

PARTIAL 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 parties set forth below (hereinafter called "Assignee", whether one or more), the undivided interests set forth below in and to the leases described on Exhibit "A" attached hereto and made a part hereof and any amendments thereto and ratifications thereof (hereinafter referred to as "said Leases"), insofar and only insofar as said Leases cover the lands described in said Exhibit "A" (hereinafter referred to as "said Lands"), together with like undivided interests in the wells and all personal property and equipment situated on said Lands and attributable to said Leases, or used or obtained in connection therewith.

Inst # 1994-17539

<u>Assignees</u>	<u>Undivided Working Interest</u>
Kam Chi Ip 13 Clansmoor Court Sugar Land, TX 77479	.00022600
Century International 11006 April Way Houston, TX 77024	.00050000
Charlie Howard 9300 U.S. 90A Sugar Land, TX 77478	.00188600
Arthur J. Logan 333 San Saba Marble Falls, TX 78654	.00150900
Sam Wyche P.O. Box 1407 New Albany, IN 47150	.00188600
Dr. Jose A. Diaz-Esquivel 1500 Coulter Road, Suite #1 Amarillo, TX 79106	.00188600
Thomas W. Holley, Revocable Trust 11966 St. Charles Rock Road Bridgeton, MO 63044	.00377200
David McQuiston 18450 White Fawn Drive Monument, CO 80132	.00188580
✓ Sue B. Lane Family Trust 140 Laitram Lane Harahan, LA 70123	.01584200
Dr. John V. Denko P.O. Box 9703 Rancho Santa Fe, CA 92067	.00754300
Susan S. Denko P.O. Box 9703 Rancho Santa Fe, CA 92067	.00754300
David A. Frazee Morris E 1-2 Harvard Business School Boston, MA 02163	.00377200

Inst # 1994-17539

06/01/1994-17539
12:06 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
017 NCD 49.50

Michael W. Frazee P.O. Box 9703 Rancho Santa Fe, CA 92067	.00301700
Wendy Weir Frazee P.O. Box 9703 Rancho Santa Fe, CA 92067	.00188600
✓ Dewey H. Lane, M.D. P.O. Box 1245 Pascagoula, MS 39567	.00188600
✓ L & L Investments, Ltd. P.O. Box 1245 Pascagoula, MS 39567	.00565800
Surgical Associates Profit Sharing Trust 4211 Hospital Road, Suite 312 Pascagoula, MS 39567	.00377200
Sinowski & Jones Attorneys at Law P.O. Box 93887 Atlanta, GA 30377	.00240000
Frank Grady, M.D. 103 Parking Way Lake Jackson, TX 77566	.00150900
Clark F. May 1810 Peer Houston, TX 77043	.00075500
Larry L. Likover, M.D. 909 Frostwood, Suite 353 Houston, TX 77024	.00150800
Kathryn L. Spiegel 2 Ninth Green Drive Horseshoe Bend Roswell, GA 30076-3595	.01131500
Melton J. Horwitz, M.D. 1500 St. Luke's Medical Tower 6624 Fannin Houston, Texas 77030	.00037700
McKenzie Oil & Gas 1988-1 Ltd. 7880 San Felipe, Suite 100 Houston, TX 77063	.26262130
DJ Investments 7131 Trailbrook Drive Sugar Land, TX 77479	.00377200
Kenneth V. Knight, as Trustee of the Kenneth V. Knight Revocable Trust dated 12-18-89 6911 Mira Flores Ave Coral Gables, FL 33143-6515	.00754300
U.S. Methane Partners, Ltd. 7880 San Felipe, Suite 100 Houston, TX 77063	.20517010
Charles W. Janke, Seperate Property 3424 Ella Lee Houston, TX 77027	.00912800
Nonnie Hussa 2090 S.W. Summit Drive Lake Oswego, OR 97034-3624	.00188600

Linda M. Jacobs
504 E. Otero Court
Littleton, CO 80122

.00250000

Steven A. Helland
2121 San Jac. #1900
Lock Box 56
Dallas, TX 75201

.00113150

Thomas E. Nevotti
6200 Tarnef
Houston, TX 77074

.00237990

Lowell D. Odom
Rt. 1, Box 1412-1
Columbus, TX 78934

.00125000

The interest herein assigned are subject to their proportionate share of the royalties, overriding royalties and other burdens against said Leases as of the effective date hereof, the terms, conditions, obligations, and provisions set forth in said Leases. The interest herein assigned is further subject to the provisions of any and all agreements binding on Assignor and Assignee to the extent that the same burden the undivided interests herein assigned to such Assignee and are valid and existing on the effective date hereof, including but not limited to participation agreements, development agreements, operating agreements, gas sales contracts and unitization agreements, and any amendments thereto.

