



west virginia department of environmental protection

Office of Oil and Gas
601 57th Street SE
Charleston, WV 25304
(304) 926-0450
(304) 926-0452 fax

Joe Manchin III, Governor
Randy C. Huffman, Cabinet Secretary
www.wvdep.org

December 29, 2009

WELL WORK PERMIT

Horizontal Well

This permit, API Well Number: 47-9703708, issued to CHESAPEAKE APPALACHIA, L.L.C., is evidence of permission granted to perform the specified well work at the location described on the attached pages and located on the attached plat, subject to the provisions of Chapter 22 of the West Virginia Code of 1931, as amended, and all rules and regulations promulgated thereunder, and to all conditions and provisions outlined in the pages attached hereto. Notification shall be given by the operator to the Oil and Gas Inspector at least 24 hours prior to the construction of roads, locations, and/or pits for any permitted work. In addition, the well operator shall notify the same inspector 24 hours before any actual well work is commenced and prior to running and cementing casing. Spills or emergency discharges must be promptly reported by the operator to 1-800-642-3074 and to the Oil and Gas inspector.

Please be advised that form WR-35, well operators report of well work, is to be submitted to this office within 90 days of completion of drilling, as should form WR-34 Discharge Monitoring Report within 30 days of discharge of pits, if applicable. Failure to abide by all statutory and regulatory provisions governing all duties and operations hereunder may result in suspension or revocation of this permit and, in addition, may result in civil and/or criminal penalties being imposed upon the operators.

Per 35CSR-4-5.2.g this permit will expire in two (2) years from the issue date unless permitted well work is commenced. If there are any questions, please feel free to contact me at (304) 926-0499 ext. 1654.

James Martin
Chief

Operator's Well No: 831679
Farm Name: TALL TREES & LAND LLC
API Well Number: 47-9703708
Permit Type: Horizontal Well
Date Issued: 12/29/2009

Promoting a healthy environment.



Tal Oden

Regulatory Compliance Manager

Voice: (405) 935-4073

Cell: (405) 443-5913

Email: tal.oden@chk.com

December 8, 2009

Ms. Laura Adkins
WV Department of Environmental Protection
Office of Oil & Gas
601 57th Street
Charleston, WV 25304

Re: Proposed New Well 831679 Tall Trees 8H

Dear Ms. Adkins:

Attached please find the *Well Work Permit Application* for the above captioned well. This well is situated on Tall Tree's property in Banks District, Upshur County, West Virginia.

If you have any questions or require additional information, please contact Dee Swiger at (304) 517-1416 ext 86017.

Sincerely,

Chesapeake Appalachia, L.L.C.

A handwritten signature in black ink, appearing to read "Tal Oden".

Tal Oden
Regulatory Compliance Manager
Eastern Division

TO/djs

Enclosures

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Rock Cave

Operator: CHESAPEAKE APPALACHIA, L.L.C.

API: 9703708

WELL No: 831679

Reviewed by: Ja Date: 12-20-09

15 Day End of Comment: 12/29

CHECKLIST FOR FILING A PERMIT

Horizontal Well

- WW-2B
- Inspector signature on WW-2B
- WW-2A (Notarized)
- Certified Mail Receipts, Waivers, or Affidavits of Personal Service
- Surface Owner Waiver
- Coal Owner / Lessee / Operator Waiver
- WW-2A-1 (Signed) Showing Book/Page Number and Royalty Percentage
- WW-2B-1 (Names, addresses, and spot on topographical map listed as water testing)
- WW-9 (Page 1 & 2) (Notarized)
- Inspector Signature on WW-9
- Reclamation plan *cut & fill?*
- Topographic Map of location of well
- Mylar Plat (Signed and Sealed) (Surface owner on plat matches WW-2A)
- Bond
- Company is Registered with the SOS
- Worker's Compensation / Unemployment Insurance account is OK
- \$650.00 check (\$550.00 if no pit)

12-29

State of West Virginia
Department of Environmental Protection, Office of Oil and Gas
Well Work Permit Application

- 1) Well Operator: Chesapeake Appalachia, L.L.C. 2) Operator ID #: 494477557
- 3) Operator's Well #: 831679 Tall Trees 8H 4) Elevation: 1,664'
- 5) County/District: 097-Upshur / 1-Banks 6) Quadrangle: 582 - ROCK CAVE
- 7) Well Type: Oil Production Deep (More than 20 feet into Onondaga Group)
 Gas Storage Shallow (Less than 20 feet into Onondaga Group)
- 8) Proposed Target Formation(s): Marcellus
- 9) Proposed Total Depth: 6934' TVD 10800' TMD
- 10) Approximate fresh water depths: 350'
- 11) Approximate coal seam depths: None
- 12) Approximate salt water depths: None
- 13) Does land contain coal seams tributary to active mine? YES NO
- 14) Describe proposed well work: Drill and stimulate any potential producing zones between the Fifth Sand and the Marcellus

