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

# Form 10-K/A

(Amendment No. 1)

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2004

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 1-7320

# ANR Pipeline Company

(Exact name of registrant as specified in its charter)

| | |
|---|---|
| **Delaware**<br>(State or other jurisdiction of incorporation or organization) | **38-1281775**<br>(I.R.S. Employer Identification No.) |
| **El Paso Building**<br>**1001 Louisiana Street**<br>**Houston, Texas**<br>(Address of principal executive offices) | **77002**<br>(Zip Code) |

**Telephone Number: (713) 420-2600**

**Securities registered pursuant to Section 12(b) of the Act:**

| Title of each class | Name of each exchange on which registered |
|---|---|
| 9.625% Debentures, due 2021<br>7.375% Debentures, due 2024<br>7% Debentures, due 2025 | New York Stock Exchange |

**Securities registered pursuant to Section 12(g) of the Act: None**

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☑

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes ☐ No ☑

**State the aggregate market value of the voting stock held by non-affiliates of the registrant: None**

**Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.**

Common Stock, par value $1 per share. Shares outstanding on March 29, 2005: 1,000

**ANR PIPELINE COMPANY MEETS THE CONDITIONS OF GENERAL INSTRUCTION I(1)(a) AND (b) TO FORM 10-K AND IS THEREFORE FILING THIS REPORT WITH A REDUCED DISCLOSURE FORMAT AS PERMITTED BY SUCH INSTRUCTION.**

**Documents Incorporated by Reference: None**

## EXPLANATORY NOTE

This amendment on Form 10-K/A constitutes Amendment No. 1 to our Annual Report on Form 10-K for the fiscal year ended December 31, 2004, which was originally filed with the SEC on March 29, 2005. We are filing this Form 10-K/A to amend the audit report for Great Lakes Transmission Limited Partnership set forth in Item 15 of that report to refer to the standards of the Public Company Accounting Oversight Board.

This amendment only changes the audit report contained in Item 15 of the Annual Report as specified above. It does not affect the original consolidated financial statements and related footnotes of either ANR Pipeline Company or Great Lakes Transmission Limited Partnership as filed in the Annual Report and does not reflect events occurring after the original filing date of March 29, 2005.

## PART IV

### ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

**(a) The following documents are filed as part of this report:**

1. Financial statements.

The following consolidated financial statements are included in Part II, Item 8 of this report:



The following financial statements of our equity investments are included on the following pages of this report:



2. Financial statement schedules.



All other schedules are omitted because they are not applicable, or the required information is disclosed in the financial statements or accompanying notes.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Partners and Management Committee
Great Lakes Gas Transmission Limited Partnership:

We have audited the accompanying consolidated balance sheets of Great Lakes Gas Transmission Limited Partnership and subsidiary (Partnership) as of December 31, 2004 and 2003, and the related consolidated statements of income and partners' capital, and cash flows for each of the years in the three year period ended December 31, 2004. These consolidated financial statements are the responsibility of the Partnership's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Great Lakes Gas Transmission Limited Partnership and subsidiary as of December 31, 2004 and 2003, and the results of their operations and their cash flows for each of the years in the three year period ended December 31, 2004 in conformity with U.S. generally accepted accounting principles.

