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KNOW ALL MEN BY THESE PRESENTS:

374 PAGE 868

Undivided Interest

41.666667% (.41666667)

8.87% (.0887)

300%

300%

300%

300%

Assignor hereby binds and obligates itself and its successors and assigns to Warrant and Forever defend title to the respective interest set forth above unto Assignee, their respective successors and assigns, against every person or entity whomsoever claiming or to claim the same or any portion thereof by, through or under Assignor, but not otherwise, subject to the burdens against said Lease and the agreements to which this Partial Assignment is expressly made subject, but with full subrogation and substitution to all covenants and warranties by others heretofore given or made with respect to said Lease or any part thereof or interest therein.

This Partial Assignment shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

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 the first production from any well situated on said Lands.

WITNESSES:

Rosey Swales
Carl W. Hall

ASSIGNOR:

MCKENZIE METHANE CORPORATION

BY: Michael McKenzie
Michael McKenzie, President

ASSIGNEE:

SG METHANE COMPANY

BY: Russell D. Gordy
Russell D. Gordy, Managing Partner

SMITH-GORDY METHANE COMPANY

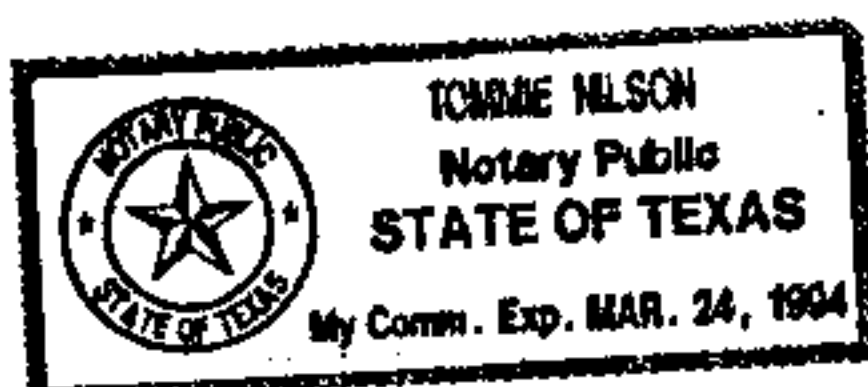
BY: Russell D. Gordy
Russell D. Gordy, Managing Partner

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 Partial Assignment, and who is known to me, acknowledged before me on this day that, being informed of the contents of said 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.



Tommie Nilson
Notary Public

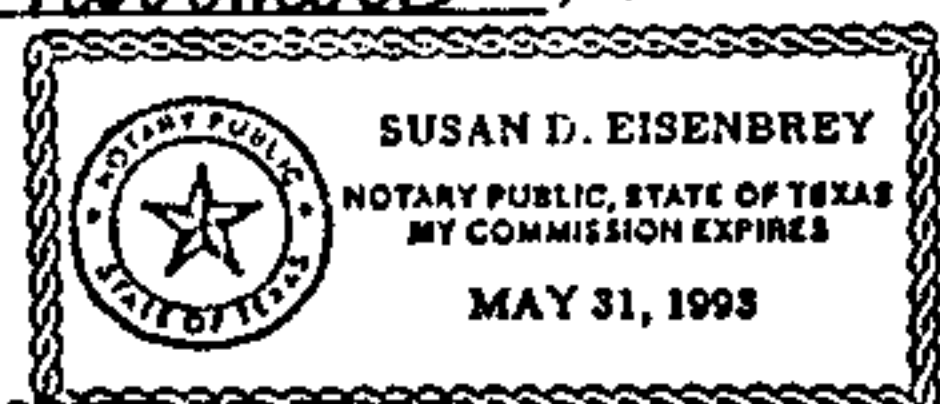
My Commission Expires: _____

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 Partial Assignment, and who is known to me, acknowledged before me on this day that, being informed of the contents of said 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

