

Enable Midstream Partners, LP
Form SC 13G
February 18, 2015

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

ENABLE MIDSTREAM PARTNERS, LP

(Name of Issuer)

Common Units Representing Limited Partner Interests

(Title of Class of Securities)

292480100

(CUSIP Number)

December 31, 2014

(Date of Event which Requires filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

x Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS

2 **Bronco Midstream Infrastructure, LLC**
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

NUMBER OF **5** SOLE VOTING POWER

SHARES **6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY **43,585,926⁽¹⁾**

EACH **7** SOLE DISPOSITIVE POWER

REPORTING **8** SHARED DISPOSITIVE POWER

PERSON

WITH **43,585,926⁽¹⁾**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 **43,585,926⁽¹⁾**
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 **Not Applicable**
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.3%⁽²⁾

12 TYPE OF REPORTING PERSON

OO (limited liability company)

- (1) Represents 43,585,926 common units representing limited partner interests (Common Units), or 20.3% of the outstanding Common Units, and no subordinated units representing limited partner interests (Subordinated Units), in the Issuer held directly by Bronco Midstream Infrastructure, LLC. See Item 4 for a description of the ownership relationship between the Reporting Persons.
- (2) Based upon 214,355,023 Common Units and 207,855,430 Subordinated Units outstanding as of October 17, 2014, as reported in the Issuer's most recent Form 10-Q filed on November 4, 2014. For purposes of the percent of class reported in row 11, the outstanding Subordinated Units of the Issuer are considered converted.

1 NAMES OF REPORTING PERSONS

Enogex Holdings LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

NUMBER OF **5** SOLE VOTING POWER

SHARES **6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY **47,777,730⁽¹⁾**

EACH **7** SOLE DISPOSITIVE POWER

REPORTING **8** SHARED DISPOSITIVE POWER

PERSON

WITH **47,777,730⁽¹⁾**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

47,777,730⁽¹⁾

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.3%⁽²⁾

12 TYPE OF REPORTING PERSON

OO (limited liability company)

- (1) Includes 43,585,926 common units representing limited partner interests (Common Units) held by Bronco Midstream Infrastructure, LLC, an indirect wholly owned subsidiary of Enogex Holdings LLC (Enogex). The Common Units held by Enogex represent 22.3% of the outstanding Common Units. Enogex does not own any subordinated units representing limited partner interests (Subordinated Units) in the Issuer. See Item 4 for a description of the ownership relationship between the Reporting Persons.
- (2) Based upon 214,355,023 Common Units and 207,855,430 Subordinated Units outstanding as of October 17, 2014, as reported in the Issuer's most recent Form 10-Q filed on November 4, 2014. For purposes of the percent of class reported in row 11, the outstanding Subordinated Units of the Issuer are considered converted.

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1 NAMES OF REPORTING PERSONS

ArcLight Capital Partners, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 47,777,730⁽¹⁾

EACH 7 SOLE DISPOSITIVE POWER

REPORTING 8 SHARED DISPOSITIVE POWER

PERSON

WITH 47,777,730⁽¹⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**10 47,777,730⁽¹⁾
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

**11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

11.3%⁽²⁾

12 TYPE OF REPORTING PERSON

OO (limited liability company)

- (1) Represents 47,777,730 common units representing limited partner interests (Common Units), or 22.3% of the outstanding Common Units, and no subordinated units representing limited partner interests (Subordinated Units), in the Issuer held directly by Bronco Midstream Infrastructure, LLC and Enogex Holdings LLC. ArcLight Capital Partners, LLC, through various investment funds, has indirect voting and investment control over the securities reported herein. See Item 4 for a description of the ownership relationship between the Reporting Persons.
- (2) Based upon 214,355,023 Common Units and 207,855,430 Subordinated Units outstanding as of October 17, 2014, as reported in the Issuer's most recent Form 10-Q filed on November 4, 2014. For purposes of the percent of class reported in row 11, the outstanding Subordinated Units of the Issuer are considered converted.

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1 NAMES OF REPORTING PERSONS

ArcLight Capital Holdings, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 47,777,730⁽¹⁾

EACH 7 SOLE DISPOSITIVE POWER

REPORTING 8 SHARED DISPOSITIVE POWER

PERSON

WITH 47,777,730⁽¹⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**10 47,777,730⁽¹⁾
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

**11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

11.3%⁽²⁾

12 TYPE OF REPORTING PERSON

OO (limited liability company)

- (1) Represents 47,777,730 common units representing limited partner interests (Common Units), or 22.3% of the outstanding Common Units, and no subordinated units representing limited partner interests (Subordinated Units), in the Issuer held directly by Bronco Midstream Infrastructure, LLC and Enogex Holdings LLC. ArcLight Capital Partners, LLC, through various investment funds, has indirect voting and investment control over the securities reported herein. See Item 4 for a description of the ownership relationship between the Reporting Persons.
- (2) Based upon 214,355,023 Common Units and 207,855,430 Subordinated Units outstanding as of October 17, 2014, as reported in the Issuer's most recent Form 10-Q filed on November 4, 2014. For purposes of the percent of class reported in row 11, the outstanding Subordinated Units of the Issuer are considered converted.