/s/ KPMG LLP
Detroit, Michigan
January 11, 2005

## GREAT LAKES GAS TRANSMISSION LIMITED PARTNERSHIP

## CONSOLIDATED STATEMENTS OF INCOME AND PARTNERS' CAPITAL

| | Years Ended December 31 | | |
|---|---|---|---|
| | 2004 | 2003 | 2002 |
| | (Thousands of Dollars) | | |
| **Transportation Revenues** | **$ 284,327** | $ 279,208 | $ 277,515 |
| **Operating Expenses** | | | |
| Operation and Maintenance | **34,723** | 43,052 | 37,075 |
| Depreciation | **57,756** | 57,238 | 56,916 |
| Income Taxes Payable by Partners | **47,058** | 40,530 | 45,400 |
| Property and Other Taxes | **23,265** | 24,929 | 14,393 |
| | **162,802** | 165,749 | 153,784 |
| **Operating Income** | **121,525** | 113,459 | 123,731 |
| **Other Income (Expense)** | | | |
| Interest on Long Term Debt | **(37,718)** | (40,239) | (44,539) |
| Other, Net | **1,373** | 1,102 | 3,850 |
| | **(36,345)** | (39,137) | (40,689) |
| **Net Income** | **$ 85,180** | $ 74,322 | $ 83,042 |
| **Partners' Capital** | | | |
| Balance at Beginning of Year | **$ 452,007** | 445,512 | 443,640 |
| Contributions by General Partners | **29,398** | 22,459 | 25,432 |
| Net Income | **85,180** | 74,322 | 83,042 |
| Current Income Taxes Payable by Partners Charged to Earnings | **31,536** | 24,238 | 27,801 |
| Distributions to Partners | **(177,620)** | (114,524) | (134,403) |
| Balance at End of Year | **$ 420,501** | $ 452,007 | $ 445,512 |

*The accompanying notes are an integral part of these statements.*

## GREAT LAKES GAS TRANSMISSION LIMITED PARTNERSHIP

## CONSOLIDATED BALANCE SHEETS

| | As of December 31 | |
|---|---|---|
| | **2004** | **2003** |
| | *(Thousands of Dollars)* | |
| **ASSETS** | | |
| **Current Assets** | | |
| Cash and Cash Equivalents | **$ 59,034** | $ 40,156 |
| Accounts Receivable | **44,137** | 34,747 |
| Materials and Supplies, at Average Cost | **10,043** | 10,020 |
| Prepayments and Other | **5,146** | 3,511 |
| | **118,360** | 88,434 |
| **Gas Utility Plant** | | |
| Property, Plant and Equipment | **2,015,202** | 2,011,279 |
| Less Accumulated Depreciation | **919,287** | 870,356 |
| | **1,095,915** | 1,140,923 |
| | **$1,214,275** | $1,229,357 |
| **LIABILITIES & PARTNERS' CAPITAL** | | |
| **Current Liabilities** | | |
| Current Maturities of Long Term Debt | **$ 10,000** | $ 10,000 |
| Accounts Payable | **27,984** | 14,850 |
| Property and Other Taxes | **24,107** | 25,077 |
| Accrued Interest and Other | **13,580** | 14,025 |
| | **75,671** | 63,952 |
| **Long Term Debt** | **460,000** | 470,000 |
| **Other Liabilities** | | |
| Amounts Equivalent to Deferred Income Taxes | **256,959** | 241,281 |
| Other | **1,144** | 2,117 |
| | **258,103** | 243,398 |
| **Partners' Capital** | **420,501** | 452,007 |
| | **$1,214,275** | $1,229,357 |

*The accompanying notes are an integral part of these statements.*

## GREAT LAKES GAS TRANSMISSION LIMITED PARTNERSHIP

## CONSOLIDATED STATEMENTS OF CASH FLOWS

| | Years Ended December 31 | | |
|---|---|---|---|
| | **2004** | **2003** | **2002** |
| | (Thousands of Dollars) | | |
| **Cash Flow Increase (Decrease) from:** | | | |
| **Operating Activities** | | | |
| Net Income | **$ 85,180** | $ 74,322 | $ 83,042 |
| Adjustments to Reconcile Net Income to Operating Cash Flows: | | | |
| Depreciation | **57,756** | 57,238 | 56,916 |
| Amounts Equivalent to Deferred Income Taxes | **15,678** | 16,983 | 18,241 |
| Allowance for Funds Used During Construction | **(157)** | (398) | (500) |
| Changes in Current Assets and Liabilities: | | | |
| Accounts Receivable | **(9,390)** | 1,529 | (6,250) |
| Accounts Payable | **13,134** | (1,642) | 2,148 |
| Property and Other Taxes | **(970)** | (1,687) | (1,131) |
| Other | **(3,076)** | (337) | 678 |
| | **158,155** | 146,008 | 153,144 |
| **Investment in Utility Plant** | **(12,591)** | (27,277) | (34,292) |
| **Financing Activities** | | | |
| Repayment of Long Term Debt | **(10,000)** | (41,500) | (47,250) |
| Contributions by General Partners | **29,398** | 22,459 | 25,432 |
| Current Income Taxes Payable by Partners Charged to Earnings | **31,536** | 24,238 | 27,801 |
| Distribution to Partners | **(177,620)** | (114,524) | (134,403) |
| | **(126,686)** | (109,327) | (128,420) |
| Change in Cash and Cash Equivalents | **18,878** | 9,404 | (9,568) |
| Cash and Cash Equivalents: | | | |
| Beginning of Year | **40,156** | 30,752 | 40,320 |
| End of Year | **$ 59,034** | $ 40,156 | $ 30,752 |
| **Supplemental Disclosure of Cash Flow Information** | | | |
| **Cash Paid During the Year for Interest** | | | |
| (Net of Amounts Capitalized of $48, $150 and $214, Respectively) | **$ 37,903** | $ 40,576 | $ 45,004 |