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15) CASING AND TUBING PROGRAM

TYPE	SPECIFICATIONS			FOOTAGE INTERVALS		CEMENT Fill-Up (Cu. Ft.)
	Size	Grade	Weight per ft	Used For Drilling	Left in Well	
Conductor	20"	LS		40'	40'	
Fresh Water	13 3/8"	J-55	55#	450'	450'	C.T.S. 460 sxs
Intermediate	9 5/8"	J-55	40#	1590'	1590'	BK C.T.S. 614 sxs
Intermediate	7"	P110	29#	if needed	if needed	if needed/as needed
Production	5 1/2"	P110	20#		10800'	as needed

Bill Hatfield 12-2-09

Check #: 8526
 Amount: 650

Packers: Kind: _____
 Sizes: _____
 Depths Set: _____

VOID



Well Name: **Tall Trees 8H**

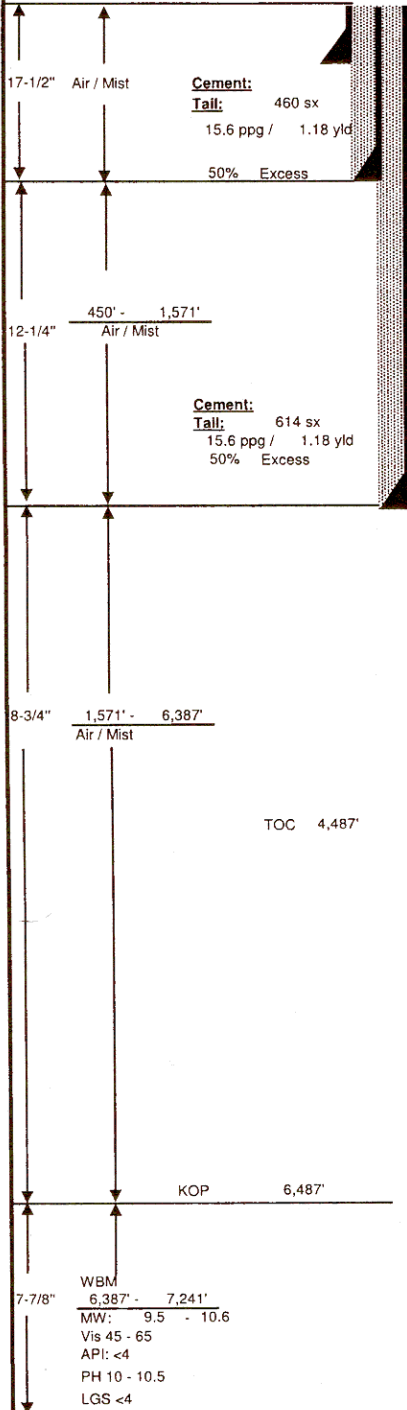
Drilling Rig: **0**

AFE #: 151805

Drilling Engineer: Kevin Ashley
 Superintendent: Stacey Tubbs
 Asset Manager: John Adcock
 Geologist: Chris Gardner
 Land: Todd McGinley

Formation: Marcellus
 County, State: Upshur County, WV
 Surface Latitude: 38.792857
 Surface Longitude: 80.347906
 KB Elevation: 1679'
 Ground Elevation: 1664'

Directional Drilling: 0
 Drilling Mud: 0
 Cement Surface: 0
 Cement Longstrings: 0
 Wellhead: 0



Wellhead Equipment	
Tree Description	
Tubing Head **	Blanking Cap
'B' Section	11" 5M x 7-1/16" 10M
'A' Section	9-5/8" SOW x 11" 5M

** Space out such that Blanking Cap is 6" below grade.

Casing Detail						
	Size	Wt	Grd	Conn.	From:	To:
Surface	13 3/8"	54.5 #	J-55	LTC	0'	450'
Int	9 5/8"	40. #	J-55	LTC	0'	1,571'
Int	5 1/2"	20. #	P-110	GBCD	0'	10,759'

Casing Design						
	Size	ID	Coll	Burst	Tens	MU torq
Surface	13 3/8"	12.615	1130	2730	514	5140
Int	9 5/8"	8.835	2570	3950	520	5200
Prod	5 1/2"	4.778	11100	12640	641	8530

Run	Log Type	Interval
1	NA	NA - NA
2	0	0' - 0'

Mudlogger operational at 1,820'

GeoProg Date:	11/13/2009	Plat Date:	#####
GeoProg BH Lat:	38.78197	Plat BH Lat:	38.78197
GeoProg BH Long:	80.346051	Plat BH Long:	80.34605
GeoProg TD:	12500		

