

ASSIGNMENT, BILL OF SALE AND CONVEYANCE
(Mission — Plantation Pipeline)

THE STATE OF ALABAMA

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§ KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF SHELBY

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This Assignment, Bill of Sale and Conveyance (this "Assignment") is executed by MCKENZIE METHANE CORPORATION, a Texas corporation, Debtor under Chapter 11 of the United States Bankruptcy Code, Case No. 94-42758-H2-11 (the "Bankruptcy Proceeding"), in the United States Bankruptcy Court in the Southern District of Texas, Houston Division, whose address is 711 Louisiana, Suite 1300, Houston, Texas 77002, acting by and through ROBERT L. OGLE, Trustee in Bankruptcy of the Estate of MCKENZIE METHANE CORPORATION (herein called "Assignor", whether one or more), to Mission Energy Methane Company, a California corporation, whose address is 18101 Von Karman Avenue, Suite 1700, Irvine, California 92715-1007, (herein called "Assignee"), dated effective as of 7:00 a.m., local time, on August 29, 1995, said time to be determined for each locality in which the Subject Interests (hereinafter defined) are located in accordance with the time generally observed in said locality (said hour and day hereinafter called the "Effective Date").

This conveyance is being made pursuant to Section 6.8(f) of the Liquidating Plan of Reorganization of KUKUI, INC. for McKenzie Methane Corporation (the "Plan").

For and in consideration of the sum of ONE HUNDRED DOLLARS (\$100.00), and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby TRANSFERS, BARGAINS, GRANTS, CONVEYS and ASSIGNS to Assignee the following (the "Subject Interests"):

1. All of Assignor's right, title and interest in and to the lease entered into by and between Assignor, Assignee and Plantation Pipe Line Company, dated September 23, 1992.
2. All of Assignor's right, title and interest owned or in the possession of Assignor in and to all equipment, machinery, pipe, materials, supplies, chemicals, and other items consisting of or used in connection with approximately 60 miles of 12-inch pipeline for the transportation and disposal of water from the Cahaba area by the Plantation pipeline in the State of Alabama together with all contracts, permits, licenses, drawings, budgets, books, records, files, equipment, easements, rights-of-way, leases and agreements related thereto.
3. All right, title and interest of Assignor to property related to or used in connection with the above, including contracts, permits, licenses, drawings, budgets, books, records, files, equipment, easements, rights-of-way, leases, deeds and agreements owned or in the possession of Assignor.

TO HAVE AND TO HOLD the Subject Interests unto Assignee, its successors and assigns forever; and Assignor does hereby bind and obligate itself and its successors and assigns to warrant and forever defend all and singular title to the Subject Interests unto Assignee, its 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, with full subrogation and substitution to all covenants and warranties by others heretofore given or made with respect to the Subject Interests, or any part thereof.

Assignor covenants and agrees to execute and deliver to Assignee all such other additional instruments and documents and do all such other acts and things as may be necessary to more fully assure to Assignee or its respective successors or assigns, all of its rights and interests in and to the respective properties, rights and interests constituting the Subject Interests herein granted.

This Assignment and all the provisions hereof shall inure to the benefit of and be binding upon the respective heirs, successors, legal representatives and assigns of Assignor and Assignee. All references herein to either Assignor or Assignee shall include their respective heirs, successors, legal representatives and assigns.

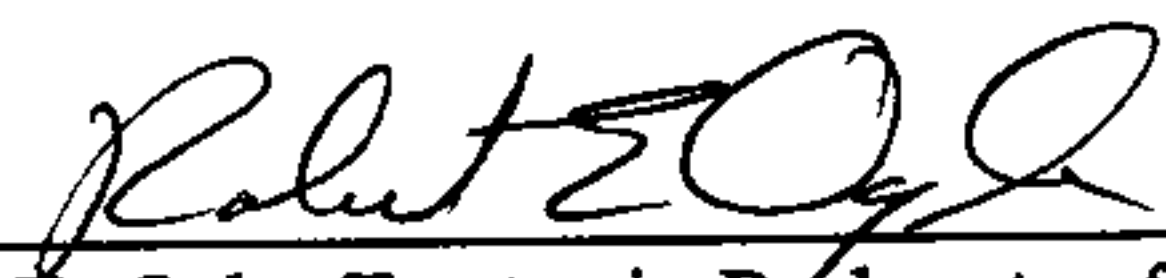
The conveyances made hereunder are being made pursuant to the terms of that certain Order in Aid of Implementation of Confirmed Liquidating Plan of Reorganization of KUKUI, INC. for McKenzie Methane Corporation ("Implementing Order"), dated August __, 1995, a true and correct copy of which has been filed in the same records as this Assignment on even date or near even date herewith, to which reference is made for all purposes, entered in furtherance of the Order Confirming Liquidating Plan of Reorganization entered on July 7, 1995, in the Bankruptcy Proceeding.

