

002 684
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 and No/100 Dollars (\$100.00) and other good and valuable consideration, effective as of September 1, 1992, S. LANHAM FRAZIER, III, and AL HAERTLEIN, 1200 Travis, Suite 1705, Houston, Texas, 77002 (hereinafter collectively called "Assignor"), has BARGAINED, GRANTED, SOLD, TRANSFERRED, ASSIGNED and CONVEYED and does by these presents BARGAIN, GRANT, SELL, TRANSFER, ASSIGN and CONVEY unto Mission Energy Methane Company, 16945 North Chase Drive, Suite 1760, Houston, Texas 77002 (hereinafter called "Assignee"), an undivided 2.25% (.0225) interest 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 the 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.

The interests herein assigned are subject to their proportionate share of all of the royalties, overriding royalties and other burdens against said Leases as of the effective date hereof and the terms, conditions, obligations, and provisions set forth in said Leases. The interests herein assigned are 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 including, but not limited to that certain Joint Operating Agreement effective as of March 17, 1989, naming McKenzie Methane Corporation as Operator covering the premises assigned hereby and other lands.

Inst # 1995-23279

08/23/1995-23279
-1- 03:20 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
015 MCD 163.76

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 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 Leases 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 Leases or any part thereof or interest therein.

This 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 as of September 23, 1992.

ASSIGNOR:

WITNESSES:

Deborah A. Sikes
Kathleen R. McGee

S. Lanham Frazier III
S. LANHAM FRAZIER, III

ASSIGNOR:

WITNESSES:

Deborah A. Sikes
Kathleen R. McGee

Al Haertlein
AL HAERTLEIN

ASSIGNEE:

MISSION ENERGY METHANE COMPANY

WITNESSES:

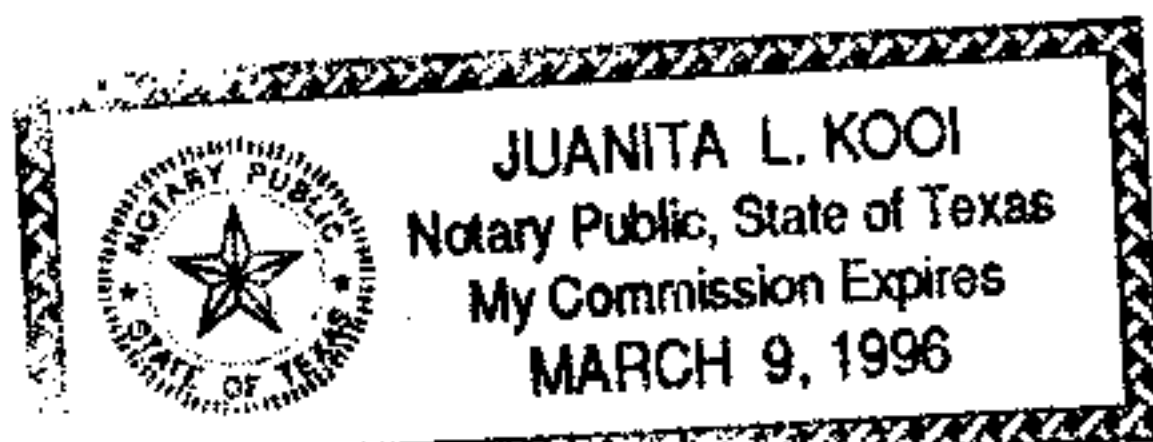
Deborah A. Sikes
Kathleen R. McGee

By: Michael J. McGill
Michael McGill,
Its Vice President

STATE OF TEXAS)
)
COUNTY OF HARRIS)

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

Given under my hand and official seal this 23 day of September, 1992.



