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thereto, in off-shore Gulf of Mexico (the "Properties"). A copy of the FWOE Partners Agreement is filed as Exhibit 10.3 to this Report. The partnership so created is referred to herein as the "FWOE Partners". The initial ownership of FWOE Partners is 20% to FWOE as General Partner and 80% to TIFD as Limited Partner.

Prior to entering into the FWOE Partners Agreement, FWOE had distributed interests in the Properties to the minority shareholders of FWOE and the Registrant purchased all of the outstanding shares of such minority shareholders for \$250,000, resulting in the Registrant's 100% ownership of FWOE.

FWOE contributed all of its interest in the Properties to FWOE Partners in exchange for an initial 20% General Partner interest in FWOE Partners and a cash distribution of \$42.9 million, of which \$25.2 million was used to repay outstanding bank debt and extinguish liens against the contributed properties. FWOE Partners purchased the interests previously distributed to the former minority shareholders for \$27.7 million. The entire \$70.6 million expended by FWOE Partners was funded by a contribution by GE, through TIFD.

ITEM 2.01. COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS.

On August 22, 2005, FWOE contributed and assigned to FWOE Partners all of FWOE's interests in the Properties in exchange for the General Partner's initial interest of 20% in FWOE Partners and a cash distribution from FWOE Partners of \$42.9 million, pursuant to that certain Contribution Agreement between F-W Oil Exploration L.L.C. and FWOE Partners L.P. dated August 22, 2005. A copy of that Contribution Agreement is filed as Exhibit 10.4 to this Report.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(b) Pro Forma Financial Information.

The required financial information will be filed by amendment to this Report not later than November 4, 2005.

(c) Exhibits

Exhibit 10.3 Amended and Restated Agreement of Limited Partnership, FWOE Partners, dated August 22, 2005 (filed herewith)

Exhibit 10.4 Contribution Agreement between F-W Oil Exploration L.L.C. and FWOE Partners L.P., dated August 22, 2005 (filed herewith)

SIGNATURES

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 hereunto duly authorized.

PRIMEENERGY CORPORATION

Date: August 26, 2005

By: /S/ CHARLES E. DRIMAL, JR.

Charles E. Drimal, Jr.
President

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INDEX TO EXHIBITS

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- Exhibit 10.4 Contribution Agreement between F-W Oil Exploration L.L.C. and FWOE Partners L.P., dated August 22, 2004 (filed herewith)