

Consideration payable to
Shelby County 240,800
Bibb County 40,405

STATE OF ALABAMA)

SHELBY COUNTY)
BIBB COUNTY)

LAND EXCHANGE DEED

WHEREAS Southern Electric Generating Company (hereinafter "SEGCo") owns the coal rights with regard to the lands described on Exhibit A hereto;

WHEREAS Kimberly-Clark Corporation (hereinafter "KCC") owns the surface rights and certain other mineral rights, with regard to the lands described on Exhibit A;

WHEREAS KCC and SEGCo together own the coalbed methane gas (hereinafter "coalbed methane gas") in the lands described on Exhibit A, together with the land rights necessary to produce or extract such coalbed methane gas;

WHEREAS the parties desire herein to provide for the development of various mineral interests in the lands described in Exhibit A on a basis that is acceptable to each of them, including, without limitation, production of coalbed methane gas.

NOW, THEREFORE, IN CONSIDERATION OF THE PREMISES:

PART I

Solely in exchange for the mineral rights conveyed to KCC in Part II hereof, and in consideration thereof, KCC does hereby grant, bargain, and convey unto SEGCo that portion of the coalbed methane gas in the lands described on Exhibit A hereto, which KCC may own in excess of an undivided one-half interest in such coalbed methane gas; the full right to share on an equal basis in the exploitation and recovery of coalbed methane gas from the lands described in Exhibit A; and a 1% royalty interest in the net sales price of all conventional natural gas from the surface of the lands down to the uppermost Mississippian formation.

TO HAVE AND TO HOLD, together with all and singular the rights, tenements, hereditaments and appurtenances thereunto belonging or in anywise appertaining unto SEGCo, its successors and assigns, forever.

Baleh Bingham
P.O. Box - 3060
Birmingham, AL 35201

BOOK 264 PAGE 446

And KCC does hereby covenant with SEGCo that such mineral interests are free from all encumbrances; and that KCC warrants and will forever defend such interests against any encumbrances.

PART II

Solely in exchange for the mineral rights conveyed to SEGCo in Part I hereof, and in consideration thereof, SEGCo does hereby grant, bargain, and convey unto KCC that portion of the coalbed methane gas in the lands described on Exhibit A hereto, which SEGCo may own in excess of an undivided one-half interest in such coalbed methane gas; the full right to share on an equal basis in the exploitation and recovery of coalbed methane gas from the lands described in Exhibit A; and a 1% royalty interest in the net sales price of SEGCo's retained mineral rights in the lands described in Exhibit A, that exist 500 feet or more below the surface, other than coalbed methane gas.

TO HAVE AND TO HOLD, together with all and singular the rights, tenements, hereditaments and appurtenances thereunto belong or in anywise appertaining unto KCC, its successors and assigns, forever.

And SEGCo does hereby covenant with KCC that such mineral interests are free from all encumbrances; and that SEGCo warrants and will forever defend such interests against any encumbrances.

IN WITNESS WHEREOF, Kimberly-Clark Corporation, a corporation, has caused this instrument to be executed as of the 1st day of June, 1989, and Southern Electric Generating Company, a corporation, has caused this instrument to be executed as of the 1st day of June, 1989.

ATTEST:

Barbara H. Paul
Its: Assistant Secretary

ATTEST:

Carl P. Smith
Its: Secretary

KIMBERLY-CLARK CORPORATION

James L. Groschlauss
By J. Groschlauss
Its: President-North American Pulp and Paper Sector

SOUTHERN ELECTRIC GENERATING
COMPANY

James D. Harris
By James D. Harris
Its: President



STATE OF GEORGIA)

COUNTY OF FULTON)

I, Gail R. Billion, a Notary Public in and for said County in said State, hereby certify that James G. Grosklaus, whose name as President, North American Pulp & Paper Sector of Kimberly-Clark Corporation, a corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand this the 3rd day of June, 1989.

