



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

A Resolution: "Approval of Amendment to Five Specific Oil and Gas Leases with Cirque Resources, L.P."

WHEREAS, This Nation having accepted the Indian Reorganization Act of June 18, 1934, and the authority under said Act and having adopted a Constitution and By-Laws pursuant to said Act; and

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

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

WHEREAS, The Three Affiliated Tribes approved and entered into five oil and gas leases dated August 20, 2008 which were approved by the Bureau of Indian Affairs on September 11, 2008, the ("Leases"), and another lease executed by the Tribe on January 5, 2010 as follows:

Tract	BIA Lease No.	Legal Description	Acres
MT414A	3017420A41825	T150N, R90W Section 1: S2NE, Lots 1,2	159.92
MT415A	3017420A41824	T150N, R90W Section 1: S2NW, Lots 3,4	159.76
MT267A-A	3017420A41826	T150N, R90W Section 9: E2SE	80.00
MT332A	3017420A41827	T150N, R90W Section 24: N2SW, SWSW	120.00
MT332A-A	3017420A41828	T150N, R90W Section 24: SESW	40.00
MT 275A		T150N, R90W Section 16, S2SESE	20.00



WHEREAS, Cirque Resources, L.P. (“Cirque”) also obtained allotted mineral leases adjacent to and surrounding the Tribal mineral leases listed above that will be included in the same spacing unit as the Tribal mineral leases; and

WHEREAS, Cirque Resources, L.P. has sold its allotted leases to Marathon Oil and Marathon Oil has refused to purchase the Tribal leases mentioned above due to Paragraph 39H) of said leases; and

WHEREAS, Paragraph 3(h) of Tribal mineral Leases provide conditions for assignment as follows:

(h) Assignment of lease.-Except as provided herein, Lessee agrees that it shall not assign any interest in this Lease except (i) with the written consent of the Lessor; (ii) with the approval of Secretary of the Interior; and (iii) for any consideration received by Lessee for any assignment of any interest contained under the Lease, the Lessor shall be entitled to eighty percent (80%) of any additional consideration. If this lease is divided by the assignment of an entire interest in any part of it, each part shall be considered a separate lease under all the terms and conditions of the original lease. The provisions of this section will not operate to abridge or modify any of the rights of the land or royalty owners under section 9 of this lease; and

WHEREAS, Cirque Resources, L.P. was unaware that this language was in the lease as an agent for the company signed the lease on its behalf with the understanding that this provision did not apply to oil companies that invest in and develop their play; and

WHEREAS, Cirque Resources, L.P. has requested that Tribe amend this language in paragraph 3(h) to read as follows:

(h) Assignment of lease.-Except as provided herein, Lessee agrees that it shall not assign any interest in this Lease except (i) with the written consent of the Lessor; and (ii) with the approval of Secretary on the Interior. If this lease is divided by the assignment of an entire interest in any part of it, each part shall be considered a separate lease under all the terms and conditions of the original lease. The provisions of this section will not operate to abridge or modify any of the rights of the land or royalty owners under section 9 of this lease.

All other terms and conditions of the Leases remain in full force and effect.

WHEREAS, Cirque Resources, L.P. has offered the Tribe monetary consideration for the Tribal Business Council’s approval of this modification to these specific leases; and

WHEREAS, The Tribal Council desires to approve the amendment given the following reasons: (1) a contract agent for Cirque signed the leases and not an employee for

**OIL AND GAS MINING LEASE AMENDMENT
FOR THREE AFFILIATED TRIBES
TRIBAL LANDS**

THIS AMENDMENT, made and entered into in quintuplicate this ____ day of _____, 2010, by and between the Three Affiliated Tribes, 404 Frontage Road, New Town, North Dakota 58763, lessor, and Cirque Resources LP, 475 17th Street, Suite 1600, Denver, CO 80202, State of Colorado, lessee,

WITNESSETH:

WHEREAS, lessor and lessee entered into five oil and gas leases dated August 20, 2008 which were approved by the Bureau of Indian Affairs on September 11, 2008, the ("Leases"), and listed as follows:

Tract	BIA Lease No.	Legal Description	Acres
MT414A	3017420A41825	T150N, R90W Section 1: S2NE, Lots 1,2	159.92
MT415A	3017420A41824	T150N, R90W Section 1: S2NW, Lots 3,4	159.76
MT267A-A	3017420A41826	T150N, R90W Section 9: E2SE	80.00
MT332A	3017420A41827	T150N, R90W Section 24: N2SW, SWSW	120.00
MT332A-A	3017420A41828	T150N, R90W Section 24: SESW	40.00

WHEREAS, paragraph 3.(h) of the Leases provide conditions for assignment as follows:

(h) Assignment of lease.-Except as provided herein, Lessee agrees that it shall not assign any interest in this Lease except (i) with the written consent of the Lessor; (ii) with the approval of Secretary of the Interior; and (iii) for any consideration received by Lessee for any assignment of any interest contained under the Lease, the Lessor shall be entitled to eighty percent (80%) of any additional consideration. If this lease is divided by the assignment of an entire interest in any part of it, each part shall be considered a separate lease under all the terms and conditions of the original lease. The provisions of this section will not operate to abridge or modify any of the rights of the land or royalty owners under section 9 of this lease.

