

## EXHIBIT A

### RELATED PARTY TRANSFER INSTRUCTIONS

#### High Plains Partners, LLC

All transfers of capital units of High Plains Partners, LLC (“HPP”) among related parties must be conducted in accordance with these Related Party Transfer Instructions, HPP’s Capital Units Transfer System, and HPP’s Operating Agreement, as each may be amended from time to time, and such other policies and procedures as HPP’s Board of Managers may adopt.

Transfer of capital units among Related Parties may be made only if the transfer qualifies as a “private transfer” under the Treasury Regulations set forth at 26 CFR § 1.7704-1(e) and if the transfer qualifies with these Related Party Transfer Instructions. All other transfers must be made through the Trading Service operated by a third-party broker-dealer.

**1. Permitted Related Party Transfers.** The following transfers will qualify as “private transfers”:

- a. Transfers in which the basis of the capital units in the hands of the transferee is determined, in whole or in part, by reference to the capital units' basis in the hands of the transferor (i.e., gifts, some transfers to business entities);
- b. Transfers at death, including transfers from an estate or testamentary trust;
- c. Transfers between members of a family (as defined in Section 267(c)(4) of the Code). “Members of a family” means a person’s brothers and sisters (whether by whole or half-blood), spouse, ancestors and lineal descendants;
- d. Transfers involving distributions from a retirement plan qualified under Section 401(a) of the Code or an individual retirement account; or
- e. “Block” transfers, meaning the transfer by a person and any related person (within the meaning of Section 267(b) or 707(b)(1) of the Code) in one or more transactions during any 30-calendar day period of capital units representing in the aggregate more than 2% of HPP’s issued and outstanding capital units.

**2. Transfer Procedures.** All private transfers will be completed in accordance with the following procedures:

- a. The holder of capital units completes and submit to the Board of Managers:
  - i. a completed Request to Transfer Form, in the form of **Attachment 1**;
  - ii. an administrative fee of \$200.00 for each transferee who is not already a member;
  - iii. an executed Counterpart Signature Page to HPP’s Operating Agreement for each transferee that is not already a member;
  - iv. copies of all relevant documents that the Board of Managers may request to determine if the transfer qualifies as a private transfer; and
  - v. if the capital units have been pledged as collateral security for a loan or other obligation, the lender confirms in writing the lender's consent to transfer the capital units.

- b. The Board of Managers will determine whether the transfer qualifies as a private transfer and complies with all the other requirements of these Related Party Transfer Instructions, the Capital Units Transfer System, the Operating Agreement, federal and state securities laws, and other policies and procedures of HPP.
- c. If the transfer qualifies as a private transfer, the Board of Managers will complete or direct its transfer agent to record transfer on HPP's books and records.
- d. If the transfer does not qualify as a private transfer or comply with the other requirements of the Related Party Transfer Instructions, the Capital Units Transfer System, the Operating Agreement, and other policies and procedures of HPP, HPP will notify the transferor that the transfer does not qualify and return to the transferor the documents identified in subsection (a) above; provided, however, HPP reserves the right to retain the administrative fee..