

AMENDMENT OF PARTIAL ASSIGNMENT

THE STATE OF ALABAMA     §  
COUNTY OF SHELBY       §

Reference is hereby made for all purposes to that certain Partial Assignment, dated June 15, 1990, recorded in Book 325, Page 600 in the Records of Judge of Probate, Shelby County, Alabama, hereinafter called "said Assignment", between MCKENZIE METHANE CORPORATION, hereinafter called "Assignor", and SG METHANE COMPANY, THE NORTHWESTERN MUTUAL LIFE INSURANCE COMPANY AND SMITH-GORDY METHANE COMPANY, hereinafter collectively called "Assignee", whereby Assignor did BARGAIN, GRANT, SELL, TRANSFER, ASSIGN AND CONVEY unto Assignee undivided interests in and to the leases described on the Exhibit "A" attached thereto.

Assignor and Assignee consider it to be mutually desirable and advantageous that said Assignment be amended as hereinafter set forth.

NOW, THEREFORE, in consideration of the premises Assignor and Assignee do hereby amend said Assignment by deleting

the Exhibit "A" attached to said Assignment in its entirety and substituting therefor the Exhibit "A" attached hereto. To the extent necessary to give effect to the foregoing, each of Assignor and Assignee assign and convey unto the other a sufficient interest in the leases and lands covered by the said Assignment and this Amendment; provided that no double assignment of any lands, leases or interest to any party shall occur or be deemed to have occurred merely by execution of this instrument.

Except as specifically amended herein said Assignment shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned have executed this instrument this 1st day of August, 1991, and same shall be effective the as of the date of said Assignment.

WITNESSES:

Rosey Swales  
Meredith U. Snyder

Shannon L. Wagon  
Candy S. Sutor

Patricia A. She  
Christina Sutor

Shannon L. Wagon  
Candy S. Sutor

ASSIGNOR:

MCKENZIE METHANE CORPORATION

BY:

Michael McKenzie, President

ASSIGNEE:

SG METHANE COMPANY

BY:

Russell D. Gordy, Managing Partner

THE NORTHWESTERN MUTUAL LIFE  
INSURANCE COMPANY

BY:

A. Kipp Koester Vice President

SMITH-GORDY METHANE COMPANY

BY:

Russell D. Gordy, Managing Partner

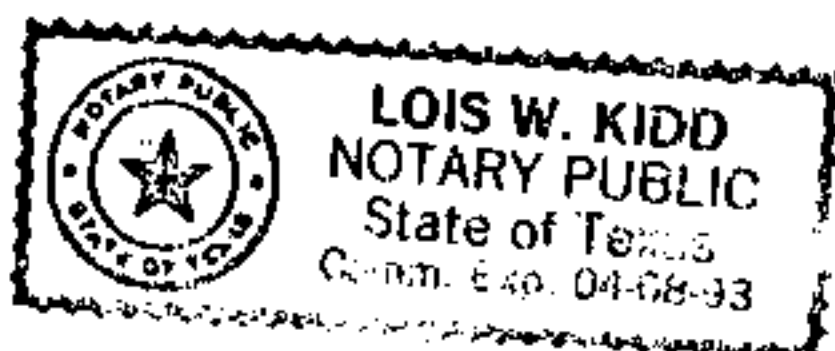


STATE OF TEXAS §

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 Amendment of Partial Assignment, and who is known to me, acknowledged before me on this day that, being informed of the contents of said Amendment of Partial 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 12<sup>th</sup> day of November, 1991.