*The accompanying notes are an integral part of these statements.*

## GREAT LAKES GAS TRANSMISSION LIMITED PARTNERSHIP

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### 1 Organization and Management

Great Lakes Gas Transmission Limited Partnership (Partnership) is a Delaware limited partnership that owns and operates an interstate natural gas pipeline system. The Partnership transports natural gas for delivery to customers in the midwestern and northeastern United States and eastern Canada. Partnership ownership percentages are recalculated each year to reflect distributions and contributions.

The partners, their parent companies, and partnership ownership percentages are as follows:

| Partner (Parent Company) | Ownership % 2004 | Ownership % 2003 |
|---|---|---|
| General Partners: | | |
| El Paso Great Lakes, Inc. (El Paso Corporation) | **46.61** | 46.33 |
| TransCanada GL, Inc. (TransCanada PipeLines Ltd.) | **46.61** | 46.33 |
| Limited Partner: | | |
| Great Lakes Gas Transmission Company (TransCanada PipeLines Ltd. and El Paso Corporation) | **6.78** | 7.34 |

The day-to-day operation of Partnership activities is the responsibility of Great Lakes Gas Transmission Company (Company), which is reimbursed for its employee salaries, benefits and other expenses, pursuant to the Partnership's Operating Agreement with the Company.

### 2 Summary of Significant Accounting Policies

#### Principles of Consolidation and Basis of Presentation

The consolidated financial statements include the accounts of the Partnership and GLGT Aviation Company, a wholly owned subsidiary. GLGT Aviation Company owns a transport aircraft used principally for pipeline operations. Intercompany amounts have been eliminated.

For purposes of reporting cash flows, the Partnership considers all liquid investments with original maturities of three months or less to be cash equivalents.

The Partnership recognizes revenues from natural gas transportation in the period the service is provided.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the use of estimates and assumptions that affect the amounts reported as assets, liabilities, revenues and expenses and the disclosures in these financial statements. Actual results can, and often do, differ from those estimates.

#### Regulation

The Partnership is subject to the rules, regulations and accounting procedures of the Federal Energy Regulatory Commission (FERC). The Partnership's accounting policies follow regulatory accounting principles prescribed under Statement of Financial Accounting Standards (SFAS) No. 71, *Accounting for the Effects of Certain Types of Regulation*. Regulatory assets and liabilities have been established and represent probable future revenue or expense which will be recovered from or refunded to customers.

#### Accounts Receivable

Accounts receivable are reported net of an allowance for doubtful accounts of $1,200,000 and $2,304,000 for 2004 and 2003, respectively. Accounts receivable are recorded at the invoiced amount. Late fees are recognized as income when earned. The Partnership establishes an allowance for losses on accounts receivable if it is determined that all or a portion of the outstanding balance will not be collected. The Partnership also considers historical industry data and customer credit trends. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote.

**Gas Utility Plant and Depreciation**

Gas utility plant is stated at cost and includes certain administrative and general expenses, plus an allowance for funds used during construction. The cost of plant retired is charged to accumulated depreciation. Depreciation of gas utility plant is computed using the straight-line method. The Partnership's principal operating assets are depreciated at an annual rate of 2.75%.

The allowance for funds used during construction represents the debt and equity costs of capital funds applicable to utility plant under construction, calculated in accordance with a uniform formula prescribed by the FERC. The rates used were 10.49%, 10.41% and 10.36% for years 2004, 2003, and 2002, respectively.

