



BILL OF SALE AND ASSIGNMENT

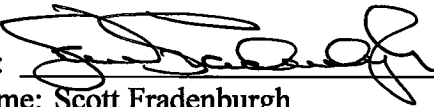
THIS BILL OF SALE AND ASSIGNMENT ("**Bill of Sale**") is made and given this 26th day of September, 2014, by WBI Energy Midstream, LLC, a Colorado limited liability company ("**Seller**"), to and for the benefit of Storm Cat Energy (USA) Operating Corporation, ("**Buyer**"), pursuant to and in accordance with the terms of that certain Asset Sale Agreement between Seller and Buyer dated effective September 26, 2014 ("**Agreement**"), the terms of which are incorporated by reference herein. Terms using an initial capital letter in this Bill of Sale shall have the meanings given to them in the Agreement unless otherwise specified herein. Seller further covenants and agrees that all provisions of the Agreement (including, but not limited to, the representations, warranties, covenants and agreements) will not merge into or with this Bill of Sale but will survive this Bill of Sale and become a part hereof and will continue in full force and effect.

Seller hereby sells, transfers and assigns to Buyer all of the Assets described in **Exhibit 1** attached hereto free and clear of all liens and encumbrances, except as otherwise provided in the Agreement. Seller represents and warrants to Buyer that Seller is the true and lawful owner of the Assets and that no third parties claim any right, title or interest in and to those Assets, except as disclosed in the Agreement, and the undersigned individuals executing this Bill of Sale for and on behalf of Seller represent and warrant that they have the legal capacity to sign for and on behalf of Seller.


Buyer hereby accepts the assignment of the easements and other agreements included as Assets in **Exhibit 1**, and agrees to be bound by and to abide by each and every one of the terms and conditions of the easements and agreements, and hereby agrees to perform all of the obligations and duties of Seller arising under the easements and agreements on the date hereof.

IN WITNESS WHEREOF, Seller and Buyer hereby execute and deliver this Bill of Sale as of the date first above written.

WBI ENERGY MIDSTREAM, LLC

By: 
Name: Scott Fradenburgh
Title: Vice President - Operations

STORM CAT ENERGY (USA) OPERATING CORPORATION

By: 
Name: Keith J. Hargstad
Title: President & COO



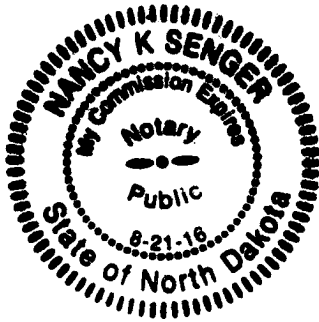
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BOOK: 549 PAGE: 435 FEES: \$29.00 SM ASSIGNMENT
EDA SCHUNK THOMPSON, SHERIDAN COUNTY CLERK

State of North Dakota }
County of Burleigh }

This instrument was acknowledged before me on the 26 day of September 2014, by Scott Fradenburgh, known to me as the Vice President - Operations of WBI Energy Midstream, LLC, a Colorado limited liability company, on behalf of said company. Given under my hand and official seal this 26 day of September 2014.

My commission expires: 8/21/16

Nancy K Senger
Notary Public

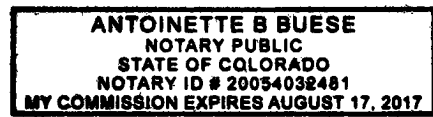


State of Colorado }
County of Denver }

This instrument was acknowledged before me on the 26th day of September 2014, by Keith Knapstad, known to me as the President & COO of Storm Cat Energy (USA) Operating Company, on behalf of said company. Given under my hand and official seal this 26th day of September 2014.

My commission expires: 8/17/2017

Antoinette B. Buese
Notary Public





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EXHIBIT 1

ASSETS

Pipeline:

Approximately 50,041 feet of 12 inch steel pipeline as portrayed on attached map – Exhibit 1A and including all applicable right-of-way easements to be assigned as identified in Exhibit 1B.

