentive distribution rights in ETP:

- ETE's ownership of the 2% general partner interest in ETP, which it holds through its ownership interests in ETP GP.
- 62,500,797 ETP Units (including Class G Units), representing approximately 46% of the total outstanding ETP Units, which ETE holds directly; and
- Effective November 1, 2006, 100% of the incentive distribution rights in ETP, which ETE holds through its ownership interests in ETP GP and which entitle it to receive specified percentages of the cash distributed by ETP as ETP's per unit distribution increases.

On October 16, 2006, ETP paid a quarterly distribution related to the fourth quarter of fiscal year 2006 of \$0.75 per ETP Common Unit, or \$3.00 per unit annually, to ETP Unitholders of record at the close of business on October 5, 2006. In addition to these quarterly distributions, ETP GP received quarterly distributions for its general partner interest in ETP and incentive distributions to the extent the quarterly distribution exceeded \$0.275 per unit.

The Parent Company's incentive distribution rights entitle it to receive incentive distributions to the extent that quarterly distributions to ETP's Unitholders exceed \$0.275 per unit (\$1.10 per unit on an annualized basis). These

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incentive distributions entitle the Parent Company to increasing percentages of ETP's cash distributions based upon exceeding incentive distribution thresholds specified in ETP's Partnership Agreement, which incentive distribution rights entitle the Parent Company to receive 50% of ETP's cash distributions in excess of \$0.4125 per unit. At current distribution levels, the Parent Company is entitled to receive cash distributions at the highest incentive distribution level of 50% with respect to ETP's distributions in excess of \$0.4125 per unit.

On January 15, 2007, ETP paid a quarterly distribution related to the first quarter of fiscal year 2007 of \$0.7688 per Limited Partner Unit, or \$3.075 per Limited Partner Unit annually, to Unitholders of record at the close of business on January 4, 2007.

The total amount of distributions the Parent Company received from ETP relating to its ownership of limited partner interests, general partner interests and incentive distribution rights of ETP during the six-month period ended February 28, 2007 is as follows:

|                                       |                  |
|---------------------------------------|------------------|
| Limited Partner Interests             | \$ 75,358        |
| General Partner Interest              | 5,849            |
| Incentive Distribution Rights         | 71,897           |
| Total distributions received from ETP | <u>\$153,104</u> |

On March 26, 2007, ETP declared a per unit cash distribution of \$0.7875, or \$3.15 per Limited Partner Unit annually (a \$0.0188 increase per Limited Partner Unit) for the quarter ended February 28, 2007, which will be paid on April 13, 2007 to Unitholders of record at the close of business on April 6, 2007.

The total amount of ETP distributions declared (all from Available Cash from Operating Surplus) related to the six months ended February 28, 2007 was as follows:

|                               |                  |
|-------------------------------|------------------|
| Limited Partners -            |                  |
| Common Units                  | \$172,573        |
| Class E Units                 | 6,242            |
| Class G Units                 | 40,598           |
| General Partner -             |                  |
| 2% Ownership                  | 6,646            |
| Incentive Distribution Rights | 106,225          |
|                               | <u>\$332,284</u> |

Based on ETP's current quarterly distribution of \$0.7875 per unit and the number of its Common Units outstanding at February 28, 2007, the Parent Company would be entitled to receive a quarterly cash distribution of \$106,939 (or \$427,756 on an annualized basis), which consists of \$3,374 from the indirect ownership of the 2% general partner interest in ETP, \$54,345 from the indirect ownership of the incentive distribution rights in ETP, \$28,676 from the Common Units of ETP and \$20,544 from the Class G Units of ETP.

### Unit Based Compensation Plans

We follow the provisions of Statement of Financial Accounting Standards No. 123 (revised 2004) *Accounting for Stock-based Compensation* ("SFAS 123R") for the unit-based compensation plans of the Parent Company and ETP. Adoption of SFAS 123R during fiscal 2006 did not have a material effect on our net income. As provided in SFAS 123R, the Partnership values the unit awards based on the per unit grant-date market value reduced, where appropriate, by the present value of the distributions expected to be paid on the units during the requisite service period to which the award recipients are not entitled. The present value of expected service period distributions is computed based on the risk-free interest rate, the expected life of the unit grants and the expected unit distributions.

We recognized compensation expense of \$2,916 and \$5,380 for the three months ended February 28, 2007 and 2006, respectively, and \$6,080 and \$5,827 for the six months ended February 28, 2007 and 2006, respectively, related to ETP's and the Parent company's unit-based compensation plans, as described below.

### ***ETE Long-Term Incentive Plan***

Concurrently with the IPO during the second quarter of fiscal year 2006, 2,521,570 Class B Units were issued to FEM Group, L.P. (“FEM Group”), which is controlled by John W. McReynolds. Each Class B Unit represents a limited partner interest in ETE, is convertible into a Common Unit and is otherwise comparable to a Common Unit. On March 27, 2007 the Class B Units were converted to Common Units.

In addition, the Board of Directors or the Compensation Committee of the board of directors of the Partnership’s general partner (the “Compensation Committee”) may from time to time grant additional awards to employees, directors and consultants of ETE’s general partner and its affiliates who perform services for ETE. The plan provides for the following five types of awards: restricted units, phantom units, unit options, unit appreciation rights and distribution equivalent rights. The number of additional units that may be delivered pursuant to these awards is limited to 3,000,000 units, excluding the Class B Units discussed above.

On December 22, 2006, the Compensation Committee voted to award each ETE Director who is not also (i) a shareholder or a direct or indirect employee of any parent, or (ii) a direct or indirect employee of ETP LLC, ETP, or a subsidiary (“Director Participant”), who is then in office and, automatically on each September 1st thereafter, an award of Units equal to \$15 divided by the fair market value of ETE Common Units on such date (“Annual Director’s Grant”). Each award to a Director Participant will vest at the rate of one third per year, beginning on the first anniversary date of the Award; provided however, notwithstanding the foregoing, all awards to a Director Participant shall become fully vested upon a change in control, as defined by the 2004 Unit Plan. On December 22, 2006 a total of 1,948 restricted units were granted to ETE Directors, which are the only units outstanding under the ETE Long-Term Incentive Plan as of February 28, 2007.

### ***ETP Unit-Based Compensation Plans***

**Employee Grants.** ETP’s Compensation Committee, at its discretion, may from time to time grant awards to any employee, upon such terms and conditions as it may determine appropriate and in accordance with specific general guidelines as defined by the ETP 2004 Unit Plan (the “2004 Unit Plan”). All outstanding awards shall fully vest into units upon any Change in Control, as defined by the 2004 Unit Plan, or upon such terms as the ETP Compensation Committee may require at the time the award is granted.

ETP employee grants awarded under the 2004 Unit Plan will vest over a three-year period based upon the achievement of certain performance criteria. The expected life of each grant is assumed to be the minimum vesting period under certain performance criteria of each grant. Vesting occurs based upon the total return to the ETP Unitholders as compared to a group of Master Limited Partnership peer companies. One third of the awards will vest and convert to ETP Common Units annually based on achievement of the performance criteria. Management deems it probable that all units will vest; thus, compensation expense was recorded. The issuance of ETP Common Units pursuant to the 2004 Unit Plan is intended to serve as a means of incentive compensation, therefore, no consideration will be payable by the plan participants upon vesting and issuance of the ETP Common Units.

We assumed a weighted average risk-free interest rate of 4.42% for the three and six months ended February 28, 2007 in estimating the present value of the future cash flows of the distributions during the vesting period on the measurement date of each employee grant. For the employee awards outstanding as of the period ended February 28, 2007, the grant-date average per unit cash distributions were estimated to be \$5.15. Upon vesting, ETP Common Units are issued.

The following table shows the activity of the employee grants during the six months ended February 28, 2007:

|   | <u>Number of<br/>Units</u> | <u>Weighted<br/>Average<br/>Fair Value<br/>Per Unit</u> |
|---|----------------------------|---|
| Unvested awards as of August 31, 2006   | 357,750                    | \$ 24.96  |
| Awards granted                          | 399,500                    | 43.36   |
| Awards vested                           | (154,239)                  | 23.78   |
| Awards forfeited                        | (61,472)                   | 33.38   |
| Unvested awards as of February 28, 2007 | <u>541,539</u>             | <u>\$ 38.02</u>   |

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The total expected compensation expense to be recognized related to the unvested employee awards as of February 28, 2007 is \$5,960 for the remainder of fiscal year 2007, \$4,885 for fiscal year 2008, and \$1,671 for fiscal year 2009.

*Director Grants.* Each ETP Director who is not also (i) a shareholder or a direct or indirect employee of any parent, or (ii) a direct or indirect employee of ETP LLC, ETP, or a subsidiary (“Director Participant”), who is elected or appointed to the Board for the first time shall automatically receive, on the date of his or her election or appointment, an award of up to 2,000 ETP Common Units (the “Initial Director’s Grant”). Each Director Participant who is in office on September 1st shall automatically receive an award of Units equal to \$25 (as of October 2006, see below) divided by the fair market value of an ETP Common Unit on such date (“Annual Director’s Grant”). Each grant of an award to a Director Participant will vest at the rate of one third per year, beginning on the first anniversary date of the Award; provided however, notwithstanding the foregoing, (i) all awards to a Director Participant shall become fully vested upon a Change in Control, as defined by the 2004 Unit Plan, unless voluntarily waived by such Director Participant, and (ii) all awards which have not yet vested on the date a Director Participant ceases to be a director shall vest on such terms as may be determined by the ETP Compensation Committee.

We assumed a weighted average risk-free interest rate of 3.80% for the three and six months ended February 28, 2007 in estimating the present value of the future cash flows of the distributions during the vesting period on the measurement date of each Director Grant. For the Director Awards granted during the three and six months ended February 28, 2007, the grant-date average per unit cash distributions were estimated to be \$4.95.

The following table shows the activity of the Director Grants during the six months ended February 28, 2007:

|   | <u>Number of<br/>Units</u> | <u>Weighted<br/>Average<br/>Fair Value<br/>Per Unit</u> |
|---|----------------------------|---|
| Unvested awards as of August 31, 2006   | 15,951                     | \$ 22.54  |
| Awards vested                           | (7,025)                    | 22.45   |
| Awards granted                          | <u>3,240</u>               | <u>41.47</u>  |
| Unvested awards as of February 28, 2007 | <u>12,166</u>              | <u>\$ 27.63</u>   |

The total expected compensation expense to be recognized related to the unvested Director Awards as of February 28, 2007 is expected to be \$89 for the remainder of fiscal year 2007, \$60 for fiscal year 2008, and \$14 for fiscal year 2009.

On October 17, 2006, the ETP Compensation Committee recommended, following its receipt and review of an independent third-party compensation study, and the Board of Directors approved, an amendment to the 2004 Unit Plan to provide that Annual Director’s Grants shall be equal to \$25 divided by the fair market value of ETP Common Units on that date. All other Annual Director’s Grants shall be measured at September 1 of each year.

*Long-Term Incentive Grants.* The Compensation Committee of ETP may, from time to time, grant awards under the Plan to any executive officer or any employee it may designate as a participant in accordance with general guidelines under the Plan. As of February 28, 2007, there have been no Long-Term Incentive Grants made under the Plan.

### **Related Party Awards**

Through February 28, 2007, a partnership (FEM Group) controlled by our President has awarded to a new officer of ETP certain rights related to units of ETE previously issued by ETE to our President. These rights include the economic benefits of ownership of these units based on a 5-year vesting schedule whereby the employee will vest in the units at a rate of 20% per year. None of the costs related to such awards are paid by ETP or ETE. Based on GAAP covering related party transactions and unit-based compensation arrangements, ETP is recognizing non-cash compensation expense over the vesting period based on the grant date per unit market value of ETE units awarded the employee assuming no forfeitures. Awards granted for the six months ended February 28, 2007 result in a total non-cash compensation expense of approximately \$8,800 to be recognized over the related vesting period.

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For the three and six month periods ended February 28, 2007, ETP recognized non-cash compensation expense of \$354 as a result of these awards. As these units were outstanding prior to these awards, the awards do not represent an increase in the number of outstanding units of either ETP or ETE and are not dilutive to cash distributions per unit with respect to either ETP or ETE. ETP expects to recognize non-cash compensation expense as follows in future periods related to these awards:

|                          |         |
|--------------------------|---------|
| Remainder of fiscal 2007 | \$2,124 |
| Fiscal 2008              | 2,969   |
| Fiscal 2009              | 1,717   |
| Fiscal 2010              | 1,009   |
| Fiscal 2011              | 508     |
| Fiscal 2012              | 119     |

### **16. REGULATORY MATTERS, COMMITMENTS, CONTINGENCIES, AND ENVIRONMENTAL LIABILITIES:**

#### **Regulatory Matters**

On September 29, 2006, Transwestern filed revised tariff sheets under section 4(e) of the Natural Gas Act (NGA) proposing a general rate increase to be effective on November 1, 2006. On October 31, 2006, in Docket No. RP06-614 the FERC issued its Order Accepting and Suspending Tariff Sheets Subject to Refund and Establishing a Hearing and Technical Conference (Commission's October 31, 2006 Order). In this Order the Commission accepted and suspended the revised tariff sheets for the maximum five-month statutory period to be effective April 1, 2007, subject to refund, and subject to the outcome of a hearing established by this order. Transwestern and the active parties in this proceeding engaged in settlement negotiations to resolve all issues set for hearing by the Commission's October 31, 2006 Order. On March 9, 2007, Transwestern filed with the FERC its Stipulation and Agreement of Settlement (Stipulation and Agreement) which, if approved by the commission, will settle these matters. The Stipulation provides for (i) revised base tariff rates, (ii) the amortization of certain costs, including the Enron Cash Balance Plan, regulatory commission expense, post retirement benefits, the accumulated reserve adjustment regulatory asset, deferred income taxes, and certain non-PCB environmental costs, and (iii) a depreciation rate of 1.20 percent for all transmission plant facilities.

On August 1, 2002, the FERC issued an Order to Respond (August 1 Order) to Transwestern. The order required Transwestern, within 30 days of the date of the order, to provide written responses stating why the FERC should not find that: (i) Transwestern violated FERC's accounting regulations by failing to maintain written cash management agreements with Enron; and (ii) the secured loan transactions entered into by Transwestern in November 2001 were imprudently incurred and why the costs arising from such transactions should be passed on to ratepayers. On September 2, 2002, Transwestern filed a response to the August 1 Order and subsequently entered into a procedural settlement with the FERC staff that resolved, as to Transwestern, the issues raised by the August 1 Order. The FERC approved this settlement on October 31, 2002; however, a group of Transwestern's customers filed a request for clarification and/or rehearing of the FERC order approving the settlement. This customer group claimed that there is an inconsistency between the language of the settlement agreement and the language of the FERC order approving the settlement. This alleged inconsistency relates to Transwestern's ability to pass through to its ratepayers the costs of any replacement or refinancing of the secured loan transactions entered into by Transwestern in November 2001. Transwestern filed a response to the customer group's request for rehearing and/or clarification and this matter is currently awaiting FERC action. If approved, the March 9, 2007 Stipulation in Docket No. RP06-614 (discussed above) would provide for the termination of this proceeding.

The Phoenix Expansion project, as filed with FERC on September 15, 2006, includes the construction and operation of approximately 260 miles of 36-inch or larger diameter pipeline extending from Transwestern's existing mainline in Yavapai County, Arizona to delivery points in the Phoenix, Arizona area and certain looping on Transwestern's existing San Juan Lateral with approximately 25 miles of 36-inch diameter pipeline. Total project costs are estimated to be approximately \$710,000 with a projected in-service date in the third or fourth calendar quarter of 2008, subject to FERC approval. Transwestern has incurred expenditures of \$31,487 through February 28, 2007 for the Phoenix Expansion project.

## **Commitments**

As a result of the Transwestern acquisition we have additional non-cancelable operating leases for property and equipment which require annual rental payments of approximately \$3,400 through year 2009 and \$300 through year 2020. Transwestern is currently negotiating an extension of the operating lease expiring in 2009.

Total rental expense under our operating leases was approximately \$5,838 and \$12,189 for the three and six months ended February 28, 2007, respectively, and has been included in operating expenses in the condensed consolidated statements of operations.

In the normal course of our business, the Operating Partnerships purchase, process and sell natural gas pursuant to long-term contracts and enter into long-term transportation and storage agreements. Such contracts contain terms that are customary in the industry. We believe that such terms are commercially reasonable and will not have a material adverse effect on our financial position or results of operations.

On October 3, 2006, we entered into a long-term agreement with CenterPoint Energy Resources Corp (“CenterPoint”) to provide the natural gas utility with firm transportation and storage services on our HPL System located along the Texas gulf coast region. Under the terms of this agreement, CenterPoint has contracted for 129 Bcf per year of firm transportation capacity combined with 10 Bcf of working gas storage capacity in our Bammel Storage facility. Under the new agreement with CenterPoint, we will no longer need to utilize predominately all of the Bammel Storage facility’s working gas capacity for supplying CenterPoint’s winter needs. This may reduce our working capital requirements that were necessary to finance the working gas while in storage and may provide us an opportunity to offer storage to third parties. This agreement went into effect on April 1, 2007.

We assumed in our HPL acquisition a contract with a service provider which obligated us to obtain certain compression, measurement and other services through 2007 with monthly payments of approximately \$1,700. We terminated the measurement portion of this contract in October 2006 for a payment of approximately \$7,000. The remaining compression services total approximately \$800 per month through October 2007.

## **Litigation and Contingencies**

The Operating Partnerships may, from time to time, be involved in litigation and claims arising out of their respective operations in the normal course of business. Natural gas and propane are flammable, combustible gases. Serious personal injury and significant property damage can arise in connection with their transportation, storage or use. In the ordinary course of business, we are sometimes threatened with or named as a defendant in various lawsuits seeking actual and punitive damages for product liability, personal injury and property damage. We maintain liability insurance with insurers in amounts and with coverages and deductibles management believes are reasonable and prudent, and which are generally accepted in the industry. However, there can be no assurance that the levels of insurance protection currently in effect will continue to be available at reasonable prices or that such levels will remain adequate to protect us and our Operating Partnerships from material expenses related to product liability, personal injury or property damage in the future.

In re Natural Gas Royalties Qui Tam Litigation, MDL Docket No. 1293 (D. WY), Jack Grynberg, an individual, has filed actions against a number of companies, including Transwestern, now transferred to the U.S. District Court for the District of Wyoming, for damages for mis-measurement of gas volumes and Btu content, resulting in lower royalties to mineral interest owners. On October 20, 2006, the District Judge adopted in part the earlier recommendation of the Special Master in the case and ordered the dismissal of the case against Transwestern. Transwestern believes that its measurement practices conformed to the terms of its FERC Gas Tariffs, which were filed with and approved by the Commission. As a result, Transwestern believes that it has meritorious defenses to these lawsuits (including FERC-related affirmative defenses, such as the filed rate/tariff doctrine, the primary/exclusive jurisdiction of FERC, and the defense that Transwestern complied with the terms of its tariffs) and will continue to vigorously defend against them, including any appeal which may be taken from the dismissal of the Grynberg case. Transwestern does not believe the outcome of this case will have a material adverse effect on its financial position, results of operations or cash flows. A hearing is scheduled for April 24, 2007 regarding Transwestern’s Supplemental Brief for Attorneys’ fees which was filed on January 8, 2007.

Transwestern is managing one threatened trespass action related to right of way (ROW) on Tribal or allottee land. The threatened action concerns 5,100 feet of ROW on private allotments within the Laguna Pueblo that expired on December 28, 2002. Transwestern received a letter dated March 19, 2003 from the United States Department of the Interior, Bureau of Indian Affairs (BIA) on behalf of the two allottees asserting trespass. Transwestern’s legal exposure related to this matter is not currently determinable. Negotiations are ongoing on this matter.

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Another action involves an agreement with the BIA covering 44 miles of ROW on a total of 68 Navajo allotments. This ROW agreement expired on January 1, 2004. One allottee sent a letter dated January 16, 2004 to the BIA claiming Transwestern trespassed and that allottee's claim of trespass has been settled and his consent has been acquired. Transwestern resolved this matter by filing a renewal application with the BIA during October 2002. However, discussions are ongoing with the BIA to approve the renewal application.

Effective December 16, 2004, Citicorp North America, Inc. (Citicorp) claimed, in its capacity as the Paying Agent and Co-Administrative Agent, that any recovery in the litigation captioned Enron Corp. et al. v. Citigroup, Inc. et al. (the Litigation), together with legal fees and expenses incurred by Citicorp in defending the Litigation, would be indemnity obligations (the Obligations) of Transwestern under its Credit Agreement dated November 13, 2001. Under the terms of the Purchase Agreement, CCE Holdings, LLC and certain of its subsidiaries are indemnified against the Obligations by Enron and certain of its subsidiaries. In January of 2005, Enron gave notice that it would assume the defense of and indemnify CCE Holdings, LLC, against any action by Citigroup to collect from Transwestern. Discovery is ongoing in the adversary proceeding and Transwestern has not been joined in the litigation. Accordingly, Transwestern does not believe that it has any material liability from Citicorp's claims.

At the time of the HPL acquisition, AEP Energy Services Gas Holding Company II, L.L.C., HPL Consolidation LP and its subsidiaries (the "HPL Entities"), their parent companies and American Electric Power Corporation ("AEP"), were engaged in ongoing litigation with Bank of America ("B of A") that related to AEP's acquisition of HPL in the Enron bankruptcy and B of A's financing of cushion gas stored in the Bammel Storage facility ("Cushion Gas"). This litigation is referred to as the "Cushion Gas Litigation". Under the terms of the Purchase and Sale Agreement and the related Cushion Gas Litigation Agreement, AEP and its subsidiaries that were the sellers of the HPL Entities retained control of the Cushion Gas Litigation and have agreed to indemnify ETC OLP and the HPL Entities for any damages arising from the Cushion Gas Litigation and the loss of use of the Cushion Gas, up to a maximum of the amount paid by ETC OLP for the HPL Entities and the working gas inventory. The Cushion Gas Litigation Agreement terminates upon final resolution of the Cushion Gas Litigation. In addition, under the terms of the Purchase and Sale Agreement, AEP retained control of additional matters relating to ongoing litigation and environmental remediation and agreed to bear the costs of or indemnify ETC OLP and the HPL Entities for the costs related to such matters.

Following the natural gas market disruptions and related natural gas price volatility occurring in the Houston Ship Channel market around the times of the hurricanes in the fall of 2005, federal regulatory agencies commenced inquiries into certain activities during this period. Subsequently, the FERC and the Commodity Futures Trading Commission initiated investigations into whether ETP engaged in manipulative or improper trading activities in the Houston Ship Channel market around the times of the hurricanes in the Fall of 2005 as well as into certain of ETPs transportation activities. In connection with these investigations, we have responded to discovery subpoenas, and have otherwise provided information to, these agencies concerning our physical sales of natural gas and financial derivatives transactions, along with certain natural gas transportation activities, during the fall of 2005 and other periods. It is our position that our trading and transportation activities during these periods complied in all material respects with applicable rules and regulations. We anticipate that we will engage in discussions with these agencies related to their views of possible violations of applicable laws and regulations, and potential penalties related thereto, and that these discussions will involve settlement negotiations to resolve these matters. Management believes that these agencies will require a payment in order to conclude these investigations in a negotiated settlement basis. Our existing accruals for litigation and contingencies include an accrual related to these matters. At this time, we are unable to predict the final outcome of these matters.

In addition to those matters described above, we or our subsidiaries are a party to various legal proceedings and/or regulatory proceedings incidental to our businesses. For each of these matters, we evaluate the merits of the case, our exposure to the matter, possible legal or settlement strategies, the likelihood of an unfavorable outcome and the availability of insurance coverage. If we determine that an unfavorable outcome of a particular matter is probable, can be estimated and is not covered by insurance, we make an accrual for the matter. For matters that are covered by insurance, we accrue the related deductible. As new information becomes available, our estimates may change. The impact of these changes may have a significant effect on our results of operations in a single period.

The outcome of these matters cannot be predicted with certainty, and it is possible that the outcome of a particular matter will result in the payment of an amount in excess of the amount accrued for the matter. As our accrual amounts are non-cash, any cash payment of an amount in resolution of a particular matter would likely be made from cash from operations or borrowings.

As of February 28, 2007 and August 31, 2006, an accrual of \$30,275 and \$32,148, respectively, was recorded as accrued and other current liabilities on our condensed consolidated balance sheets for our contingencies and current litigation matters, excluding accruals related to environmental matters.

### **Environmental**

Our operations are subject to extensive federal, state and local environmental laws and regulations that require expenditures for remediation at operating facilities and waste disposal sites. Although we believe our operations are in substantial compliance with applicable environmental laws and regulations, risks of additional costs and liabilities are inherent in the natural gas pipeline and processing business, and there can be no assurance that significant costs and liabilities will not be incurred. Moreover, it is possible that other developments, such as increasingly stringent environmental laws, regulations and enforcement policies thereunder, and claims for damages to property or persons resulting from the operations, could result in substantial costs and liabilities. Accordingly, we have adopted policies, practices, and procedures in the areas of pollution control, product safety, occupational health, and the handling, storage, use, and disposal of hazardous materials to prevent material environmental or other damage, and to limit the financial liability, which could result from such events. However, some risk of environmental or other damage is inherent in the natural gas pipeline and processing business, as it is with other entities engaged in similar businesses.

Transwestern conducts soil and groundwater remediation at a number of its facilities. Some of the clean up activities include remediation of several compressor sites on the Transwestern system for presence of polychlorinated biphenyls (PCBs) which are not eligible for recovery in rates. The total accrued future estimated cost of remediation activities expected to continue for several years is \$13,100. Transwestern has requested recovery of the portion of soil and groundwater remediation not related to PCBs in the current rate case anticipated to become effective April 2007.

Transwestern continues to incur certain costs related to PCBs that migrated into customers' facilities. Because of the continued detection of PCBs in the customers' facilities downstream of Transwestern's Topock and Needles stations, Transwestern, as part of ongoing arrangements with customers, continues to incur costs associated with containing and removing the PCBs. Costs of these remedial activities totaled approximately \$200 for the period since acquisition. Future costs cannot be reasonably estimated because remediation activities are undertaken as claims are made by customers and former customers, and accordingly, no accrual has been established for these costs at February 28, 2007. However, such future costs are not expected to have a material impact on our financial position, results of operations or cash flows.

Environmental regulations were recently modified for United States Environmental Protection Agency's Spill Prevention, Control and Countermeasures (SPCC) program. We are currently reviewing the impact to our operations and expect to expend resources on tank integrity testing and any associated corrective actions as well as potential upgrades to containment structures. Costs associated with tank integrity testing and resulting corrective actions cannot be reasonably estimated at this time, but we believe such costs will not have a material adverse effect on our financial position, results of operations or cash flows.

In July 2001, HOLP acquired a company that had previously received a request for information from the U.S. Environmental Protection Agency (the "EPA") regarding potential contribution to a widespread groundwater contamination problem in San Bernardino, California, known as the Newmark Groundwater Contamination. Although the EPA has indicated that the groundwater contamination may be attributable to releases of solvents from a former military base located within the subject area that occurred long before the facility acquired by HOLP was constructed, it is possible that the EPA may seek to recover all or a portion of groundwater remediation costs from private parties under the Comprehensive Environmental Response, Compensation, and Liability Act (commonly called Superfund). We have not received any follow-up correspondence from the EPA on the matter since our acquisition of the predecessor company in 2001. Based upon information currently available to HOLP, it is believed that HOLP's liability if such action were to be taken by the EPA would not have a material adverse effect on our financial condition or results of operations.

In conjunction with the October 1, 2002 acquisition of the Texas and Oklahoma natural gas gathering and gas processing assets from Aquila Gas Pipeline, Aquila, Inc. agreed to indemnify ETC OLP for any environmental liabilities that arose from the operation of the assets for the period prior to October 1, 2002. Aquila also agreed to indemnify ETC OLP for 50% of any environmental liabilities that arose from the operations of Oasis Pipe Line Company prior to October 1, 2002.

We also assumed certain environmental remediation matters related to eleven sites in connection with our acquisition of HPL.

Petroleum-based contamination or environmental wastes are known to be located on or adjacent to six sites on which HOLP presently has, or formerly had, retail propane operations. These sites were evaluated at the time of their acquisition. In all cases, remediation operations have been or will be undertaken by others, and in all six cases, HOLP obtained indemnification rights for expenses associated with any remediation from the former owners or related entities. We have not been named as a potentially responsible party at any of these sites, nor have our operations contributed to the environmental issues at these sites. Accordingly, no amounts have been recorded in our February 28, 2007 or August 31, 2006 condensed consolidated balance sheets. Based on information currently available to us, such projects are not expected to have a material adverse effect on our financial condition or results of operations.

Environmental exposures and liabilities are difficult to assess and estimate due to unknown factors such as the magnitude of possible contamination, the timing and extent of remediation, the determination of our liability in proportion to other parties, improvements in cleanup technologies and the extent to which environmental laws and regulations may change in the future. Although environmental costs may have a significant impact on the results of operations for any single period, we believe that such costs will not have a material adverse effect on our financial position.

As of February 28, 2007 and August 31, 2006, an accrual on an undiscounted basis of \$17,552 and \$4,387, respectively, was recorded in our condensed consolidated balance sheets as accrued and other current liabilities and other non-current liabilities to cover material environmental liabilities related to certain matters assumed in connection with the HPL acquisition, the Transwestern acquisition, and the potential environmental liabilities for three sites that were formerly owned by Titan or its predecessors. A receivable of \$388 was recorded in our condensed consolidated balance sheets as of February 28, 2007 and August 31, 2006 to account for a predecessor's share of certain environmental liabilities of ETC OLP.

Based on information available at this time, and reviews undertaken to identify potential exposure, we believe the amount reserved for all of the above environmental matters is adequate to cover the potential exposure for clean-up costs.

In December 2003, the U.S. Department of Transportation issued a final rule requiring pipeline operators to develop integrity management programs to comprehensively evaluate their pipelines, and take measures to protect pipeline segments located in what the rule refers to as "high consequence areas." The final rule resulted from the enactment of the Pipeline Safety Improvement Act of 2002. The final rule was effective as of January 14, 2004. Based on the results of our current pipeline integrity testing programs, we estimate that compliance with this final rule for our existing transportation assets will result in capital costs of \$7,006 during the period between the remainder of calendar year 2007 to 2008, as well as operating and maintenance costs of \$8,574 during that period. Integrity testing and assessment of all of these assets will continue, and the potential exists that results of such testing and assessment could cause us to incur even greater capital and operating expenditures for repairs or upgrades deemed necessary to ensure the continued safe and reliable operation of our pipelines.

## **17. PRICE RISK MANAGEMENT ASSETS AND LIABILITIES:**

### **Accounting for Derivative Instruments and Hedging Activities**

We apply Statement of Financial Accounting Standards No. 133, *Accounting for Derivative Instruments and Hedging Activities* ("SFAS 133") as amended to account for our derivative financial instruments. This statement requires that all derivatives be recognized in the balance sheet as either an asset or liability measured at fair value. Special accounting for qualifying cash flow hedges allows a derivative's gains and losses to offset related results on the hedged item in the statement of operations and requires that a company must formally document, designate and assess the effectiveness of transactions that receive hedge accounting treatment.

Cash flows from derivatives accounted for as cash flow hedges are reported as cash flow from operating activities, in the same category as the cash flows from the items being hedged.

We use a combination of financial instruments including, but not limited to, futures, price swaps, options and basis swaps to manage our exposure to market fluctuations in the prices of natural gas and NGLs. We enter into these

financial instruments with brokers who are clearing members with NYMEX and directly with counterparties in the over-the-counter (“OTC”) market. We are subject to margin deposit requirements under the OTC agreements and NYMEX positions. NYMEX requires brokers to obtain an initial margin deposit based on an expected volume of the trade when the financial instrument is initiated. This amount is paid to the broker by both counterparties of the financial instrument to protect the broker from default by one of the counterparties when the financial instrument settles. We also have maintenance margin deposits with certain counterparties in the OTC market. The payments on margin deposits occur when the value of a derivative exceeds our pre-established credit limit with the counterparty. Margin deposits are returned to us on the settlement date. We had net deposits with derivative counterparties of \$32,970 and \$87,806 as of February 28, 2007 and August 31, 2006, respectively, reflected as deposits paid to vendors on our consolidated balance sheets.

### **Commodity Price Risk**

We are exposed to market risks related to the volatility of natural gas, NGL and propane prices. To reduce the impact of this price volatility, we primarily use derivative commodity instruments (futures and swaps) to manage our exposure to fluctuations in commodity prices. We have established a formal risk management policy in which derivative financial instruments are employed in connection with an underlying asset, liability and/or anticipated transaction. At inception of a hedge, we formally document the relationship between the hedging instrument and the hedged item, the risk management objectives, and the methods used for assessing and testing effectiveness and how any ineffectiveness will be measured and recorded. We also assess, both at the inception of the hedge and on a quarterly basis, whether the derivatives that are used in our hedging transactions are highly effective in offsetting changes in cash flows. If we determine that a derivative is no longer highly effective as a hedge, we discontinue hedge accounting prospectively by including changes in the fair value of the derivative in current earnings. Furthermore, on a bi-weekly basis, management reviews the creditworthiness of the derivative counterparties to manage against the risk of default.

The market prices used to value our financial derivatives and related transactions have been determined using independent third party prices, readily available market information, broker quotes and appropriate valuation techniques.

### *Non-trading Activities*

We utilize various exchange-traded and over-the-counter commodity financial instrument contracts to limit our exposure to margin fluctuations in natural gas, NGL and propane prices. These contracts consist primarily of futures and swaps and are recorded at fair value on the consolidated balance sheets. If we designate a derivative financial instrument as a cash flow hedge and it qualifies for hedge accounting, a change in the fair value is deferred in Accumulated Other Comprehensive Income (“OCI”) until the underlying hedged transaction occurs. Any ineffective portion of a cash flow hedge’s change in fair value is recognized each period in earnings. Realized gains and losses on derivative financial instruments that are designated as cash flow hedges are included in cost of products sold in the period the hedged transactions occur. Gains and losses deferred in OCI related to cash flow hedges remain in OCI until the underlying physical transaction occurs, unless it is probable that the forecasted transaction will not occur by the end of the originally specified time period or within an additional two-month period of time thereafter. For those financial derivative instruments that do not qualify for hedge accounting, the change in market value is recorded in cost of products sold in the consolidated statements of operations. We reclassified into earnings gains of \$119,548 and \$122,716 for the three and six months ended February 28, 2007, respectively, and gains of \$142,989 and \$41,675 for the three and six months ended February 28, 2006, respectively, related to commodity financial instruments that were previously reported in OCI.

We expect gains of \$18,038 to be reclassified into earnings over the next twelve months related to income currently reported in OCI. The amount ultimately realized, however, will differ as commodity prices change. The majority of our commodity-related derivatives are expected to settle within the next two years.

