

SCANNED

Date 4-22-08

File LP-4-15-08-rsp-2-14

RECEIVED

APR 22 2008

#30812

PUBLIC SERVICE COMMISSION

LEONARDITE PRODUCTS, LLC

1415 W Dakota Pkwy, Ste 3-B
PO Box 548
Williston, ND 58802-0548

(701) 572-7659 ph
(701) 572-7655 fax
leonarditeprod@nemont.net

April 15, 2008

FROM DIRECTOR - RECLAMATION DIV.

Mr. James R. Deutsch
Director, Reclamation Division
ND Public Service Commission
600 E Boulevard Ave, Dept 408
Bismarck, ND 58505-0480

Date: 4-22-08

Action: Steve

Info. Only: _____

Info & File: _____

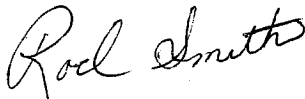
Dear Mr. Deutsch:

We have reviewed your letter of February 14, 2008 and have included the additional information required for the permit transfer. Included please find the following:

1. A copy of the newspaper notice for your review.
2. A listing of the owners and controllers of Leonardite Products, LLC and current directors.
3. There have been no violations received by Leonardite Products, LLC according to NDAC 69-05.2-06-02.
4. The names and addresses of the owners of record of all surface and subsurface areas of the permit area and within one-fourth mile of the permit area has been provided.
5. A Quit Claim Deed is enclosed identifying the lands.
6. Leonardite Products, LLC will continue to operate under the terms and conditions of the original permit.

If you need any additional information or have any questions, please contact us.

Sincerely,



Rodney P. Smith
Managing Member

cc: GoeResources, Inc.

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RC-08-41 Filed: 4/22/2008 Pages: 7
Response to Completeness Deficiency Letter Filed

NOTICE OF APPLICATION FOR TRANSFER, SALE OR ASSIGNMENT OF RIGHT GRANTED UNDER AN APPROVED SURFACE COAL MINING AND RECLAMATION OPERATIONS PERMIT

Please take notice that Leonardite Products, LLC, PO Box 548, Williston, ND 58802 as applicant, has made application to the North Dakota Public Service Commission for Application For Transfer, Sale Or Assignment Of Rights Granted Under An Approved Surface Coal Mining And Reclamation Operations Permit.

The permit area, GRGR-0501, is located in Section 8, T154N, R100W, Williams County, ND. The area is contained on the United States Geological Survey 7-1/2 minute Williston East Quadrangle map. The precise location and boundary of the permit area is depicted on the accompanying map.

This application for transfer, sale or assignment of rights granted under an approved surface coal mining and reclamation operations encompasses 160.0 acres in permit GRGR-0501 issued to GeoResources, Inc. for coal excavation, mining and associated disturbance activities in support thereof.

Leonardite Products, LLC's application is on file at the offices of the North Dakota Public Service Commission, Capitol Building, Bismarck, North Dakota and at the offices of the County Auditor, Williams County Courthouse, Williston, North Dakota. This application is available for public inspection therein during normal business hours.

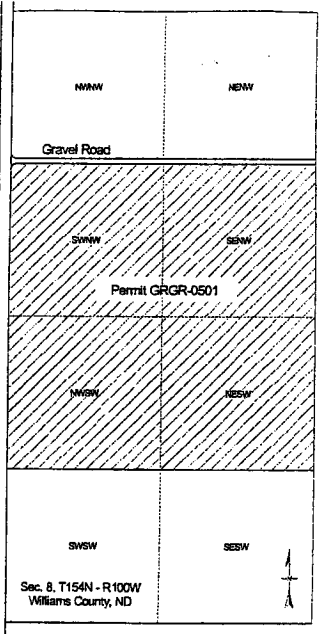
Any persons with an interest which is or may be adversely affected may file written comments, objections, or request an informal conference on the application with the North Dakota Public Service Commission within 30 days of the last publication of this notice. Any request for an informal conference must include the reasons for the request.