This Assignment may be executed in several original counterparts, each of which shall be deemed to be an original instrument, but all such counterparts shall constitute but one and the same instrument.

Executed effective for all purposes as of the Effective Date, although signed and delivered on the dates of the respective acknowledgements set forth below.

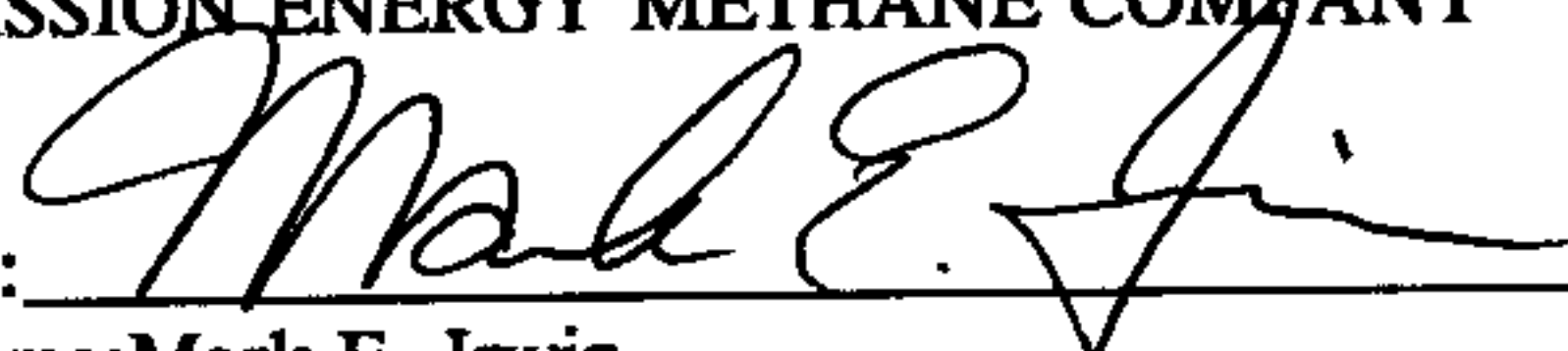
ASSIGNOR:

MCKENZIE METHANE CORPORATION

By: 
Robert E. Ogle, Trustee in Bankruptcy for
MCKENZIE METHANE
CORPORATION, a Texas Corporation,
Debtor under Chapter 11 of the United
States Bankruptcy Code, Case No. 94-
42758-H2-11, in the United States
Bankruptcy Court for the Southern District
of Texas, Houston Division

ASSIGNEE:

MISSION ENERGY METHANE COMPANY

By: 
Name: Mark E. Irwin
Title: Vice President

THE STATE OF TEXAS

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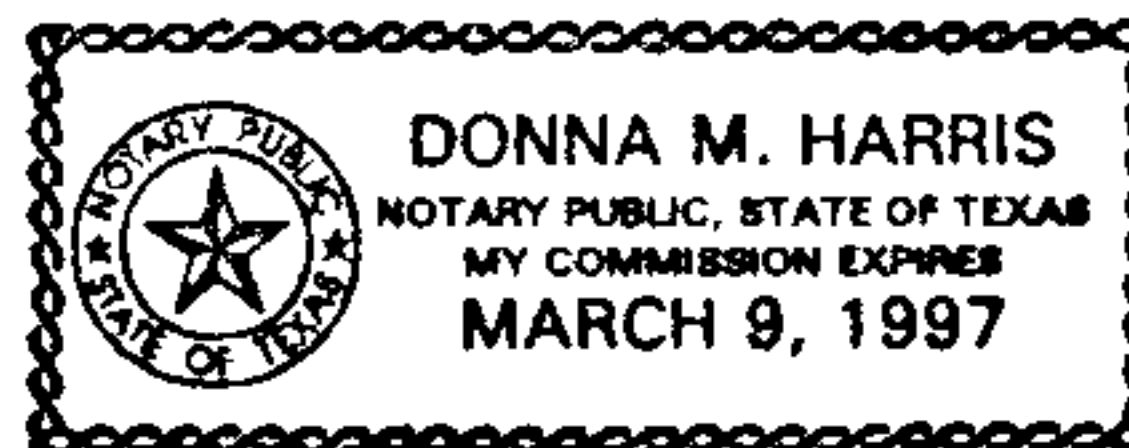
COUNTY OF HARRIS

The foregoing instrument was acknowledged before me this 25th day of August, 1995, by Robert L. Ogle, Trustee in bankruptcy for MCKENZIE METHANE CORPORATION, a Texas corporation, Debtor under Chapter 11 of the United States Bankruptcy Code, Case No. 94-42758-H2-11, in the United States Bankruptcy Court for the Southern District of Texas, Houston Division, on behalf of such corporation.