In the course of normal operations, we routinely enter into contracts such as forward physical contracts for the purchase and sale of natural gas, propane, and other NGLs, that under SFAS 133, qualify for and are designated as a normal purchase and sales contracts. Such contracts are exempted from the fair value accounting requirements of SFAS 133 and are accounted for using accrual accounting. For contracts that are not designated as normal purchase and sales contracts, the change in market value is recorded in costs of products sold in the consolidated statements of operations. In connection with the HPL acquisition, we acquired certain physical forward contracts that contain embedded options. These contracts have not been designated as normal purchase and sale contracts, and therefore, are marked to market in addition to the financial options that offset them. The Black-Scholes valuation model was used to estimate the value of these embedded options.

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### *Trading Activities*

Trading activities are monitored independently by our risk management function and must take place within predefined limits and authorizations. Certain strategies are considered trading for accounting purposes and are executed with the use of a combination of financial instruments including, but not limited to, basis contracts and gas daily contracts. The derivative contracts that are entered into for trading purposes, subject to limits, are recognized on the consolidated balance sheets at fair value. The changes in the fair value of these derivative instruments are recognized in midstream and intrastate transportation and storage revenue in the consolidated statements of operations on a net basis. Net losses associated with trading activities for the three months ended February 28, 2007 were \$1,719 and net gains for the six months ended February 28, 2007 were \$1,244. Included in the trading revenue was unrealized losses of \$6,329 and \$17,529 for the three and six months ended February 28, 2007, respectively. For the three and six months ended February 28, 2006, trading activities consisted of losses of \$2,743 and gains of \$49,837, respectively, including unrealized losses of \$25,530 and \$19,117, respectively.

The following table details the outstanding commodity-related derivatives as of February 28, 2007 and August 31, 2006, respectively:

| <u>February 28, 2007</u>             | <u>Commodity</u> | <u>Notional<br/>Volume<br/>MMBTU</u> | <u>Maturity</u> | <u>Fair<br/>Value</u> |
|--------------------------------------|------------------|--------------------------------------|-----------------|-----------------------|
| <b>Mark to Market Derivatives</b>    |                  |                                      |                 |                       |
| <i>(Non-Trading)</i>                 |                  |                                      |                 |                       |
| Basis Swaps IFERC/NYMEX              | Gas              | 23,023,316                           | 2007-2009       | \$ 3,347              |
| Swing Swaps IFERC                    | Gas              | 17,592,500                           | 2007-2008       | 1,275                 |
| Fixed Swaps/Futures                  | Gas              | (23,765,000)                         | 2007            | 25,294                |
| Forward Physical Contracts           | Gas              | (4,043,550)                          | 2007-2008       | (320)                 |
| Options                              | Gas              | (602,000)                            | 2007-2008       | 742                   |
| Forward/Swaps – in Gallons           | Propane          | 4,452,000                            | 2007            | (524)                 |
| <i>(Trading)</i>                     |                  |                                      |                 |                       |
| Basis Swaps IFERC/NYMEX              | Gas              | (3,880,000)                          | 2007-2008       | \$ 5,514              |
| Swing Swaps IFERC                    | Gas              | 68,200                               | 2007            | (6)                   |
| Forward Physical Contracts           | Gas              | —                                    | 2007            | (1,141)               |
| <b>Cash Flow Hedging Derivatives</b> |                  |                                      |                 |                       |
| <i>(Non-Trading)</i>                 |                  |                                      |                 |                       |
| Basis Swaps IFERC/NYMEX              | Gas              | 2,282,500                            | 2007            | \$ (174)              |
| Fixed Swaps/Futures                  | Gas              | 2,330,000                            | 2007            | 189                   |

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August 31, 2006:

### Mark to Market Derivatives

#### (Non-Trading)

|                            |         |              |           |            |
|----------------------------|---------|--------------|-----------|------------|
| Basis Swaps IFERC/NYMEX    | Gas     | 33,711,140   | 2006-2009 | \$ (6,247) |
| Swing Swaps IFERC          | Gas     | (37,220,448) | 2006-2008 | 2,618      |
| Fixed Swaps/Futures        | Gas     | 3,607,500    | 2006-2007 | (170)      |
| Forward Physical Contracts | Gas     | (7,986,000)  | 2006-2008 | (21,653)   |
| Options                    | Gas     | (1,046,000)  | 2006-2008 | 21,653     |
| Forward/Swaps – in Gallons | Propane | 24,066,000   | 2006-2007 | 199        |

#### (Trading)

|                            |     |             |           |           |
|----------------------------|-----|-------------|-----------|-----------|
| Basis Swaps IFERC/NYMEX    | Gas | (2,572,500) | 2006-2008 | \$ 21,995 |
| Swing Swaps IFERC          | Gas | —           | 2006      | (31)      |
| Forward Physical Contracts | Gas | (455,000)   | 2006      | (68)      |

### Cash Flow Hedging Derivatives

#### (Non-Trading)

|                         |     |              |           |            |
|-------------------------|-----|--------------|-----------|------------|
| Basis Swaps IFERC/NYMEX | Gas | (34,585,000) | 2006-2007 | \$ (2,987) |
| Fixed Swaps/Futures     | Gas | (37,872,500) | 2006-2007 | 2,043      |

Estimates related to our gas marketing activities are sensitive to uncertainty and volatility inherent in the energy commodities markets and actual results could differ from these estimates. We also attempt to maintain balanced positions in our non-trading activities to protect ourselves from the volatility in the energy commodities markets; however, net unbalanced positions can exist. Long-term physical contracts are tied to index prices. System gas, which is also tied to index prices, is expected to provide the gas required by our long-term physical contracts. When third-party gas is required to supply long-term contracts, a hedge is put in place to protect the margin on the contract. Financial contracts, which are not tied to physical delivery, will be offset with financial contracts to balance our positions. To the extent open commodity positions exist in our trading and non-trading activities, fluctuating commodity prices can impact our financial results and financial position, either favorably or unfavorably.

During the three months ended February 28, 2007 and 2006, the Partnership discontinued application of hedge accounting in connection with certain derivative financial instruments that were qualified for and designated as cash flow hedges related to forecasted sales of natural gas stored in the Partnership's Bammel storage facilities. The discontinuation resulted from management's determination that the originally forecasted sales of natural gas from the storage facilities were no longer probable of occurring by the end of the originally specified time period, or within an additional two-month period of time thereafter. The determination was made principally due to the unseasonably warm weather that occurred during February through March. One of the key criteria to achieve hedge accounting under SFAS 133 is that the forecasted transaction be probable of occurring as originally set forth in the hedge documentation. As a result, during the three months ended February 28, 2007 and 2006, the Partnership recognized previously deferred unrealized gains of \$17,848 and \$84,680 from the discontinued application of hedge accounting, which is included in the reclassification into earnings from OCI during the three and six months ended February 28, 2007 and 2006, respectively. The Partnership classified the \$17,848 and \$84,680 as costs of products sold in its consolidated statements of operations.

### Interest Rate Risk

We are exposed to market risk for changes in interest rates related to our bank credit facilities. We manage a portion of our interest rate exposures by utilizing interest rate swaps and similar arrangements which allow us to effectively convert a portion of variable rate debt into fixed rate debt.

We entered into treasury locks and interest rate swaps with a notional amount of \$300,000 during the third fiscal quarter of 2006. We elected to not apply hedge accounting to these financial instruments. Accordingly, changes in the fair value of these instruments are recorded as interest expense on the consolidated statements of operations. These instruments settled during the six months ended February 28, 2007 for a gain of \$567.

We entered into forward starting interest swaps with a notional value of \$400,000 during the three months ended August 31, 2006. The fair value of the swaps was recorded as a liability of \$14,955 and \$8,699 on the consolidated balance sheets as of February 28, 2007 and August 31, 2006, respectively. The swaps were accounted for as cash

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flow hedges under SFAS 133 and recorded as a component of OCI, to be reclassified to interest expense in the future as the related interest payments are made. These interest swaps were terminated subsequent to February 28, 2007 at a cost of approximately \$13,400.

The Parent Company had 10 year interest rate swaps with a notional amount of \$300,000 outstanding as of February 28, 2007. We elected to not apply hedge accounting to these financial instruments, accordingly, changes in fair value are accounted for in interest expense on the condensed consolidated statements of operations. The swaps had a net fair value of a liability of \$4,800 and \$404 as of February 28, 2007 and August 31, 2006, respectively, which was recorded as a component of price risk management assets and liabilities on the condensed consolidated balance sheets.

In connection with the Titan acquisition, we assumed a three year LIBOR interest rate swap with a notional amount of \$125,000. The fair value of this swap as of February 28, 2007, and August 31, 2006 was a net liability and asset of \$425 and \$519, respectively, and was recorded as a component of price risk management assets and liabilities in the consolidated balance sheet. We elected to not apply hedge accounting to these financial instruments. Accordingly, changes in the fair value of these instruments are recorded as interest expense on the condensed consolidated statements of operations.

The Parent Company entered into interest rate swaps with an aggregate notional amount of \$1,200,000 during the three months ended February 28, 2007. The Partnership elected to apply hedge accounting under SFAS 133 to swaps with a notional amount of \$700,000. The remaining notional amount of \$500,000 in swaps included a put option exercisable in 2010 and did not receive hedge accounting. The fair value of these swaps was a net asset of \$3,744 as of February 28, 2007.

We reclassified into earnings gains of \$3,482 and \$769 for the three and six months ended February 28, 2007, respectively, related to interest rate swaps that were previously reported in OCI. Losses of \$8 and gains of \$756 were reclassified into earnings for the three and six months ended February 28, 2006 related to interest rate swaps previously reported in OCI. We expect gains of \$1,974 to be reclassified into earnings over the next twelve months related to income on interest rate financial instruments currently reported in OCI. The amount ultimately realized, however, will differ as interest rates change.

The following represents gains (losses) on derivative activity for the periods presented:

|   | Three Months Ended<br>February 28, |             | Six Months Ended<br>February 28, |           |
|---|------------------------------------|-------------|----------------------------------|-----------|
|   | 2007                               | 2006        | 2007                             | 2006      |
| <b>Commodity-related</b>  |                                    |             |                                  |           |
| Unrealized gains (losses) recognized in revenues and cost of products sold related to commodity-related derivative activity excluding ineffectiveness | \$ 23,817                          | \$ (35,744) | \$ 15,885                        | \$ 37,809 |
| Ineffective portion of derivatives qualifying for hedge accounting  | (1,103)                            | 35,645      | 1,482                            | 17,323    |
| Realized gains included in revenues and cost of products sold   | 102,889                            | 109,748     | 113,866                          | 100,455   |
| <b>Interest rate swaps</b>  |                                    |             |                                  |           |
| Unrealized gains (losses) on interest rate swap included in interest expense, excluding ineffectiveness   | \$ 5,981                           | \$ —        | \$ (4,000)                       | \$ (151)  |
| Ineffective portion of derivatives qualifying for hedge accounting  | (2,390)                            | —           | (436)                            | 771       |
| Realized gains (losses) on interest rate swap included in interest expense  | 1,566                              | (8)         | 2,592                            | 135       |

### **Credit Risk**

We maintain credit policies with regard to our counterparties that we believe significantly minimize our overall credit risk. These policies include an evaluation of potential counterparties' financial condition (including credit ratings), collateral requirements under certain circumstances and the use of standardized agreements which allow for netting of positive and negative exposure associated with a single counterparty.

Our counterparties consist primarily of financial institutions, major energy companies and local distribution companies. This concentration of counterparties may impact its overall exposure to credit risk, either positively or

negatively in that the counterparties may be similarly affected by changes in economic, regulatory or other conditions. Based on our policies, exposures, credit and other reserves, management does not anticipate a material adverse effect on financial position or results of operations as a result of counterparty performance.

**18. RELATED PARTY TRANSACTIONS:**

Related company receivables and payables as of February 28, 2007 and August 31, 2006 relate to activities in the normal course of business and such amounts are immaterial.

As of February 28, 2007 and August 31, 2006, we had advances due from a propane joint venture of \$7,804 and \$3,775, respectively, which are included in intangibles and other long-term assets on our condensed consolidated balance sheets.

Our natural gas midstream and intrastate transportation and storage operations secure compression services from third parties including Energy Transfer Technologies, Ltd., of which Energy Transfer Group, LLC is the General Partner. These entities are collectively referred to as the "ETG Entities". Our Co-Chief Executive Officers have an indirect ownership in the ETG Entities. In addition, two of the General Partner's directors serve on the Board of Directors of the ETG Entities. The terms of each arrangement to provide compression services are, in the opinion of independent directors of the General Partner, no less favorable than those available from other providers of compression services. During the six months ended February 28, 2007 and 2006, we made payments totaling \$848 and \$1,813, respectively, to the ETG Entities for compression services provided to and utilized in our natural gas midstream and intrastate transportation and storage operations. As of February 28, 2007 and August 31, 2006, accounts payable to ETG related to compressor leases were not significant.

ETE's general partner will receive a \$500 per year management fee for the management of the Partnership's operations and activities. Under the terms of the shared services agreement, the Partnership will also pay ETP an annual administrative fee of \$500 for the provision of various general and administrative services for ETE's benefit. The administrative fee may increase in the second and third years by the greater of 5% or the percentage increase in the consumer price index and may also increase if ETE makes an acquisition that requires an increase in the level of general and administrative services that the Partnership receives from its general partner or its affiliates. Fees paid under this agreement during the three months ended February 28, 2007 were nominal.

See Notes 3 and 15 for discussion of other related party transactions with ETP and ETI.

**19. REPORTABLE SEGMENTS:**

As of February 28, 2007, our financial statements reflect five reportable segments:

ETC OLP:

- midstream operations
- intrastate transportation and storage operations

ET Interstate:

- interstate transportation operations

HOLP and Titan:

- retail propane operations

HOLP:

- wholesale propane operations, including the operations of MP Energy Partnership

As of December 1, 2006, with the completion of our acquisition of Transwestern, we have a new reporting segment for our interstate transportation operations. As a result, the comparability of the segment operations information is affected by this addition. The volumes and results of operations data for the three months ended February 28, 2007 include the interstate operations for the entire period. However, the three and six month volumes and results of operations do not include the interstate operations for periods prior to December 1, 2006.

Segments below the quantitative thresholds are classified as "other". None of the components of the "other" segment have ever met any of the quantitative thresholds for determining reportable segments. Management has combined the domestic wholesale propane and foreign wholesale propane segments into one segment for all periods presented in this report. The combined segment is referred to as the wholesale propane segment.

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Midstream and transportation and storage segment revenues and expenses include intersegment and intrasegment transactions, which are generally based on transactions made at market-related rates. Consolidated revenues and expenses reflect the elimination of all material intercompany transactions.

The midstream operations focus on the gathering, compression, treating, blending, processing, and marketing of natural gas, primarily on or through the Southeast Texas System, and marketing operations related to our producer services business. Revenue is primarily generated by the volumes of natural gas gathered, compressed, treated, processed, transported, purchased and sold through our pipelines (excluding the transportation pipelines) and gathering systems as well as the level of natural gas and NGL prices.

The intrastate transportation and storage operations focus on transporting natural gas through our Oasis Pipeline, ET Fuel System, East Texas Pipeline System, HPL System and Fort Worth Basin Pipeline. Revenue is typically generated from fees charged to customers to reserve firm capacity on or move gas through the pipeline on an interruptible basis. A monetary fee and/or fuel retention are also components of the fee structure. Excess fuel retained after consumption is typically valued at the first of the month published market prices and strategically sold when market prices are high. The transportation and storage operations also consist of the HPL System which generates revenue primarily from the sale of natural gas to electric utilities, independent power plants, local distribution companies, industrial end-users, and other marketing companies. The use of the Bammel storage reservoir allows us to purchase physical natural gas and then sell financial contracts at a price sufficient to cover its carrying costs and provide a gross profit margin. The HPL System also transports natural gas for a variety of third party customers.

The interstate transportation operations focus on natural gas transportation of Transwestern, which owns and operates approximately 2,400 miles of interstate natural gas pipeline system extending from Texas and Oklahoma, through the San Juan Basin to the California border. Transwestern is a major natural gas transporter to the California border and delivers natural gas from the east end of its system to Texas intrastate and Midwest markets. The revenues of this segment consist primarily of fees earned from natural gas transportation services and operational gas sales from excess gas retained.

Our retail and wholesale propane segments sell products and services to retail and wholesale customers. Intersegment sales by the foreign wholesale segment to the domestic segment are priced in accordance with the partnership agreement of MP Energy Partnership. We manage our propane segments separately as each segment involves different distribution, sale, and marketing strategies.

We evaluate the performance of our operating segments based on operating income exclusive of general partnership selling, general, administrative expenses, gain (loss) on disposal of assets, minority interests, interest expense, earnings (losses) from equity investments and income tax expense (benefit). Certain overhead costs relating to a reportable segment have been allocated for purposes of calculating operating income. Effective with the Transwestern acquisition on December 1, 2006, we began allocating administration expenses to our operating partnerships. The amounts of such allocations for the three and six months ended February 28, 2007 were approximately \$1,700 to midstream, \$1,500 to interstate transportation and \$2,500 to propane, for a total of approximately \$5,700.

The following table presents the financial information by segment for the following periods:

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|  | Three Months Ended<br>February 28, |                    | Six Months Ended<br>February 28, |                     |
|--|------------------------------------|--------------------|----------------------------------|---------------------|
|  | 2007                               | 2006               | 2007                             | 2006                |
| Volumes: (unaudited)                     |                                    |                    |                                  |                     |
| Midstream                                |                                    |                    |                                  |                     |
| Natural gas MMBtu/d – sold               | 819,611                            | 1,529,856          | 900,238                          | 1,528,616           |
| NGLs bbls/d – sold                       | 15,901                             | 9,537              | 13,723                           | 9,879               |
| Transportation and storage               |                                    |                    |                                  |                     |
| Natural gas MMBtu/d – transported        | 5,030,631                          | 4,231,797          | 4,918,191                        | 4,349,137           |
| Natural gas MMBtu/d – sold               | 1,655,278                          | 1,868,486          | 1,481,724                        | 1,709,049           |
| Interstate transportation                |                                    |                    |                                  |                     |
| Natural gas MMBtu/d – transported        | 1,728,056                          | —                  | 1,728,056                        | —                   |
| Propane gallons (in thousands)           |                                    |                    |                                  |                     |
| Retail                                   | 253,715                            | 165,758            | 394,346                          | 254,496             |
| Wholesale                                | 32,428                             | 28,243             | 55,711                           | 47,844              |
| Total gallons                            | <u>286,143</u>                     | <u>194,001</u>     | <u>450,057</u>                   | <u>302,340</u>      |
|  |                                    |                    |                                  |                     |
|  | Three Months Ended<br>February 28, |                    | Six Months Ended<br>February 28, |                     |
|  | 2007                               | 2006               | 2007                             | 2006                |
| Revenues:                                |                                    |                    |                                  |                     |
| Midstream                                | \$ 624,245                         | \$1,205,027        | \$1,232,428                      | \$ 2,754,855        |
| Eliminations                             | (297,620)                          | (611,989)          | (654,212)                        | (1,518,793)         |
| Intrastate transportation and storage    | 1,108,055                          | 1,490,265          | 1,918,908                        | 3,055,775           |
| Interstate transportation (see Note 3)   | 58,158                             | —                  | 58,158                           | —                   |
| Retail propane and other propane related | 529,555                            | 332,147            | 824,794                          | 514,178             |
| Wholesale propane                        | 39,209                             | 32,958             | 68,246                           | 56,899              |
| Other                                    | 878                                | 1,408              | 2,603                            | 3,522               |
| Total revenues                           | <u>\$2,062,480</u>                 | <u>\$2,449,816</u> | <u>\$3,450,925</u>               | <u>\$ 4,866,436</u> |
| Cost of Sales:                           |                                    |                    |                                  |                     |
| Midstream                                | \$ 573,712                         | \$1,160,557        | \$1,132,430                      | \$ 2,597,427        |
| Eliminations                             | (297,620)                          | (611,989)          | (654,212)                        | (1,518,793)         |
| Intrastate transportation and storage    | 862,617                            | 1,236,485          | 1,544,474                        | 2,665,788           |
| Retail propane and other propane related | 311,364                            | 193,845            | 486,714                          | 302,315             |
| Wholesale propane                        | 35,684                             | 29,426             | 63,225                           | 51,711              |
| Other                                    | 59                                 | 507                | 528                              | 1,010               |
| Total cost of sales                      | <u>\$1,485,816</u>                 | <u>\$2,008,831</u> | <u>\$2,573,159</u>               | <u>\$ 4,099,458</u> |

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|   |                   |                  |                   |                  |
|---|-------------------|------------------|-------------------|------------------|
| <b>Depreciation and Amortization:</b>                                 |                   |                  |                   |                  |
| Midstream   | \$ 6,550          | \$ 4,866         | \$ 12,155         | \$ 9,536         |
| Intrastate transportation and storage                                 | 14,083            | 13,131           | 28,449            | 24,934           |
| Interstate transportation   | 9,654             | —                | 9,654             | —                |
| Retail propane and other propane related                              | 17,937            | 13,744           | 34,528            | 26,954           |
| Wholesale propane   | 191               | 223              | 368               | 407              |
| Other   | —                 | 106              | 125               | 206              |
| Total depreciation and amortization                                   | <u>\$ 48,415</u>  | <u>\$ 32,070</u> | <u>\$ 85,279</u>  | <u>\$ 62,037</u> |
| <b>Operating income (loss):</b>                                       |                   |                  |                   |                  |
| Midstream   | \$ 24,063         | \$ 25,870        | \$ 54,647         | \$ 118,893       |
| Intrastate transportation and storage                                 | 180,745           | 186,088          | 240,475           | 253,292          |
| Interstate transportation   | 34,112            | —                | 34,112            | —                |
| Retail propane and other propane related                              | 114,314           | 70,255           | 132,172           | 80,734           |
| Wholesale propane   | 1,247             | 1,825            | 1,545             | 2,207            |
| Other   | 419               | (68)             | 373               | 220              |
| Selling general and administrative expenses not allocated to segments | (3,049)           | (60,257)         | (8,386)           | (63,767)         |
| Total operating income  | <u>351,851</u>    | <u>223,713</u>   | <u>454,938</u>    | <u>391,579</u>   |
| <b>Other items not allocated by segment:</b>                          |                   |                  |                   |                  |
| Interest expense  | (65,077)          | (39,096)         | (133,624)         | (78,239)         |
| Equity in earnings (losses) of affiliates                             | (514)             | 106              | 4,373             | (168)            |
| Gain (loss) on disposal of assets                                     | (3,229)           | 662              | (1,285)           | 534              |
| Loss on extinguishment of debt  | —                 | (5,060)          | —                 | (5,060)          |
| Interest and other income, net  | 1,652             | 2,432            | 3,169             | 3,496            |
| Income tax expense  | (2,576)           | (3,289)          | (5,449)           | (24,976)         |
| Minority interests  | (134,751)         | (155,033)        | (143,726)         | (223,130)        |
|   | <u>(204,495)</u>  | <u>(199,278)</u> | <u>(276,542)</u>  | <u>(327,543)</u> |
| Net income  | <u>\$ 147,356</u> | <u>\$ 24,435</u> | <u>\$ 178,396</u> | <u>\$ 64,036</u> |

|  | Six Months Ended<br>February 28, |                   |
|--|----------------------------------|-------------------|
|  | 2007                             | 2006              |
| <b>Additions to Property, Plant and Equipment, including acquisitions (accrual basis):</b> |                                  |                   |
| Midstream  | \$ 114,005                       | \$ 10,245         |
| Intrastate transportation and storage  | 456,785                          | 235,391           |
| Interstate transportation  | 1,269,051                        | —                 |
| Retail propane and other propane related   | 44,503                           | 32,554            |
| Wholesale propane  | 30                               | 298               |
| Other  | 839                              | 1,973             |
| Total  | <u>\$1,885,213</u>               | <u>\$ 280,461</u> |

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|  | <u>February 28,<br/>2007</u> | <u>August 31,<br/>2006</u> |
|--|------------------------------|----------------------------|
| Total Assets:                            |                              |                            |
| Midstream                                | \$ 786,997                   | \$ 828,770                 |
| Intrastate transportation and storage    | 3,519,898                    | 3,317,781                  |
| Interstate transportation                | 1,554,586                    | —                          |
| Retail propane and other propane related | 1,727,385                    | 1,619,732                  |
| Wholesale propane                        | 37,009                       | 39,816                     |
| Other                                    | 161,358                      | 118,042                    |
| Total                                    | <u>\$7,787,233</u>           | <u>\$ 5,924,141</u>        |

20. **SUPPLEMENTAL FINANCIAL STATEMENT INFORMATION:**

Following are the stand-alone financial statements of the Parent Company as of February 28, 2007 and August 31, 2006 and for the three and six-month periods ended February 28, 2007 and 2006 which are included to provide additional information with respect to the Parent Company's financial position, results of operations and cash flows on a stand-alone basis:

## BALANCE SHEETS

|  | February 28,<br>2007 | August 31,<br>2006 |
|--|----------------------|--------------------|
| <b>ASSETS</b>                                      |                      |                    |
| CURRENT ASSETS:                                    |                      |                    |
| Cash and cash equivalents                          | \$ 13,962            | \$ 135             |
| Accounts receivable from related companies         | 22,202               | 752                |
| Price risk management assets                       | 3,806                | 711                |
| Prepaid expenses and other                         | 644                  | 301                |
| Total current assets                               | 40,614               | 1,899              |
| ADVANCES TO AND INVESTMENT IN AFFILIATES           | 1,505,870            | 663,245            |
| INTANGIBLES AND OTHER ASSETS, net                  | 14,106               | 3,344              |
| Total assets                                       | <u>\$1,560,590</u>   | <u>\$668,488</u>   |
| <b>LIABILITIES AND PARTNERS' CAPITAL (DEFICIT)</b> |                      |                    |
| CURRENT LIABILITIES:                               |                      |                    |
| Accounts payable                                   | \$ —                 | \$ 386             |
| Accounts payable to affiliates                     | 1,006                | 736                |
| Accrued interest                                   | 15,797               | 4,105              |
| Accrued and other current liabilities              | 1,596                | 104                |
| Total current liabilities                          | 18,399               | 5,331              |
| LONG-TERM DEBT, less current maturities            | 1,726,500            | 616,291            |
| OTHER NON-CURRENT LIABILITIES                      | 4,268                | 1,115              |
| COMMITMENTS AND CONTINGENCIES                      | <u>1,749,167</u>     | <u>622,737</u>     |
| PARTNERS' CAPITAL (DEFICIT):                       |                      |                    |
| General Partner                                    | 91                   | (69)               |
| Limited Partners                                   |                      |                    |
| Common Unitholders                                 | (250,817)            | (9,586)            |
| Class B Unitholders                                | 53,715               | 53,130             |
| Accumulated other comprehensive income             | 8,434                | 2,276              |
| Total partners' capital (deficit)                  | <u>(188,577)</u>     | <u>45,751</u>      |
| Total liabilities and partners' capital (deficit)  | <u>\$1,560,590</u>   | <u>\$668,488</u>   |

## STATEMENTS OF OPERATIONS

|   | Three Months Ended |                  | Six Months Ended  |                  |
|---|--------------------|------------------|-------------------|------------------|
|   | February 28,       |                  | February 28,      |                  |
|   | 2007               | 2006             | 2007              | 2006             |
| SELLING, GENERAL AND ADMINISTRATIVE EXPENSE | \$ (3,609)         | \$ (54,067)      | \$ (5,308)        | \$ (54,756)      |
| OTHER INCOME (EXPENSE):                     |                    |                  |                   |                  |
| Equity in earnings of affiliates            | 174,790            | 93,948           | 234,769           | 144,881          |
| Interest expense                            | (24,299)           | (10,555)         | (51,379)          | (21,299)         |
| Loss on extinguishment of debt              | —                  | (5,060)          | —                 | (5,060)          |
| Other, net                                  | 474                | 169              | 314               | 270              |
| NET INCOME                                  | 147,356            | 24,435           | 178,396           | 64,036           |
| GENERAL PARTNER'S INTEREST IN NET INCOME    | 467                | 144              | 612               | 392              |
| LIMITED PARTNERS' INTEREST IN NET INCOME    | <u>\$ 146,889</u>  | <u>\$ 24,291</u> | <u>\$ 177,784</u> | <u>\$ 63,644</u> |

## STATEMENTS OF CASH FLOWS

|   | Six Months Ended |                |
|---|------------------|----------------|
|   | February 28,     |                |
|   | 2007             | 2006           |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>            |                  |                |
| Net income  | \$ 178,396       | \$ 64,036      |
| Undistributed earnings of affiliates                    | (84,935)         | (78,544)       |
| Change in operating assets and liabilities              | (6,739)          | (481)          |
| Non-cash compensation on unit grants                    | 9                | 52,953         |
| Amortization of finance costs charged to interest       | 1,128            | —              |
| Net cash flows provided by operating activities         | 87,859           | 37,964         |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>            |                  |                |
| Cash invested in subsidiaries                           | (1,200,000)      | (132,387)      |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>            |                  |                |
| Proceeds from borrowings                                | 1,252,176        | —              |
| Principal payments on debt                              | (212,659)        | (223,000)      |
| Equity offering   | 212,455          | 474,741        |
| Redemption of Common Units in IPO                       | —                | (131,620)      |
| Cash distributions to partners                          | (114,152)        | (34,225)       |
| Debt issuance costs                                     | (11,852)         | —              |
| Net cash provided by financing activities               | 1,125,968        | 85,896         |
| <b>INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b> | <b>13,827</b>    | <b>(8,527)</b> |
| <b>CASH AND CASH EQUIVALENTS, beginning of period</b>   | <b>135</b>       | <b>8,527</b>   |
| <b>CASH AND CASH EQUIVALENTS, end of period</b>         | <b>\$ 13,962</b> | <b>\$ —</b>    |

**21. SUBSEQUENT EVENTS:**

On March 2, 2007 the Parent Company issued approximately 5.0 million Common Units in a private placement to a group of institutional investors. The units were issued at a price of \$31.96 per unit resulting in net proceeds of approximately \$160,000 to the Parent Company. The proceeds were used to repay Parent Company indebtedness. Investors were granted registration rights with respect to these units.

In March 2007 ETP entered into interest rate swaps with an aggregate notional amount of \$600,000 with various financial institutions in anticipation of a debt offering in the fourth fiscal quarter of 2007.

On May 1, 2007, ETP will hold a special meeting of its Common Unitholders, entitled to vote as of the record date of April 2, 2007, to approve (i) a change in the terms of the Partnership's Class G Units to provide that each Class G Unit is convertible into one Common Unit and (ii) the issuance of additional Common Units upon such conversion.

The conversion of these Class G Units would be on a one-to-one basis, resulting in a greater number of Common Units outstanding, but not an increase in the overall number of ETP units. Accordingly, on an overall basis, the conversion would not be dilutive to the Partnership's existing Common Unitholders. The Board of Directors has recommended that ETP's Common Unitholders approve these matters.

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION  
AND RESULTS OF OPERATIONS**

**(Tabular dollar amounts, except per unit data, are in thousands)**

Energy Transfer Equity, L.P. is a Delaware limited partnership, whose Common Units are publicly traded on the New York Stock Exchange ("NYSE") under the ticker symbol "ETE". ETE was formed in September 2002 and completed its IPO of 24,150,000 Common Units in February 2006.

The following is a discussion of our historical consolidated financial condition and results of operations, and should be read in conjunction with our historical consolidated financial statements and accompanying notes thereto included elsewhere in this Quarterly Report on Form 10-Q and our Annual Report on Form 10-K for the fiscal year ended August 31, 2006 filed with the Securities and Exchange Commission on November 29, 2006. Our Management's Discussion and Analysis includes forward-looking statements that are subject to risk and uncertainties. Actual results may differ substantially from the statements we make in this section due to a number of factors.

Unless the context requires otherwise, references to "we," "us," "our," and "ETE" shall mean Energy Transfer Equity, L.P. and its consolidated subsidiaries, which include Energy Transfer Partners, L.P. ("ETP"), Energy Transfer Partners G.P., L.P. ("ETP GP"), the General Partner of ETP, and ETP GP's General Partner, Energy Transfer Partners, L.L.C. ("ETP LLC"). References to "the Parent Company" shall mean Energy Transfer Equity, L.P. on a stand-alone basis.

**Overview**

Currently, the Parent Company's business operations are conducted only through ETP's wholly-owned subsidiary Operating Partnerships, ETC OLP, a Texas limited partnership engaged in midstream and intrastate transportation and natural gas storage operations, Energy Transfer Interstate Holdings, LLC ("ET Interstate"), the parent company of Transwestern Pipeline Company, LLC ("Transwestern"), a Delaware limited liability company engaged in interstate transportation of natural gas, HOLP, a Delaware limited partnership engaged in retail and wholesale propane operations, and Titan, a Delaware limited partnership engaged in retail propane operations. ETC OLP, Transwestern, HOLP and Titan are collectively referred to as "the Operating Partnerships".

**Parent Company – Energy Transfer Equity, L.P.**

The principal sources of cash flow for the Parent Company are distributions it receives from its direct and indirect investments in limited and general partner interests of ETP. The Parent Company's primary cash requirements are for general and administrative expenses, debt service and distributions to its general and limited partners. The Parent Company-only assets and liabilities are not available to satisfy the debts and other obligations of ETP or the Operating Partnerships.

The Parent Company's long-term debt increased significantly during the six months ended February 28, 2007 as a result of debt incurred to finance the acquisition of Class G limited partner units of ETP. The purchase of Class G Units increased the Parent Company's ownership of ETP limited partner interests from approximately 33% to approximately 46%.

In order to fully understand the financial condition and results of operations of the Parent Company on a stand-alone basis, we have included discussions of Parent Company matters apart from those of our consolidated group.

**Consolidated Operations**

*Midstream and Intrastate Transportation and Storage Segments*

Through ETC OLP, we own and operate intrastate natural gas gathering and transportation pipelines, natural gas treating and processing assets located in Texas and Louisiana, and three natural gas storage facilities located in Texas. These assets include approximately 12,200 miles of intrastate pipeline in service, with an additional 500 miles of intrastate pipeline under construction.

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Our midstream segment results are derived primarily from margins we realize for natural gas volumes that are gathered, transported, purchased and sold through our pipeline systems, processed at our processing and treating facilities, and the volumes of NGLs processed at our facilities. We also market natural gas on our pipeline systems in addition to other pipeline systems to realize incremental revenue on gas purchased, increase pipeline utilization and provide other services that are valued by our customers. In addition and in accordance with our commodity risk management policy, we generate income from limited trading activities. Our trading activities include purchasing and selling natural gas and the use of financial instruments, including basis and gas daily contracts.

