

WHEN RECORDED MAIL TO:

Saga Resource Partners LLC
600 17th Street, Suite 1700N
Denver, CO 80202

Space above this line for Recorder's use only

ASSIGNMENT AND BILL OF SALE

Cahaba High Pressure Natural Gas Pipeline

STATE OF ALABAMA)
) ss.
COUNTY OF SHELBY)


20130723000299570 1/4 \$21.00
Shelby Cnty Judge of Probate, AL
07/23/2013 12:32:52 PM FILED/CERT

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, **Saga Resource Partners LLC**, a Delaware limited liability company (“Assignor”), of 600 17th Street, Suite 1700N, Denver, CO 80202, for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt whereof is hereby acknowledged, does hereby grant, bargain, sell, assign, transfer and convey unto **SRP Gathering LLC**, a Delaware limited liability company (“Assignee”), of 600 17th Street, Suite 1700N, Denver, Colorado 80202, all of Assignor’s right, title and interest in and to the easements and rights-of-way in and to the Cahaba high pressure natural gas pipeline, including those described on Exhibit “A”, together with all pipelines, pipes, valves, gauges, meters and other measuring equipment, regulators, compression equipment, extractors, tubing, structures and facilities (including processing and separation facilities), improvements, fittings, materials and other improvements, fixtures and/or personal property (whether now owned or hereafter acquired by operation of law or otherwise) used in connection or associated therewith (the “Pipeline”).

This Assignment is made and accepted without representation or warranty of any kind or nature, express, implied or statutory, except Assignor hereby warrants and agrees to defend Assignor’s title to the Pipeline against the lawful claims and demands of all persons claiming or to claim the same or any part thereof by, through or under Assignor, but not otherwise, and except for those representations and warranties contained in the Asset Purchase Agreement described below.

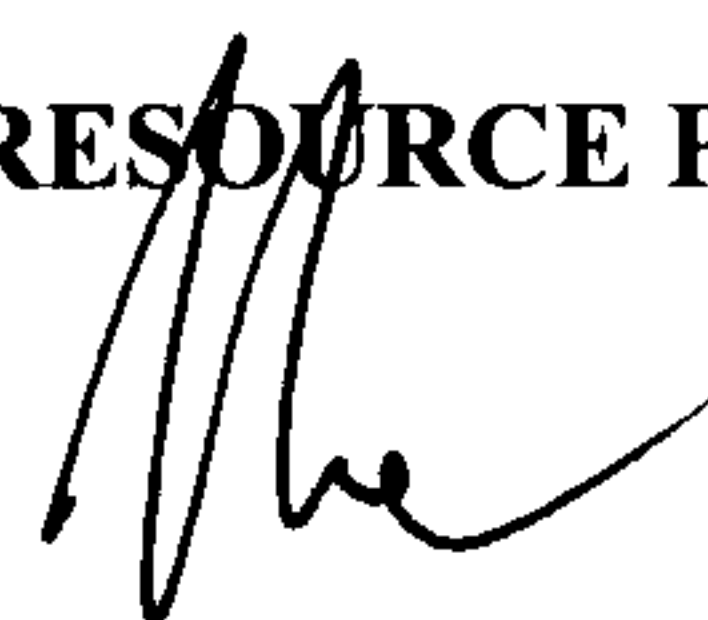
EXCEPT FOR THE SPECIAL WARRANTY OF TITLE GRANTED HEREIN, AND EXCEPT WHERE OTHERWISE SPECIFICALLY INDICATED IN THE ASSET PURCHASE AGREEMENT, ASSIGNOR DISCLAIMS ANY WARRANTIES EXPRESS AND IMPLIED, INCLUDING WITHOUT LIMITATION ANY WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE, INCLUDING WARRANTIES WITH RESPECT TO THE PRESENCE OF ENVIRONMENTAL CONDITIONS OR NATURALLY OCCURRING RADIOACTIVE MATERIAL AFFECTING THE PIPELINE (REAL, PERSONAL OR MIXED), OR EQUIPMENT (INCLUDING PIPELINE EQUIPMENT) CONVEYED TO AND ACQUIRED BY ASSIGNEE, WITH ALL SUCH REAL AND PERSONAL PROPERTY AND EQUIPMENT BEING TRANSFERRED, ASSIGNED, SOLD, PURCHASED, ACCEPTED AND ACQUIRED “AS IS” AND “WHERE IS.” ASSIGNOR MAKES NO, AND HEREBY DISCLAIMS ANY, WARRANTY OR REPRESENTATION, EXPRESS, STATUTORY OR IMPLIED, AS TO (1) THE PRESENT OR FUTURE VALUE OF THE ANTICIPATED INCOME, COSTS OR PROFITS, IF ANY, TO BE DERIVED FROM THE PIPELINE; (2) ANY PROJECTIONS AS TO EVENTS THAT COULD OR COULD NOT OCCUR; AND (3) THE TAX ATTRIBUTES OF THE PIPELINE.