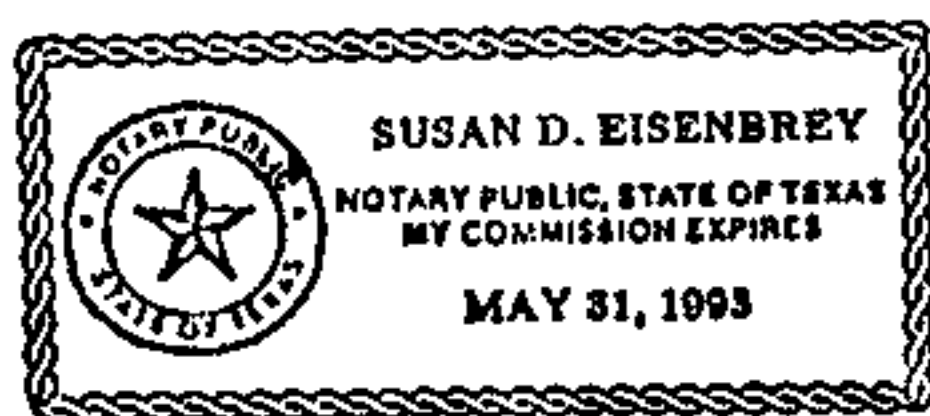
My Commission Expires: _____

STATE OF 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 Partial Assignment, and who is known to me, acknowledged before me on this day that, being informed of the contents of said 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.al

EXHIBIT "A"

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

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.

All of said tracts are located in Shelby County, Alabama and containing 80 acres, more or less, unless otherwise indicated.

TOWNSHIP 21 SOUTH - RANGE 3 WEST

Section 17

TRACT 1 - (AL2 1889)
NE/4 of SE/4 and SW/4 of SE/4

TRACT 2 - (AL2 1937)
E/2 of NW/4

Section 18

TRACT 3 - (AL2 1667)
E/2 of NE/4

TRACT 4 - (AL2 1921)
E/2 of SE/4

Section 20 and Section 21

TRACT 5 - (AL2 1890)
NE/4 of NE/4 of Section 20 and NW/4 of NW/4 of Section 21

Section 29

TRACT 6 - (AL2 1907)
NW/4 of SE/4 and SW/4 of NE/4

Section 31

TRACT 7 - (AL2 1950)
SW/4 of NE/4 and NW/4 of SE/4

Section 32

TRACT 8 - (AL2 1886)
NW/4 of NW/4, being 40 acres, more or less.

TOWNSHIP 21 SOUTH, RANGE 4 WEST

Section 25

TRACT 9 - (AL2 1665)
SE/4 of NW/4, E/2 of SW/4 of NW/4 and SE diagonal 1/2 of NE/4 of NW/4

TOWNSHIP 21 SOUTH, RANGE 4 WEST - CONT'D

Section 30

TRACT 10 - (AL2 1908)
W/2 of SW/4

Section 35

TRACT 11 - (AL2 1958)
SE Diagonal 1/2 of S/2 of NE/4, being 40 acres more or less

TOWNSHIP 22 SOUTH, RANGE 4 WEST

Section 1

TRACT 12 - (AL2 1910)
W/2 of NW/4

Section 4

TRACT 13 - (AL2 1678)
SE/4 of SE/4, being 40 acres, more or less.

TRACT 14 - (AL2 1616)
W/2 of SE/4

Section 12

TRACT 15 - (AL2 1563)
W/2 of SE/4

Section 15

TRACT 16 - (AL2 1639)
N/2 of SW/4

Section 21

TRACT 17 - (AL2 1821)
W/2 of SE/4

Section 22

TRACT 18 - (AL2 1769)
E/2 of SW/4

Section 23

TRACT 19 - (AL2 1702)
E/2 of NE/4

Section 24

TRACT 20 - (AL2 1709)
W/2 of SW/4

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

91 NOV 26 AM 10:26

JUDGE OF PROBATE

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

Min TAX 37.40
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 \$ 53.90

sm/land/assignment/sg/cahaba