

## CERTIFICATE OF COMPANY ACTION

We, the undersigned, the members ~~and managers~~ of **THE WHITT GROUP OF WEST VIRGINIA, INC.**, a limited liability company, do hereby certify that at a meeting of the members ~~and managers~~ of the above-named company held on the 30 day of June, 2005, the following resolutions were unanimously adopted:

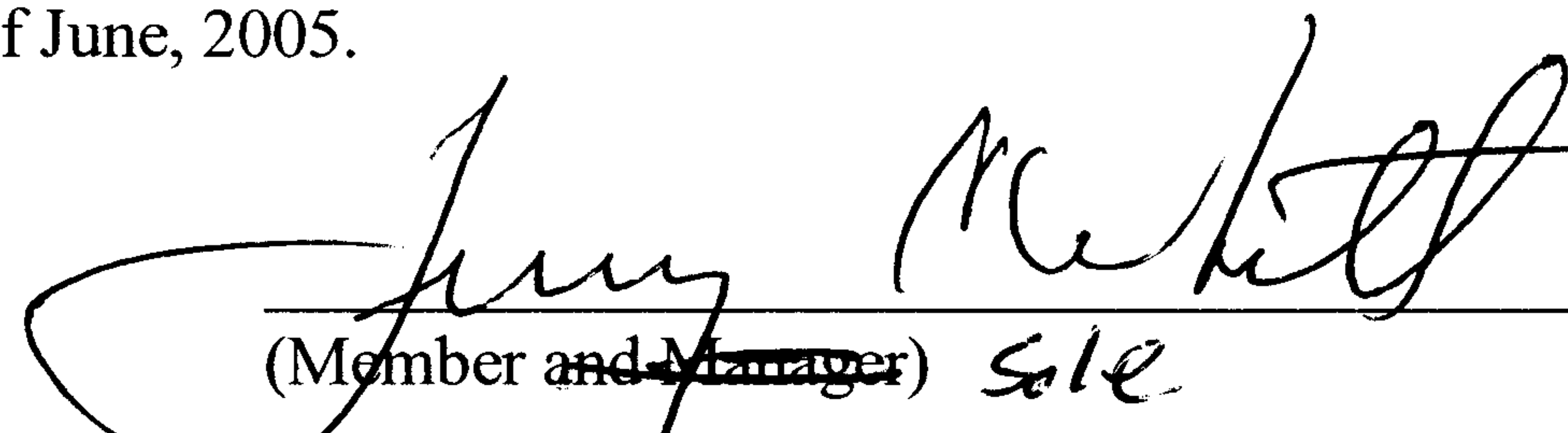
**"BE IT RESOLVED**, that it is in the best interest of this company to sell to TACOA MINERALS, L.L.C. ("Purchaser") the property described on Exhibit "A" and in that regard the form, terms and provisions of the instruments described hereinafter which evidence, secure, or otherwise concern this sale are hereby approved. The instruments referred to hereinabove are a Closing Statement, Lien Affidavit, Non-Foreign Affidavit, and Warranty Deed, all to be executed by this company.

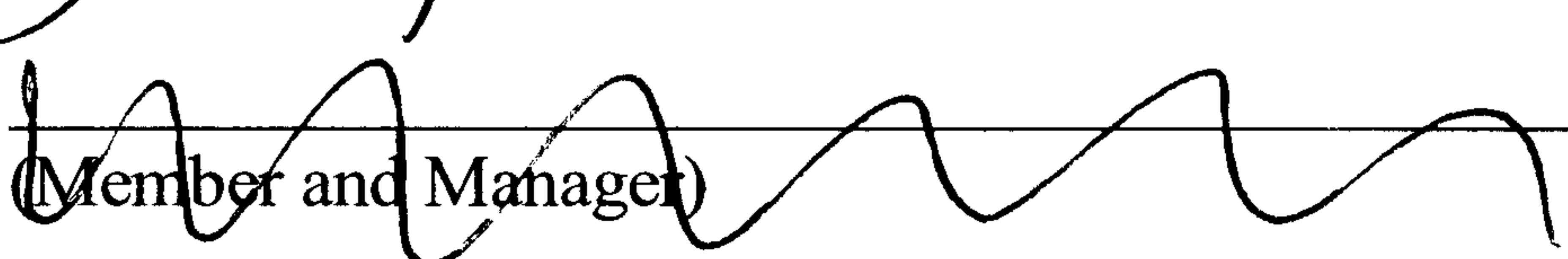
**BE IT FURTHER RESOLVED**, that the member ~~or manager~~ (or any one of them) of this company is hereby authorized and directed to execute and deliver to Purchaser, the above-described sale documents, together with any additional instruments which are required by Purchaser or the title insurance company involved in this transaction, and satisfactory to the member ~~or manager~~ (or any one of them) of this company in the name of and on behalf of this company with such changes in the sale documents as shall be satisfactory to the member or manager. The member's ~~or manager's~~ satisfaction with any sale document and with such additional sale documents or such additional instruments shall be conclusively evidenced by his or her execution of the instrument or such additional instrument.

**BE IT FURTHER RESOLVED**, that all actions heretofore taken by the members ~~and managers~~ of this company, or any other officer or agent of this company in connection with this transaction are hereby ratified, affirmed and approved.

We do further certify that the action above-reflected has not been modified, amended or rescinded and is in full force and effect as of the date hereof.

**IN WITNESS WHEREOF**, we as the members ~~and managers~~ of this company have hereunto set our hands and seals this 30 day of June, 2005.

