

STATE OF NEBRASKA } ss
JOHNSON COUNTY }

Filed for record in the
County Clerk's office this
9 day of Oct 2007
at 1:25 o'clock P.M. and
recorded in Book #44
Page 788-796.

Kathleen M. Freeman
County Clerk

PREPARED BY: Aaron P. Roffwarg, Bracewell & Giuliani LLP, 711 Louisiana, Suite 2300, Houston, Texas 77002, Tel. (713) 221-1117 AND WHEN RECORDED MAIL TO: Elizabeth Muratet, GableGotwals, 100 West 5th Street, Suite 1100, Tulsa, Oklahoma 74103 Janet D. Ditty
Deputy

CONVEYANCE AND ASSIGNMENT OF EASEMENTS,

LICENSES, PERMITS AND LEASES

THIS CONVEYANCE AND ASSIGNMENT OF EASEMENTS, LICENSES, PERMITS AND LEASES (this "Assignment") is executed on this 4th day of October, 2007, but made effective as of 7:00 AM Central Time on the 5th day of October, 2007 (the "Effective Time") by and among KINDER MORGAN OPERATING L.P. "A", a Delaware limited partnership with an address of 500 Dallas, Suite 1000, Houston, Texas 77002 (formerly known as Hydrocarbon Transportation, Inc., Northern Gas Products Co. and Enron Liquids Pipeline Operating Limited Partnership) ("ASSIGNOR") and ONEOK NORTH SYSTEM, L.L.C., a Delaware limited liability company with an address of 100 West 5th Street, Tulsa, Oklahoma, 74103 ("ASSIGNEE"). This Assignment is made pursuant to that certain Purchase and Sale Agreement (the "Purchase Agreement") dated as of June 29, 2007 by and between Assignor and ONEOK Partners Intermediate Limited Partnership. Unless otherwise defined herein, all capitalized terms used herein shall have the same meanings attributed to them as are set forth in the Purchase Agreement.

1. NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and confessed, ASSIGNOR hereby grants, bargains, conveys, delivers, assigns, and transfers to ASSIGNEE, effective as of the Effective Time, regardless of the date of execution, all of ASSIGNOR's right, title and interest in and to, together with all privileges appurtenant thereto, including, but not limited to, all fixtures, pipelines and improvements located thereon, the Easements, Permits, leases and other assets listed and more particularly described on "Exhibit A" attached hereto and made a part hereof (the "Subject Assets").

TO HAVE AND TO HOLD the Subject Assets unto ASSIGNEE, its successors and assigns forever.

2. This Assignment is being executed in connection with, and is subject to the terms, conditions, representations and warranties set forth in, the Purchase Agreement and shall neither add to nor detract from the rights of the parties under the Purchase Agreement.

3. Assignee hereby expressly assumes and agrees to pay, discharge and perform, in accordance with their terms, all liabilities of Assignor under the instruments creating the Subject Assets, excluding the Retained Liabilities.

4. This Assignment shall be binding upon and inure to the benefit of the respective designees, successors and permitted assigns of the ASSIGNOR and ASSIGNEE, and may be executed

in a number of identical counterparts, each of which for all purposes is to be deemed as original, and all of which constitute, collectively, one instrument.

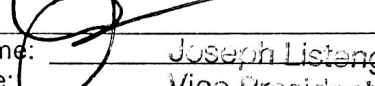
5. This Assignment shall be governed by and construed in accordance with the laws of the state in which the Subject Assets are located.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be duly executed on date first set forth above but is made effective as of the Effective Time.

ASSIGNOR:

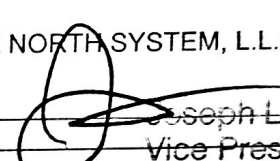
KINDER MORGAN OPERATING L.P. "A", a
Delaware limited partnership

By: Kinder Morgan G.P., Inc., its general
partner

By: 
Name: Joseph Listengart
Title: Vice President

ASSIGNEE:

ONEOK NORTH SYSTEM, L.L.C.

By: 
Name: Joseph Listengart
Title: Vice President

ACKNOWLEDGEMENTS

STATE OF TEXAS)
COUNTY OF HARRIS)) ss.

The foregoing instrument was acknowledged before me this 4th day of October, 2007, by Joseph Listengart as Vice President of Kinder Morgan G.P., Inc., as general partner of Kinder Morgan Operating L.P. "A".

Witness my hand and official seal.

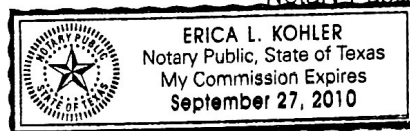
My commission no. 12585660-7 expires: _____

September 27, 2010

Erica L. Kohler

Notary Public

STATE OF TEXAS)
COUNTY OF HARRIS) ss.



The foregoing instrument was acknowledged before me this 4th day of October 2007, by Joseph Listengart as Vice President of ONEOK North System, L.L.C.

Witness my hand and official seal.