Our intrastate transportation and storage segment consists of natural gas gathering and intrastate transportation pipelines as well as three natural gas storage facilities with approximately 78 Bcf in storage capacity. The results from our transportation and storage segment are primarily derived from the fees we charge to transport natural gas on our pipelines, including a fuel retention component. We also generate revenues and margin from the sale of natural gas to electric utilities, independent power plants, local distribution companies, industrial end-users, and other marketing companies on the HPL System. Generally, HPL purchases its natural gas from either the market (including purchases from our midstream segment's producer services) and from producers at the wellhead. To the extent the natural gas comes from producers, it is purchased at a discount to a specified price and resold to customers at the index price.

We also utilize our Bammel storage reservoir to engage in natural gas storage transactions in which we seek to find and profit from pricing differences that occur over time. We purchase physical natural gas and then sell financial contracts at a price sufficient to cover our carrying costs and provide for a gross profit margin.

As a result of our trading activities and the use of derivative financial instruments that may not qualify for hedge accounting in our midstream and transportation and storage segments, the degree of earnings volatility that can occur may be significant, favorably or unfavorably, from period to period. We attempt to manage this volatility through the use of daily position and profit and loss reports provided to our risk management committee, which includes members of senior management, and predefined limits and authorizations set forth by our risk management policy as discussed in Note 17 in the accompanying condensed consolidated financial statements.

### *Interstate Transportation Segment*

In connection with the acquisition of Transwestern on December 1, 2006, we also own 2,400 miles of interstate pipelines. The operating results for Transwestern are included in our results on a consolidated basis as of the acquisition date (December 1, 2006).

Transwestern is an open-access natural gas interstate pipeline extending approximately 2,400 miles from the gas producing regions of West Texas, Oklahoma, eastern and northwest New Mexico and southern Colorado primarily to pipeline interconnects off the east end of its system and to the California market. Transwestern has access to three significant gas basins: the Permian Basin in West Texas and eastern New Mexico; the San Juan Basin in northwest New Mexico and southern Colorado; and the Anadarko Basin in the Texas and Oklahoma panhandle.

Natural gas sources from the San Juan basin and surrounding producing areas can be delivered to connecting pipelines and natural gas market hubs in the east as well as markets to the west like California. Transwestern's customers include local distribution companies, producers, marketers, electric power generators and industrial end-users.

Transwestern earns the majority of its revenue by entering into firm transportation contracts, reserving capacity for customers to transport natural gas in its pipelines, whereby customers pay for the transportation capacity on a system regardless of whether it is utilized. It also earns variable revenue from charges assessed on each unit of transportation provided. In addition, to the extent that the gas retained by Transwestern for the operation of its pipeline system is not consumed in its systems' compressors, it is sold as operational gas when conditions warrant.

FERC regulates our interstate natural gas pipeline interests. Transwestern transports natural gas in interstate commerce. As a result, Transwestern qualifies as a "natural gas company" under the Natural Gas Act and is subject to the regulatory jurisdiction of FERC. In general, FERC has authority over natural gas companies that provide natural gas pipeline transportation services in interstate commerce, and its authority to regulate those services includes:

- rate structures;
- rates of return on equity;
- recovery of costs;
- the services that our regulated assets are permitted to perform;

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- the acquisition, construction and disposition of assets; and
- to an extent, the level of competition in that regulated industry.

Under the Natural Gas Act, FERC has authority to regulate natural gas companies that provide natural gas pipeline transportation services in interstate commerce. Its authority to regulate those services includes the rates charged for the services, terms and conditions of service, certification and construction of new facilities, the extension or abandonment of services and facilities, the maintenance of accounts and records, the acquisition and disposition of facilities, the initiation and discontinuation of services, and various other matters. Natural gas companies may not charge rates that have been determined not to be just and reasonable by FERC. In addition, FERC prohibits natural gas companies from unduly preferring or unreasonably discriminating against any person with respect to pipeline rates or terms and conditions of service.

The rates, terms and conditions of service provided by natural gas companies are required to be on file with FERC in FERC-approved tariffs. Pursuant to FERC's jurisdiction over rates, existing rates may be challenged by complaint and proposed rate increases may be challenged by protest. We cannot assure you that FERC will continue to pursue its approach of pro-competitive policies as it considers matters such as pipeline rates and rules and policies that may affect rights of access to natural gas transportation capacity, transportation and storage facilities. Any successful complaint or protest against Transwestern's FERC-approved rates could have an adverse impact on our revenues associated with providing transmission services on Transwestern's pipelines.

### *Retail and Wholesale Propane Segments*

Our propane related segments are operated by HOLF, Titan and their respective subsidiaries engaged in the sale, distribution and marketing of propane and other related products through their retail and wholesale segments, (the propane segments). HOLF and Titan derive their revenue primarily from the retail propane segment. We believe that we are the third largest retail propane marketer in the United States, based on retail gallons sold. We serve more than one million propane customers from 442 customer service locations in 41 states.

The propane segments are margin-based businesses in which gross profits depend on the excess of sales price over propane supply cost. The market price of propane is often subject to volatile changes as a result of supply or other market conditions over which we have no control. Product supply contracts are generally one-year agreements subject to annual renewal and generally permit suppliers to charge posted prices (plus transportation costs) at the time of delivery or the current prices established at major delivery points. Since rapid increases in the wholesale cost of propane may not be immediately passed on to retail customers, such increases could reduce gross profits. We generally have attempted to reduce price risk by purchasing propane on a short-term basis. We have on occasion purchased for future resale significant volumes of propane for storage during periods of low demand, which generally occur during the summer months, at the then current market price, both at our customer service locations and in major storage facilities. In particular, our propane business is largely seasonal and dependent upon weather conditions in our service areas.

Historically, approximately two-thirds of our retail propane volume and substantially all of our propane-related operating income is attributable to sales during the six-month peak-heating season of October through March. This generally results in higher operating revenues and net income in the propane segments during the period from October through March of each year, and lower operating revenues and either net losses or lower net income during the period from April through September of each year. Consequently, sales and operating profits for the propane segments are concentrated in our first and second fiscal quarters; however, cash flow from operations is generally greatest during our second and third fiscal quarters when customers pay for propane purchased during the six-month peak-heating season. Sales to industrial and agricultural customers are much less weather sensitive.

A substantial portion of our propane is used in the heating-sensitive residential and commercial markets causing the temperatures in our areas of operations, particularly during the six-month peak-heating season, to have a significant effect on the financial performance of our propane operations. In any given area, sustained warmer-than-normal temperatures will tend to result in reduced propane use, while sustained colder-than-normal temperatures will tend to result in greater propane use. We use information about normal temperatures to help us understand how temperatures that are colder or warmer than normal affect historical results of operations and in preparing forecasts related to our future operations.

The retail propane segment's gross profit margins are not only affected by weather patterns, but also vary according to customer mix. Sales to residential customers generate higher margins than sales to certain other customer groups, such as commercial or agricultural customers. The wholesale propane segment's margins are substantially lower than retail margins. In addition, propane gross profit margins vary by geographical region. Accordingly, a change in customer or geographic mix can affect propane gross profit without necessarily affecting total revenues.

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Amounts discussed below reflect 100% of the results of MP Energy Partnership, a Canadian general partnership in which HOLP owns a 60% interest.

### *Trends and Outlook*

We believe our natural gas operations are positioned to provide increasing operating results based on the current levels of contracted and expected capacity to be taken by our customers, our expansion plans that we expect to complete in fiscal year 2007, and incremental earnings related to the recently acquired Transwestern operations.

We also expect our propane-related segment to realize overall volume increases during fiscal year 2007 due to the effects of the Titan acquisition. However, continued warmer than normal weather will negatively impact volumes. We expect to be able to offset the impact of weather-related reduced volumes with reduced operating costs and improved gross margins to the extent our marketplace will allow it. We also plan to continue our active propane acquisition strategy and to expand our internal growth initiatives.

### *Recent Developments*

*Transwestern Pipeline.* On November 1, 2006, pursuant to agreements entered into with GE Energy Financial Services (“GE”) and Southern Union Company (“Southern Union”), we acquired the member interests in CCE Holdings, LLC (“CCEH”) from GE and certain other investors for \$1.0 billion. We financed a portion of the CCEH purchase price with the proceeds from our issuance of approximately 26.1 million Class G Units to Energy Transfer Equity, L.P. simultaneous with the closing on November 1, 2006. The member interests acquired represented a 50% ownership in CCEH.

On December 1, 2006, in a second and related transaction, CCEH redeemed ETP’s 50% interest ownership in CCEH in exchange for 100% ownership of Transwestern Pipeline Company, LLC (“Transwestern”) which owns the Transwestern Pipeline, a 2,400 mile interstate natural gas pipeline. Following the final step, Transwestern became a new operating subsidiary and separate segment of ETP. Our total acquisition cost for Transwestern, including assumed debt, was approximately \$1.537 billion, including our basis of \$956.3 million in CCEH (see Note 3 to the condensed consolidated financial statements).

*Midcontinent Express Pipeline.* On December 13, 2006, we announced that we had entered into an agreement with Kinder Morgan Energy Partners, L.P. for a 50/50 joint development of the Midcontinent Express Pipeline (“MEP”). The approximately 500-mile pipeline, which will originate near Bennington, Oklahoma, be routed through Perryville, Louisiana, and terminate at an interconnect with Transco in Butler, Alabama, will have an initial capacity of 1.4 Bcf per day. Pending necessary regulatory approvals, the approximately \$1.3 billion pipeline project is expected to be in service by February 2009. MEP has prearranged binding commitments from multiple shippers for 800,000 dekatherms per day which includes a binding commitment from Chesapeake Energy Marketing, Inc., an affiliate of Chesapeake Energy Corporation for 500,000 dekatherms per day. MEP has executed a firm capacity lease agreement for up to 500,000 dekatherms per day with Enogex, a subsidiary of OGE Energy, an Oklahoma intrastate pipeline, to provide a seamless transportation path from various locations in Oklahoma into and through MEP. The new pipeline will also interconnect with Natural Gas Pipeline Company of America, a wholly-owned subsidiary of Kinder Morgan, Inc., and with our previously announced 36-inch pipeline extending from the Barnett Shale and interconnecting with our Texoma pipeline near Paris, Texas.

*42-inch Pipeline Project.* On March 29, 2007 the Partnership announced the completion of the final phase of its 42-inch pipeline construction project. This final phase connects the Partnership’s 36-inch North Texas Pipeline (NTP), the Partnership’s Barnett Shale pipeline system, and the Partnership’s Bethel Storage Facility to the Carthage Hub and other intrastate and interstate pipelines. This phase completes the previously announced 243 mile 42-inch pipeline project and provides the Partnership and its customers with over 1 Bcf of additional take-away capacity out of the Barnett Shale and Bossier Sands producing areas of Texas.

The completion of the 42-inch pipeline establishes the Partnership as the leader in the intrastate pipeline arena with connections to Texas’ major marketing hubs including Katy, Waha, Carthage, Houston Ship Channel and Agua Dulce, as well as to the city gates of Texas’ major cities, including Houston, San Antonio, Austin and Dallas-Ft. Worth. The 42-inch pipeline provides cities, Ship Channel markets, power plants and other consumers throughout the State with significantly greater access to the major producing regions in Texas including the Permian Basin, the Gulf Coast, the Barnett Shale, the Austin Chalk and the Bossier Sands. With this 42-inch completion, the Partnership is capable of providing producers in Texas with unprecedented market flexibility to access both intrastate and interstate pipelines.

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The Partnership will begin construction this summer of its next previously announced 42-inch pipeline project, the Southeast Bossier 42-inch Expansion. This project consists of approximately 157 miles of predominately 42-inch pipe connecting the Partnerships 30-inch and 42-inch pipelines with the 30-inch Texoma line north of Beaumont. The Southeast Bossier 42-inch Expansion is expected to be completed by the 1st calendar quarter of 2008.

*North Texas Gathering System.* In December 2006 we purchased a gathering system in north Texas for \$32 million. The purchase and sale agreement for the gathering system in north Texas also has a contingent payment not to exceed \$21 million to be determined two years after the closing date. We will record the required adjustment to the purchase price allocation when the amount of the actual contingent consideration is determinable beyond a reasonable doubt. The gathering system consists of approximately 36 miles of pipeline and has an estimated capacity of 70 MMcf/d. We expect the gathering system will allow us to continue expanding in the Barnett Shale area of north Texas.

*Rate Case.* On September 29, 2006, Transwestern filed revised tariff sheets under section 4(e) of the Natural Gas Act (NGA) proposing a general rate increase to be effective on November 1, 2006. On October 31, 2006, in Docket No. RP06-614 the FERC issued its Order Accepting and Suspending Tariff Sheets Subject to Refund and Establishing a Hearing and Technical Conference (Commission's October 31, 2006 Order). In this Order the Commission accepted and suspended the revised tariff sheets for the maximum five-month statutory period to be effective April 1, 2007, subject to refund, and subject to the outcome of a hearing established by this order. Transwestern and the active parties in this proceeding engaged in settlement negotiations to resolve all issues set for hearing by the Commission's October 31, 2006 Order. On March 9, 2007, Transwestern filed with the FERC its Stipulation and Agreement of Settlement (Stipulation and Agreement) which, if approved by the commission, will settle these matters. The Stipulation provides for (i) revised base tariff rates, (ii) the amortization of certain costs, including the Enron Cash Balance Plan, regulatory commission expense, post retirement benefits, the accumulated reserve adjustment regulatory asset, deferred income taxes, and certain non-PCB environmental costs, and (iii) a depreciation rate of 1.20 percent for all transmission plant facilities.

### Analytical Analysis

The comparability of our condensed consolidated financial statements is affected by the Parent Company's purchase of Common Units and Class F Units (subsequently converted to Common Units) of ETP in February 2006, the Parent Company's purchase of Class G Units of ETP in November 2006, ETP's 100% acquisition of Transwestern on December 1, 2006, and the acquisitions of 50% of CCEH in November 2006 and Titan in June 2006 (see Note 3 to our condensed consolidated financial statements). The comparability is also affected by natural gas prices, mainly in our producer services' revenues and natural gas sales on our HPL system. Excluding the impact from volumetric changes, our revenues in these areas are affected by changes in natural gas prices. Since we buy and sell natural gas primarily based on either first of month index prices, gas daily average prices or a combination of both, our revenues tend to be higher when natural gas prices are high and our revenues tend to be lower when natural gas prices are lower. However, a change in natural gas prices is only one of several elements that impact our overall margin. Other factors include, but are not limited to, volumetric changes, our hedging strategies and the use of financial instruments, fee-based revenues, trading activities, and basis differences between market hubs.

The acquisition of Transwestern resulted in a significant increase in our property, plant and equipment, intangible assets and goodwill from August 31, 2006 to February 28, 2007 (see Note 3 to the condensed consolidated financial statements). The increase from August 31, 2006 to February 28, 2007 in our long-term debt was due to the Transwestern acquisition and borrowings to finance the Parent Company's purchase of Class G Units from ETP.

A summary of the effect on the Parent Company's ownership of ETP limited partner interests through the unit acquisitions noted above is as follows:

- February 2006 – The purchase of 1,069,850 Common and 2,570,150 Class F Units increased the ownership of limited partner interests from approximately 31% to approximately 33%.
- November 2006 – The purchase of 26,086,950 Class G Units increased the ownership of limited partner interests from approximately 33% to approximately 46%.

ETP is consolidated in the accompanying financial statements. As a result, the effect of these transactions is reflected primarily in the "minority interest" caption on the condensed consolidated balance sheets and results of operations.

**Operating Data****Comparative Results for the Three and Six Months Ended February 28, 2007 and 2006**

Volumes of natural gas sales, NGL sales including propane, and natural gas transported by our midstream, intrastate transportation and storage, retail propane, and wholesale propane segments are as follows:

*Midstream*

|                     | Three Months Ended<br>February 28, |           | Increase<br>(Decrease) | Six Months Ended<br>February 28, |           | Increase<br>(Decrease) |
|---------------------|------------------------------------|-----------|------------------------|----------------------------------|-----------|------------------------|
|                     | 2007                               | 2006      |                        | 2007                             | 2006      |                        |
| Natural gas MMBtu/d | 819,611                            | 1,529,856 | (710,245)              | 900,238                          | 1,528,616 | (628,378)              |
| NGLs Bbls/d         | 15,901                             | 9,537     | 6,364                  | 13,723                           | 9,879     | 3,844                  |

- For the three months ended February 28, 2007, the decrease in natural gas volumes was principally due to less favorable market conditions during the fiscal 2007 period resulting in lower sales volumes conducted by our producer services' operations. Our NGL sales volumes vary due to our ability to by-pass our processing plants when conditions exist that make it less favorable to process and extract NGLs from our processing plants. The increase in NGL sales volumes is principally due to favorable market conditions to process and extract NGLs during the three months ended February 28, 2007 compared to the same period last year and the completion of our Johnson County processing plants during the 2007 fiscal period.

For the six months ended February 28, 2007, the decrease in natural gas volumes was principally due to less favorable market conditions during the fiscal 2007 period. The increase in NGL sales volumes is principally due to favorable market conditions to process and extract NGLs during the 2007 fiscal period compared to the same period last year and the completion of our Johnson County processing plants in the 2007 fiscal period.

*Intrastate Transportation and Storage*

|                                   | Three Months Ended<br>February 28, |           | Increase<br>(Decrease) | Six Months Ended<br>February 28, |           | Increase<br>(Decrease) |
|-----------------------------------|------------------------------------|-----------|------------------------|----------------------------------|-----------|------------------------|
|                                   | 2007                               | 2006      |                        | 2007                             | 2006      |                        |
| Natural gas MMBtu/d – transported | 5,030,631                          | 4,231,797 | 798,834                | 4,918,191                        | 4,349,137 | 569,054                |
| Natural gas MMBtu/d – sold        | 1,655,278                          | 1,868,486 | (213,208)              | 1,481,724                        | 1,709,049 | (227,325)              |

- For the three months ended February 28, 2007, transported natural gas volumes increased principally due to the increased volumes experienced on the ET Fuel system and East Texas Pipeline system as a result of the continued efforts to secure long-term shipper contracts and the completion of phase I of the 42-inch pipeline project in late August 2006 and phase II in December 2006. Natural gas sales volumes on the HPL System for the three months ended February 28, 2007 decreased principally due to less volumes sold to east Texas markets as a result of lower price differentials.

For the six months ended February 28, 2007, transported natural gas volumes increased due to the increased volumes transported on the ET Fuel System and East Texas Pipeline system as a result of our continued efforts to secure more long-term shipper contracts and the completion of phase I and II of the 42-inch pipeline project. Natural gas sales volumes on the HPL System for the six months ended February 28, 2007 decreased principally due to less volumes sold to east Texas markets as a result of lower price differentials.

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### Interstate Transportation

|                                   | Three Months Ended<br>February 28, |      |           | Six Months Ended<br>February 28, |      |           |
|-----------------------------------|------------------------------------|------|-----------|----------------------------------|------|-----------|
|                                   | 2007                               | 2006 | Increase  | 2007                             | 2006 | Increase  |
| Natural gas MMBtu/d – transported | 1,728,056                          | —    | 1,728,056 | 1,728,056                        | —    | 1,728,056 |

The increase was due to the 100% acquisition of Transwestern on December 1, 2006.

### Propane

|  | Three Months Ended<br>February 28, |         |          | Six Months Ended<br>February 28, |         |          |
|--|------------------------------------|---------|----------|----------------------------------|---------|----------|
|  | 2007                               | 2006    | Increase | 2007                             | 2006    | Increase |
| Propane gallons sold<br>(in thousands) |                                    |         |          |                                  |         |          |
| Retail                                 | 253,715                            | 165,758 | 87,957   | 394,346                          | 254,496 | 139,850  |
| Wholesale                              | 32,428                             | 28,243  | 4,185    | 55,711                           | 47,844  | 7,867    |

**Retail Propane.** The retail propane operations continue to reflect significant increases in gallons sold in the three and six months ended February 28, 2007 as compared to the three and six months ended February 28, 2006 due to the Titan acquisition in June 2006. Synergies and blending operations have taken place over the course of the past six months with this acquisition to gain efficiencies and cost savings. Titan locations that are identifiable as operating on a stand-alone basis contributed 71.8 million and 112.9 million of the net gallon increase in retail propane gallons sold for the three and six months ended February 28, 2007, respectively, compared to the three and six months ended February 28, 2006. The remainder of the increased volumes is attributed to the increased volumes in the blended locations from the Titan acquisition, other acquisition related volumes, colder weather experienced during the second quarter and to a lesser extent, internal growth. The overall weather in our areas of operations during the three months ended February 28, 2007 was 4.8% colder than the three months ended February 28, 2006 and 4.7% warmer than normal. For the six months ended February 28, 2007, weather was 6.8% colder than the six months ended February 28, 2006 and 4.4% warmer than normal. Our diversified West to East operations throughout the United States allows us to help balance weather patterns capturing the favorable heating degree days as the colder weather travels across the country.

**Wholesale Propane.** For the three months ended February 28, 2007, sales of wholesale propane gallons increased by 4.2 million gallons compared to the three months ended February 28, 2006. The increase is due to an increase of 5.3 million gallons in our Canadian wholesale operations related to increased marketing efforts in our Canadian operations, offset by a decrease of 1.1 million gallons sold in our U.S. wholesale operations.

For the six months ended February 28, 2007, wholesale propane gallons increased by 7.9 million gallons compared to the same period in 2006. Of this increase, 10.4 million is due to an increase in gallons sold in our foreign wholesale operations related to increased marketing efforts, offset by a 2.5 million gallon decrease in our U.S. wholesale operations.

### Results of Operations

Three Months Ended February 28, 2007 Compared to Three Months Ended February 28, 2006.

#### Parent Company Only Results

The Parent Company currently has no separate operating activities apart from those conducted by ETP and its Operating Partnerships. The principal sources of cash flow for the Parent Company are its direct and indirect investments in the limited and General Partner interests of ETP. The following table summarizes the key components of the stand-alone results of operations of the Parent Company for the periods indicated:

|  | Three Months Ended<br>February 28, |           |           | Six Months Ended<br>February 28, |            |           |
|--|------------------------------------|-----------|-----------|----------------------------------|------------|-----------|
|  | 2007                               | 2006      | Change    | 2007                             | 2006       | Change    |
| Equity in earnings of affiliates             | \$ 174,790                         | \$ 93,948 | \$ 80,842 | \$ 234,769                       | \$ 144,881 | \$ 89,888 |
| Selling, general and administrative expenses | (3,609)                            | (54,067)  | 50,458    | (5,308)                          | (54,756)   | 49,448    |
| Interest expense                             | (24,299)                           | (10,555)  | (13,744)  | (51,379)                         | (21,299)   | (30,080)  |
| Loss on extinguishment of debt               | —                                  | (5,060)   | 5,060     | —                                | (5,060)    | 5,060     |
| Other expenses, net                          | 474                                | 169       | 305       | 314                              | 270        | 44        |

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**Equity in Earnings of Affiliates.** Equity in earnings of affiliates represents earnings of the Parent Company related to its investment in limited partner units of ETP, its ownership of ETP GP and its investment in ETP LLC. The change in equity in earnings of affiliates for the three and six months ended February 28, 2007 compared to the three and six months ended February 28, 2006 is primarily due to an increase of \$68.7 million in income allocated to the Incentive Distribution Rights of ETP which ETE owns indirectly through its ownership of ETP GP and ETE's average ownership percentage of ETP's limited partner interests increasing from approximately 31% in February 2006 to approximately 46% in February 2007, and the increase in ETP's income as described below.

**Selling, General and Administrative Expenses.** The decrease in selling, general and administrative expenses of the Parent Company for the three and six months ended February 28, 2007 compared to the three and six months ended February 28, 2006 is primarily due to the compensation expense of \$52.9 million recorded in connection with the issuance of Class B Units by the Parent Company in conjunction with its IPO.

**Interest Expense.** The Parent Company interest expense increased for the three and six months ended February 28, 2007 compared to 2006 because the Parent Company debt increased from \$600.0 million in February 2006 to \$1.7 billion in February 2007. Please read "Description of Indebtedness" under "Liquidity and Capital Resources" below for more information on the Parent Company's indebtedness.

**Loss on extinguishment of Debt.** The Parent Company expensed \$5.1 million in deferred financing costs in the six months ended February 28 2006 in connection with the repayment of a \$600.0 million senior secured term loan agreement in conjunction with its IPO. There were no similar transactions during the fiscal 2007 period.

## **Consolidated Results**

|   | Three Months Ended<br>February 28, |                  |                   | Six Months Ended<br>February 28, |                  |                   |
|---|------------------------------------|------------------|-------------------|----------------------------------|------------------|-------------------|
|   | 2007                               | 2006             | Change            | 2007                             | 2006             | Change            |
| Revenues                                  | \$2,062,480                        | \$2,449,816      | \$(387,336)       | \$3,450,925                      | \$4,866,436      | \$(1,415,511)     |
| Cost of sales                             | 1,485,816                          | 2,008,831        | (523,015)         | 2,573,159                        | 4,099,458        | (1,526,299)       |
| Gross margin                              | 576,664                            | 440,985          | 135,679           | 877,766                          | 766,978          | 110,788           |
| Operating expenses                        | 133,809                            | 99,696           | 34,113            | 266,190                          | 202,367          | 63,823            |
| Selling, general and administrative       | 42,589                             | 85,506           | (42,917)          | 71,359                           | 110,995          | (39,636)          |
| Depreciation and amortization             | 48,415                             | 32,070           | 16,345            | 85,279                           | 62,037           | 23,242            |
| Consolidated operating income             | 351,851                            | 223,713          | 128,138           | 454,938                          | 391,579          | 63,359            |
| Interest expense                          | (65,077)                           | (39,096)         | (25,981)          | (133,624)                        | (78,239)         | (55,385)          |
| Equity in earnings (losses) of affiliates | (514)                              | 106              | (620)             | 4,373                            | (168)            | 4,541             |
| Gain (loss) on disposal of assets         | (3,229)                            | 662              | (3,891)           | (1,285)                          | 534              | (1,819)           |
| Loss on extinguishment of debt            | —                                  | (5,060)          | 5,060             | —                                | (5,060)          | 5,060             |
| Interest and other income, net            | 1,652                              | 2,432            | (780)             | 3,169                            | 3,496            | (327)             |
| Income tax expense                        | (2,576)                            | (3,289)          | 713               | (5,449)                          | (24,976)         | 19,527            |
| Minority interests                        | (134,751)                          | (155,033)        | 20,282            | (143,726)                        | (223,130)        | 79,404            |
| Net income                                | <u>\$ 147,356</u>                  | <u>\$ 24,435</u> | <u>\$ 122,921</u> | <u>\$ 178,396</u>                | <u>\$ 64,036</u> | <u>\$ 114,360</u> |

See the detailed discussion of revenues, costs of sales, margin and operating expense by operating segment below.

**Interest Expense.** For the three months ended February 28, 2007 compared to the three months ended February 28, 2006, interest expense increased principally due to increased borrowings by the Parent Company as discussed above, a net \$11.6 million increase in interest expense related to increased borrowings on ETP's Senior Notes and Revolving Credit Facility, offset by a decrease of \$2.7 million related to interest rate swaps. The increased borrowings were a result of the CCEH and Titan acquisitions. Interest related to debt of Transwestern represents \$5.1 million of the increased interest expense during the three months ended February 28, 2007. Propane related interest decreased \$2.2 million due primarily to the scheduled debt payments that have occurred between the three month periods.

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For the six months ended February 28, 2007 compared to the six months ended February 28, 2006, interest expense increased principally due to a net \$21.1 million increase in interest expense related to increased borrowings on the Partnership's Senior Notes and Revolving Credit Facility, and a net increase of \$1.0 million related to interest rate swaps. The increased borrowings were a result of the CCEH and Titan acquisitions. Interest related to debt of Transwestern represents \$5.1 million of the increased interest expense. Propane related interest decreased \$2.2 million due primarily to the scheduled debt payments that have occurred between the six month periods.

*Equity in Earnings (Losses) of Affiliates.* The increased loss in equity in earnings (losses) of affiliates for the three months ended February 28, 2007 compared to the three months ended February 28, 2006 was due to increased losses from our ownership of a joint venture that was terminated February 28, 2007.

The increase in equity in earnings (losses) of affiliates for the six months ended February 28, 2007 compared to the six months ended February 28, 2006 was due primarily to equity income from our 50% ownership of CCEH for the month of November 2006. We did not have an investment in CCEH last year. We redeemed our investment in CCEH in connection with our Transwestern acquisition.

*Gain (Loss) on Disposal of Assets.* The loss on disposal of assets reflected in the three months ended February 28, 2007 was principally due to the sale of a compressor station in February 2007.

*Income Tax Expense.* As a partnership, we are not subject to income taxes. However, certain wholly-owned subsidiaries are corporations that are subject to income taxes. The decreased expense for the three and six months ended February 28, 2007 was attributed principally to higher income from trading gains recognized by a taxable subsidiary during the periods ended February 28, 2006, than was realized by such subsidiary in the current periods. The decrease was partially offset by the Texas margin tax in the period subsequent to January 1, 2007.

*Loss on extinguishment of Debt.* The Parent Company expensed \$5.1 million in deferred financing costs in the six months ended February 28 2006 in connection with the repayment of a \$600.0 million senior secured term loan agreement in conjunction with its IPO.

*Minority Interests.* Minority interest expense primarily represents partnership interests in ETP that the Parent Company does not own. The decrease of \$20.2 million and \$79.4 million in minority interest for the three and six months ended February 28, 2007 compared to the three and six months ended February 28, 2006 is primarily due to an increase of \$28.4 million and \$68.7 million in income allocated to the Incentive Distribution Rights of ETP which ETE owns indirectly through its ownership of ETP GP for the three and six months ended February 28, 2007, respectively. The allocation to the Incentive Distribution Rights increased because ETP's distribution level and number of Limited Partner units outstanding increased significantly from February 28, 2006 to February 28, 2007. In addition ETE's average ownership of ETP limited partner interests increased from approximately 31% in February 2006 to approximately 46% in February 28, 2007 (see Note 3 to the condensed consolidated financial statements).

### Three and Six Month Operating Results by Segment

#### Midstream

|                                     | Three Months Ended<br>February 28, |              | Amount of<br>Change | Six Months Ended<br>February 28, |              | Amount of<br>Change |
|-------------------------------------|------------------------------------|--------------|---------------------|----------------------------------|--------------|---------------------|
|                                     | 2007                               | 2006         |                     | 2007                             | 2006         |                     |
| Revenues                            | \$ 624,245                         | \$ 1,205,027 | \$ (580,782)        | \$ 1,232,428                     | \$ 2,754,855 | \$ (1,522,427)      |
| Cost of sales                       | 573,712                            | 1,160,557    | (586,845)           | 1,132,430                        | 2,597,427    | (1,464,997)         |
| Gross margin                        | 50,533                             | 44,470       | 6,063               | 99,998                           | 157,428      | (57,430)            |
| Operating expenses                  | 8,906                              | 7,104        | 1,802               | 17,793                           | 14,342       | 3,451               |
| Selling, general and administrative | 11,014                             | 6,630        | 4,384               | 15,403                           | 14,657       | 746                 |
| Depreciation and amortization       | 6,550                              | 4,866        | 1,684               | 12,155                           | 9,536        | 2,619               |
| Segment operating income            | \$ 24,063                          | \$ 25,870    | \$ (1,807)          | \$ 54,647                        | \$ 118,893   | \$ (64,246)         |

*Gross Margin.* For the three months ended February 28, 2007, midstream's gross margin increased as a result of the following factors:

- Increase in processing margin and fee-based revenue from our gathering assets. The increase was due to increased volumes from the completion of our Johnson County plant in the first quarter of 2007, the acquisition of two gathering systems in North Texas during the first fiscal quarter of 2007 and one in the second fiscal quarter of 2007, and favorable processing conditions during the second fiscal quarter of 2007 compared to the same period last year.

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- Decrease in non-trading margin from our marketing activities. Market conditions, including lower basis differentials between the west and east Texas markets during the fiscal 2007 period, resulted in lower sales volumes conducted by our producer services' operations. Included in this decrease was a \$3.7 million decrease in non-trading mark-to-market gains resulting from market price fluctuations on open derivative positions at February 28, 2007 compared to February 28, 2006.

For the six months ended February 28, 2007, midstream's gross margin decreased by \$57.4 million primarily due to the following factors:

- Decrease in net trading revenues. During the fiscal 2006 period we recognized trading gains resulting from market anomalies created by the hurricanes that struck Texas and Louisiana in August and September 2005. There were no significant weather anomalies during the six months ended February 28, 2007.
- Decrease in non-trading margin from our marketing activities. Market conditions, including lower basis differentials between the west and east Texas markets, resulted in lower sales volumes conducted by our producer services' operations. Included in this decrease was a \$19.6 million decrease in non-trading mark-to-market gains due to fewer open positions and lower average prices in 2007 as compared to 2006.
- Increase in processing margin and fee-based revenue. The increase was due to favorable processing conditions, the completion of our Johnson County plant in the first quarter of 2007, and the acquisition of two gathering systems in North Texas in the first fiscal quarter of 2007 and one in the second fiscal quarter of 2007.

*Operating Expenses.* Midstream operating expenses increased \$1.8 million for the three months ended February 28, 2007 compared to the same period ended February 28, 2006. The increase was primarily driven by increased compressor rentals of \$0.8 million, increased pipeline and compressor maintenance of \$0.5 million, and increased employee-related costs, such as salaries, incentive compensation and healthcare costs, of \$0.5 million.

Midstream operating expenses increased \$3.5 million for the six months ended February 28, 2007 compared to the same period ended February 28, 2006. The increase was primarily driven by increased compressor rental expense of \$1.6 million, increased pipeline and compressor maintenance of \$1.0 million and increased employee-related costs, such as salaries, incentive compensation and healthcare costs, of \$0.9 million.

*Selling, General and Administrative Expenses.* Midstream selling, general and administrative expenses for the three months ended February 28, 2007 increased \$4.4 million compared to the three months ended February 28, 2006. The increase was attributable to \$4.4 million of legal costs associated with the regulatory inquiries. In addition, effective with the Transwestern acquisition on December 1, 2006, administrative expenses are now allocated to the operating partnerships. This resulted in an allocation of \$1.7 million in administrative expenses which previously had not been allocated. There also was a \$1.0 million increase in employee-related costs such as salaries, incentive compensation and healthcare costs. These increases were offset by a \$0.9 million increase in overhead costs capitalized to capital expansion projects, a \$0.5 million decrease of allocated overhead due to more corporate overhead being allocated to the transportation segment, and a \$1.3 million decrease in other general and administrative expenses. The allocation of departmental costs is based on factors such as headcount, number of meters, payroll, margin and on-going projects and is intended to fairly present the segment's operating results.