Juanita L. Kooi
Notary Public

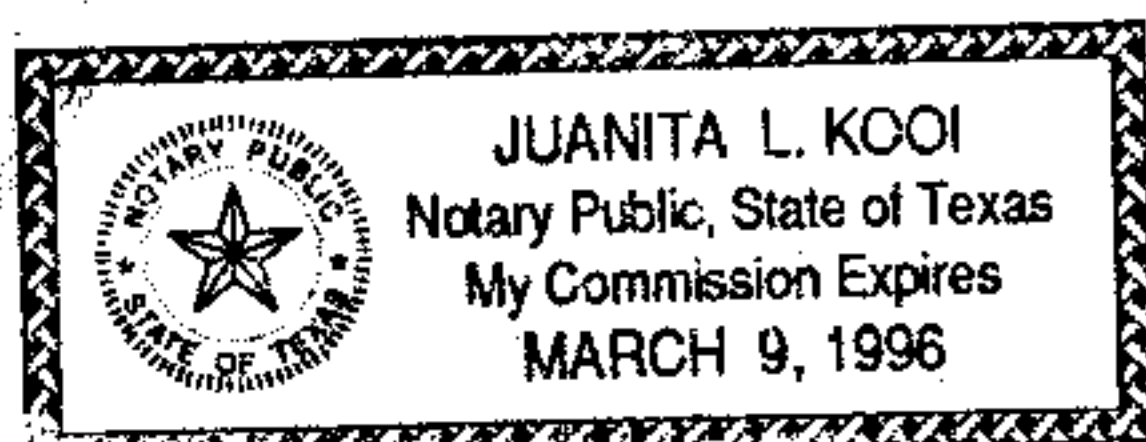
My Commission Expires:

3-9-96

STATE OF TEXAS)
)
COUNTY OF HARRIS)

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

Given under my hand and official seal this 23 day of September, 1992.



Juanita L. Kooi
Notary Public

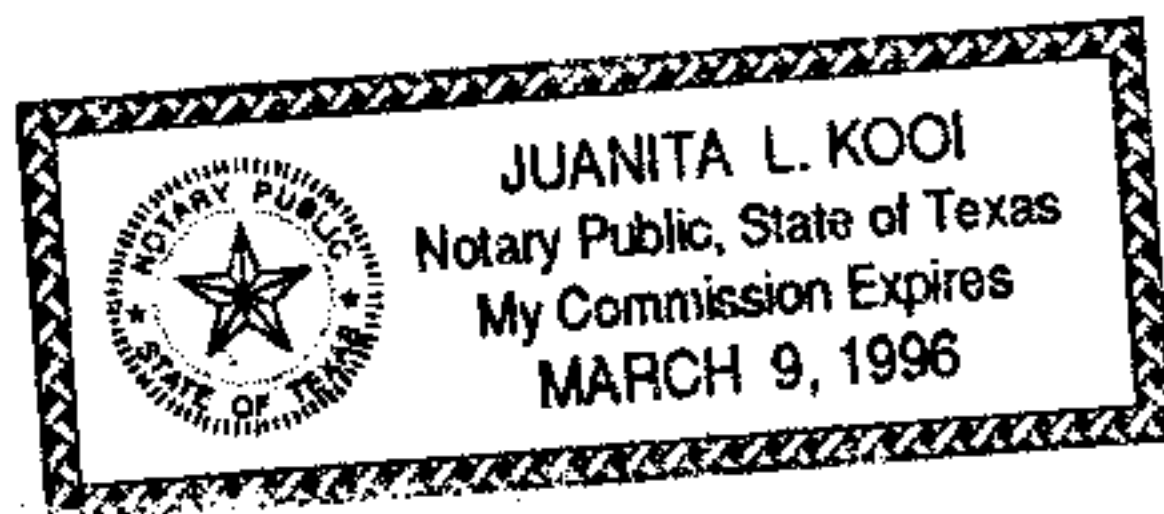
My Commission Expires:

3-9-96

STATE OF TEXAS)
)
COUNTY OF HARRIS)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Michael J. McGill, whose name as Vice President and General Manager 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 23 day of September, 1992.



Juanita L. Kooi
Notary Public

My Commission Expires:

3-9-96

EXHIBIT A

Attached to and made a part of Assignment dated September 23, 1992 between S. Lanham Fraizer, III and Al Haertlein, as Assignors, and Mission Energy Methane Company, as Assignee.

CAHABA AREA

Oil, Gas and Mineral Lease (Including Coalbed Methane) between RUTH L. GORDON, as Lessor, and MCKENZIE METHANE CORPORATION, as Lessee, recorded by a Memorandum of Lease dated April 12, 1989, in Book 246, Page 67 in the Office of the Judge of Probate of Shelby County, Alabama. (AL2 010)

Coalbed Methane Gas Lease dated June 1, 1989, between SOUTHERN ELECTRIC GENERATING COMPANY, et al, 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. (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. (AL2 014)

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

All of the following property lies in Shelby County, Alabama. Each tract consists of 80 acres, more or less, unless indicated otherwise.

