



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

A Resolution entitled: "Approval of a Business Loan in the Amount of \$5,000,000.00 to Make Cents, Inc.

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, Article VI, Section 5 (l) of the Constitution of the Three Affiliated Tribes provides that the Tribal Business Council has the power to adopt resolutions regulating the procedure of the Tribal Business Council and other Tribal agencies;

WHEREAS, Article VI, Section 5 (c) of the Constitution of the Three Affiliated Tribes provides that the Tribal Business Council has the power to administer any funds or property within the exclusive control of Tribes and to make expenditures from available tribal funds for public purposes of the Tribes; and

WHEREAS, Make Cents, Inc. is a tribally owned corporation established pursuant to a charter issued by the Tribal Business Council and intends to be in the business of micro lending in the form of pay day type loans; and

WHEREAS, In order to commence business Make Cents, Inc. needs raise capital and intends to borrow funds from a financial institution, however the Tribal Council believes that it is in the best interests of the Tribe and its tribally owned business that the Tribe lend the funds to Make Cents, Inc.

WHEREAS, Make Cents, Inc. is requesting a loan from the Tribe of 5,000,000.00 with terms and conditions which are more fully set out herein; and



NOW THEREFORE BE IT RESOLVED, that the Tribal Business Council of the Three Affiliated Tribes hereby approves a Business Loan to Make Cents , Inc. in the Amount Five Million Dollars (5,000,000.00)with the following terms and conditions:

1. **Principal:** \$5,000,000.00
2. **Interest Rate:** 24 % fixed
3. **Loan Type:** Secured term loan
4. **Term of the Note:** 3 years
5. **Loan advance dates:** advances on the loan will be made to the borrower as follows: \$1,000,000.00 on May 1st; \$1,500,000.00 on July 1st, and balance available October 1st, 2012.
6. **Security:** Borrower's Assets as set forth in a security agreement.
7. **Maturity date:** June 1, 2015
8. **Interest Payments:** commencing July 1st, 2012 on amount advanced. Interest payments will recalculate with each advance.
9. **Principal payments:** 12 monthly payments of principal and interest commencing July 1st 2014.
10. **Advances:** initial advance of \$1,000,000.00 available on May 1st, 2012. All other advances available upon request of borrower.
11. **Loan Documents:** Promissory Note, Loan Agreement, Security Agreement and UCC finance statement.

BE IT FURTHER RESOLVED, that the loan funds are authorized to be paid from the Tribal Business Council Economic development fund; and

BE IT FINALLY RESOLVED, that The Legal Department shall prepare all loan documents necessary to complete this transaction; and

BE IT FINALLY RESOLVED that Tribal Chairman Tex G. Hall is hereby authorized to sign all loan documents on behalf of the Tribes.




CERTIFICATION

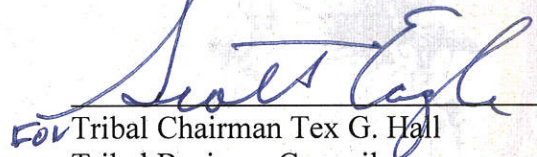
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Indian Reservation hereby certify that the Tribal Business Council is composed of seven (7) members of whom five (5) constitute a quorum, 5 were present at a Regular Meeting thereof duly called, noticed, convened and held on the 20th day of April, 2012, 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 20th day of April, 2012.



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

ATTEST:


For Tribal Chairman Tex G. Hall
Tribal Business Council
Three Affiliated Tribes