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1 NAMES OF REPORTING PERSONS

ArcLight Energy Partners Fund V, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

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Delaware

NUMBER OF 5 SOLE VOTING POWER

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 47,777,730⁽¹⁾

EACH 7 SOLE DISPOSITIVE POWER

REPORTING 8 SHARED DISPOSITIVE POWER

PERSON

WITH 47,777,730⁽¹⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

47,777,730⁽¹⁾

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.3%⁽²⁾

12 TYPE OF REPORTING PERSON

PN

- (1) Represents 47,777,730 common units representing limited partner interests (Common Units), or 22.3% of the outstanding Common Units, and no subordinated units representing limited partner interests (Subordinated Units), in the Issuer held directly by Bronco Midstream Infrastructure, LLC and Enogex Holdings LLC. ArcLight Capital Partners, LLC, through various investment funds (including ArcLight Energy Partners Fund V, L.P.), has indirect voting and investment control over the securities reported herein. See Item 4 for a description of the ownership relationship between the Reporting Persons.
- (2) Based upon 214,355,023 Common Units and 207,855,430 Subordinated Units outstanding as of October 17, 2014, as reported in the Issuer's most recent Form 10-Q filed on November 4, 2014. For purposes of the percent of class reported in row 11, the outstanding Subordinated Units of the Issuer are considered converted.

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Schedule 13G

1 NAMES OF REPORTING PERSONS

ArcLight Energy Partners Fund IV, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

NUMBER OF **5** SOLE VOTING POWER

SHARES **6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY **47,777,730⁽¹⁾**

EACH **7** SOLE DISPOSITIVE POWER

REPORTING **8** SHARED DISPOSITIVE POWER

PERSON

WITH **47,777,730⁽¹⁾**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

47,777,730⁽¹⁾

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.3%⁽²⁾

12 TYPE OF REPORTING PERSON

PN

- (1) Represents 47,777,730 common units representing limited partner interests (Common Units), or 22.3% of the outstanding Common Units, and no subordinated units representing limited partner interests (Subordinated Units), in the Issuer held directly by Bronco Midstream Infrastructure, LLC and Enogex Holdings LLC. ArcLight Capital Partners, LLC, through various investment funds (including ArcLight Energy Partners Fund IV, L.P.), has indirect voting and investment control over the securities reported herein. See Item 4 for a description of the ownership relationship between the Reporting Persons.
- (2) Based upon 214,355,023 Common Units and 207,855,430 Subordinated Units outstanding as of October 17, 2014, as reported in the Issuer's most recent Form 10-Q filed on November 4, 2014. For purposes of the percent of class reported in row 11, the outstanding Subordinated Units of the Issuer are considered converted.

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1 NAMES OF REPORTING PERSONS

Bronco Midstream Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 47,777,730⁽¹⁾

EACH 7 SOLE DISPOSITIVE POWER

REPORTING 8 SHARED DISPOSITIVE POWER

PERSON

WITH 47,777,730⁽¹⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**10 47,777,730⁽¹⁾
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

**11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

11.3%⁽²⁾

12 TYPE OF REPORTING PERSON

PN

- (1) Represents 47,777,730 common units representing limited partner interests (Common Units), or 22.3% of the outstanding Common Units, and no subordinated units representing limited partner interests (Subordinated Units), in the Issuer held directly by Bronco Midstream Infrastructure, LLC and Enogex Holdings LLC. ArcLight Capital Partners, LLC, through various investment funds (including Bronco Midstream Partners, L.P.), has indirect voting and investment control over the securities reported herein. See Item 4 for a description of the ownership relationship between the Reporting Persons.
- (2) Based upon 214,355,023 Common Units and 207,855,430 Subordinated Units outstanding as of October 17, 2014, as reported in the Issuer's most recent Form 10-Q filed on November 4, 2014. For purposes of the percent of class reported in row 11, the outstanding Subordinated Units of the Issuer are considered converted.