TOWNSHIP 21 SOUTH, RANGE 4 WEST:

TRACT 1 (AL2 910)

E/2 of SW/4 Section 14

TRACT 2 (AL2 944) and (AL2 988)

W/2 of SW/4 of Section 14

TRACT 3 (AL2 943)

W/2 of NW/4 of Section 14

TRACT 4 (AL2 987)

E/2 of NW/4 of Section 14

TRACT 5 (AL2 1511)

W/2 of NE/4 of Section 25

TRACT 6 (AL2 1509)

W/2 of NE/4 of Section 24

TRACT 7 (AL2 1514)

SE/4 of NE/4 of Section 13, being 40 acres, more or less.

TRACT 8 (AL2 1508)

E/2 of SE/4 of Section 14

TRACT 9 (AL2 1810)

SE/4 of SE/4 of Section 25, being 40 acres, more or less.

TRACT 10 (AL2 1516)

E/2 of SE/4 of Section 13

TRACT 11 (AL2 1510)

W/2 of SE/4 of Section 24

TOWNSHIP 21 SOUTH, RANGE 4 WEST CONT'D:

TRACT 12 (AL2 1660)

E/2 of NE/4 of Section 24

TRACT 13 (AL2 1649)

E/2 of SE/4 of Section 24

TRACT 14 (AL2 1500)

W/2 of NW/4 of Section 36

TRACT 15 (AL2 998)

W/2 of SE/4 of Section 25

TRACT 16 (AL2 991)

NW/4 of NE/4, NW diagonal 1/4 of NE/4 of NE/4, and NE diagonal 1/2 of NW/4 of SW/4 of Section 13, being 70 acres, more or less.

TRACT 17 (AL2 1523)

E/2 of SW/4 of Section 16

TRACT 18 (AL2 1532)

E/2 of NE/4 of Section 16

TRACT 19 (AL2 1533)

E/2 of NW/4 of Section 16

TRACT 20 (AL2 1602)

W/2 of SE/4 of Section 16

TRACT 21 (AL2 1554)

E/2 of SE/4 of Section 36

TRACT 22 (AL2 1600)

E/2 of NE/4 of Section 36

TRACT 23 (AL2 1568)

E/2 of SW/4 of Section 36

TRACT 24 (AL2 1607)

E/2 of SE/4 of Section 35

TRACT 25 (AL2 1609)

W/2 of SE/4 of Section 36

TRACT 26 (AL2 1608)

W/2 of NE/4 of Section 36

TRACT 27 (AL2 1577)

W/2 of SE/4 of Section 35

TRACT 28 (AL2 1569)

SE Diagonal 1/2 of SW/4 of Section 35

TRACT 29 (AL2 1604)

SE/4 of NE/4 and NE/4 of SE/4 of Section 25

TOWNSHIP 21 SOUTH, RANGE 4 WEST CONT'D:

TRACT 30 (AL2 1579)

E/2 of NW/4 of Section 36

TRACT 31 (AL2 1666)

NE/4 of SW/4 and NE Diagonal half SE/4 of SW/4, being 60 acres, more or less.

TRACT 32 (AL2 1929)

SE/4 of NE/4 of Section 30, being 40 acres, more or less.

TRACT 33 (AL2 1948)

NW/4 of NE/4 of Section 30, being 40 acres, more or less.

TRACT 34 (AL2 1938)

SE/4 of NW/4 of Section 31, being 40 acres, more or less.

TRACT 35 (AL2 1951)

NW/4 of NW/4 of Section 29, being 40 acres, more or less.

TRACT 36 (AL2 989)

S/2 of SW/4 of Section 15

TRACT 37 (AL2 1578)

E/2 of SW/4 of Section 25

TRACT 38 (AL2 1665)

SE/4 of NW/4, E/2 of SW/4 of NW/4, SE diagonal 1/2 of NE/4 of NW/4 of Section 25

TRACT 39 (AL2 1908)

W/2 of SW/4 of Section 30

TRACT 40 (AL2 1958)

SE diagonal 1/2 of S/2 of NE/4 of Section 35, being 40 acres, more or less.

