

TRANS ENERGY INC  
Form 10-Q  
July 02, 2015  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 10-Q**

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended March 31, 2015**

**OR**

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number 0-23530**

**TRANS ENERGY, INC.**

**(Exact name of registrant as specified in its charter)**

**Nevada** **93-0997412**  
**(State or other jurisdiction of** **(I.R.S. Employer**  
**incorporation or organization)** **Identification No.)**  
**210 Second Street, P.O. Box 393, St. Marys, West Virginia 26170**  
**(Address of principal executive offices)**  
**Registrant's telephone number, including area code: (304) 684-7053**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if smaller reporting company) Smaller reporting company   
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.) Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

<b>Class</b>	<b>Outstanding as of July 2, 2015</b>
<b>Common Stock, \$0.001 par value</b>	<b>15,144,477</b>

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## Item 1. Financial Statements

**TRANS ENERGY, INC. AND SUBSIDIARIES****Condensed Consolidated Balance Sheets****Unaudited**

	<b>March 31, 2015 Unaudited</b>	<b>December 31, 2014 Audited</b>
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	\$ 1,182,656	\$ 1,585,530
Accounts receivable, trade	4,501,676	4,248,152
Accounts receivable, related parties	18,500	18,500
Derivative assets	6,497,401	5,420,309
Advance royalties	172,883	68,133
Prepaid expenses	710,554	767,233
Deferred financing costs, net of amortization of \$862,889 and \$599,971, respectively	1,051,671	1,051,671
Total current assets	14,135,341	13,159,528
<b>OIL AND GAS PROPERTIES, USING SUCCESSFUL EFFORTS ACCOUNTING</b>		
Proved properties	91,578,014	88,194,425
Unproved properties	6,182,957	5,728,196
Pipelines	4,407,117	1,259,052
Accumulated depreciation, depletion and amortization	(19,029,213)	(17,731,699)
Oil and gas properties, net	83,138,875	77,449,974
<b>PROPERTY AND EQUIPMENT, net of accumulated depreciation of \$384,978 and \$364,710 respectively</b>	486,497	504,526
<b>OTHER ASSETS</b>		
Assets held for sale	14,720,207	14,301,375
Derivative assets	7,349,234	2,809,847
Deferred financing costs	2,892,096	3,155,014
Other assets	389,378	388,881
Total other assets	25,350,915	20,655,117
<b>TOTAL ASSETS</b>	<b>\$ 123,111,628</b>	<b>\$ 111,769,145</b>

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See notes to unaudited condensed consolidated financial statements.

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**Table of Contents****TRANS ENERGY, INC. AND SUBSIDIARIES****Condensed Consolidated Balance Sheets (continued)****Unaudited**

	<b>March 31, 2015 Unaudited</b>	<b>December 31, 2014 Audited</b>
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable, trade	\$ 267,968	\$ 531,761
Accounts payable due to drilling operator	13,032,589	5,777,983
Accounts payable, related party	1,500	1,500
Accrued expenses	4,962,408	7,429,874
Environmental settlement and related costs	3,600,000	3,600,000
Revenue payable	16,072	25,019
Commodity derivative liability	255,500	
Notes payable - current	925,700	4,402
<b>Total current liabilities</b>	<b>23,061,737</b>	<b>17,370,539</b>
<b>LONG-TERM LIABILITIES</b>		
Notes payable, net	111,611,121	109,539,647
Asset retirement obligations	103,300	90,928
Environmental settlement and related costs	3,000,000	3,000,000
Commodity derivative liability	732,464	716,488
Deferred revenue	62,510	62,510
<b>Total long-term liabilities</b>	<b>115,509,395</b>	<b>113,409,573</b>
<b>Total liabilities</b>	<b>138,571,132</b>	<b>130,780,112</b>
<b>COMMITMENTS AND CONTINGENCIES</b>		
<b>STOCKHOLDERS EQUITY</b>		
Preferred stock; 10,000,000 shares authorized at \$0.001 par value; -0- shares issued and outstanding		
Common stock; 500,000,000 shares authorized at \$0.001 par value; 14,996,477 and 14,578,467 shares issued, and 14,994,477 and 14,576,467 shares outstanding, respectively	14,997	14,578
Additional paid-in capital	45,205,565	44,323,190
Treasury stock, at cost, 2,000 shares	(1,950)	(1,950)
Accumulated deficit	(60,678,116)	(63,346,785)
<b>Total stockholders' equity (deficit)</b>	<b>(15,459,504)</b>	<b>(19,010,967)</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 123,111,628</b>	<b>\$ 111,769,145</b>

See notes to unaudited condensed consolidated financial statements.

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Table of Contents**TRANS ENERGY, INC. AND SUBSIDIARIES****Condensed Consolidated Statements of Operations (Unaudited)**

	<b>For the Three Months Ended March 31,</b>	
	<b>2015</b>	<b>2014</b>
<b>OPERATING REVENUES</b>		
Oil and gas sales	\$ 4,385,037	\$ 9,716,422
Gas transportation, gathering, and processing	42,716	54,789
Other income	1,777	5,131
<b>Total operating revenues</b>	<b>4,429,530</b>	<b>9,776,342</b>
<b>OPERATING COSTS AND EXPENSES</b>		
Production costs	3,037,186	3,255,950
Depreciation, depletion, amortization and accretion	1,802,830	2,111,726
Selling, general and administrative	1,180,830	1,447,819
<b>Total operating costs and expenses</b>	<b>6,020,846</b>	<b>6,815,495</b>
Gain on sale of assets		207,396
<b>(LOSS) INCOME FROM OPERATIONS</b>	<b>(1,591,316)</b>	<b>3,168,243</b>
<b>OTHER INCOME (EXPENSES)</b>		
Interest income	542	908
Interest expense	(3,115,737)	(4,131,193)
Gain (loss) on commodity derivative	7,375,180	(566,192)
<b>Total other income (expenses)</b>	<b>4,259,985</b>	<b>(4,696,477)</b>
<b>NET INCOME (LOSS) BEFORE INCOME TAXES</b>	<b>2,668,669</b>	<b>(1,528,234)</b>
<b>INCOME TAX</b>		
<b>NET INCOME (LOSS)</b>	<b>\$ 2,668,669</b>	<b>\$ (1,528,234)</b>
<b>NET INCOME (LOSS) PER SHARE BASIC</b>	<b>\$ .18</b>	<b>\$ (.11)</b>
<b>NET INCOME (LOSS) PER SHARE DILUTED</b>	<b>\$ .18</b>	<b>\$ (.11)</b>
<b>WEIGHTED AVERAGE SHARES BASIC</b>	<b>14,889,031</b>	<b>13,516,199</b>
<b>WEIGHTED AVERAGE SHARES DILUTED</b>	<b>15,079,726</b>	<b>13,516,199</b>

See notes to unaudited condensed consolidated financial statements.