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.

Assignor hereby binds and obligates itself and its successors and assigns to Warrant and Forever defend title to the respective interests set forth above unto the respective-named 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 Leases 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 Leases or any part thereof or interests therein.

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

This instrument may be executed in any number of counterparts, each having the force and effect of an original and together constituting one and the same instrument, to be binding on any party who executes the same regardless of whether any other party signs the same or any other counterpart.

IN WITNESS WHEREOF, the undersigned have executed this instrument this 25th day of October, 1993 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:

De Van Overbeke
Andrea B. Henderson

ASSIGNOR:

MCKENZIE METHANE CORPORATION

Michael McKenzie, President

WITNESSES:

ASSIGNEE:

Kam Chi Ip

WITNESSES:

WITNESSES:

WITNESSES:

WITNESSES:

WITNESSES:

WITNESSES:

WITNESSES:

WITNESSES:

Casimir M. Han
Angelina F. Lane

WITNESSES:

ASSIGNEE:

CENTURY INTERNATIONAL

Barry Horwitz, Owner

ASSIGNEE:

Charlie Howard

ASSIGNEE:

Arthur J. Logan

ASSIGNEE:

Sam Wyche

ASSIGNEE:

Dr. Jose A. Diaz-Esquivel

ASSIGNEE:

Thomas W. Holley Revocable Trust
Thomas W. Holley, Trustee

ASSIGNEE:

David McQuiston

ASSIGNEE:

Sue B. Lane

Sue B. Lane Family Trust
S. Wesley Lane, Trustee

ASSIGNEE:

Dr. John V. Denko

WITNESSES:

ASSIGNEE:

Susan S. Denko

WITNESSES:

ASSIGNEE:

David A. Frazee

WITNESSES:

ASSIGNEE:

Michael W. Frazee

WITNESSES:

ASSIGNEE:

Wendy Weir Frazee

WITNESSES:

ASSIGNEE:

Dewey H. Lane, M.D.

WITNESSES:

ASSIGNEE:

L & L INVESTMENTS, LTD.

Dewey H. Lane, Managing General Partner

WITNESSES:

ASSIGNEE:

SURGICAL ASSOCIATES PROFIT SHARING TRUST

Dewey H. Lane, Trustee

WITNESSES:

ASSIGNEE:

SINOWSKI & JONES

By:

WITNESSES:

ASSIGNEE:

Frank Grady, M.D.

WITNESSES:

ASSIGNEE:

Clark F. May

WITNESSES:

ASSIGNEE:

Larry L. Likover, M.D.

WITNESSES:

ASSIGNEE:

Kathryn L. Spiegel

WITNESSES:

ASSIGNEE:

Melton J. Horwitz, M.D.

WITNESSES:

ASSIGNEE:

MCKENZIE OIL & GAS 1988-1 LTD.

Michael McKenzie, General Partner

WITNESSES:

ASSIGNEE:

DJ INVESTMENTS

Edward M. Duval, Managing Partner

WITNESSES:

ASSIGNEE:

Kenneth V. Knight, as Trustee of the
Kenneth V. Knight Revocable Trust dated
December 18, 1989

WITNESSES:

ASSIGNEE:

U.S. METHANE PARTNERS, LTD

Michael McKenzie, General Partner

WITNESSES:

ASSIGNEE:

Charles W. Janke, Seperate Property

WITNESSES:

ASSIGNEE:

Nonnie Husa

WITNESSES:

ASSIGNEE:

Linda M. Jacobs

WITNESSES:

ASSIGNEE:

Steven A. Helland

WITNESSES:

ASSIGNEE:

Thomas E. Nevotti

WITNESSES:

ASSIGNEE:

Lowell D. Odom

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, 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 25th day of October, 1993.

Sheila K. Marak
Notary Public

My Commission Expires: 6-17-95



STATE OF TEXAS)

COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Kam Chi Ip 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, executed the same voluntarily for on the date the same bears date.

Given under my hand and official seal this the _____ day of _____, 1993.

Notary Public
My Commission Expires: _____

STATE OF TEXAS)

COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Barry Horwitz, whose name as Owner of Century International 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 on the date the same bears date.

Given under my hand and official seal this the _____ day of _____, 1993.

Notary Public
My Commission Expires: _____

STATE OF TEXAS)

COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Charlie Howard 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, executed the same voluntarily for on the date the same bears date.