Midstream general and administrative expenses for the six months ended February 28, 2007 increased \$0.8 million compared to the six months ended February 28, 2006. The increase was attributable to \$4.4 million of legal costs associated with regulatory inquiries, a \$1.7 million allocation of administrative expenses which previously had not been allocated, and increases of \$1.2 million in employee-related costs such as salaries, incentive compensation and healthcare costs. The increase was offset by increases of \$1.8 million in departmental costs allocated to the transportation and storage operating segment, an increase of \$1.3 million in overhead costs capitalized to capital expansion projects, a one-time \$0.9 million reimbursement of administrative costs related to the North Side Loop pipeline project from the project partner, and a \$2.5 million decrease in other general and administrative expenses.

*Depreciation and Amortization.* Midstream depreciation and amortization expense increased \$1.7 million for the three months ended February 28, 2007 compared to the same three month period in 2006 principally due to additions to property and equipment subsequent to February 28, 2006, the completion of our Johnson County plant in the first fiscal quarter of 2007, and the acquisitions of three gathering systems in the first and second fiscal quarters of 2007.

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The increase of \$2.6 million for the six months ended February 28, 2007 compared to the same six month period in 2006 is principally due to additions to property and equipment subsequent to February 28, 2006, the completion of our Johnson County plant in the first fiscal quarter of 2007, and the acquisitions of three gathering systems in the first and second fiscal quarters of 2007.

### *Intrastate Transportation and Storage*

|                                     | Three Months Ended<br>February 28, |                   | Amount of<br>Change | Six Months Ended<br>February 28, |                   | Amount of<br>Change |
|-------------------------------------|------------------------------------|-------------------|---------------------|----------------------------------|-------------------|---------------------|
|                                     | 2007                               | 2006              |                     | 2007                             | 2006              |                     |
| Revenues                            | \$1,108,055                        | \$1,490,265       | \$(382,210)         | \$1,918,908                      | \$3,055,775       | \$(1,136,867)       |
| Cost of sales                       | 862,617                            | 1,236,485         | (373,868)           | 1,544,474                        | 2,665,788         | (1,121,314)         |
| Gross margin                        | 245,438                            | 253,780           | (8,342)             | 374,434                          | 389,987           | (15,553)            |
| Operating expenses                  | 37,341                             | 41,809            | (4,468)             | 80,139                           | 88,249            | (8,110)             |
| Selling, general and administrative | 13,269                             | 12,752            | 517                 | 25,371                           | 23,512            | 1,859               |
| Depreciation and amortization       | 14,083                             | 13,131            | 952                 | 28,449                           | 24,934            | 3,515               |
| Segment operating income            | <u>\$ 180,745</u>                  | <u>\$ 186,088</u> | <u>\$ (5,343)</u>   | <u>\$ 240,475</u>                | <u>\$ 253,292</u> | <u>\$ (12,817)</u>  |

*Gross Margin.* For the three months ended February 28, 2007 as compared to three months ended February 28, 2006, intrastate transportation and storage gross margin decreased by \$8.3 million, principally due to the following:

- Volumes. Although low price differentials between the Waha and Katy market hubs decreased demand for West-to-East transport business, overall volumes on our transportation pipelines were higher during the second fiscal quarter compared to the same period last year due to continued efforts to secure long-term shipper contracts, a colder winter in fiscal 2007 and the completion of Phase I and II of the 42-inch pipeline. We expect our volumes to continue to increase during the next six months of our fiscal year due to the completion of the last phase of our 42-inch pipeline project during March 2007, the completion of various growth projects during the second fiscal quarter of 2007 and the demand for natural gas during the summer months to supply natural gas to electric generating power plants.
- Lower natural gas prices. Excluding the impact of volumetric changes, our fuel retention fees are directly impacted by changes in natural gas prices. Increases in natural gas prices tend to increase our fuel retention fees and decreases in natural gas prices tend to decrease our fuel retention fees. Our average natural gas prices for retained fuel decreased from a range of \$7.00 to \$9.00/MMBtu during the three months ended February 28, 2006 to \$6.00 to \$7.00/MMBtu during the same period this year resulting in lower revenue.
- Margin decrease on HPL. HPL's margin decreased between the two periods principally due to a \$66.9 million decrease in gains from the discontinuation of hedge accounting resulting from our determination that originally forecasted sales of natural gas from the Partnership's Bammel storage facility were no longer probable to occur by the specified time period, or within an additional two-month time period thereafter. As a result, we recognized previously deferred unrealized gains of approximately \$84.7 million during the quarter ended February 28, 2006 and approximately \$17.8 million during the same period in 2007. This decrease was offset by an increase in margin related to additional sales of natural gas from our storage facility of 6.4 Bcf due to colder temperatures during the second quarter of 2007 and improved optimization of the pipeline assets.

For the six months ended February 28, 2007 as compared to the six months ended February 28, 2006, intrastate transportation and storage gross margin decreased by \$15.5 million, principally due to the following:

- Volumes. Although low price differentials between the Waha and Katy market hubs decreased demand for West-to-East transport business, overall volumes on our transportation pipelines were higher during the 2007 fiscal period compared to the same period last year due to continued efforts to secure long-term shipper contracts, a colder winter in fiscal 2007 and the completion of Phase I and II of the 42-inch pipeline. We expect our volumes to continue to increase during the next six months of our fiscal year due to the completion of the last phase of our 42-inch pipeline project in March 2007, the completion of various growth projects during the second fiscal quarter of 2007 and the demand for natural gas during the summer months to supply natural gas to electric generating power plants.

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- Lower natural gas prices. Excluding the impact of volumetric changes, our fuel retention fees are directly impacted by changes in natural gas prices. Increases in natural gas prices tend to increase our fuel retention fees and decreases in natural gas prices tend to decrease our fuel retention fees. Our average natural gas prices for retained fuel decreased from a range of \$7.00 to \$12.00/MMBtu during the six months ended February 28, 2006 to \$4.00 to \$7.00/MMBtu during the same period this year resulting in lower revenue.
- Margin decrease on HPL. HPL's margin decreased \$6.4 million between the two periods primarily due to a \$66.9 million decrease in gains from the discontinuation of hedge accounting, approximately \$18 million in increased margin on gas sold from our Bammel facility and delivered to a customer in September 2005, and lower margins on gas sales due primarily to lower volumes and lower natural gas prices. These decreases were offset by a significant loss on settled derivatives during the fiscal 2006 period.

*Operating Expenses.* Intrastate transportation and storage operating expenses decreased \$4.4 million when comparing the three months ended February 28, 2007 to the corresponding three month period in 2006. The decrease was primarily attributable to a decrease of \$8.5 million in fuel consumption and \$1.2 million of cost savings as a result of the EMS contract buyout during the three months ended November 30, 2006 offset by increases of \$1.7 million in compressor rental expense, \$2.0 million in pipeline maintenance, \$0.5 million in property taxes, and \$1.0 million in other operating expenses.

Intrastate transportation and storage operating expenses decreased \$8.1 million when comparing the six months ended February 28, 2007 to the same prior period ended February 28, 2006. The decrease was principally attributable to a decrease of \$16.8 million in fuel consumption and a decrease of \$2.0 million in compressor maintenance expense. These decreases were offset by increases of \$3.7 million in compressor rentals, \$2.4 million in property taxes, \$2.3 million in pipeline maintenance, and \$1.1 million in employee-related costs such as salaries, incentive compensation and healthcare costs.

*Selling, General and Administrative Expenses.* Intrastate transportation and storage selling, general and administrative expenses increased \$0.5 million for the three months ended February 28, 2007 compared to the three months ended February 28, 2006 principally due to an increase in certain departmental costs allocated from the midstream segment. The increase in allocated departmental costs is primarily due to the significance of the operations added to the intrastate transportation segment from the various construction projects.

Intrastate transportation and storage general and administrative expenses increased \$1.9 million for the six months ended February 28, 2007 compared to the six months ended February 28, 2006 principally due to an increase in certain departmental costs allocated from the midstream segment. The increase in allocated departmental costs is due to the increase in employee headcount resulting primarily from the HPL acquisition.

*Depreciation and Amortization.* Intrastate transportation and storage depreciation and amortization expense increased \$1.0 million for the three months ended February 28, 2007 compared to the three months ended February 28, 2006, principally due to additions to property and equipment subsequent to February 28, 2006 offset by \$1.1 million of depreciation expense recorded in second fiscal quarter of 2006 for a purchase price allocation related to HPL.

Intrastate transportation and storage depreciation and amortization expense increased \$3.5 million from the six months ended February 28, 2006 to the six months ended February 28, 2007. The increase was principally due to additions to property and equipment subsequent to February 28, 2006 offset by \$1.1 million of depreciation expense recorded in second fiscal quarter of 2006 for a purchase price allocation related to HPL.

### Interstate Transportation

|                                     | Three Months Ended<br>February 28, |             | Amount of<br>Change | Six Months Ended<br>February 28, |             | Amount of<br>Change |
|-------------------------------------|------------------------------------|-------------|---------------------|----------------------------------|-------------|---------------------|
|                                     | 2007                               | 2006        |                     | 2007                             | 2006        |                     |
| Revenues                            | \$ 58,158                          | \$ —        | \$ 58,158           | \$ 58,158                        | \$ —        | \$ 58,158           |
| Operating expenses                  | 8,521                              | —           | 8,521               | 8,521                            | —           | 8,521               |
| Selling, general and administrative | 5,871                              | —           | 5,871               | 5,871                            | —           | 5,871               |
| Depreciation and amortization       | 9,654                              | —           | 9,654               | 9,654                            | —           | 9,654               |
| Segment operating income            | <u>\$ 34,112</u>                   | <u>\$ —</u> | <u>\$ 34,112</u>    | <u>\$ 34,112</u>                 | <u>\$ —</u> | <u>\$ 34,112</u>    |

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The increase in all categories was due to the acquisition of 100% of Transwestern on December 1, 2006.

### **Retail Propane**

|                                     | Three Months Ended<br>February 28, |            | Amount of<br>Change | Six Months Ended<br>February 28, |            | Amount of<br>Change |
|-------------------------------------|------------------------------------|------------|---------------------|----------------------------------|------------|---------------------|
|                                     | 2007                               | 2006       |                     | 2007                             | 2006       |                     |
| Retail propane revenues             | \$ 499,252                         | \$ 312,227 | \$ 187,025          | \$ 765,342                       | \$ 474,420 | \$ 290,922          |
| Other propane related revenues      | 30,303                             | 19,920     | 10,383              | 59,452                           | 39,758     | 19,694              |
| Retail propane cost of sales        | 304,634                            | 188,679    | 115,955             | 472,253                          | 291,061    | 181,192             |
| Other propane related cost of sales | 6,730                              | 5,166      | 1,564               | 14,461                           | 11,254     | 3,207               |
| Gross margin                        | 218,191                            | 138,302    | 79,889              | 338,080                          | 211,863    | 126,217             |
| Operating expenses                  | 77,346                             | 49,004     | 28,342              | 156,334                          | 96,087     | 60,247              |
| Selling, general and administrative | 8,594                              | 5,299      | 3,295               | 15,046                           | 8,088      | 6,958               |
| Depreciation and amortization       | 17,937                             | 13,744     | 4,193               | 34,528                           | 26,954     | 7,574               |
| Segment operating income            | \$ 114,314                         | \$ 70,255  | \$ 44,059           | \$ 132,172                       | \$ 80,734  | \$ 51,438           |

**Revenues.** Of the total increase in retail propane revenue of \$187.0 million between the three months ended February 28, 2007 and 2006, \$143.8 million is due to the increase in volumes sold by customer service locations added through the identifiable Titan locations. Revenues also increased in relation to the increased volumes from the blended locations as discussed above, the increase in volumes sold by customer service locations added through other propane acquisitions and, to a lesser extent, higher selling prices over the same period last year. Other propane related revenues increased \$10.4 million for the three months ended February 28, 2007 compared to 2006 of which \$6.6 million is due to the Titan acquisition in June, 2006 and \$3.8 million is due to other propane acquisitions and enhanced fee generating programs in servicing customers.

Of the total increase in retail propane revenue of \$290.9 million between the six months ended February 28, 2007 and 2006, \$221.9 million is due to the increase in volumes sold by customer service locations added through the identifiable Titan locations. The remaining increase of \$69.0 million is due to higher selling prices to retain margin during times of rising fuel costs and from the volumes related to other acquisitions and internal growth. Other propane related revenues increased \$19.7 million for the six months ended February 28, 2007 compared to the same six-month period last year primarily due to an increase of \$13.2 million from other propane related revenues from the identifiable Titan locations. The remaining increase of \$6.5 million in other propane related revenues is due to other propane acquisitions and enhanced fee generating programs in servicing customers.

**Costs of Sales.** During the three months ended February 28, 2007 compared to the three months ended February 28, 2006, retail propane cost of sales increased by \$116.0 million of which \$86.1 million is a result of an overall increase in the cost of sales related to the gallons sold by the identifiable customer service locations added through the Titan acquisition. Cost of sales also increased in relation to other increased volumes as described above, and, to a lesser extent, increases in the cost of fuel for the quarter ended February 28, 2007 as compared to the quarter ended February 28, 2006.

During the six months ended February 28, 2007 compared to the six months ended February 28, 2006, retail propane cost of sales increased by \$181.2 million of which \$137.4 million is a result of an overall increase in the cost of sales related to the gallons sold by the identifiable customer service locations added through the Titan acquisition, and \$43.8 million is due to higher cost of fuel and the other increase in volumes sold as described above.

**Gross Margin.** The overall increase in gross margins for the three and six-month comparable periods ended February 28, 2007 and 2006 is primarily related to the Titan acquisition in June 2006. The propane margin remained strong during the six months ended February 28, 2007 during the periods of warmer weather and higher fuel prices. Optimization of the margins is influenced by market opportunities, independent competitors and concerns for long term retention of customers.

**Operating Expenses.** During the three and six months ended February 28, 2007, operating expenses increased by \$28.3 million and \$60.2 million, respectively, compared to the same three and six month periods last year. These increases were due to a \$23.7 million and \$45.8 million increase for the three and six months ended February 28, 2007, respectively, directly due to the identifiable Titan operations. Other increases in operating expenses relate to higher

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vehicle fuel costs and other vehicle expenses, and general increases in other operating expenses including safety training costs of the newly acquired employees from the Titan acquisition, enhancements to our IT infrastructure, and other acquisition related costs.

*Selling, General and Administrative Expenses.* The increase in selling, general and administrative expenses for the comparable three and six-month periods of February 28, 2007 and 2006 is primarily due to increases from administrative expense allocations, increases in administrative bonuses, salaries and deferred compensation expense related to increases in staffing and additional restricted unit awards outstanding and the addition of administrative employees from the Titan acquisition. Effective with the Transwestern acquisition in December 2006, an allocation of administrative expenses is now made to the operating partnerships, which increased the retail propane selling, general and administrative expenses by \$2.5 million for the three and six months ended February 28, 2007.

*Depreciation and Amortization Expense.* The increase in depreciation and amortization expense for the three and six months ended February 28, 2007 as compared to 2006 is due primarily to the acquisition of Titan on June 1, 2006.

### **Wholesale Propane**

|                                     | Three Months Ended<br>February 28, |                 | Amount of<br>Change | Six Months Ended<br>February 28, |                 | Amount of<br>Change |
|-------------------------------------|------------------------------------|-----------------|---------------------|----------------------------------|-----------------|---------------------|
|                                     | 2007                               | 2006            |                     | 2007                             | 2006            |                     |
| Revenues                            | \$39,209                           | \$32,958        | \$ 6,251            | \$68,246                         | \$56,899        | \$ 11,347           |
| Cost of sales                       | 35,684                             | 29,426          | 6,258               | 63,225                           | 51,711          | 11,514              |
| Gross margin                        | 3,525                              | 3,532           | (7)                 | 5,021                            | 5,188           | (167)               |
| Operating expenses                  | 1,295                              | 916             | 379                 | 1,826                            | 1,603           | 223                 |
| Selling, general and administrative | 792                                | 568             | 224                 | 1,282                            | 971             | 311                 |
| Depreciation and amortization       | 191                                | 223             | (32)                | 368                              | 407             | (39)                |
| Segment operating income            | <u>\$ 1,247</u>                    | <u>\$ 1,825</u> | <u>\$ (578)</u>     | <u>\$ 1,545</u>                  | <u>\$ 2,207</u> | <u>\$ (662)</u>     |

*Revenues.* Of the \$6.3 million increase in wholesale revenue for the three months ended February 28, 2007 compared to the same three months in 2006, \$8.2 million is related to the increase in gallons sold to new customers in our eastern wholesale and Canadian operations and increased selling prices, offset by a decrease in the U.S. wholesale revenues due to decrease volumes.

Of the increase of \$11.3 million in wholesale revenue from the six months ended February 28, 2007 compared to the same six month period last year, \$15.2 million is primarily related to the increase in gallons sold to new customers in our eastern wholesale and Canadian operations and increased selling prices, offset by a decrease of \$3.8 million in our U.S. wholesale operations.

*Costs of Sales.* For the three and six months ended February 28, 2007 compared to the corresponding three and six months ended February 28, 2006, total cost of sales increased by \$6.3 million and \$11.5 million, respectively. Foreign wholesale cost of sales increased \$7.3 million and \$14.1 million for the three and six months ended February 28, 2007 due to the increased volumes sold and to a lesser extent due to the increase in fuel cost per gallon sold. These increases were offset by a decrease in the cost of sales in the U.S. wholesale of \$1.0 million and \$2.6 million for the three and six months ended February 28, 2007 as compared to the three and six months ended February 28, 2006.

*Gross Margin.* The overall gross margin in the wholesale operations for the three and six months ended February 28, 2007 as compared to the three and six months ended February 28, 2006 remained effectively unchanged. Wholesale operations normally are a low margin segment in which increases in the cost of fuel cannot always be passed to a customer due to predetermined sales contracts.

## Other

|  | Three Months Ended<br>February 28, |           | Amount of<br>Change | Six Months Ended<br>February 28, |           | Amount of<br>Change |
|--|------------------------------------|-----------|---------------------|----------------------------------|-----------|---------------------|
|  | 2007                               | 2006      |                     | 2007                             | 2006      |                     |
| Revenues   | \$ 878                             | \$ 1,408  | \$ (530)            | \$ 2,603                         | \$ 3,522  | \$ (919)            |
| Cost of sales  | 59                                 | 507       | (448)               | 528                              | 1,010     | (482)               |
| Operating expenses                                       | 400                                | 863       | (463)               | 1,577                            | 2,086     | (509)               |
| Depreciation and amortization                            | —                                  | 106       | (106)               | 125                              | 206       | (81)                |
| Other operating income (loss)                            | \$ 419                             | \$ (68)   | \$ 487              | \$ 373                           | \$ 220    | \$ 153              |
| Unallocated selling, general and administrative expenses | \$ 3,049                           | \$ 60,257 | \$ (57,208)         | \$ 8,386                         | \$ 63,767 | \$ (55,381)         |

*Unallocated Selling, General and Administrative Expenses.* Selling, general and administrative expenses that relate to the administration and general operations of the Partnership were, prior to December 2006, not allocated to our segments. In conjunction with the Transwestern acquisition, selling, general and administrative expenses are now allocated to the operating partnerships. For the three and six months ended February 28, 2007, a net \$5.7 million was allocated to the operating partnerships, which constituted the decrease in total unallocated selling general and administrative expenses from the three and six month periods ended February 28, 2006.

## INCOME TAXES

As a Partnership we generally are not subject to income tax. We are, however, subject to a statutory requirement that our non-qualifying income (including income such as derivative gains from trading activities, service income, tank rentals and others) cannot exceed 10% of our total gross income, determined on a calendar year basis under the applicable income tax provisions. If the amount of our non-qualifying income exceeds this statutory limit, we would be taxed as a corporation. Accordingly, certain activities that generate non-qualified income are conducted through taxable corporate subsidiaries ("C corporations"). These C corporations are subject to federal and state income tax and pay the income taxes related to the results of their operations. For the three and six months ended February 28, 2007 and 2006, our non-qualifying income was not expected to, or did not, exceed the statutory limit.

The difference between the statutory rate and the effective rate is summarized as follows:

|  | Three Months Ended<br>February 28, |             | Six Months Ended<br>February 28, |             |
|--|------------------------------------|-------------|----------------------------------|-------------|
|  | 2007                               | 2006        | 2007                             | 2006        |
| Federal statutory tax rate                           | 35.0%                              | 35.0%       | 35.0%                            | 35.0%       |
| State income tax rate net of federal benefit         | 0.7%                               | 3.3%        | 0.7%                             | 3.3%        |
| Earnings not subject to tax at the Partnership level | (34.7)%                            | (36.5)%     | (34.0)%                          | (30.3)%     |
| Effective tax rate                                   | <u>1.0%</u>                        | <u>1.8%</u> | <u>1.7%</u>                      | <u>8.0%</u> |

Income tax expense consists of the following current and deferred amounts:

|                     | Three Months Ended<br>February 28, |                 | Six Months Ended<br>February 28, |                  |
|---------------------|------------------------------------|-----------------|----------------------------------|------------------|
|                     | 2007                               | 2006            | 2007                             | 2006             |
| Current provision:  |                                    |                 |                                  |                  |
| Federal             | \$ 3,336                           | \$ 12,853       | \$ 6,487                         | \$ 28,117        |
| State               | 2,487                              | 950             | 2,826                            | 1,288            |
| Total               | 5,823                              | 13,803          | 9,313                            | 29,405           |
| Deferred benefit:   |                                    |                 |                                  |                  |
| Federal             | (2,972)                            | (10,013)        | (3,627)                          | (4,074)          |
| State               | (275)                              | (501)           | (239)                            | (355)            |
| Total               | (3,247)                            | (10,514)        | (3,866)                          | (4,429)          |
| Total Tax Provision | <u>\$ 2,576</u>                    | <u>\$ 3,289</u> | <u>\$ 5,447</u>                  | <u>\$ 24,976</u> |

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We do not expect our tax payments in any year to differ significantly from our current tax provisions.

On May 18, 2006, the State of Texas enacted House Bill 3 which replaced the existing state franchise tax with a “margin tax”. In general, legal entities that conduct business in Texas are subject to the Texas margin tax, including previously non-taxable entities such as limited partnerships and limited liability partnerships. The tax is assessed on Texas sourced taxable margin which is defined as the lesser of (i) 70% of total revenue or (ii) total revenue less (a) cost of goods sold or (b) compensation and benefits. Although the bill states that the margin tax is not an income tax, it has the characteristics of an income tax since it is determined by applying a tax rate to a base that considers both revenues and expenses. Therefore, we have accounted for Texas margin tax as income tax expense in the period subsequent to the law’s effective date of January 1, 2007. For the three and six months ended February 28, 2007, we recognized current state income tax expense related to the Texas margin tax of \$1.8 million. There is no comparable state tax expense for the periods ended February 28, 2006.

## **LIQUIDITY AND CAPITAL RESOURCES**

### ***Parent Company Only***

The Parent Company currently has no separate operating activities apart from those conducted by the Operating Partnerships. The principal sources of cash flow for the Parent Company are its direct and indirect investments in the limited and general partner interests of ETP. The amount of cash that ETP can distribute to its partners, including the Parent Company, each quarter is based on earnings from ETP’s business activities and the amount of available cash, as discussed below.

The Parent Company’s primary cash requirements are for general and administrative expenses, debt service requirements and distributions to its general and limited partners. The Parent Company currently expects to fund its short-term needs for such items with its distributions from ETP.

On November 1, 2006, ETP issued approximately 26.1 million of its Class G Units to the Parent Company for \$1.2 billion, at a price of \$46.00 per unit based upon a market discount from the closing price of ETP’s Common Units on October 31, 2006. The ETP Class G Units were issued to the Parent Company pursuant to a customary agreement, and the Parent Company has been granted registration rights. ETP used the proceeds of \$1.2 billion in order to fund a portion of the Transwestern Pipeline acquisition and to repay indebtedness ETP incurred in connection with the Titan acquisition as discussed above. The terms of the Class G Units are substantially similar to those of ETP’s Common Units.

On November 1, 2006, the Parent Company entered into a six year \$1.3 billion Senior Secured Term Loan Facility with UBS Investment Bank and Wachovia Capital Markets, LLC, Wachovia Bank, National as Administrative Agent. The Parent Company used the proceeds of the loan to acquire the Class G Units of ETP, refinance debt assumed in the transaction with ETI discussed below and for liquidity and general Partnership purposes.

In a separate but related transaction, on November 1, 2006, ETE acquired from ETI the remaining 50% ownership of Class B limited partner interests in ETP GP, which have the right to distributions of general partner Incentive Distributions Rights (“IDRs”) of ETP, which resulted in ETE now owning 100% of the IDRs. The acquisition was effected through an exchange of 83,148,900 newly created ETE Class C Units for the ETP GP Class B interests owned by ETI and the assumption of ETI debt of \$70.5 million. See Note 3 of our condensed consolidated financial statements for discussion of the accounting for the transaction with ETI.

On November 28, 2006 the Parent Company sold 7,789,133 Common Units to a group of institutional investors in a private placement at a price of \$27.41 per unit, resulting in net proceeds of approximately \$213.5 million. We granted registration rights to the investors. The Parent Company used the proceeds to repay indebtedness under its credit facility.

On March 2, 2007 the Parent Company issued approximately 5.0 million Common Units in a private placement to a group of institutional investors. The units were issued at a price of \$31.96 per unit resulting in approximately \$160.0 million in net proceeds to the Parent Company. The proceeds were used to repay Parent Company indebtedness. Investors were granted registration rights with respect to these units.

## **ETP**

ETP's ability to satisfy its obligations and pay distributions to its general and limited partners will depend on its future performance, which will be subject to prevailing economic, financial, business and weather conditions, and other factors, many of which are beyond management's control.

ETP's future capital requirements will generally consist of:

- maintenance capital expenditures, which include capital expenditures made to connect additional wells to our natural gas systems in order to maintain or increase throughput on existing assets for which we expect to expend approximately \$37.3 million for the remainder of the fiscal year and capital expenditures to extend the useful lives of our propane assets in order to sustain our operations, including vehicle replacements on our propane vehicle fleet for which we expect to expend approximately \$5.6 million for the remainder of the fiscal year;
- growth capital expenditures, mainly for constructing new pipelines, processing plants and treating plants for which we expect to expend approximately \$773.3 million for the remainder of the fiscal year, including \$204.3 million related to Transwestern; and customer propane tanks for which we expect to expend approximately \$8.5 million for the remainder of the fiscal year; and
- acquisition capital expenditures including acquisition of new pipeline systems and propane operations.

ETP believes that cash generated from the operations of its businesses will be sufficient to meet anticipated maintenance capital expenditures. ETP will initially finance all capital requirements by cash flows from operating activities. To the extent that its future capital requirements exceed cash flows from operating activities:

- maintenance capital expenditures may be financed by the proceeds of borrowings under the existing credit facilities described below, which will be repaid by subsequent seasonal reductions in inventory and accounts receivable;
- growth capital expenditures may be financed by the proceeds of borrowings under the existing ETP credit facilities and the issuance of additional Common Units or a combination thereof; and
- acquisition capital expenditures may be financed by the proceeds of borrowings under the existing ETP credit facilities, other lines of credit, long-term debt, the issuance of additional Common Units or a combination thereof.

On October 3, 2006, ETP announced that it entered into a long-term agreement with CenterPoint Energy Resources Corp ("CenterPoint") to provide the natural gas utility with firm transportation and storage services on its HPL System located along the Texas gulf coast region. Under the terms of this agreement, CenterPoint has contracted for 129 Bcf per year of firm transportation capacity combined with 10 Bcf of working gas storage capacity in ETP's Bammel Storage facility. Under the new agreement with CenterPoint, ETP will no longer need to utilize predominately all of the Bammel Storage facility's working gas capacity for supplying CenterPoint's winter needs. This may reduce ETP's working capital requirements that were necessary to finance the working gas while in storage and may provide ETP an opportunity to offer storage to third parties. This agreement went into effect beginning April 1, 2007.

## **CASH FLOWS**

Our internally generated cash flows may change in the future due to a number of factors, some of which we cannot control. These include regulatory changes, the price for our products and services, the demand for such products and services, margin requirements resulting from significant changes in commodity prices, operational risks, the successful integration of our acquisitions, including the recently acquired Transwestern and Titan operations, and other factors.

*Operating Activities.* Cash provided by operating activities during the six months ended February 28, 2007, was \$444.0 million as compared to cash provided by operating activities of \$332.4 million for the six months ended February 28, 2006. The net cash provided by operations for the six months ended February 28, 2007 consisted of net income of \$178.4 million, non-cash charges of \$99.1 million, principally minority interests and depreciation and amortization, and cash from changes in operating assets and liabilities of \$166.5 million. Various components of operating assets and liabilities changed significantly from the prior period due to factors such as the variance in the timing of accounts receivable collections, payments on accounts payable, and the timing of the purchase and sale of inventories related to the propane and transportation and storage operations

*Investing Activities.* Cash used in investing activities during the six months ended February 28, 2007 of \$1.6 billion is comprised primarily of cash paid for our investment in CCEH of \$1.0 billion (net of the receipt of \$49.0 million from CCEH as per the terms of our acquisition agreement), other acquisitions of \$83.1 million and \$542.9 million invested for growth capital expenditures and maintenance expenditures needed to sustain operations.

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**Financing Activities.** Cash provided by financing activities was \$1.2 billion for the six months ended February 28, 2007. We received \$212.5 million in proceeds from the sale of Common Units. We had a net increase of \$1.1 billion in our debt level, of which \$1.0 billion was used to fund the purchase of the member interests of CCEH and the remainder was used to repay the indebtedness we incurred in connection with the Titan acquisition. On October 23, 2006, we received proceeds of \$800.0 million from the issuance of senior notes of which we used approximately \$791.0 million to repay borrowings under the Partnership's revolving credit facility. During the six months ended February 28, 2007, we paid \$21.3 million debt issue costs related to debt issuance. During the six months ended February 28, 2007 we paid distributions of \$114.2 million to our partners.

### **Financing and Sources of Liquidity**

On October 23, 2006, ETP closed the issuance, under a \$1.5 billion S-3 Registration Statement, of \$400.0 million of 6.125% senior notes due 2017 and \$400.0 million of 6.625% senior notes due 2036. ETP used the net proceeds of approximately \$791.0 million from the issuance of the Notes to repay borrowings and accrued interest outstanding under its Revolving Credit Facility, to pay expenses associated with the offering and for general partnership purposes. Interest on the 2017 senior notes is payable semiannually on February 15 and August 15 of each year, beginning February 15, 2007, and interest on the 2036 senior notes is payable semiannually on April 15 and October 15 of each year, beginning April 15, 2007. All of ETP's obligations under the Notes are fully and unconditionally guaranteed by ETC OLP and Titan and substantially all of their present and future wholly-owned subsidiaries.

During fiscal year 2006, ETP filed a Registration Statement on Form S-3 with the Securities and Exchange Commission to register a \$1.0 billion aggregate offering price of Common Units representing its Limited Partner interests. Through February 28, 2007, ETP has not made any sales under this Registration Statement.

### **Description of Indebtedness**

Long-term debt as of December 1, 2006 we assumed in connection with the Transwestern acquisition is as follows:

|                                   |                  |
|-----------------------------------|------------------|
| 5.39% Notes due November 17, 2014 | \$270,000        |
| 5.54% Notes due November 17, 2016 | 250,000          |
| Total long-term debt outstanding  | 520,000          |
| Unamortized debt discount         | (628)            |
| Total long-term debt assumed      | <u>\$519,372</u> |

No principal payments are required under any of the debt agreements prior to their respective maturity dates. However, in connection with our acquisition of Transwestern, due to a change in control provision in Transwestern's debt agreements, Transwestern was required to pre-pay approximately \$307.0 million of long-term debt, \$292.0 million in February 2007 and \$15.0 million in March 2007. These payments were financed with borrowings from ETP's Revolving Credit Facility.

Transwestern's credit agreements contain certain restrictions that, among other things, limit the incurrence of additional debt, the sale of assets and the payment of dividends and require certain debt to capitalization ratios. We were in compliance with all our consolidated debt covenants as of February 28, 2007.

ETE's indebtedness as of February 28, 2007 consists of the Parent Company's Senior Secured Credit Agreement which includes a \$1.3 billion Senior Secured Term Loan Facility available through February 8, 2012, a \$500.0 million Senior Secured Revolving Credit Facility available through February 8, 2011, and a \$150.0 million Senior Secured Term Loan Facility due February 8, 2012. ETP has \$750.0 million in principal amount of 5.95% Senior Notes due 2015, \$400.0 million in principal amount of 5.65% Senior Notes due 2012, \$400.0 million in principal amount of 6.125% Senior Notes due 2017, \$400.0 million in principal amount of 6.625% Senior Notes due 2036 and a Revolving Credit Facility that allows for borrowings of up to \$1.5 billion available through June 29, 2011. We also currently maintain separate credit facilities for HOLP. The terms of our indebtedness and our Operating Partnerships are described in more detail in our Annual Report on Form 10-K for fiscal 2006 filed with the Securities and Exchange Commission on November 29, 2006.

### ***Parent Company Indebtedness***

On November 1, 2006, the Parent Company entered into a First Amendment to Amended and Restated Credit Agreement, dated November 1, 2006 (as amended, the “Parent Company Credit Agreement”), which provided for an additional six year \$1.3 billion Senior Secured Term Loan Series B Facility due February 8, 2012, with UBS Investment Bank and Wachovia Capital Markets, LLC, Wachovia Bank, National Association as Administrative Agent. The Parent Company used the proceeds of the loan to acquire the Class G Units of ETP, refinance debt assumed in the transaction with ETI discussed above and for liquidity and general Partnership purposes.

The Parent Company Credit Agreement also includes a \$500.0 million Senior Secured Revolving Credit Facility (the “Parent Company Revolving Credit Facility”) available through February 8, 2011. The Parent Company Revolving Credit Facility also offers a Swingline loan option with a maximum borrowing of \$10.0 million and a daily rate based on LIBOR. The Parent Company First Amendment to Amended and Restated Credit Agreement also has a \$150.0 million Senior Secured Term Loan Facility due February 8, 2012.

The total outstanding amount borrowed under the Parent Company Credit Agreement and the Parent Company Revolving Credit Facility as of February 28, 2007 was \$1.7 billion with no amounts outstanding under the Swingline loan option. The total amount available under the Parent Company’s debt facilities as of February 28, 2007 was \$23.5 million. The Parent Company Revolving Credit Facility also contains an accordion feature which will allow the Parent Company, subject to bank syndication’s approval, to expand the facility’s capacity up to an additional \$100.0 million.

The maximum commitment fee payable on the unused portion of the Parent Company Revolving Credit Facility is 0.5%. Loans under the Parent Company Revolving Credit Facility, the \$150.0 million Senior Secured Term Loan Facility, and the \$1.3 billion Senior Secured Term Loan Facility bear interest at the Parent Company’s option at either (a) a base rate plus an applicable margin or (b) the Eurodollar rate plus an applicable margin. The applicable margins are a function of the Parent Company’s leverage ratio. The weighted average interest rate was 7.15% for the amount outstanding on the Parent Company Senior Secured Revolving Credit Facility, and 7.10% for the amounts outstanding on the Parent Company \$150.0 million Senior Secured Term Loan Facility and \$1.3 billion Senior Secured Term Loan Facility as of February 28, 2007.