Gail R. Billion
Notary Public

NOTARIAL SEAL

My commission expires: 7-9-90

BOOK 264 PAGE 448

STATE OF ALABAMA)

COUNTY OF JEFFERSON)

I, Melanie D. Johnson, a Notary Public in and for said County in said State, hereby certify that Elmer B. Harris, whose name as President of Southern Electric Generating Company, a corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand this the 2nd day of June, 1989.

Melanie D. Johnson
Notary Public

NOTARIAL SEAL

My commission expires: 4.24.92

EXHIBIT A

BIBB COUNTY

TOWNSHIP 21 SOUTH, RANGE 4 WEST

SECTION 31, Southwest Quarter of Southwest Quarter

TOWNSHIP 21 SOUTH, RANGE 5 WEST

SECTION 36, Northeast Quarter of Southwest Quarter; North Half of Southeast Quarter; 1/3 interest in Northwest Quarter of Southwest Quarter

TOWNSHIP 21 SOUTH, RANGE 6 WEST

SECTION 35 - Southeast Quarter of Northeast Quarter; Southeast Quarter of Southeast Quarter

SECTION 36 - Southeast Quarter of Northeast Quarter; Southwest Quarter of Northwest Quarter; Southwest Quarter Southwest Quarter; East Half of Southwest Quarter; Southeast Quarter

TOWNSHIP 22 SOUTH, RANGE 4 WEST

SECTION 6 - An undivided 1/2 interest in Southwest Quarter of Northwest Quarter

SECTION 20 - North Half; Southeast Quarter

TOWNSHIP 22 SOUTH, RANGE 5 WEST

SECTION 1 - Southwest Quarter

SECTION 2 - Southeast Quarter of Northeast Quarter; East Half of Southeast Quarter

SECTION 6 - North Half of Northwest Quarter

SECTION 11 - East Half of Northwest Quarter; East Half of Southeast Quarter

SECTION 12 - West Half of Northwest Quarter; Southwest Quarter of Southwest Quarter

SECTION 14 - Northeast Quarter of Northeast Quarter; Southwest Quarter of Northeast Quarter

TOWNSHIP 22 SOUTH, RANGE 6 WEST

SECTION 1 - West Half of Southwest Quarter

SECTION 2 - Southeast Quarter of Northeast Quarter; Northeast Quarter of Northwest Quarter; South Half of Northwest Quarter; Northeast Quarter of Southeast Quarter

TOWNSHIP 24 NORTH, RANGE 11 EAST

SECTION 3 - Southeast Quarter of Northeast Quarter; West Half of Northeast Quarter; East Half of West Half; Northwest Quarter of Southwest Quarter; Southeast Quarter

SECTION 4 - Northeast Quarter of Southwest Quarter; South Half of Southwest Quarter; Southeast Quarter

SECTION 5 - Southwest Quarter; Northeast Quarter of

Southeast Quarter; South Half of Southeast Quarter

SECTION 6 - Northeast Quarter; North Half of Southeast Quarter

SECTION 8 - Northeast Quarter of Northeast Quarter, less 2.70 acres on the East side thereof

SECTION 9 - Northwest Quarter of Northwest Quarter, less 2.60 acres described as follows: begin at the Southwest corner of said forty, run thence East 506 feet to Blocton-Piper road, thence in a Northwesterly direction along said road 675 feet, thence South along the West line of said forty, 448 feet to the point of beginning.

SECTION 11 - Northeast Quarter of Southwest Quarter; South Half of Southwest Quarter; Southwest Quarter of Southeast Quarter; North Half of Southeast Quarter;

TOWNSHIP 24 NORTH, RANGE 10 EAST

SECTION 12 - Northeast Quarter; North Half of Northwest Quarter; Southwest Quarter of Northwest Quarter

SECTION 21 - Southeast Quarter of Northwest Quarter; two acres in the Southwest Quarter of Northwest Quarter, described as follows: Begin at the Northeast corner of Southwest Quarter of Northwest Quarter, run thence West 210 feet, Thence South 420 feet, thence East 210 feet, thence North 420 feet to point of beginning.

