



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

A Resolution Entitled “Approval of a Limited Waiver of Mandaree Enterprise Corporation’s Immunity from Suit.”

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

WHEREAS, the Constitution of the Three Affiliated Tribes generally authorizes and empowers the Tribal Business Council to engage in activities on behalf of and in the interest of the welfare and benefit of the Three Affiliated Tribes (the “Tribes”) and of the enrolled members thereof; and

WHEREAS, the Tribes, as a sovereign governing body, possesses immunity from suit under U.S. Federal and state law unless the Tribes expressly and unequivocally waive their sovereign immunity; and

WHEREAS, the umbrella of the Tribes’ immunity from suit extends to its business entities; and

WHEREAS, the Tribal Business Council of the Three Affiliated Tribes has duly incorporated and organized a wholly-owned tribal corporation under the laws of the Tribes known as the “Mandaree Enterprise Corporation” for the purposes of creating employment and increasing tribal revenues; and

WHEREAS, the Mandaree Enterprise Corporation (sometimes referred to herein as the “Corporation”) does business with various third parties and these parties have requested that the Corporation waive its immunity from suit in U.S. Federal and state courts in order to enforce the terms of their agreement(s) with the Corporation in the event of a dispute; and

WHEREAS, the Tribes believe that it is prudent and necessary to update the limited waiver of sovereign immunity with respect to the Corporation adopted pursuant to prior resolutions of the Tribes and still in effect for the purposes of contracting and entering into commercial agreements with third parties;



WHEREAS, the Tribal Business Council desires to adopt and approve the certain limited waiver of the Corporation's immunity from suit in U.S. Federal and state courts so that the Corporation may obtain a loan from the Bank of Albuquerque, N.A. (the "Bank"); and

WHEREAS, the Tribal Business Council desires to adopt and approve the certain limited waiver of the sovereign immunity provisions in respect of the Corporation from suit so that the Corporation may enter into agreements with other third parties who require that the Corporation waive such immunity; and

NOW THEREFORE, BE IT RESOLVED, that the Tribal Business Council hereby authorizes, adopts and approves the following limited waivers of sovereign immunity in respect of the Corporation's loan transaction with the Bank and, more generally, the Corporation's commercial dealings with third parties as, if and when appropriate or required:

BE IT FURTHER RESOLVED, that the Corporation is a tribally chartered business corporation duly incorporated and organized, validly existing and in good standing under the laws of the Tribes;

BE IT FURTHER RESOLVED, that the Tribes do hereby waive, and cause the Corporation to waive, the Corporation's sovereign immunity, from any suit, arbitration and any tribal exhaustion doctrine defense, and consent to jurisdiction in the applicable United States Federal and/or state courts as more fully specified in: (i) the Loan Agreement by and between the Bank and the Corporation, dated as of November __, 2009 (the "Loan Agreement"), specifically including, but not limited to, Sections 9.8, 9.9, 9.10, 9.11, and 9.12 of the Loan Agreement and (ii) the other related and ancillary agreements, instruments, documents and certificates required pursuant to the Loan Agreement (such agreements, instruments, documents and certificates together with the Loan Agreement are collectively referred to herein as the "Loan Documents") specifically including, but not limited to, that certain Collateral Assignment and Security Agreement by and between the Bank and the Corporation, dated as of November __, 2009;

BE IT FURTHER RESOLVED, that the Tribes acknowledge: (1) that the aforementioned waiver of the Corporation's sovereign immunity is and will be an effective, binding and enforceable waiver of the Corporation's sovereign or tribal immunity from suit or arbitration regarding all matters related to or arising from the Loan Documents; and (2) the foregoing waiver will be a bar to any assertion by, or defense of, the Corporation of sovereign or tribal immunity and/or any tribal exhaustion doctrine defense and/or lack of jurisdiction if the Bank seeks to enforce its rights or remedies under the Loan Documents; and



BE IT FURTHER RESOLVED, that to the extent any authority to waive sovereign immunity and enter into the Loan Documents is necessary under any applicable law for purposes of this transaction, and to make such Loan Documents enforceable in accordance with their terms against the Corporation, such authority to waive sovereign immunity of the Corporation and enter into the Loan Documents is hereby delegated to the Corporation; and

BE IT FURTHER RESOLVED, that the Tribes hereby waive, and such authority to waive sovereign immunity of the Corporation is hereby delegated to the Corporation, the Corporation's immunity from suit in the United States Federal and/or various state courts when such waiver is requested by a third party as a requirement for such third party to enter into an agreement or contract with the Corporation and the senior management of the Corporation feels such waiver is in the best interests of the Corporation and the Tribe; provided, that suits on such agreements and/or contracts are limited to actions to enforce the terms thereof, or to recover monies due there under, and the waiver from immunity is limited to those jurisdictions specified in such agreements and/or contracts.

BE IT FURTHER RESOLVED, that the provisions of this Resolution shall control and take precedence over any contrary provisions of any ordinance, resolution, or other law of the Tribes or adopted on behalf of the Tribes, or by any agent, corporation or instrumentality of the Tribes; and

BE IT FURTHER RESOLVED, that, upon the execution and delivery of the Loan Documents as authorized by this Resolution, the Loan Documents are, under the laws of the Tribes, legal, valid and binding obligations of the Corporation, enforceable against the Corporation in accordance with their terms including the limited waivers of sovereign immunity, consents to jurisdiction as set forth in the Loan Documents, notwithstanding any contrary provisions of Tribal law.

BE IT FINALLY RESOLVED, that in no event shall any of the aforementioned waivers constitute a waiver of the Tribes' sovereign immunity nor shall any of the aforementioned waivers be construed to make the Tribes in any way responsible or liable for any liabilities or obligations of the Corporation whether reduced to a judgment obtained against the Corporation or otherwise.



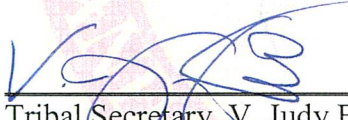
CERTIFICATION

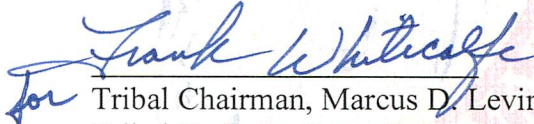
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Reservation, hereby certify that the Tribal Business Council is composed of 7 members of whom 5 constitute a quorum, 5 were present at a Regular Meeting thereof duly called, noticed, convened, and held on the 23rd day of November 2009; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 5 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 23rd day of November 2009

ATTEST:


Tribal Secretary, V. Judy Brugh
Tribal Business Council
Three Affiliated Tribes


for Tribal Chairman, Marcus D. Levings
Tribal Business Council
Three Affiliated Tribes