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**TRANS ENERGY, INC. AND SUBSIDIARIES**  
**Condensed Consolidated Statements of Cash Flows**  
**(Unaudited)**

	<b>For the Three Months Ended March 31,</b>	
	<b>2015</b>	<b>2014</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income (loss)	\$ 2,668,669	\$ (1,528,234)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation, depletion, and accretion	1,317,781	2,111,726
Amortization of financing costs and debt discount	485,049	1,305,651
Share-based compensation	555,778	198,541
Gain on sale of assets		(207,396)
Interest and legal expense added to principal		534,571
Unrealized (gain) loss on commodity derivative assets	(5,345,004)	305,650
Realized (gain) loss on commodity derivative assets	(2,030,176)	260,542
Changes in operating assets and liabilities:		
Accounts receivable, trade	1,776,652	(3,203,280)
Accounts receivable due from operator, net		269,558
Prepaid expenses and other current assets	(48,071)	1,580
Other assets	(497)	(489)
Accounts payable and accrued expenses	(1,665,240)	747,804
Accounts payable due to operator, net	5,903,756	
Revenue payable	(8,947)	37,464
Net cash provided by operating activities	3,609,750	833,688
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Proceeds from sale of assets		259,543
Expenditures for oil and gas properties	(7,108,042)	(1,986,807)
Expenditures for property and equipment	(2,239)	
Net cash used by investing activities	(7,110,281)	(1,727,264)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from notes payable	3,050,000	
Payments on notes payable	(279,359)	(211,099)
Issuance of common stock		
Stock options exercised	327,016	223,746
Net cash provided by financing activities	3,097,657	12,647
<b>NET CHANGE IN CASH</b>	<b>(402,874)</b>	<b>(880,929)</b>

CASH, BEGINNING OF PERIOD	1,585,530	2,727,832
CASH, END OF PERIOD	\$ 1,182,656	\$ 1,846,903

## SUPPLEMENTAL DISCLOSURES FOR CASH FLOW INFORMATION:

## CASH PAID FOR:

Interest	\$ 3,115,736	\$ 2,409,018
Income taxes		
Non-cash investing and financing activities:		
Accrued expenditures for oil and gas properties	\$ 7,254,606	\$ 3,509,412
Increase in asset retirement obligation	\$ 12,372	\$ 12,372

See notes to unaudited condensed consolidated financial statements.

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**TRANS ENERGY, INC. AND SUBSIDIARIES**

**Notes to Condensed Consolidated Financial Statements (Unaudited)**

**NOTE 1 BASIS OF FINANCIAL STATEMENT PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES**

The accompanying unaudited interim condensed consolidated financial statements have been prepared by Trans Energy, Inc., ( Trans Energy, we, our, us, or the Company ), in accordance with accounting principles generally accepted in the United State of America ( GAAP ) for interim financial information and with the instructions to Form 10-Q and Rule 8-03 of Regulation S-X. Accordingly, they do not include certain information and footnote disclosures normally included in a full set of financial statements prepared in accordance with GAAP. The information furnished in the interim condensed consolidated financial statements includes normal recurring adjustments and reflects all adjustments, which, in the opinion of management, are necessary for a fair presentation of such financial statements. Although management believes the disclosures and information presented are adequate to make the information not misleading, these interim consolidated financial statements should be read in conjunction with our most recent audited consolidated financial statements and notes thereto included in our December 31, 2014 Annual Report on Form 10-K. Operating results for the three months ended March 31, 2015 are not necessarily indicative of the results that may be expected for the year ending December 31, 2015.

**Significant Accounting Policies**

The accounting policies followed by the Company are set forth in Note 1 to the Company s consolidated financial statements in the 2014 Form 10-K, and are supplemented by the notes to the unaudited condensed consolidated financial statements in this report.

**Nature of Operations and Organization**

We are an independent energy company engaged in the acquisition, exploration, development, and production of oil and natural gas. Our operations are presently focused in the State of West Virginia.

**Principles of Consolidation**

The unaudited consolidated financial statements include Trans Energy and our wholly-owned subsidiaries, Prima Oil Company, Inc. ( Prima ), Ritchie County Gathering Systems, Inc., Tyler Construction Company, Inc., American Shale Development, Inc. ( American Shale or ASD ), and Tyler Energy, Inc., and interests with joint venture partners, which are accounted for under the proportional consolidation method. All significant inter-company balances and transactions have been eliminated in consolidation.

**Use of Estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Our financial statements are based on a number of significant estimates, including oil and gas reserve quantities which are the basis for the calculation of depreciation, depletion, amortization, and impairment of oil and gas properties, timing and costs associated with our asset retirement obligations, estimates of fair value of derivative instruments and estimates used in stock-based compensation

calculations. Reserve estimates are by their nature inherently imprecise.

### **Financing Costs**

In connection with obtaining the Morgan Stanley financing in May 2014 and subsequent borrowings, we incurred fees and expenses of \$4,806,656. These fees and expenses were recorded as financing costs and are being amortized over the life of the loan using the straight-line method, which approximates the effective interest method.

In October 2013 we reached a settlement with Oppenheimer & Co., Inc. ( Opco ) which related to the amount of the fee which was earned by Opco acting as our investment banker in assisting the Company in obtaining funding ( Tranche A ) with Chambers Energy Capital ( Chambers ). We recorded \$401,625 in financing fees related to the settlement. The Opco financing fees were being amortized over the same period as the Tranche A loan. In addition, when we obtained new financing in February 2013 and April 2012, we incurred \$122,230 in fees during 2013 and \$1,741,976 in 2012. These fees were recorded as financing costs and were being amortized over the life of the loan using the straight-line method, which approximates the effective interest method. When we obtained the Morgan Stanley financing, the remaining balance of the finance fees related to the Chambers financing was expensed due to the payoff of the related loan.

Amortization of financing costs for the three months ended March 31, 2015 and 2014 was \$485,049 and \$204,484, respectively. Our policy is to recognize twelve months of future deferred financing cost amortization as a current asset and the remaining balance of deferred financing costs as other assets in the consolidated balance sheets.

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### **Property and Equipment**

Property and equipment are recorded at cost. Depreciation on vehicles, machinery and equipment is computed using the straight-line method over expected useful lives of five to ten years. Additions are capitalized and maintenance and repairs are charged to expense as incurred.

### **Oil and Gas Properties**

Trans Energy uses the successful efforts method of accounting for oil and gas producing activities. Under the successful efforts method, costs to acquire mineral interests in oil and gas properties, to drill and equip exploratory wells that find proved reserves, and to drill and equip development wells and asset retirement costs are capitalized. Costs to drill exploratory wells that do not find proved reserves, geological and geophysical costs, and costs of carrying and retaining unproved properties are expensed as incurred.

Unproved oil and gas properties that are individually significant are periodically assessed for impairment of value, and a loss is recognized at the time of impairment by providing an impairment allowance. Other unproved properties are amortized based on Trans Energy's experience of successful drilling and average holding period. Capitalized costs of producing oil and gas properties, after considering estimated dismantlement and abandonment costs and estimated salvage values, are depreciated and depleted by the unit-of-production method. Depreciation on pipelines and related equipment, including compressors, is computed using the straight-line method over the expected useful lives of ten to twenty-five years.

On the sale or retirement of a proved property, the cost and related accumulated depreciation, depletion, and amortization are eliminated from the property accounts, and the resultant gain or loss is recognized.

On the sale of an entire interest in an unproved property for cash or cash equivalent, gain or loss on the sale is recognized, taking into consideration the amount of any recorded impairment if the property had been assessed individually.

If a partial interest in an unproved property is sold, the amount received is treated as a reduction of the cost of the interest retained.

### **Impairments**

Generally accepted accounting principles require that long-lived assets (including oil and gas properties) and certain identifiable intangibles are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The Company, at least annually, reviews its proved oil and gas properties for impairment by comparing the carrying value of its properties to the properties' undiscounted estimated future net cash flows. Estimates of future oil and gas prices, operating costs, and production are utilized in determining undiscounted future net cash flows. The estimated future production of oil and gas reserves is based upon the Company's independent reserve engineer's estimate of proved reserves, which includes assumptions regarding field decline rates and future prices and costs. For properties where the carrying value exceeds undiscounted future net cash flows, the Company recognizes as impairment the difference between the carrying value and fair market value of the properties.