Donna M. Harris

Notary Public in and for the State of Texas

SEAL:

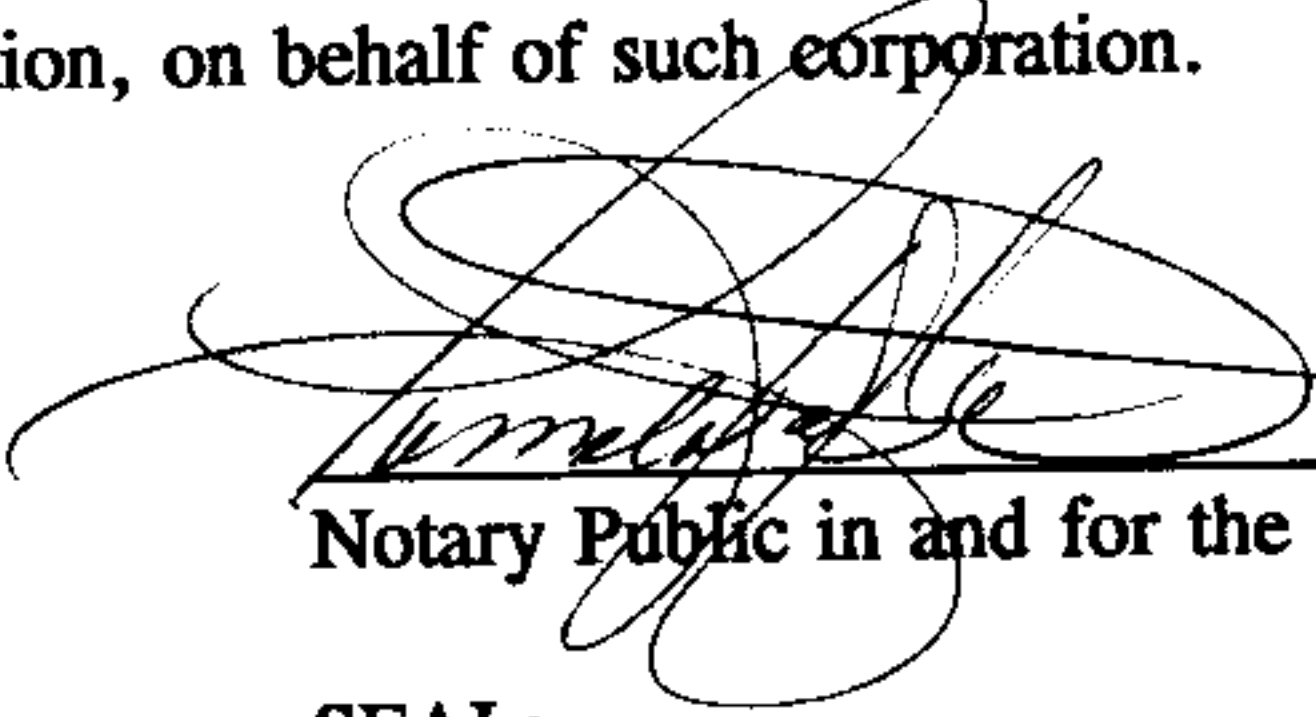


THE STATE OF TEXAS

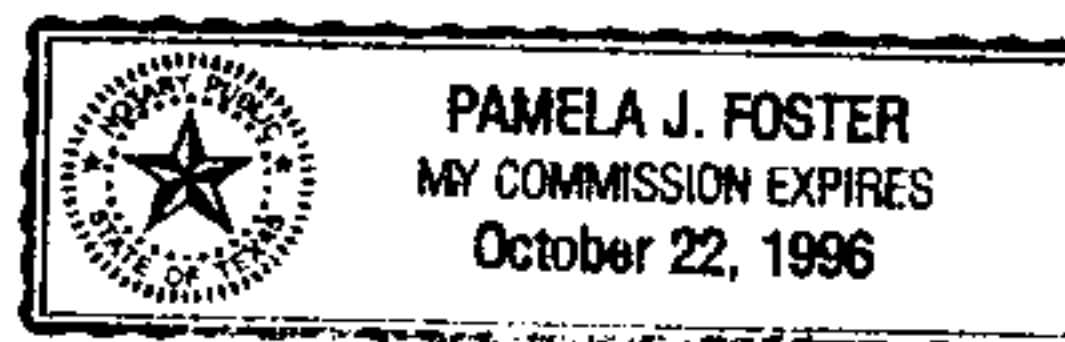
COUNTY OF HARRIS

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The foregoing instrument was acknowledged before me this 25th day of August, 1995, by Mark E. Irwin, Vice President of MISSION ENERGY METHANE COMPANY, a California corporation, on behalf of such corporation.


Notary Public in and for the State of Texas

SEAL:



This instrument prepared by:

Mark F. Kirshcke
Weil, Gotshal & Manges
700 Louisiana, Suite 1600
Houston, Texas 77002-2784

Inst # 1995-32608