Lois W. Kidd  
Notary Public

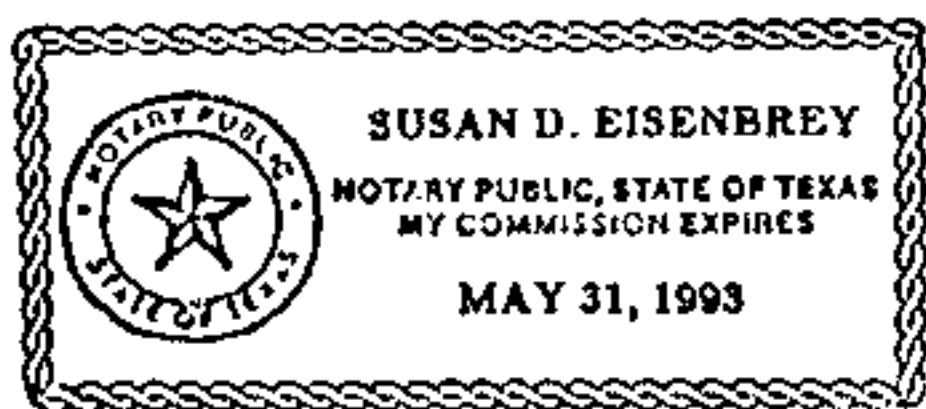
My Commission Expires: \_\_\_\_\_

STATE OF TEXAS §

COUNTY OF HARRIS §

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Russell Gordy, whose name as Managing Partner of SG Methane Company, a Texas Joint Venture, is signed to the foregoing Amendment of Partial Assignment, and who is known to me, acknowledged before me on this day that, being informed of the contents of said Amendment of Partial Assignment, he, as such Managing Partner and with full authority, executed the same voluntarily for on the date the same bears date.

Given under my hand and official seal this the 25<sup>th</sup> day of November, 1991.



Susan D. Eisenbrey  
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 A. Kinn Koester, whose name as Vice President of The Northwestern Mutual Life Insurance Company, a Wisconsin corporation, is signed to the foregoing Amendment of Partial Assignment, and who is known to me, acknowledged before me on this day that, being informed of the contents of said Amendment of Partial 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 25 day of November, 1991.

Mark Chyle  
Notary Public

My Commission Expires: is permanent

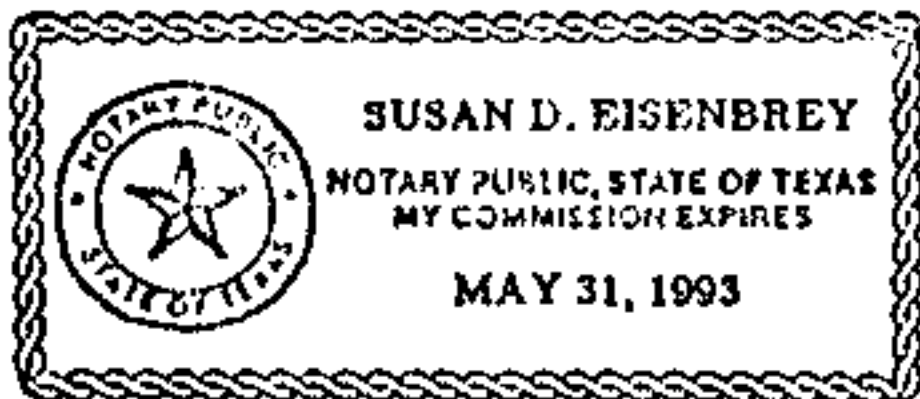
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STATE OF TEXAS §

COUNTY OF HARRIS §

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Russell Gordy, whose name as Managing Partner of Smith-Gordy Methane Company, a Texas Joint Venture, is signed to the foregoing Amendment of Partial Assignment, and who is known to me, acknowledged before me on this day that, being informed of the contents of said Amendment of Partial Assignment, he, as such Managing Partner and with full authority, executed the same voluntarily for on the date the same bears date.

Given under my hand and official seal this the 25th day of November 1991.



Susan D. Eisenbrey  
Notary Public

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

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sm/land/assignment/sg/adshe603

(AL2 603)

EXHIBIT A

Attached to and made a part of Amendment of Partial Assignment dated August 1, 1991 between McKenzie Methane Corporation, as Assignor, and SG Methane Company, et al, as Assignee.