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1 NAMES OF REPORTING PERSONS

Daniel R. Revers

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 47,777,730⁽¹⁾

EACH 7 SOLE DISPOSITIVE POWER

REPORTING 8 SHARED DISPOSITIVE POWER

PERSON

WITH 47,777,730⁽¹⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**10 47,777,730⁽¹⁾
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

**11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

11.3%⁽²⁾

12 TYPE OF REPORTING PERSON

IN

- (1) Represents 47,777,730 common units representing limited partner interests (Common Units), or 22.3% of the outstanding Common Units, and no subordinated units representing limited partner interests (Subordinated Units), in the Issuer held directly by Bronco Midstream Infrastructure, LLC and Enogex Holdings LLC. ArcLight Capital Partners, LLC has ultimate voting and investment control over the securities reported herein. Due to certain voting rights granted to Mr. Revers as a member of ArcLight Capital Partners' investment committee, Mr. Revers may be deemed to indirectly beneficially own the units attributable to ArcLight Capital Partners, but disclaims any such ownership except to the extent of his pecuniary interest therein. See Item 4 for a description of the ownership relationship between the Reporting Persons.
- (2) Based upon 214,355,023 Common Units and 207,855,430 Subordinated Units outstanding as of October 17, 2014, as reported in the Issuer's most recent Form 10-Q filed on November 4, 2014. For purposes of the percent of class reported in row 11, the outstanding Subordinated Units of the Issuer are considered converted.

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ITEM 1. (a) Name of Issuer:

Enable Midstream Partners, LP (the Issuer)

(b) Address of Issuer's Principal Executive Offices:

One Leadership Square
 211 North Robinson Avenue
 Suite 950
 Oklahoma City, Oklahoma 73102

ITEM 2. (a) Name of Person Filing:

Bronco Midstream Infrastructure, LLC
 Enogex Holdings LLC
 ArcLight Capital Partners, LLC
 ArcLight Capital Holdings, LLC
 ArcLight Energy Partners Fund IV LP
 ArcLight Energy Partners Fund V, L.P.
 Bronco Midstream Partners, L.P.
 Daniel R. Revers

(b) Address or Principal Business Office:

Principal business office of all persons filing:

200 Clarendon Street
 55th Floor
 Boston, MA 02117

(c) Citizenship:

Bronco Midstream Infrastructure, LLC	Delaware
Enogex Holdings LLC	Delaware
ArcLight Capital Partners, LLC	Delaware
ArcLight Capital Holdings, LLC	Delaware
ArcLight Energy Partners Fund IV LP	Delaware
ArcLight Energy Partners Fund V, L.P.	Delaware
Bronco Midstream Partners, L.P.	Delaware
Daniel R. Revers	United States

(d) Title of Class of Securities:

Common units representing limited partner interests (Common Units)

(e) CUSIP Number:

292480100

ITEM 3.

Not applicable.

ITEM 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

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Ownership (a-c)

The ownership information presented below represents beneficial ownership of Common Units and subordinated units representing limited partner interests (Subordinated Units) of the Issuer as of December 31, 2014, based upon 214,355,023 Common Units and 207,855,430 Subordinated Units outstanding as of October 17, 2014, as reported in the Issuer's most recent Form 10-Q filed on November 4, 2014. The Reporting Persons do not hold any Subordinated Units of the Issuer. The Reporting Persons have shared power to vote or direct the vote of, and to dispose or direct the disposition of, the securities listed below.

Reporting Person	Number of Common Units	Percentage of Common Units	Total Beneficially Owned (2)(3)(4)	Percentage (As Converted) (2)
Bronco Midstream Infrastructure, LLC ⁽¹⁾	43,585,926	20.3%	43,585,926	10.3%
Enogex Holdings LLC	47,777,730	22.3%	47,777,730	11.3%
ArcLight Capital Partners, LLC	47,777,730	22.3%	47,777,730	11.3%
ArcLight Capital Holdings, LLC	47,777,730	22.3%	47,777,730	11.3%
ArcLight Energy Partners Fund IV LP	47,777,730	22.3%	47,777,730	11.3%
ArcLight Energy Partners Fund V, L.P.	47,777,730	22.3%	47,777,730	11.3%
Bronco Midstream Partners, L.P.	47,777,730	22.3%	47,777,730	11.3%
Daniel R. Revers	47,777,730	22.3%	47,777,730	11.3%

