

SECOND SUPPLEMENT TO THE LONGHORN MITIGATION PLAN

Longhorn Partners Pipeline, L.P. ("Longhorn") submits the following Second Supplement to The Longhorn Mitigation Plan for the purposes of providing a definitive time table for certain of the protective measures Longhorn has agreed to implement under the standards and guidelines set out in its System Integrity Plan.

1. (a) The following language is added to Longhorn Mitigation Commitment No. 3:

Longhorn shall install additional new pipe for approximately six miles in the Pedernales River watershed that is characterized as having a time of travel for a spill from the pipeline to Lake Travis of eight hours or less.

- (b) The following language is added to Longhorn Mitigation Appendix Item 3:

Longhorn will replace approximately six miles of existing pipeline in the Pedernales River watershed that is characterized as having a time of travel for a spill from Lake Travis of eight hours or less. Pipeline segments having this characteristic are approximately as follows:

Segment No.	Approximate Pipeline Station to Station	Description
1	9968+64 to 10057+00	Beginning at the watershed divide between Barton Creek and the Pedernales River then continuing west for approximately 8,836 feet and across four distinct tributaries to the Pedernales River to a high point with an elevation of approximately 1,190 feet.
2	10107+00 to 10142+00	Beginning at a high point with elevation 1,190 feet between two tributaries of and just east of Flat Creek, then continuing west for approximately 3,500 feet and across two tributaries of Flat Creek to a high point with an elevation of approximately 1,160 feet.
3	10179+00 to 10209+00	Beginning approximately 700 feet west of the Hays/Blanco County line and approximately 1,400 feet east of Flat Creek at an elevation of approximately 940 feet, then continuing west for approximately

Segment No.	Approximate Pipeline Station to Station	Description
		3,000 feet and across Flat Creek to a high point with an elevation of approximately 1060 feet.
4	10275+00 to 10375+00	Beginning approximately 1,500 feet inside of the east boundary of Pedernales State Park at a high point with an elevation of approximately 1,160 feet, then continuing west for approximately 10,000 feet and through the park to a high point at the approximate west boundary of the park with an elevation of approximately 1,130 feet.
5	10459+00 to 10509+00	Beginning approximately 200 feet east of a tributary to the Pedernales River and approximately 0.5 miles east of the Pedernales River at an elevation of approximately 950 feet, then continuing west for approximately 5,000 feet and across the Pedernales River to a high point with an elevation of approximately 1,020 feet which is approximately 200 feet west of a small drainage way leading to a tributary to the Pedernales River.

Actual beginning and ending points will be determined in the field by Longhorn after consulting with LCRA.

The new pipe will be constructed with a minimum depth of cover of five feet. The new pipe will be 0.375 inch thick wall X-65 pipe (which is the same grade and thickness of pipe to be used in the Edwards Aquifer Replacement).

Segment 5 crossing the Pedernales River will be completed prior to the date of pipeline startup. Horizontal directional drill construction methods will be used to install the section of pipe under the Pedernales River. Segments 1 through 4 will be replaced as determined by the System Integrity Plan and Operational Reliability Assessment, but in any case no later than seven years from the startup date.

2. The following language is added to Longhorn Mitigation Appendix Item 22:

Longhorn will install new check valves and relocate currently planned check valves at the approximate locations through the Colorado River basin described below to reduce the total potential drain down volumes.

River Basin	Approximate Station Location	Location Description	Notes
Pedernales River (maximum drain down volume of 200,000 gallons)	10210-24	Near Flat Creek	Previously included in Final EA
	10263+24		New valve
	10503+95	Near the Pedernales River	Previously installed
	10538+00		Previously included in Final EA
	10742+50	Near Cottonwood Creek	Previously included in Final EA
	10850+24		New valve
	11192+24		Relocation of check valve required by EA, originally at 11092+41
	11310+24	Near White Oak	Relocation of check valve required by EA, originally at 11260+14 at White Oak
Colorado River between Austin and Bastrop (maximum drain down volume of 300,000 gallons)	7110+74	Near Colorado River	Previously installed
	7355+24		New valve
	7877+24		New valve
Llano River (maximum drain down volume of 250,000 gallons)	14606+47	Near the Llano River	Previously included in Final EA
	14834+24		New valve
	15015+24		New valve
San Saba River (maximum drain down volume of 350,000 gallons)	17143+24		New valve
	17886-24		New valve
	18299-24		New valve

All locations are approximate and will be field located near the appropriate topographical feature and in accordance with access requirements for maintenance. All valves will be installed before startup.

3. The following language is added to Longhorn Mitigation Appendix, Items 23, 24 and 26:

Without limiting Longhorn's commitments as set out above, Longhorn will implement the following enhancements to its Emergency Response Plan prior to startup:

- (a) Longhorn shall prepare plans and specifications sealed by a professional engineer registered in Texas that details the modifications necessary to public water systems that are regulated by Texas Natural Resource Conservation Commission, or any successor agency, that take water from Lake Travis or Lake Austin ("Public Water Systems") to ensure that in the event of a spill from the Longhorn pipeline as it crosses the Pedernales River watershed, all Public Water Systems taking water from Lake Travis or Lake Austin will be able to meet drinking water standards promulgated by the EPA for benzene or any other constituent that would be released from the pipeline. The design intake concentration to be used for the untreated water will be no less than 64 µg/L benzene for systems taking water from Lake Travis and no less than 16 µg/L for systems taking water from Lake Austin.

No modifications to any water treatment systems will be made unless an event occurs from the Longhorn Pipeline that results in detectable concentrations of benzene reaching Lake Travis that could reasonably be expected to exceed EPA drinking water standards at a Public Water System. If such an event occurs, Longhorn shall fully fund all modifications necessary at all affected public water treatment systems to ensure that treated water from the affected systems meets applicable drinking water standards within the shortest time possible and to provide potable drinking water to the residents of affected communities until treatment modifications can be installed. In addition, as part of the plans and specifications, Longhorn shall include detailed cost estimates, equipment listings and sources for supplying such equipment, procedures for acquiring and providing temporary sources of potable water, procedures for monitoring water supplies in Lake Travis and Lake Austin in the event of a spill in the Pedernales River watershed, and procedures for notifying all potentially affected communities.

The plans and information developed in this item will be included in Longhorn's emergency response plans. All plans will be completed before start-up of the pipeline. The plans will be reviewed, revised as necessary to meet the objectives of this provision and re-sealed by a professional engineer at least once every five years.

- (b) To further ensure that any released product reaching the Pedernales River is minimized, Longhorn will prepare specific emergency response plans for the 12.5 miles of pipeline in the Pedernales River watershed (from the watershed divide between the Barton Creek and Pedernales River watershed through approximate milepost 201). The plan shall include travel and access routes, equipment lists, personnel requirements, maps, potential stream conditions, and

any other such elements necessary to thoroughly prepare for a major release of product from any point. The design conditions shall include a release of at least 275,000 gallons suddenly released during storm conditions that produce stream flows with a return frequency of one year and a Pedernales River flow of 5,000 cubic feet per second (cfs) at the Johnson City gauge. The plan must be adequate to prevent a majority of such a release from reaching the Pedernales River. The plan shall be finalized prior to startup. Longhorn shall also pre-stage all equipment and personnel to meet these conditions prior to start-up. All access routes and easements will be obtained within one year from startup.

- (c) Longhorn's Emergency Response Plan prepared pursuant to subparagraph (b) above shall be amended from time to time as necessary to incorporate corrective action measures identified during emergency response full-scale drills.