TRACT 41 (AL2 990)

S/2 of NW/4 of Section 13

TOWNSHIP 21 SOUTH, RANGE 3 WEST:

TRACT 42 (AL2 1810)

SW/4 of SW/4 of Section 30, being 40 acres, more or less.

TRACT 43 (AL2 1512)

S/2 of NE/4 of Section 30

TRACT 44 (AL2 1513)

N/2 of SW/4 of Section 29

TRACT 45 (AL2 1664)

S/2 of NW/4 of Section 29

TRACT 46 (AL2 1692)

W/2 of SW/4 of Section 19

TRACT 47 (AL2 1691)

W/2 of NW/4 of Section 19

TOWNSHIP 21 SOUTH, RANGE 3 WEST CONT'D:

TRACT 48 (AL2 999)

E/2 of SE/4 of Section 30

TRACT 49 (AL2 994)

E/2 of SE/4 of Section 19

TRACT 50 (AL2 1552)

W/2 of SW/4 of Section 17

TRACT 51 (AL2 993)

SW/4 of NE/4 and NW/4 of SE/4 of Section 17

TRACT 52 (AL2 997)

N/2 of NW/4 of Section 29

TRACT 53 (AL2 1543)

E/2 of NW/4 of Section 20

TRACT 54 (AL2 1856)

S/2 of NE/4 of Section 20

TRACT 55 (AL2 1780)

E/2 of SW/4 of Section 5

TRACT 56 (AL2 1553)

E/2 of SW/4 of Section 31

TRACT 57 (AL2 1671)

W/2 of SE/4 of Section 30

TRACT 58 (AL2 1668)

S/2 of SW/4 of Section 20

TRACT 59 (AL2 1711)

E/2 of SW/4 of Section 30

TRACT 60 (AL2 1669)

NW/4 of NE/4 of Section 29, being 40 acres, more or less.

TRACT 61 (AL2 995)

N/2 of SW/4 of Section 20

TRACT 62 (AL2 1514)

SW/4 of NW/4 of Section 18, being 40 acres, more or less.

TRACT 63 (AL2 1670)

SE/4 of NE/4 and NE/4 of SE/4 of Section 29

TRACT 64 (AL2 1681)

E/2 of SW/4 of Section 17

TRACT 65 (AL2 1690)

W/2 of SW/4 of Section 18

TOWNSHIP 21 SOUTH, RANGE 3 WEST CONT'D:

TRACT 66 (AL2 992)

W/2 of NE/4 of Section 18

TRACT 67 (AL2 1601)

E/2 of NW/4 of Section 30

TRACT 68 (AL2 1651)

SW/4 of NW/4 of Section 30, being 40 acres, more or less.

TRACT 69 (AL2 1930)

NW/4 of NE/4 of Section 31, being 40 acres, more or less.

TRACT 70 (AL2 1889)

NE/4 of SE/4 and SW/4 of SE/4 of Section 17

TRACT 71 (AL2 1937)

E/2 of NW/4 of Section 17

TRACT 72 (AL2 1667)

E/2 of NE/4 of Section 18

TRACT 73 (AL2 1921)

E/2 of SE/4 of Section 18

TRACT 74 (AL2 1890)

NE/4 of NE/4 of Section 20 and NW/4 of NW/4 of Section 21

TRACT 75 (AL2 1907)

NW/4 of SE/4 and SW/4 of NE/4 of Section 29

TRACT 76 (AL2 1950)

SW/4 of NE/4 and NW/4 of SE/4 of Section 31

TRACT 77 (AL2 1886)

NW/4 of NW/4 of Section 32, being 40 acres, more or less.

TRACT 78 (AL2 1669)

NE/4 of NE/4 of Section 29, being 40 acres, more or less.

TRACT 79 (AL2 1651)

NW/4 of SW/4 of Section 30, being 40 acres, more or less.

TOWNSHIP 22 SOUTH, RANGE 3 WEST:

TRACT 80 (AL2 1571)

W/2 of NW/4 of Section 7

TRACT 81 (AL2 1558)

W/2 of NW/4 of Section 6

TRACT 82 (AL2 1580)

W/2 of SW/4 of Section 6

TRACT 83 (AL2 1559)

SW/4 of NE/4 and NW/4 of SE/4 of Section 6

TOWNSHIP 22 SOUTH, RANGE 3 WEST CONT'D:

TRACT 84 (AL2 1683)

E/2 of NW/4 of Section 7

TRACT 85 (AL2 1672)

E/2 of SW/4 of Section 6

TRACT 86 (AL2 1673)

SW/4 of SE/4 of Section 6, being 40 acres, more or less.