CAHABA AREA

Oil, as and Mineral Lease (Including Coalbed Methane) between RUTH L. GORDON, as Lessor, and MCKENZIE METHANE CORPORATION, as Lessee, recorded by a Memorandum of Lease dated April 12, 1989, in Book 246, Page 67 in the Office of the Judge of Probate of Shelby County, Alabama. (AL2 010)

Coalbed Methane Gas Lease dated June 1, 1989 between SOUTHERN ELECTRIC GENERATING COMPANY, et al, as Lessor, and MCKENZIE METHANE CORPORATION, as Lessee, recorded by a Memorandum of Lease dated June 1, 1989 in Book 254, Page 568 in the Office of the Judge of Probate of Shelby County, Alabama. (AL2 013)

Coalbed Methane Gas Lease dated June 1, 1989 between SOUTHERN ELECTRIC GENERATING COMPANY, as Lessor, and MCKENZIE METHANE CORPORATION, as Lessee, recorded by a Memorandum of Lease dated June 1, 1989 in Book 254, Page 559 in the Office of the Judge of Probate of Shelby County, Alabama. (AL2 014)

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

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

Township 21 South, Range 4 West:

TRACT 1 (AL2 910)

E/2 SW/4 Sec. 14

TRACT 2 (AL2 944) and (AL2 988)

W/2 SW/4 Sec. 14

TRACT 3 (AL2 943)

W/2 NW/4 Sec. 14

TRACT 4 (AL2 987)

E/2 NW/4 Sec. 14

TRACT 5 (AL2 1511)

W/2 NE/4 Sec. 25

TRACT 6 (AL2 1509)

W/2 NE/4 Sec. 24

TRACT 7 (AL2 1514) (See also Tract 50) (40 Acres)

SE/4 NE/4 Sec. 13

TRACT 8 (AL2 1508)

E/2 SE/4 Sec. 14

Township 21 South, Range 4 West Cont'd:

TRACT 9 (AL2 1810) (See also Tract 29) (40 Acres)

SE/4 of SE/4 Sec. 25

TRACT 10 (AL2 1516)

E/2 SE/4 Sec. 13

TRACT 11 (AL2 1510)

W/2 SE/4 Sec. 24

TRACT 12 (AL2 1660)

E/2 NE/4 Sec. 24

TRACT 13 (AL2 1649)

E/2 SE/4 Sec. 24

TRACT 14 (AL2 1500)

W/2 NW/4 Sec. 36

TRACT 15 (AL2 998)

W/2 SE/4 Sec. 25

TRACT 16 (AL2 991)

NW/4 NE/4, NW diagonal 1/4 NE/4 NE/4 and NE  
diagonal 1/2 of NW/4 SW/4 Sec. 13, being 70 acres, more or less.

TRACT 17 (AL2 1523)

E/2 SW/4 Sec. 16

TRACT 18 (AL2 1532)

E/2 NE/4 Sec. 16

TRACT 19 (AL2 1533)

E/2 NW/4 Sec. 16

TRACT 20 (AL2 1602)

W/2 SE/4 Sec. 16

TRACT 21 (AL2 1554)

E/2 SE/4 Sec. 36

TRACT 22 (AL2 1600)

E/2 NE/4 Sec. 36

TRACT 23 (AL2 1568)

E/2 SW/4 Sec. 36

TRACT 24 (AL2 1607)

E/2 SE/4 Sec. 35

TRACT 25 (AL2 1609)

W/2 SE/4 Sec. 36

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Township 21 South, Range 4 West Cont'd:

TRACT 26 (AL2 1608)

W/2 NE/4 Sec. 36

TRACT 27 (AL2 1577)

W/2 SE/4 Sec. 35

TRACT 28 (AL2 1569)