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Exhibit 1A

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T57 R81 Sec 7, 8 & 9
T57 R81 Sec 16 & 21
T57 R81 Sec 28, 29 & TR 52
T57 R81 Sec 31, 32 & TR 54
T57 R82 Sec 36

Legend

- WBI Energy - Midstream Batteries
- Kane to Symons
- Badger Creek Discharge
- JV36 to Badger Creek
- Townships
- Sections

Exhibit 1B

Attached to and made a part of that certain Asset Sale Agreement dated effective October 1, 2014 by and between WBI Energy Midstream, LLC (f/k/a Bitter Creek Pipelines, LLC) and Storm Cat Energy (USA) Operating Corporation

Easements

Notice: Exhibit A does not include metes and bounds descriptions, if any, or special easement terms. Examine documents referenced herein.

Internal Midstream File No.	Grantor	Grantee	16" Pipeline Right-Of-Way Agreement Execution Date	Surface Damage Agreement Execution Date	County	Legal Dedication				Recording Information	
						Twp	Rg	Sec	Legal Description	Doc / Book	Page
WY-165001b	Bitter Creek Pipelines, LLC	Christine A. Carter Kathryn Brown	01/26/2008	—	Sheridan	57N	81W	8 9	S2NW, N2SW, SE S2SW	#635758 Bk 504	Pg 368-370
WY-165001b	Bitter Creek Pipelines, LLC	Christine A. Carter Kathryn Brown	—	01/26/2008	Sheridan	57N	81W	8 9	S2NW, N2SW, SE S2SW	n/a	n/a
WY-165003	Bitter Creek Pipelines, LLC	SR Cattle Company a Wyoming Corporation	01/14/2008	—	Sheridan	57N	81W	7	NE (Partial assignment, please see attached Exhibit 1C for further detail)	#635760 Bk 504	Pg 373-374
WY-165004	Bitter Creek Pipelines, LLC	SR Cattle Company a Wyoming Corporation	01/14/2008	—	Sheridan	57N	81W	28 29	Lots 1, 2, S2NW S2NE, NWNE, E2NW	#635761 Bk 504	Pg 375-376
WY-165005	Bitter Creek Pipelines, LLC	John Thornburn, Trustee of Thornburn Joint Rev. Trust Dated July 3, 1991	01/14/2008	—	Sheridan	57N	81W	29 32	W2SE Part of the W2NE	#635756 Bk 504	Pg 362-364
WY-165008	Bitter Creek Pipelines, LLC	The Hutton Ranch	01/08/2008	—	Sheridan	57N	81W	16	N2NE, SENE, NENW	#635762 Bk 504 #692087 Bk 529	Pg 377-378 Pg 253-254
WY-165008	Bitter Creek Pipelines, LLC	The Hutton Ranch	01/08/2008	—	Sheridan	57N	81W	16 21	SENE, E2SE E2E2, W2NE of resurvey Tract 52	#635763 Bk 504	Pg 379-380
WY-165010	Bitter Creek Pipelines, LLC	State of Wyoming (License # 7985)	08/05/2008	—	Sheridan	57N	82W	36	N2NE, SWNE, SENW	#633805 Bk 514	Pg 612-614
WY-165011	Bitter Creek Pipelines, LLC	Little Goose Ranch	05/08/2008	—	Sheridan	57N	81W	31 32	Part of the W2NE, NW S2NE, NESE, Lot 7 & 8 (Tract 54)	#642070 Bk 506 #660817 Bk 513	Pg 388-402 Pg 602
WY-165011	Bitter Creek Pipelines, LLC	Little Goose Ranch	—	05/08/2008	Sheridan	57N	81W	31 32	Part of the W2NE, NW S2NE, NESE, Lot 7 & 8 (Tract 54)	n/a	n/a
WY-165012	Bitter Creek Pipelines, LLC	Craig and Karen, LLC, a Wyoming Limited Liability Company	06/30/2008 (Roadway Easement)	—	Sheridan	56N	82W	11 12	SW, SE, NE W2NW	#648734 Bk 508	Pg 461-464
WY-165012	Bitter Creek Pipelines, LLC	Craig and Karen, LLC, a Wyoming Limited Liability Company	—	06/30/2008	Sheridan	56N	82W	11 12	SW, SE, NE W2NW	n/a	n/a