**Asset Retirement Obligations**

Effective January 1, 2003, the Partnership adopted SFAS No. 143 "Accounting for Asset Retirement Obligations" (Statement 143). Statement 143 requires recognition of the fair value of legal obligations associated with the retirement of tangible long-lived assets that result from the acquisition, construction, development, and/or normal operation of a long-lived asset. The Partnership has asset retirement obligations if it were to permanently retire all or part of the pipeline system; however, the fair value of the obligations cannot be determined because the end of the system life is indeterminable.

**Income Taxes**

The Partnership's tariff includes an allowance for income taxes, which the FERC requires the Partnership to record as if it were a corporation. The provisions for current and deferred income tax expense are recorded without regard to whether each partner can utilize its share of the Partnership's tax deductions. Income taxes are deducted in the Consolidated Statements of Income and the current portion of income taxes is returned to partners' capital. Recorded current income taxes are distributed to partners based on their ownership percentages.

Amounts equivalent to deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of assets and liabilities and their respective tax bases at currently enacted income tax rates.

**3 Affiliated Company Transactions**

Affiliated company amounts included in the Partnership's consolidated financial statements, not otherwise disclosed, are as follows:

| | (In Thousands) | | |
|---|---|---|---|
| | **2004** | **2003** | **2002** |
| Accounts receivable | **$ 12,827** | 16,062 | 15,989 |
| Accounts payable | **1,845** | 1,135 | 622 |
| Transportation revenues: | | | |
| TransCanada PipeLines Ltd. and affiliates | **164,810** | 166,578 | 163,442 |
| El Paso Corporation and affiliates | **20,581** | 23,877 | 24,875 |

Affiliated transportation revenues are primarily provided under fixed priced contracts with remaining terms ranging from 1 to 8 years.

The Partnership reimburses the Company for salaries, benefits and other incurred expenses. Benefits include pension, savings plan, and other post-retirement benefits. Operating expenses charged by the Company in 2004, 2003 and 2002 were $17,388,000, $25,758,000 and $17,888,000, respectively.

The Company makes contributions for eligible employees of the Company to a voluntary defined contribution plan sponsored by one of the parent companies. The Company's contributions, which are based on matching employee contributions, amounted to $475,000, $396,000, and $770,000 in 2004, 2003 and 2002, respectively.

The Company participates in the El Paso Corporation cash balance pension plan and post-retirement plan. The Company accounts for pension and post-retirement benefits on an accrual basis. The net expense (income) for each of the plans are as follows:

| | (In Thousands) | | |
|---|---|---|---|
| | **2004** | **2003** | **2002** |
| Pension | **$(743,000)** | (2,600,000) | (5,400,000) |
| Post-Retirement | **202,000** | 204,000 | 236,000 |

## 4 Debt

| | (In Thousands) | |
|---|---|---|
| | **2004** | **2003** |
| Senior Notes, unsecured, interest due semiannually, principal due as follows: | | |
| 8.74% series, due 2003 to 2011 | **$ 70,000** | 80,000 |
| 9.09% series, due 2012 to 2021 | **100,000** | 100,000 |
| 6.73% series, due 2009 to 2018 | **90,000** | 90,000 |
| 6.95% series, due 2019 to 2028 | **110,000** | 110,000 |
| 8.08% series, due 2021 to 2030 | **100,000** | 100,000 |
| | **470,000** | 480,000 |
| Less current maturities | **10,000** | 10,000 |
| Total long term debt less current maturities | **$460,000** | 470,000 |

The aggregate estimated fair value of long term debt was $559,800,000 and $571,400,000 for 2004 and 2003, respectively. The fair value is determined using discounted cash flows based on the Partnership's estimated current interest rates for similar debt.

The aggregate annual required repayments of Senior Notes is $10,000,000 for each year 2005 through 2008 and $19,000,000 in 2009.

Under the most restrictive covenants in the Senior Note Agreements, approximately $253,000,000 of partners' capital is restricted as to distributions as of December 31, 2004.

