

THIS INSTRUMENT PREPARED BY, AND  
AFTER RECORDING RETURN TO:  
JONES, DAY, REAVIS & POGUE  
2300 TRAMMELL CROW CENTER  
2001 ROSS AVENUE  
DALLAS, TEXAS 75201  
ATTN: MS. DIANE BROOKS

### ASSIGNMENT

THE STATE OF ALABAMA        )  
                                  )  
COUNTY OF SHELBY        )  
                                  )  
                                  ) (   KNOW ALL MEN BY THESE PRESENTS:

THAT for and in consideration of the sum of ONE HUNDRED DOLLARS (\$100.00) and other good and valuable consideration in hand paid, the receipt and sufficiency of which is hereby acknowledged, McKenzie Methane Corporation, a Texas corporation, whose address is 7880 San Felipe, Suite 100, Houston, Texas 77063 (hereinafter called "Assignor") has BARGAINED, GRANTED, SOLD, TRANSFERRED, ASSIGNED AND CONVEYED and does by these presents BARGAIN, GRANT, SELL, TRANSFER, ASSIGN AND CONVEY unto the party set forth below (hereinafter "Assignee"), the undivided interest set forth below in and to the lease described on Exhibit "A" attached hereto and made a part hereof and any amendments thereto and ratifications thereof (hereinafter referred to as "said Lease"), insofar and only insofar as said Lease covers the lands described in said Exhibit "A" (hereinafter referred to as "said Lands") together with like undivided interest in the wells and all personal property and equipment situated on said Lands and attributable to said Lease, or used or obtained in connection therewith.

#### Assignee

Mission Energy Methane Company  
18872 MacArthur Boulevard  
Suite 400  
Irvine, CA 92715-1448

#### Undivided Interest

11.00%   (.1100)

The interest herein assigned is subject to its proportionate share of the royalties, overriding royalties and other burdens against said Lease as of the effective date hereof, the terms, conditions, obligations, and provisions set forth in said Lease insofar as they cover and affect said Lands, and is subject to the Development Agreement dated effective March 15, 1991, as amended, subject to the Agreement and Amendment No. 2 to Development Agreement and Amendment No. 1 to Phase IV Program Participation Agreement by and between Assignor and Assignee.

Reference is here made to said Exhibit "A", to all of the instruments and records mentioned or referred to therein or herein and to all of those mentioned in all of said instruments for all purposes in connection herewith.

1992-23662

10/15/1992-23662  
03:09 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
007 MCD 21.50

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, its 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 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 Assignment shall be binding upon and inure to the benefit of the party hereto and its respective successors and assigns.

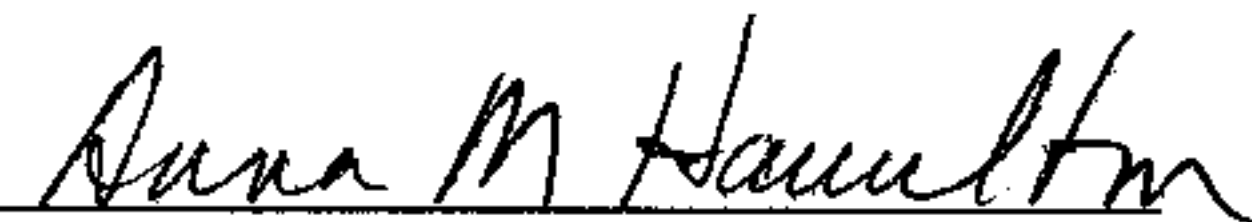
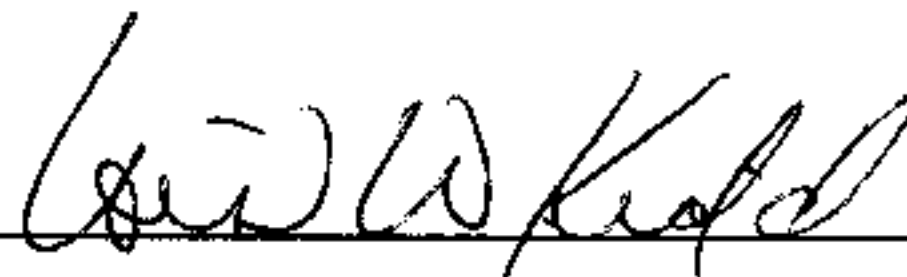
IN WITNESS WHEREOF, the undersigned have executed this instrument this 23<sup>rd</sup> day of September, 1992, and same shall be effective the sooner of the date hereof or as of the date of the first production from any well situated on said Lands.

