

## ASSIGNMENT OF FACILITY AGREEMENT

This Agreement dated as of this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

BETWEEN:

**ASSIGNOR**, having an office in the City of \_\_\_\_\_, in the Province of Alberta (hereinafter called the "Assignor")

- and -

**ASSIGNEE**, a body corporate having an office in the City of \_\_\_\_\_, in the Province of Alberta (hereinafter called the "Assignee")

WHEREAS by an Agreement of Purchase and Sale (hereinafter called the "Sale Agreement") dated \_\_\_\_\_ and effective \_\_\_\_\_, (hereinafter called the "Effective Date") between Assignor and Assignee, Assignor conveyed to Assignee all of Assignor's right, title and interest in and to certain petroleum and natural gas and related rights and facilities (hereinafter called the "Assets"), all as more particularly described in the Sale Agreement;

AND WHEREAS pursuant to the Sale Agreement, Assignor conveyed to Assignee its entire right, title and interest in and to the \_\_\_\_\_ Facility (hereinafter called the "Facility") and the Agreement for the Ownership and Operation of the \_\_\_\_\_ Facility (hereinafter called the "Agreement");

AND WHEREAS Assignor and Assignee wish to provide for a specific assignment of Assignor's entire right, title and interest in and to the Facility and the Agreement.

**NOW THEREFORE THIS AGREEMENT WITNESSES THAT** in consideration of the premises hereto and the mutual covenants and agreements herein set forth, the parties hereto mutually covenant and agree as follows:

1. Assignor hereby assigns, conveys, transfers and sets over to Assignee as of the Effective Date Assignor's entire right, title and interest in and to the Facility and the Agreement, **TO HAVE AND TO HOLD** the same unto Assignee for its sole use and benefit absolutely, subject to the terms and conditions of the Agreement.

**THIS IS A 2-PAGE FORM.**