The Parent Company Credit Agreement is secured by a lien on all tangible and intangible assets of the Parent Company and its subsidiaries including its ownership of 36.4 million ETP Common Units, 26.1 million Class G Units, the Parent Company’s 100% interest in ETP LLC and ETP GP with indirect recourse to ETP GP’s 2% General Partner interest in ETP and 100% of ETP GP’s outstanding incentive distribution rights in ETP, which the Parent Company holds through its ownership in ETP GP.

### ***ETP Facilities***

ETP has a \$1.5 billion Amended and Restated Revolving Credit Facility (the “ETP Revolving Credit Facility”) available through June 29, 2011. Amounts borrowed under the ETP Revolving Credit Facility bear interest at a rate based on either a Eurodollar rate or a prime rate. There is also a Swingline loan option with a maximum borrowing of \$75.0 million at a daily rate based on LIBOR. The commitment fee payable on the unused portion of the facility varies based on ETP’s credit rating with a maximum fee of 0.175%. As of February 28, 2007, there was a balance of \$783.8 million in revolving credit loans (including \$63.5 million in Swingline loans) and \$57.3 million in letters of credit. The weighted average interest rate on the total amount outstanding at February 28, 2007, was 5.979%. The total amount available under the ETP Revolving Credit Facility as of February 28, 2007, which is reduced by any amounts outstanding under the Swingline loan and letters of credit, was \$658.9 million. The ETP Revolving Credit Facility is fully and unconditionally guaranteed by ETC OLP and Titan and all of their direct and indirect wholly-owned subsidiaries. The ETP Revolving Credit Facility is unsecured and has equal rights to holders of our other current and future unsecured debt.

On October 18, 2006 we paid and retired a \$250.0 million unsecured Revolving Credit Facility which matured under its terms on December 1, 2006. Amounts borrowed under this facility bore interest at a rate based on either a Eurodollar rate or a base rate. The maximum commitment fee payable on the unused portion of the facility was 0.25%. The \$250.0 million Revolving Credit Facility was fully and unconditionally guaranteed by ETC OLP and all of the direct and indirect wholly-owned subsidiaries of ETC OLP.

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### **HOLP Facilities**

A \$75.0 million Senior Revolving Facility (“the Facility”) is available through June 30, 2011. The Facility has a swingline loan option with a maximum borrowing of \$10.0 million at a prime rate. Amounts borrowed under the Facility bear interest at a rate based on either a Eurodollar rate or a prime rate. The commitment fee payable on the unused portion of the facility varies based on the Leverage Ratio, as defined, with a maximum fee of 0.50%. The agreement includes provisions that may require contingent prepayments in the event of dispositions, loss of assets, merger or change of control. All receivables, contracts, equipment, inventory, general intangibles, cash concentration accounts of HOLP, and the capital stock of HOLP’s subsidiaries secure the Facility. As of February 28, 2007, there was no balance outstanding on the revolving credit loans. A Letter of Credit issuance is available to HOLP for up to 30 days prior to the maturity date of the Facility. There were outstanding Letters of Credit of \$1.0 million at February 28, 2007. The sum of the loans made under the Facility plus the Letter of Credit Exposure and the aggregate amount of all swingline loans cannot exceed the \$75.0 million maximum amount of the Facility. The amount available under the Facility at February 28, 2007 was \$74.0 million.

### **Cash Distributions**

#### *Cash Distributions Received by the Parent Company*

Currently, the Parent Company’s only cash-generating assets are its direct and indirect partnership interests in ETP. These ETP interests consist of all of ETP’s 2% general partner interest, ETP’s incentive distribution rights and ETP Common and Class G Units held by the Parent Company.

The total amount of distributions the Parent Company received from ETP relating to its limited partner interests, general partner interest and Incentive Distribution Rights during the six months ended February 28, 2007 were \$75.4 million, \$5.8 million and \$71.9 million, respectively.

On March 26, 2007, ETP declared a per unit cash distribution of \$0.7875, or \$3.15 per Limited Partner Unit annually for the quarter ended February 28, 2007, which will be paid on April 13, 2007 to Unitholders of record at the close of business on April 6, 2007. The current distribution includes incentive distributions payable to the General Partner to the extent the quarterly distribution exceeds \$0.275 per unit (an annualized rate of \$1.10).

Based on ETP’s current quarterly distribution of \$0.7875 per unit and the number of its Common Units outstanding at February 28, 2007, the Parent Company would be entitled to receive a quarterly cash distribution of \$106,939 (or \$427,756 on an annualized basis), which consists of \$3,374 from the indirect ownership of the 2% general partner interest in ETP, \$54,345 from the indirect ownership of the incentive distribution rights in ETP, \$28,676 from the Common Units of ETP and \$20,544 from the Class G Units of ETP.

#### *Cash Distributions Paid by the Parent Company*

On October 19, 2006, the Parent Company paid a cash distribution related to the fourth quarter of fiscal year 2006 of \$0.3125 per Common Unit, or \$1.25 annually, to Unitholders of record at the close of business on October 5, 2006.

On January 19, 2007, the Parent Company paid a cash distribution related to the first quarter of fiscal year 2007 of \$0.34 per Common Unit or \$1.36 annually, to Unitholders of record at the close of business on January 4, 2007.

The total amount of distributions the Parent Company declared on March 28, 2007 (all from Available Cash from Operating Surplus) relating to the three months ended February 28, 2007 relating to its Common Units and General Partner was \$79.3 million, and \$0.2 million, respectively.

### **Contractual Obligations**

Total payments due for the remainder of fiscal year 2007 increased due to the Transwestern acquisition as we assumed additional operating lease obligations. This increase was approximately \$3.4 million resulting in a total obligation of approximately \$12.2 million.

### **New Accounting Standards**

See Note 2 to our condensed consolidated financial statements.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

The information contained in Item 3 updates, and should be read in conjunction with, information set forth in Part II, Item 7A in our Annual Report on Form 10-K for the year ended August 31, 2006, in addition to the interim unaudited condensed consolidated financial statements, accompanying notes and management's discussion and analysis of financial condition and results of operations presented in Items 1 and 2 of this Quarterly Report on Form 10-Q. Our quantitative and qualitative disclosures about market risk are consistent with those discussed in our Annual Report on Form 10-K.

The following table provides a summary of our commodity-related price risk management assets and liabilities as of February 28, 2007:

| <u>February 28, 2007</u>             | <u>Commodity</u> | <u>Notional<br/>Volume<br/>MMBTU</u> | <u>Maturity</u> | <u>Fair Value</u> |
|--------------------------------------|------------------|--------------------------------------|-----------------|-------------------|
| <b>Mark to Market Derivatives</b>    |                  |                                      |                 |                   |
| <i>(Non-Trading)</i>                 |                  |                                      |                 |                   |
| Basis Swaps IFERC/NYMEX              | Gas              | 23,023,316                           | 2007-2009       | \$ 3,347          |
| Swing Swaps IFERC                    | Gas              | 17,592,500                           | 2007-2008       | 1,275             |
| Fixed Swaps/Futures                  | Gas              | (23,765,000)                         | 2007            | 25,294            |
| Forward Physical Contracts           | Gas              | (4,043,550)                          | 2007-2008       | (320)             |
| Options                              | Gas              | (602,000)                            | 2007-2008       | 742               |
| Forward/Swaps – in Gallons           | Propane          | 4,452,000                            | 2007            | (524)             |
| <i>(Trading)</i>                     |                  |                                      |                 |                   |
| Basis Swaps IFERC/NYMEX              | Gas              | (3,880,000)                          | 2007-2008       | \$ 5,514          |
| Swing Swaps IFERC                    | Gas              | 68,200                               | 2007            | (6)               |
| Forward Physical Contracts           | Gas              | —                                    | 2007            | (1,141)           |
| <b>Cash Flow Hedging Derivatives</b> |                  |                                      |                 |                   |
| <i>(Non-Trading)</i>                 |                  |                                      |                 |                   |
| Basis Swaps IFERC/NYMEX              | Gas              | 2,282,500                            | 2007            | \$ (174)          |
| Fixed Swaps/Futures                  | Gas              | 2,330,000                            | 2007            | 189               |

*Credit Risk*

We maintain credit policies with regard to our counterparties that we believe significantly minimize our overall credit risk. These policies include an evaluation of potential counterparties' financial condition (including credit ratings), collateral requirements under certain circumstances and the use of standardized agreements which allow for netting of positive and negative exposure associated with a single counterparty.

Our counterparties consist primarily of financial institutions, major energy companies and local distribution companies. This concentration of counterparties may impact our overall exposure to credit risk, either positively or negatively in that the counterparties may be similarly affected by changes in economic, regulatory or other conditions. Based on our policies, exposures, credit and other reserves, management does not anticipate a material adverse effect on financial position or results of operations as a result of counterparty performance.

*Sensitivity Analysis*

The table below summarizes our commodity-related financial derivative instruments and fair values as of February 28, 2007. It also assumes a hypothetical 10% change in the underlying price of the commodity and its effect.

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|                                     | Notional<br>Volume<br>MMBTU | Fair<br>Value | Effect of<br>Hypothetical<br>10%<br>Change |
|-------------------------------------|-----------------------------|---------------|--|
| <b>Non-Trading Derivatives</b>      |                             |               |  |
| Fixed Swaps/Futures                 | (21,435,000)                | \$25,483      | \$ 15,862                                  |
| Basis Swaps IFERC/NYMEX             | 25,305,816                  | 3,173         | 597  |
| Swing Swaps IFERC                   | 17,592,500                  | 1,275         | 242  |
| Options                             | (602,000)                   | 742           | 130  |
| Forward Physical Contracts          | (4,043,550)                 | (320)         | 7,662                                      |
| Propane Forwards/Swaps (in Gallons) | 4,452,000                   | (524)         | 442  |
| <b>Trading Derivatives</b>          |                             |               |  |
| Swing Swaps IFERC                   | 68,200                      | (6)           | 256  |
| Basic Swaps IFERC/NYMEX             | (3,880,000)                 | 5,514         | 230  |
| Forward Physical Contracts          | —                           | (1,141)       | 3,002                                      |

The fair values of the commodity-related financial positions have been determined using independent third party prices, readily available market information, broker quotes and appropriate valuation techniques. Non-trading positions offset physical exposures to the cash market; none of these offsetting physical exposures are included in the above tables. Price-risk sensitivities were calculated by assuming a theoretical 10 percent change (increase or decrease) in price regardless of term or historical relationships between the contractual price of the instruments and the underlying commodity price. Results are presented in absolute terms and represent a potential gain or loss in our consolidated results of operations or in accumulated other comprehensive income. In the event of an actual 10 percent change in prompt month natural gas prices, the fair value of our total derivative portfolio may not change by 10 percent due to factors such as when the financial instrument settles and the location to which the financial instrument is tied (i.e., basis swaps).

### *Interest Rate Risk*

We are exposed to market risk for changes in interest rates related to our bank credit facilities. We manage a portion of our interest rate exposures by utilizing interest rate swaps and similar arrangements which allow us to effectively convert a portion of variable rate debt into fixed rate debt.

We entered into forward starting interest rate swaps with a notional value of \$400.0 million during the three months ended August 31, 2006. The fair value of the swaps was recorded as a liability of \$15.0 million and \$8.7 million on the consolidated balance sheets as of February 28, 2007 and August 31, 2006. A hypothetical change of 1% on the underlying interest rate would have an effect of \$31.8 million on the value of the swap as of February 28, 2007. These interest rate swaps were settled subsequent to February 28, 2007 at a cost of approximately \$13.4 million.

In connection with the Titan acquisition, we assumed a three year LIBOR interest rate swap with a notional amount of \$125.0 million. The fair value of this swap as of February 28, 2007 and August 31, 2006 was a net liability and asset of \$0.4 million and \$0.5 million, respectively, and was recorded as a component of price risk management assets and liabilities in the consolidated balance sheet. A hypothetical change of 1% on the underlying interest rate would have an effect of \$2.4 million on the value of the swap as of February 28, 2007.

In March 2007 ETP entered into interest rate swaps with an aggregate notional amount of \$600.0 million with various financial institutions in anticipation of a debt offering in the fourth fiscal quarter of 2007.

The Parent Company had 10 year interest rate swaps with a notional amount of \$300.0 million outstanding as of February 28, 2007. The swaps had a net fair value of a liability of \$4.8 million and \$0.4 million as of February 28, 2007 and August 31, 2006, respectively, which was recorded as a component of price risk management assets and liabilities on the condensed consolidated balance sheets. A hypothetical change of 100 basis points on the underlying interest rates of the interest rate swaps outstanding at February 28, 2007 would have an effect of \$22.0 million on the value of the swaps.

The Parent Company entered into interest rate swaps with a notional amount of \$1.2 billion during the three months ended February 28, 2007. The fair value of the swaps of this swap as of February 28, 2007 was a net fair value asset of \$3.8 million and was recorded as a component of price risk management assets and liabilities in the consolidated balance sheet. A hypothetical change of 1% on the underlying interest rate would have an effect of \$58.1 million on the value of the swaps as of February 28, 2007.

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We also have long-term debt instruments which are typically issued at fixed interest rates. Prior to or when these debt obligations mature, we may refinance all or a portion of such debt at then-existing market interest rates which may be more or less than the interest rates on the maturing debt.

### **ITEM 4. CONTROLS AND PROCEDURES**

An evaluation was performed under the supervision and with the participation of the Partnership's management, including the President and Chief Financial Officer of its General Partner, of the effectiveness of the design and operation of its disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended) as of February 28, 2007. The Partnership's management, including the President and Chief Financial Officer, does not expect that its disclosure controls and procedures or its internal controls will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. The inherent limitations in all control systems include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected. Based upon the evaluation, our management, including the President and Chief Financial Officer of ETE's general partner, concluded that our disclosure controls and procedures are adequate and effective at February 28, 2007 to ensure that information required to be disclosed by us in our periodic filings under the Securities and Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

Other than changes resulting from the Titan and Transwestern acquisitions, there have been no changes in the Partnership's internal controls over financial reporting (as defined in Rule 13(a)-15 or Rule 15d-15(f) of the Exchange Act) during the six months ended February 28, 2007, that have materially affected, or are reasonably likely to materially affect, its internal controls over financial reporting.

We continue to evaluate Titan's business and are making various changes to its operating and organizational structure based on our business plan. We are in the process of implementing our internal control structure over the operations of Titan. We expect that this effort will continue into future fiscal quarters of 2007 due to the magnitude of the business.

We closed the acquisition of Transwestern on December 1, 2006 and have begun the integration of the internal control structure of Transwestern into our processes and controls. We expect that integration effort to continue during the remainder of our fiscal year 2007, which may result in changes to Transwestern's operating and organizational structure. As permitted by the SEC rules, we intend to exclude Transwestern from our evaluation of the effectiveness of internal control over financial reporting for the year ending August 31, 2007, due to its size and complexity.

## **PART II OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

Not applicable.

### **ITEM 1A. RISK FACTORS**

The December 1, 2006 acquisition of Transwestern and operations in the interstate transportation business results in additional risk factors, including the following:

***The pipeline businesses are subject to competition.***

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The interstate pipeline business of Transwestern competes with those of other interstate and intrastate pipeline companies in the transportation and storage of natural gas. The principal elements of competition among pipelines are rates, terms of service and the flexibility and reliability of service. Natural gas competes with other forms of energy available to our customers and end-users, including electricity, coal and fuel oils. The primary competitive factor is price. Changes in the availability or price of natural gas and other forms of energy, the level of business activity, conservation, legislation and governmental regulations, the capability to convert to alternate fuels and other factors, including weather and natural gas storage levels, affect the demand for natural gas in the areas served by Transwestern.

***The success of the pipelines depends on the continued development of additional natural gas reserves in the vicinity of our facilities and our ability to access additional reserves to offset the natural decline from existing wells connected to our systems.***

The amount of revenue generated by Transwestern depends substantially upon the volume of natural gas transported. As the reserves available through the supply basins connected to Transwestern's systems naturally decline, a decrease in development or production activity could cause a decrease in the volume of natural gas available for transmission. Investments by third parties in the development of new natural gas reserves connected to Transwestern's facilities depend on many factors beyond Transwestern's control.

***The inability to continue to access Tribal lands could adversely affect Transwestern's ability to operate its pipeline system and the inability to recover the cost of right-of-way grants on tribal lands could adversely affect its financial results.***

Transwestern's ability to operate its pipeline system on certain Tribal lands (lands held in trust by the United States for the benefit of a Native American Tribe) will depend on its success in maintaining existing right-of-way and obtaining new right-of-way on those Tribal lands. Securing additional right-of-way is also critical to Transwestern's ability to pursue expansion projects including Transwestern's proposed expansion of its San Juan lateral in New Mexico. We cannot assure that Transwestern will be able to acquire new right-of-way on Tribal lands or maintain access to existing right-of-way upon the expiration of the current grants. Our financial position could be adversely affected if the costs of new or extended right-of-way grants cannot be recovered in rates.

***Transwestern is subject to FERC rate-making policies that could have an adverse impact on our ability to establish rates that would allow us to recover the full cost of operating the pipeline.***

Rate-making policies by FERC could affect Transwestern's ability to establish rates, or to charge rates that would cover future increases in its costs, or even to continue to collect rates that cover current costs. Natural gas companies may not charge rates that have been determined not to be just and reasonable by FERC. The rates, terms and conditions of service provided by natural gas companies are required to be on file with FERC in FERC-approved tariffs. Pursuant to FERC's jurisdiction over rates, existing rates may be challenged by complaint and proposed rate increases may be challenged by protest. Further, other than for rates set under market-based rate authority, the FERC may order refunds of amounts collected under rates that were in excess of a just and reasonable level when taking into consideration our pipeline system's cost of service. In addition, shippers may challenge the lawfulness of tariff rates that have become final and effective. The FERC may also investigate such rates absent shipper complaint. We cannot assure you that FERC will continue to pursue its approach of pro-competitive policies as it considers matters such as pipeline rates and rules and policies that may affect rights of access to natural gas capacity and transportation facilities. Any successful complaint or protest against Transwestern's rates could reduce our revenues associated with providing transmission services. We cannot assure you that we will be able to recover all of Transwestern's costs through existing or future rates.

The FERC's ratemaking methodologies may limit our ability to set rates based on our true costs or may delay the use of rates that reflect increased costs.

The potential for a challenge to our tariff rates creates the risk that the FERC might find some of our tariff rates to be in excess of a just and reasonable level – that is, a level justified by our cost of service. In such an event, the FERC would order us to reduce any such rates and could require the payment of reparations to complaining shippers for up to two years prior to the complaint.

In July 2004, the D.C. Circuit issued its opinion in *BP West Coast Products, LLC v. FERC*, which upheld, among other things, the FERC's determination that certain rates of an interstate petroleum products pipeline, Santa Fe Pacific

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Pipeline (“SFPP”), were grandfathered rates under the Energy Policy Act of 1992 and that SFPP’s shippers had not demonstrated substantially changed circumstances that would justify modification to those rates. The Court also vacated the portion of the FERC’s decision applying the *Lakehead* policy. In the *Lakehead* decision, the FERC allowed an oil pipeline publicly traded partnership to include in its cost-of-service an income tax allowance to the extent that its unitholders were corporations subject to income tax. In May and June 2005, the FERC issued a statement of general policy, as well as an order on remand of *BP West Coast*, respectively, in which the FERC stated it will permit pipelines to include in cost of service a tax allowance to reflect actual or potential tax liability on their public utility income attributable to all partnership or limited liability company interests, if the ultimate owner of the interest has an actual or potential income tax liability on such income. Whether a pipeline’s owners have such actual or potential income tax liability will be reviewed by the FERC on a case-by-case basis. Although the new policy is generally favorable for pipelines that are organized as pass-through entities, it still entails rate risk due to the case-by-case review requirement. In December 2005, the FERC issued its first case-specific oil pipeline review of the income tax allowance issues in the SFPP proceeding, reaffirming its new income tax allowance policy and directing SFPP to provide certain evidence necessary for the pipeline to determine its income allowance. Further, in the December 2005 order, the FERC concluded that for tax allowance purposes, the FERC would apply a rebuttable presumption that corporate partners of pass-through entities pay the maximum marginal tax rate of 35% and that non-corporate partners of pass-through entities pay a marginal rate of 28%. The FERC indicated that it would address the income tax allowance issues further in the context of SFPP’s compliance filing submitted in March 2006. In December 2006, the FERC ruled on some of the issues raised as to the March 2006 SFPP compliance filing, upholding most of its determinations in the December 2005 order. FERC did revise its rebuttable presumption as to corporate partners’ marginal tax rate from 35% to 34%. The FERC’s *BP West Coast* remand decision, the new tax allowance policy and the December 2005 order have been appealed to the D.C. Circuit. Oral argument was held in December 2006. As a result, the ultimate outcome of these proceedings is not certain and could result in changes to the FERC’s treatment of income tax allowances in cost of service, which in turn could reduce the tariff rates we charge for natural gas transportation on our Transwestern interstate pipeline system.

***Transwestern is subject to regulation by FERC in addition to FERC rules and regulations related to the rates it can charge for its services.***

FERC’s regulatory authority also extends to:

- operating terms and conditions of service;
- the types of services Transwestern may offer to its customers;
- construction of new facilities;
- acquisition, extension or abandonment of services or facilities;
- accounts and records; and
- relationships with affiliated companies involved in all aspects of the natural gas and energy businesses.

FERC action in any of these areas or modifications of its current regulations can impair Transwestern’s ability to compete for business, the costs it incurs in its operations, the construction of new facilities or its ability to recover the full cost of operating its pipeline. For example, the development of uniform interstate gas quality standards by FERC could create two distinct markets for natural gas—an interstate market subject to uniform minimum quality standards and an intrastate market with no uniform minimum quality standards. Such a bifurcation of markets could make it difficult for our pipelines to compete in both markets or to attract certain gas supplies away from the intrastate market. The time FERC takes to approve the construction of new facilities could raise the costs of our projects to the point where they are no longer economic.

FERC has authority to review pipeline contracts. If FERC determines that a term of any such contract deviates in a material manner from a pipeline’s tariff, FERC typically will order the pipeline to remove the term from the contract and execute and refile a new contract with FERC or, alternatively, to amend its tariff to include the deviating term, thereby offering it to all shippers. If FERC audits a pipeline’s contracts and finds deviations that appear to be unduly discriminatory, FERC could conduct a formal enforcement investigation, resulting in serious penalties and/or onerous ongoing compliance obligations.

Should Transwestern fail to comply with all applicable FERC administered statutes, rules, regulations and orders, it could be subject to substantial penalties and fines. Under the recently enacted Energy Policy Act of 2005, FERC has civil penalty authority under the Natural Gas Act to impose penalties for current violations of up to \$1,000,000 per day for each violation.

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Finally, we cannot give any assurance regarding the likely future regulations under which we will operate Transwestern or the effect such regulation could have on our business, financial condition, and results of operations.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

Not applicable.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

Not applicable.

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

The Partnership held a special meeting of its common unitholders on February 22, 2007. The meeting was held to act on a proposal to approve a change in the terms of the Partnership's Class C units to provide that each Class C unit was automatically converted into one of the Partnership's Common units. The following votes were cast with respect to the proposal:

| <u>FOR</u> | <u>AGAINST</u> | <u>ABSTAIN</u> | <u>BROKER NON<br/>VOTES</u> |
|------------|----------------|----------------|-----------------------------|
| 92,636,610 | 64,988         | 78,212         | 0                           |

**ITEM 5. OTHER INFORMATION**

Not applicable.

**ITEM 6. EXHIBITS**

(a) Exhibits

The exhibits listed on the following Exhibit Index are filed as part of this Report. Exhibits required by Item 601 of Regulation S-K, but which are not listed below, are not applicable.

| <u>Exhibit<br/>Number</u> | <u>Previously Filed *</u>                                      |                       |  |
|---------------------------|--|-----------------------|--|
|                           | <u>With File<br/>Number<br/>(Form) (Period Ending or Date)</u> | <u>As<br/>Exhibit</u> |  |
| 3.1                       | 333-128097   | 3.1                   | Certificate of Conversion of Energy Transfer Company, L.P.   |
| 3.2                       | 333-128097   | 3.2                   | Certificate of Limited Partnership of Energy Transfer Equity, L.P.   |
| 3.3                       | 333-128097   | 3.3                   | Third Amended Restated Agreement of Limited Partnership of Energy Transfer Equity, L.P.                        |
| 3.3.1                     | 1-32740<br>(10K) (8/31/2006)                                   | 3.3.1                 | Amendment No. 1 to Third Amended and Restated Agreement of Limited Partnership of Energy Transfer Equity, L.P. |
| 3.4                       | 333-128097   | 3.4                   | Certificate of Conversion of LE GP, LLC.   |

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| Exhibit<br>Number | Previously Filed *                                    |               |  |
|-------------------|---|---------------|--|
|                   | With File<br>Number<br>(Form) (Period Ending or Date) | As<br>Exhibit |  |
| 3.5               | 333-128097  | 3.5           | Certificate of Formation of LE GP, LLC.  |
| 3.6               | 333-128097  | 3.6           | Limited Liability Company Agreement of LE GP, LLC.   |
| 3.7               | 333-04018   | 3.1           | Amended and Restated Agreement of Limited Partnership of Heritage Propane Partners, L.P. (now known as Energy Transfer Partners, L.P.) |
| 3.7.1             | 1-11727<br>(8-K) (8/23/00)                            | 3.1.1         | Amendment No. 1 to Amended and Restated Agreement of Limited Partnership of Heritage Propane Partners, L.P.                            |
| 3.7.2             | 1-11727<br>(10K) (8/31/01)                            | 3.1.2         | Amendment No. 2 to Amended and Restated Agreement of Limited Partnership of Heritage Propane Partners, L.P.                            |
| 3.7.3             | 1-11727<br>(10-Q) (5/31/02)                           | 3.1.3         | Amendment No. 3 to Amended and Restated Agreement of Limited Partnership of Heritage Propane Partners, L.P.                            |
| 3.7.4             | 1-11727<br>(10-Q) (5/31/02)                           | 3.1.4         | Amendment No. 4 to Amended and Restated Agreement of Limited Partnership of Heritage Propane Partners, L.P.                            |
| 3.7.5             | 1-11727<br>(10-Q) (2/29/04)                           | 3.1.5         | Amendment No. 5 to Amended and Restated Agreement of Limited Partnership of Heritage Propane Partners, L.P.                            |
| 3.7.6             | 1-11727<br>(10-Q) (2/29/04)                           | 3.1.6         | Amendment No. 6 to Amended and Restated Agreement of Limited Partnership of Heritage Propane Partners, L.P.                            |
| 3.7.7             | 1-11727<br>(8-K) (3/16/05)                            | 3.1.7         | Amendment No. 7 to Amended and Restated Agreement of Limited Partnership of Heritage Propane Partners, L.P.                            |
| 3.7.8             | 1-11727<br>(8-K) (2/9/06)                             | 3.1.8         | Amendment No. 8 to Amended and Restated Agreement of Limited Partnership of Energy Transfer Partners, L.P.                             |
| 3.7.9             | 1-11727<br>(8-K) (5/3/06)                             | 3.1.9         | Amendment No. 9 to Amended and Restated Agreement of Limited Partnership of Energy Transfer Partners, L.P.                             |
| 3.7.10            | 1-11727<br>(8-K) (11/3/06)                            | 3.1.10        | Amendment No. 10 to Amended and Restated Agreement of Limited Partnership of Energy Transfer Partners, L.P.                            |
| 3.8               | 333-04018   | 3.2           | Agreement of Limited Partnership of Heritage Operating, L.P.   |
| 3.8.1             | 1-11727<br>(10-K) (8/31/00)                           | 3.2.1         | Amendment No. 1 to Amended and Restated Agreement of Limited Partnership of Heritage Operating, L.P.                                   |
| 3.8.2             | 1-11727<br>(10-Q) (5/31/02)                           | 3.2.2         | Amendment No. 2 to Amended and Restated Agreement of Limited Partnership of Heritage Operating, L.P.                                   |
| 3.8.3             | 1-11727<br>(10-Q) (2/29/04)                           | 3.2.3         | Amendment No. 3 to Amended and Restated Agreement of Limited Partnership of Heritage Operating, L.P. (22)                              |
| 3.9               | 1-11727<br>(10-Q) (2/29/04)                           | 3.3           | Amended Certificate of Limited Partnership of Energy Transfer Partners, L.P.   |
| 3.10              | 1-11727<br>(10-Q) 2/28/02)                            | 3.4           | Amended Certificate of Limited Partnership of Heritage Operating, L.P.   |
| 3.11              | 333-128097  | 3.11          | Second Amended and Restated Limited Liability Company Agreement of Energy Transfer Partners, L.L.C.                                    |
| 3.12              | 333-128097  | 3.12          | Second Amended and Restated Agreement of Limited Partnership of Energy Transfer Partners GP, L.P.                                      |

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| Exhibit<br>Number | Previously Filed *                                    |               |  |
|-------------------|---|---------------|--|
|                   | With File<br>Number<br>(Form) (Period Ending or Date) | As<br>Exhibit |  |
| 3.13              | 333-128097  | 3.13          | Certificate of Formation of Energy Transfer Partners, L.L.C.   |
| 3.13.1            | 333-128097  | 3.13.1        | Certificate of Amendment of Energy Transfer Partners, L.L.C.   |
| 3.14              | 333-128097  | 3.14          | Restated Certificate of Limited Partnership of Energy Transfer Partners GP, L.P.   |
| 4.1               | 1-11727<br>(8-K) (1/19/05)                            | 4.1           | Indenture dated January 18, 2005 among Energy Transfer Partners, L.P., the subsidiary guarantors named therein and Wachovia Bank, National Association, as trustee.  |
| 4.2               | 1-11727<br>(8-K) (1/19/05)                            | 4.2           | First Supplemental Indenture dated January 18, 2005, among Energy Transfer Partners, L.P., the subsidiary guarantors named therein and Wachovia Bank, National Association, as trustee.  |
| 4.3               | 1-11727<br>(10-Q) (2/28/05)                           | 10.45         | Second Supplemental Indenture dated as of February 24, 2005 to Indenture dated as of January 18, 2005.   |
| 4.4               | 1-11727<br>(10-Q) (2/28/05)                           | 10.46         | Notation of Guaranty.  |
| 4.5               | 1-11727<br>(8-K) (1/19/05)                            | 4.3           | Registration Rights Agreement dated January 18, 2005, among Energy Transfer Partners, L.P., the subsidiary guarantors named therein and the initial purchasers party thereto.  |
| 4.6               | 1-11727<br>(10-Q) (2/28/05)                           | 10.39.1       | Joinder to Registration Rights Agreement dated February 24, 2005, among Energy Transfer Partners, L.P., the Subsidiary Guarantors and Wachovia Bank, National Association, as trustee.   |
| 4.7               | 1-11727<br>(8-K) (8/2/05)                             | 4.1           | Third Supplemental Indenture dated July 29, 2005, to Indenture dated January 18, 2005, among Energy Transfer Partners, L.P., the subsidiary guarantors named therein, and Wachovia Bank, National Association, as trustee.   |
| 4.8               | 1-11727<br>(8-K) (8/2/05)                             | 4.2           | Registration Rights Agreement dated July 29, 2005, among Energy Transfer Partners, L.P., the subsidiary guarantors named therein, and the initial purchasers party thereto.  |
| 4.9               | 1-11727<br>(10-K/A) (8/31/05)                         | 4.9           | Form of Senior Indenture of Energy Transfer Partners, L.P.   |
| 4.10              | 1-11727<br>(10-K/A) (8/31/05)                         | 4.10          | Form of Subordinated Indenture of Energy Transfer Partners, L.P.   |
| 4.11              | 1-11727<br>(10-K) (8/31/06)                           | 4.13          | Fourth Supplemental Indenture dated as of June 29, 2006 to Indenture dated January 18, 2005, among Energy Transfer Partners, L.P., the subsidiary guarantors named therein and Wachovia Bank, National Association, as trustee.  |
| 4.12              | 1-11727<br>(8-K) (10/25/06)                           | 4.1           | Fifth Supplemental Indenture dated as of October 23, 2006 to Indenture dated January 18, 2005, among Energy Transfer Partners, L.P., the subsidiary guarantors named therein and Wachovia Bank, National Association, as trustee.  |
| 10.1              | 1-11727<br>(Sch. 13D/A) (6/24/05)                     | 99.F          | Credit and Guaranty Agreement dated as of June 16, 2005 among Energy Transfer Company, L.P., the guarantors named therein, various lenders, Goldman Sachs Credit Partners L.P., as administrative agent and collateral agent, Citicorp North America, Inc., as syndication agent, Lehman Commercial Paper Inc., as documentation agent, and Goldman Sachs Credit Partners L.P., Citigroup Markets Inc. and Lehman Brothers Inc., as lead arrangers and lead bookrunners. |