TOTAL ACREAGE BIBB COUNTY - APPROXIMATELY 4,027

EXHIBIT A

SHELBY COUNTY

TOWNSHIP 21 SOUTH, RANGE 3 WEST

SECTION 5 - West Half of Northeast Quarter; East Half of Southwest Quarter

SECTION 17 - Southwest Quarter of Northeast Quarter; South Half of Northwest Quarter; Southwest Quarter; Northwest Quarter of Southeast Quarter; Southeast Quarter of Southeast Quarter; North Half of North Half of Northwest Quarter of Northeast Quarter; North half of Northwest Quarter

SECTION 18 - East Half; East Half of Southwest Quarter; Southeast Quarter of Northwest Quarter; 2/3 int. in Northwest Quarter of Northwest Quarter; Southwest Quarter of Southwest Quarter less North Half of North Half

SECTION 19 - South Half of Northeast Quarter; Southeast Quarter less part belonging to SEGCo; East Half of Southwest Quarter

SECTION 20 - West Half; West Half of Northeast Quarter; Southeast Quarter of Northeast Quarter; West Half of Southeast Quarter; Southeast Quarter of Southeast Quarter

SECTION 29 - North Half of North Half; Southeast Quarter of Northeast Quarter; Northeast Quarter of Southeast Quarter; Southwest Quarter of Southwest Quarter less part belonging to SEGCo

SECTION 30 - Southeast Quarter less part belonging to SEGCo; East Half of Southwest Quarter; Southwest Quarter of Southwest Quarter; North Half of Northeast Quarter less part belonging to SEGCo

SECTION 31 - North Half less part belonging to SEGCo; Northwest Quarter of Southeast Quarter; Southwest Quarter

SECTION 32 - Northeast Quarter of Northwest Quarter

TOWNSHIP 21 SOUTH, RANGE 4 WEST

SECTION 3 - South Half; Northeast Quarter of Northwest Quarter

SECTION 6 - Southwest Quarter of Southwest Quarter

SECTION 7 - North Half of Northwest Quarter

SECTION 8 - North Half of Southeast Quarter; South Half of Northeast Quarter

SECTION 13 - Northeast Quarter of Northeast Quarter north of R.R.; East Half of East Half of Northwest Quarter of Northeast Quarter north of R.R.; South Half of Northwest Quarter; Northeast diagonal Half of Northwest Quarter of Southwest Quarter; West Half of Northwest Quarter of Northeast Quarter; West Half of East Half of Northwest Quarter of Northeast Quarter

SECTION 15 - Northwest Quarter of Southwest Quarter; South Half of Southwest Quarter

SECTION 16 - All

SECTION 17 - South Half of Southeast Quarter; Northwest Quarter of Southeast Quarter; West Half of Southwest Quarter

SECTION 19 - West Half of Northeast Quarter; Northeast Quarter of Northwest Quarter; East Half of Northwest Quarter of Northwest Quarter; Southeast Quarter of Southwest Quarter; Northwest Quarter of Southeast Quarter; North Half of Southwest Quarter; Southwest Quarter of Southwest Quarter

SECTION 25 - Southeast diagonal Half of Northeast Quarter of Northwest Quarter; Northwest diagonal Half of East Half of Southwest Quarter of Northwest Quarter; Southeast Quarter; Northeast Quarter of Southwest Quarter; East Half of Northwest Quarter of Southwest Quarter; Southeast diagonal Half of East Half of Southwest Quarter of Northwest Quarter; Southeast Quarter of Southwest Quarter; East Half of Southwest Quarter of Southwest Quarter; Southeast Quarter of Northwest Quarter

SECTION 30 - North Half of Northeast Quarter 1/3 interest; South Half of Northeast Quarter; West Half of Northwest Quarter; Southwest Quarter; Southwest Quarter of Southeast Quarter; Northeast Quarter of Northwest Quarter of Southeast Quarter

SECTION 31 - Southeast Quarter of Northwest Quarter; Northeast Quarter of Southwest Quarter

SECTION 35 - Southeast diagonal Half of South Half of Northeast Quarter; Southeast diagonal Half of Southwest Quarter; Southeast Quarter