Given under my hand and official seal this the _____ day of _____, 1993.

Notary Public
My Commission Expires: _____

STATE OF TEXAS)

COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Arthur J. Logan 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, executed the same voluntarily for on the date the same bears date.

Given under my hand and official seal this the _____ day of _____, 1993.

Notary Public
My Commission Expires: _____

STATE OF INDIANA)

COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Sam Wyche 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, executed the same voluntarily for on the date the same bears date.

Given under my hand and official seal this the _____ day of _____, 1993.

Notary Public
My Commission Expires: _____

STATE OF TEXAS)

COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Dr. Jose A. Diaz-Esquivel 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, executed the same voluntarily for on the date the same bears date.

Given under my hand and official seal this the _____ day of _____, 1993.

Notary Public
My Commission Expires: _____

STATE OF MISSOURI)

COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Thomas W. Holley, whose name as Trustee of the Thomas W. Holley, Revocable Trust 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, executed the same voluntarily for on the date the same bears date.

Given under my hand and official seal this the _____ day of _____, 1993.

Notary Public
My Commission Expires: _____

STATE OF COLORADO)

COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that David McQuiston 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, executed the same voluntarily for on the date the same bears date.

Given under my hand and official seal this the _____ day of _____, 1993.

Notary Public
My Commission Expires: _____

STATE OF LOUISIANA)

COUNTY OF Jefferson)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that S. Wesley Lane, whose name as Trustee of the Sue B. Lane Family Trust 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, executed the same voluntarily for on the date the same bears date.

Given under my hand and official seal this the 31st day of December, 1993.



GABRIELLE E. HUBER
Louisiana Notary Public
Parish of Jefferson
My Commission is For Life

Gabrielle E. Huber
Notary Public
My Commission Expires: at death

STATE OF CALIFORNIA)

COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Dr. John V. Denko 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, executed the same voluntarily for on the date the same bears date.

Given under my hand and official seal this the _____ day of _____, 1993.

Notary Public
My Commission Expires: _____

STATE OF CALIFORNIA)

COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Susan S. Denko 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, executed the same voluntarily for on the date the same bears date.

Given under my hand and official seal this the _____ day of _____, 1993.

Notary Public
My Commission Expires: _____

STATE OF MASSACHUSETTS)

COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that David A. Frazee 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, executed the same voluntarily for on the date the same bears date.

Given under my hand and official seal this the _____ day of _____, 1993.

Notary Public
My Commission Expires: _____

STATE OF CALIFORNIA)

COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Michael W. Frazee 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, executed the same voluntarily for on the date the same bears date.

Given under my hand and official seal this the _____ day of _____, 1993.

Notary Public
My Commission Expires: _____

STATE OF CALIFORNIA)

COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Wendy Weir Frazee 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, executed the same voluntarily for on the date the same bears date.

Given under my hand and official seal this the _____ day of _____, 1993.

Notary Public
My Commission Expires: _____

STATE OF MISSISSIPPI)

COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Dewey H. Lane, M.D. 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, executed the same voluntarily for on the date the same bears date.

Given under my hand and official seal this the _____ day of _____, 1993.

Notary Public
My Commission Expires: _____

STATE OF MISSISSIPPI)

COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Dewey H. Lane, M.D., whose name as Managing General Partner of L & L Investments, Ltd. 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 on the date the same bears date.

Given under my hand and official seal this the _____ day of _____, 1993.

Notary Public
My Commission Expires: _____

STATE OF MISSISSIPPI)

COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Dewey H. Lane, M.D., whose name as Trustee of Surgical Associates Profit Sharing Trust 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 on the date the same bears date.

Given under my hand and official seal this the _____ day of _____, 1993.

Notary Public
My Commission Expires: _____

STATE OF GEORGIA)

COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that _____, whose name as _____ of Sinowski & Jones 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 on the date the same bears date.

Given under my hand and official seal this the _____ day of _____, 1993.

Notary Public
My Commission Expires: _____

STATE OF TEXAS)

COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Frank Grady, M.D. 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, executed the same voluntarily for on the date the same bears date.

Given under my hand and official seal this the _____ day of _____, 1993.

Notary Public
My Commission Expires: _____

STATE OF TEXAS)

COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Clark F. May 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, executed the same voluntarily for on the date the same bears date.

Given under my hand and official seal this the _____ day of _____, 1993.

Notary Public
My Commission Expires: _____

STATE OF TEXAS)
COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Larry L. Likover, M.D., 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, executed the same voluntarily for on the date the same bears date.