TRACT 87 (AL2 1572)

NW/4 of SW/4 of Section 7, being 40 acres, more or less.

TRACT 88 (AL2 1673)

SE/4 of SE/4 of Section 6, being 40 acres, more or less.

TRACT 89 (AL2 1572)

NE/4 of SW/4 of Section 7, being 40 acres, more or less.

TOWNSHIP 22 SOUTH, RANGE 4 WEST:

TRACT 90 (AL2 1590)

SE/4 of SE/4 and SE/4 of NE/4 of Section 3

TRACT 91 (AL2 1792)

W/2 of SW/4 of Section 11

TRACT 92 (AL2 1592)

W/2 of SE/4 of Section 10

TRACT 93 (AL2 1786)

W/2 of NW/4 of Section 16

TRACT 94 (AL2 1618)

W/2 of NW/4 of Section 9

TRACT 95 (AL2 1689)

E/2 of NW/4 of Section 16

TRACT 96 (AL2 1610)

SE/4 of SW/4 of Section 10 and NW/4 of NE/4 of Section 14

TRACT 97 (AL2 1566)

W/2 of NW/4 of Section 15

TRACT 98 (AL2 1565)

W/2 of NW/4 of Section 14

TRACT 99 (AL2 1567)

S/2 of SW/4 of Section 15

TRACT 100 (AL2 1597)

E/2 of NE/4 of Section 15

TRACT 101 (AL2 1620)

E/2 of SE/4 of Section 10

TOWNSHIP 22 SOUTH, RANGE 4 WEST CONT'D:

TRACT 102 (AL2 1621)

S/2 of SE/4 of Section 15

TRACT 103 (AL2 1555)

W/2 of NE/4 of Section 1

TRACT 104 (AL2 1589)

E/2 of SE/4 of Section 2

TRACT 105 (AL2 1588)

E/2 of SW/4 of Section 2

TRACT 106 (AL2 1587)

E/2 of SW/4 of Section 1

TRACT 107 (AL2 1564)

E/2 of SE/4 of Section 12

TRACT 108 (AL2 1596)

E/2 of NW/4 of Section 12

TRACT 109 (AL2 1573)

NW/4 of NW/4, NE/4 of SW/4 of NW/4, SE/4 of NW/4 of SW/4 of Section 12, being 60 acres, more or less.

TRACT 110 (AL2 1685)

E/2 of NW/4 of Section 1

TRACT 112 (AL2 1593)

W/2 of NE/4 of Section 11

TRACT 113 (AL2 1622)

W/2 of NE/4 of Section 16

TRACT 114 (AL2 1623)

E/2 of SW/4 of Section 16

TRACT 115 (AL2 1695)

E/2 of SE/4 of Section 11

TRACT 116 (AL2 1684)

W/2 of SE/4 of Section 16

TRACT 117 (AL2 1720)

W/2 of SW/4 of Section 16

TRACT 118 (AL2 1633)

SE/4 of NW/4 and NE/4 of SW/4 of Section 11

TRACT 119 (AL2 1617)

E/2 of SW/4 of Section 4

TRACT 120 (AL2 1693)

E/2 of NE/4 of Section 11

TOWNSHIP 22 SOUTH, RANGE 4 WEST CONT'D:

TRACT 121 (AL2 1694)

W/2 of SE/4 of Section 11

TRACT 122 (AL2 1677)

W/2 of SW/4 of Section 4

TRACT 123 (AL2 1650)

E/2 of NW/4 of Section 4

TRACT 124 (AL2 1619)

E/2 of NW/4 of Section 9

TRACT 125 (AL2 1663)

W/2 of NE/4 of Section 9

TRACT 126 (AL2 1686)

W/2 of NE/4 of Section 15

TRACT 127 (AL2 1717)

W/2 of SW/4 of Section 14

TRACT 128 (AL2 1688)

N/2 of SE/4 of Section 15

TRACT 129 (AL2 1701)

E/2 of NW/4 of Section 23

TRACT 130 (AL2 1674)

E/2 of NE/4 of Section 1

TRACT 131 (AL2 1855)

E/2 of SE/4 of Section 21

TRACT 132 (AL2 1697)