Directional Drilling Details								
Section	TMD	Inc.	Azimuth	TVD	BUR	DLS	+N/-S	+E/-W
Surf	0'	0.00	0.00	0'	0.00	0.00	0.0'	0.0'
Surf Casing	1,571'	0.00	0.00	1,571'	0.00	0.00	0.0'	0.0'
Hold	1,700'	0.00	0.00	1,700'	0.00	0.00	0.0'	0.0'
KOP1	3,000'	0.00	0.00	3,000'	0.00	0.00	0.0'	0.0'
Hold	5,000'	0.00	0.00	5,000'	0.00	0.00	0.0'	0.0'
Hold	6,000'	0.00	0.00	6,000'	0.00	0.00	0.0'	0.0'
Hold	6,500'	0.00	0.00	6,500'	0.00	0.00	0.0'	0.0'
KOP2	6,487'	0.00	0.00	6,487'	0.00	0.00	0.0'	0.0'
Landing Pt	7,241'	90.50	172.00	6,964'	12.00	12.00	-477.0'	67.0'
TD	10,759'	90.50	172.00	6,934'	0.00	0.00	-3,960.6'	556.6'
VS Plane	172.00						VS Length	3,999.52'

Lateral Length ==> 3,518.00'

AFE Date:	11/19/2009
AFE TD:	10759
AFE TVD:	6964

Formation Depths (TVD)

Genesee	6,754'
Tully	6,796'
Hamilton	6,814'
Marcellus	6,898'

Cement:
 Tall: 830 sx
 14.4 ppg / 1.58 yld
 20% Excess

PBHL 5.5"
 TMD: 10,759'
 TVD: 6,934'
 Inclination: 90.50 deg

Geologic Target: 6,968' TVD @ 0' VS w/ 0.50 degrees Up-dip

1) Date: November 24, 2009

2) Operator's Well #: 831679 Tall Trees 8H

3) API Well #: 047 97 03708-H
State County Permit

**State of West Virginia
Department of Environmental Protection, Office of Oil and Gas
Well Work Permit Application**

4) Surface Owners to be served:

a) Name Tall Trees & Land LLC.

Address P.O. Box 39

City Slaty Fork State WV Zip Code 26291

b) Name _____

Address _____

City _____ State _____ Zip Code _____

6) Inspector:

Name Bill Hatfield

Address P.O. Box 522

City Buckhannon State WV Zip Code 26201

5)(a) Coal Operator:

Name _____

Address _____

City _____ State _____ Zip Code _____

b) Coal Owner with Out Declaration:

Name _____

Address _____

City _____ State _____ Zip Code _____

c) Coal Lessee with Out Declaration:

Name _____

Address _____

City _____ State _____ Zip Code _____

TO THE PERSONS NAMED ABOVE TAKE NOTICE THAT:

Included is the lease or leases or other continuing contract or contracts by which I hold the right to extract oil and gas.

OR

Included is the information required by Chapter 22, Article 6, Section 8(d) of the Code of West Virginia (see page 2)

I certify that as required under Chapter 22-6 of the West Virginia Code I have served copies of this notice and application, a location plat, and accompanying documents on the above named parties by:

Personal Service (Affidavit attached) Certified Mail (Postmarked postal receipt attached) Publication (Notice of Publication attached)

I have read and understand Chapter 22-6 and 35 CSR 4, and I agree to the terms and conditions of any permit issued under this application. I certify under penalty of law that I have personally examined and am familiar with the information submitted on this application form and all attachments, and that based on my inquiry of those individuals immediately responsible for obtaining the information, I believe that the information is true, accurate and complete. I am aware that there are significant penalties for submitting false information, including the possibility of fine and imprisonment.

Well Operator: Chesapeake Appalachia, L.L.C.

Signed By: TAL ODEW

Its: Manager - Regulatory, Eastern Division

Address P.O. Box 18496

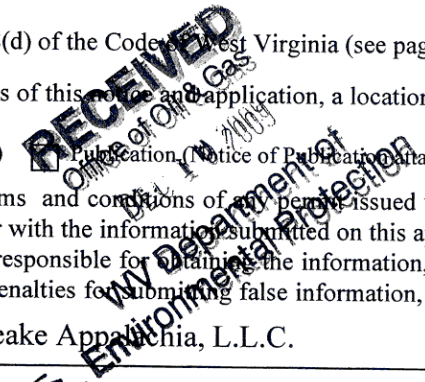
City Oklahoma City State OK Zip Code 73154-0496

Phone Number: 405-935-4073

Subscribed and sworn before me this 9th day of December, 2009

Bonita Griggs Notary Public

My Commission Expires: 8/20/2013



Operator: Chesapeake Appalachia, L.L.C.

