

SUMMARY OF COMPLIANCE PROGRAM OF ENOGEX INC.

Enogex Inc. (“Enogex”) will establish the Enogex Inc. Telecommunications Compliance Program (the “Program”) to ensure compliance with applicable federal laws and regulations governing the telecommunications systems for which Enogex and its wholly owned subsidiaries are licensed by the Federal Communications Commission (“FCC”). The following elements will be components of the Program:

- ✓ Oversight by Compliance Attorney- Enogex will designate an attorney in its Legal Department to oversee the Compliance Program (the “Compliance Attorney”).
- ✓ Creation of FCC Licensing Database- Enogex will create a database of all of its FCC licenses to ensure that those licenses are timely renewed. The database will be kept current by a designated employee, who will report (for the purposes of this function) to the Compliance Attorney. This database will be accessible to company lawyers, business development personnel, employees or consultants responsible for establishment, purchase, sale, and administration of the telecommunications systems for which Enogex and its wholly owned subsidiaries are licensed by the FCC (“Telecommunications Personnel”). The existence of this database will be made known to all Telecommunications Personnel.
- ✓ Creation of Compliance Manual- Enogex will develop and maintain a manual describing the state and federal laws and regulations that govern the telecommunications systems for which Enogex and its wholly owned subsidiaries are licensed by the FCC (the “Compliance Manual”). The Compliance Manual will address, among other topics, the requirements, under Section 310(d) of the Communications Act of 1934, as amended, for entities to secure approval from, or provide notification to, the FCC in instances when there is a change in ownership or control of an entity holding FCC licenses, regardless of whether such acquisition or transfer of control is a result of a corporate restructuring or otherwise (“Assignment and Transfer Rules”). The Compliance Attorney will ensure that this Manual is distributed to the Telecommunications Personnel and reviewed on a periodic basis (in any case, no less than once a year), and updated if necessary.
- ✓ Compliance Training Program- Enogex will conduct a training program periodically for the Telecommunications Personnel. The education program will emphasize FCC Assignment and Transfer Rules.
- ✓ Continuing Education Program- The Compliance Attorney will generate, or secure from outside telecommunications counsel, memoranda or similar information regarding changes in the telecommunications laws or regulations addressed in the Compliance Manual or Training Program, including those relating to Assignment and Transfer Rules. The Compliance Attorney will ensure that these memoranda or similar material are distributed to appropriate Telecommunications Personnel.