WHEREAS, Lessor and Lessee desire to amend the Leases, and in consideration of seventy –five thousand dollars (\$75,000) and the mutual covenants, the receipt and sufficiency of which is hereby acknowledged, do hereby replace paragraph 3.(h) of the Leases and amend and modify paragraph 3.(h) to read as follows:

(h) Assignment of lease.-Except as provided herein, Lessee agrees that it shall not assign any interest in this Lease except (i) with the written consent of the Lessor; and (ii) with the approval of Secretary on the Interior. If this lease is divided by the assignment of an entire interest in any part of it, each part shall be considered a separate lease under all the terms and conditions of the original lease. The provisions of this section will not operate to abridge or modify any of the

rights of the land or royalty owners under section 9 of this lease.

All other terms and conditions of the Leases remain in full force and effect.

IN WITNESS WHEREOF, the said parties have hereunto subscribed their names and affixed their seals on the day and year first above mentioned.

Two witnesses to execution by each lessor: _____ (SEAL)

P.O. _____ (SEAL)

P.O. _____ (SEAL)

Two witnesses to execution by each lessor: _____ (SEAL)

P.O. _____ (SEAL)

P.O. _____ (SEAL)

_____ (SEAL)

Two witnesses to execution by each lessee: _____ (SEAL)

Cirque Resources LP

P.O. _____

P.O. _____

Attest: _____

STATE OF _____)

ss.

COUNTY OF _____)

Before me, a notary public, on this _____ Day of _____ of _____, 2_____, personally appeared _____ lessor, to me known to be the identical person who executed the within and foregoing lease, and acknowledged to me that he/she executed the same as his/her free and voluntary act and deed for the uses and purposes set forth.

My commission expires _____

(Notary Public)

APPROVED: _____, 2_____

(Area Director, Bureau of Indian Affairs)

Pursuant to authority delegated to the Assistant Secretary-Indian Affairs by 209 DM 8, 230 DM 1, to the Great Plains Regional Director by 3 IAM 4 (Release No. 00-03), and to the Superintendents by Great Plains Regional Addendum 3 IAM 4 (Release No. 0502).

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Cirque and the signing was with the understanding that said provision did not apply to companies that invest and develop their holdings; (2) said leases only involve 579.68 acres; (3) the leases are interspersed with allotted leases Marathon Oil would like develop in the near future and approval of the modification would promote the development of said allotted and tribal leases; and (4) Cirque Resources, L.P. has offered compensation for the modification and has agreed that all of said leases shall reflect a 22.5% royalty to the Tribe; and

WHEREAS, Cirque Resources also has requested that the Tribal Council approve the assignment of the Tribal Mineral leases listed above to Marathon Oil Company and the Tribe desires to approve said assignment for the same reasons provided.

NOW THEREFORE BE IT RESOLVED, that the Three Affiliated Tribes Tribal Business Council under its authority as the Tribal Pipeline Authority hereby grants its approval of a modification to the specific leases listed above and also approves the assignment of said leases to Marathon Oil Company.

THEREFORE BE IT FINALLY RESOLVED, The Tribal Chairman is authorized to sign any necessary documents to carry out the specific intent of this Resolution.


CERTIFICATION

I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Indian Reservation hereby certify that the tribal Business Council is composed of seven (7) members of whom five (5) constitute a quorum, 7 were present at a Regular Meeting thereof duly called, noticed, convened and held on the 21st day of May, 2010, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 5 members, 1 members opposed, 1 members abstained, 0 members not voting, and that said Resolution has not been rescinded or amended in any way.

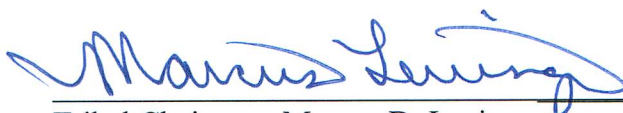
Chairman [] Voting. [] Not Voting.

Dated this 21st day of May, 2010.

ATTEST:



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



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