Furthermore, this Assignment is made subject to that certain Asset Purchase Agreement by and between GeoMet, Inc., et al., and Assignor dated May 3, 2013.

The terms, covenants and conditions contained in this Assignment are binding upon and inure to the benefit of Assignor and Assignee and their respective successors and assigns, and such terms, covenants and conditions are covenants running with the land and with each subsequent transfer or assignment of the Pipeline and related easements or any part thereof.

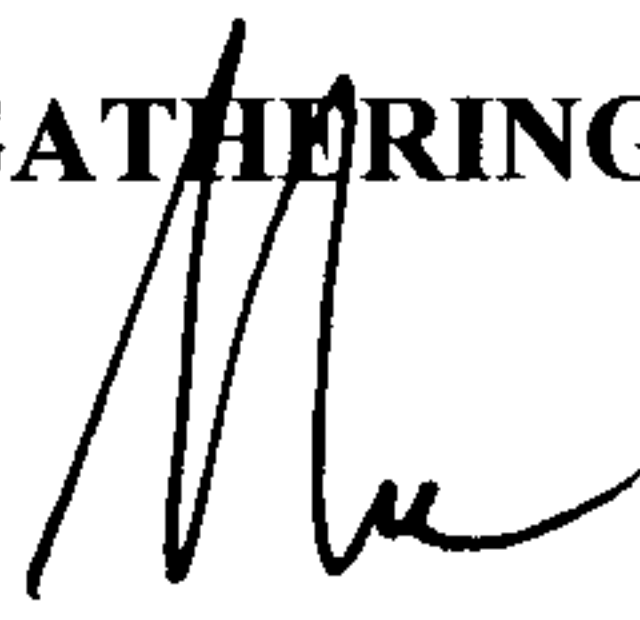
EXECUTED this 13th day of JUNE, 2013, but made effective as of April 1, 2013, at 12:01 a.m.

SAGA RESOURCE PARTNERS LLC

By: 

Brent J. Morse
Vice President

SRP GATHERING LLC

By: 