SECTION 36 - Northeast Quarter; Northwest Quarter of Northwest Quarter; South Half of Northwest Quarter; South Half, less 4 acres in the Northeast corner of the Southeast Quarter of Southeast Quarter; Northeast Quarter of Northwest Quarter

BOOK 264 PAGE 452

TOWNSHIP 21 SOUTH, RANGE 5 WEST

SECTION 1 - Southeast Quarter of Southeast Quarter

SECTION 12 - West Half of Northwest Quarter of Northeast Quarter; Southeast Quarter of Northwest Quarter of Northeast Quarter; Northeast Quarter of Northeast Quarter

SECTION 24 - North Half of Northeast Quarter; North Half of Southwest Quarter

SECTION 25 - Southeast Quarter of Northwest Quarter; Southwest Quarter of Southwest Quarter

SECTION 26 - Southeast Quarter of Southeast Quarter

SECTION 35 - Northeast Quarter of Northeast Quarter

SECTION 36 - Northwest Quarter of Northwest Quarter; East Half of Northeast Quarter

TOWNSHIP 22 SOUTH, RANGE 3 WEST

SECTION 6 - Southwest Quarter of Northeast Quarter; West Half of Northwest Quarter; West Half of East Half of Southeast Quarter; West Half of Southeast Quarter; Southwest Quarter

SECTION 7 - Northwest Quarter of Northeast Quarter; West Half; Southwest Quarter of Southeast Quarter

SECTION 18 - West Half of West Half; North Half of Northeast Quarter of Southwest Quarter West of the old Montevallo-Tuscaloosa dirt road; a parcel of land in the Southwest corner of the East Half of Northwest Quarter more fully described as follows: Begin at Southwest corner of East Half of Northwest Quarter, thence Northeast about 150 yards to a certain spring, thence down said spring branch 50 yards, thence direct to the Tuscaloosa road, thence down said road about 150 yards to the south boundary of Southeast Quarter of Northwest Quarter, thence West along the line between the Northwest Quarter and Southwest Quarter of said Section to the beginning