No impairments were recorded through March 31, 2015 or 2014.

### **Derivatives**

We may enter into derivative commodity contracts at times to manage or reduce commodity price risk related to our production. Derivatives and embedded derivatives, if applicable, are measured at fair value and recognized in the consolidated balance sheets as assets or liabilities. Derivatives are classified in the consolidated balance sheets as current or non-current based on whether net-cash settlement is expected to be required within 12 months of the balance sheet date. These commodity contracts are not designated as cash flow hedges, so changes in the fair value are recognized immediately in other income (expense) in the consolidated statement of operations. The pricing models used for valuation often incorporate significant estimates and assumptions, which may impact the level of precision in the financial statements.

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**Table of Contents****Notes Payable**

We record notes payable at fair value and recognize interest expense for accrued interest payable under the terms of the agreements. Principal and interest payments due within one year are classified as current, whereas principal and interest payments for periods beyond one year are classified as long term.

**Asset Retirement Obligations**

We record the fair value of a liability for an asset retirement obligation in the period in which it is incurred if a reasonable estimate of fair value can be made. These obligations include dismantlement, plugging and abandonment of oil and gas wells and associated pipelines and equipment. The associated asset retirement costs are capitalized as part of the carrying amount of the long-lived asset. The liability is accreted to its then present value each period, and the capitalized cost is depleted over the estimated useful life of the related asset which has been determined to be 40 years for Marcellus Shale wells.

The following is a description of the changes to our asset retirement obligations for the three months ended March 31:

	<b>2015</b>	<b>2014</b>
Asset retirement obligations at beginning of period	\$ 90,928	\$ 41,440
Liabilities incurred during the period	11,372	11,372
Accretion expense	1,000	1,000
Liabilities held for sale		
Asset retirement obligations at end of period	\$ 103,300	\$ 53,812

At March 31, 2015 and December 31, 2014, our current portion of the asset retirement obligation was \$0.

**Income Taxes**

At March 31, 2015, the Company had net operating loss carry forwards ( NOLs ) for future years of approximately \$64.9 million. These NOLs will expire at various dates through 2033. There is no current tax provision for the three months ended March 31, 2015 due to a net operating loss for the period. No tax benefit has been recorded in the consolidated financial statements for the remaining NOLs or Alternative Minimum Tax ( AMT ) credit since the potential tax benefit is offset by a valuation allowance of the same amount. Utilization of the NOLs could be limited if there is a substantial change in ownership of the Company and is contingent on future earnings.

We have provided a valuation allowance equal to 100% of the total net deferred asset in recognition of the uncertainty regarding the ultimate amount of the net deferred tax asset that will be realized.

The Company has no material unrecognized tax benefits. No tax penalties or interest expense were accrued as of March 31, 2015 or December 31, 2014 or paid during the periods then ended. We file tax returns in the United States and states in which we have operations and are subject to taxation. Tax years subsequent to 2010 remain open to examination by U.S. federal and state tax jurisdictions, however prior year net operating losses remain open for examination.

**Revenue and Cost Recognition**

We recognize gas revenues upon delivery of the gas to the customers pipeline from our pipelines when recorded as received by the customer's meter. We recognize oil revenues when pumped and metered by the customer. We use the sales method to account for sales and imbalances of natural gas. Under this method, revenues are recognized based on actual volumes sold to purchasers. The volumes sold may differ from the volumes to which we are entitled based on our interest in the properties. These differences create imbalances which are recognized as a liability only when the imbalance exceeds the estimate of remaining reserves. We had no material imbalances as of March 31, 2015 and December 31, 2014. Costs associated with production are expensed in the period incurred.

Revenue payable represents cash received but not yet distributed to third parties.

Transportation revenue is recognized when earned and we have a contractual right to receive payment.



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On January 1, 2013, the Company adopted new authoritative accounting guidance issued by the Financial Accounting Standards Board ( FASB ), which enhanced disclosures by requiring an entity to disclose information about netting arrangements, including rights of offset, to enable users of its financial statements to understand the effect of those arrangements on its financial position and provided clarification as to the specific instruments that should be considered in these disclosures. These pronouncements were issued to facilitate comparison between financial statements prepared on the basis of GAAP and International Financial Reporting Standards. These disclosures are effective for annual and interim reporting periods beginning on or after January 1, 2013, and are to be applied retrospectively for all comparative periods presented. See Note 9 - Derivative and Hedging Financial Instruments for tabular presentation of the Company's gross and net derivative positions.

**Share-Based Compensation**

Trans Energy estimates the fair value of each stock option award at the grant date by using the Black-Scholes option pricing model. The model employs various assumptions, based on management's best estimates at the time of the grant, which impact the fair value calculated and ultimately, the expense that is recognized over the life of the award. We have utilized historical data and analyzed current information to reasonably support these assumptions. The fair value of restricted stock awards is determined based on the fair market value of our common stock on the date of the grant.

We recognize share-based compensation expense on a straight-line basis over the requisite service period for the entire award. As a result of stock and option transactions, we recorded total share-based compensation of \$135,778 and \$198,541 for the three months ended March 31, 2015 and 2014, respectively. We also recorded share-based compensation related to stock awards for 2014 performance payments of \$420,000 and \$0 for the three months ended March 31, 2015 and 2014, respectively.

**New Accounting Standards**

In May 2014, the Financial Accounting Standards Board issued Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers (Topic 606) ( ASU 2014-09 ). ASU 2014-09 is intended to improve the financial reporting requirements for revenue from contracts with customers by providing a principle based approach. The core principal of the standard is that revenue should be recognized when the transfer of promised goods or services is made in an amount that the entity expects to be entitled to in exchange for the transfer of goods and services. ASU 2014-09 also requires disclosures enabling users of financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. This standard will be effective for financial statements issued by public companies for annual reporting periods beginning after December 15, 2016. Early adoption is not permitted. In April 2015, FASB proposed deferring the effective date of ASU 2014-09 by one year. The Company is currently evaluating the potential impact of ASU 2014-09 on the financial statements.

In April 2015 the Financial Accounting Standards Board issued ASU 2015-03, Simplifying the Presentation of Debt Issuance Costs ( ASU 2015-03 ). This standard amends the existing guidance to require that debt issuance costs be presented in the balance sheet as a deduction from the carrying amount of the related debt liability instead of as a deferred charge. ASU No. 2015-03 is effective on a retrospective basis for annual reporting periods beginning after December 15, 2015, but early adoption is permitted. The Company is currently evaluating the effect that the adoption of this standard will have on its financial statements and related disclosures.

The Company has reviewed all other recently issued accounting standards in order to determine their effects, if any, on the consolidated financial statements. Based on that review, the Company believes that none of these standards will have a significant effect on current or future earnings or results of operations.

**NOTE 2 OPERATIONS**

We have incurred net income (loss) for the three months ended March 31, 2015 and 2014 of \$2,668,669 and \$(1,528,234), respectively. Although our current and prior year-to-date revenues were not sufficient to cover our operating costs and interest expense, we are focusing on drilling Marcellus Shale wells which based upon projections, are expected to increase our cash flow. If our cash flows from operations are not sufficient to meet liquidity requirements, we may need to sell assets, obtain additional financing or issue equity.

Our net income and cash flows provided by operating activities during the three months ended March 31, 2015 were primarily due to a gain on commodity derivatives as well as an increase in accounts payable to operator. Our net losses and cash flows used in operating and investing activities during the three months ended March 31, 2014 were primarily funded using net proceeds from notes payable to Chambers and Morgan Stanley (see Note 8), in addition to proceeds from the sale of certain oil and gas properties (see Note 6).