  
(Member and ~~Manager~~) *Seal*

  
(Member and Manager)



## **EXHIBIT "A"**

### **PARCEL 1:**

A tract of land, situated in the East half of the Northeast quarter of Section 29, Township 21 South, Range 4 West of the Huntsville Principal Meridian, Shelby County, Alabama being more particularly described as follows:

Commence at the Northeast corner of Section 29, Township 21 South, Range 4 West; thence in a Westerly direction along the North boundary of said Section 180.22 feet; thence turning an angle of 50 degrees 31 minutes 33 seconds to the left in a Southwesterly direction, 482.08 feet to the point of beginning of tract herein described; thence turning an angle of 93 degrees 21 minutes 45 seconds to the left in a Southeasterly direction 96.69 feet; thence turning an angle of 61 degrees 53 minutes 18 seconds to the right in a Southwesterly direction, 323.04 feet; thence turning an angle of 16 degrees 19 minutes 28 seconds to the right in a Southwesterly direction, 801.74 feet; thence turning an angle of 20 degrees 57 minutes 16 seconds to the right in a Southwesterly direction, 303.15 feet; thence turning an angle of 55 degrees 21 minutes 07 seconds to the right in a Northwesterly direction 258.54 feet; thence turning an angle of 91 degrees 40 minutes 24 seconds to the right in a Northeasterly direction, 535.80 feet; thence turning an angle of 7 degrees 42 minutes 34 seconds to the right in a Northeasterly direction 122.28 feet; thence turning on an angle of 10 degrees 18 minutes 36 seconds to the right in a Northeasterly direction 193.10 feet; thence turning an angle of 2 degrees 11 minutes 48 seconds to the right in a Northeasterly direction, 191.47 feet; thence turning an angle of 6 degrees 59 minutes 06 seconds to the right in a Northeasterly direction, 490.22 feet; thence turning an angle of 86 degrees 36 minutes 15 seconds to the right in a Southeasterly direction, 121.64 feet to the point of beginning.

### **PARCEL 2:**

Commence at the Southeast corner of Section 20, Township 21 South, Range 4 West; thence run Northwesterly 292.73 feet along the North line of the South diagonal of the South half of the Southeast quarter of the Southeast quarter of said Section 20, Township 21 South, Range 4 West to the East right-of-way line of Southern Railway Company, said point being the point of beginning; thence continue Northwesterly 1,198.36 feet to the Northwest corner of the Southwest quarter of the Southeast quarter of the Southeast quarter of said Section 20, Township 21 South, Range 4 West; thence run Southwesterly 933.19 feet to the Southwest corner of the Southeast quarter of the Southwest quarter of the Southeast quarter of said Section 20, Township 21 South, Range 4 West, said point also being on the South line of said Section 20, Township 21 South, Range 4 West, and also being on the North line of Section 29, Township 21



South, Range 4 West; thence run 1,361.87 feet to the Southeast corner of the Southwest quarter of the Southwest quarter of the Northwest quarter of the Northeast quarter of said Section 29, Township 21 South, Range 4 West, said point also being on the South line of the North half of the Northeast quarter of said Section 29, Township 21 South, Range 4 West; thence run Easterly 1,127.39 feet along the South line of said North half of the Northeast quarter of said Section 29, Township 21 South, Range 4 West, to a point on the West line of a tract of land quitclaimed by USX Corporation to Oak Mountain Energy Corporation by deed dated August 24, 1996; thence run Northeasterly along the West line of said tract 208.38 feet; thence turn a deflection angle to the right of 7 degrees 42 minutes 34 seconds and run Northeasterly along the West line of said tract 122.28 feet; thence turn a deflection angle to the right of 10 degrees 18 minutes 36 seconds and run Northeasterly along the West line of said tract 193.10 feet; thence turn a deflection angle to the right of 2 degrees 11 minutes 48 seconds and run Northeasterly along the West line of said tract 191.47 feet; thence turn a deflection angle to the right of 6 degrees 59 minutes 06 seconds and run Northeasterly 490.22 feet; thence turn a deflection angle to the right of 86 degrees 36 minutes 15 seconds and run Southeasterly 100 feet to the East right-of-way line of Southern Railroad Company; thence run Northeasterly along said East right-of-way line of Southern Railway Company 547.31 feet to the point of beginning.

**SUBJECT TO:** i) taxes and assessments for the year 2005, a lien but not yet payable; ii) title to all minerals within and underlying the premises, together with all mining rights and other rights, privileges, immunities and release of damages relating thereto, as recorded in Deed Volume 227, page 708, Deed Volume 302, page 766, Instrument # 1995-37304, Instrument # 1996-2519, Instrument # 2004-14856 and Instrument # 2004-14857; iii) 100 foot Southern Railway right of way (Parcel 1 & 7); iv) title to all minerals within and underlying the premises, together with all mining rights and other rights, privileges, immunities and release of damages relating thereto, as recorded in Deed Volume 280, page 47 as amended in Real Volume 391, page 547, Instrument 1994-3225, and Instrument 1996-21551 (Parcel 1); v) title to all minerals within and underlying the premises, together with all mining rights and other rights, privileges, immunities and release of damages relating thereto, as recorded in Instrument # 1997-18712 and corrected in Instrument 2004-1730 (Parcel 2); vi) reservation of royalties, hunting agreement, easements and right of ways contained in deed and map recorded as Instrument 1997-18712 and corrected by Instrument 2004-1730 (Parcel 2); vii) release of damages, conditions, restrictions, reservation and limitations set out in deeds recorded in Instrument 2004-67584 and 2005-354; viii) agreement with respect to surface and subsurface uses recorded in Instrument 2004-14860; and ix) non-exclusive easements reserved in Instrument 2004-67584.