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| Exhibit<br>Number | Previously Filed *                                    |               |  |
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|                   | With File<br>Number<br>(Form) (Period Ending or Date) | As<br>Exhibit |  |
| 10.2              | 333-04018   | 10.2          | Form of Note Purchase Agreement (June 25, 1996).   |
| 10.2.1            | 1-11727<br>(10-Q) (11/30/96)                          | 10.2.1        | Amendment of Note Purchase Agreement (June 25, 1996) dated as of July 25, 1996.  |
| 10.2.2            | 1-11727<br>(10-Q) (2/28/97)                           | 10.2.2        | Amendment of Note Purchase Agreement (June 25, 1996) dated as of March 11, 1997.   |
| 10.2.3            | 1-11727<br>(10-K) (8/31/98)                           | 10.2.3        | Amendment of Note Purchase Agreement (June 25, 1996) dated as of October 15, 1998.   |
| 10.2.4            | 1-11727<br>(10-K) (8/31/99)                           | 10.2.4        | Second Amendment Agreement dated September 1, 1999 to June 25, 1996 Note Purchase Agreement.   |
| 10.2.5            | 1-11727<br>(10-Q) (5/31/00)                           | 10.16.3       | Third Amendment Agreement dated May 31, 2000 to June 25, 1996 Note Purchase Agreement and November 19, 1997 Note Purchase Agreement.   |
| 10.2.6            | 1-11727<br>(8-K) (8/23/00)                            | 10.2.6        | Fourth Amendment Agreement dated August 10, 2000 to June 25, 1996 Note Purchase Agreement and November 19, 1997 Note Purchase Agreement.   |
| 10.2.7            | 1-11727<br>(10-Q) (2/28/01)                           | 10.2.7        | Fifth Amendment Agreement dated as of December 28, 2000 to June 25, 1996 Note Purchase Agreement, November 19, 1997 Note Purchase Agreement and August 10, 2000 Note Purchase Agreement. |
| 10.2.8            | 1-11727<br>(10-Q) (2/29/04)                           | 10.2.8        | Sixth Amendment Agreement dated as of December 28, 2000 to June 25, 1996 Note Purchase Agreement, November 19, 1997 Note Purchase Agreement and August 10, 2000 Note Purchase Agreement. |
| 10.3              | 333-04018   | 10.3          | Form of Contribution, Conveyance and Assumption Agreement among Heritage Holdings, Inc., Heritage Propane Partners, L.P. and Heritage Operating, L.P.                                    |
| 10.4.1**          | 1-11727<br>(10-Q) (2/28/02)                           | 10.6.3        | Heritage Propane Partners, L.P. (now known as Energy Transfer Partners, L.P.) Second Amended and Restated Restricted Unit Plan dated as of February 4, 2002.                             |
| 10.4.2**          | 1-11727<br>(Sch. 14A) (5/18/04)                       | Annex A       | Energy Transfer Partners 2004 Unit Plan.   |
| 10.4.3**          | 1-11727<br>(8-K) (11/1/04)                            | 10.1          | Form of Grant Agreement.   |
| 10.5              | 1-11727<br>(10-Q) (5/31/98)                           | 10.16         | Note Purchase Agreement of Heritage Operating, L.P. dated as of November 19, 1997.   |
| 10.5.1            | 1-11727<br>(10-K) (8/31/98)                           | 10.16.1       | Amendment dated October 15, 1998 to November 19, 1997 Note Purchase Agreement of Heritage Operating, L.P.  |
| 10.5.2            | 1-11727<br>(10-K) (8/31/98)                           | 10.16.2       | Second Amendment Agreement dated September 1, 1999 to November 19, 1997 Note Purchase Agreement and June 25, 1996 Note Purchase Agreement of Heritage Operating, L.P.                    |

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| Exhibit<br>Number | Previously Filed *                                    |   |
|-------------------|---|---|
|                   | With File<br>Number<br>(Form) (Period Ending or Date) | As<br>Exhibit   |
| 10.5.3            | 1-11727<br>(10-Q) (5/31/00)                           | 10.16.3 Third Amendment Agreement dated May 31, 2000 to November 19, 1997 Note Purchase Agreement and June 25, 1996 Note Purchase Agreement of Heritage Operating, L.P.   |
| 10.5.4            | 1-11727<br>(8-K) (8/23/00)                            | 10.16.4 Fourth Amendment Agreement dated August 10, 2000 to November 19, 1997 Note Purchase Agreement and June 25, 1996 Note Purchase Agreement of Heritage Operating, L.P.   |
| 10.5.5            | 1-11727<br>(10-Q) (2/28/01)                           | 10.16.5 Fifth Amendment Agreement dated as of December 28, 2000 to June 25, 1996 Note Purchase Agreement, November 19, 1997 Note Purchase Agreement and August 10, 2000 Note Purchase Agreement of Heritage Operating, L.P. |
| 10.5.6            | 1-11727<br>(10-Q) (2/29/04)                           | 10.16.6 Sixth Amendment Agreement dated as of November 18, 2003 to June 25, 1996 Note Purchase Agreement, November 19, 1997 Note Purchase Agreement and August 10, 2000 Note Purchase Agreement of Heritage Operating, L.P. |
| 10.6              | 1-11727<br>(8-K) (8/23/00)                            | 10.17 Contribution Agreement dated June 15, 2000, among U.S. Propane, L.P., Heritage Operating, L.P. and Heritage Propane Partners, L.P.  |
| 10.6.1            | 1-11727<br>(8-K) (8/23/00)                            | 10.17.1 Amendment dated August 10, 2000 to June 15, 2000 Contribution Agreement.  |
| 10.7              | 1-11727<br>(8-K) (8/23/00)                            | 10.18 Subscription Agreement dated June 15, 2000, between Heritage Propane Partners, L.P. and individual investors.   |
| 10.7.1            | 1-11727<br>(8-K) (8/23/00)                            | 10.18.1 Amendment dated August 10, 2000 to June 15, 2000 Subscription Agreement.  |
| 10.7.2            | 1-11727<br>(10-K) (8/31/01)                           | 10.18.2 Amendment Agreement dated January 5, 2001 to the June 15, 2000 Subscription Agreement.  |
| 10.7.3            | 1-11727<br>(10-Q) (11/30/01)                          | 10.18.3 Amendment Agreement dated October 5, 2001 to the June 15, 2000 Subscription Agreement.  |
| 10.8              | 1-11727<br>(10-K) (8/31/01)                           | 10.19 Note Purchase Agreement of Heritage Operating, L.P. dated as of August 10, 2000.  |
| 10.8.1            | 1-11727<br>(10-Q) (2/28/01)                           | 10.16.5 Fifth Amendment Agreement dated as of December 28, 2000 to June 25, 1996 Note Purchase Agreement, November 19, 1997 Note Purchase Agreement and August 10, 2000 Note Purchase Agreement of Heritage Operating, L.P. |
| 10.8.2            | 1-11727<br>(10-Q) (5/31/01)                           | 10.19.2 First Supplemental Note Purchase Agreement dated as of May 24, 2001 to August 10, 2000 Note Purchase Agreement of Heritage Operating, L.P.  |
| 10.8.3            | 1-11727<br>(10-Q) (2/29/04)                           | 10.16.6 Sixth Amendment Agreement dated as of December 28, 2000 to June 25, 1996 Note Purchase Agreement, November 19, 1997 Note Purchase Agreement and August 10, 2000 Note Purchase Agreement of Heritage Operating, L.P. |
| 10.9              | 1-11727<br>(10-Q) (2/28/02)                           | 10.26 Assignment, Conveyance and Assumption Agreement dated as of February 4, 2002, between U.S. Propane, L.P. and Heritage Holdings, Inc., as the former General Partner of Heritage Propane Partners, L.P.                |

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| Exhibit<br>Number | Previously Filed *                                    |               |  |
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|                   | With File<br>Number<br>(Form) (Period Ending or Date) | As<br>Exhibit |  |
| 10.10             | 1-11727<br>(10-Q) (2/28/02)                           | 10.27         | Assignment, Conveyance and Assumption Agreement dated as of February 4, 2002, between U.S. Propane, L.P. and Heritage Holdings, Inc., as the former General Partner of Heritage Operating, L.P.  |
| 10.11             | 1-11727<br>(8-K) (1/6/03)                             | 10.28         | Assignment for Contribution of Assets in Exchange for Partnership Interest dated December 9, 2002, among V-1 Oil Co., the shareholders of V-1 Oil Co., Heritage Propane Partners, L.P. and Heritage Operating, L.P.  |
| 10.12             | 1-11727<br>(10-K) (8/31/03)                           | 10.30         | Acquisition Agreement dated November 6, 2003, among the owners of U.S. Propane, L.P. and U.S. Propane, L.L.C. and LaGrange Energy, L.P.  |
| 10.13             | 1-11727<br>(10-K) (8/31/03)                           | 10.31         | Contribution Agreement dated November 6, 2003, among LaGrange Energy, L.P. and Heritage Propane Partners, L.P. and U.S. Propane, L.P.  |
| 10.13.1           | 1-11727<br>(10-Q) (11/30/03)                          | 10.31.1       | Amendment No. 1 dated December 7, 2003 to Contribution Agreement dated November 6, 2003, among LaGrange Energy, L.P. and Heritage Propane Partners, L.P. and U.S. Propane, L.P.  |
| 10.14             | 1-11727<br>(10-K) (8/31/03)                           | 10.32         | Stock Purchase Agreement dated November 6, 2003, among the owners of Heritage Holdings, Inc. and Heritage Propane Partners, L.P.   |
| 10.15             | 1-11727<br>(8-K) (6/14/04)                            | 10.35         | Purchase and Sale Agreement dated April 25, 2004, between TXU Fuel Company and Energy Transfer Partners, L.P.  |
| 10.15.1           | 1-11727<br>(8-K) (6/14/04)                            | 10.35.1       | First Amendment to Purchase and Sale Agreement and Closing Agreement dated June 1, 2004, between TXU Fuel Company and Energy Transfer Partners, L.P.   |
| 10.16             | 1-11727<br>(10-Q) (5/31/04)                           | 10.36         | Third Amended and Restated Credit Agreement dated March 31, 2004, among Heritage Operating L.P. and the Banks.   |
| 10.17             | 1-11727<br>(8-K) (1/19/05)                            | 10.1          | Credit Agreement dated January 18, 2005, among Energy Transfer Partners, L.P., Wachovia Bank, National Association, as administrative agent, LC issuer and swingline lender, Fleet National Bank, as syndication agent, BNP Paribas and The Royal Bank of Scotland plc, as co-documentation agents, and other lenders party thereto.                     |
| 10.17.1           | 1-11727<br>(10-Q) (2/28/05)                           | 10.40.1       | First Amendment to Credit Agreement dated February 24, 2005, among Energy Transfer Partners, L.P., Wachovia Bank, National Association, as administrative agent, LC issuer and swingline lender, Fleet National Bank, as syndication agent, BNP Paribas and The Royal Bank of Scotland plc, as co-documentation agents, and other lenders party thereto. |
| 10.18             | 1-11727<br>(8-K) (1/19/05)                            | 10.2          | Guaranty dated January 18, 2005, by the Subsidiary Guarantors in favor of Wachovia Bank, National Association, as the administrative agent for the lenders.  |
| 10.18.1           | 1-11727<br>(10-Q) (2/28/05)                           | 10.41.1       | Guaranty Supplement dated February 24, 2005.   |

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| 10.19             | 1-11727<br>(8-K) (2/1/05)                             | 10.1          | Purchase and Sale Agreement dated January 26, 2005, among HPL Storage, LP and AEP Energy Services Gas Holding Company II, L.L.C., as Sellers, and LaGrange Acquisition, L.P., as Buyer.   |
| 10.20             | 1-11727<br>(8-K) (2/1/05)                             | 10.2          | Cushion Gas Litigation Agreement dated January 26, 2005, among AEP Energy Services Gas Holding Company II, L.L.C. and HPL Storage LP, as Sellers, and LaGrange Acquisition, L.P., as Buyer, and AEP Asset Holdings LP, AEP Leaseco LP, Houston Pipe Line Company, LP and HPL Resources Company LP, as Companies.  |
| 10.21             | 1-11727<br>(8-K/A) (3/17/05)                          | 10.3          | Loan Agreement dated as of January 26, 2005, between LaGrange Acquisition, L.P., as Borrower, and LaGrange Energy, L.P., as Lender.   |
| 10.22             | 1-11727<br>(8-K) (2/4/02)                             | 4.1           | Registration Rights Agreement for Limited Partner Interests of Heritage Propane Partners, L.P.  |
| 10.23             | 1-11727<br>(10-Q) (2/29/04)                           | 4.2           | Unitholder Rights Agreement dated January 20, 2004, among Heritage Propane Partners, L.P., Heritage Holdings, Inc., TAAP LP and LaGrange Energy, L.P.   |
| 10.24             | 333-128097  | 10.24         | Registration Rights Agreement for Limited Partnership Units of LaGrange Energy, L.P.  |
| 10.25**           | 333-128097  | 10.25         | Energy Transfer Equity Long-Term Incentive Plan.  |
| 10.26**           | 333-128097  | 10.26         | Form of Director and Officer Indemnification Agreement.   |
| 10.27             | 1-11727<br>(8-K) (12/16/05)                           | 10.1          | Credit Agreement dated December 12, 2005, among Energy Transfer Partners, L.P., Wachovia Bank, National Association, as administrative agent, LC issuer and swingline lender, Bank of America, N.A. and Citibank, N.A., as co-syndication agents, BNP Paribas and The Royal Bank of Scotland plc, as co-documentation agents, Credit Suisse, Deutsche Bank AG and UBS Loan Finance LLC, as senior managing agents, Fortis Capital Corp, Suntrust Bank and Wells Fargo Bank, N.A., as managing agents, and other lenders party thereto.  |
| 10.28             | 1-11727<br>(8-K) (12/16/05)                           | 10.2          | Guaranty, effective as of December 13, 2005, by the subsidiary guarantors thereto in favor of Wachovia Bank, National Association, as administrative agent for the Lenders.   |
| 10.29             | 1-32740<br>(8-K) (2/8/06)                             | 10.2          | Credit Agreement dated February 8, 2006, between Energy Transfer Equity, L.P. and Wachovia Bank, National Association, as administrative agent, LC issuer and swingline lender, Bank of America, N.A. and Citicorp North America, Inc., as co-syndication agents, BNP Paribas and The Royal Bank of Scotland plc New York Branch, as co-documentation agents, Credit Suisse Cayman Islands Branch, Deutsche Bank AG New York Branch and UBS Loan Finance LLC, as senior managing agents, and Fortis Capital Corp, Suntrust Bank and Wells Fargo Bank, N.A., as managing agents. |
| 10.30             | 333-128097  | 10.30         | Shared Services Agreement dated as of August 26, 2005, among Energy Transfer Equity, L.P. and Energy Transfer Partners, L.P.  |
| 10.31             | 1-11727<br>(10Q) (5/31/06)                            | 10.48         | Credit Agreement dated as of May 31, 2006, among Energy Transfer Partners, L.P., as the Borrower, Credit Suisse, Cayman Islands   |

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|                   | With File<br>Number<br>(Form) (Period Ending or Date) | As<br>Exhibit |   |
|                   |   |               | Branch as administrative agent, and the other lenders party hereto, Credit Suisse Securities (USA) LLC and Banc of America Securities, LLC, as joint lead arrangers and co-documentation and syndication agents.  |
| 10.32             | 1-11727<br>(10Q) (5/31/06)                            | 10.49         | Amended and Restated Credit Agreement dated as of June 29, 2006, among Energy Transfer Partners, L.P., as the Borrower, Wachovia Bank, National Association as administrative agent, LC issuer and swingline lender, Bank of America, N.A. and Citibank, N.A. as co-syndication agents, BNP Paribas and The Royal Bank of Scotland, plc, as co-documentation agents, Deutsche Bank Securities, Inc., Credit Suisse, Cayman Islands Branch, UBS Securities, LLC, JPMorgan Chase Bank, N.A. and Suntrust Bank as senior managing agents and the other lenders party hereto Wachovia Capital Markets, LLC as sole lead arranger and sole book manager. |
| 10.32.1           | 1-11727<br>(10Q) (2/28/07)                            |               | First Amendment to Amended and Restated Credit Agreement, dated as of February 21, 2007, among Energy Transfer Partners, L.P. and Wachovia Bank, National Association, as the Administrative Agent under the Amended and Restated Credit Agreement, dated as of June 29, 2006, among Energy Transfer Partners, L.P., as the Borrower, and the other parties thereto.  |
| 10.33             | 1-11727<br>(10Q) (5/31/06)                            | 10.50         | Guarantee for the Amended and Restated Credit Agreement dated as of June 29, 2006.  |
| 10.34             | 1-32740<br>(10K) (8/31/2006)                          | 10.34         | First Amendment to Amended and Restated Credit Agreement, dated November 1, 2006, among Energy Transfer Equity, L.P., as the borrower, Wachovia Bank, National Association as administrative agent, UBS Loan Finance LLC, as syndication agent, BNP Paribas, Citicorp North America, Inc. and JPMorgan Chase Bank, N.A. as co-documentation agents, and UBS Securities LLC and Wachovia Capital Markets, LLC, as joint lead arrangers and joint book managers.  |
| 10.35             | 1-32740<br>(10K) (8/31/2006)                          | 10.35         | Contribution and Conveyance Agreement, dated November 1, 2006, between Energy Transfer Equity, L.P., and Energy Transfer Partners, L.P.   |
| 10.36             | 1-32740<br>(10K) (8/31/2006)                          | 10.36         | Contribution, Assumption and Conveyance Agreement, dated November 1, 2006, between Energy Transfer Equity, L.P., and Energy Transfer Investments, L.P.  |
| 10.37             | 1-11727<br>(8-K) (11/3/06)                            | 3.1.10        | Registration Rights Agreement, dated November 1, 2006, between Energy Transfer Partners, L.P. and Energy Transfer Equity, L.P.  |
| 10.38             | 1-32740<br>(10K) (8/31/2006)                          | 10.38         | Registration Rights Agreement, dated November 1, 2006, between Energy Transfer Equity, L.P. and Energy Transfer Investments, L.P.   |
| 10.39             | 1-11727<br>(8-K) (9/18/06)                            | 10.1          | Purchase and Sale Agreement, dated as of September 14, 2006, among Energy Transfer Partners, L.P. and EFS-PA, LLC (a/k/a GE Energy Financial Services), CDPQ Investments (U.S.) Inc., Lake Bluff, Inc., Merrill Lynch Ventures, L.P. and Kings Road Holding I LLC.  |
| 10.40             | 1-11727<br>(8-K) (9/18/06)                            | 10.2          | Redemption Agreement, dated September 14, 2006, between Energy Transfer Partners, L.P. and CCE Holdings, LLC.   |

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| <u>Exhibit<br/>Number</u> | <u>Previously Filed *</u>                                      |                       |  |
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|                           | <u>With File<br/>Number<br/>(Form) (Period Ending or Date)</u> | <u>As<br/>Exhibit</u> |  |
| 10.41                     | 1-11727<br>(8-K) (9/18/06)                                     | 10.3                  | Letter Agreement, dated September 14, 2006, between Energy Transfer Partners, L.P. and Southern Union Company.   |
| 10.42                     | 1-11727<br>(10-K) (8/31/06)                                    | 10.54                 | Fourth Amended and Restated Credit Agreement dated as of August 31, 2006 between and among Heritage Operating L.P., as the Borrower, and the Banks now or hereafter signatory parties hereto, as lenders "Banks" and Bank of Oklahoma, National Association as administrative agent and joint lead arranger for the Banks, JPMorgan Chase Bank, N.A., as syndication agent for the Banks, and J.P. Morgan Securities Inc., as joint lead arranger for the Banks. |
| 10.43                     | 1-32740<br>(8-K) (11/30/2006)                                  | 99.1                  | Registration Rights Agreement, dated November 27, 2006, by and among Energy Transfer Equity, L.P. and certain investors named therein.   |
| 10.45                     | 1-32740<br>(8-K) (3/5/2007)                                    |                       | Registration Rights Agreement, dated March 2, 2007, by and among Energy Transfer Equity, L.P. and certain investors named therein.   |
| 10.44**                   | 1-32740<br>(8-K) (12/26/2006)                                  | 99.1                  | LE GP, LLC Outside Director Compensation Policy.   |
| 21.1                      |  |                       | List of Subsidiaries.  |
| 31.1                      |  |                       | Certification of President and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  |
| 32.1                      |  |                       | Certification of President and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.   |
| 99.1                      |  |                       | Unaudited condensed consolidated balance sheet of LE GP, L.L.C. as of February 28, 2007  |

\* Incorporated herein by reference.

\*\* Denotes a management contract or compensatory plan or arrangement.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ENERGY TRANSFER EQUITY, L.P.

By: LE GP, L.L.C., its General Partner

By: /s/ John W. McReynolds

John W. McReynolds

President and Chief Financial Officer (duly  
authorized to sign on behalf of the registrant)

Date: April 11, 2007

## SUBSIDIARIES

- Chalkley Transmission Company, Ltd., a Texas limited partnership
- Energy Transfer Fuel GP, LLC, a Delaware limited liability company
- Energy Transfer Fuel, LP, a Delaware limited partnership
- Energy Transfer Interstate Holdings, LLC, a Delaware limited liability company
- Energy Transfer Mexicana, LLC, a Delaware limited liability company
- Energy Transfer Partners GP, L.P., a Delaware limited partnership
- Energy Transfer Partners, L.L.C., a Delaware limited liability company
- Energy Transfer Partners, L.P., a Delaware limited partnership
- ET Company I, Ltd., a Texas limited partnership
- ET Fuel Pipeline, L.P., a Delaware limited partnership
- ETC Gas Company Ltd., a Texas limited partnership
- ETC Katy Pipeline, Ltd., a Texas limited partnership
- ETC Marketing, Ltd., a Texas limited partnership
- ETC Midcontinent Express Pipeline, L.L.C., a Delaware limited liability company
- ETC New Mexico Pipeline, L.P., a New Mexico limited partnership
- ETC Oasis GP, LLC a Texas limited liability company
- ETC Oasis, L.P., a Delaware limited partnership
- ETC Texas Pipeline, Ltd., a Texas limited partnership
- ETC Texas Processing, Ltd., a Texas limited partnership
- Five Dawaco, LLC, a Texas limited liability company
- Heritage Energy Resources, L.L.C., an Oklahoma limited liability company
- Heritage Energy Transfer Systems, L.L.C., a Delaware limited liability company
- Heritage ETC GP, L.L.C., a Delaware limited liability company
- Heritage ETC, L.P., a Delaware limited partnership
- Heritage Holdings, Inc., a Delaware corporation
- Heritage LP, Inc., a Delaware corporation
- Heritage Service Corp., a Delaware corporation
- Houston Pipe Line Company LP, a Delaware limited partnership
- HP Houston Holdings, L.P., a Delaware limited partnership
- HPL Asset Holdings LP, a Delaware limited partnership
- HPL Consolidation LP, a Delaware limited partnership
- HPL Gas Marketing LP, a Delaware limited partnership
- HPL GP, LLC, a Delaware limited liability company
- HPL Holdings GP, L.L.C., a Delaware limited liability company
- HPL Houston Pipe Line Company, LLC, a Delaware limited liability company
- HPL Leaseco LP, a Delaware limited partnership
- HPL Resources Company LP, a Delaware limited partnership
- HPL Storage GP LLC, a Delaware limited liability company
- Integrated Propane Services, Ltd., an Ontario partnership
- LA GP, LLC, a Texas limited liability company
- La Grange Acquisition, L.P., a Texas limited partnership
- LG PL, LLC, a Texas limited liability company
- LGM, LLC, a Texas limited liability company
- Mountain Creek Joint Venture, a Texas general partnership
- MP Energy Partnership, an Alberta general partnership

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- M-P Oils Ltd., an Alberta, Canada corporation
  - Oasis Partner Company, a Delaware corporation
  - Oasis Pipe Line Company Texas, L.P., a Texas limited partnership
  - Oasis Pipe Line Company, a Delaware corporation
  - Oasis Pipe Line Finance Company, a Delaware corporation
  - Oasis Pipe Line Management Company, a Delaware corporation
  - Oasis Pipeline, L.P., a Texas limited partnership
  - Ranger Pipeline, L.P., a Texas limited partnership
  - TETC, LLC, a Texas limited liability company
  - Texas Energy Transfer Company, Ltd., a Texas limited partnership
  - Titan Energy GP, L.L.C., a Delaware limited liability company
  - Titan Energy Partners, L.P., a Delaware limited partnership
  - Titan Propane Services, Inc., a Delaware corporation
  - Transwestern Pipeline Company, LLC, a Delaware limited liability company
  - United Propane Exchange, L.L.C., a Delaware limited liability company
  - Whiskey Bay Gathering Company, Ltd., a Texas limited partnership
  - Whiskey Bay Gas Company, a Texas limited partnership
  - Heritage Operating L.P., a Delaware limited partnership, which does business under the following names:
    - Amogas
    - Archibald Propane
    - Balgas
    - Bi-State Propane
    - Blue Flame Gas
    - Blue Flame Gas of Charleston
    - Blue Flame Gas of Mt. Pleasant
    - Blue Flame Gas of Richmond
    - Boland Energy
    - C & D Propane
    - Carolane Propane
    - Clarendon Gas Co.
    - Corbin Gas
    - Covington Propane
    - Cumberland LP Gas
    - Custer Gas Service
    - Dawson Propane
    - E-Con Gas
    - Eaves Propane & Oil
    - Efird Gas Company
    - Energy North Propane
    - Fallsburg Gas Service
    - Flamegas Company
    - Foster's Propane
    - Foust Fuels
    - Franconia Gas
    - Gas Service Company

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- Geldbach Petroleum
  - Gibson Propane
  - Green's Fuel Gas Company
  - Greer Gas, L.P.
  - Guilford Gas
  - Harris Propane
  - Heritage Propane
  - Holton's L.P. Gas
  - Horizon Gas
  - Houston County Propane
  - Hydratane of Athens
  - Ikard & Newsom
  - Ingas
  - J & J Propane Gas
  - John E. Foster & Son
  - Johnson Gas
  - Kingston Propane
  - Kirby's Propane Gas
  - Lake County Gas
  - Lewis Gas Co.
  - Liberty Propane
  - Loyd Fuel
  - Lyons Gas
  - Manley Gas
  - Margas LP Service
  - Marlen Gas
  - Metro Lift Propane
  - Modern Propane Gas
  - Moore L.P. Gas
  - Mt. Pleasant Propane
  - Myers Propane Service
  - New Mexico Propane
  - Northern Energy
  - Northwestern Propane
  - Paradee Gas Company
  - Perkins Propane Gas
  - Pioneer Propane
  - ProFlame
  - Progas
  - Propane Gas Inc.
  - Quality Gas
  - Race City Propane
  - Rural Gas and Appliance

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- San Juan Propane
  - Sawyer Gas
  - ServiGas
  - ServiGas/Ikard & Newsom
  - Shaner Propane
  - Shaw L.P. Gas
  - Southern Gas Company
  - Thomas Gas Company
  - Trenton LP Gas
  - Tri-Cities Gas Company
  - Tri-Gas Propane Company
  - Tri-Gas of Benzie
  - Turner Propane
  - V-1 Propane
  - Vess Propane
  - Wakulla L.P.G.
  - Waynesville Gas Service
  - Young's Propane
- Titan Propane LLC, a Delaware limited partnership, which does business under the following names:
    - AAA Propane
    - Action Gas
    - Adobe Propane
    - Apache Gas
    - Arrow Propane
    - Ballard Gas Service
    - Blue Flame Gas
    - Braun Streat Propane
    - Briceton Lp
    - C F Lafontaine
    - Central Valley Propane
    - Coast Gas
    - Countryside Propane
    - County Propane
    - Delaware Valley Propane
    - Delta Propane
    - Eagle Valley Propane
    - Economy Propane
    - Empiregas
    - F K Gailey
    - Fayette County Propane
    - Flame Propane

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- Francis F Bezio
  - G & K Propane
  - Graves Propane
  - Hall's Semple Propane
  - Interstate Gas
  - Keene Gas
  - L & K Propane
  - Lake Almanor Propane
  - Lehigh Valley Propane
  - Lone Pine Propane
  - Mar Gas
  - Michiana Gas
  - Mid Georgia Propane
  - Minns Gas LP
  - Mobile Gas
  - Mother Lode Propane
  - Mountain Propane
  - Myers/De's
  - Pedley Propane
  - Pioneer Propane
  - Placer Propane
  - Propane Inc
  - Quality Propane
  - Ramona Propane
  - Rural Gas
  - Saratoga Propane
  - Shenandoah Valley Propane
  - Snyder Propane
  - Southeastern Propane
  - Southern Arizona Gas
  - SP Barron LP
  - Tecumseh LP
  - St Augustine Gas
  - Synergy Gas
  - Tappan Gas LP
  - Thomas Gas Company
  - Titan Propane
  - Town & Country
  - Tri County Bottled Gas Inc
  - Truckee Tahoe Propane

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- Vineyard Propane
  - Virginia Propane
  - Western LP

**CERTIFICATION OF PRESIDENT (PRINCIPAL EXECUTIVE OFFICER)  
AND CHIEF FINANCIAL OFFICER  
PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, John W. McReynolds, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Energy Transfer Equity, L.P.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
  - b. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - c. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 11, 2007

/s/ John W. McReynolds

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John W. McReynolds  
President and Chief Financial Officer

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report of Energy Transfer Equity, L.P. (the "Partnership") on Form 10-Q for the quarter ended February 28, 2007, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, John W. McReynolds, President and Chief Financial Officer, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Partnership.

Date: April 11, 2007

/s/ John W. McReynolds

John W. McReynolds

President and Chief Financial Officer

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\* A signed original of this written statement required by 18 U.S.C. Section 1350 has been provided to and will be retained by Energy Transfer Equity, L.P.

**LE GP, LLC AND SUBSIDIARIES**  
**UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEET**  
(Dollars in thousands)

|   | <u>February 28,</u><br><u>2007</u> |
|---|------------------------------------|
| <b><u>ASSETS</u></b>  |                                    |
| <b>CURRENT ASSETS:</b>                                      |                                    |
| Cash and cash equivalents                                   | \$ 90,153                          |
| Marketable securities                                       | 4,026                              |
| Accounts receivable, net of allowance for doubtful accounts | 717,957                            |
| Inventories   | 194,690                            |
| Deposits paid to vendors                                    | 32,970                             |
| Exchanges receivable  | 38,185                             |
| Price risk management assets                                | 18,616                             |
| Prepaid expenses and other                                  | 38,420                             |
| Total current assets  | <u>1,135,017</u>                   |
| PROPERTY, PLANT AND EQUIPMENT, net                          | 5,526,350                          |
| GOODWILL  | 751,992                            |
| INTANGIBLES AND OTHER LONG-TERM ASSETS, net                 | 373,867                            |
| Total assets  | <u>\$7,787,226</u>                 |
| <b><u>LIABILITIES AND MEMBERS' EQUITY</u></b>               |                                    |
| <b>CURRENT LIABILITIES:</b>                                 |                                    |
| Accounts payable  | \$ 533,493                         |
| Exchanges payable   | 38,526                             |
| Customer advances and deposits                              | 47,101                             |
| Accrued and other current liabilities                       | 246,217                            |
| Price risk management liabilities                           | 20,139                             |
| Current maturities of long-term debt                        | 40,587                             |
| Total current liabilities                                   | <u>926,063</u>                     |
| LONG-TERM DEBT, less current maturities                     | 4,914,625                          |
| DEFERRED INCOME TAXES                                       | 204,075                            |
| OTHER NON-CURRENT LIABILITIES                               | 25,557                             |
| MINORITY INTERESTS  | 1,716,630                          |
| COMMITMENTS AND CONTINGENCIES                               | <u>7,786,950</u>                   |
| MEMBERS' EQUITY   | 276                                |
| Total liabilities and members' equity                       | <u>7,787,226</u>                   |

The accompanying notes are an integral part of this unaudited condensed consolidated balance sheet.

## LE GP, LLC AND SUBSIDIARIES

### NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEET

FEBRUARY 28, 2007

(Dollars in thousands)

#### 1. **OPERATIONS AND ORGANIZATION:**

LE GP, LLC (“the Company”), a Delaware limited liability company, is the General Partner, with a 0.01% general partner interest in Energy Transfer Equity, L.P. (“ETE” or “the Partnership”). ETE is a publicly-traded Delaware limited partnership formed in August 2000.

Energy Transfer Partners GP, LP (“ETP GP”) is the General Partner of Energy Transfer Partners, L.P. (“ETP”) and owns the 2% general partner interests of ETP. ETP is a publicly-traded limited partnership.

ETE is the 100% owner of Energy Transfer Partners, L.L.C. (“ETP LLC”), which owns the 0.1% general partner interest in ETP GP. ETE also owns 100% of ETP GP’s Class A and Class B limited partner interests.

#### **Balance Sheet Presentation**

The unaudited interim condensed consolidated balance sheet and notes of LE GP, LLC and subsidiaries as of February 28, 2007, have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) for interim consolidated financial information. Accordingly, this financial statement does not include all the information and footnotes required by GAAP for complete consolidated financial statements. However, management believes that the disclosures made are adequate to make the information not misleading.

In the opinion of management, all adjustments (all of which are normal and recurring) have been made that are necessary to fairly state the consolidated financial position of LE GP, LLC and subsidiaries as of February 28, 2007. The unaudited interim condensed consolidated balance sheet should be read in conjunction with the consolidated balance sheet and notes thereto of LE GP, LLC and subsidiaries presented as exhibit 99.1 to the Energy Transfer Equity, L.P. Annual Report on Form 10-K for the fiscal year ended August 31, 2006, as filed with the Securities and Exchange Commission on November 29, 2006.

We consolidate all majority-owned and controlled subsidiaries, including ETE, ETP and its subsidiaries, La Grange Acquisition, L.P., which conducts business under the assumed name of Energy Transfer Company (“ETC OLP”), Heritage Operating, L.P. (referenced herein as “HOLP”), Heritage Holdings, Inc. (“HHI”), Titan Energy Partners, L.P. (“Titan”) and Energy Transfer Interstate Holdings, LLC (“ET Interstate”), the parent company of Transwestern Pipeline Company, LLC (“Transwestern”), collectively, the “Operating Partnerships”. We recognize a minority interest liability for all partially-owned consolidated subsidiaries. All significant intercompany transactions and accounts are eliminated in consolidation.

We also own varying undivided interests in certain pipelines. Ownership of these pipelines has been structured as an ownership of an undivided interest in assets, not as an ownership interest in a partnership, limited liability company, joint venture or other forms of entities. Each owner controls marketing and invoices separately, and each owner is responsible for any loss, damage or injury that may occur to their own customers. As a result, we apply proportionate consolidation for our interests in these entities.

#### **Business Operations**

LE GP, LLC conducts business operations only through the wholly-owned subsidiaries of ETP. In order to simplify the obligations of ETP under the laws of several jurisdictions in which we conduct business, ETP’s activities are conducted through its subsidiary operating partnerships, ETC OLP, a Texas limited partnership engaged in midstream and intrastate transportation and storage natural gas operations, HOLP, a Delaware limited partnership engaged in retail and wholesale propane operations, Titan, a Delaware limited partnership engaged in retail propane operations, and Transwestern, a Delaware limited liability company engaged in interstate transportation of natural gas. LE GP, LLC, ETP LLC, ETE, ETP GP, ETP, the Operating Partnerships and their subsidiaries are collectively referred to in this report as “we”, “us”, “our”, “ETP LLC” or “the Company.”

## 2. ESTIMATES, SIGNIFICANT ACCOUNTING POLICIES AND BALANCE SHEET DETAIL:

### **Use of Estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the balance sheet date.

The natural gas industry conducts its business by processing actual transactions at the end of the month following the month of delivery. Consequently, the most current month's financial results for the midstream and transportation and storage operations are estimated using volume estimates and market prices. Any differences between estimated results and actual results are recognized in the following month's financial statements. Management believes that the assets and liabilities as of February 28, 2007 represent the actual results in all material respects.

Some of the other more significant estimates made by management include, but are not limited to, the timing of certain forecasted transactions that are hedged, allowances for doubtful accounts, the fair value of derivative instruments, useful lives for depreciation and amortization, purchase accounting allocations and subsequent realizability of intangible assets, deferred taxes, environmental liabilities and general business and medical self-insurance reserves. Actual results could differ from those estimates.

