



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

A Resolution entitled: “Approval of Allocation of two (2%) percent of all royalties received from Spotted Hawk Development LLC Royalties for benefit and use by MHA Holdings Incorporated pursuant to Resolution 08-120 BLB (July 16, 2008)”

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 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 Tribal Business Council has previously approved an oil and gas lease for approximately 31,983 acres by Tribal Business Council Resolution 08-120 (July 16, 2008); and

WHEREAS, Resolution 08-120 contained a provision that the Tribe shall allocate funds in an amount not to exceed two (2%) percent of said royalty payments to MHA Holdings Incorporated (“MHA Holdings”), a wholly owned tribal entity; and

WHEREAS, MHA Holdings is a tribal company whose purpose is to develop economic opportunities for the Three Affiliated Tribes; and

WHEREAS, The Tribe has previously assisted MHA Holdings financially through debt repayment and other assistance; and

WHEREAS, MHA Holdings desires to utilize its two (2%) royalty share to reimburse the Tribe and other lenders to reduce and eliminate its debt and to provide funds for other economic development projects.

NOW THEREFORE BE IT RESOLVED, The Tribal Business Council, pursuant to its action via Tribal Resolution 80-120 (July 16, 208) now allocates for use by MHA Holding Incorporated an amount not to exceed two (2%) of the total royalties received by the Tribe pursuant to the lease(s) and acreage described in Tribal Resolution 08-120 (July 16, 2008); and

BE IT FURTHER RESOLVED, Any funds so allocated to MHA Holdings shall first be applied to all amounts owed to the Tribe and other lenders prior to any funds being made available to MHA Holdings; and



BE IT FINALLY RESOLVED, MHA Holdings shall not be entitled to any other portion of any other royalties received through Spotted Hawk Development LLC or any other oil lease except for the specific acreage described in Tribal Resolution 08-120 (July 16, 2008).


CERTIFICATION

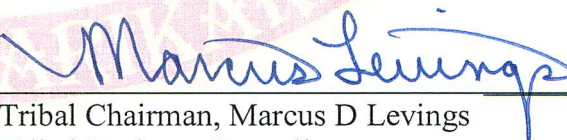
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Indian Reservation, hereby certify that the tribal Business Council is composed of seven (7) members of whom five (5) constitute a quorum, 6 were present at a Regular Meeting thereof duly 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 6 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 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