

No.	Gen.	Num.	Paged	
#4	✓	✓	✓	
Register of Deeds				

From and Return to:  
 Kinder Morgan  
 P. O. Box 281304  
 Lakewood, CO. 80228-8304  
 Fee: \$17.00 paid

STATE OF NEBRASKA } ss  
 SALINE COUNTY

Entered in numerical index and filed on  
 record, the 9 day of April  
 2007 at 9:00 o'clock A.M. and recorded  
 in Book 354 of Records Page 237-239

*Jinda Kastanek*  
 County Clerk

PREPARED BY: Aaron P. Roffwarg, Bracewell & Giuliani LLP, 711 Louisiana, Suite 2300, Houston, Texas 77002,  
 Tel. (713) 221-1427 AND WHEN RECORDED MAIL TO: Debbie Goble, Kinder Morgan, Inc., 370 Van Gordon Street,  
 Lakewood, Colorado 80228.

### GENERAL CONVEYANCE, ASSIGNMENT, AND BILL OF SALE

State of Nebraska }  
 }  
 County of Saline }

THIS GENERAL CONVEYANCE, ASSIGNMENT, AND BILL OF SALE (this "General Conveyance") is executed on this 29th day of March, 2007, but is made effective for all purposes as of 11:59 AM Central Time on the 29th day of March, 2007 (the "Effective Time") by and among KINDER MORGAN, INC., a Kansas corporation with an address of 370 Van Gordon, P. O. Box 281304, Lakewood, Colorado 80228-8304 (formerly known as K N Energy, Inc., also formerly known as Kansas Nebraska Natural Gas Company, Inc., also formerly known as Kansas Pipeline & Gas Co., and successor in interest to Northern Gas Company, by merger) ("ASSIGNOR") and SOURCE GAS DISTRIBUTION LLC, a Delaware limited liability company with an address of 370 Van Gordon, Lakewood, Colorado 80228 ("ASSIGNEE").

1. NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and confessed, ASSIGNOR hereby 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 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. Subject to and in accordance with the terms and conditions of this General Conveyance, ASSIGNEE hereby assumes all of the liabilities of ASSIGNOR under the Subject Assets.

3. ASSIGNEE acknowledges that in accepting this General Conveyance, ASSIGNEE has relied solely on the terms and conditions and representations, warranties, and covenants contained in this General Conveyance.

4. This General Conveyance 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.

HOUSTON2037941.2

5. This General Conveyance, Assignment and Bill of Sale 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 hereby made effective for all purposes as of the Effective Time.

ASSIGNOR:

KINDER MORGAN, INC.

By: [Signature]  
Daniel E. Watson

Title: Vice President *DP*

ASSIGNEE:

SOURCE GAS DISTRIBUTION LLC

By: [Signature]  
Daniel E. Watson

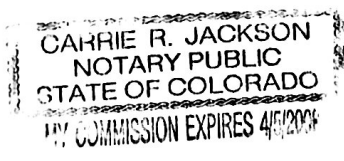
Title: President *DP*

State of Colorado }  
County of Jefferson }

On this day personally appeared before me Daniel E. Watson, known to me (or proved to me on the basis of satisfactory evidence), to be the (authorized officer or agent) of the corporation that executed the within and foregoing instrument, and acknowledge said instrument to be the voluntary act and deed of said corporation, and on oath stated that he was authorized to execute said instrument. Given under my hand and official seal this 29th day of March, 2007.

My Commission Expires:  
\_\_\_\_\_

[Signature]  
Notary Public



State of Colorado }  
County of Jefferson }

On this day personally appeared before me Daniel E. Watson, known to me (or proved to me on the basis of satisfactory evidence), to be the (authorized officer or agent) of the limited liability company that executed the within and foregoing instrument, and acknowledge said instrument to be the voluntary act and deed of said corporation, and on oath stated that he was authorized to execute said instrument. Given under my hand and official seal this 29th day of March, 2007.

My Commission Expires:  
\_\_\_\_\_

[Signature]  
Notary Public

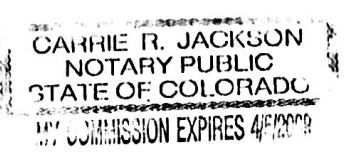


Exhibit "A"

Attached to and made a part of that certain General Conveyance, Assignment, and Bill of Sale by and between Kinder Morgan, Inc., a Kansas corporation, as Assignor, and Source Gas Distribution LLC, a Delaware limited liability company, as Assignee.

Saline County, Nebraska

Agreement Number	Suffix	Grantor	Grantee	Agreement Date	Book	Page	Township	Range	Section	DO	Lot
NE-015186		Chicago, Burlington & Quincy Railroad Co	Kansas-Nebraska Natural Gas Company Inc	7/17/1964			5N	2E	16		SE
NE-015837		Fred Winter, et al	Kansas-Nebraska Natural Gas Company Inc	7/20/1964	111 Deeds	359	5N	2E	15		NW
NE-015838		Roland A. Smith, et al	Kansas-Nebraska Natural Gas Company Inc	7/18/1964	111 Deeds	357	5N	2E	15		N2SW
NE-015839		Mary Krajcik	Kansas-Nebraska Natural Gas Company Inc	8/8/1964	113 Deeds	556	5N	2E	15		SWSW
NE-015840		Vernon M. Roessler and Janile R. Roessler	Kansas-Nebraska Natural Gas Company Inc	7/18/1964	111 Deeds	361	5N	2E	16		SESE
NE-015841		Joseph L. Barta and E. Ruth Barta	Kansas-Nebraska Natural Gas Company Inc	4/28/1976	41 Misc	99	5N	2E	22		NNNW
NE-015842		Northern Natural Gas Company	Kansas-Nebraska Natural Gas Company Inc	10/9/1964			5N	2E	15		SWNW
NE-010024		Dwaine A. Bruntz, et ux	Kansas-Nebraska Natural Gas Company Inc	3/31/1967	117 Deeds	102	7N	1E	6		NW
NE-010025		Louis Pribyl and Helen Pribyl, h/w	Kansas-Nebraska Natural Gas Company Inc	4/7/1967	117 Deeds	104	7N	1E	6		SW