SE Diagonal 1/2 of SW/4 Sec. 35

Township 21 South, Range 3 West:

TRACT 29 (AL2 1810) (See also Tract 9) (40 Acres)

SW/4 SW/4 Sec. 30

TRACT 30 (AL2 996)

N/2 NE/4 Sec. 30

TRACT 31 (AL2 1512)

S/2 NE/4 Sec. 30

TRACT 32 (AL2 1513)

N/2 SW/4 Sec. 29

TRACT 33 (AL2 1664)

S/2 NW/4 Sec. 29

TRACT 34 (AL2 1692)

W/2 SW/4 Sec. 19

TRACT 35 (AL2 1691)

W/2 NW/4 Sec. 19

TRACT 36 (AL2 999)

E/2 SE/4 Sec. 30

TRACT 37 (AL2 994)

E/2 SE/4 Sec. 19

TRACT 38 (AL2 1552)

W/2 SW/4 Sec. 17

TRACT 39 (AL2 993)

SW/4 NE/4 and NW/4 SE/4 Sec. 17

TRACT 40 (AL2 997)

N/2 NW/4 Sec. 29

TRACT 41 (AL2 1543)

E/2 NW/4 Sec. 20

TRACT 42 (AL2 1856)

S/2 NE/4 Sec. 20

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Township 21 South, Range 3 West Cont'd:

TRACT 43 (AL2 1780)

E/2 SW/4 Sec. 5

TRACT 44 (AL2 1553)

E/2 SW/4 Sec. 31

TRACT 45 (AL2 1671)

W/2 SE/4 Sec. 30

TRACT 46 (AL2 1668)

S/2 SW/4 Sec. 20

TRACT 47 (AL2 1711)

E/2 SW/4 Sec. 30

TRACT 48 (AL2 1669)

NW/4 NE/4 Sec. 29, being 40 acres, more or less.

TRACT 49 (AL2 995)

N/2 SW/4 Sec. 20

TRACT 50 (AL2 1514) (See also Tract 7) (40 Acres)

SW/4 NW/4 Sec. 18

TRACT 51 (AL2 1670)  
SE/4 NE/4 and NE/4 SE/4 Sec. 29

Township 22 South, Range 4 West:

TRACT 52 (AL2 1590)

SE/4 SE/4 and SE/4 NE/4 Sec. 3

TRACT 53 (AL2 1792)

W/2 SW/4 Sec. 11

TRACT 54 (AL2 1592)

W/2 SE/4 Sec. 10

TRACT 55 (AL2 1786)

W/2 NW/4 Sec. 16

TRACT 56 (AL2 1618)

W/2 NW/4 Sec. 9

TRACT 57 (AL2 1689)

E/2 NW/4 Sec. 16

TRACT 58 (AL2 1610)

SE/4 SW/4 Sec. 10 and NW/4 NE/4 Sec. 14

TRACT 59 (AL2 1566)

W/2 NW/4 Sec. 15

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Township 22 South, Range 4 West Cont'd:

TRACT 60 (AL2 1565)

W/2 NW/4 Sec. 14

TRACT 61 (AL2 1567)

S/2 SW/4 Sec. 15

TRACT 62 (AL2 1597)

E/2 NE/4 Sec. 15

TRACT 63 (AL2 1620)

E/2 SE/4 Sec. 10

TRACT 64 (AL2 1621)

S/2 SE/4 Sec. 15

TRACT 65 (AL2 1555)

W/2 NE/4 Sec. 1

TRACT 66 (AL2 1589)

E/2 SE/4 Sec. 2

TRACT 67 (AL2 1588)

E/2 SW/4 Sec. 2

TRACT 68 (AL2 1587)

E/2 SW/4 Sec. 1

TRACT 69 (AL2 1564)

E/2 SE/4 Sec. 12

TRACT 70 (AL2 1596)

E/2 NW/4 Sec. 12

TRACT 71 (AL2 1573)