Operator's Well #: 831679 Tall Trees 8H

API Well #: 047 97 03708-H
 State County Permit

**INFORMATION SUPPLIED UNDER WEST VIRGINIA CODE
 Chapter 22, Article 6, Section 8(d)
 IN LIEU OF FILING LEASE(S) AND OTHER CONTINUING CONTRACT(S)**

Under the oath required to make the verification on page 1 of this Notice and Application, I depose and say that I am the person who signed the Notice and Application for the Applicant, and that -

- (1) the tract of land is the same tract described in this Application, partly or wholly depicted in the accompanying plat, and described in the Construction and Reclamation Plan;
- (2) the parties and recordation data (if recorded) for lease(s) or other continuing contract(s) by which the Applicant claims the right to extract, produce or market the oil or gas are as follows:

Grantor, lessor, etc.	Grantee, lessee, etc.	Royalty	Book/Page
James Michael McKisic	Chesapeake Appalachia, L.L.C.	1/8	87@158
Gilbert T Pennington et ux	Chesapeake Appalachia, L.L.C.	1/8	87@89
James Michael McKisic et ux	Chesapeake Appalachia, L.L.C.	1/8	84@760
Richard Hudson Demastes et ux	Chesapeake Appalachia, L.L.C.	1/8	82@338
Timandra Jane Lindsey	Chesapeake Appalachia, L.L.C.	1/8	83@214
Joseph Ruzs et ux	Chesapeake Appalachia, L.L.C.	1/8	82@631
Jimmy W Demastes et ux	Chesapeake Appalachia, L.L.C.	1/8	82 @628

Robert G Demastes et ux Chesapeake Appalachia, L.L.C. 1/8 82@625

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Well Operator: <u>Chesapeake Appalachia, L.L.C.</u>
Signed by (print): <u>TAL ODELL</u>
Its: <u>Manager - Regulatory, Eastern Division</u>
Signature: <u>[Signature]</u>
Date: <u>12/9/2009</u>

Operator: Chesapeake Appalachia, L.L.C.

Operator's Well #: 831679 Tall Trees 8H

API Well #: 047 97 03708-H
State County Permit

**West Virginia Department of Environmental Protection
Office of Oil and Gas**

NOTICE TO SURFACE OWNERS

The well operator named below is preparing to file for a permit from the state to drill a new well. Before a well work permit can be filed with the Chief of the Office of Oil and Gas, the well operator is required to have given notice of the right to request water well or spring analytical testing. This notice shall be given to the owners or occupants of land which have a water well or spring being utilized for human consumption, domestic animals, or other general use and which is located within 1000 feet of the proposed well site.

With this form, the operator is giving you notice of your right to request analytical testing. The operator is required to sample and analyze the water wells or springs of all owners or occupants who request it. Therefore, if you wish to have your water well or spring tested, contact the operator named below.

All sampling shall be completed prior to drilling. Within thirty (30) days of the receipt of such sample analyses the operator shall submit the results to the Chief of the Office of Oil and Gas and to the owners or occupants who may have requested them.

If no water well or spring is located within 1000 feet, the Chief may require the operator to sample and analyze water from a water well or spring within 2000 feet of the proposed well site.

Be advised, you have the right to sample and analyze any water supply at your own expense.

The laboratory used by the operator to analyze the samples will be approved by the Chief. The operator named below has decided to use the following laboratory to analyze the water samples:

Contractor Name Test America

Well operator's private laboratory

Well Operator: Chesapeake Appalachia, L.L.C.

Address P.O. Box 18496

City Oklahoma City State OK Zip Code 73154-0496

Phone Number: 405-935-4073

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West Virginia Department of
Environmental Protection

FOR OPERATOR'S USE ONLY: On an attached page, list those persons which were given this notice. Place an asterisk beside the one(s) that contacted you and requested sampling and analyses. If there were no requests made, indicate by underlining which one you have selected to sample and analyze. If there are no water wells or springs within 1000 feet of the proposed site please indicate such.

No water wells or springs within 1000 feet.

Water wells or springs are present within 1000 feet of the proposed location.

See attached sheet for names and addresses of surface owners with water sources within 1000 feet.

Operator: Chesapeake Appalachia, L.L.C.

Operator's Well #: 831679 Tall Trees 8H

Operator's Well Name:

API Well #: 047 97 03708-H
State County Permit

West Virginia Department of Environmental Protection
Office of Oil and Gas

SURFACE OWNERS WITH WATER SOURCES WITHIN 1000 FEET

Name Connie L. Gmuer
Address [REDACTED]
City Rock Cave State WV Zip Code 26234

Name Marguerite W. Layman
Address [REDACTED]
City Rock Cave State WV Zip Code 26234

Name James H. Woodford
Address [REDACTED]
City Rock Cave State WV Zip Code 26234

Name John H. & Lois N Fidler
Address [REDACTED]
City Le High Acres State FL Zip Code 33936

Name _____
Address _____
City _____ State _____ Zip Code _____

Name _____
Address _____
City _____ State _____ Zip Code _____

Name _____
Address _____
City _____ State _____ Zip Code _____

Name _____
Address _____
City _____ State _____ Zip Code _____

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City _____ State _____ Zip Code _____

Name _____
Address _____
City _____ State _____ Zip Code _____

Name _____
Address _____
City _____ State _____ Zip Code _____

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WV Department of Environmental Protection

Operator: Chesapeake Appalachia, L.L.C.