### **Significant Accounting Policies**

As a result of the acquisition of Transwestern on December 1, 2006, we have the following significant accounting policies in addition to the significant accounting policies described in the balance sheet of LE GP, LLC included in ETE's Form 10-K for the year ended August 31, 2006:

*Property, Plant and Equipment*—An accrual of allowance for funds used during construction (AFUDC) is a utility accounting practice calculated under guidelines prescribed by the FERC and capitalized as part of the cost of utility plant. It represents the cost of servicing the capital invested in construction work-in-progress.

*System Gas*—Transwestern accounts for system balancing gas using the fixed asset accounting model established under FERC Order No. 581. Under this approach, system gas volumes are classified as fixed assets and valued at historical cost. Encroachments upon system gas are valued at current market prices. Transwestern may sell system gas in excess of its system operational requirements.

*Employee Benefits*—Transwestern has entered into a VEBA trust (the "VEBA Trust") agreement with Bank One Trust Company as a trustee. The VEBA Trust has established or adopted plans to provide certain post-retirement life, sick, accident and other benefits. The VEBA Trust is a voluntary employees' beneficiary association under Section 501(c)(9) of the Tax Code, which provides benefits to employees of Transwestern. Transwestern's plan is in an overfunded position as of February 28, 2007. As the plans are supported through rates charged to customers, under FASB Statement No. 71, *Accounting for Effects of Certain Types of Regulation* ("SFAS 71"), to the extent Transwestern has collected amounts in excess of what is required to fund the plan, Transwestern has an obligation to refund the excess amounts to customers through rates. As such, Transwestern has recorded the overfunded position of \$830 within other long-term assets and a corresponding regulatory liability of \$830.

Transwestern accounts for its other post employment benefits ("OPEB") liability on an actuarial basis, recording its health and life benefit costs over the active service period of employees to the date of full eligibility for the benefits.

*Regulatory Assets and Liabilities*—Transwestern is subject to regulation by certain state and federal authorities, is part of our interstate transportation segment and has accounting policies that conform to SFAS 71, which is in accordance with the accounting requirements and ratemaking practices of the regulatory authorities. The application of these accounting policies allows us to defer expenses and

revenues on the balance sheet as regulatory assets and liabilities when it is probable that those expenses and revenues will be allowed in the ratemaking process in a period different from the period in which they would have been reflected in the consolidated statement of operations by an unregulated company. These deferred assets and liabilities will be reported in results of operations in the period in which the same amounts are included in rates and recovered from or refunded to customers. Management's assessment of the probability of recovery or pass through of regulatory assets and liabilities will require judgment and interpretation of laws and regulatory commission orders. If, for any reason, we cease to meet the criteria for application of regulatory accounting treatment for all or part of our operations, the regulatory assets and liabilities related to those portions ceasing to meet such criteria would be eliminated from the condensed consolidated balance sheet for the period in which the discontinuance of regulatory accounting treatment occurs.

### ***New Accounting Standards***

FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes – An Interpretation of FASB Statement No. 109*, ("FIN 48"). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with SFAS No. 109. FIN 48 also prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The new FASB standard also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The evaluation of a tax position in accordance with FIN 48 is a two-step process. The first step is a recognition process whereby the enterprise determines whether it is more likely than not that a tax position will be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. In evaluating whether a tax position has met the more-likely-than-not recognition threshold, the enterprise should presume that the position will be examined by the appropriate taxing authority that has full knowledge of all relevant information. The second step is a measurement process whereby a tax position that meets the more-likely-than-not recognition threshold is calculated to determine the amount of benefit to recognize in the financial statements. The tax position is measured at the largest amount of benefit that is greater than 50% likely of being realized upon ultimate settlement. The provisions of FIN 48 are effective for fiscal years beginning after December 15, 2006. Earlier application is permitted as long as the enterprise has not yet issued financial statements, including interim financial statements, in the period of adoption. The provisions of FIN 48 are to be applied to all tax positions upon initial adoption of this standard. Only tax positions that meet the more-likely-than-not recognition threshold at the effective date may be recognized or continue to be recognized upon adoption of FIN 48. The cumulative effect of applying the provisions of FIN 48 should be reported as an adjustment to the opening balance of retained earnings (or other appropriate components of equity or net assets in the statement of financial position) for that fiscal year. In February 2007 the SEC clarified that if a registrant changes how it classifies interest and penalties upon adoption of FIN 48, it should not reclassify amounts in prior periods. However, the registrant should disclose its prior classification policy. We are currently evaluating FIN 48 and have not yet determined the impact of such on our financial statements. We plan to adopt this statement on September 1, 2007.

FASB Staff Position No. EITF 00-19-2, *Accounting for Registration Payment Arrangements* ("FSP 00-19-2"). FSP 00-19-2, issued in December 2006, provides guidance related to the accounting for registration payment arrangements. FSP 00-19-2 specifies that the contingent obligation to make future payments or otherwise transfer consideration under a registration payment arrangement, whether issued as a separate arrangement or included as a provision of a financial instrument or arrangement, should be separately recognized and measured in accordance with FASB No. 5, *Accounting for Contingencies* (SFAS No. 5). FSP 00-19-2 requires that if the transfer of consideration under a registration payment arrangement is probable and can be reasonably estimated at inception, the contingent liability under such arrangement shall be included in the allocation of proceeds from the related financing transaction using the measurement guidance in SFAS No. 5. FSP 00-19-2 applies immediately to any registration payment arrangement entered into subsequent to the issuance of the Staff Position. For such arrangements issued prior to the issuance of FSP-00-19-2, the guidance is effective for financial statements issued for fiscal years beginning after December 15, 2006 and interim periods within those fiscal years. We are currently evaluating FSP 00-19-2 and have not yet determined the impact of such on our financial statements. We plan to adopt this Staff Position beginning September 1, 2007.

SFAS No. 154, *Accounting Changes and Error Correction – A Replacement of APB Opinion No. 20 and FASB Statement No. 3* ("SFAS 154"). In May 2005, the FASB issued SFAS 154 which requires that the direct effect of

voluntary changes in accounting principle be applied retrospectively with all prior period financial statements presented on the new accounting principle, unless it is impracticable to determine either the period-specific effects or the cumulative effect of the change. Indirect effects of a change should be recognized in the period of the change. SFAS 154 is effective for accounting changes and correction of errors made in fiscal years beginning after December 15, 2005. Management adopted the provisions of SFAS 154 September 1, 2006, as required. The impact of SFAS 154 will depend on the nature and extent of any voluntary accounting changes and correction of errors that occur in the future.

SFAS No. 155, *Accounting for Certain Hybrid Financial Instruments – An Amendment of FASB Statements No. 133 and 140* (“SFAS 155”). SFAS 155 is effective for all financial instruments acquired, issued, or subject to a remeasurement (new basis) event occurring after the beginning of an entity’s first fiscal year that begins after September 15, 2006. Early application is permitted only if: (a) it occurs at the beginning of an entity’s fiscal year and (b) the entity has not yet issued any interim or annual financial statements for that fiscal year. We intend to adopt this statement when required at the start of fiscal year beginning September 1, 2007. The adoption of this statement is not expected to have a significant impact on us.

SFAS No. 157, *Fair Value Measurement*, (“SFAS 157”). This new standard provides guidance for using fair value to measure assets and liabilities. The FASB believes the standard also responds to investors’ requests for expanded information about the extent to which companies measure assets and liabilities at fair value, the information used to measure fair value, and the effect of fair value measurements on earnings. SFAS 157 applies whenever other standards require (or permit) assets or liabilities to be measured at fair value but does not expand the use of fair value in any new circumstances. The standard clarifies that for items that are not actively traded, such as certain kinds of derivatives, fair value should reflect the price in a transaction with a market participant, including an adjustment for risk, not just the company’s mark-to-model value. SFAS 157 also requires expanded disclosure of the effect on earnings for items measured using unobservable data. Under SFAS 157, fair value refers to the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the market in which the reporting entity transacts. In this standard, the FASB clarifies the principle that fair value should be based on the assumptions market participants would use when pricing the asset or liability. In support of this principle, SFAS 157 establishes a fair value hierarchy that prioritizes the information used to develop those assumptions. The fair value hierarchy gives the highest priority to quoted prices in active markets and the lowest priority to unobservable data, for example, the reporting entity’s own data. Under the standard, fair value measurements would be separately disclosed by level within the fair value hierarchy. The provisions of SFAS 157 are effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. Earlier application is encouraged, provided that the reporting entity has not yet issued financial statements for that fiscal year, including any financial statements for an interim period within that fiscal year. We are currently evaluating this statement and have not yet determined the impact of such on our financial statements. We plan to adopt this statement when required at the start of our fiscal year beginning September 1, 2008.

SFAS Statement No. 158, *Employers’ Accounting for Defined Benefit Pension and Other Postretirement Plans – An Amendment of SFAS Statements No. 87, 88, 106 and 132(R)*, (“SFAS 158”). Issued in September 2006, this statement requires an employer to recognize the overfunded or underfunded status of a defined benefit postretirement plan (other than a multi-employer plan) as an asset or liability in its statement of financial position and to recognize changes in that funded status in the year in which the changes occur through comprehensive income. SFAS 158 also requires an employer to measure the funded status of a plan as of the date of its year-end statement of financial position, with limited exceptions. We adopted the recognition and disclosure provisions of SFAS 158 on December 1, 2006 in connection with our acquisition of Transwestern, the effect of which was not material. The measurement provisions of the statement are effective for fiscal years ending after December 15, 2008. Management does not believe the adoption of the measurement provisions of this statement will have a material impact on our financial statements.

SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities – Including an Amendment of FASB Statement No. 115*, (“SFAS 159”). This new standard permits an entity to choose to measure many financial instruments and certain other items at fair value. Most of the provisions in SFAS 159 are elective; however, the amendment applies to all entities with available-for-sale and trading securities. The fair value option established by SFAS 159 permits all entities to choose to measure eligible items at fair value at specified election dates. A business entity will report unrealized gains and losses on items for which the fair value option has been elected in

earnings (or another performance indicator if the business entity does not report earnings) at each subsequent reporting date. The fair value option: (a) may be applied instrument by instrument, with a few exceptions, such as investments otherwise accounted for by the equity method; (b) is irrevocable (unless a new election date occurs); and (c) is applied only to entire instruments and not to portions of instruments. SFAS 159 is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007. Early adoption is permitted as of the beginning of the previous fiscal year provided that the entity makes the choice in the first 120 days of that fiscal year and also elects to apply the provisions of FASB Statement No. 157, *Fair Value Measurements* (discussed above). We are currently evaluating this statement and have not yet determined the impact of such on our financial statements. We plan to adopt this statement when required at the start of our fiscal year beginning September 1, 2008.

EITF Issue No. 06-3, *How Taxes Collected from Customers and Remitted to Governmental Authorities Should be Presented in the Income Statement (That Is, Gross Versus Net Presentation)* ("EITF 06-3"). This accounting guidance requires companies to disclose their policy regarding the presentation of tax receipts on the face of their income statements. The scope of this guidance includes any tax assessed by a governmental authority that is directly imposed on a revenue-producing transaction between a seller and a customer and may include, but is not limited to, sales, use, value added, and some excise taxes (gross receipts taxes are excluded). This guidance is effective for interim and annual reporting periods beginning after December 15, 2006 with earlier application permitted. As a matter of policy, we report such taxes on a net basis. We will adopt this EITF during our 2007 fiscal quarter ending May 31, 2007.

SEC Staff Accounting Bulletin No. 108, *Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements* ("SAB 108"). In September 2006, the Securities and Exchange Commission (SEC) provided guidance on the consideration of the effects of prior year misstatements in quantifying current year misstatements for the purpose of a materiality assessment. SAB 108 establishes a dual approach that requires quantification of financial statement errors based on the effects of the error on each of the company's financial statements and the related financial statement disclosures. SAB 108 is effective for fiscal years ending after November 15, 2006. We are presently reviewing the impact of the adoption of SAB 108. However, we do not expect such adoption to have a material impact on our consolidated financial statements. We expect to adopt SAB 108 by August 31, 2007.

### **Cash and Cash Equivalents**

Cash and cash equivalents include all cash on hand, demand deposits, and investments with original maturities of three months or less. We consider cash equivalents to include short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

We place our cash deposits and temporary cash investments with high credit quality financial institutions. At times, such balances may be in excess of the Federal Deposit Insurance Corporation ("FDIC") insurance limit.

### **Accounts Receivable**

ETC OLP deals with counterparties that are typically either investment grade or are otherwise secured with a letter of credit or other form of security (corporate guaranty prepayment or master set off agreement). Management reviews midstream and transportation and storage accounts receivable balances bi-weekly. Credit limits are assigned and monitored for all counterparties of the midstream and transportation and storage operations. Management believes that the occurrence of bad debt in ETC OLP's accounts receivable was not significant at February 28, 2007; therefore, an allowance for doubtful accounts for the midstream and transportation and storage operations was not deemed necessary.

Transwestern has a concentration of customers in the electric and gas utility industries. This concentration of customers may impact Transwestern's overall exposure to credit risk, either positively or negatively, in that the customers may be similarly affected by changes in economic or other conditions. From time to time, specifically identified customers having perceived credit risk are required to provide prepayments or other forms of collateral to Transwestern. Transwestern sought additional assurances from customers due to credit concerns, and held aggregate prepayments of \$598 at February 28, 2007, which are recorded in customer advances and deposits in the condensed consolidated balance sheet. Transwestern's management believes that the portfolio of receivables, which

includes regulated electric utilities, regulated local distribution companies and municipalities, is subject to minimal credit risk. Transwestern establishes an allowance for doubtful accounts on trade receivables based on the expected ultimate recovery of these receivables. Transwestern considers many factors including historical customer collection experience, general and specific economic trends and known specific issues related to individual customers, sectors and transactions that might impact collectibility.

HOLP and Titan grant credit to their customers for the purchase of propane and propane-related products. Included in accounts receivable are trade accounts receivable arising from HOLP's retail and wholesale propane and Titan's retail propane operations and receivables arising from liquids marketing activities. Accounts receivable for retail and wholesale propane operations are recorded as amounts are billed to customers less an allowance for doubtful accounts. The allowance for doubtful accounts for the retail and wholesale propane operations is based on management's assessment of the realizability of customer accounts, based on the overall creditworthiness of our customers and any specific disputes.

ETC OLP enters into netting arrangements with counterparties of derivative contracts to mitigate credit risk. Transactions are confirmed with the counterparty and the net amount is settled when due. Amounts outstanding under these netting arrangements are presented on a net basis in the unaudited consolidated balance sheet.

Accounts receivable consisted of the following at February 28, 2007:

|  |                   |
|--|-------------------|
| Accounts receivable - midstream and transportation and storage | \$ 532,059        |
| Accounts receivable - propane                                  | 190,027           |
| Less – allowance for doubtful accounts                         | (4,129)           |
| Total, net   | <u>\$ 717,957</u> |

### Inventories

ETC OLP's inventories consist principally of natural gas held in storage valued at the lower of cost or market utilizing the weighted-average cost method. Propane inventories are valued at the lower of cost or market utilizing the weighted-average cost of propane delivered to the customer service locations, including storage fees and inbound freight costs. The cost of appliances, parts and fittings is determined by the first-in, first-out method.

Inventories consisted of the following at February 28, 2007:

|  |                   |
|--|-------------------|
| Natural gas, propane and other NGLs      | \$ 178,024        |
| Appliances, parts and fittings and other | 16,666            |
| Total inventories                        | <u>\$ 194,690</u> |

### Property, Plant and Equipment

Property, plant and equipment is stated at cost less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated economic or FERC mandated lives of the assets. Expenditures for maintenance and repairs that do not add capacity or extend the useful life are expensed as incurred. Expenditures to refurbish assets that either extend the useful lives of the asset or prevent environmental contamination are capitalized and depreciated over the remaining useful life of the asset. Additionally, we capitalize certain costs directly related to the installation of company-owned propane tanks and construction of pipelines and other assets including internal labor costs, interest and engineering costs. Upon disposition or retirement of pipeline components or natural gas plant components, any gain or loss is recorded to accumulated depreciation.

We review long-lived assets for impairment at least annually and whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. If such a review should indicate that the carrying amount of long-lived assets is not recoverable, we reduce the carrying amount of such assets to fair value.

Components and useful lives of property, plant and equipment were as follows:

|  | February 28,<br>2007 |
|--|----------------------|
| Land and improvements                                  | \$ 67,613            |
| Buildings and improvements (10 to 30 years)            | 109,163              |
| Pipelines and equipment (10 to 65 years)               | 3,237,459            |
| Natural gas storage (40 years)                         | 91,282               |
| Bulk storage, equipment and facilities (3 to 30 years) | 455,272              |
| Tanks and other equipment (5 to 30 years)              | 504,726              |
| Vehicles (5 to 10 years)                               | 136,991              |
| Right-of-way (20 to 65 years)                          | 188,007              |
| Furniture and fixtures (3 to 10 years)                 | 19,414               |
| Linepack   | 38,994               |
| Pad Gas  | 55,482               |
| Other (5 to 10 years)                                  | 85,282               |
|  | <u>4,989,685</u>     |
| Less – Accumulated depreciation                        | (354,791)            |
|  | <u>4,634,894</u>     |
| Plus – Construction work-in-process                    | 891,456              |
| Property, plant and equipment, net                     | <u>\$5,526,350</u>   |

### Goodwill

Goodwill is associated with acquisitions made by our Operating Partnerships. Goodwill is tested for impairment annually at August 31, in accordance with Statement of Accounting Standards No. 142, *Goodwill and Other Intangible Assets*, (“SFAS 142”).

The changes in the carrying amount of goodwill for the six month period ended February 28, 2007 were as follows:

|  | <u>Total</u>     |
|--|------------------|
| Balance as of August 31, 2006  | \$633,998        |
| Goodwill acquired during the period (including final purchase price adjustments) | 117,994          |
| Balance as of February 28, 2007  | <u>\$751,992</u> |

The purchase price allocations for the Transwestern and other fiscal 2007 acquisitions (see Note 3) and our Titan acquisition in fiscal 2006 are preliminary. The final assessment of value and allocations for the fiscal 2007 acquisitions are expected to be completed by the first quarter of fiscal year 2008. We expect to complete the Titan purchase price allocation in our third quarter of fiscal 2007. There is no guarantee that the amounts allocated to goodwill will not change.

### Intangibles and Other Assets

Intangibles and other long-term assets are stated at cost net of amortization computed on the straight-line method. We eliminate from our balance sheet the gross carrying amount and the related accumulated amortization for any fully amortized intangibles in the year they are fully amortized.

Components and useful lives of intangibles and other long-term assets were as follows:

|  | February 28, 2007           |                             |
|--|-----------------------------|-----------------------------|
|  | Gross<br>Carrying<br>Amount | Accumulated<br>Amortization |
| <b>Amortizable intangible assets:</b>  |                             |                             |
| Noncompete agreements (5 to 15 years)  | \$ 31,609                   | \$ (15,255)                 |
| Customer lists (3 to 15 years)         | 129,161                     | (16,206)                    |
| Contract rights (6 to 15 years)        | 23,015                      | (226)                       |
| Financing costs (3 to 15 years)        | 55,777                      | (7,780)                     |
| Other (10 years)                       | 2,677                       | (745)                       |
| Total amortizable intangible assets    | 242,239                     | (40,212)                    |
| Non-amortizable—Trademarks             | 64,642                      | —                           |
| Total intangible assets                | 306,881                     | (40,212)                    |
| <b>Other long-term assets:</b>         |                             |                             |
| Regulatory assets                      | 61,650                      | —                           |
| Investment in affiliates               | 12,651                      | —                           |
| Long-term price risk management assets | 1,766                       | —                           |
| Other                                  | 31,131                      | —                           |
| Total intangibles and other assets     | <u>\$414,079</u>            | <u>\$ (40,212)</u>          |

Prior to February 28, 2007, ETP owned a 50% ownership interest in Mid-Texas Pipeline Company (“Mid-Texas”), a Texas general partnership, which owns approximately 139 miles of transportation pipeline that connects various receipt points in south Texas to delivery points at the Katy hub. Effective February 28, 2007 Mid-Texas was dissolved and each partner was assigned its 50% undivided interest in the pipeline. As a result of the dissolution and now owning an undivided interest, we control the marketing and bear the risk of ownership. As a result, we ceased the use of equity accounting at February 28, 2007 and will apply proportionate consolidation prospectively for our interest in the Mid-Texas pipeline. This represents a non-cash transaction.

We review amortizable intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable in accordance with Statement of Accounting Standards No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets* (“SFAS 144”). If such a review should indicate that the carrying amount of amortizable intangible assets is not recoverable, we reduce the carrying amount of such assets to fair value. We review non-amortizable intangible assets for impairment annually at August 31, or more frequently if circumstances dictate, in accordance with SFAS 144.

#### Accrued and Other Current Liabilities

Accrued and other current liabilities consist of the following:

|   | February 28,<br>2007 |
|---|----------------------|
| Capital expenditures                        | \$ 53,068            |
| Employee wages and benefits                 | 43,549               |
| Operating expenses                          | 12,013               |
| Interest payable                            | 39,038               |
| Other accrued expenses                      | 98,549               |
| Total accrued and other current liabilities | <u>\$ 246,217</u>    |

### 3. SIGNIFICANT ACQUISITIONS:

In September 2006, ETP acquired two small gathering systems in east and north Texas for an aggregate purchase price of \$30,589 in cash. The purchase and sale agreement for the gathering system in north Texas also has a contingent payment not to exceed \$25,000 to be determined eighteen months from the closing date. We will record

the required adjustment to the purchase price allocation when the amount of actual contingent consideration is determinable beyond a reasonable doubt. These systems provide us with additional capacity in the Barnett Shale and in the Travis Peak area of east Texas and are included in our midstream operations. The cash paid for these acquisitions was financed primarily from advances under the ETP Revolving Credit Facility.

On November 1, 2006, pursuant to agreements entered into with GE Energy Financial Services (“GE”) and Southern Union Company (“Southern Union”), ETP acquired the member interests in CCE Holdings, LLC (“CCEH”) from GE and certain other investors for \$1,000,000. ETP financed a portion of the CCEH purchase price with the proceeds from its issuance of 26,086,957 of its Class G Units to ETE simultaneous with the closing on November 1, 2006. The member interests acquired represented a 50% ownership in CCEH. On December 1, 2006, in a second and related transaction, CCEH redeemed ETP’s 50% interest ownership in CCEH in exchange for 100% ownership of Transwestern which owns the Transwestern Pipeline, a 2,400 mile interstate natural gas pipeline. Following the final step, Transwestern became a new operating subsidiary and separate segment of ETP.

ETP’s total acquisition cost for Transwestern, net of cash acquired, was as follows:

|  |                    |
|--|--------------------|
| Basis of investment in CCEH at November 30, 2006 | \$ 956,348         |
| Distributions received on December 1, 2006       | (6,217)            |
| Fair value of short and long-term debt assumed   | 532,377            |
| Other assumed long-term indebtedness             | 10,097             |
| Current liabilities assumed                      | 40,194             |
| Cash acquired                                    | (7,777)            |
| Acquisition costs incurred                       | 11,753             |
| Total  | <u>\$1,536,775</u> |

In December 2006 we purchased a gathering system in north Texas for \$32,000. The purchase and sale agreement for the gathering system in north Texas also has a contingent payment not to exceed \$21,000 to be determined two years after the closing date. We will record the required adjustment to the purchase price allocation when the amount of the actual contingent consideration is determinable beyond a reasonable doubt. The gathering system consists of approximately 36 miles of pipeline and has an estimated capacity of 70 MMcf/d. We expect the gathering system will allow us to continue expanding in the Barnett Shale area of north Texas.

In January 2007 we purchased a gathering system in New Mexico for \$8,000. The gathering system, which is included in our midstream segment, is approximately 27 miles long and is our first gathering system in New Mexico.

During the six months ended February 28, 2007, HOLP and Titan collectively acquired substantially all of the assets of three propane businesses. The aggregate purchase price for these acquisitions totaled \$10,608 which included \$10,266 of cash paid, net of cash acquired, and liabilities assumed of \$342. The cash paid for acquisitions was financed primarily with advances from ETP’s and HOLP’s Senior Revolving Credit Facilities.

Except for the acquisition of the 50% member interests in CCEH, the acquisitions discussed above were accounted for under the purchase method of accounting in accordance with SFAS No. 141 and the purchase prices were allocated based on the estimated fair values of the assets acquired and liabilities assumed at the date of the acquisition. The acquisition of the 50% member interest in CCEH was accounted for under the equity method of accounting in accordance with APB Opinion No. 18, through November 30, 2006. The acquisition of 100% of Transwestern has been accounted for under the purchase method of accounting since the acquisition on December 1, 2006.

The following table presents the purchase accounting allocation of the acquisition cost to the assets acquired and liabilities assumed based on their fair values for these acquisitions described above occurring during the period ended February 28, 2007, net of cash acquired:

|   | Midstream and<br>Intrastate<br>Transportation and<br>Storage Acquisitions<br>(Aggregated) | Transwestern<br>Acquisition | Propane<br>Acquisitions<br>(Aggregated) |
|---|---|-----------------------------|---|
| Accounts receivable                     | \$ —  | \$ 20,101                   | \$ 108                                  |
| Inventory                               | —   | —                           | 43                                      |
| Prepaid and other current assets        | 47,656  | 12,602                      | 25                                      |
| Property, plant, and equipment          | 23,015  | 1,254,968                   | 9,222                                   |
| Intangibles and other assets            | —   | 133,880                     | 475                                     |
| Goodwill                                | —   | 115,224                     | 735                                     |
| Total assets acquired                   | <u>70,671</u>   | <u>1,536,775</u>            | <u>10,608</u>                           |
| Accounts payable                        | —   | (7,432)                     | —                                       |
| Customer advances and deposits          | —   | —                           | (26)                                    |
| Accrued and other current liabilities   | —   | (32,762)                    | —                                       |
| Short-term debt (paid in December 2006) | —   | (13,000)                    | —                                       |
| Long-term debt                          | —   | (519,377)                   | (316)                                   |
| Other long-term obligations             | —   | (10,097)                    | —                                       |
| Total liabilities assumed               | <u>—</u>  | <u>(582,668)</u>            | <u>(342)</u>                            |
| Net assets acquired                     | <u>\$ 70,671</u>  | <u>\$ 954,107</u>           | <u>\$ 10,266</u>                        |

The purchase price for the acquisitions has been initially allocated based on the estimated fair value of the assets acquired and liabilities assumed. The Transwestern allocation was based on the preliminary results of independent appraisals. The purchase price allocations have not been completed and are subject to change. We expect to complete the allocations during the first quarter of fiscal year 2008.

Included in the additions for interstate property, plant and equipment is an aggregate plant acquisition adjustment of \$446,154, which represents costs allocated to Transwestern's transmission plant. This amount has not been included in the determination of tariff rates Transwestern charges to its regulated customers. The unamortized balance of this adjustment was \$442,967 at February 28, 2007 and is being amortized over 35 years, the composite weighted average estimated remaining life of Transwestern's assets as of the acquisition date.

Regulatory assets, included in intangible and other long-term assets on the condensed consolidated balance sheet, established in the Transwestern purchase price allocation consist of the following:

|                                       |                  |
|---------------------------------------|------------------|
| Accumulated reserve adjustment        | \$ 41,985        |
| AFUDC gross-up                        | 9,570            |
| Environmental costs                   | 6,623            |
| South Georgia deferred tax receivable | 2,581            |
| Other                                 | 891              |
| Total regulatory assets acquired      | <u>\$ 61,650</u> |

At February 28, 2007, all of Transwestern's regulatory assets are considered probable of recovery in rates.

We recorded the following intangible assets in conjunction with the acquisitions described above:

|   | Midstream and<br>Intrastate<br>Transportation and<br>Storage Acquisitions<br>(Aggregated) | Transwestern<br>Acquisition | Propane<br>Acquisitions<br>(Aggregated) |
|---|---|-----------------------------|---|
| Contract rights (6 to 15 years)               | \$ 23,015   | \$ 47,582                   | \$ —                                    |
| Financing costs (7 to 9 years)                | —   | 13,410                      | —                                       |
| Other   | —   | —                           | 475                                     |
| Total amortizable intangible assets           | 23,015  | 60,992                      | 475                                     |
| Goodwill                                      | —   | 115,224                     | 735                                     |
| Total intangible assets and goodwill acquired | \$ 23,015   | \$ 176,216                  | \$ 1,210                                |

Goodwill was warranted because these acquisitions enhance our current operations and certain acquisitions are expected to reduce costs through synergies with existing operations. We expect all of the goodwill acquired to be tax deductible. We do not believe that the acquired intangible assets have any significant residual value at the end of their useful life.

On December 13, 2006, we entered into an agreement with Kinder Morgan Energy Partners, L.P. for a 50/50 joint development of the Midcontinent Express Pipeline ("MEP"). The approximately 500-mile pipeline, which will originate near Bennington, Oklahoma, be routed through Perryville, Louisiana, and terminate at an interconnect with Transco in Butler, Alabama, will have an initial capacity of 1.4 Bcf per day. Pending necessary regulatory approvals, the approximately \$1,250,000 pipeline project is expected to be in service by February 2009. MEP has prearranged binding commitments from multiple shippers for 800,000 dekatherms per day which includes a binding commitment from Chesapeake Energy Marketing, Inc., an affiliate of Chesapeake Energy Corporation, for 500,000 dekatherms per day. MEP has executed a firm capacity lease agreement for up to 500,000 dekatherms per day of capacity on the Oklahoma intrastate pipeline system of Enogex, a subsidiary of OGE Energy, to provide transportation capacity from various locations in Oklahoma into and through MEP. The new pipeline will also interconnect with Natural Gas Pipeline Company of America, a wholly-owned subsidiary of Kinder Morgan, Inc., and with our previously announced 36-inch pipeline extending from the Barnett Shale and interconnecting with our Texoma pipeline near Paris, Texas. The MEP joint venture will be accounted for using the equity method of accounting prescribed by APB Opinion No. 18.

#### 4. **INCOME TAXES:**

LE GP, LLC is a limited liability company. As a result, our earnings or losses, to the extent not included in a taxable subsidiary, for federal and state income tax purposes are included in the tax returns of the individual members. Net earnings for financial statement purposes may differ significantly from taxable income reportable to members as a result of differences between the tax basis and financial reporting basis of assets and liabilities.

ETP, as a publicly-traded limited partnership, is generally not subject to income tax. ETP is, however, subject to a statutory requirement that its non-qualifying income (including income such as derivative gains from trading activities, service income, tank rentals and others) cannot exceed 10% of its total gross income, determined on a calendar year basis under the applicable income tax provisions. If the amount of ETP's non-qualifying income exceeds this statutory limit, it would be taxed as a corporation. Accordingly, certain activities that generate non-qualified income are conducted through taxable corporate subsidiaries ("C corporations"). These C corporations are subject to federal and state income tax and pay the income taxes related to the results of their operations. For the year ended February 28, 2007, ETP's non-qualifying income did not, or was not expected to, exceed the statutory limit.

Those subsidiaries which are taxable corporations follow the asset and liability method of accounting for income taxes in accordance with Statement of Financial Accounting Standards No. 109, *Accounting for Income Taxes* ("SFAS 109"). Under SFAS 109, deferred income taxes are recorded based upon differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the underlying assets are received and liabilities settled.

On May 18, 2006, the State of Texas enacted House Bill 3 which replaced the existing state franchise tax with a “margin tax”. In general, legal entities that conduct business in Texas are subject to the Texas margin tax, including previously non-taxable entities such as limited partnerships and limited liability partnerships. The tax is assessed on Texas sourced taxable margin which is defined as the lesser of (i) 70% of total revenue or (ii) total revenue less (a) cost of goods sold or (b) compensation and benefits. Although the bill states that the margin tax is not an income tax, it has the characteristics of an income tax since it is determined by applying a tax rate to a base that considers both revenues and expenses.

5. **DEBT OBLIGATIONS:**

Long-term debt ETP assumed in connection with the Transwestern acquisition on December 1, 2006 was as follows:

|                                   |            |
|-----------------------------------|------------|
| 5.39% Notes due November 17, 2014 | \$ 270,000 |
| 5.54% Notes due November 17, 2016 | 250,000    |
| Total long-term debt outstanding  | 520,000    |
| Unamortized debt discount         | (628)      |
| Total long-term debt assumed      | \$ 519,372 |

No principal payments are required under any of the debt agreements prior to their respective maturity dates. However, in connection with our acquisition of Transwestern, due to a change in control provision in Transwestern’s debt agreements, Transwestern was required to pre-pay approximately \$307,000 of long-term debt, of which \$292,000 was paid in February 2007 and \$15,000 was paid in March 2007. These payments were financed with borrowings under ETP’s Revolving Credit Facility.

Transwestern’s credit agreements contain certain restrictions that, among other things, limit the incurrence of additional debt, the sale of assets and the payment of dividends and require certain debt to capitalization ratios.

**ETP Senior Notes**

On October 23, 2006, ETP issued a total of \$800,000 aggregate principal amount of Senior Notes comprised of \$400,000 of 6.125% Senior Notes due 2017 (the “2017 Notes”) and \$400,000 of 6.625% Senior Notes due 2036 (the “2036 Notes” and together with the 2017 Notes, the “Notes”). ETP used the net proceeds of approximately \$791,000 (net of bond discounts of \$2,612 and financing costs of \$6,050) from the issuance of the Notes to repay borrowings and accrued interest outstanding under the ETP Revolving Credit Facility, to pay expenses associated with the offering and for general partnership purposes. Interest on the notes will be due semiannually. ETP may redeem some or all of the Notes at any time, or from time to time, pursuant to the terms of the indenture. All of ETP’s obligations under the Notes are fully and unconditionally guaranteed by ETC OLP and Titan and substantially all of their present and future wholly-owned subsidiaries. These notes have been registered under the Securities Act pursuant to ETP’s S-3 Registration Statement which provides for the sale of a combination of units and debt totaling \$1,500,000.

**Revolving Credit Facilities and Term Loans**

On November 1, 2006, ETE entered into a First Amendment to Amended and Restated Credit Agreement, dated November 1, 2006 (as amended, the “ETE Credit Agreement”), which provided for an additional six year \$1,300,000 Senior Secured Term Loan Series B Facility due February 8, 2012, with UBS Investment Bank and Wachovia Capital Markets, LLC, Wachovia Bank, National Association as Administrative Agent. ETE used the proceeds of the loan to acquire Class G Units of ETP, refinance certain debt and for liquidity and general partnership purposes.

The ETE Credit Agreement also includes a \$500,000 Senior Secured Revolving Credit Facility (the “ETE Revolving Credit Facility”) available through February 8, 2011. The ETE Revolving Credit Facility also offers a Swingline loan option with a maximum borrowing of \$10,000 and a daily rate based on LIBOR. The ETE Credit Agreement also has a \$150,000 Senior Secured Term Loan Facility due February 8, 2012.

