



AMENDED

RESOLUTION NO. 08-28-VJB

**RESOLUTION OF THE GOVERNING BODY
OF THE
THREE AFFILIATED TRIBES
OF THE
FORT BERTHOLD INDIAN RESERVATION**

A Resolution entitled, "Rescission of Resolution No. 07-123-VJB and Approval of Oil & Gas Leases with Sundance Energy, Inc., for 399.73 Acres for Oil and Gas Development on the Fort Berthold Reservation."

WHEREAS, This Nation having accepted the Indian Reorganization Act of June 18, 1934, and the authority under said Act; and

WHEREAS, The Three Affiliated Tribes Constitution authorizes and empowers the Mandan, Hidatsa & Arikara Tribal Business Council to engage in activity on behalf of and in the interest of the welfare and benefit of the Tribes and of the enrolled members thereof; and

WHEREAS, The Fort Berthold Indian Reservation of the Three Affiliated Tribes (the "Tribe") comprises approximately 1,000,000 acres and has within it potentially significant oil and gas resources as the Reservation lies within the generally accepted geologic formation known as the Williston Basin, a proven oil field since the early 1950's; and

WHEREAS, The Three Affiliated Tribes issues leases pursuant to the Act of May 11, 1938 (25 U.S.C. Sections 396a et.seq.) and regulations thereto, including 25 CFR Part 211 (2006); and

WHEREAS, The Three Affiliated Tribes is actively seeking to develop its resources for the economic benefit of the Tribe and all of its members, in order to provide revenue to the Tribe and employment for tribal members; and

WHEREAS, The Three Affiliated Tribes approved **Resolution 07-0123-VJB** leasing minerals to Play Oil & Gas, LP (Playa) on June 7, 2007 for the following tracts:

Legal Description

1. Tract 301 TM 679A - T150N R94W, Sec. 31 E2 (320 Acres); and
2. Tract 301 TM 707A-A - T149N R94W, Sec. 4, E2 NE4 (79.73 Acres)

WHEREAS, Playa has failed to pay on these leases and these leases were never approved by the Bureau of Indian Affairs;

WHEREAS, The Tribe desires to cancel the leases and re-lease these tracts to another oil company; and

WHEREAS, Sundance Energy, Inc. desires to lease these tracts at \$500.00 per acres, 22.5% royalty, \$2.50 rental and a one year term for Tract 301 679A and a five year term for Tract 707A-A; and



AMENDED

RESOLUTION NO. 08-128-VJB

WHEREAS, The Tribal Business Council desires terminate its leases with Playa and to lease said minerals to Sundance Energy, Inc under the terms described.

NOW THEREFORE BE IT RESOLVED, The Tribal Business Council hereby cancels its leases with Playa for non-payment of the bonus due under said leases and hereby accepts Sundance Energy, Inc.'s offer to lease said minerals and authorizes the Tribal Chairman to execute an oil and gas lease or leases as necessary on behalf of the Tribe for the lands and under the terms described above.

NOW THEREFORE BE IT FINALLY RESOLVED, the Tribal Business Council hereby requests that the Bureau of Indian Affairs expedite the approval of said lease(s).


CERTIFICATION

I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Reservation, hereby certify that the Tribal Business Council is composed of 7 members of whom 5 constitute a quorum, 7 were present at a Regular Meeting thereof duly called, noticed, convened, and held on the 15th day August 2008; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 7 members, 0 members opposed, 0 members abstained, 0 members not voting, and that said Resolution has not been rescinded or amended in any way.

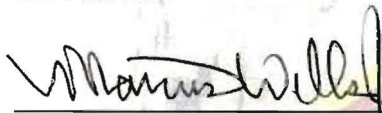
Chairman [] Voting. [] Not voting.

Dated this 1 day of August, 2008.

ATTEST:



Executive Secretary, Judy Brugh
Tribal Business Council
Three Affiliated Tribes



Tribal Chairman, Marcus Walls, Jr.
Tribal Business Council
Three Affiliated Tribes