Operator's Well #: 831679 Tall Trees 8H

API Well #: 047 97 03708-11
State County Permit

**West Virginia Department of Environmental Protection
Office of Oil and Gas**

**CONSTRUCTION AND RECLAMATION PLAN AND SITE REGISTRATION APPLICATION FORM
GENERAL PERMIT FOR OIL AND GAS PIT WASTE DISCHARGE**

1) Well Operator: Chesapeake Appalachia, L.L.C. 2) Operator ID #: 494477557

3) Watershed: Little Kanawha River 4) Elevation: 1664'

5) County/District: 097-Upshur / 1-Banks 6) Quadrangle: 582 - ROCK CAVE

7) Description of anticipated Pit Waste: Drill water and various formation cuttings - cuttings will be buried

8) Will a synthetic liner be used in the pit? Yes No

9) Proposed Disposal Method for Treated Pit Waste:

- Land Application
- Underground Injection at UIC Permit Number: 2D0072539-2D0770102-2D0770110
- Reuse at API Number: at next anticipated well, API will be included with WR34/DMR
- Off Site Disposal (Supply form WW-9 for disposal location)
- Other (Explain): *Flowback fluids put in steel tanks & taken to permitted disposal facility

10) Proposed Work For Which Pit Will Be Used:

- Drilling Plugging Swabbing Workover
- Other (Explain: _____)

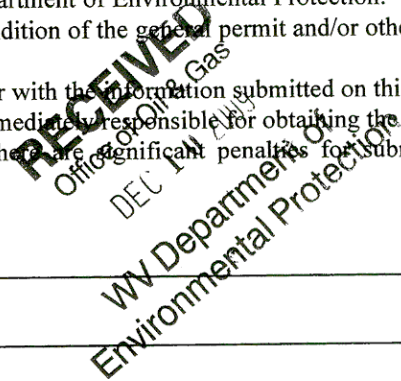
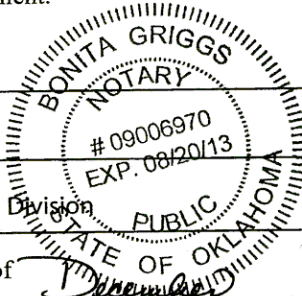
I certify that I understand and agree to the terms and conditions of the GENERAL WATER POLLUTION CONTROL PERMIT issued on December 31, 1999, by the Office of Oil and Gas of the West Virginia Department of Environmental Protection. I understand that the provisions of the permit are enforceable by law. Violations of any term or condition of the general permit and/or other applicable law or regulation can lead to enforcement action.

I certify under penalty of law that I have personally examined and am familiar with the information submitted on this application form and all attachments thereto and that, based on my inquiry of those individuals immediately responsible for obtaining the information, I believe that the information is true, accurate, and complete. I am aware that there are significant penalties for submitting false information, including the possibility of fine or imprisonment.