Brent J. Morse
Vice President


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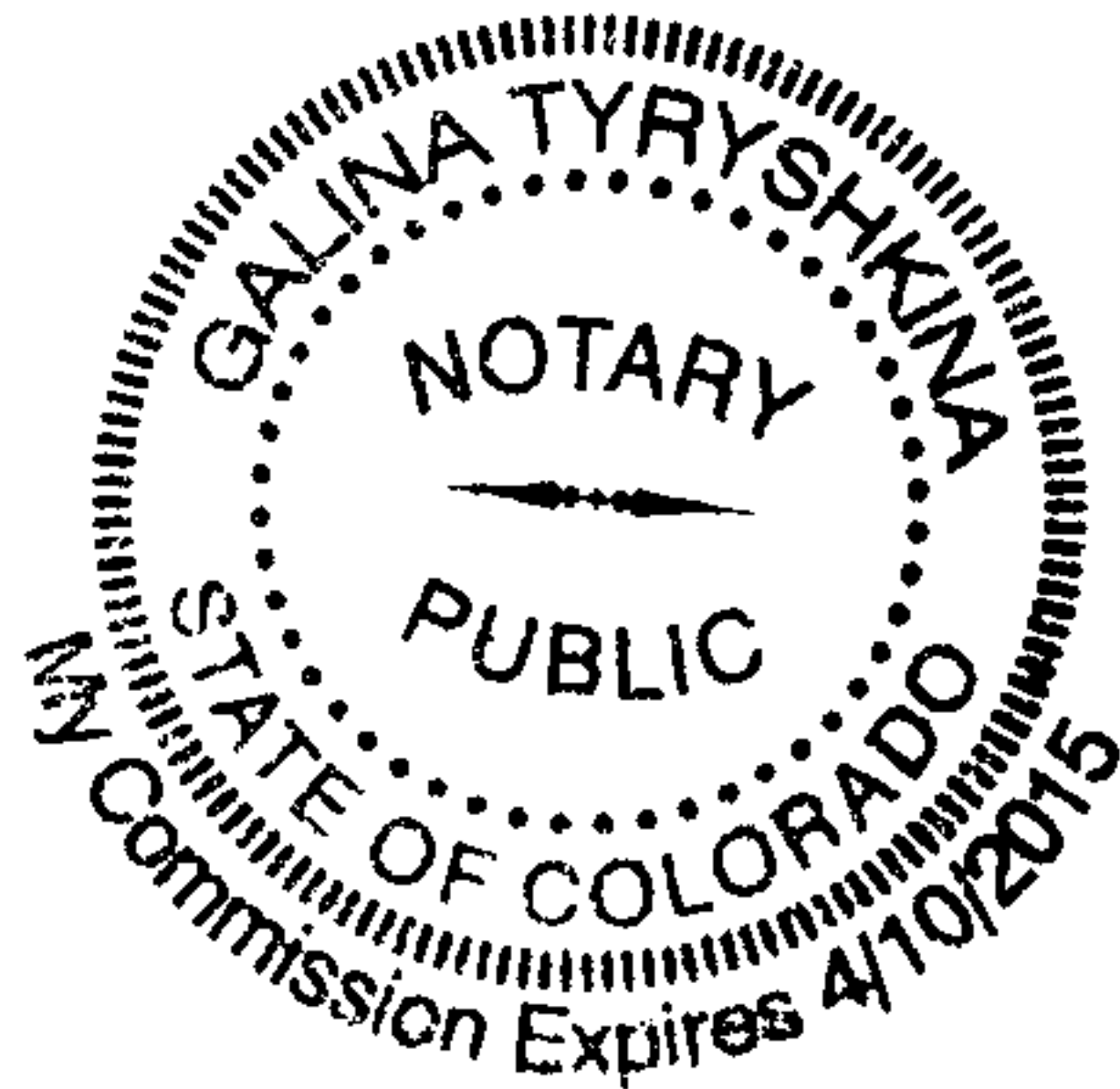
ACKNOWLEDGMENT

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

This instrument was acknowledged before me on 17th of July, 2013 by Brent J. Morse, Vice President of Saga Resource Partners LLC, a Delaware limited liability company, on behalf of said limited liability company.

WITNESS my hand and official seal

(NOTARIAL SEAL)