ASSIGNOR:

MCKENZIE METHANE CORPORATION

By: 

WITNESSES:


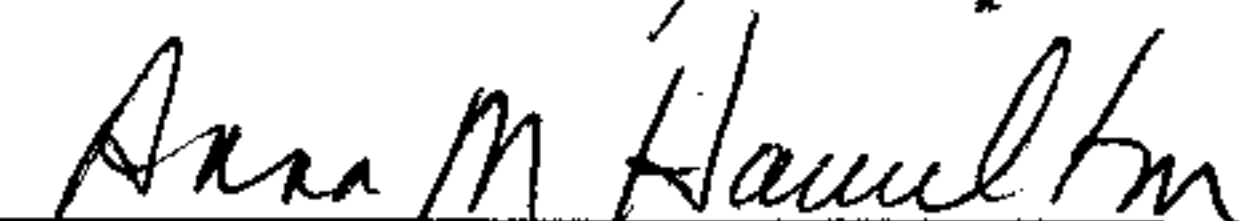
  


ASSIGNEE:

MISSION ENERGY METHANE COMPANY

By: 

WITNESSES:

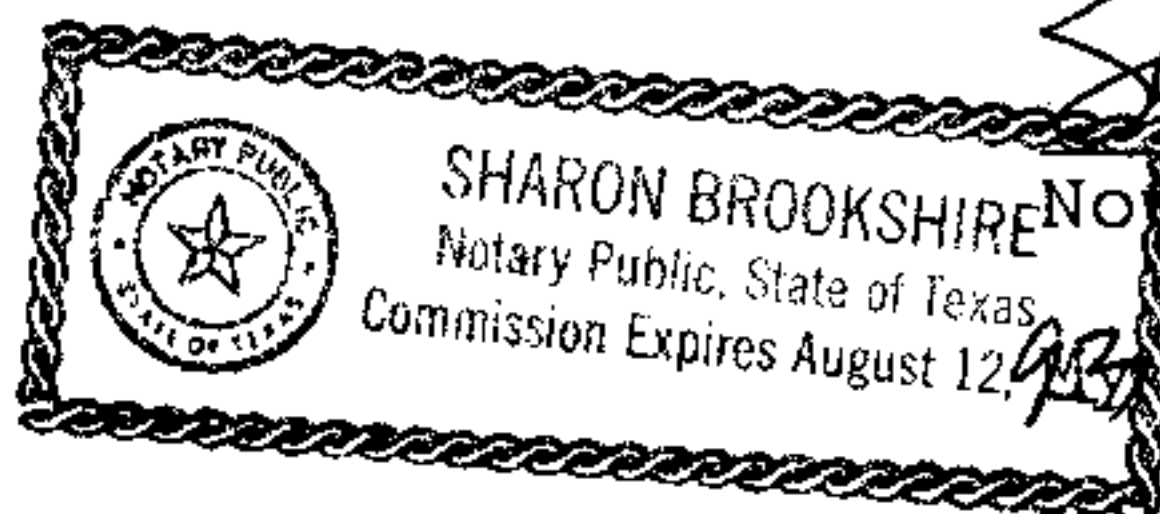
  


STATE OF TEXAS )

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 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 23rd day of September, 1992.



Sharon Brookshire  
Notary Public

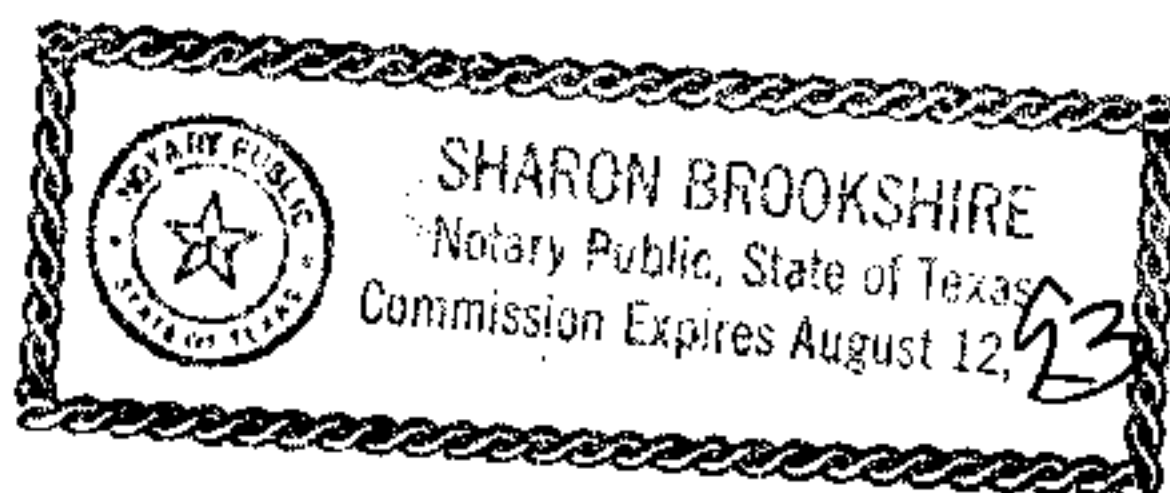
Commission Expires: \_\_\_\_\_

STATE OF TEXAS )

COUNTY OF HARRIS )

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that MICHAEL MCKENZIE whose name as V.P. of Mission Energy Methane Company, a California corporation, is signed to the foregoing 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 23rd day of September, 1992.



