

PARTIAL ASSIGNMENT

THE STATE OF ALABAMA

COUNTY OF SHELBY

))  
)) KNOW ALL MEN BY THESE PRESENTS:  
))

THAT for and in consideration of the sum of ONE HUNDRED DOLLARS (\$100.00) and other good and valuable consideration in hand paid, the receipt and sufficiency of which is hereby acknowledged, McKenzie Methane Corporation, a Texas Corporation, whose address is 7880 San Felipe, Suite 100, Houston, Texas 77063 (hereinafter called "Assignor") has BARGAINED, GRANTED, SOLD, TRANSFERRED, ASSIGNED AND CONVEYED and does by these presents BARGAIN, GRANT, SELL, TRANSFER, ASSIGN AND CONVEY unto the parties set forth below (hereinafter called "Assignee", whether one or more), the undivided interests set forth below in and to the lease described on Exhibit "A" attached hereto and made a part hereof and any amendments thereto and ratifications thereof (hereinafter referred to as "said Lease"), insofar and only insofar as said Lease cover the lands described in said Exhibit "A" (hereinafter referred to as "said Lands") together with like undivided interest in the wells and all personal property and equipment situated on said Lands and attributable to said Lease, or used or obtained in connection therewith.

Assignee

Undivided Interest

✓ The Northwestern Mutual Life  
Insurance Company,  
a Wisconsin Corporation  
720 East Wisconsin Avenue  
Milwaukee, WI 53202

1/5

The interest herein assigned is subject to its proportionate share of the royalties, overriding royalties and other burdens against said Lease as of the effective date hereof and the terms, conditions, obligations, and provisions set forth in said Lease. The interest herein assigned is further subject to the provisions of any and all agreements binding on Assignor and Assignee to the extent that the same burden the undivided interest herein assigned to such Assignee and are valid and existing on the effective date hereof, including but not limited to participation agreements, development agreements, operating agreements, gas sales contracts and unitization agreements, and any amendments thereto.

Reference is here made to said Exhibit "A", to all of the instruments and records mentioned or referred to therein or herein and to all of those mentioned in all of said instruments for all purposes in connection herewith.

Assignor hereby binds and obligates itself and its successors and assigns to Warrant and Forever defend title to the respective interest set forth above unto Assignee, their respective successors and assigns, against every person or entity whomsoever claiming or to claim the same or any portion thereof by, through or under Assignor, but not otherwise, subject to the burdens against said Lease and the agreements to which this Partial Assignment is expressly made subject, but with full subrogation and substitution to all covenants and warranties by others heretofore given or made with respect to said Lease or any part thereof or interest therein.

This Partial Assignment shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

IN WITNESS WHEREOF, the undersigned have executed this instrument this 9th day of May, 1991, and same shall be effective the sooner of the date hereof or as of the date of the first production from any well situated on said Lands.

WITNESSES:

Sheila Marak  
Deedee Odum

ASSIGNOR:

MCKENZIE METHANE CORPORATION

BY:

Michael McKenzie, President

*Patricia A. Shey*  
*Christina S. S.*

*Doc*  
*meets*

ASSIGNEE:

THE NORTHWESTERN MUTUAL LIFE INSURANCE COMPANY

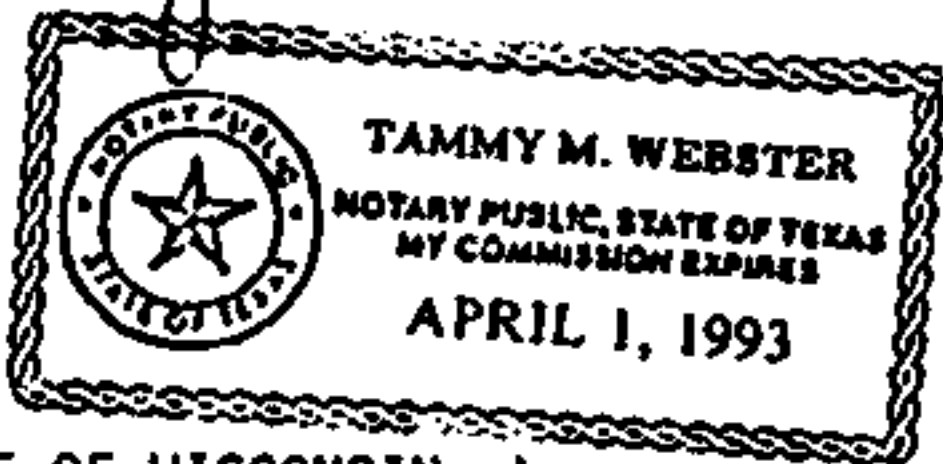
BY: *J. Thomas Christoff*

STATE OF TEXAS )

COUNTY OF HARRIS )

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Michael McKenzie, whose name as President of McKenzie Methane Corporation, a Texas corporation, is signed to the foregoing Partial Assignment, and who is known to me, acknowledged before me on this day that, being informed of the contents of said Assignment, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation on the date the same bears date.

Given under my hand and official seal this the 9th day of May, 1991.



*Tammy M. Webster*  
Notary Public

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

STATE OF WISCONSIN )

COUNTY OF MILWAUKEE )

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that \_\_\_\_\_, whose name as \_\_\_\_\_ of The Northwestern Mutual Life Insurance Company, a Wisconsin corporation, is signed to the foregoing Partial Assignment, and who is known to me, acknowledged before me on this day that, being informed of the contents of said Assignment, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation on the date the same bears date.

Given under my hand and official seal this the 11th day of May, 1991.

*James M. Webster*  
Notary Public

My Commission Expires: 10-10-93

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**EXHIBIT "A"**

Attached to and made a part of that certain Partial Assignment dated May 4th, 1991, between McKenzie Methane Corporation, as Assignor, and The Northwestern Mutual Life Insurance Company, as Assignee.

**CAHABA AREA**

Coal Seam Gas Agreement and Option dated September 30, 1988, between USX CORPORATION, as Lessor, and MCKENZIE METHANE CORPORATION, as Lessee, recorded by a Memorandum of Lease dated November 30, 1988 in Book 222, Page 386, Shelby County, Alabama, and Amendment to Memorandum of Lease dated February 19, 1989, in Book 280, Page 47, Shelby County, Alabama.

INSOFAR AND ONLY INSOFAR as the acreage described in the above lease is included in the tracts described below.

Each of said tracts are located in Shelby County, Alabama and cover 80 acres unless otherwise indicated.

**Township 21 South, Range 4 West:**

**Section 34**

TRACT 1 - (981)  
W/2 of NW/4

TRACT 2 - (1524)  
W/2 of SW/4

**Section 27**

TRACT 3 - (1521)  
W/2 OF SW/4

THIS INSTRUMENT PREPARED BY:

Lois W. Kidd  
7880 San Felipe  
Suite 100  
Houston, Texas 77063

1. Head Tax	
2. ...	
3. ...	
4. ...	
5. ...	
6. ...	
Total	11.50

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

91 JUN 10 PM 12:17

JUDGE OF PROBATE