

AMENDMENT OF PARTIAL ASSIGNMENT

573

THE STATE OF ALABAMA §

COUNTY OF SHELBY §

Reference is hereby made for all purposes to that certain Partial Assignment, dated January 15, 1991, recorded in Book 326, Page 384 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, 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.

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.

BOOK 374 PAGE 855

WITNESSES:

Rose Swales
Martha U. Snyder

Shannon I. Wagner
Andrea R. Hebert

Patricia L. She
Christina

Shannon I. Wagner
Andrea R. Hebert

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

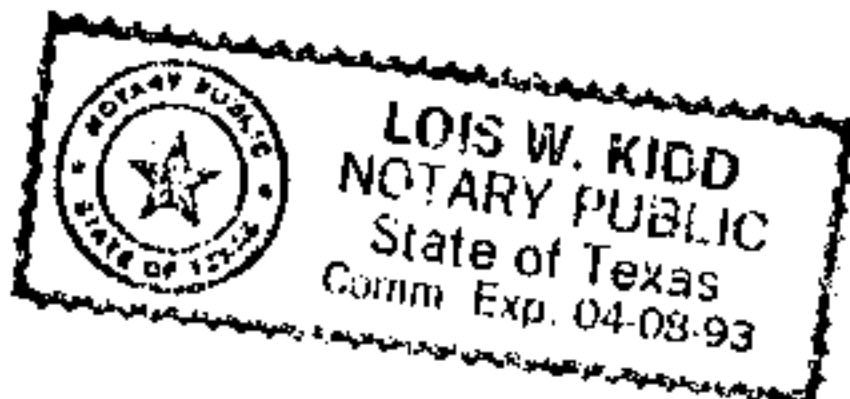


STATE OF TEXAS §

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 15th day of November 1991.



Lois W. Kidd
Notary Public

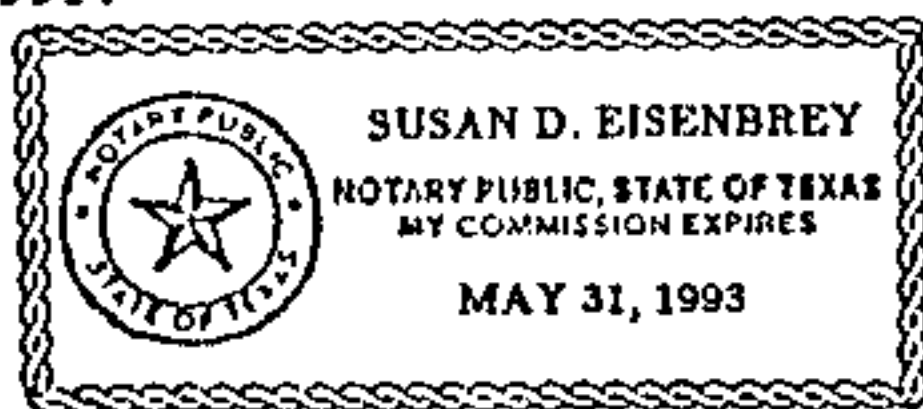
My Commission Expires: _____

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 25th 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. Klipp 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 C. Boyle
Notary Public

My Commission Expires: is permanent

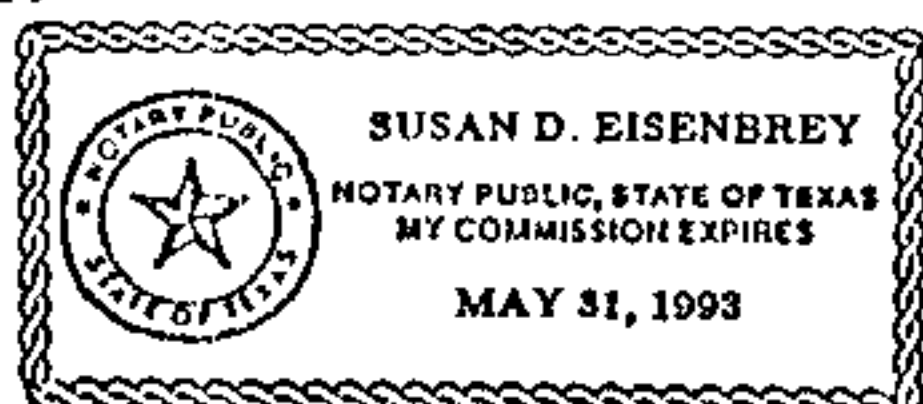
BOOK 374 PAGE 856

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: _____

BOOK 374 PAGE 857

sm/land/assignment/sg/adshe610

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

Coalbed Methane Gas Lease dated June 1, 1989, between SOUTHERN ELECTRIC GENERATING COMPANY AND KIMBERLY-CLARK CORPORATION, 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; and recorded by a Memorandum of Lease dated June 1, 1989, in Book 128, Page 106 in the Office of the Judge of Probate of Bibb 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; and recorded by a Memorandum of Lease dated June 1, 1989, in Book 128, Page 116 in the Office of the Judge of Probate of Bibb County, Alabama. (AL2 014)

INSOFAR AND ONLY INSOFAR as the acreage described in the above leases 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 13

TRACT 1 - (AL2 1666)
NE/4 of SW/4 and NE Diagonal half of SE/4 of SW/4
(60 acres more or less)

TOWNSHIP 21 SOUTH - RANGE 3 WEST

Section 18

TRACT 2 - (AL2 1690)
W/2 of SW/4

TOWNSHIP 22 SOUTH - RANGE 4 WEST

Section 15

TRACT 3 - (AL2 1687)
E/2 of NW/4

1. Deed Tax	\$	
2. Mtg. Tax	\$	10.00
3. Recording Fee	\$	3.00
4. Indexing Fee	\$	
5. No Tax Fee	\$	1.00
6. Certified Fee	\$	
Total	\$	14.00

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

91 NOV 26 AM 10:22

JUDGE OF PROBATE

sm/land/assignment/sg/amendmnt.cah

(AL2 610)

BOOK 374 PAGE 858