Sharon Brookshire  
Notary Public

My Commission Expires: \_\_\_\_\_



EXHIBIT "A"

Attached to and made a part of that certain Assignment dated effective September 1, 1992, between McKenzie Methane Corporation and Mission Energy Methane Company.

CAHABA AREA  
(Phase III-A)

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 and recorded by a Memorandum of Lease dated November 30, 1988, in Book 128, Page 953 in the Office of Judge of Probate of Bibb County, Alabama. (0102 001)

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 116 in the Office of Judge of Probate of Bibb County. (0102 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 125 in the Office of Judge of Probate of Bibb County. (0102 014)

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 or Bibb Counties, Alabama.

Each tract listed herein below consists of 40 acres, more or less, unless otherwise indicated:

TOWNSHIP 21 SOUTH, RANGE 3 WEST:

Tract 1: NE/4 of NE/4 of Section 29 (0102 1669)

TOWNSHIP 22 SOUTH, RANGE 4 WEST:

Tract 2: NW/4 of SW/4 of Section 17 (0102 1584)

Each tract listed herein below consists of 80 acres, more or less, unless otherwise indicated:

TOWNSHIP 21 SOUTH, RANGE 4 WEST:

Tract 3: E/2 of SW/4 of Section 21 (0102 1749)

Tract 4: E/2 of NW/4 of Section 32 (0102 1743)

Tract 5: W/2 of SE/4 of Section 34 (0102 983)

Tract 6: N/2 of NW/4 of Section 35 (0102 984)

Tract 7: N/2 of NE/4 of Section 34 (0102 980)

Tract 8: W/2 of SE/4 of Section 29 (0102 1746)

Tract 9: E/2 of SE/4 of Section 28 (0102 1547)

Tract 10: E/2 of SW/4 of Section 27 (0102 1525)

TOWNSHIP 21 SOUTH, RANGE 4 WEST -CONT'D:

Tract 11: E/2 of NE/4 of Section 29 (0102 1748)  
Tract 12: E/2 of SW/4 of Section 20 (0102 1540)  
Tract 13: E/2 of SW/4 of Section 23 (0102 1752)  
Tract 14: W/2 of SE/4 of Section 23 (0102 1541)  
Tract 15: E/2 of SE/4 of Section 23 (0102 1542)  
Tract 16: W/2 of SW/4 of Section 24 (0102 1538)  
Tract 17: E/2 of SW/4 of Section 24 (0102 1539)  
Tract 18: W/2 of NW/4 of Section 22 (0102 1599)  
Tract 19: E/2 of NE/4 of Section 21 (0102 1799)  
Tract 20: W/2 of SE/4 of Section 35 (0102 1577)  
Tract 21: SE Diagonal 1/2 of SW/4 of Section 35 (0102 1569)  
Tract 22: NW Diagonal 1/2 of SW/4 of Section 35 (0102 986)  
Tract 23: E/2 of NW/4 of Section 36 (0102 1579)

TOWNSHIP 21 SOUTH, RANGE 3 WEST:

Tract 24: W/2 of SW/4 of Section 5 (0102 1528)  
Tract 25: E/2 of NW/4 of Section 5 (0102 1628)  
Tract 26: S/2 of NW/4 of Section 29 (0102 1664)  
Tract 27: W/2 of SE/4 of Section 30 (0102 1671)  
Tract 28: S/2 of SW/4 of Section 20 (0102 1668)  
Tract 29: E/2 of SW/4 of Section 30 (0102 1711)

TOWNSHIP 22 SOUTH, RANGE 5 WEST:

Tract 30: W/2 of SW/4 of Section 24 (0102 1722)  
Tract 31: E/2 of SW/4 of Section 24 (0102 1723)  
Tract 32: E/2 of SE/4 of Section 24 (0102 1725)  
Tract 33: W/2 of NW/4 of Section 24 (0102 1729)  
Tract 34: W/2 of NE/4 of Section 24 (0102 1730)  
Tract 35: E/2 of NW/4 of Section 24 (0102 1581)  
Tract 36: E/2 of NE/4 of Section 24 (0102 1731)  
Tract 37: S/2 of SE/4 of Section 13 (0102 1736)  
Tract 38: N/2 of SE/4 of Section 13 (0102 1737)  
Tract 39: E/2 of NW/4 of Section 13 (0102 1739)  
Tract 40: W/2 of NE/4 of Section 13 (0102 1740)