SECTIONS 18 AND 19 - Begin at Southeast corner of Southwest Quarter of Southwest Quarter, Section 19, go North along the East line of said Southwest Quarter of Southwest Quarter for 362.79 feet, thence right 55 degrees 25 minutes for 160.88 feet, thence left 25 degrees 35 minutes for 140.10 feet, thence left 115 degrees 11 minutes for 202.83 feet to said East line, thence North along said East line 19.87 feet, thence left 67 degrees 03 minutes for 71.90 feet, thence right 40 degrees 05 minutes for 85.73 feet, thence right 25 degrees 53 minutes for 20.0 feet, thence left 35 degrees 22 minutes for 124.14 feet, thence left 37 degrees 28 minutes for 105.68 feet, thence right 16 degrees 23 minutes for 131.60 feet, thence right 118 degrees 05 minutes for 271.44 feet, thence left 10 degrees 15 minutes for 122.62 feet, thence left 4 degrees 48 minutes for 85.18 feet to said East line of Southwest Quarter of Southwest Quarter, thence left 45 degrees 29 minutes for 134.30 feet to Northeast corner of said Southwest Quarter of Southwest Quarter, thence right 91 degrees 26 minutes for 81.15 feet to the West line of Lot 4, Block 8, Thomas Addition to the Town of Aldrich, map of which is recorded on the office of Judge of Probate of Shelby County, thence left 121 degrees for 63.37 feet along West line of said Lot 4, thence right 98 degrees 57 minutes for 270 feet, thence left 112 degrees 04 minutes for 161.10 feet, thence right 93 degrees 26 minutes for 290.90 feet, thence left 90 degrees 10 minutes for 123.71 feet, thence right 4 degrees 13 minutes for 562.11 feet, thence left 61 degrees 41 minutes for 16.26 feet, thence right 12 degrees 48 minutes for 315.73 feet, thence left 95 degrees 56 minutes for 296.12 feet, thence left 61 degrees 22 minutes for 358.61 feet to the east line of Northwest Quarter of Southwest Quarter of said Section 19, thence South along said East line for 157.72 feet, thence right 102 degrees 49 minutes for 324.50 feet, thence right 90 degrees for 20.1 feet, thence left 62 degrees 26 minutes for 355.95 feet, thence left 22 degrees 27 minutes for 125.53 feet, thence left 10 degrees 16 minutes for 187.42 feet, thence right 90 degrees for 364.08 feet, thence right 90 degrees for 326.91 feet, thence left 89 degrees 54 minutes for 606.58 feet, thence right 28 degrees 35 minutes for 350 feet, thence left 90 degrees for 150 feet, thence right 71 degrees 32 minutes to the public road, thence in an Easterly direction along the public road to the intersection of the North line of the public road with the South line of Lot 2, Block 3, said Thomas' Addition to the Town of Aldrich, thence Northwest along the South line of said Lot 2 for 298.39 feet, thence right 86 degrees 13 minutes for 205.65 feet along the west side of said Lot 2, thence Easterly along the North line of said Lot 2 for 208 feet, thence Easterly along the North line of Summit Part "B" for 398 feet to the Northwest corner of Lot 6, Block 2, said Thomas' Addition to the Town of Aldrich, thence looking East along the North line of said Lot 6, Block 2, turn an angle of 65 degrees 18 minutes for 303.48 feet, thence right 0 degrees 19 minutes for 580.46 feet, thence left 85 degrees 55 minutes for 696.48 feet, thence right 54 degrees 16 minutes for 109.50 feet, thence right 5 degrees 22 minutes for 636.67 feet, thence right 33 degrees 50 minutes for 173.78 feet to the center line of Davis Creek, thence East along the center line of Davis Creek to the East line of Southeast Quarter of Southwest Quarter, Section 18, thence North along said East line to the Northeast corner of said Southeast Quarter of Southwest Quarter, thence West along the North line of said Southeast Quarter of Southwest Quarter to Northwest corner of said forty, thence South along West line of said forty to North line of Section 19, thence West to Northwest corner of said Section 19, thence South to Southwest corner of said Section 19, thence East to point of beginning, except the following tracts: Commence the Northwest corner of Southeast Quarter of Southwest Quarter, Section 19, and run South 798 feet along the West side of said forty to the point of beginning; thence turn an angle of 70 degrees right, run a distance of 40 feet to the Northwest corner of church lot, thence turning an angle of 90 degrees left, run a distance of 80 feet to the Southwest corner, thence turning an angle of 90 degrees left, run a distance of 100 feet to the Southeast corner, thence turning an angle of 90 degrees left, run

a distance of 80 feet to the Northeast corner, thence turning an angle of 90 degrees left, run 60 feet to the point of beginning, containing 0.183 acres, more or less. There is also included the following tract: From the Southwest corner of Southeast Quarter of Southwest Quarter, Section 19, go East along the South line of said Southeast Quarter of Southwest Quarter for 970.89 feet to a point of beginning; run thence left 36 degrees 48 minutes for 163.06 feet, thence right 29 degrees 36 minutes for 90.60 feet to the west edge of the Southern Railroad right-of-way, thence south along said West edge of right-of-way to the South line of said Southeast Quarter of Southwest Quarter, thence West to the point of beginning.

SECTION 30 - All of Fractional Section West of Southern
Railway right-of-way

TOWNSHIP 22 SOUTH, RANGE 4 WEST

SECTION 1 - Northeast Quarter; Northeast Quarter of Northwest Quarter less 9 acres; North 31 acres of Northwest Quarter of Northwest Quarter; Southeast Quarter; South Half of Southwest Quarter; South Half of Northwest Quarter; North Half of Southwest Quarter

SECTION 2 - South Half of Southeast Quarter; Northwest Quarter of Southeast Quarter; South Half of Southwest Quarter; Northeast Quarter of Southwest Quarter; Northwest Quarter of Northeast Quarter; South Half of Northeast Quarter; that part of the Southeast Quarter of Northwest Quarter lying south of Montevallo and Tuscaloosa dirt road: North Half of Northwest Quarter; Southwest Quarter of Northwest Quarter; Northeast Quarter of Southeast Quarter; Northwest Quarter of Southwest Quarter; Northeast Quarter of Northeast Quarter