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**Table of Contents****NOTE 3 ACCOUNTS PAYABLE DUE TO DRILLING OPERATOR**

We have historically been the drilling operator for wells drilled on our behalf in which we own a working interest. In 2012, another working interest owner became the drilling operator for wells in which we own a working interest. We owed the drilling operator \$13,032,589 and \$5,777,983 for charges incurred, but not paid, as of March 31, 2015 and December 31, 2014, respectively. The amount due to the operator reported at December 31, 2014 has been reduced for consideration received from the Republic purchase and sale agreement, which is to be paid in the form of a credit against the expenses incurred by Republic Energy Ventures on behalf of American Shale (see Note 6). The amount due to the operator reported at March 31, 2015 and December 31, 2014, is net of a \$796,964 and \$708,467 credit, respectively, related to intercompany charges related to employee salary reimbursements, travel expenses, and lease costs.

**NOTE 4 OIL AND GAS PROPERTIES**

Total additions for oil and gas properties for the three months ended March 31, 2015 and 2014 were \$7,108,042 and \$1,986,807, respectively. Depreciation, depletion, and amortization expenses on oil and gas properties were \$1,297,264 and \$2,089,607 for the three months ended March 31, 2015 and 2014, respectively.

**NOTE 5 ASSETS AND LIABILITIES HELD FOR SALE**

Assets held for sale relate to the Wetzel county properties located in West Virginia including 5,159 net acres held by the Company and the Company's interest in twelve Marcellus producing wellbores which the Company has contracted to sell to TH Exploration, LLC, a Texas limited liability company. Total assets held for sale as of March 31, 2015 and December 31, 2014 were \$14,720,207 and \$14,301,375 respectively. See Note 15 Subsequent Events

**NOTE 6 SALE OF OIL AND GAS PROPERTIES**

On January 24, 2013, we closed the sale of our interests in certain non-core assets for approximately \$2.6 million of net cash proceeds. The interests sold consisted of our working interest in all existing shallow wells, but we retained an overriding royalty interest of approximately 2.5% on most of the wells. The purchaser assumed the role of operator with respect to approximately 300 wellbores, and has commenced a workover program with respect to a number of the existing wells. The wells produced at a rate of approximately 800 Mcfe per day as of December 31, 2012, which was the effective date for the transaction.

Additionally, we granted the purchaser the right to drill wells in or above conventional shallow Devonian formations, for leases where we currently hold rights to such depths. We did not farm out any of our rights to drill in deeper formations such as the Rhinestreet, Marcellus or Utica. We retained up to a 5% overriding royalty interest on any such wells drilled, depending on the net revenue interest.

On December 13, 2013, the Company and Republic closed a transaction pursuant to a Purchase and Sale Agreement (the "PSA") dated September 30, 2013. The Company owned 1,114.8 lease acres of the total 4,650 lease acres and leasehold working interests in certain partially completed well sites, located in Tyler County, West Virginia. At closing, the Company received cash of approximately \$10.6 million of the total purchase price of \$36.3 million, net of holdback. A total of 118.6 lease acres were excluded from the sale (39.8 lease acres net to the Company) due to incurable title defects. An additional 135.5 lease acres (30.7 lease acres net to the Company) were excluded from the sale due to curable title defects, which were cured and an additional \$0.2 million was due and payable to the Company, as of December 31, 2013, per the terms of the PSA. In February 2014, the Company received \$489,608 related to curable title defects. The proceeds were applied to a receivable of \$230,064 recorded at December 31, 2013.

The remaining \$259,544 was reported, net of expenses, as gain on sale of assets in 2014.

On May 21, 2014 ( Funding Date ), American Shale entered into a purchase and sale agreement (the Republic PSA ) with its joint venture partner, Republic Energy Ventures ( Republic ). Under the Republic PSA, for \$15 million, American Shale sold (i) an undivided interest across all of its undeveloped leasehold amounting to approximately 2,239 net acres, (ii) an over-riding royalty interest of 1.5% in all of its leasehold in Wetzel County, West Virginia, and (iii) an over-riding royalty interest of 1.0% in six (6) wells that are currently being drilled in Marshall County, West Virginia. The consideration is to be paid in the form of a credit against expenses incurred by Republic on behalf of

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American Shale. American Shale reserved the right to receive 25% of the net profits earned by Republic on the assets sold. American Shale had the option to repurchase the undivided interest across all of its undeveloped leasehold, plus the over-riding royalty interest in its Wetzel County leasehold, for \$15 million if (i) such payment is made within six (6) months of the Funding Date, or (ii) a purchase and sale agreement that would allow for such repayment by American Shale is signed within such period and the transaction contemplated therein is closed prior to December 31, 2014. American Shale did not exercise the option to repurchase the royalty interest and the sale was recognized as a gain on sale of assets at December 31, 2014.

As part of the Republic PSA, Republic also agreed to amend the Amended Joint Development Agreement with American Shale (the AJDA ). Under the revised AJDA, Republic agreed to fund all costs associated with new leasehold acquisitions subsequent to April 1, 2014. American Shale has the right to buy a 25% interest in any such leasehold at Republic's cost, plus 12% interest, in the event that Republic sells its interest in the leasehold or permits a third party to drill a well on the leasehold. In the event that American Shale repays Republic under the terms of the Republic PSA, American Shale will have the option to fund a 50% portion of any future leasehold expenditures, upon providing satisfactory evidence of its ability to continue such funding on a go-forward basis.

On December 24, 2014, American Shale closed a transaction pursuant to a Purchase and Sale Agreement (the PSA ) executed as of December 24, 2014 with Wellbore Capital, LLC, a Delaware limited liability company ( Wellbore ). Pursuant to the PSA, the Sellers granted to Wellbore overriding royalty interests in certain leases (the Oil and Gas Properties ) located in Wetzel and Marion Counties, West Virginia (collectively, the ORRI ). Under the PSA, the purchase price for the ORRI was \$11.0 million, of which the Company received approximately \$10.7 million in cash at closing. The PSA provides Wellbore the right to sell its interests in the ORRI to a third party acquiror in the event that Sellers sell all of their interests in the oil and gas properties to such acquiror. If such sale occurs prior to December 31, 2017, Wellbore alternatively has the right to require Sellers to repurchase the ORRI for a certain return on its investment in the ORRI.

**NOTE 7 ENVIRONMENTAL SETTLEMENT AND RELATED COSTS**

On September 28 and December 17, 2012, the U.S. Environmental Protection Agency ( EPA ) issued to the Company seven administrative compliance orders and a request for information. The orders and request related to our compliance with Clean Water Act ( CWA ) permitting requirements at seven pond and/or well site locations in Marshall and Wetzel Counties, West Virginia and concerned the alleged discharge of dredged and/or fill material into waters of the United States. On August 25, 2014, Trans Energy entered into a civil Consent Decree with the EPA with respect to the CWA matter and related issues that were discovered based upon an internal audit. Fines associated with the Consent Decree amount to \$3,000,000.

As part of the Consent Decree, Trans Energy is required to perform certain restoration activities at affected pond, well pad and access roads at multiple sites. We have preliminarily estimated the cost of early components of restoration over all the sites involved to be an additional \$3,000,000, net to Trans Energy. Overall costs may range as high as \$9,000,000. The restoration will be performed during the 2015, 2016 and 2017 construction seasons. Our estimate of costs to us will be refined, and may increase or decrease as we submit work plans to the EPA for approval to perform these restoration activities. Additionally, we are exploring avenues to offset some costs to the extent they are reimbursable through our joint venture agreements and the purchase or trading of wetland credits.