Given under my hand and official seal this the _____ day of _____, 1993.

Notary Public
My Commission Expires: _____

STATE OF GEORGIA)
COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Kathryn L. Spiegel, 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, executed the same voluntarily for on the date the same bears date.

Given under my hand and official seal this the _____ day of _____, 1993.

Notary Public
My Commission Expires: _____

STATE OF TEXAS)
COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Melton J. Horwitz, M.D., 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, executed the same voluntarily for on the date the same bears date.

Given under my hand and official seal this the _____ day of _____, 1993.

Notary Public
My Commission Expires: _____

STATE OF TEXAS)
COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Michael McKenzie, whose name as General Partner of McKenzie Oil & Gas 1988-1 Ltd. 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 on the date the same bears date.

Given under my hand and official seal this the _____ day of _____, 1993.

Notary Public
My Commission Expires: _____

STATE OF TEXAS)

COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Edward M. Duvall, whose name as Managing Partner of D J Investments 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 on the date the same bears date.

Given under my hand and official seal this the _____ day of _____, 1993.

Notary Public
My Commission Expires: _____

STATE OF FLORIDA)

COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Kenneth V. Knight, whose name as Trustee of Kenneth V. Knight Revocable Trust dated December 18, 1989 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 on the date the same bears date.

Given under my hand and official seal this the _____ day of _____, 1993.

Notary Public
My Commission Expires: _____

STATE OF TEXAS)

COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Michael McKenzie, whose name as General Partner of U.S. Methane Partners, Ltd. 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 on the date the same bears date.

Given under my hand and official seal this the _____ day of _____, 1993.

Notary Public
My Commission Expires: _____

STATE OF TEXAS)

COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Charles W. Janke, Seperate Property, 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, executed the same voluntarily for on the date the same bears date.

Given under my hand and official seal this the _____ day of _____, 1993.

Notary Public
My Commission Expires: _____

STATE OF OREGON)

COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Nonnie Husa, 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, executed the same voluntarily for on the date the same bears date.

Given under my hand and official seal this the _____ day of _____, 1993.

Notary Public
My Commission Expires: _____

STATE OF COLORADO)

COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Linda M. Jacobs, 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, executed the same voluntarily for on the date the same bears date.

Given under my hand and official seal this the _____ day of _____, 1993.

Notary Public
My Commission Expires: _____

STATE OF TEXAS)

COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Steven A. Helland, 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, executed the same voluntarily for on the date the same bears date.

Given under my hand and official seal this the _____ day of _____, 1993.

Notary Public
My Commission Expires: _____

STATE OF TEXAS)

COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Thomas E. Nevotti, 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, executed the same voluntarily for on the date the same bears date.

Given under my hand and official seal this the _____ day of _____, 1993.

Notary Public
My Commission Expires: _____

STATE OF TEXAS)

COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Lowell D. Odom, 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, executed the same voluntarily for on the date the same bears date.

Given under my hand and official seal this the _____ day of _____, 1993.

Notary Public
My Commission Expires: _____

EXHIBIT "A"

Attached to and made a part of that certain Partial Assignment dated _____, 1993 by and between McKenzie Methane Corporation, as Assignor, and the Assignees named therein.

CAHABA AREA

Coal Seam Gas Agreement and Option dated September 30, 1988, between USX 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 2-19-89, in Book 280, Page 47, Shelby County Alabama and Second Amendment to Memorandum of Lease dated October 21, 1991, as recorded in Book 391, Page 547, Shelby Co., Alabama. (0102 001)

INSOFAR AND ONLY INSOFAR as the acreage covered by the above leases is included in the tracts described herein below.

The following property is situated in Shelby County, Alabama. Each tract consists of 40 acres, more or less, unless otherwise indicated.

TOWNSHIP 21 SOUTH, RANGE 4 WEST

TRACT 1 - (AL2 901)

NE/4 of SW/4 of Section 15

TRACT 2 - (AL2 902)

SW/4 of NE/4 of Section 15

TRACT 3 - (AL2 904)

SE/4 of NE/4 of Section 15

TRACT 4 - (AL2 906)

NW/4 of SE/4 of Section 15

TRACT 5 - (AL2 947)

SE/4 of SE/4 of Section 15

This Instrument Prepared By: Beverly Gorman
7880 San Felipe, Suite 100
Houston, Texas 77063

sm/partners/88-meth/cahaba

Inst # 1994-17539

06/01/1994-17539
12:06 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
017 MCD 49.50