SECTION 3 - Northeast Quarter of Southeast Quarter

SECTION 4 - All except Northeast Quarter of Southeast Quarter

SECTION 9 - West Half of Northeast Quarter; East Half of Northwest Quarter

SECTION 10 - East Half of Northeast Quarter; Northeast Quarter of Southwest Quarter; West Half of Northeast Quarter; Southeast Quarter of Northwest Quarter; Northwest Quarter of Southwest Quarter

SECTION 11 - South Half of Northeast Quarter; Northwest Quarter of Northeast Quarter; East Half of Northwest Quarter; Northwest Quarter of Northwest Quarter; East Half of Southwest Quarter; North Half of Southeast Quarter; Southeast Quarter of Southeast Quarter; North Half of Southwest Quarter of Southeast Quarter; Northeast Quarter of Northeast Quarter

SECTION 12 - East Half; East Half of West Half; Northwest Quarter of Northwest Quarter; Northeast Quarter of Southwest Quarter of Northwest Quarter; Southeast Quarter of Northwest Quarter of Southwest Quarter

SECTION 13 - East Half; East Half of West Half; East Half of Northwest Quarter of Northwest Quarter; Southeast Quarter of Southwest Quarter of Northwest Quarter; Southwest Quarter of Southwest Quarter

SECTION 14 - South Half except East Half of Northeast Quarter of Southeast Quarter

SECTION 15 - West Half of Northeast Quarter; North Half of South Half

SECTION 16 - Northeast Quarter; South Half

SECTION 21 - All

SECTION 22 - East Half; North Half of Northwest Quarter; Southeast Quarter of Northwest Quarter; East Half of Southwest Quarter

SECTION 23 - All

SECTION 24 - All

SECTION 25 - All (Fractional Section)

SECTION 26 - All (Fractional Section)

SECTION 27 - Fractional Northeast Quarter

TOWNSHIP 24 NORTH, RANGE 12 EAST

SECTION 5 - Northwest Quarter of Southwest Quarter; that part of the North Half of Fractional Section West of Southern Railroad right-of-way except that part of the following tract which lies West of said right-of-way; commencing at a certain sweetgum tree on the west bank of Simmons Creek, run South 86 degrees West 13.31 chains, thence North 3 degrees 30 minutes West 9 chains to Section line, thence North 86 degrees East along Section line to aforesaid creek, thence down and along said creek to point of beginning; Southwest Quarter of Southwest Quarter

SECTION 6 - Northeast Quarter of Southeast Quarter; Northeast Quarter (Fractional); East Half of Northwest Quarter; Northeast Quarter of Southwest Quarter; Northwest Quarter of Southeast Quarter; West Half of West Half; East Half of Southeast Quarter of Southeast Quarter

SECTION 7 - North Half of Northeast Quarter; Southwest Quarter of Northeast Quarter; South Half of Northwest Quarter; Northwest Quarter of Northwest Quarter; 1/2 interest in Southwest Quarter of Southwest Quarter

SECTION 18 - Northwest Quarter of Northwest Quarter

TOWNSHIP 24 NORTH, RANGE 11 EAST

SECTION 1 - All

SECTION 2 - All

SECTION 11 - West Half of Northwest Quarter; Northeast Quarter; East Half of Northwest Quarter

SECTION 12 - North Half; Southeast Quarter; North Half of Southwest Quarter

SECTION 13 - West Half of Northeast Quarter

TOTAL ACREAGE SHELBY COUNTY - APPROXIMATELY 19,388

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

89 NOV -2 PM 2:11

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

<u>Mineral Tax</u> 2908.20	
1. Deed Tax -----	\$ 291.00
2. Mtg. Tax -----	\$
3. Recording Fee -----	\$ 25.00
4. Indexing Fee -----	\$ 3.00
5. Notary Fee -----	\$
6. Certified Stamp Fee --	\$ 1.00
Total -----	\$ 320.00