On October 1, 2014, Trans Energy pleaded guilty to three misdemeanor charges related to Unauthorized Discharge into a Water of the United States in violation of the Clean Water Act. In connection with this plea, the Company agreed to pay a \$600,000 fine and was placed on probation for a period of two years.

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As a result of this plea and the previously disclosed settlement agreement, all civil and criminal matters arising out of the EPA's investigation and complaints arising out of the ponds in Marshall and Wetzel Counties West Virginia have been resolved.

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**Table of Contents****NOTE 8 NOTES PAYABLE**

On April 26, 2012 American Shale closed a Credit Agreement transaction (hereafter the Chambers Credit Agreement ) with several banks and other financial institutions or entities that from time-to-time will be parties to the Chambers Credit Agreement (the Lenders ), and Chambers Energy Management, LP as the administrative agent ( Agent or Chambers ).

The Chambers Credit Agreement was originally for a notional amount of \$50 million, which was received at closing net of a \$3 million Original Issue Discount ( OID ) and a \$50,000 administrative fee due annually. These OID costs were netted against notes payable and were being amortized over the life of the loan using the straight-line method, which approximated the effective interest method. For the three months ended March 31, 2015 and 2014, \$0 and \$264,706 of the OID was amortized as interest expense, respectively.

On February 28, 2013, American Shale, the Lenders and the Agent amended and restated the Chambers Credit Agreement in order to facilitate an increase in the principal amount of the borrowings under the facility to \$75 million. The additional funds were received February 28, 2013. The other terms of the Chambers Credit Agreement were unchanged.

Interest was due monthly at 10% plus the greater of 1% or the 3 month LIBOR rate (11% at time of payoff). Principal was due at maturity, February 28, 2015. We had to pay interest through April 26, 2014, on any principal prepayments with respect to the original \$50 million loan at the time of the prepayment prior to April 26, 2014. American Shale was obligated to pay a Termination Fee with respect to the \$25 million loan upon the earliest to occur of (i) a Change of Control, (ii) repayment in full of the loans under the Chambers Credit Agreement and (iii) certain defaults under the Chambers Credit Agreement related to seeking relief from creditors or generally being unable to repay debts as they come due. The Termination Fee was defined as \$12.5 million less all interest payments actually made with respect to the \$25 million loan prior to such date.

The Company estimated its liability related to the Termination Fee to be approximately \$6.8 million (\$12.5 million gross fee, less \$5.7 million in interest payments) (the Termination Fee Liability ).

The Termination Fee Liability was recorded on the Company s condensed consolidated balance sheet as an addition to the related debt balance, offset by an equal debt discount of \$6.8 million (the Termination Fee Debt Discount ). The Termination Fee Debt Discount was being amortized to interest expense through the expected payment date of February 28, 2015; however, such amortization was accelerated upon payment of the Termination Fee in conjunction with the Morgan Stanley Credit Agreement. At repayment of the loan the Termination Fee was computed to be \$9,077,778. For the three months ended March 31, 2015 and 2014, the Company recorded interest expense of \$0 and \$836,459 of amortization related to the Termination Fee, respectively.

The Chambers Credit Agreement included a contingent interest provision that added 1% of the outstanding principal amount of the loan to the loan balance for any quarter in which American Shale s Consolidated Leverage Ratio exceeded certain levels. American Shale s Consolidated Leverage Ratio exceeded the allowed level at September 30, 2012, and quarterly thereafter. Therefore, the contingent interest provision had been applied and \$1,149,969 was added to the principal balance and interest expense in 2014 (through the date of the repayment).

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On May 21, 2014, American Shale entered into a credit agreement (the "Morgan Stanley Credit Agreement") by and among American Shale, several lenders (the "Lenders"), and Morgan Stanley Capital Group Inc. as the administrative agent ("Agent"). Trans Energy is a guarantor of the Morgan Stanley Credit Agreement as is Prima, another of our wholly owned subsidiaries. The Morgan Stanley Credit Agreement provides that the Lenders will lend American Shale up to \$200 million, including an initial draw of \$102.5 million plus a PIK fee of \$593,750, a contingent committed amount of \$47.5 million and an uncommitted amount of \$50 million (the "Loans"). The initial draw under the facility was used primarily to repay all of the outstanding debt under the Chambers Credit Agreement, as well as to fund certain fees and expenses incurred in connection with the Morgan Stanley Credit Agreement.

The Loans will initially bear interest at a per annum rate equal to 9% plus the greater of 1% or LIBOR, for a three month interest period. The interest rate will be automatically lowered if American Shale improves the ratio of the value of its proved developed producing ("PDP PV9") properties to its funded debt, less cash and other liquid assets, as further defined under the Morgan Stanley Credit Agreement (the "Net Debt Ratio"). Upon the occurrence of certain events of default, the loans will bear interest at an additional 2% per annum above the initial rate, and with respect to other events of default, may bear interest at the higher default rate. Interest is due and payable monthly in arrears. During the three months ended March 31, 2015, the Company recorded interest expense of \$2,967,969 related to the Morgan Stanley Credit Agreement.

The initial loan was advanced as a single funding of \$102.5 million plus a PIK fee of \$593,750 on the Funding Date. Additional amounts up to \$47.5 million may be drawn within the two year period after the Funding Date provided that the Net Debt Ratio, pro forma for such subsequent drawdowns, based on the level of PDP PV9 that is projected six months from the date of each drawdown, meets certain pre-defined targets. All principal will be due on December 31, 2018 (the "Maturity Date"), if not accelerated before that date. Scheduled amortization of the principal amount of the loans may begin on May 1, 2015, unless the Net Debt Ratio exceeds certain defined parameters, in which case scheduled amortization may begin as late as May 1, 2016. No amortization is required if American Shale's Net Debt Ratio meets certain criteria. The minimum amortization required each month will be the greater of (i) 0.75% of the then outstanding balance (after May 1, 2016) or (ii) the amortization amount that would be required for American Shale to achieve a predetermined Net Debt Ratio within six months. Such ratios increase over time.

The principal amount of the Loans may be prepaid, but not reborrowed. If the Loans are prepaid on or prior to the first anniversary of the Funding Date, a make-whole amount will be charged equal to 4.0% of the principal balance of the Loans, plus the sum of the remaining scheduled payments of interest prior to the first anniversary of the Funding Date. Up to \$25 million of prepayments from specified sources will be exempt from this provision if payments are made prior to the first anniversary of the Funding Date. If the Loans are prepaid on or after the first anniversary of the Funding Date but prior to the second anniversary of the Funding Date, a make-whole amount equal to 4.0% of the principal balance of the Loans will be charged. Prepayments between the second and third anniversary of the Funding Date will be charged 3.0% of the principal balance of the Loans.

Also on the Funding Date of the Morgan Stanley Credit Agreement, Trans Energy and Prima executed a Guarantee and Security Agreement providing that Trans Energy and Prima will guarantee the indebtedness of American Shale under the terms of the Morgan Stanley Credit Agreement.

The Morgan Stanley Credit Agreement includes certain customary affirmative covenants such as minimum hedging requirements, delivery of financial information, operation and maintenance of properties, and maintenance of books and records. Financial covenants include a maximum leverage ratio (latest twelve months EBITDA to net debt) and minimum current ratio (consolidated current assets to consolidated current liabilities). The definition of net debt includes funded debt plus accounts payable, offset by cash as well as accounts receivable. American Shale is also required to apply toward approved capital expenditures a minimum of 50% of the proceeds of any equity issuance that



occurs subsequent to the first anniversary of the Funding Date.

