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BOOK: 528 PAGE: 562 FEES: \$37.00 MD ASSIGNMENT
EDA SCHUNK THOMPSON, SHERIDAN COUNTY CLERK

ASSIGNMENT OF EASEMENTS AND RIGHTS-OF-WAY

THIS ASSIGNMENT OF EASEMENTS AND RIGHTS-OF-WAY (the "Assignment"), is effective as of December 31, 2000 (the "Effective Date"), by and between Redstone Gas Partners, LLC ("RGP"), now known as Fidelity Exploration & Production Company, the surviving corporation in a merger with RGP (the "Assignor"), a corporation, whose address is 1750 Lincoln Street, Suite 2800, Denver, CO, and Bitter Creek Pipelines, LLC, a limited liability company (the "Assignee") whose address is 1250 West Century Avenue, Bismarck, ND 58503.

WHEREAS, RGP, among others, and Bitter Creek Pipelines, LLC entered into that certain Asset Purchase Agreement dated December 31, 2000 (the "Purchase Agreement") providing for the transfer, assignment, and conveyance of certain natural gas gathering pipelines, facilities, equipment, and properties, including the transfer of easements, rights-of-way, licenses, and permits for such assets which are described on Exhibit "A" attached hereto and incorporated herein by reference (the "Easements"), and such transfer of assets was effective as of the Effective Date; and

WHEREAS, RGP entered into an Agreement and Plan of Merger with Fidelity Exploration & Production Company ("Fidelity"), effective April 16, 2001, whereby RGP merged with and into Fidelity, with Fidelity being the surviving corporation and RGP ceasing to exist as an entity; and, by operation of law, all right, title, and interest in property of any kind and nature in the name of RGP was transferred to Fidelity, with Fidelity and RGP being one and the same Assignor in this Assignment.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which Assignor acknowledges, Assignor did transfer, grant, bargain, sell, convey, and assign to Assignee, its successors and assigns, the Easements, effective as of the Effective Date, and the Assignee did receive and accept such Easements subject to the terms and conditions in this Assignment, such property lying, situated, and being in Sheridan County, Wyoming.

The Easements described on **Exhibit "A"** attached hereto and incorporated herein are located in Sheridan County, Wyoming.

TO HAVE AND TO HOLD the Easements, together with all and singular the rights and appurtenances thereto in any wise belonging, unto the Assignee, its successors and assigns.

This Assignment is made subject to all the terms and conditions of the instruments, including the Purchase Agreement, and matters described or referred to herein. Assignee agrees to be bound by the terms and conditions and assumes all of the obligations and liabilities of Assignor as to the Easements assigned to Assignee, which are described in Exhibit "A" effective as of the Effective Date. Assignee confirms that it has maintained continuous use of the Easements.

Assignor hereby grants and transfers to Assignee, its successors and assigns, to the extent so transferable, the benefit of and rights to enforce the covenants and warranties, if any, which Assignor may be entitled to enforce against Assignor's predecessors in title with respect to the Easements, with full rights of substitution and subrogation thereto.



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This Assignment may be executed in any number of counterparts, and each counterpart shall be deemed to be an original instrument, but all such counterparts shall constitute but one assignment. To facilitate recording and filing of this Assignment, each counterpart filed with a federal, state, county or local agency or office may contain only that portion of the exhibit(s) that describes property under the jurisdiction of that governmental agency or office and shall be deemed a portion of this Assignment.

The parties agree to take all such further actions and execute, acknowledge, and deliver all such further documents that are necessary and useful in carrying out the purposes of this Assignment. So long as authorized by applicable law to do so, Assignor agrees to execute, acknowledge, and deliver to Assignee all such other additional instruments, notices, and other documents and to do all such other further acts and things as may be necessary to more fully and effectively grant, convey, and assign to Assignee the rights and interests conveyed hereby or intended so to be.

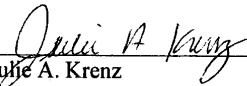
This Assignment shall bind and inure to the benefit of Assignor and Assignee and their respective successors and assigns.

Executed by the parties on October 13, 2011, but effective as of the Effective Date.

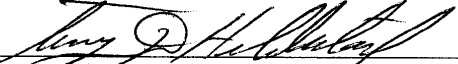
ASSIGNOR

REDSTONE GAS PARTNERS, LLC,
now known as
FIDELITY EXPLORATION & PRODUCTION
COMPANY, the surviving corporation in merger with
Redstone Gas Partners, LLC

ATTEST:


Julie A. Krenz
Assistant Secretary

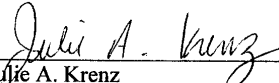
By:


Terry D. Hildestad
Chairman of the Board

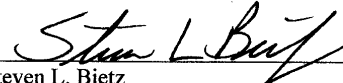
ASSIGNEE

BITTER CREEK PIPELINES, LLC

ATTEST:


Julie A. Krenz
Assistant Secretary

By:


Steven L. Bietz
President and Chief Executive Officer



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STATE OF NORTH DAKOTA)
) ss:
COUNTY OF BURLEIGH)

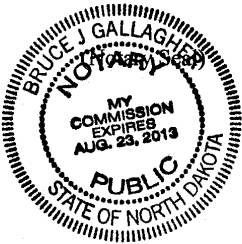
On October 13, 2011, before me personally appeared Terry D. Hildestad, Chairman of the Board, and Julie A. Krenz, Assistant Secretary, respectively, of Fidelity Exploration & Production Company, the surety as to the merger in the merger with Redstone Gas Partners, LLC, described in and which executed the within and foregoing instrument, and acknowledged to me that said company executed the same.