My commission no. 12585660-7 expires: _____

September 27, 2010

Eric L. Keller

~~Notary~~ Public

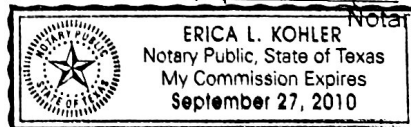


EXHIBIT "A"
JOHNSON COUNTY, NEBRASKA

Record#	Caption	Grantor	Grantee	DocDate	Book	Page	PageFile	Description
NE-101-121-002	[Gate Valve/Drip Easement]	Eilers, Edes R., and Clara Eilers	Northern Gas Products Co.	4/6/1963	028	582		T6N-R9E, 6th P.M., Sec 22: SE/4, being a tract described as 12 ft in width and 30 ft in length in the SE/4
NE-101-121-003	Pipeline Easement	Eilers, Edes R., and Clara Eilers	Northern Gas Products Co.	6/14/1961	027	519		T6N-R9E, 6th P.M., Sec 22: SE/4
NE-101-122	Pipeline Easement	Eilers, Christy, and Genevieve Eilers	Northern Gas Products Co.	6/13/1961	027	515		T6N-R9E, 6th P.M., Sec 23: N/2 SW/4, EXCEPT 1.5 acs in SW/4 for cemetery
NE-101-123	Pipeline Easement	Woltemath, Henry G., and Louise Woltemath	Northern Gas Products Co.	6/12/1961	027	521		T6N-R9E, 6th P.M., Sec 23: NW/4
NE-101-124	Pipeline Easement	Zink, Valentine D.	Northern Gas Products Co.	6/14/1961	027	523		T6N-R9E, 6th P.M., Sec 14: SE/4 SW/4 & SE/4
NE-101-125	Pipeline Easement	Christine, Henry, and Lena Christine	Northern Gas Products Co.	6/19/1961	027	535		T6N-R9E, 6th P.M., Sec 14: NE/4
NE-101-126	Pipeline Easement	Berg, Mabel, and Altman Berg	Northern Gas Products Co.	6/20/1961	027	531		T6N-R9E, 6th P.M., Sec 13: SW/4 NW/4
NE-101-127	Pipeline Easement	Christine, Belden, and Dorothy Christine	Northern Gas Products Co.	6/19/1961	027	533		T6N-R9E, 6th P.M., Sec 13: NW/4 NW/4
NE-101-128	Pipeline Easement	Neels, Laura, and Fred F. Neels	Northern Gas Products Co.	6/26/1961	027	553		T6N-R9E, 6th P.M., Sec 12: SW/4
NE-101-129	Pipeline Easement	Kershaw, Clyde R., and Elizabeth D. Kershaw	Northern Gas Products Co.	6/28/1961	027	559		T6N-R9E, 6th P.M., Sec 12: SE/4
NE-101-130	Pipeline Easement	Horstman, Alfred	Northern Gas Products Co.	6/26/1961	027	577		T6N-R9E, 6th P.M., Sec 1: SE/4 SE/4 Sec 12: NE/4
NE-101-131	Pipeline Easement	Straube, William, Paul H. Straube and Marvene Straube	Northern Gas Products Co.	6/20/1961	027	543		T6N-R10E, 6th P.M., Sec 6: SW/4 NE/4 & SW/4
NE-101-132	Pipeline Easement	Ellig, Fred, and Anna Ellig	Northern Gas Products Co.	6/14/1961	027	525		T6N-R10E, 6th P.M., Sec 6: S/2 NW/4
NE-101-133	Pipeline Easement	Ellig, Hilda	Northern Gas Products Co.	6/15/1961	027	527		T6N-R10E, 6th P.M., Sec 6: N/2 NW/4
NE-101-134	Pipeline Easement	Straube, Theodore, and Pauline Straube	Northern Gas Products Co.	6/16/1961	027	541		T6N-R10E, 6th P.M., Sec 6: N/2 NE/4 & SE/4 NE/4
NE-102-138	Pipeline Easement	Aue, Frank E.	Hydrocarbon Transportation, Inc.	6/6/1968	030	768		T5N-R9E, 6th P.M., Sec 19: W 150 acs NW/4
NE-102-140	Pipeline Easement	Schoen, Alfred F., and Geneva Schoen	Hydrocarbon Transportation, Inc.	5/1/1968	030	771		T5N-R9E, 6th P.M., Sec 18: SW/4

EXHIBIT "A" JOHNSON COUNTY, NEBRASKA

Record#	Caption	Grantor	Grantee	DocDate	Book	Page	PageFile	Description
NE-102-178	Pipeline Easement	Lewis, William H., Grdn. of Calvin Horstman, Sheralee J. Turner and Jeanette Ames	Hydrocarbon Transportation, Inc.	5/28/1968	030	856		T6N-R9E, 6th P.M., Sec 1: S/2 SE/4
NE-102-180	Pipeline Easement	Straube, William, Paul H. Straube and Marvene Straube	Hydrocarbon Transportation, Inc.	5/8/1968	030	860		T6N-R10E, 6th P.M., Sec 6: SW/4
NE-102-181	Pipeline Easement	Ellig, Fred, and Anna Ellig	Hydrocarbon Transportation, Inc.	5/8/1968	030	863		T6N-R10E, 6th P.M., Sec 6: S/2 NW/4
NE-102-182	Pipeline Easement	Ellig, Hilda	Hydrocarbon Transportation, Inc.	5/28/1968	030	866		T6N-R10E, 6th P.M., Sec 6: N/2 NW/4
NE-102-183	Pipeline Easement	Straube, Theodore, and Pauline Straube	Hydrocarbon Transportation, Inc.	5/8/1968	030	869		T6N-R10E, 6th P.M., Sec 6: N/2 NE/4 & SE/4 NE/4