## 5 Income Taxes Payable by Partners

Income taxes payable by partners for the years ended December 31, 2004, 2003 and 2002 consists of:

| | (In Thousands) | | |
|---|---|---|---|
| | **2004** | **2003** | **2002** |
| Current | | | |
| Federal | **$30,187** | 23,201 | 26,612 |
| State | **1,349** | 1,037 | 1,189 |
| | **31,536** | 24,238 | 27,801 |
| Deferred | | | |
| Federal | **14,833** | 15,556 | 16,808 |
| State | **689** | 736 | 791 |
| | **15,522** | 16,292 | 17,599 |
| | **$47,058** | 40,530 | 45,400 |

Income taxes payable by partners differs from the statutory rate of 35% due to the amortization of excess deferred taxes along with the effects of state and local taxes. The Partnership is required to amortize excess deferred taxes which had previously been accumulated at tax rates in excess of current statutory rates. Such amortization reduced income taxes payable by partners by $575,000 for 2004 and $900,000 for 2003 and 2002. The excess deferred taxes were fully amortized at December 31, 2004.

Amounts equivalent to deferred income taxes are principally comprised of temporary differences associated with excess tax depreciation on utility plant. As of December 31, 2004 and 2003, no valuation allowance is required. The deferred tax assets and deferred tax liabilities as of December 31, 2004 and 2003 are as follows:

| | (In Thousands) | |
|---|---|---|
| | **2004** | **2003** |
| Deferred tax assets — other | **$ 4,889** | 5,168 |
| Deferred tax liabilities — utility plant | **(245,786)** | (230,614) |
| Deferred tax liabilities — other | **(16,062)** | (15,835) |
| Net deferred tax liability | **$(256,959)** | (241,281) |

## 6 Severance Costs

In 2003, the Partnership implemented a reorganization plan to reduce the work force, and recorded severance costs of approximately $6 million. All amounts were substantially paid by December 31, 2003. Severance costs have been included in Operation and Maintenance expense.

## 7 Use Tax Refunds

In the first quarter of 2002, Great Lakes received a favorable decision from the Minnesota Supreme Court on use tax litigation and has collected refunds and related interest on litigated claims and pending claims for 1994 to 2001. The total amount received was $13.7 million. The refunds are reflected in Property and Other Taxes ($10.9 million) and the interest included in Other, Net ($2.8 million).

## ANR PIPELINE COMPANY

## EXHIBIT LIST
**December 31, 2004**

Exhibits not incorporated by reference to a prior filing are designated by "*"; exhibits previously filed with our Annual Report on Form 10-K for the fiscal year ended December 31, 2004 are designated by "**"; all exhibits not so designated are incorporated herein by reference to a prior filing as indicated.

| Exhibit Number | Description |
|---|---|
| 3.A | Amended and Restated Certificate of Incorporation dated March 7, 2002 (Exhibit 3.A to our 2001 Form 10-K). |
| 3.B | By-laws dated June 24, 2002 (Exhibit 3.B to our 2002 Form 10-K). |
| **4.A | Indenture dated as of February 15, 1994 and First Supplemental Indenture dated as of February 15, 1994. |
| 4.B | Indenture dated as of March 5, 2003 between ANR Pipeline Company and The Bank of New York Trust Company, N.A., successor to The Bank of New York, as Trustee (Exhibit 4.1 to our Form 8-K filed March 5, 2003). |
| 10.A | Amended and Restated Credit Agreement dated as of November 23, 2004, among El Paso Corporation, ANR Pipeline Company, Colorado Interstate Gas Company, El Paso Natural Gas Company, Tennessee Gas Pipeline Company, the several banks and other financial institutions from time to time parties thereto and JPMorgan Chase Bank, N.A., as administrative agent and as collateral agent (Exhibit 10.A to our Form 8-K filed November 29, 2004). |
| 10.B | Amended and Restated Security Agreement dated as of November 23, 2004, made by among El Paso Corporation, ANR Pipeline Company, Colorado Interstate Gas Company, El Paso Natural Gas Company, Tennessee Gas Pipeline Company, the Subsidiary Grantors and certain other credit parties thereto and JPMorgan Chase Bank, N.A., not in its individual capacity, but solely as collateral agent for the Secured Parties and as the depository bank (Exhibit 10.B to our Form 8-K filed November 29, 2004). |
| 10.C | $3,000,000,000 Revolving Credit Agreement dated as of April 16, 2003 among El Paso Corporation, El Paso Natural Gas Company, Tennessee Gas Pipeline Company and ANR Pipeline Company, as Borrowers, the Lenders Party thereto, and JPMorgan Chase Bank, as Administrative Agent, ABN Amro Bank N.V. and Citicorp North America, Inc., as Co-Document Agents, Bank of America, N.A. and Credit Suisse First Boston, as Co-Syndication Agents, J.P. Morgan Securities Inc. and Citigroup Global Markets Inc., as Joint Bookrunners and Co-Lead Arrangers. (Exhibit 99.1 to El Paso Corporation's Form 8-K filed April 18, 2003); First Amendment to the $3,000,000,000 Revolving Credit Agreement and Waiver dated as of March 15, 2004 among El Paso Corporation, El Paso Natural Gas Company, Tennessee Gas Pipeline Company, ANR Pipeline Company and Colorado Interstate Gas Company, as Borrowers, the Lenders party thereto and JPMorgan Chase Bank, as Administrative Agent, ABN AMRO Bank N.V. and Citicorp North America, Inc., as Co-Documentation Agents, Bank of America, N.A. and Credit Suisse First Boston, as Co-Syndication Agents (Exhibit 10.A.1 to our 2003 First Quarter Form 10-Q); Second Waiver to the $3,000,000,000 Revolving Credit Agreement dated as of June 15, 2004 among El Paso Corporation, El Paso Natural Gas Company, Tennessee Gas Pipeline Company, ANR Pipeline Company and Colorado Interstate Gas Company, as Borrowers, the Lenders party thereto and JPMorgan Chase Bank, as Administrative Agent, ABN AMRO Bank N.V. and Citicorp North America, Inc., as |

