

ASSIGNMENT AND BILL OF SALE

THIS ASSIGNMENT AND BILL OF SALE ("Assignment") dated effective as of January 1, 2018, at 07:00 a.m., Mountain Time, is from The High Plains Gathering Systems, LLC, ("High Plains") a Colorado limited liability company, 1625 N. Waterfront Parkway, Suite 200, Wichita, Kansas 67206, to Smith Energy LLC, ("Smith") a Colorado limited liability company, 1540 Main Street, Suite 218 #334, Windsor, Colorado 80550.

For Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by Smith, High Plains hereby sells, transfers and assigns to Smith all of the fixtures, equipment and other personal property located on the lands identified on Exhibit 1 attached hereto and incorporated herein by reference, plus all right, title and interest of High Plains in and to any personal property used for, or related to, the Natural Gas Gathering System and related facilities operated by High Plains in Washington and Yuma Counties, Colorado, shown on the map attached hereto as Exhibit 2.

To have and to hold all of the above described interests to Smith and its successors and assigns forever.

This Assignment is made without any warranty of any kind, express or implied.

Executed this 5th day of February, 2018, but effective as of January 1, 2018.

THE HIGH PLAINS GATHERING SYSTEMS, LLC

By: 

Name: John Swaver

Title: Manager

SMITH ENERGY LLC

By: 

Name: Chris Smith

Title: Manager

Acknowledgments

STATE OF Kansas)
) ss.
COUNTY OF Sedgwick)

The foregoing instrument was acknowledged before me this 5th day of February, 2018, by John C. Shawver as Manager of The High Plains Gathering Systems, LLC, a Colorado limited liability company.

Witness my hand and official seal.

My commission expires: June 11, 2021



Nancy N. Pruitt
Notary Public - Nancy N. Pruitt

STATE OF Colorado)
) ss.
COUNTY OF Boulder)

The foregoing instrument was acknowledged before me this 1st day of February, 2018, by Chris Smith as manager of Smith Energy LLC, a Colorado limited liability company.

Witness my hand and official seal.

