

**MEMORANDUM OF FIFTH AMENDMENT TO
CORRECTED AND RESTATED
COALBED METHANE GAS LEASE**

STATE OF ALABAMA

COUNTIES OF BIBB AND SHELBY

RPB 193 786
Recorded In Above Book and Page
05/21/2007 11:33:39 AM
Jerry C. Pow
Probate Judge
Bibb County, Alabama
Recording Fee 18.50
TOTAL 18.50

KNOW ALL BY THESE PRESENTS:

WITNESSETH:

WHEREAS, **Alabama Power Company** and **Southern Electric Generating Company** (both of which are collectively referred to herein as "Lessor") and **CDX Gas, LLC** and **CDX Sequoya, LLC** (both of which are collectively referred to herein as "Lessee") entered into an unrecorded Coalbed Methane Gas Lease ("Lease") dated July 9, 2004 (The "Effective Date") wherein Lessee leased certain interests from Lessor in Bibb and Shelby Counties, Alabama; and

WHEREAS in order to correct certain mistakes in the Lease, an unrecorded Corrected and Restated Coalbed Methane Gas Lease was entered into effective July 9, 2004 as evidenced by a Memorandum of Coalbed Methane Gas Lease effective as of July 9, 2004 and recorded in RPB 149, page 668 in the Deed Records of the Judge of Probate of Bibb County, Alabama on March 22, 2005 and as Instrument No. 20050323000131220 in the Deed Records of the Judge of Probate of Shelby County, Alabama on March 23, 2005; and

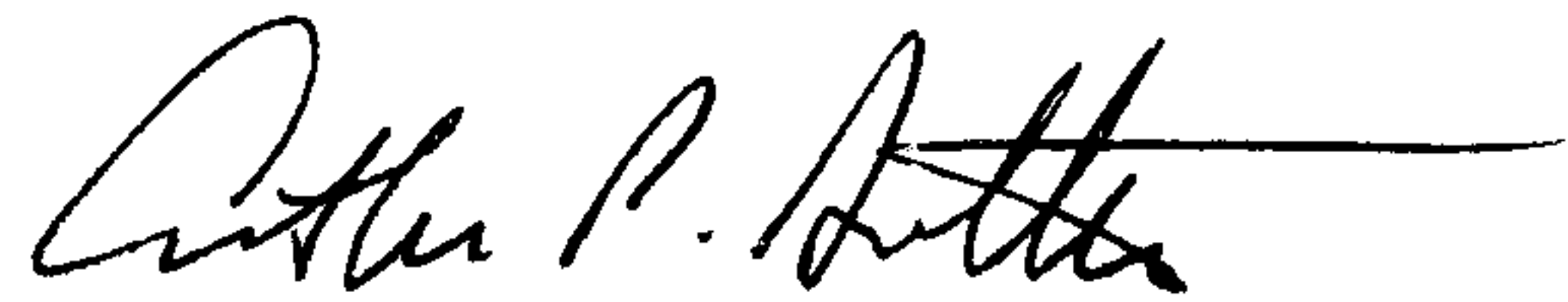
WHEREAS, the parties now desire to recognize that said Corrected and Restated Coalbed Methane Gas Lease was amended by adding certain language to Article 3.11 of above referenced Lease.

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS, the Lessor and Lessee, for and in consideration of the mutual benefits to be derived by the parties hereto, do hereby amend said Corrected and Restated Coalbed Methane Gas Lease to recognize that certain language was added to Article 3.11 of the above referenced unrecorded Lease.

IN WITNESS WHEREOF, the parties hereto have duly signed this Memorandum of Fifth Amendment to Corrected and Restated Coalbed Methane Gas Lease to be effective as of the 9th day of July, 2004, for the sole purpose of giving record notice of the executed Fifth Amendment to Corrected and Restated Coalbed Methane Gas Lease and the existence thereof.