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LNTWNGISSV WS 00:62\$:SE3J 8E4 :EVD 645 :KOOB
5E3VD WY 01:01 4102/01/01 68151L-4102
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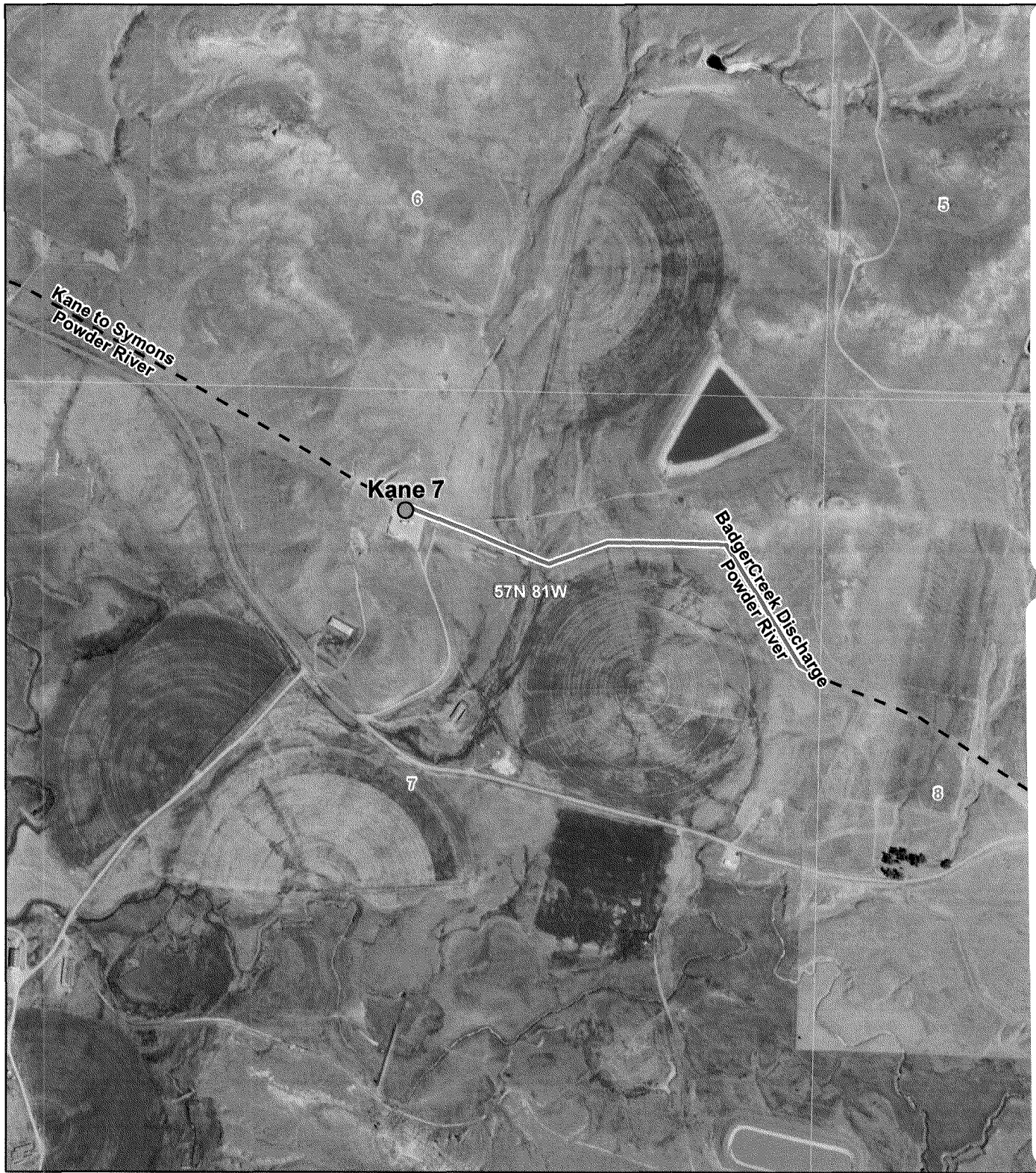





Exhibit 1C – Partial assignment of Pipeline Easement dated 1/14/2008 by and between Bitter Creek Pipelines, LLC and SR Cattle Company

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**T57N R81W
Section 7**

Legend

-  WBI Energy - Midstream Batteries
-  Powder River System
-  Badger Creek Discharge

NO. 2014-715189 ASSIGNMENT

EDA SCHUNK THOMPSON, SHERIDAN COUNTY CLERK
FIDELITY EXPLORATION & PRODUCTION CO-CO 1801 CALIFORN
DENVER CO 80202



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