Company Official Signature: Tal Oden

Company Official (Typed Name): Tal Oden

Company Official Title Manager - Regulatory, Eastern Division

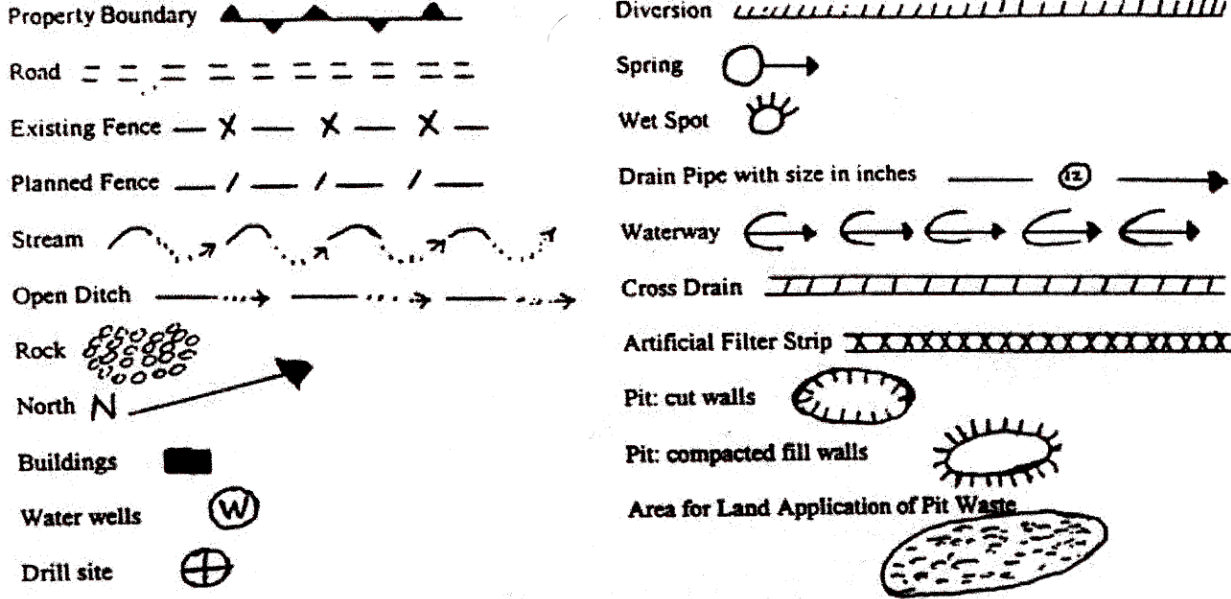


Subscribed and sworn before me this 9th day of December, 2009

Bonita Griggs Notary Public

My Commission Expires: 8/20/2013

LEGEND



Proposed Revegetation Treatment: Acres Disturbed: 10 +/- Prevegetation pH: 6.0
 Lime as determined by PH Test Min. 2Ton/acre Tons/acre or to correct to pH: 6.5 : Mulch Hay/straw Tons / Acre
 Fertilizer (10-20-20 or equivalent) 500 lbs/acre (500 lbs minimum) Pre Seed all open cut areas

Area I		Area II	
Seed Type	lbs/acre	Seed Type	lbs/acre
Kentucky Bluegrass	20	Kentucky Bluegrass	20
Red Top	15	Red Top	15
White Clover	15	White Clover	15

Attach to this form:
 Drawing(s) of road, location, pit and proposed area for land application.
 Photocopied section of involved 7.5' topographic sheet.