[Signature]
Notary Public, State of Colorado

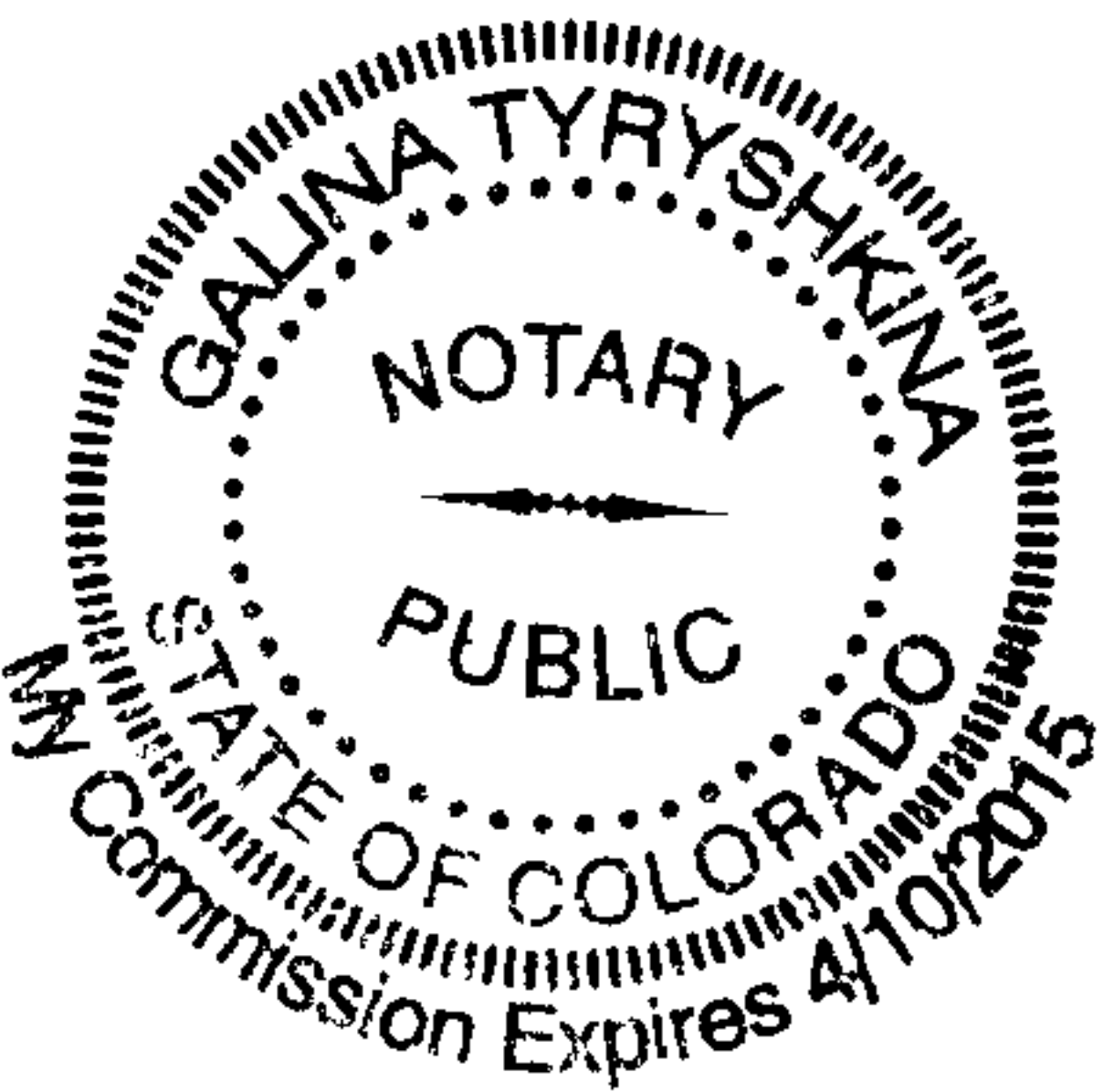
Name: Galina Tyryshkina
My commission expires: 04/10/2015

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

This instrument was acknowledged before me on 17th of July, 2013 by Brent J. Morse, Vice President of SRP Gathering LLC, a Delaware limited liability company, on behalf of said limited liability company.

WITNESS my hand and official seal

(NOTARIAL SEAL)



[Signature]
Notary Public, State of Colorado

Name: Galina Tyryshkina
My commission expires: 04/10/2015

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Exhibit "A"

Grantor: United States Steel Corporation
Grantee: GeoMet, Inc.
Date; November 21, 2003
Recording info: 2004/0129000048290
Type: Gas Pipeline Easement Agreement

Grantor: United States Steel Corporation
Grantee: GeoMet, Inc.
Date; July 14, 2009
Recording info: 2009/0914000349540
Type: Amended and Restated Pipeline Easement Agreement

It is the intent of the parties hereto to convey all interest in the Pipeline whether or not herein described accurately or otherwise.

