



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

A Resolution Entitled: “Approval of loan to refinance existing indebtedness and meet related financing needs; together with a pledge of revenues, including assignment of trust fund interest, net casino revenues and oil revenues as security for the loan; and authorization for the Chairman, Vice-Chairman or Secretary to execute documents in connection therewith.”

WHEREAS, The Tribe has accepted the Indian Reorganization Act of June 18, 1934, and has adopted a Constitution and By-laws pursuant to said Act; and

WHEREAS, Article III of the Constitution of the Tribe provides that the Tribal Business Council is the governing body of the Tribe; and

WHEREAS, The Constitution of the Tribe 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 Tribe and of the enrolled members thereof; and

WHEREAS, Article VI, Section 5(l) of the Constitution of the Tribe provides that the Tribal Business Council has the power to adopt resolutions regulating the procedure of the Tribal Business Council and other Tribal agencies and Tribal officials on the Reservation; and

WHEREAS, Article VI, Section 5(c) of the Constitution of the Tribe specifically authorizes and empowers the Tribal Business Council to administer funds within the exclusive control of the Tribe and to make expenditures from available Tribal funds for public purposes of the Tribe; and

WHEREAS, the Tribe has applied to Dougherty Funding LLC (the “Lender/Service”) for a loan in an amount not to exceed \$65 million (the “Loan”), for the purpose of meeting the financing needs of the Tribe more particularly described in the Term Sheet attached hereto (the “Term Sheet(s)”), which loan is expected to be funded in whole or part through the placement by the Dougherty & Company LLC and Robert W. Baird & Co., Incorporated (referred to together as the “Placement Agent”) of participation interests in the Loan with institutional and accredited investors; and

WHEREAS, The Tribe has determined to pledge certain collateral to secure the Loan, such collateral to include (1) (a) a senior pledge and assignment of net gaming-related revenues from the Four Bears Casino & Lodge owned and operated by the Tribe



on its reservation (the “Net Casino Revenues”) and (b) a senior pledge and assignment of the interest earned from the Three Affiliated Tribes Economic

Trust Fund (“JTAC Funds”) and (2) a subordinate pledge and assignment of all oil leases entered into by the Tribe with respect to oil exploration and extraction activities on Tribally owned land; and

WHEREAS, The Tribal Business Council believes it is in the public interest and promotes the general welfare of the Tribe to obtain the Loan and pledge such Net Casino Revenues and JTAC Funds, oil leases and other collateral described above as collateral for the Loan, all as further described in the Term Sheet; and

WHEREAS, The members of the Tribal Business Council have reviewed the Term Sheets, and the Tribal Business Council finds that it would be in the best interests of the Tribe to accept the terms and conditions set forth in the Term Sheets;

NOW, THEREFORE, BE IT RESOLVED, that the Tribal Business Council of the Tribe, pursuant to its constitutional authority, hereby approves all actions necessary or desirable on the part of the officers and agents of the Tribe to obtain the Loan and to undertake the transactions described herein, including the contemplated pledge and assignment of Net Casino Revenues, JTAC Funds and oil revenues; and

BE IT FURTHER RESOLVED, that the Tribal Business Council hereby authorizes the Tribal Chairman Marcus Levings, the Tribal Vice Chairman Frank Whitecalfe, or the Tribal Secretary V. Judy Brugh, (referred to herein as the “Authorized Officers”), acting individually or together, to execute and deliver any documents, certificates or agreements (with such additions, deletions or other modifications as any of the authorized signers may agree to in their sole discretion) necessary or desirable to carry out the intent of this resolution and the transactions described herein.




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 Special Meeting thereof duly called, noticed, convened, and held on the 4th day of December 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.

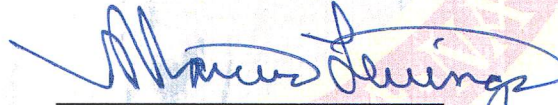
Chairman [] voting. [] not voting

Dated this 4th day of December 2009

ATTEST:



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



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