Negative covenants include limitations on indebtedness, liens, fundamental changes, dispositions of property, payment of dividends or distributions, capital expenditures, investments and transactions with affiliates. There are also limitations on hedging transactions, creation or acquisition of subsidiaries, use of proceeds, drilling without providing title opinions, amending certain documents and appointing non-approved officers or directors.

Upon the occurrence of a change of control (as defined in the Morgan Stanley Credit Agreement), the Lenders may require American Shale to pay all of the outstanding interest, make-wholes and fees in addition to 101% of the principal amounts of the Loans under the Morgan Stanley Credit Agreement.

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On the Funding Date, American Shale also entered into a Net Profits Interest Agreement (the "NPI Agreement") with the Agent. The NPI Agreement provides that subsequent to the repayment of the Loans, American Shale will pay a net profits interest to the Agent (the "NPI"). The NPI is to be calculated based on production revenues less certain expenditures, including operating costs, general and administrative expenses, interest and capital expenditures. The amount of interest expense and general and administrative expenses that can be charged are limited based on the amounts that were previously expensed prior to repayment of the Loans. The NPI is earned based on amounts borrowed under the Morgan Stanley Credit Agreement. As of the Funding Date, a NPI of 6.5% of the net profits, as defined under the NPI Agreement, has been earned. The Agent will earn up to an additional 2.5% of the net profits pro rata for any subsequent borrowing by American Shale under the \$47.5 million contingent commitment. At June 30, 2014, the Company recorded a discount related to the NPI of \$3,339,376 on proved property and \$733,034 on unproved property. The total value recorded as a discount on loan payable related to the NPI is \$4,072,410. For the three months ended March 31, 2015, the Company recorded accretion of the discount related to the NPI in the amount of \$222,131 which is computed using the straight line method over the life of the loan.

The NPI Agreement provides the Agent with the option to sell its NPI for fair value, as defined in the NPI Agreement, alongside American Shale or Trans Energy in the event that either American Shale or Trans Energy sells interests, including partial interests, in the subject properties at a fair value for the NPI that meets or exceeds \$1.5 million for each 1.0% of NPI earned by the Agent prior to such date. In such event, American Shale can also require the Agent to sell all of its NPI to American Shale (or, alternatively, to the buyer of any subject interests) for fair value. In the event of a sale of all or substantially all of the assets of American Shale, fair value is defined as the net cash received that is attributable to the equity interests of either American Shale or Trans Energy in such transaction.

On August 20 and October 3, 2014, American Shale made \$5 million draws in accordance with the Morgan Stanley Credit Agreement.

In December 2014, M3 Appalachia Gathering, LLC ("M3") completed a waterline to improve water supply and lower completion costs, as compared to trucking, with respect to the Company's wells on the Jones lease in Marion County, West Virginia (the "Jones Pad"). M3 currently gathers all production from the Jones Pad. The Company's cost of the waterline is approximately \$3.1 million, which is being paid to M3 through 36 monthly payments, at an internal rate of return to M3 of 15%, of \$105,730. As of the March 31, 2015, the Company had recorded a long-term asset of \$3.1 million, net of depreciation, and current and long-term note payable in the amounts of \$925,128 and \$1,849,343, respectively.

The following table summarizes the components of total debt recorded on the Company's consolidated balance sheets as of March 31, 2015 and December 31, 2014:

	<b>March 31, 2015</b>	<b>December 31, 2014</b>
	(unaudited)	(audited)
Morgan Stanley Credit Agreement - Morgan Stanley Tranche A and B	112,500,000	112,500,000
Morgan Stanley Credit Agreement - Morgan Stanley PIK Fee	593,750	593,750
Morgan Stanley Credit Agreement - Morgan Stanley NPI	(3,331,972)	(3,554,103)
M3 Appalachia Gathering LLC Note Payable	2,774,471	

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Other loan vehicles	572	4,402
Total debt	\$ 112,536,821	\$ 109,544,049

The debt balances under the Credit Agreements are presented as a long-term liabilities on the Company's balance sheet as of March 31, 2015 and December 31, 2014. As of September 30, 2014, the Company previously presented the debt balance as current due to an uncertainty of whether the Agent of the Credit Agreement believed the Company was in technical default of the current ratio covenant (greater than 1:1) thereunder due to the deferred gain liability recorded as of such date. Although non-cash in nature, the deferred gain recorded as a current liability as of September 30, 2014 resulted in a less than 1:1 current ratio and was not explicitly excluded from the covenant calculation within the Credit Agreement. The Company has also confirmed that the Credit Agreement provides for the inclusion of the \$47.5 million contingent committed tranche as a current asset when calculating the current ratio defined therein, provided that the Company is not in violation of any other covenants. As such the Company is not in default under the Credit Agreement as of September 30, 2014 or December 31, 2014. The deferred gain proceeds were reclassified to a gain on sale in December 2014 due to the expiration of the Company's repurchase option under the Republic PSA. As of March 31, 2015 and December 31, 2014, the Company's current ratio exceeds 1:1 and, thus, is not in default under the Credit Agreement.

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**Table of Contents****NOTE 9 DERIVATIVE AND HEDGING FINANCIAL INSTRUMENTS**

On May 9, 2013, American Shale entered into costless collars ( BP Hedge ) covering approximately 85% of its expected natural gas production from wells that were considered proved developed producing ( PDP ) as of that date. Neither oil nor natural gas liquids have been hedged, but the BTU associated with our ethane production was essentially hedged, since it is sold as part of the natural gas stream. The costless collars consist of long put options (floor) with a strike price of \$4.00 per MMBtu and offsetting short calls (ceiling) with a strike price of \$4.28 per MMBtu. The aforementioned volumes are hedged beginning with the June 2013 contract and ending with the April 2015 contract. A total of 3.4 MMBtu are hedged over this period, with monthly volumes declining from a high of approximately 207,000 MMBtu in June 2013 to 113,000 MMBtu in April 2015. The fair value of these commodity contracts was \$150,331 and \$410,389 at March 31, 2015 and December 31, 2014, respectively.

On May 21, 2014 American Shale, entered into fixed price hedges ( Morgan Stanley Fixed I ), which, when combined with existing hedges, covered approximately 90% of its expected natural gas production from PDP wells as of that date. Neither oil nor natural gas liquids have been hedged, but the BTU associated with our ethane production was essentially hedged, since it is sold as part of the natural gas stream. The hedges consist of swaps with strike prices ranging between \$4.38 per MMBtu to \$4.06 per MMBtu. The hedges begin with the June 2014 contract and end with the December 2018 contract. A total of 13,932,171 MMBtu are hedged over this period, with monthly volumes declining from a high of 444,534 MMBtu in July 2014 to 171,940 MMBtu in November 2018. The fair value of these commodity contracts was \$10,421,976 and \$5,878,302 at March 31, 2015 and December 31, 2014, respectively.

On August 20, 2014 American Shale, entered into fixed price hedges ( Morgan Stanley Fixed II ), which, when combined with existing hedges, covered approximately 90% of its expected natural gas production from PDP wells as of that date. Neither oil nor natural gas liquids have been hedged, but the BTU associated with our ethane production was essentially hedged, since it is sold as part of the natural gas stream. The hedges consist of swaps with a fixed strike price of \$3.92 per MMBtu. The hedges begin with the September 2014 contract and end with the December 2018 contract. A total of 10,499,038 MMBtu are hedged over this period, with monthly volumes declining from a high of 326,700 MMBtu in January 2015 to 45,854 MMBtu in November 2018. The fair value of these commodity contracts was \$3,274,328 and \$1,941,465 at March 31, 2015 and December 31, 2014, respectively.