Bruce J. Gallagher
Bruce J. Gallagher, Notary Public
County of Burleigh, State of North Dakota

STATE OF NORTH DAKOTA)
) ss:
COUNTY OF BURLEIGH)

On October 13, 2011, before me personally appeared Steven L. Bietz, President and Chief Executive Officer, and Julie A. Krenz, Assistant Secretary, respectively, of Bitter Creek Pipelines, LLC, a limited liability company, described in and which executed the within and foregoing instrument, and acknowledged to me that said company executed the same.



Bruce J. Gallagher
Bruce J. Gallagher, Notary Public
County of Burleigh, State of North Dakota

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EXHIBIT A
PIPELINE EASEMENTS
SHERIDAN COUNTY, WYOMING

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

Doc # and Book	Page	Grantor	Grantee	Right-Of-Way Agreement Execution Date	Legal Description
#316422 BK 405	pg 412	AC Ranch, Inc. (John Koltiska)	Redstone Gas Partners, LLC	09/02/1998	T57N, R83W, Sec. 29, 32, 33 and T56N, R83W, Sec. 5, 8, 9, 16, 20, 21, 29, 31, 32
#316418 BK 405	pg 396	Calvburgh, Corlies & Marie	Redstone Gas Partners, LLC	08/20/1998	T56N, R83W, Sec. 32
#316424 BK 405	pg 424	Dewey, John C. & Elizabeth	Redstone Gas Partners, LLC	07/30/1998	T57N, R83W, Sec. 4, 5
#316413 BK 405	pg 376	Forbes, W. C.	Redstone Gas Partners, LLC	09/24/1998	T55N, R84W, Sec. 12 and T55N, R83W, Sec. 7
#316415 BK 405	pg 384	King, Dorothy C. Trust	Redstone Gas Partners, LLC	09/09/1998	T55N, R83W, Sec. 6, SESW
#316414 BK 405	pg 380	King Trust / Corbett	Redstone Gas Partners, LLC	02/05/1999	T55N, R83W, Sec. 6, SWSE
#316417 BK 405	pg 392	Koltiska, Daniel W.	Redstone Gas Partners, LLC	09/09/1998	T56N, R83W, Sec. 16, 21
#316423 BK 405	pg 419	Kukuchka, M.E. & Joyce	Redstone Gas Partners, LLC	09/09/1998	T58N, R83W, Sec. 20, Lots 1, 2, portions of the S2NE, SE; Sec. 21: Lot 4, SWNW; Sec. 28, W2W2, NENW and Sec. 33, NW, W2SW, Part NESW, SWNE, NWSE lying N& W of road
#330631 BK 409	pg 479	McKinzie, James Jr. & Kayleen	Redstone Gas Partners, LLC	08/30/1999	T56N, R83W, Sec. 32: Part of the NWSW
#316419 BK 405	pg 400	Puckett, Susan	Redstone Gas Partners, LLC	09/03/1998	T55N, R83W, Sec. 5, 6
#316425 BK 405	pg 428	Ross, David A. (LPD Ranch)	Redstone Gas Partners, LLC	08/11/1998	T57N, R83W, Sec. 8, 17
#316421 BK 405	pg 408	Smith, George J.	Redstone Gas Partners, LLC	09/03/1998	T57N, R83W, Sec. 29
#316416 BK 405	pg 388	Spaulding, Ann	Redstone Gas Partners, LLC	09/04/1998	T55N, R83W, Sec. 6 and T55N, R84W, Sec. 1

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SHERIDAN COUNTY, WYOMING

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#316420 BK 405	pg 404	Taylor, Eva	Redstone Gas Partners, LLC	08/04/1998	T57N, R83W, Sec. 20
#316411 BK 405	pg 369	Warren, June Eisele	Redstone Gas Partners, LLC	08/25/1998	T55N, R84W, Sec. 11, E2NE4
#316412 BK 405	pg 373	Whitney Benefits	Redstone Gas Partners, LLC	09/24/1998	T55N, R84W, Sec. 11: That portion of the E2NE west of L-90
#316137 BK 406	pg 2	Wyoming, State of (# 8070)	Redstone Gas Partners, LLC	05/12/1999	All that portion of the E2SW of Sec. 32, T56N, R83W, and the E2NW and NESW of Sec. 5, T55N, R83W, as more fully described in Exhibit A & B

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BITTER CREEK PIPELINES PO BOX 5601
BISMARCK ND 58506