The legal description and name of the apparent surface and coal owners of land included within the area applied for are as follows:

Williams County, Township 154 North, Range 100 West

<u>Section</u>	<u>Location</u>	<u>Surface Owner</u>	<u>Coal Owner</u>
8	SWNW	L & L Olson	United States of America
8	SEnw	L & J Olson	United States of America
8	N2SW	Ellis Trust	United States of America

Paved County Road From Highway 1804



Leonardite Products, LLC
Shares Owned

16.000%	Rodney P. Smith Managing Member & Chairman (1-1-08)	13426 72 nd Street NW Zahl, ND 58856
14.000%	Karl Merk Vice-Chairman (1-1-08)	1619 9 th Avenue West Williston, ND 58801
10.000%	Mary Mahar Secretary/Treasurer (1-1-08)	1116 10 th Street West Williston, ND 58801
10.000%	Cherie Olson Harms	815 N Mandan Street Bismarck, ND 58501
10.000%	Joe Murphy	3117 Santa Barbara Drive Sebring, FL 33875
10.000 %	Global Minerals LLC	Beezer Roussel 535 Magnolia Wood Avenue Baton Rouge, LA 70808
10.000 %	Herbert Williamson	1005 6 th Avenue West Williston, ND 58801

Surface and Subsurface Ownership Data

Map C displays all surface and Leonardite subsurface rights included in and contiguous to any part of the proposed permit area extending to a distance of one-fourth mile (402.33 meters) from the proposed permit boundary. A search of the records of the county register of deeds was conducted to determine the legal and equitable surface and subsurface owners of record:

Leonardite Products, LLC

Roger C. Ryan, 3865 43rd Ave NE, Seattle, WA 98105
Susan Ryan, 4121 Cabrillo Way, Sacramento, CA 95820-3227
Constance P. Ryan, c/o Roger C. Ryan, 3865 43rd Ave NE, Seattle, WA 98105
Charlotte Friis, 1806 101st Place NE, Unit H3, Bellevue, WA 98004
Joseph W. Ryan, 2451 Perkins Lane West, Seattle, WA 98199
Federal – BLM, Dickinson, ND 58601
City of Williston, PO Box 1306, Williston, ND 58802-1306
Lorin L. & Luciele M. Olson, 40 Gold Pan Lane, Billings, MT 59105
Lance & Jennifer Olson, 5166 134th Ave NW, Williston, ND 58801
Gordon Ellis Residuary Trust, c/o First Nat. Bank & Trust, PO Box 1827,
Williston, ND 58802
Jean Ellis remaindermen, 1128 7th Ave East, Williston, ND 58801

James E. & Joanne E. Cozart, 13419 53rd St NW, Williston, ND 58801
Edgar M. Boyd Post #37, Att: Robert L. Evans, 425 7th Ave W, Williston, ND
58801
Ernest M. Fix, etux, PO Box 765, Underwood, ND 58576
Wilber & Irene Koch, 14060 West Front St, Williston, ND 58801
Charles A. Dusell, PO Box 877, Williston, ND 58802
Lonny D. & Elaine J. Hiatt, 5237D 134th Ave NW, Williston, ND 58801
James A. & Teri L. Kihle, 5225A 134th Ave NW, Williston, ND 58801
Jeff L. Kihle, 5225A 134th Ave NW, Williston, ND 58801
Dennis N. Larson, 807 W Bdwy, Williston, ND 58801
Richard J. & Cynthia J. Nichols, 5225C 134th Ave NW, Williston, ND 58801
Williams County, 5237 124th Ave NW, Williston, ND 58801
Leon B. & Audrey L. Olson etal, c/o First Nat. Bank & Trust, PO Box 1827,
Williston, ND 58802
Neal & Louise Falk, PO Box 1527, Williston, ND 58802
Ida Beckett, 4284 134th Ave NW, Williston, ND 58801
David & Kristal Stepler, 13381 53rd Ln NW, Williston, ND 58801
Mark & Shelley Ellis, 5658 133rd Ave NW, Williston, ND 58801
Rodney & Teri Nelson, 4095 44th St, Almont, ND 58520
Mark & Shelley A. Ellis, 5658 133rd Ave NW, Williston, ND 58801
Donald & Diane Reinholdt, 13415 Kings View Lane, Williston, ND 58801
Scott Shakelford, Williston, ND 58801