| Exhibit Number | Description |
|---|---|
| | Co-Documentation Agents, Bank of America, N.A. and Credit Suisse First Boston, as Co-Syndication Agents (Exhibit 10.A.2 to our 2003 Second Quarter Form 10-Q); Second Amendment to the $3,000,000,000 Revolving Credit Agreement and Third Waiver dated as of August 6, 2004 among El Paso Corporation, El Paso Natural Gas Company, Tennessee Gas Pipeline Company, ANR Pipeline Company and Colorado Interstate Gas Company, as Borrowers, the Lenders party thereto and JPMorgan Chase Bank, as Administrative Agent, ABN AMRO Bank N.V. and Citicorp North America, Inc., as Co-Documentation Agents, Bank of America, N.A. and Credit Suisse First Boston, as Co-Syndication Agents. (Exhibit 99.B to our Form 8-K filed August 10, 2004). |
| 21 | Omitted pursuant to the reduced disclosure format permitted by General Instruction I to Form 10-K. |
| *31.A | Certification of Chief Executive Officer pursuant to sec. 302 of the Sarbanes-Oxley Act of 2002. |
| *31.B | Certification of Chief Financial Officer pursuant to sec. 302 of the Sarbanes-Oxley Act of 2002. |
| *32.A | Certification of Chief Executive Officer pursuant to 18 U.S.C. sec. 1350 as adopted pursuant to sec. 906 of the Sarbanes-Oxley Act of 2002. |
| *32.B | Certification of Chief Financial Officer pursuant to 18 U.S.C. sec. 1350 as adopted pursuant to sec. 906 of the Sarbanes-Oxley Act of 2002. |

## Undertaking

We hereby undertake, pursuant to Regulation S-K, Item 601(b), paragraph (4)(iii), to furnish to the Securities and Exchange Commission upon request all constituent instruments defining the rights of holders of our long-term debt and consolidated subsidiaries not filed herewith for the reason that the total amount of securities authorized under any of such instruments does not exceed 10 percent of our total consolidated assets.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, ANR Pipeline Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on the 15th day of November 2005.

ANR PIPELINE COMPANY

By /s/ Stephen C. Beasley

Stephen C. Beasley

*Chairman of the Board, President and Director*

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of ANR Pipeline Company and in the capacities and on the dates indicated:

| Signature | Title | Date |
|---|---|---|
| /s/ Stephen C. Beasley<br>(Stephen C. Beasley) | Chairman of the Board, President and Director (Principal Executive Officer) | November 15, 2005 |
| /s/ Greg G. Gruber<br>(Greg G. Gruber) | Senior Vice President, Chief Financial Officer, Treasurer and Director (Principal Financial and Accounting Officer) | November 15, 2005 |
| /s/ Daniel B. Martin<br>(Daniel B. Martin) | Senior Vice President and Director | November 15, 2005 |