- (1) Represents 43,585,926 Common Units, or 20.3% of the outstanding Common Units, and no Subordinated Units in the Issuer held directly by Bronco Midstream Infrastructure, LLC, an entity that is indirectly owned and controlled by funds of ArcLight Capital Partners, LLC.
- (2) Represents 47,777,730 Common Units, or 22.3% of the outstanding Common Units, and no Subordinated Units in the Issuer held directly by Bronco Midstream Infrastructure, LLC and Enogex Holdings LLC, entities that are indirectly owned and controlled by funds of ArcLight Capital Partners, LLC.
- (3) The Subordinated Units may be converted into Common Units on a one-for-one basis after the expiration of the subordination period (as described in the Issuer's Second Amended and Restated Agreement of Limited Partnership).
- (4) The Common Units are held directly by Bronco Midstream Infrastructure LLC (Bronco) and Enogex Holdings LLC (Enogex). ArcLight Capital Partners, LLC (ArcLight Capital Partners) is the investment advisor for, and ArcLight Capital Holdings, LLC (ArcLight Holdings) is the managing member of the general partner of each of ArcLight Energy Partners Fund V, L.P., ArcLight Energy Partners Fund IV, L.P. and Bronco Midstream Partners, L.P. Bronco is an indirect wholly owned subsidiary of Enogex. ArcLight Capital Partners has ultimate voting and investment control over the securities held by Enogex and Bronco and thus may be deemed to indirectly beneficially own such securities. Due to certain voting rights granted to Mr. Revers as a member of ArcLight Capital Partners' investment committee, Mr. Revers may be deemed to indirectly beneficially own the units attributable to ArcLight Capital Partners, but disclaims any such ownership except to the extent of his pecuniary interest therein.

ITEM 5. Ownership of Five Percent or Less of a Class

Not applicable.

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ITEM 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

ITEM 8. Identification and Classification of Members of the Group

Not applicable.

ITEM 9. Notice of Dissolution of Group

Not applicable.

ITEM 10. Certification

Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 17, 2015

ARCLIGHT CAPITAL PARTNERS, LLC

By: /s/ Daniel R. Revers
Name: Daniel R. Revers
Title: Managing Partner

ARCLIGHT CAPITAL HOLDINGS, LLC

By: /s/ Daniel R. Revers
Name: Daniel R. Revers
Title: Managing Partner

**ARCLIGHT ENERGY PARTNERS FUND
IV LP**

By: ArcLight PEF GP IV, LLC
Its: General Partner

ArcLight Capital Holdings,
By: LLC
Its: Manager

By: /s/ Daniel R. Revers
Name: Daniel R. Revers
Title: Managing Partner

**ARCLIGHT ENERGY PARTNERS FUND
V, L.P.**

By: ArcLight PEF GP V, LLC
Its: General Partner

ArcLight Capital Holdings,
By: LLC
Its: Manager

By: /s/ Daniel R. Revers
Name: Daniel R. Revers

Title: Managing Partner

**BRONCO MIDSTREAM
INFRASTRUCTURE, LLC**

By: /s/ Daniel R. Revers
Name: Daniel R. Revers
Title: President

ENOGEX HOLDINGS, LLC

By: /s/ Daniel R. Revers
Name: Daniel R. Revers
Title: President

BRONCO MIDSTREAM PARTNERS, L.P.

By: Bronco Partners GP, LLC
Its: General Partner

By: /s/ Daniel R. Revers
Name: Daniel R. Revers
Title: President

/s/ Daniel R. Revers
Daniel R. Revers

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JOINT FILING AGREEMENT

In accordance with Rule 13(d)-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other of the attached statement on Schedule 13G and to all amendments to such statement.

IN WITNESS WHEREOF, the undersigned hereby executed this Agreement as of February 17, 2015

ARCLIGHT CAPITAL PARTNERS, LLC

By: /s/ Daniel R. Revers
Name: Daniel R. Revers
Title: Managing Partner

ARCLIGHT CAPITAL HOLDINGS, LLC

By: /s/ Daniel R. Revers
Name: Daniel R. Revers
Title: Managing Partner

**ARCLIGHT ENERGY PARTNERS FUND
IV LP**

By: ArcLight PEF GP IV, LLC
Its: General Partner

By: ArcLight Capital Holdings,
LLC
Its: Manager

By: /s/ Daniel R. Revers
Name: Daniel R. Revers
Title: Managing Partner

**ARCLIGHT ENERGY PARTNERS FUND
V, L.P.**

By: ArcLight PEF GP V, LLC
Its: General Partner

By: ArcLight Capital Holdings,
LLC
Its: Manager

By: /s/ Daniel R. Revers

Name: Daniel R. Revers
Title: Managing Partner

**BRONCO MIDSTREAM
INFRASTRUCTURE, LLC**

By: /s/ Daniel R. Revers
Name: Daniel R. Revers
Title: President

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ENOGEX HOLDINGS, LLC

By: /s/ Daniel R. Revers
Name: Daniel R. Revers
Title: President

BRONCO MIDSTREAM PARTNERS, L.P.

By: Bronco Partners GP, LLC
Its: General Partner

By: /s/ Daniel R. Revers
Name: Daniel R. Revers
Title: President

/s/ Daniel R. Revers
Daniel R. Revers