QUIT CLAIM DEED

THIS INDENTURE is made this 31st day of March, 2008, between GeoResources, Inc, whose post office address is P.O. Box 1505, Williston, North Dakota, grantor, to Leonardite Products, LLC, whose address is P.O. Box 548 ✓ Williston North Dakota, grantee.

For and in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the grantor does hereby quit claim to the grantees all of his right, title and interest in the following real property in Williams County, North Dakota, and described as follows, to wit: Township 154 North, Range 100 West

Surface Use Agreement, effective date June 1, 2005 between grantor GeoResources, Inc. and Lance Olson and Jennifer Olson, relating to:

SE/4NW/4 Section 8,

and recorded as document **625903** in the office of the Williams County Recorder, and

Surface Use Agreement, effective date June 1, 2005 between grantor GeoResources, Inc. and Gordon Ellis Residuary Trust, relating to:

N/2SW/4 Section 8,

and recorded as document **625904** in the office of the Williams County Recorder, and

Surface Use Agreement effective date June 1, 2005 between grantor GeoResources, Inc and Lorin L. Olson and Luciele M. Olson relating to:

SW/4NW/4 Section 8,

and recorded as document **625905** in the office of the Williams County Recorder

Dated this 31st day of March, 2008



WILLIAMS COUNTY, ND

QCD 13.00

653760

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04/09/2008 01:50P

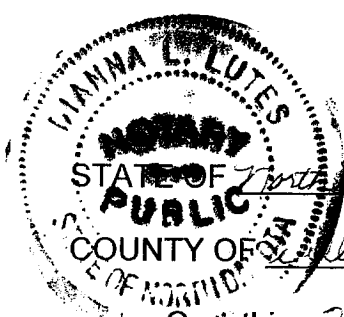
Taxes and Special Assessments paid and TRANSFER ACCEPTED
this 9th day of April, 2008.

GeoResources, Inc.

[Signature] Williams County Auditor
By [Signature] Deputy

By Cathy Kruse

Its Corporate Secretary



653760
Page: 2 of 2
04/09/2008 01:50P
GCD 13.00
WILLIAMS COUNTY, ND

On this 31st day of March, 2008, before me, personally appeared Cathy Kruse, Corporate Secretary, known to me to be the person who is described in, and who executed the within and foregoing instrument, and severally acknowledged that they executed the same.

DIANNA L. LUTES
Notary Public, State of North Dakota
My Commission Expires 8-21-2008
STATE OF NORTH DAKOTA
NOTARY PUBLIC SEAL

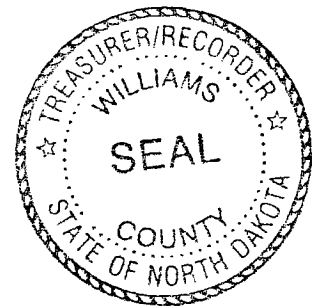
[Signature]
Notary Public
My Commission Expires: 8-21-2008

Statement of consideration is not required pursuant to NDCC § 11-18-02.2(6) (select appropriate subpart)

I certify that the requirements for a report or statement of full consideration paid does not apply because this deed is for one of the transactions exempted by subdivision 10 NDCC 11-18-02.2-6.

[Signature]
Grantee's Agent

Signed: [Signature] Date: 4-9-08
Grantee or Agent



COUNTY RECORDER, WILLIAMS COUNTY, ND 04/09/2008 01:50PM
I certify that this instrument was filed and recorded
Kari Evenson, County Recorder
by [Signature] 653760