(SIGNATURES FOLLOW ON NEXT PAGE)

ALABAMA POWER COMPANY



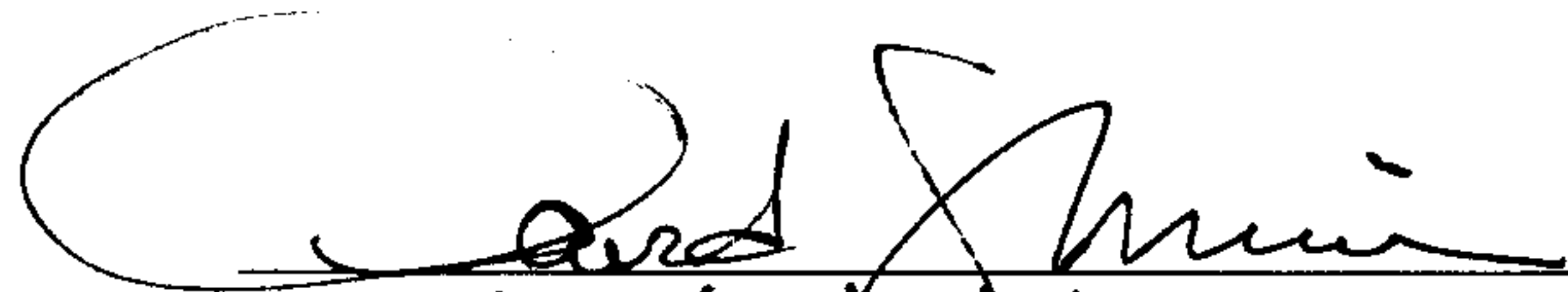
By: Arthur P. Beattie
Executive Vice-President

**SOUTHERN ELECTRIC GENERATING
COMPANY**



By: Arthur P. Beattie
Executive Vice-President

CDX GAS, LLC



By: David J. Minor
Its: Vice President + General Manager

CDX SEQUOYA, LLC



By: David J. Minor
Its: Vice President + General Manager



20070521000234630 3/4 \$21.00
Shelby Cnty Judge of Probate, AL
05/21/2007 12:31:46PM FILED/CERT

RPB 193 788

ACKNOWLEDGMENT

STATE OF ALABAMA

COUNTY OF JEFFERSON

I, THE UNDERSIGNED, a Notary Public in and for said County and State, hereby certify that Arthur P. Beattie, whose name as Executive Vice-President of ALABAMA POWER COMPANY, an Alabama corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation..

Given under my hand and seal this 7th day of May, 2007.

Aruta Baker

NOTARY PUBLIC

in and for Jefferson County, Alabama

My Commission Expires:

2/3/09

ACKNOWLEDGMENT

STATE OF ALABAMA

COUNTY OF JEFFERSON

I, THE UNDERSIGNED, a Notary Public in and for said County and State, hereby certify that Arthur P. Beattie, whose name as Executive Vice-President of SOUTHERN ELECTRIC GENERATING COMPANY, an Alabama corporation is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation..

Given under my hand and seal this 7th day of May, 2007.

Aruta Baker

NOTARY PUBLIC

in and for Jefferson County, Alabama

My Commission Expires:

2/3/09

ACKNOWLEDGMENT

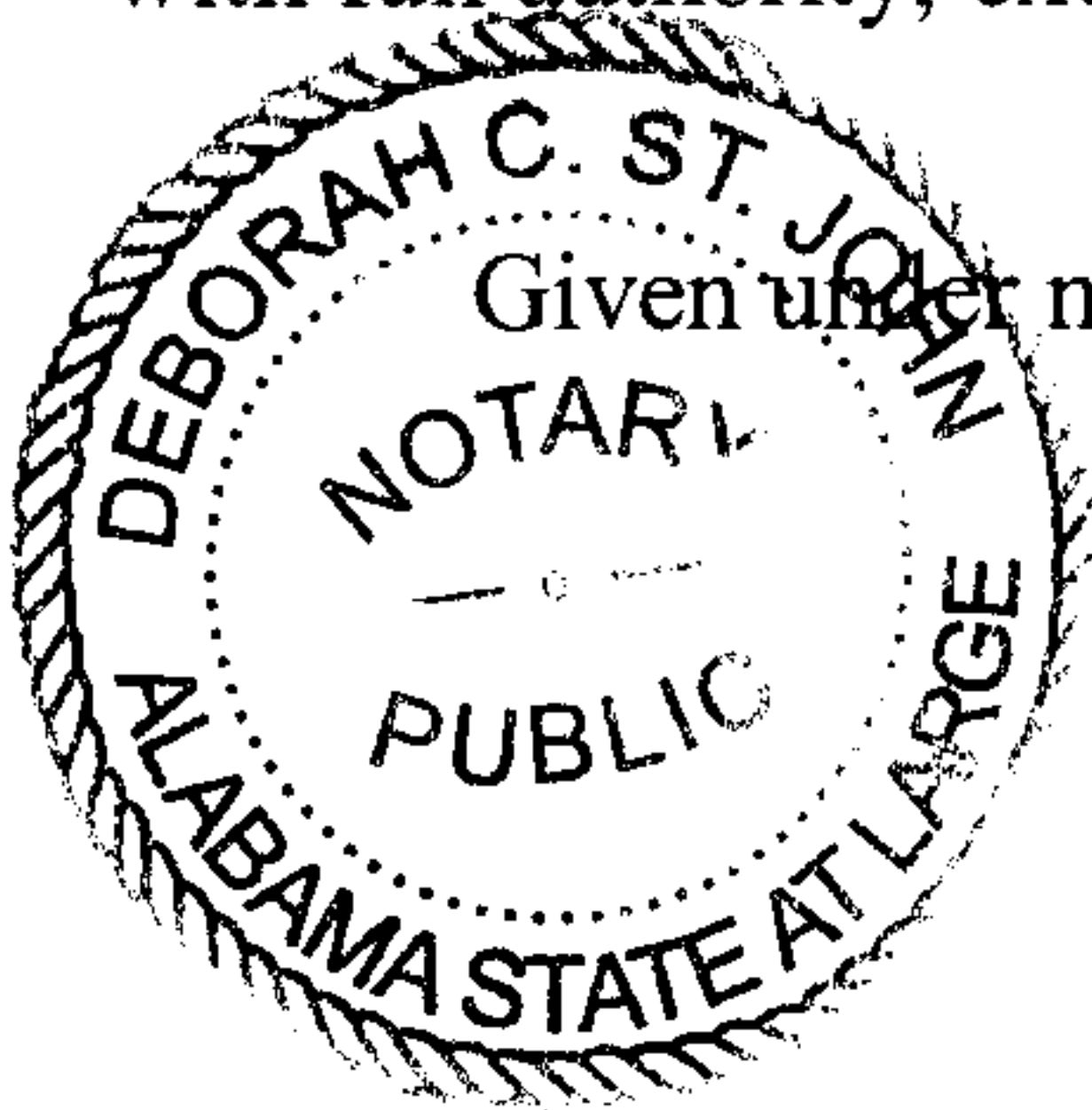
RPB

193 789

STATE OF ALABAMA

COUNTY OF SHELBY

I, THE UNDERSIGNED, a Notary Public in and for said County and State, hereby certify that David J. Minor, who is the Vice President + General Manager CDX GAS, LLC, a Delaware limited liability company, and whose name as such is signed to the foregoing instrument, as its officer and who is known to me, acknowledged before me on this day that, being informed of the contents of the same, he, as such officer and with full authority, executed the same voluntarily for and as the act of said limited liability company.



Given under my hand and seal this 2nd day of May, 2007.

Deborah C. St. John
NOTARY PUBLIC

My Commission Expires:

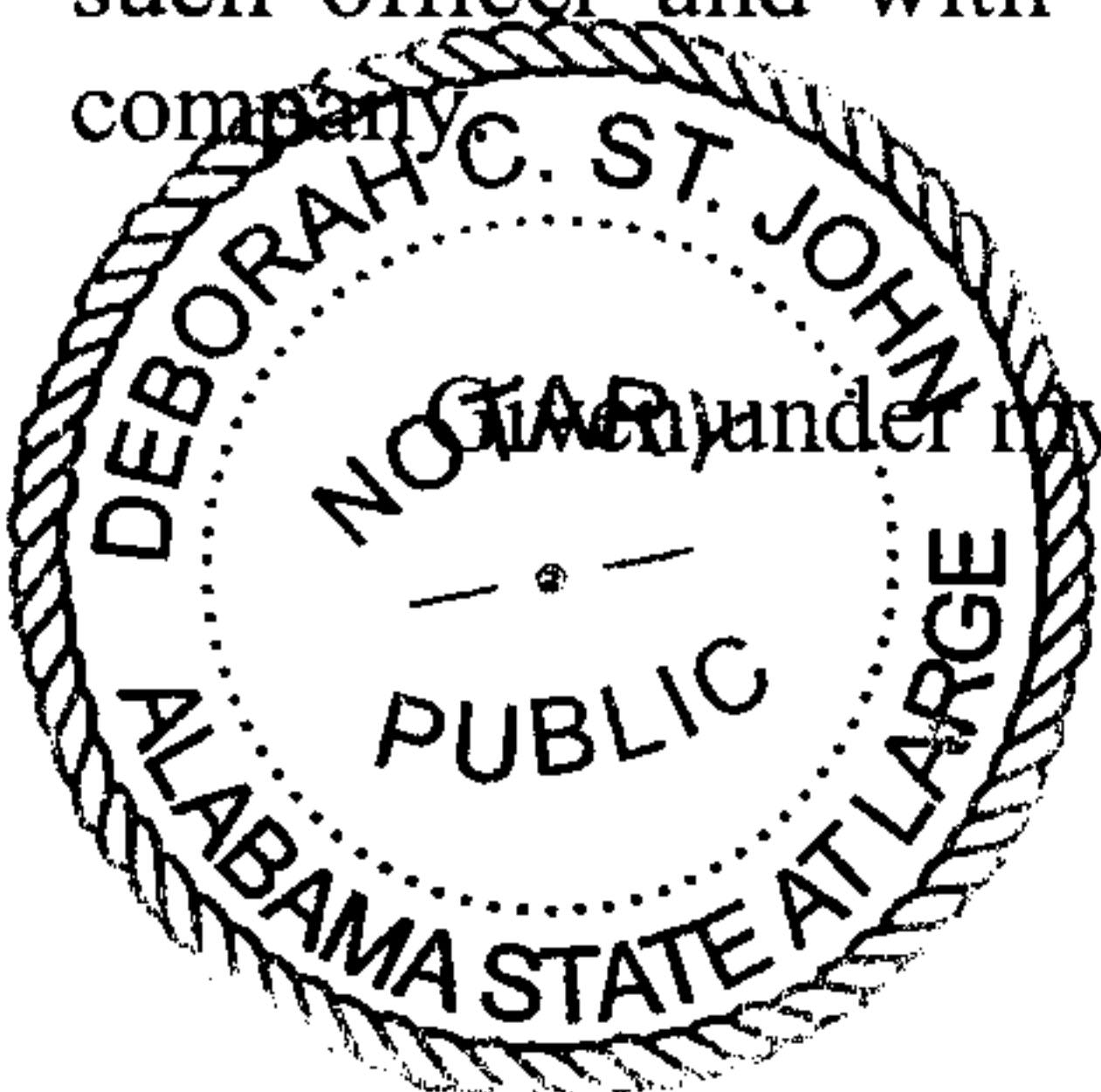
5/8/10

ACKNOWLEDGMENT

STATE OF ALABAMA

COUNTY OF SHELBY

I, THE UNDERSIGNED, a Notary Public in and for said County and State, hereby certify that David J. Minor, who is the Vice President + General Manager of CDX SEQUOYA, LLC, a Texas limited liability company, and whose name as such is signed to the foregoing instrument, as its officer and who is known to me, acknowledged before me on this day that, being informed of the contents of the same, he, as such officer and with full authority, executed the same voluntarily for and as the act of said limited liability company.



Given under my hand and seal this 2nd day of May, 2007.

Deborah C. St. John
NOTARY PUBLIC

My Commission Expires:

5/8/10