My commission expires: 3/26/19

Rebecca Whitcomb
Notary Public

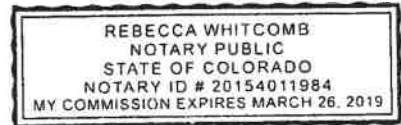


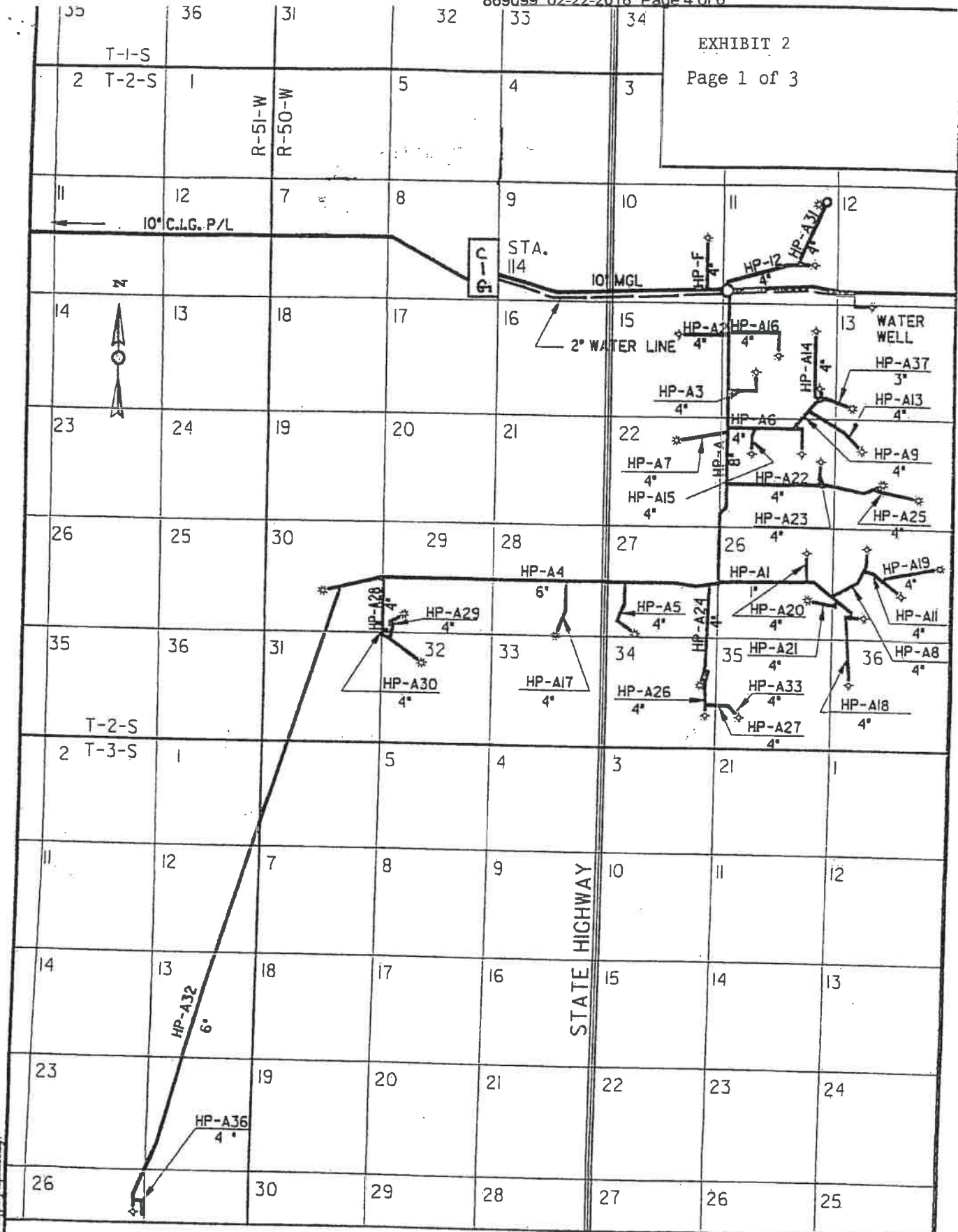
EXHIBIT 1

That part of the East half of the Southeast quarter of Section 8, Township 2 south Range 50 west of the 6th P.M. being described as follows: Beginning at a point which is N1°09'27"W, a distance of 1320.74 feet from the southeast corner of Section 8; thence N89°09'35"W, a distance of 187.50 feet to a point; thence S0°15'50"W, a distance of 280.60 feet to a point; thence along the existing fence S0°06'04"W, a distance of 102.04 feet to a point of intersection with another existing fence; thence continuing S0°06'04"W, a distance of 75 feet to a point; thence S89°53'36"E, a distance of 217.82 feet to a point on the East boundary of said Section 8; thence N0°01'30"E, a distance of 75 feet to a point; thence S88°39'34"W, a distance of 30.43 feet to a point; thence N0°12'45"E, a distance of 102.19 feet to a point; thence N0°15'43"E, a distance of 278.82 feet to the point of beginning. Said property containing 2.016 acres, more or less.

Together with the eastern thirty (30) feet of Section 8 from the southern boundary of the tract of land described above. Said property containing .596 acres, more or less.