On December 23, 2014 American Shale, entered into Basis Swap fixed price hedges ( Morgan Stanley Fixed III ) covering approximately 50% of its expected natural gas production from PDP wells as of December 23, 2014. Neither oil nor natural gas liquids have been hedged, but the BTU associated with our ethane production was essentially hedged, since it is sold as part of the natural gas stream. The hedges consist of swaps with a fixed strike price of \$(1.12) per MMBtu. The hedges begin with the December 2014 contract and end with the December 2018 contract. A total of 7,301,209 MMBtu are hedged over this period, with monthly volumes declining from a high of 266,891 MMBtu in December 2014 to 104,084 MMBtu in November 2018. The fair value of these commodity contracts was \$(987,964) and \$(716,488) at March 31, 2015 and December 31, 2014, respectively.

The Company has a master netting agreement on the gas hedge and therefore the current asset and liability are netted on the condensed consolidated balance sheet and the non-current asset and liability are netted on the condensed consolidated balance sheet.

The use of derivative transactions involves the risk that the counterparties will be unable to meet the financial terms of such transactions. The Company has netting arrangements with BP Energy Company that provide for offsetting payables against receivables from separate derivative instruments.



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The following tables summarize the approximate volumes and average contract prices of contracts the Company had in place as of March 31, 2015:

Contract Period of BP Hedge	Volumes (MMBtu)	Weighted- Average Floor Price (per MMBtu)	Weighted- Average Ceiling Price (per MMBtu)
2015	113,206	\$ 4.00	\$ 4.28
All gas collars*	113,206		

\* Gas collars are comprised of IF Henry Hub (100%).

Contract Period Of Morgan Stanley Fixed I	Volumes (MMBtu)	Weighted- Average Fixed Price (per MMBtu)
2015	3,074,261	\$ 4.11
2016	3,002,489	\$ 4.06
2017	2,495,153	\$ 4.16
2018	1,995,696	\$ 4.29
All gas hedges*	10,567,599	

\* Gas hedges are comprised of IF Henry Hub (100%).

Contract Period Of Morgan Stanley Fixed II	Volumes (MMBtu)	Weighted- Average Fixed Price (per MMBtu)
2015	1,542,873	\$ 3.92
2016	992,431	\$ 3.92
2017	771,407	\$ 3.92
2018	603,458	\$ 3.92
All gas hedges*	3,910,169	

\* Gas hedges are comprised of IF Henry Hub (100%).

Contract Period Of Morgan Stanley Fixed III	Volumes (MMBtu)	Basis Swap Fixed Price (per MMBtu)
2015	1,992,096	\$ (1.12)
2016	1,842,098	\$ (1.12)
2017	1,518,648	\$ (1.12)
2018	1,209,491	\$ (1.12)
All gas hedges*	6,562,333	

\* Gas hedges are comprised of IF Henry Hub (100%).

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The following tables detail the fair value of derivatives recorded in the accompanying balance sheets, by category:

	As of March 31, 2015			
	Derivative Assets		Derivative Liabilities	
	Balance Sheet Classification	Fair Value	Balance Sheet Classification	Fair Value
Commodity derivative	Current assets	\$ 6,497,401	Current liabilities	\$ 255,500
Commodity derivative	Noncurrent assets	7,349,234	Noncurrent liabilities	732,464
		\$ 13,846,635		\$ 987,964

	As of December 31, 2014			
	Derivative Assets		Derivative Liabilities	
	Balance Sheet Classification	Fair Value	Balance Sheet Classification	Fair Value
Commodity derivative	Current assets	\$ 5,420,309	Current liabilities	\$
Commodity derivative	Noncurrent assets	2,809,847	Noncurrent liabilities	716,488
		\$ 8,230,156		\$ 716,488

The table below summarizes the realized and unrealized gains and losses related to our derivative instruments for the three months ended March 31, 2015 and 2014.

	Three Months Ended	
	March 31, 2015	March 31, 2014
Realized gains (loss) on commodity derivative	\$ 2,030,176	\$ (260,542)
Change in fair value of commodity derivative	5,345,004	(305,650)
Total realized and unrealized gains recorded	\$ 7,375,180	\$ (566,192)

These realized and unrealized gains and losses are recorded in the accompanying unaudited condensed consolidated statements of operations as derivative gains (losses).



**Table of Contents****NOTE 10 FAIR VALUE MEASUREMENTS**

The authoritative guidance establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company's assumptions of what market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The hierarchy is broken down into three levels based on the reliability of the inputs as follows:

- Level 1: Quoted prices are available in active markets for identical assets or liabilities;
- Level 2: Quoted prices in active markets for similar assets and liabilities that are observable for the asset or liability; or
- Level 3: Unobservable pricing inputs that are generally less observable from objective sources, such as discounted cash flows models or valuations.

The financial assets and liabilities are classified based on the lowest level of input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of the fair value of assets and liabilities and their placement within the fair value hierarchy levels. The Company's policy is to recognize transfers in and/or out of fair value hierarchy as of the end of the reporting period for which the event or change in circumstances caused the transfer. The valuation policies are determined by the principal financial officer and are approved by the President. Fair value measurements are discussed with the Company's audit committee, as deemed appropriate. Each quarter, the inputs used in the fair value calculations are updated and management reviews the changes from period to period for reasonableness. The Company has consistently applied the valuation techniques discussed below in all periods presented.

The following table presents the Company's financial assets and liabilities that were accounted for at fair value on a recurring basis as of March 31, 2015 and December 31, 2014 by level within the fair value hierarchy

	Level 1	Level 2	Level 3	Total
<b><u>March 31, 2015</u></b>				
<b>ASSETS:</b>				
Commodity contracts		\$ 13,846,635		\$ 13,846,635
<b>LIABILITIES:</b>				
Commodity contracts		\$ 987,964		\$ 987,964
<b><u>December 31, 2014</u></b>				
<b>ASSETS:</b>				
Commodity contracts		\$ 8,230,156		\$ 8,230,156
<b>LIABILITIES:</b>				
Commodity contracts		\$ 716,488		\$ 716,488

We use Level 2 inputs to measure the fair value of gas commodity collar derivatives. Level 2 assets consist of commodity derivative assets and liabilities (See Note 9 Derivative and Hedging Financial Instruments). The fair value of the commodity derivative assets and liabilities are estimated by the Company using income valuation techniques utilizing the income approach and an option pricing model, which take into account notional quantities, market

volatility, market prices, contract parameters, counterparty credit risk and discount rates based on published LIBOR rates. The Company validates the data provided by third parties by understanding the pricing models used, obtaining market values from other pricing sources, analyzing pricing data in certain situations and confirming that those securities trade in active markets. Assumed credit risk adjustments, based on published credit ratings, public bond yield spreads and credit default swap spreads, are applied to the Company's commodity derivatives.

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**NOTE 11 STOCKHOLDERS EQUITY**

In February 2015, Trans Energy issued 100,000 shares of common stock to John G. Corp, President, for the 2014 Performance Payment at a price of \$2.10 per share.

In February 2015, Trans Energy issued 100,000 shares of common stock to Stephen P. Lucado, Chairman of the Board, for the 2014 Performance Payment at a price of \$2.10 per share.