Plan Approved by: Bill Hatfield

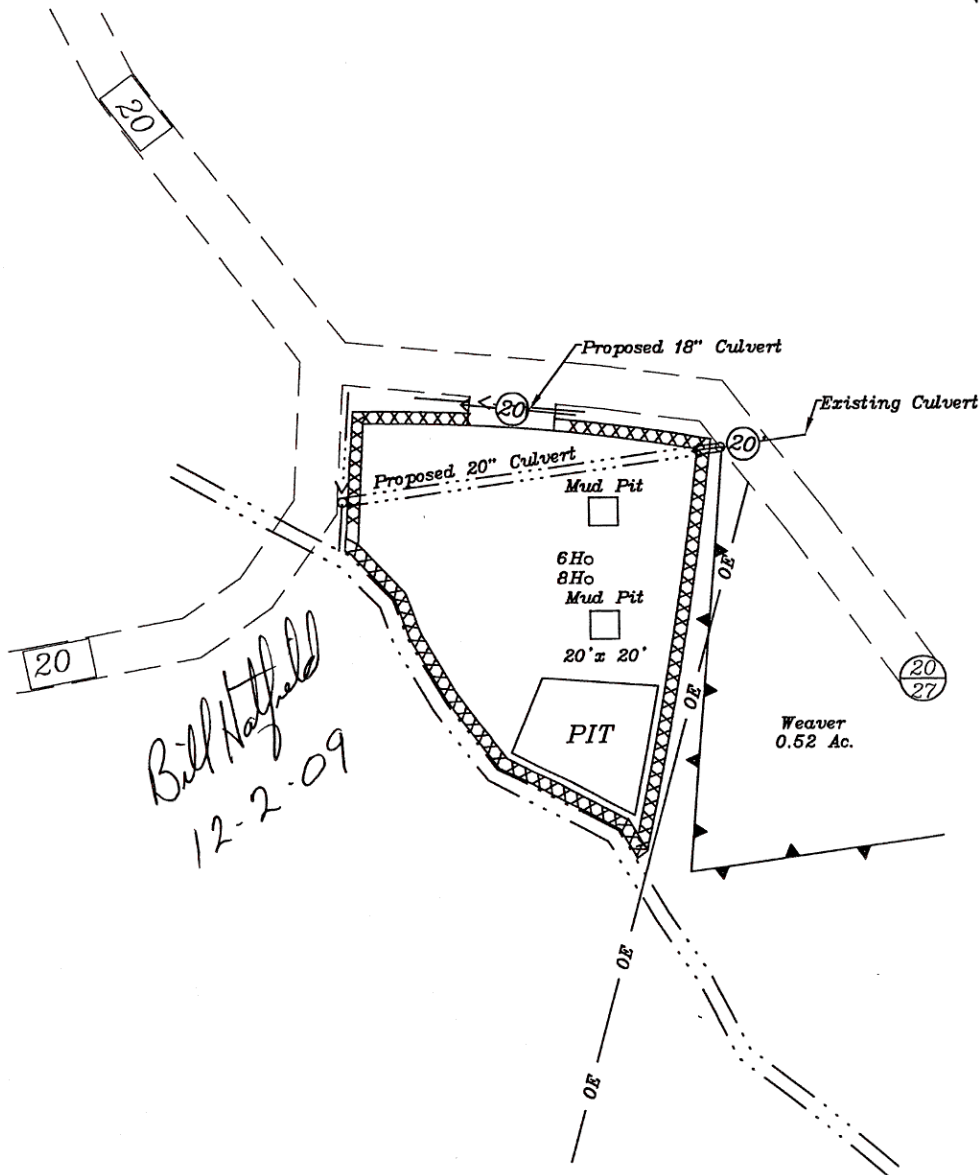
Comments: _____

Title: Oil and Gas Inspector

Date: 12.2.09

Field Reviewed: YES NO

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GENERAL NOTES

I. This drawing is a schematic representation of the proposed well site and access road. Proposed structures such as well site, drilling pit, roadway, culverts, sediment barriers, etc. are shown in approximate pre-planning configurations.

II. Trees and slash will be cleared as necessary before any proposed road, site, or pipeline construction begins. If sufficient residue materials are available from clearing, this material will be windrowed below the anticipated fill outslope(s) to intercept and retain sediment from disturbed areas. All marketable timber will be cut and stacked in areas adjacent to operations.

III. All culvert pipes will be a minimum of 12" in diameter. All culvert pipes installed will be accompanied by an entrance sump with dimensions no less than 3 ft. (width) x 3 ft. (length) x 4 ft. (deep). Culverts will be installed at an angle to ensure proper flow. The out fall of culverts will be protected from erosion and sedimentation using large rocks or other sediment controls deemed necessary in the prevention of erosion and sedimentation. Storm water from the ditches to the culverts will be directed to stable natural vegetative areas. Where culverts are not practical, Chesapeake Appalachia, LLC will have other sediment control in place to minimize erosion and sedimentation.

IV. See attachment "A" for detail of drill pit dimensions.

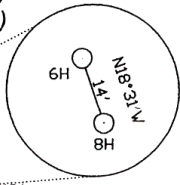
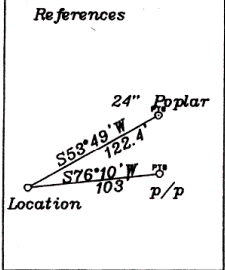
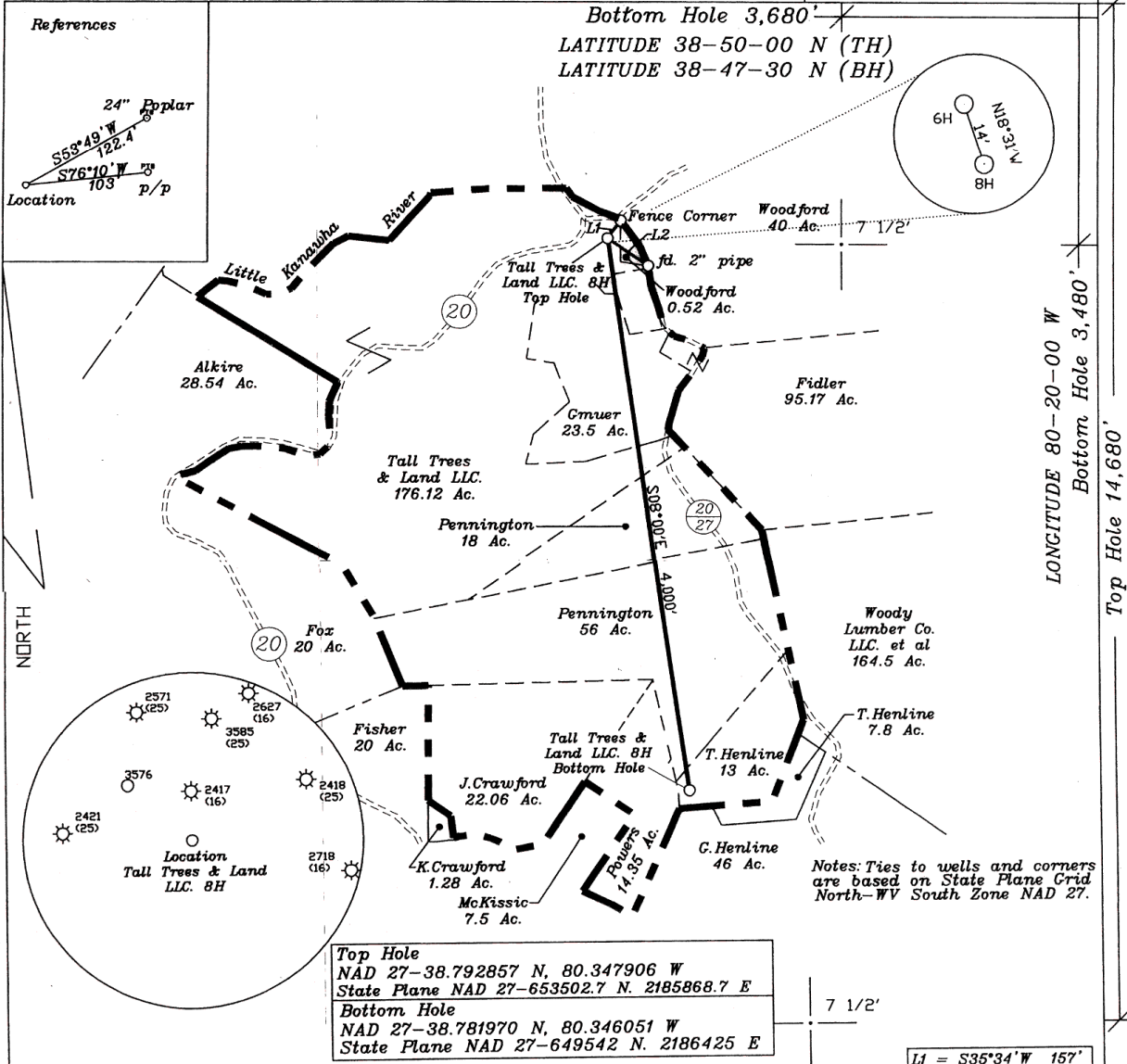
Chesapeake Appalachia, L.L.C.
Location:
Tall Trees & Land LLC 6H & 8H
December 2, 2009
Sheet 1 of 1