TOWNSHIP 22 SOUTH, RANGE 4 WEST:

Tract 41: E/2 of NE/4 of Section 4 (0102 1676)  
Tract 42: E/2 of SW/4 of Section 4 (0102 1617)  
Tract 43: W/2 of SW/4 of Section 19 (0102 1726)

*Sheila Marak  
per McKenzie  
10/1/92  
Companies*

TOWNSHIP 22 SOUTH, RANGE 4 WEST - CONT'D:

Tract 44: E/2 of SW/4 of Section 19 (0102 1727)  
Tract 45: W/2 of SE/4 of Section 19 (0102 1583)  
Tract 46: S/2 of SW/4 of Section 20 (0102 1586)  
Tract 47: N/2 of SW/4 of Section 20 (0102 1728)  
Tract 48: W/2 of NW/4 of Section 19 (0102 1732)  
Tract 49: E/2 of NW/4 of Section 19 (0102 1733)  
Tract 50: W/2 of NE/4 of Section 19 (0102 1734)  
Tract 51: E/2 of NE/4 of Section 19 (0102 1735)  
Tract 52: W/2 of SW/4 of Section 18 (0102 1612)  
Tract 53: E/2 of SW/4 of Section 18 (0102 1614)  
Tract 54: W/2 of SE/4 of Section 18 (0102 1611)  
Tract 55: E/2 of SE/4 of Section 18 (0102 1613)  
Tract 56: S/2 of SW/4 of Section 17 (0102 1585)  
Tract 57: W/2 of SE/4 of Section 5 (0102 1712)  
Tract 58: E/2 of SW/4 of Section 5 (0102 1679)  
Tract 59: E/2 of SE/4 of Section 17 (0102 1625)  
Tract 60: W/2 of SE/4 of Section 17 (0102 1603)  
Tract 61: W/2 of NW/4 of Section 16 (0102 1786)  
Tract 62: W/2 of NW/4 of Section 9 (0102 1618)  
Tract 63: E/2 of NW/4 of Section 16 (0102 1689)  
Tract 64: SE/4 of SW/4 of Section 10 (0102 1610)  
Tract 65: SW/4 of NW/4 of Section 15 (0102 1566)  
Tract 66: W/2 of NW/4 of Section 14 (0102 1565)  
Tract 67: S/2 of SW/4 of Section 15 (0102 1567)  
Tract 68: E/2 of NE/4 of Section 15 (0102 1597)  
Tract 69: E/2 of SE/4 of Section 10 (0102 1620)  
Tract 70: S/2 of SE/4 of Section 15 (0102 1621)  
Tract 71: E/2 of NW/4 of Section 1 (0102 1685)  
Tract 72: W/2 of NE/4 of Section 11 (0102 1593)  
Tract 73: W/2 of NE/4 of Section 16 (0102 1622)  
Tract 74: E/2 of SW/4 of Section 16 (0102 1623)  
Tract 75: E/2 of SE/4 of Section 11 (0102 1695)  
Tract 76: W/2 of SE/4 of Section 16 (0102 1684)  
Tract 77: W/2 of SW/4 of Section 16 (0102 1720)  
Tract 78: SE/4 of NW/4 and NE/4 of SW/4 of Section 11 (0102 1633)  
Tract 79: E/2 of NE/4 of Section 11 (0102 1693)

TOWNSHIP 22 SOUTH, RANGE 4 WEST - CONT'D:

Tract 80: W/2 of SE/4 of Section 11 (0102 1694)

Tract 81: W/2 of SW/4 of Section 4 (0102 1677)

Tract 82: E/2 of NW/4 of Section 4 (0102 1650)

Tract 83: E/2 of NW/4 of Section 9 (0102 1619)

Tract 84: W/2 of SW/4 of Section 14 (0102 1717)

Tract 85: N/2 of SE/4 of Section 15 (0102 1688)

Tract 86: E/2 of NW/4 of Section 23 (0102 1701)

Tract 87: E/2 of SW/4 of Section 14 (0102 1716)

Tract 88: E/2 of NE/4 of Section 17 (0102 1640)

Tract 89: W/2 of NW/4 of Section 18 (0102 1615)

TOWNSHIP 20 SOUTH - RANGE 3 WEST:

Tract 90: W/2 of SE/4 of Section 31 (0102 1605)

Tract 91: W/2 of NE/4 of Section 31 (0102 1629)

Tract 92: E/2 of SW/4 of Section 31 (0102 1626)

Tract 93: W/2 of SW/4 of Section 31 (0102 1758)

TOWNSHIP 24 NORTH, RANGE 11 EAST:

Tract 94: W/2 of NE/4 of Section 5 (0102 1646)

Tract 95: E/2 of NE/4 of Section 5 (0102 1772)

sm/land/exhibits/mission/assg-5

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