

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 and recorded in Book 325, Page 610 of 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. 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 the sooner of the date hereof or as of the date of first production from any well situated on lands described on Exhibit "A".

WITNESSES:

Rosey Swales
Marie U. Snyder

Shannon J. Wagner
Andrea R. Hebert

Patricia A. Shee
Christina Dapp

Shannon J. 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

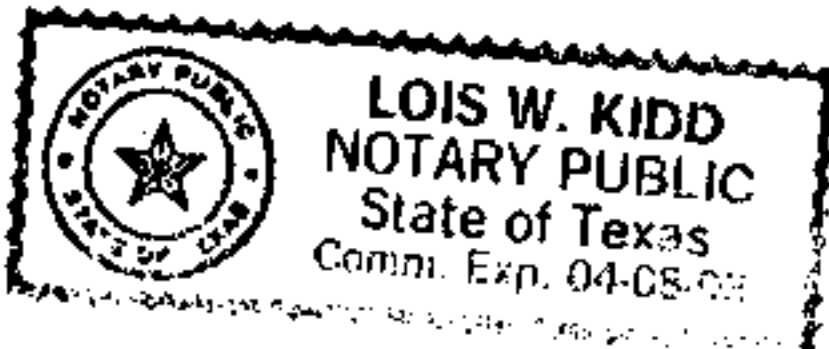
BY: Russell D. Gordy, Managing Partner



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 12th day of November 1991.



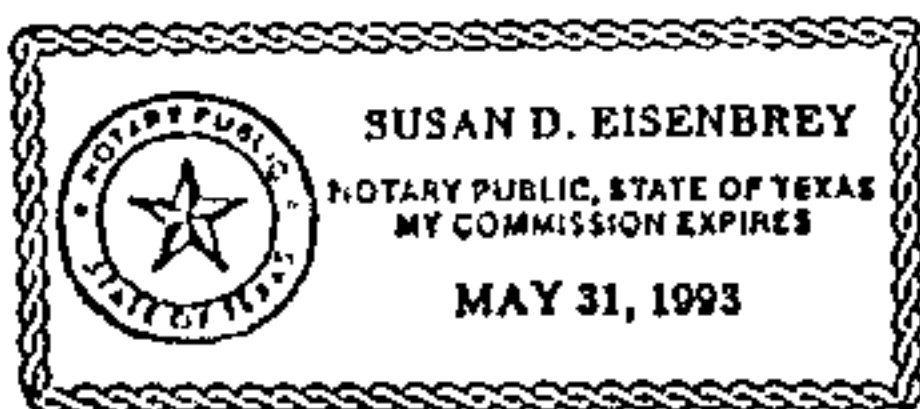
Lois W. Kidd
Notary Public

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 C. Byler
Notary Public

My Commission Expires: is permanent

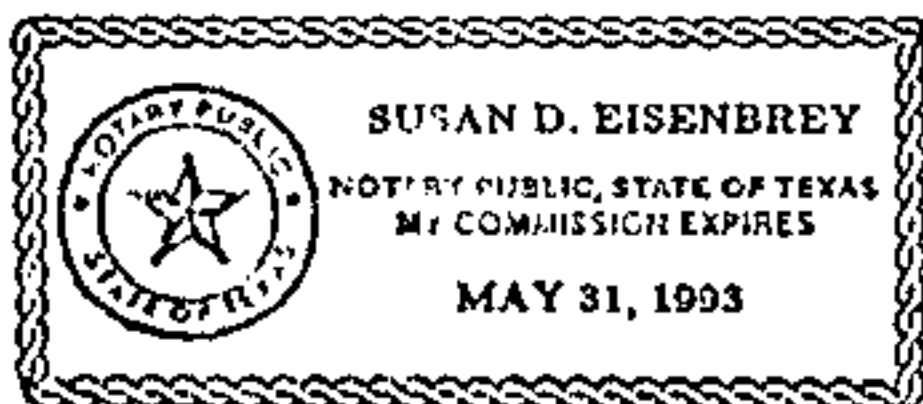
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STATE OF TEXAS §

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/shelby.adm

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

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. (AL2 001)

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.

SHELBY COUNTY LEASES

Township 20 South, Range 3 West:

TRACT 1 (AL2 1629)

W/2 NE/4 Sec. 31

TRACT 2 (AL2 1626)

E/2 SW/4 Sec. 31

TRACT 3 (AL2 1758)

W/2 SW/4 Sec. 31

TRACT 4 (AL2 1760)

E/2 NE/4 Sec. 31

Township 21 South, Range 3 West:

TRACT 5 (AL2 1630)

W/2 NW/4 Sec. 5

TOTAL

This instrument prepared by:

Lois W. Kidd
7880 San Felipe, Ste. 100
Houston, TX 77063

sm/land/assign/methane/cahabex.usx

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

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

91 NOV 26 AM 10:21 400 Acres

Thomas W. Cunningham, Jr.
JUDGE OF PROBATE