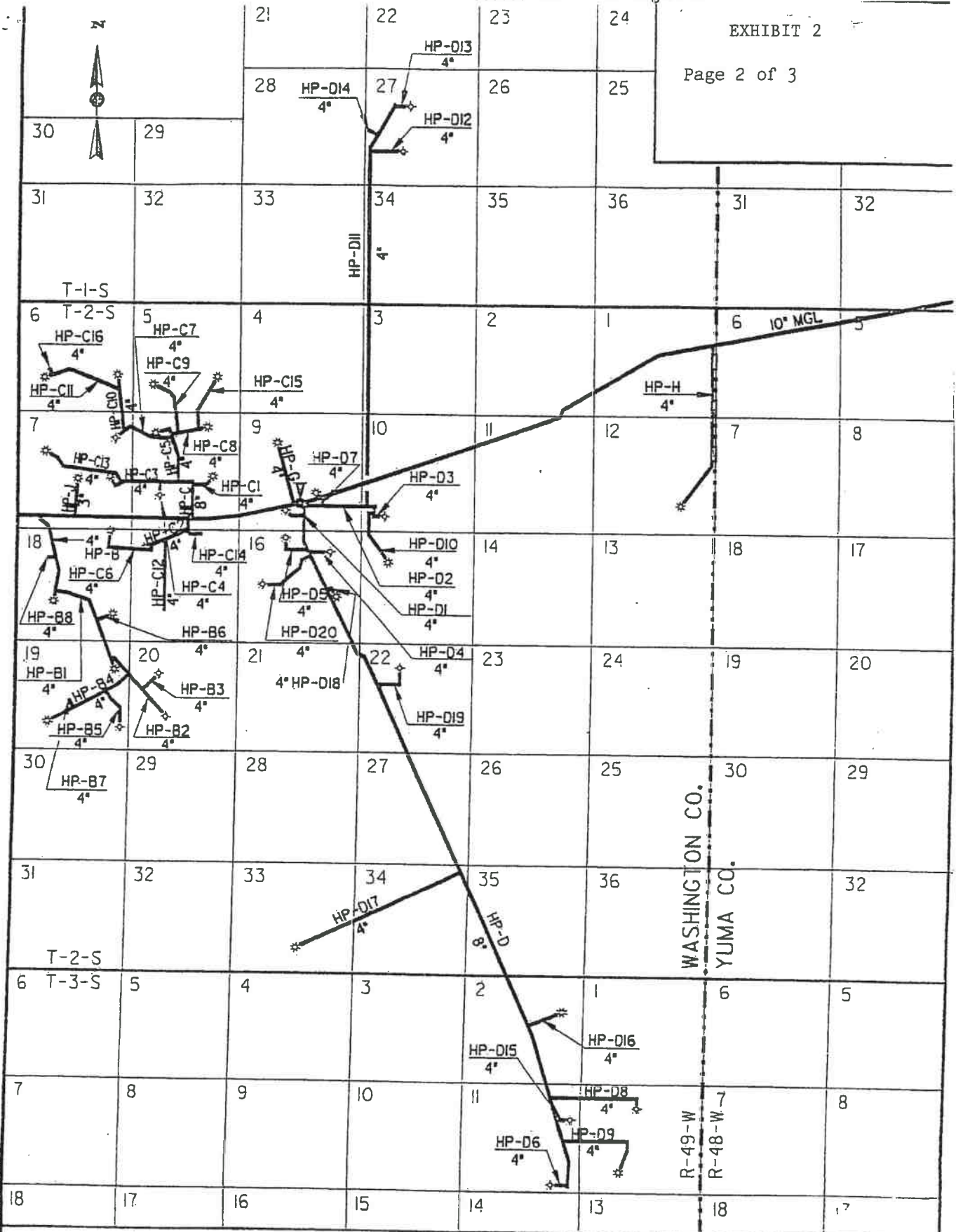
The part of the South half of the Southwest quarter of the Southeast quarter of Section 9, Township 2 South; Range 49 West of the 6th Principal Meridian, being described as follows: Commencing at the South 1/4 of said Section 9 N83°41'35"E a distance of 374.22' to the point of beginning; thence N02°40'14"E a distance of 475.30'; thence S88°11'17"E a distance of 200.12'; thence S55°51'55"E a distance of 238.46'; thence N77°18'52"E a distance of 129.06'; thence S03°22'13"W a distance of 366.77'; thence N89°39'19"W a distance of 523.91' to the point of beginning, this area containing 5.044 acres, more or less.