S/2 of SE/4 of Section 14

TRACT 133 (AL2 1703)

W/2 of SE/4 of Section 23

TRACT 134 (AL2 1700)

W/2 of NE/4 of Section 23

TRACT 135 (AL2 1716)

E/2 of SW/4 of Section 14

TRACT 136 (AL2 1705)

E/2 of SW/4 of Section 23

TRACT 137 (AL2 1643)

W/2 of NW/4 of Section 23

TRACT 138 (AL2 1675)

E/2 of SE/4 of Section 1

TOWNSHIP 22 SOUTH, RANGE 4 WEST CONT'D:

TRACT 139 (AL2 1704)

W/2 of SW/4 of Section 23

TRACT 140 (AL2 1822)

W/2 of SE/4 of Section 22

TRACT 141 (AL2 1594)

N/2 of NW/4 of Section 11

TRACT 142 (AL2 1861)

N/2 of SW/4 of Section 10

TRACT 143 (AL2 1696)

W/2 of NE/4 of Section 12

TRACT 144 (AL2 1635)

W/2 of NE/4 of Section 13

TRACT 145 (AL2 1715)

E/2 of NE/4 of Section 16

TRACT 146 (AL2 1719)

E/2 of SE/4 of Section 16

TRACT 147 (AL2 1718)

W/2 of NW/4 of Section 21

TRACT 148 (AL2 1820)

E/2 of NW/4 of Section 21

TRACT 149 (AL2 1819)

W/2 of NE/4 of Section 21

TRACT 150 (AL2 1818)

E/2 of NE/4 of Section 21

TRACT 151 (AL2 1857)

W/2 of SW/4 of Section 21

TRACT 152 (AL2 1779)

E/2 of SW/4 of Section 21

TRACT 153 (AL2 1698)

E/2 of NW/4 of Section 22

TRACT 154 (AL2 1714)

W/2 of NE/4 of Section 22

TRACT 155 (AL2 1699)

E/2 of NE/4 of Section 22

TRACT 156 (AL2 1706)

E/2 of SE/4 of Section 23

TOWNSHIP 22 SOUTH, RANGE 4 WEST CONT'D:

TRACT 157 (AL2 1687)

E/2 of NW/4 of Section 15

TRACT 158 (AL2 1562)

E/2 of NE/4 of Section 12

TRACT 159 (AL2 1557)

W/2 of SE/4 of Section 1

TRACT 160 (AL2 1591)

W/2 of NE/4 of Section 4

TRACT 161 (AL2 1676)

E/2 of NE/4 of Section 4

TRACT 162 (AL2 1682)

E/2 of SW/4 of Section 12

TRACT 163 (AL2 1910)

W/2 of NW/4 of Section 1

TRACT 164 (AL2 1678)

SE/4 of SE/4 of Section 4, being 40 acres, more or less.

TRACT 165 (AL2 1616)

W/2 of SE/4 of Section 4

TRACT 166 (AL2 1563)

W/2 of SE/4 of Section 12

TRACT 167 (AL2 1639)

N/2 of SW/4 of Section 15

TRACT 168 (AL2 1821)

W/2 of SE/4 of Section 21

TRACT 169 (AL2 1769)

E/2 of SW/4 of Section 22

TRACT 170 (AL2 1702)

E/2 of NE/4 of Section 23

TRACT 171 (AL2 1709)

W/2 of SW/4 of Section 24

TOWNSHIP 24 NORTH, RANGE 11 EAST:

TRACT 172 (AL2 1652)

W/2 of NE/4 of Section 1

TRACT 173 (AL2 1653)

W/2 of NW/4 of Section 1

TRACT 174 (AL2 1775)

W/2 of NW/4 of Section 2

TOWNSHIP 24 NORTH, RANGE 11 EAST CONT'D:

TRACT 175 (AL2 1632)

E/2 of NW/4 of Section 2

TRACT 176 (AL2 1776)

E/2 of NE/4 of Section 2

TRACT 177 (AL2 1656)

W/2 of NE/4 of Section 2

TRACT 178 (AL2 1744)

W/2 of SW/4 of Section 2

TRACT 179 (AL2 1794)

W/2 of SE/4 of Section 2

TRACT 180 (AL2 1777)

E/2 of SE/4 of Section 2

13,400 acres

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