(60 Acres)

NW/4 NW/4, NE/4 SW/4 NW/4, SE/4 NW/4 SW/4 Sec. 12

TRACT 72 (AL2 1685)

E/2 NW/4 Sec. 1

TRACT 73 (AL2 1593)

W/2 NE/4 Sec. 11

TRACT 74 (AL2 1622)

W/2 NE/4 Sec. 16

TRACT 75 (AL2 1623)

E/2 SW/4 Sec. 16

TRACT 76 (AL2 1695)

E/2 SE/4 Sec. 11

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Township 22 South, Range 4 West Cont'd:

TRACT 77 (AL2 1684)

W/2 SE/4 Sec. 16

TRACT 78 (AL2 1720)

W/2 SW/4 Sec. 16

TRACT 79 (AL2 1633)

SE/4 NW/4 and NE/4 SW/4 Sec. 11

TRACT 80 (AL2 1617)

E/2 SW/4 Sec. 4

TRACT 81 (AL2 1693)

E/2 NE/4 Sec. 11

TRACT 82 (AL2 1694)

W/2 SE/4 Sec. 11

TRACT 83 (AL2 1677)

W/2 SW/4 Sec. 4

TRACT 84 (AL2 1650)

E/2 NW/4 Sec. 4

TRACT 85 (AL2 1619)

E/2 NW/4 Sec. 9

TRACT 86 (AL2 1663)

W/2 NE/4 Sec. 9

TRACT 87 (AL2 1686)

W/2 NE/4 Sec. 15

TRACT 88 (AL2 1717)

W/2 SW/4 Sec. 14

TRACT 89 (AL2 1688)

N/2 SE/4 Sec. 15

TRACT 90 (AL2 1701)

E/2 NW/4 Sec. 23

TRACT 91 (AL2 1674)

E/2 NE/4 Sec. 1

TRACT 92 (AL2 1855)

E/2 SE/4 Sec. 21

TRACT 93 (AL2 1697)

S/2 SE/4 Sec. 14

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Township 22 South, Range 4 West Cont'd:

TRACT 94 (AL2 1703)

W/2 SE/4 Sec. 23

TRACT 95 (AL2 1700)

W/2 NE/4 Sec. 23

TRACT 96 (AL2 1716)

E/2 SW/4 Sec. 14

TRACT 97 (AL2 1705)

E/2 SW/4 Sec. 23

TRACT 98 (AL2 1643)

W/2 NW/4 Sec. 23

TRACT 99 (AL2 1675)

E/2 SE/4 Sec. 1

TRACT 100 (AL2 1704)

W/2 SW/4 Sec. 23

TRACT 101 (AL2 1822)

W/2 SE/4 Sec. 22

TRACT 102 (AL2 1594)

N/2 NW/4 Sec. 11

Township 22 South, Range 3 West:

TRACT 103 (AL2 1571)

W/2 NW/4 Sec. 7

TRACT 104 (AL2 1558)

W/2 NW/4 Sec. 6

TRACT 105 (AL2 1580)

W/2 SW/4 Sec. 6

TRACT 106 (AL2 1559)

SW/4 NE/4 and NW/4 SE/4 Sec. 6

TRACT 107 (AL2 1683)

E/2 NW/4 Sec. 7

TRACT 108 (AL2 1672)

E/2 SW/4 Sec. 6

TRACT 109 (AL2 1673)

SW/4 SE/4 Sec. 6, being 40 acres, more or less.

This instrument prepared by: Lois W. Kidd  
7880 San Felipe, Ste. 100  
Houston, TX 77063

1. Deed Tax	\$	
2. Mtg. Tax	\$	
3. Recording Fee	\$	25.00
4. Indexing Fee	\$	3.40
5. No Tax Fee	\$	
6. Certified Fee	\$	1.00
Total	\$	29.40

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

91 NOV 26 AM 10:20

JUDGE OF PROBATE