

AMENDMENT OF PARTIAL ASSIGNMENT

THE STATE OF ALABAMA §
COUNTY OF SHELBY §

Reference is hereby made for all purposes to that certain Partial Assignment, dated May 9, 1991, recorded in Book 347, Page 266 in the Records of Judge of Probate, Shelby County, Alabama, hereinafter called "said Assignment", between MCKENZIE METHANE CORPORATION, hereinafter called "Assignor", and THE NORTHWESTERN MUTUAL LIFE INSURANCE COMPANY, hereinafter called "Assignee", whereby Assignor did BARGAIN, GRANT, SELL, TRANSFER, ASSIGN AND CONVEY unto Assignee an undivided interest 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 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 conveyed 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:

Anna M. Hamilton
Lomene Nelson

ASSIGNOR:

MCKENZIE METHANE CORPORATION

BY: Michael McKenzie
Michael McKenzie, President

ASSIGNEE:

THE NORTHWESTERN MUTUAL LIFE
INSURANCE COMPANY

BY: J. Thomas Christofferson
J. Thomas Christofferson

Patricia A. She
Jerome R. Baird

BOOK 398 PAGE 195

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.

1992. Given under my hand and official seal this the 9th day of January



Sheila K Marak
Notary Public

My Commission Expires: 6-17-95

STATE OF WISCONSIN §

COUNTY OF MILWAUKEE §

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that J. Thomas Christofferson, 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.

1992. Given under my hand and official seal this the 5th day of March

[Signature]
Notary Public

My Commission Expires: 6-6-93

sm/land/assignment/sg/adshe614

EXHIBIT "A"

Attached to and made a part of that certain Amendment of Partial Assignment dated August 1, 1991, between McKenzie Methane Corporation, as Assignor, and The Northwestern Mutual Life Insurance Company, 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 15

TRACT 1 - (AL2 989)
S/2 of SW/4

Section 25

TRACT 2 - (AL2 1578)
E/2 of SW/4

TOWNSHIP 21 SOUTH - RANGE 3 WEST

Section 18

TRACT 3 - (AL2 992)
W/2 of NE/4

Section 30

TRACT 4 - (AL2 1601)
E/2 of NW/4

TRACT 5 - (AL2 1651)
SW/4 of NW/4, NW/4 of SW/4

TOWNSHIP 22 SOUTH - RANGE 3 WEST

Section 7

TRACT 6 - (AL2 1572)
NW/4 of SW/4, being 40 acres, more or less.

TOWNSHIP 22 SOUTH - RANGE 4 WEST

Section 1

TRACT 7 - (AL2 1557)
W/2 of SE/4

Section 4

TRACT 8 - (AL2 1591)
W/2 of NE/4

TRACT 9 - (AL2 1676)
E/2 of NE/4

Section 12

TRACT 10 - (AL2 1682)
E/2 of SW/4

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

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

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

92 MAR 28 AM 8:41

JUDGE OF PROBATE

sm/land/assignment/northwest/northwes.exh