The total outstanding amount borrowed under the ETE Credit Agreement and the ETE Revolving Credit Facility as of February 28, 2007 was \$1,726,500 with no amounts outstanding under the Swingline loan option. The total amount available under ETE's debt facilities as of February 28, 2007 was \$233,500. The ETE Revolving Credit Facility also contains an accordion feature which will allow ETE, subject to bank syndication's approval, to expand the facility's capacity up to an additional \$100,000.

The maximum commitment fee payable on the unused portion of the ETE Revolving Credit Facility is 0.5%. Loans under the ETE Revolving Credit Facility, the \$150,000 Senior Secured Term Loan Facility, and the \$1,300,000 Senior Secured Term Loan Series B Facility bear interest at ETE's option at either (a) a base rate plus an applicable margin or (b) the Eurodollar rate plus an applicable margin. The applicable margins are a function of ETE's leverage ratio. The weighted average interest rate was 7.15% for the amount outstanding on the ETE Senior Secured Revolving Credit Facility, and 7.10% for the amounts outstanding on the ETE \$150,000 Senior Secured Term Loan Facility and the \$1,300,000 Senior Secured Term Loan Series B Facility as of February 28, 2007.

The ETE Credit Agreement is secured by a lien on all tangible and intangible assets of ETE and its subsidiaries, including its ownership of 36.4 million ETP Common Units, 26.1 million ETP Class G Units, ETE's 100% interest in ETP LLC and ETP GP with indirect recourse to ETP GP's 2% General Partner interest in ETP and 100% of ETP GP's outstanding incentive distribution rights in ETP, which ETE holds through its ownership of ETP GP.

ETP has a \$1,500,000 Amended and Restated Revolving Credit Facility (the "ETP Revolving Credit Facility") available through June 29, 2011. Amounts borrowed under the ETP Revolving Credit Facility bear interest at a rate based on either a Eurodollar rate or a prime rate. There is also a Swingline loan option with a maximum borrowing of \$75,000 at a daily rate based on LIBOR. The commitment fee payable on the unused portion of the facility varies based on our credit rating with a maximum fee of 0.175%. As of February 28, 2007, there was a balance of \$783,755 in revolving credit loans (including \$63,455 in Swingline loans) and \$57,306 in letters of credit. The weighted average interest rate on the total amount outstanding at February 28, 2007, was 5.979%. The total amount available under the ETP Revolving Credit Facility as of February 28, 2007, which is reduced by any amounts outstanding under the Swingline loan and letters of credit, was \$658,939. The ETP Revolving Credit Facility is fully and unconditionally guaranteed by ETC OLP and Titan and all of their direct and indirect wholly-owned subsidiaries. The ETP Revolving Credit Facility is unsecured and has equal rights to holders of our other current and future unsecured debt.

A \$75,000 Senior Revolving Facility (the "HOLP Facility") is available to HOLP through June 30, 2011. The HOLP Facility has a swingline loan option with a maximum borrowing of \$10,000 at a prime rate. Amounts borrowed under the HOLP Facility bear interest at a rate based on either a Eurodollar rate or a prime rate. The commitment fee payable on the unused portion of the facility varies based on the Leverage Ratio, as defined in the HOLP Facility credit agreement, with a maximum fee of 0.50%. The agreement includes provisions that may require contingent prepayments in the event of dispositions, loss of assets, merger or change of control. All receivables, contracts, equipment, inventory, general intangibles, cash concentration accounts of HOLP, and the capital stock of HOLP's subsidiaries secure the HOLP Facility. As of February 28, 2007, there was no balance outstanding on the revolving credit loans. A Letter of Credit issuance is available to HOLP for up to 30 days prior to the maturity date of the HOLP Facility. There were outstanding Letters of Credit of \$1,002 at February 28, 2007. The sum of the loans made under the HOLP Facility plus the Letter of Credit Exposure and the aggregate amount of all swingline loans cannot exceed the \$75,000 maximum amount of the HOLP Facility. The amount available at February 28, 2007 was \$73,998.

We were in compliance with all of the covenants of our consolidated debt agreements at February 28, 2007 and August 31, 2006.

## **6. MEMBERS' EQUITY:**

The LE GP, LLC membership agreement contains specific provisions for the allocation of net earnings and losses to members for purposes of maintaining the partner capital accounts. The Board of the Company may distribute to the Members funds of the Company which the Board reasonably determines are not needed for the payment of existing or foreseeable company obligations and expenditures.

7. **SUBSIDIARY PARTNERS' CAPITAL:**

ETE's distribution policy is consistent with the terms of its Partnership Agreement, which requires that it distribute all of its available cash quarterly. ETE's only cash-generating assets currently consist of limited and general partner interests, including incentive distribution rights, in ETP from which it receives quarterly distributions. ETE currently has no independent operations outside of its interests in ETP.

The total amount of distributions ETE declared on March 28, 2007 (all from Available Cash from Operating Surplus) relating to the three months ended February 28, 2007 was as follows. These distributions will be paid on April 16, 2007 to ETE unitholders of record on April 9, 2007.

|                                 |                 |
|---------------------------------|-----------------|
| Limited Partners - Common Units | \$79,327        |
| General Partner                 | 246             |
| Total distributions declared    | <u>\$79,573</u> |

8. **UNIT BASED COMPENSATION PLANS:**

We follow the provisions of Statement of Financial Accounting Standards No. 123 (revised 2004) *Accounting for Stock-based Compensation* ("SFAS 123R") for the unit-based compensation plans of ETE and ETP. As provided in SFAS 123R, ETE's and ETP's unit awards are based on the per unit grant-date market value reduced, where appropriate, by the present value of the distributions expected to be paid on the units during the requisite service period to which the award recipients are not entitled. The present value of expected service period distributions is computed based on the risk-free interest rate, the expected life of the unit grants and the expected unit distributions. The impact of these unit-based compensation plans on the condensed consolidated balance sheet of LE GP, LLC is immaterial.

9. **REGULATORY MATTERS, COMMITMENTS, CONTINGENCIES, AND ENVIRONMENTAL LIABILITIES:**

**Regulatory Matters**

On September 29, 2006, Transwestern filed revised tariff sheets under section 4(e) of the Natural Gas Act (NGA) proposing a general rate increase to be effective on November 1, 2006. On October 31, 2006, in Docket No. RP06-614 the FERC issued its Order Accepting and Suspending Tariff Sheets Subject to Refund and Establishing a Hearing and Technical Conference (Commission's October 31, 2006 Order). In this Order the Commission accepted and suspended the revised tariff sheets for the maximum five-month statutory period to be effective April 1, 2007, subject to refund, and subject to the outcome of a hearing established by this order. Transwestern and the active parties in this proceeding engaged in settlement negotiations to resolve all issues set for hearing by the Commission's October 31, 2006 Order. On March 9, 2007, Transwestern filed with the FERC its Stipulation and Agreement of Settlement (Stipulation and Agreement) which, if approved by the commission, will settle these matters. The Stipulation provides for (i) revised base tariff rates, (ii) the amortization of certain costs, including the Enron Cash Balance Plan, regulatory commission expense, post retirement benefits, the accumulated reserve adjustment regulatory asset, deferred income taxes, and certain non-PCB environmental costs, and (iii) a depreciation rate of 1.20 percent for all transmission plant facilities.

On August 1, 2002, the FERC issued an Order to Respond (August 1 Order) to Transwestern. The order required Transwestern, within 30 days of the date of the order, to provide written responses stating why the FERC should not find that: (i) Transwestern violated FERC's accounting regulations by failing to maintain written cash management agreements with Enron; and (ii) the secured loan transactions entered into by Transwestern in November 2001 were imprudently incurred and why the costs arising from such transactions should be passed on to ratepayers. On September 2, 2002, Transwestern filed a response to the August 1 Order and subsequently entered into a procedural settlement with the FERC staff that resolved, as to Transwestern, the issues raised by the August 1 Order. The FERC approved this settlement on October 31, 2002; however, a group of Transwestern's customers filed a request for clarification and/or rehearing of the FERC order approving the settlement. This customer group claimed that

there is an inconsistency between the language of the settlement agreement and the language of the FERC order approving the settlement. This alleged inconsistency relates to Transwestern's ability to pass through to its ratepayers the costs of any replacement or refinancing of the secured loan transactions entered into by Transwestern in November 2001. Transwestern filed a response to the customer group's request for rehearing and/or clarification and this matter is currently awaiting FERC action. If approved, the March 9, 2007 Stipulation in Docket No. RP06-614 (discussed above) would provide for the termination of this proceeding.

The Phoenix Expansion project, as filed with FERC on September 15, 2006, includes the construction and operation of approximately 260 miles of 36-inch or larger diameter pipeline extending from Transwestern's existing mainline in Yavapai County, Arizona to delivery points in the Phoenix, Arizona area and certain looping on Transwestern's existing San Juan Lateral with approximately 25 miles of 36-inch diameter pipeline. Total project costs are estimated to be approximately \$710,000 with a projected in-service date in the third or fourth calendar quarter of 2008, subject to FERC approval. Transwestern has incurred expenditures of \$31,487 through February 28, 2007 for the Phoenix Expansion project.

### **Commitments**

As a result of the Transwestern acquisition we have additional non-cancelable operating leases for property and equipment which require annual rental payments of approximately \$3,400 through year 2009 and \$300 through year 2020. Transwestern is currently negotiating an extension of the operating lease expiring in 2009.

In the normal course of our business, the Operating Partnerships purchase, process and sell natural gas pursuant to long-term contracts and enter into long-term transportation and storage agreements. Such contracts contain terms that are customary in the industry. We believe that such terms are commercially reasonable and will not have a material adverse effect on our financial position or results of operations.

On October 3, 2006, we entered into a long-term agreement with CenterPoint Energy Resources Corp ("CenterPoint") to provide the natural gas utility with firm transportation and storage services on our HPL System located along the Texas gulf coast region. Under the terms of this agreement, CenterPoint has contracted for 129 Bcf per year of firm transportation capacity combined with 10 Bcf of working gas storage capacity in our Bammel Storage facility. Under the new agreement with CenterPoint, we will no longer need to utilize predominately all of the Bammel Storage facility's working gas capacity for supplying CenterPoint's winter needs. This may reduce our working capital requirements that were necessary to finance the working gas while in storage and may provide us an opportunity to offer storage to third parties. This agreement went into effect on April 1, 2007.

We assumed in our HPL acquisition a contract with a service provider which obligated us to obtain certain compression, measurement and other services through 2007 with monthly payments of approximately \$1,700. We terminated the measurement portion of this contract in October 2006 for a payment of approximately \$7,000. The remaining compression services total approximately \$800 per month through October 2007.

### **Litigation and Contingencies**

The Operating Partnerships may, from time to time, be involved in litigation and claims arising out of their respective operations in the normal course of business. Natural gas and propane are flammable, combustible gases. Serious personal injury and significant property damage can arise in connection with their transportation, storage or use. In the ordinary course of business, we are sometimes threatened with or named as a defendant in various lawsuits seeking actual and punitive damages for product liability, personal injury and property damage. We maintain liability insurance with insurers in amounts and with coverages and deductibles management believes are reasonable and prudent, and which are generally accepted in the industry. However, there can be no assurance that the levels of insurance protection currently in effect will continue to be available at reasonable prices or that such levels will remain adequate to protect us and our Operating Partnerships from material expenses related to product liability, personal injury or property damage in the future.

In re Natural Gas Royalties Qui Tam Litigation. MDL Docket No. 1293 (D. WY), Jack Grynberg, an individual, has filed actions against a number of companies, including Transwestern, now transferred to the U.S. District Court for the District of Wyoming, for damages for mis-measurement of gas volumes and Btu content, resulting in lower royalties to mineral interest owners. On October 20, 2006, the District Judge

adopted in part the earlier recommendation of the Special Master in the case and ordered the dismissal of the case against Transwestern. Transwestern believes that its measurement practices conformed to the terms of its FERC Gas Tariffs, which were filed with and approved by the Commission. As a result, Transwestern believes that it has meritorious defenses to these lawsuits (including FERC-related affirmative defenses, such as the filed rate/tariff doctrine, the primary/exclusive jurisdiction of FERC, and the defense that Transwestern complied with the terms of its tariffs) and will continue to vigorously defend against them, including any appeal which may be taken from the dismissal of the Grynberg case. Transwestern does not believe the outcome of this case will have a material adverse effect on its financial position, results of operations or cash flows. A hearing is scheduled for April 24, 2007 regarding Transwestern's Supplemental Brief for Attorneys' fees which was filed on January 8, 2007.

Transwestern is managing one threatened trespass action related to right of way (ROW) on Tribal or allottee land. The threatened action concerns 5,100 feet of ROW on private allotments within the Laguna Pueblo that expired on December 28, 2002. Transwestern received a letter dated March 19, 2003 from the United States Department of the Interior, Bureau of Indian Affairs (BIA) on behalf of the two allottees asserting trespass. Transwestern's legal exposure related to this matter is not currently determinable. Negotiations are ongoing on this matter.

Another action involves an agreement with the BIA covering 44 miles of ROW on a total of 68 Navajo allotments. This ROW agreement expired on January 1, 2004. One allottee sent a letter dated January 16, 2004 to the BIA claiming Transwestern trespassed and that allottee's claim of trespass has been settled and his consent has been acquired. Transwestern resolved this matter by filing a renewal application with the BIA during October 2002. However, discussions are ongoing with the BIA to approve the renewal application.

Effective December 16, 2004, Citicorp North America, Inc. (Citicorp) claimed, in its capacity as the Paying Agent and Co-Administrative Agent, that any recovery in the litigation captioned Enron Corp. et al. v. Citigroup, Inc. et al. (the Litigation), together with legal fees and expenses incurred by Citicorp in defending the Litigation, would be indemnity obligations (the Obligations) of Transwestern under its Credit Agreement dated November 13, 2001. Under the terms of the Purchase Agreement, CCE Holdings, LLC and certain of its subsidiaries are indemnified against the Obligations by Enron and certain of its subsidiaries. In January of 2005, Enron gave notice that it would assume the defense of and indemnify CCE Holdings, LLC, against any action by Citigroup to collect from Transwestern. Discovery is ongoing in the adversary proceeding and Transwestern has not been joined in the litigation. Accordingly, Transwestern does not believe that it has any material liability from Citicorp's claims.

At the time of the HPL acquisition, AEP Energy Services Gas Holding Company II, L.L.C., HPL Consolidation LP and its subsidiaries (the "HPL Entities"), their parent companies and American Electric Power Corporation ("AEP"), were engaged in ongoing litigation with Bank of America ("B of A") that related to AEP's acquisition of HPL in the Enron bankruptcy and B of A's financing of cushion gas stored in the Bammel Storage facility ("Cushion Gas"). This litigation is referred to as the "Cushion Gas Litigation". Under the terms of the Purchase and Sale Agreement and the related Cushion Gas Litigation Agreement, AEP and its subsidiaries that were the sellers of the HPL Entities retained control of the Cushion Gas Litigation and have agreed to indemnify ETC OLP and the HPL Entities for any damages arising from the Cushion Gas Litigation and the loss of use of the Cushion Gas, up to a maximum of the amount paid by ETC OLP for the HPL Entities and the working gas inventory. The Cushion Gas Litigation Agreement terminates upon final resolution of the Cushion Gas Litigation. In addition, under the terms of the Purchase and Sale Agreement, AEP retained control of additional matters relating to ongoing litigation and environmental remediation and agreed to bear the costs of or indemnify ETC OLP and the HPL Entities for the costs related to such matters.

Following the natural gas market disruptions and related natural gas price volatility occurring in the Houston Ship Channel market around the times of the hurricanes in the fall of 2005, federal regulatory agencies commenced inquiries into certain activities during this period. Subsequently, the FERC and the Commodity Futures Trading Commission initiated investigations into whether ETP engaged in manipulative or improper trading activities in the Houston Ship Channel market around the times of the hurricanes in the Fall of 2005 as well as into certain of ETP's transportation activities. In connection with these investigations, we have responded to discovery subpoenas, and have otherwise provided information to, these agencies

concerning our physical sales of natural gas and financial derivatives transactions, along with certain natural gas transportation activities, during the fall of 2005 and other periods. It is our position that our trading and transportation activities during these periods complied in all material respects with applicable rules and regulations. We anticipate that we will engage in discussions with these agencies related to their views of possible violations of applicable laws and regulations, and potential penalties related thereto, and that these discussions will involve settlement negotiations to resolve these matters. Management believes that these agencies will require a payment in order to conclude these investigations in a negotiated settlement basis. Our existing accruals for litigation and contingencies include an accrual related to these matters. At this time, we are unable to predict the final outcome of these matters.

In addition to those matters described above, we or our subsidiaries are a party to various legal proceedings and/or regulatory proceedings incidental to our businesses. For each of these matters, we evaluate the merits of the case, our exposure to the matter, possible legal or settlement strategies, the likelihood of an unfavorable outcome and the availability of insurance coverage. If we determine that an unfavorable outcome of a particular matter is probable, can be estimated and is not covered by insurance, we make an accrual for the matter. For matters that are covered by insurance, we accrue the related deductible. As new information becomes available, our estimates may change. The impact of these changes may have a significant effect on our results of operations in a single period.

The outcome of these matters cannot be predicted with certainty, and it is possible that the outcome of a particular matter will result in the payment of an amount in excess of the amount accrued for the matter. As our accrual amounts are non-cash, any cash payment of an amount in resolution of a particular matter would likely be made from cash from operations or borrowings.

As of February 28, 2007, an accrual of \$30,275 was recorded as accrued and other current liabilities on our unaudited condensed consolidated balance sheets for our contingencies and current litigation matters, excluding accruals related to environmental matters.

## **Environmental**

Our operations are subject to extensive federal, state and local environmental laws and regulations that require expenditures for remediation at operating facilities and waste disposal sites. Although we believe our operations are in substantial compliance with applicable environmental laws and regulations, risks of additional costs and liabilities are inherent in the natural gas pipeline and processing business, and there can be no assurance that significant costs and liabilities will not be incurred. Moreover, it is possible that other developments, such as increasingly stringent environmental laws, regulations and enforcement policies thereunder, and claims for damages to property or persons resulting from the operations, could result in substantial costs and liabilities. Accordingly, we have adopted policies, practices, and procedures in the areas of pollution control, product safety, occupational health, and the handling, storage, use, and disposal of hazardous materials to prevent material environmental or other damage, and to limit the financial liability, which could result from such events. However, some risk of environmental or other damage is inherent in the natural gas pipeline and processing business, as it is with other entities engaged in similar businesses.

Transwestern conducts soil and groundwater remediation at a number of its facilities. Some of the clean up activities include remediation of several compressor sites on the Transwestern system for presence of polychlorinated biphenyls (PCBs) which are not eligible for recovery in rates. The total accrued future estimated cost of remediation activities expected to continue for several years is \$13,100. Transwestern has requested recovery of the portion of soil and groundwater remediation not related to PCBs in the current rate case anticipated to become effective April 2007.

Transwestern continues to incur certain costs related to PCBs that migrated into customers' facilities. Because of the continued detection of PCBs in the customers' facilities downstream of Transwestern's Topock and Needles stations, Transwestern, as part of ongoing arrangements with customers, continues to incur costs associated with containing and removing the PCBs. Costs of these remedial activities totaled approximately \$200 for the period since acquisition. Future costs cannot be reasonably estimated because remediation activities are undertaken as claims are made by customers and former customers, and accordingly, no accrual has been established for these costs at February 28, 2007. However, such future costs are not expected to have a material impact on our financial position.

Environmental regulations were recently modified for United States Environmental Protection Agency's Spill Prevention, Control and Countermeasures (SPCC) program. We are currently reviewing the impact to our operations and expect to expend resources on tank integrity testing and any associated corrective actions as well as potential upgrades to containment structures. Costs associated with tank integrity testing and resulting corrective actions cannot be reasonably estimated at this time, but we believe such costs will not have a material adverse effect on our financial position.

In July 2001, HOLP acquired a company that had previously received a request for information from the U.S. Environmental Protection Agency (the "EPA") regarding potential contribution to a widespread groundwater contamination problem in San Bernardino, California, known as the Newmark Groundwater Contamination. Although the EPA has indicated that the groundwater contamination may be attributable to releases of solvents from a former military base located within the subject area that occurred long before the facility acquired by HOLP was constructed, it is possible that the EPA may seek to recover all or a portion of groundwater remediation costs from private parties under the Comprehensive Environmental Response, Compensation, and Liability Act (commonly called Superfund). We have not received any follow-up correspondence from the EPA on the matter since our acquisition of the predecessor company in 2001. Based upon information currently available to HOLP, it is believed that HOLP's liability if such action were to be taken by the EPA would not have a material adverse effect on our financial condition or results of operations.

In conjunction with the October 1, 2002 acquisition of the Texas and Oklahoma natural gas gathering and gas processing assets from Aquila Gas Pipeline, Aquila, Inc. agreed to indemnify ETC OLP for any environmental liabilities that arose from the operation of the assets for the period prior to October 1, 2002. Aquila also agreed to indemnify ETC OLP for 50% of any environmental liabilities that arose from the operations of Oasis Pipe Line Company prior to October 1, 2002.

We also assumed certain environmental remediation matters related to eleven sites in connection with our acquisition of HPL.

Petroleum-based contamination or environmental wastes are known to be located on or adjacent to six sites on which HOLP presently has, or formerly had, retail propane operations. These sites were evaluated at the time of their acquisition. In all cases, remediation operations have been or will be undertaken by others, and in all six cases, HOLP obtained indemnification rights for expenses associated with any remediation from the former owners or related entities. We have not been named as a potentially responsible party at any of these sites, nor have our operations contributed to the environmental issues at these sites. Accordingly, no amounts have been recorded in our February 28, 2007 unaudited condensed consolidated balance sheet. Based on information currently available to us, such projects are not expected to have a material adverse effect on our financial condition or results of operations.

Environmental exposures and liabilities are difficult to assess and estimate due to unknown factors such as the magnitude of possible contamination, the timing and extent of remediation, the determination of our liability in proportion to other parties, improvements in cleanup technologies and the extent to which environmental laws and regulations may change in the future. Although environmental costs may have a significant impact on the results of operations for any single period, we believe that such costs will not have a material adverse effect on our financial position.

As of February 28, 2007, an accrual on an undiscounted basis of \$17,552 was recorded in our unaudited condensed consolidated balance sheet as accrued and other current liabilities and other non-current liabilities to cover material environmental liabilities related to certain matters assumed in connection with the HPL acquisition and the potential environmental liabilities for three sites that were formerly owned by Titan or its predecessors. A receivable of \$388 was recorded in our unaudited condensed consolidated balance sheet as of February 28, 2007 to account for a predecessor's share of certain environmental liabilities of ETC OLP.

Based on information available at this time, and reviews undertaken to identify potential exposure, we believe the amount reserved for all of the above environmental matters is adequate to cover the potential exposure for clean-up costs.

In December 2003, the U.S. Department of Transportation issued a final rule requiring pipeline operators to develop integrity management programs to comprehensively evaluate their pipelines, and take measures to protect pipeline segments located in what the rule refers to as "high consequence areas." The final rule resulted from the enactment of the Pipeline Safety Improvement Act of 2002. The final rule was effective as of January 14, 2004. Based on the results of our current pipeline integrity testing programs, we estimate that compliance with this final rule for our existing transportation assets will result in capital costs of \$7,006 during the period between the remainder of calendar year 2007 to 2008, as well as operating and maintenance costs of \$8,574 during that period. Integrity testing and assessment of all of these assets will continue, and the potential exists that results of such testing and assessment could cause us to incur even greater capital and operating expenditures for repairs or upgrades deemed necessary to ensure the continued safe and reliable operation of our pipelines.

## 10. **PRICE RISK MANAGEMENT ASSETS AND LIABILITIES:**

### **Accounting for Derivative Instruments and Hedging Activities**

We apply Statement of Financial Accounting Standards No. 133, *Accounting for Derivative Instruments and Hedging Activities* ("SFAS 133") as amended to account for our derivative financial instruments. This statement requires that all derivatives be recognized in the balance sheet as either an asset or liability measured at fair value. Special accounting for qualifying hedges allows a derivative's gains and losses to offset related results on the hedged item in the statement of operations and requires that a company must formally document, designate and assess the effectiveness of transactions that receive hedge accounting treatment.

We use a combination of financial instruments including, but not limited to, futures, price swaps, options and basis swaps to manage our exposure to market fluctuations in the prices of natural gas and NGLs. We enter into these financial instruments with brokers who are clearing members with NYMEX and directly with counterparties in the over-the-counter ("OTC") market. We are subject to margin deposit requirements under the OTC agreements and NYMEX positions. NYMEX requires brokers to obtain an initial margin deposit based on an expected volume of the trade when the financial instrument is initiated. This amount is paid to the broker by both counterparties of the financial instrument to protect the broker from default by one of the counterparties when the financial instrument settles. We also have maintenance margin deposits with certain counterparties in the OTC market. The payments on margin deposits occur when the value of a derivative exceeds our pre-established credit limit with the counterparty. Margin deposits are returned to us on the settlement date. We had net deposits with derivative counterparties of \$32,970 as of February 28, 2007 reflected as deposits paid to vendors on our unaudited condensed consolidated balance sheet.

### **Commodity Price Risk**

We are exposed to market risks related to the volatility of natural gas, NGL and propane prices. To reduce the impact of this price volatility, we primarily use derivative commodity instruments (futures and swaps) to manage our exposure to fluctuations in margins. We have established a formal risk management policy in which derivative financial instruments are employed in connection with an underlying asset, liability and/or anticipated transaction. At inception of a hedge, we formally document the relationship between the hedging instrument and the hedged item, the risk management objectives, and the methods used for assessing and testing effectiveness and how any ineffectiveness will be measured and recorded. We also assess, both at the inception of the hedge and on a quarterly basis, whether the derivatives that are used in our hedging transactions are highly effective in offsetting changes in cash flows. If we determine that a derivative is no longer highly effective as a hedge, we discontinue hedge accounting prospectively by including changes in the fair value of the derivative in current earnings. Furthermore, on a bi-weekly basis, management reviews the creditworthiness of the derivative counterparties to manage against the risk of default.

The market prices used to value our financial derivatives and related transactions have been determined using independent third party prices, readily available market information, broker quotes and appropriate valuation techniques.

### *Non-trading Activities*

We utilize various exchange-traded and over-the-counter commodity financial instrument contracts to limit our exposure to margin fluctuations in natural gas, NGL and propane prices. These contracts consist primarily of futures and swaps and are recorded at fair value on the unaudited condensed consolidated balance sheet. If we designate a derivative financial instrument as a cash flow hedge and it qualifies for hedge accounting, a change in the fair value is deferred in Accumulated Other Comprehensive Income ("OCI") until the underlying hedged transaction occurs, unless it is probable that the forecasted transaction will not occur by the end of the originally specified time period or within an additional two-month period of time thereafter. Any ineffective portion of a cash flow hedge's change in fair value is recognized each period in earnings.

In the course of normal operations, we routinely enter into contracts such as forward physical contracts for the purchase and sale of natural gas, propane, and other NGLs, that under SFAS 133, qualify for and are designated as a normal purchase and sales contracts. Such contracts are exempted from the fair value accounting requirements of SFAS 133 and are accounted for using accrual accounting. In connection with the HPL acquisition, we acquired certain physical forward contracts that contain embedded options. These contracts have not been designated as normal purchase and sale contracts, and therefore, are marked to market in addition to the financial options that offset them. The Black-Scholes valuation model was used to estimate the value of these embedded options.

#### Trading Activities

Trading activities are monitored independently by our risk management function and must take place within predefined limits and authorizations. Certain strategies are considered trading for accounting purposes and are executed with the use of a combination of financial instruments including, but not limited to, basis contracts and gas daily contracts. The derivative contracts that are entered into for trading purposes, subject to limits, are recognized on the consolidated balance sheets at fair value.

The following table details the outstanding commodity-related derivatives as of February 28, 2007:

|                                      | <u>Commodity</u> | <u>Notional<br/>Volume<br/>MMBTU</u> | <u>Maturity</u> | <u>Fair<br/>Value</u> |
|--------------------------------------|------------------|--------------------------------------|-----------------|-----------------------|
| <b>Mark to Market Derivatives</b>    |                  |                                      |                 |                       |
| <i>(Non-Trading)</i>                 |                  |                                      |                 |                       |
| Basis Swaps IFERC/Nymex              | Gas              | 23,023,316                           | 2007-2009       | \$ 3,347              |
| Swing Swaps IFERC                    | Gas              | 17,592,500                           | 2007-2008       | 1,275                 |
| Fixed Swaps/Futures                  | Gas              | (23,765,000)                         | 2007            | 25,294                |
| Forward Physical Contracts           | Gas              | (4,043,550)                          | 2007-2008       | (320)                 |
| Options                              | Gas              | (602,000)                            | 2007-2008       | 742                   |
| Forwards/Swaps—in Gallons            | Propane          | 4,452,000                            | 2007            | (524)                 |
| <i>(Trading)</i>                     |                  |                                      |                 |                       |
| Basis Swaps IFERC/Nymex              | Gas              | (3,880,000)                          | 2007-2008       | \$ 5,514              |
| Swing Swaps IFERC                    | Gas              | 68,200                               | 2007            | (6)                   |
| Forward Physical Contracts           | Gas              | —                                    | 2007            | (1,141)               |
| <b>Cash Flow Hedging Derivatives</b> |                  |                                      |                 |                       |
| <i>(Non-Trading)</i>                 |                  |                                      |                 |                       |
| Basis Swaps IFERC/Nymex              | Gas              | 2,282,500                            | 2007            | \$ (174)              |
| Fixed Swaps/Futures                  | Gas              | 2,330,000                            | 2007            | 189                   |

Estimates related to our gas marketing activities are sensitive to uncertainty and volatility inherent in the energy commodities markets and actual results could differ from these estimates. We also attempt to maintain balanced positions in our non-trading activities to protect ourselves from the volatility in the energy commodities markets; however, net unbalanced positions can exist. Long-term physical contracts are tied to index prices. System gas, which is also tied to index prices, is expected to provide the gas required by our long-term physical contracts. When third-party gas is required to supply long-term contracts, a hedge is put in place to protect the margin on the contract. Financial contracts, which are not tied to physical delivery, will be offset with financial contracts to balance our positions. To the extent open commodity positions exist in our trading and non-trading activities, fluctuating commodity prices can impact our financial results and financial position, either favorably or unfavorably.

#### Interest Rate Risk

We are exposed to market risk for changes in interest rates related to our bank credit facilities. We manage a portion of our interest rate exposures by utilizing interest rate swaps and similar arrangements which allow us to effectively convert a portion of variable rate debt into fixed rate debt.

We entered into forward starting interest rate swaps with a notional value of \$400,000 during the three months ended August 31, 2006. The fair value of the swaps was recorded as a liability of \$14,955 on the consolidated balance sheet as of February 28, 2007. The swaps were accounted for as cash flow hedges under SFAS 133 and recorded as a component of OCI, to be reclassified to interest expense in the future as the related interest payments are made. These interest rate swaps were terminated subsequent to February 28, 2007 at a cost of approximately \$13,400.

ETE had 10 year interest rate swaps with a notional amount of \$300,000 outstanding as of February 28, 2007. We elected to not apply hedge accounting to these financial instruments. The swaps had a net fair value of a liability of \$4,800 as of February 28, 2007, which was recorded as a component of price risk management liabilities on the condensed consolidated balance sheet.

In connection with the Titan acquisition, we assumed a three year LIBOR interest rate swap with a notional amount of \$125,000. The fair value of this swap as of February 28, 2007 was a net liability of \$425, and was recorded as a component of price risk management liabilities in the consolidated balance sheet. We elected to not apply hedge accounting to these financial instruments.

ETE entered into interest rate swaps with an aggregate notional amount of \$1,200,000 during the three months ended February 28, 2007. The Partnership elected to apply hedge accounting under SFAS 133 to swaps with a notional amount of \$700,000. The remaining notional amount of \$500,000 in swaps included a put option exercisable in 2010 and did not receive hedge accounting. The fair value of these swaps was a net asset of \$3,744 as of February 28, 2007.

### **Credit Risk**

We maintain credit policies with regard to our counterparties that we believe significantly minimize our overall credit risk. These policies include an evaluation of potential counterparties' financial condition (including credit ratings), collateral requirements under certain circumstances and the use of standardized agreements which allow for netting of positive and negative exposure associated with a single counterparty.

Our counterparties consist primarily of financial institutions, major energy companies and local distribution companies. This concentration of counterparties may impact its overall exposure to credit risk, either positively or negatively in that the counterparties may be similarly affected by changes in economic, regulatory or other conditions. Based on our policies, exposures, credit and other reserves, management does not anticipate a material adverse effect on financial position or results of operations as a result of counterparty performance.

## **11. RELATED PARTY TRANSACTIONS:**

Related company receivables and payables as of February 28, 2007 and August 31, 2006 relate to activities in the normal course of business and such amounts are immaterial.

As of February 28, 2007 we had advances due from a propane joint venture of \$7,804 which are included in intangible and other long-term assets on our unaudited condensed consolidated balance sheet.

Our natural gas midstream and intrastate transportation and storage operations secure compression services from third parties including Energy Transfer Technologies, Ltd., of which Energy Transfer Group, LLC is the General Partner. These entities are collectively referred to as the "ETG Entities". Our Co-Chief Executive Officers have an indirect ownership in the ETG Entities. In addition, two of the General Partner's directors serve on the Board of Directors of the ETG Entities. The terms of each arrangement to provide compression services are, in the opinion of independent directors of the General Partner, no less favorable than those available from other providers of compression services.

LE GP, LLC will receive a \$500 per year management fee for the management of ETE's operations and activities.

12. **SUPPLEMENTAL INFORMATION:**

Following is the balance sheet of the Company, which is included to provide additional information with respect to LE GP, LLC's financial position on a stand-alone basis as of February 28, 2007:

| <u>ASSETS</u>                              |              |
|--|--------------|
| CURRENT ASSETS:                            |              |
| Cash and cash equivalents                  | \$ 80        |
| Accounts receivable from related companies | 4            |
| Total current assets                       | 84           |
| ADVANCES TO AND INVESTMENT IN AFFILIATES   | 283          |
| Total assets                               | <u>\$367</u> |
| <u>LIABILITIES AND MEMBERS' EQUITY</u>     |              |
| CURRENT LIABILITIES:                       |              |
| Accounts payable to related companies      | \$ 91        |
| MEMBERS' EQUITY                            | 276          |
| Total liabilities and members' equity      | <u>\$367</u> |

13. **SUBSEQUENT EVENTS:**

On March 2, 2007 ETE issued approximately 5.0 million Common Units in a private placement to a group of institutional investors. The units were issued at a price of \$31.96 per unit resulting in net proceeds of approximately \$160,000 to ETE. The proceeds were used to repay ETE indebtedness. Investors were granted registration rights with respect to these units.

In March 2007 ETP entered into interest rate swaps with an aggregate notional amount of \$600,000 with various financial institutions in anticipation of a debt offering in the fourth fiscal quarter of 2007.