Top Hole 4,200'

Bottom Hole 3,680'

LATITUDE 38-50-00 N (TH)

LATITUDE 38-47-30 N (BH)



NORTH

LONGITUDE 80-20-00 W
Bottom Hole 3,480'
Top Hole 14,680'

Top Hole
NAD 27-38.792857 N, 80.347906 W
State Plane NAD 27-653502.7 N, 2185868.7 E

Bottom Hole
NAD 27-38.781970 N, 80.346051 W
State Plane NAD 27-649542 N, 2186425 E

Notes: Ties to wells and corners are based on State Plane Grid North-WV South Zone NAD 27.

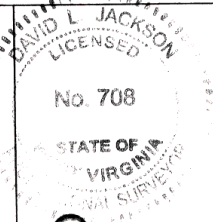
(+) DENOTES LOCATION OF WELL ON UNITED STATES TOPOGRAPHIC MAPS

L1 = S35°34' W 157'
L2 = N55°28' W 290'

FILE NO. _____
DRAWING NO. 1
SCALE 1" = 1,000'
MINIMUM DEGREE OF ACCURACY 1 in 200
PROVEN SOURCE OF ELEVATION GPS
submeter unit

I THE UNDERSIGNED, HEREBY CERTIFY THAT THIS PLAT IS CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF AND SHOWS ALL THE INFORMATION REQUIRED BY LAW AND THE REGULATIONS ISSUED AND PRESCRIBED BY THE DEPARTMENT OF ENERGY.

(SIGNED) David L Jackson
R.P.E. _____ L.L.S. 708



STATE OF WEST VIRGINIA
Division of Environmental Protection
OFFICE OF OIL AND GAS

DATE November 13 2009
OPERATOR'S WELL NO. Tall Trees & Land LLC 8H
API WELL NO. 831079

WELL TYPE: OIL GAS LIQUID INJECTION WASTE DISPOSAL STATE COUNTY PERMIT NO. 47-097-037084

(IF "GAS") PRODUCTION STORAGE DEEP SHALLOW

LOCATION: ELEVATION 1,664' WATER SHED Little Kanawha River
DISTRICT Banks COUNTY Upshur
QUADRANGLE Rock Cave 7 1/2'

SURFACE OWNER Tall Trees & Land LLC ACREAGE 176.12 ac.
OIL & GAS ROYALTY OWNER James Michael McKisic LEASE ACREAGE 281 ac
LEASE NO. 1-265868, 1-264856

PROPOSED WORK: DRILL CONVERT DRILL DEEPER REDRILL FRACTURE OR STIMULATE PLUG OFF OLD FORMATION PERFORATE NEW FORMATION OTHER PHYSICAL CHANGE IN WELL (SPECIFY)

PLUG AND ABANDON CLEAN OUT AND REPLUG
TARGET FORMATION Marcellus ESTIMATED DEPTH 6,974' + Horizontal leg
WELL OPERATOR Chesapeake Appalachia, L.L.C. DESIGNATED AGENT James E. Grey
ADDRESS P.O. Box 18496 Oklahoma City, OK 73154-0496 ADDRESS P.O. Box 6070 Charleston, WV 25362