In January, 2015, Trans Energy issued 109,005 shares of common stock to William F. Woodburn, a related party, for the exercise of options at a price of \$1.50 per share.

In January, 2015, Trans Energy issued 109,005 shares of common stock to Loren E. Bagley, a related party, for the exercise of options at a price of \$1.50 per share.

In December 2014, we issued 142,857 shares of common stock to Mark D. Woodburn, a related party, for the exercise of options at a price of \$0.80 per share.

In August 2014, Trans Energy issued 400,000 shares of common stock to William F. Woodburn, a related party, for the exercise of options at a price of \$0.65 per share.

In August 2014, Trans Energy issued 190,000 shares of common stock to Loren E. Bagley, a related party, for the exercise of options at a price of \$0.65 per share.

In August 2014, Trans Energy issued 75,000 shares of common stock to Mark D. Woodburn, a related party, for the exercise of options at a price of \$0.65 per share.

In August 2014, Trans Energy issued 10,000 shares of common stock to Brett Greene, a related party, for the exercise of options at a price of \$0.65 per share.

In August 2014, Trans Energy issued 20,998 shares of common stock to Jordan Corp, a related party, for the exercise of options at a price of \$0.65 per share.

In August 2014, Trans Energy issued 62,963 shares of common stock to John G. Corp, a related party, for the exercise of options at a price of \$0.65 per share.

In July 2014, we granted 27,000 shares of stock to three employees under the long-term incentive bonus program. The 27,000 shares are not performance based and vest semi-annually over a three year period. The 27,000 shares were valued at \$3.90 per share of common stock using the fair value of the common stock at the date of grant and the fair value will be amortized to compensation expense semi-annually over three years.

In April 2014, we granted 21,000 shares of stock to three employees under the long-term incentive bonus program. The 21,000 shares are not performance based and vest semi-annually over a three year period. The 21,000 shares were valued at \$3.80 per share of common stock using the fair value of the common stock at the date of grant and the fair value will be amortized to compensation expense semi-annually over three years.

In April 2014, we also granted 252,000 common stock options to six employees and five outside board members. These options vest semi-annually over three years and have a five year term. These stock options were granted at an exercise price of \$3.80 per common share and the fair value was determined using the Black Scholes option pricing

model. The options are being amortized to share-based compensation expense semi-annually over the vesting period.

In January 2014, Trans Energy issued 25,000 shares of common stock to Jonathan J. Corp, a related party, for the exercise of options at a price of \$0.65 per share.

In January 2014, Trans Energy issued 138,331 shares of common stock to Clarence E. Smith, a 5% beneficial owner, for the exercise of options at a price of \$1.50 per share.

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The Company has computed the fair value of all options granted using the Black-Scholes option pricing model. In order to calculate the fair value of the options, certain assumptions are made regarding components of the model, including the estimated fair value of the underlying common stock, risk-free interest rate, volatility, expected dividend yield and expected option life. Changes to the assumptions could cause significant adjustments to valuation. The Company estimated a volatility factor utilizing a weighted average of comparable published volatilities of peer companies. The Company has estimated a forfeiture rate of zero as the effect of forfeitures has not been significant and the small number of option holders does not provide a reasonable basis for prediction. The Company estimates the expected term based on the average of the vesting term and the contractual term of the options. The risk-free interest rate is based on the U.S. Treasury yield in effect at the time of the grant for treasury securities of similar maturity. The fair value of all options granted during the three months ended March 31, 2015 was determined using the following assumptions:

Expected volatility	70% - 90%
Risk free interest rate	0.80% - 1.75%
Expected term (years)	3.0 - 5.0
Dividend yield	0%

As a result of the above stock and option transactions, we recorded total stock-based compensation of \$135,778 and \$198,541 for the three months ended March 31, 2015 and 2014, respectively.

Stock option activity is as follows:

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Aggregate Fair Value
Outstanding December 31, 2013	4,045,324	\$ 1.85	2.05 Years	\$ 7,483,849
Granted	252,000	\$ 3.80		
Exercised	(1,138,331)	\$ 0.78		
Forfeited	(14,000)	\$ 2.43		
Expired				
Outstanding December 31, 2014	3,144,993	\$ 2.39	1.48 Years	\$ 7,516,533
Granted				
Exercised	(218,010)	\$ 1.50		
Forfeited				
Expired				
Outstanding March 31, 2015	2,926,983	\$ 2.45	.89 Years	\$ 7,171,108
Exercisable at March 31, 2015	2,611,319	\$ 2.36		\$ 6,162,713
Unvested at March 31, 2015	315,664			

**NOTE 12 EARNINGS PER SHARE**

Basic net income (loss) per share is computed by dividing net income (loss) by the weighted-average number of common shares outstanding during the reporting period. The shares of restricted common stock granted to certain

officers and employees of the Company are included in the computation of basic net income (loss) per share only after the shares become fully vested. Diluted net income (loss) per share of common stock includes both vested and unvested shares of restricted stock. Diluted net income (loss) per common share of stock is computed by dividing net income by the diluted weighted-average common shares outstanding. When a loss from continuing operations exists, all potentially dilutive securities are anti-dilutive and are therefore excluded from the computation of diluted earnings per share. As the Company had income for the three month periods ended March 31, 2015 the potentially dilutive shares of 190,695 were included in the net loss per share calculation. For the three month period ended March 31, 2014, the potentially dilutive shares were anti-dilutive and were thus not included in the net loss per share calculation.

As of March 31 2015, potentially dilutive securities included (i) 52,500 unvested shares of restricted common stock and (ii) 2,926,983 in-the-money outstanding options.

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Our principal operations consist of exploration and production through Trans Energy, American Shale and Prima, and pipeline transmission with Ritchie County Gathering Systems and Tyler Construction Company.

Certain financial information concerning our operations in different segments is as follows:

	<b>For the Three Months Ended March 31</b>	<b>Exploration and Production</b>	<b>Pipeline Transmission</b>	<b>Corporate</b>	<b>Total</b>
<b>Revenue</b>	2015	\$ 4,385,037	\$ 42,716	\$ 1,777	\$ 4,429,530
	2014	9,716,422	54,789	5,131	9,776,342
<b>Income (Loss) from operations</b>	2015	(421,576)	29,580	(1,199,320)	(1,591,316)
	2014	4,554,604	56,327	(1,442,688)	3,168,243
<b>Interest expense</b>	2015	3,115,358		379	3,115,737
	2014	4,127,501		3,692	4,131,193
<b>Depreciation, depletion, amortization and accretion</b>	2015	1,782,313	250	20,267	1,802,830
	2014	2,111,370	356		2,111,726
<b>Property and equipment acquisitions, including oil and gas Properties</b>	2015	7,108,042		2,239	7,110,281
	2014	1,986,807			1,986,807
<b>Total assets, net of intercompany accounts:</b>					
<b>March 31, 2015</b>		123,098,320	13,308		123,111,628
<b>December 31, 2014</b>		111,755,587	13,558		111,769,145

Property and equipment acquisitions include accrued amounts and reclassifications.

**NOTE 14 RELATED PARTY TRANSACTIONS**

In November 2013, Clarence E. Smith, a 5% Beneficial Owner, issued payment to the Company in the amount of \$200,000. Mr. Smith was exercising 138,331 options at a price of \$1.50 per share. On January 24, 2014, Mr. Smith's stock was issued. The Company is recognizing interest since the funds were held approximately three months before the stock was actually issued. At December 31, 2013, the \$205,314 due to Mr. Smith is recorded as a note payable, related party in the current liability section of the balance sheet.