

AMENDMENT OF PARTIAL ASSIGNMENT

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 379 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 interests 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 as of the date of said Assignment.

WITNESSES:

Rosey Swales
Maria V. Snyder

Shannon I Wagon
Andrea L Hebert

Patricia L. She
Christina

Shannon I Wagon
Andrea L 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 Kuestel Vice President

SMITH-GORDY METHANE COMPANY

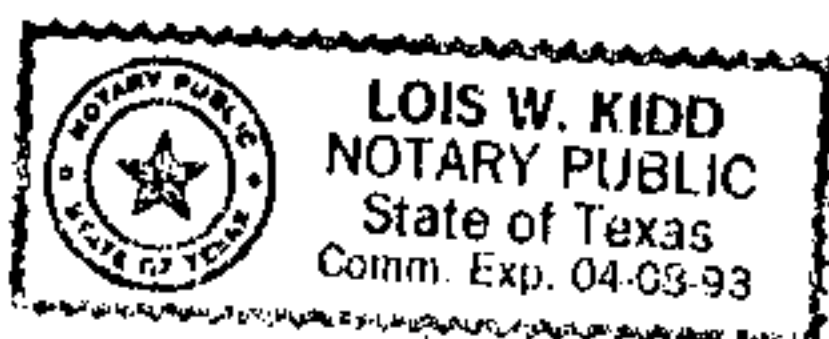
BY: Russell D. Gordy, Managing Partner

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 12th day of November 1991.



Lois W. Kidd
Notary Public

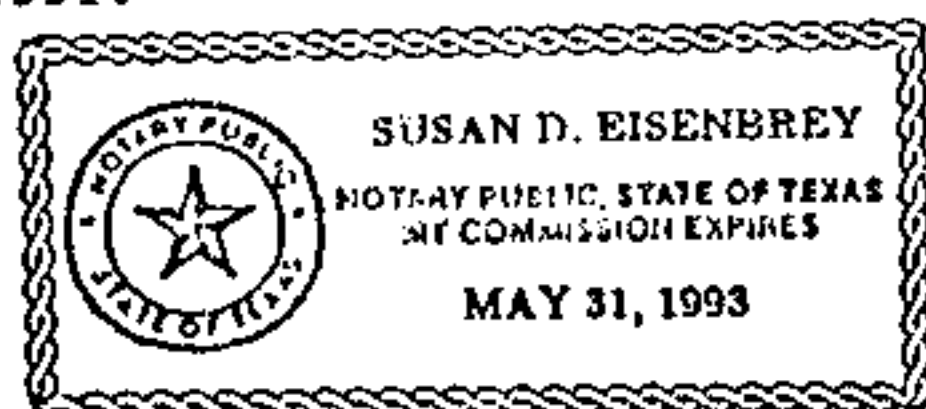
My Commission Expires: _____

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. Kipp 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

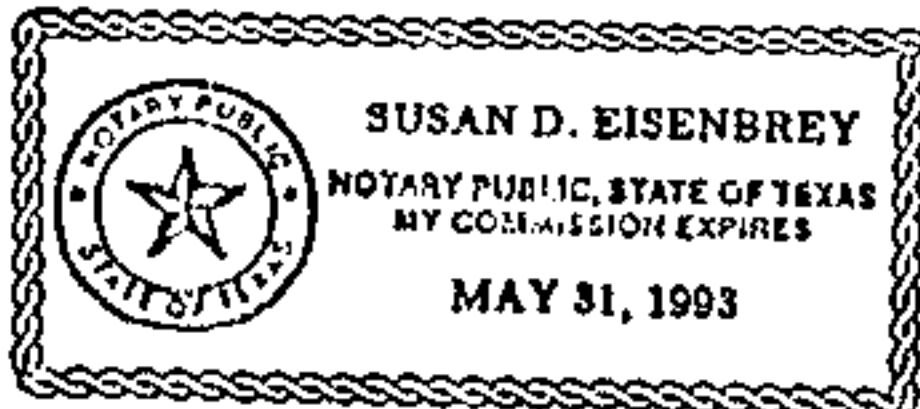
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STATE OF TEXAS §

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/adshe609

(AL2 609)

EXHIBIT "A"

Attached to and made a part 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. (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 25

TRACT 1 - (AL2 1604)
SE/4 of NE/4 and NE/4 of SE/4

Section 36

TRACT 2 - (AL2 1579)
E/2 of NW/4

Township 21 South - Range 3 West

Section 17

TRACT 3 - (AL2 1681)
E/2 of SW/4

Township 22 South - Range 4 West

Section 10

TRACT 4 - (AL2 1861)
N/2 of SW/4

Section 12

TRACT 5 - (AL2 1696)
W/2 of NE/4

Section 13

TRACT 6 - (AL2 1635)
W/2 of NE/4

Section 16

TRACT 7 - (AL2 1715)
E/2 of NE/4

TRACT 8 - (AL2 1719)
E/2 of SE/4

Section 21

TRACT 9 - (AL2 1718)
W/2 of NW/4

Township 22 South - Range 4 West - Cont'd

Section 21 - Cont'd

TRACT 10 - (AL2 1820)
E/2 of NW/4

TRACT 11 - (AL2 1819)
W/2 of NE/4

TRACT 12 - (AL2 1818)
E/2 of NE/4

TRACT 13 - (AL2 1857)
W/2 of SW/4

TRACT 14 - (AL2 1779)
E/2 of SW/4

Section 22

TRACT 15 - (AL2 1698)
E/2 of NW/4

TRACT 16 - (AL2 1714)
W/2 of NE/4

TRACT 17 - (AL2 1699)
E/2 of NE/4

Section 23

TRACT 18 - (AL2 1706)
E/2 of SE/4

THIS INSTRUMENT WAS PREPARED BY: Lois W. Kidd
7880 San Felipe, Suite 100
Houston, Texas 77063

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

91 NOV 26 AM 10:21

JUDGE OF PROBATE

1. Deed Tax	\$	_____
2. Mtg. Tax	\$	_____
3. Recording Fee	\$	12.50
4. Indexing Fee	\$	3.00
5. No Tax Fee	\$	_____
6. Certified Fee	\$	1.00
Total	\$	16.50

sm/land/assign/sg/ex-al2.609

(AL2 609)