EXHIBIT 2
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**LAYOUT OF HIGH PLAINS GATHERING AREA
WASHINGTON COUNTY, COLORADO**

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DATE: 27-JULY-95 rcd

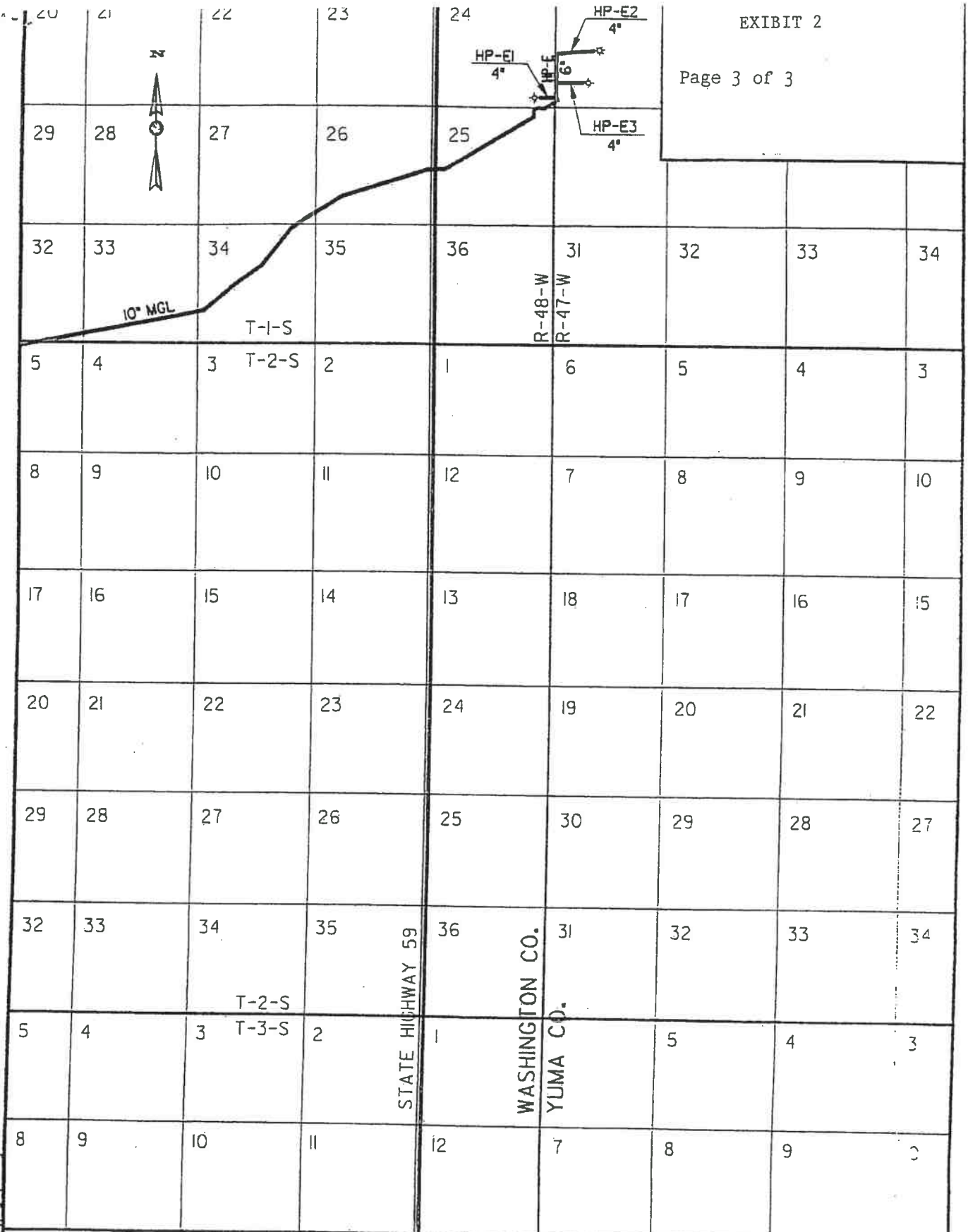


**LAYOUT OF HIGH PLAINS GATHERING AREA
WASHINGTON COUNTY, COLORADO**

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EXHIBIT 2

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LAYOUT OF HIGH PLAINS GATHERING AREA
WASHINGTON COUNTY, COLORADO

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