



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

A Resolution entitled, “John W. Loofbourrow Associates, Inc. to act as Placement Agent for Private Debt and Equity Financing.”

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 Business Council has authorized the construction of the Clean Fuels Refinery (the “Project”) to be located on MHA Trust lands; and

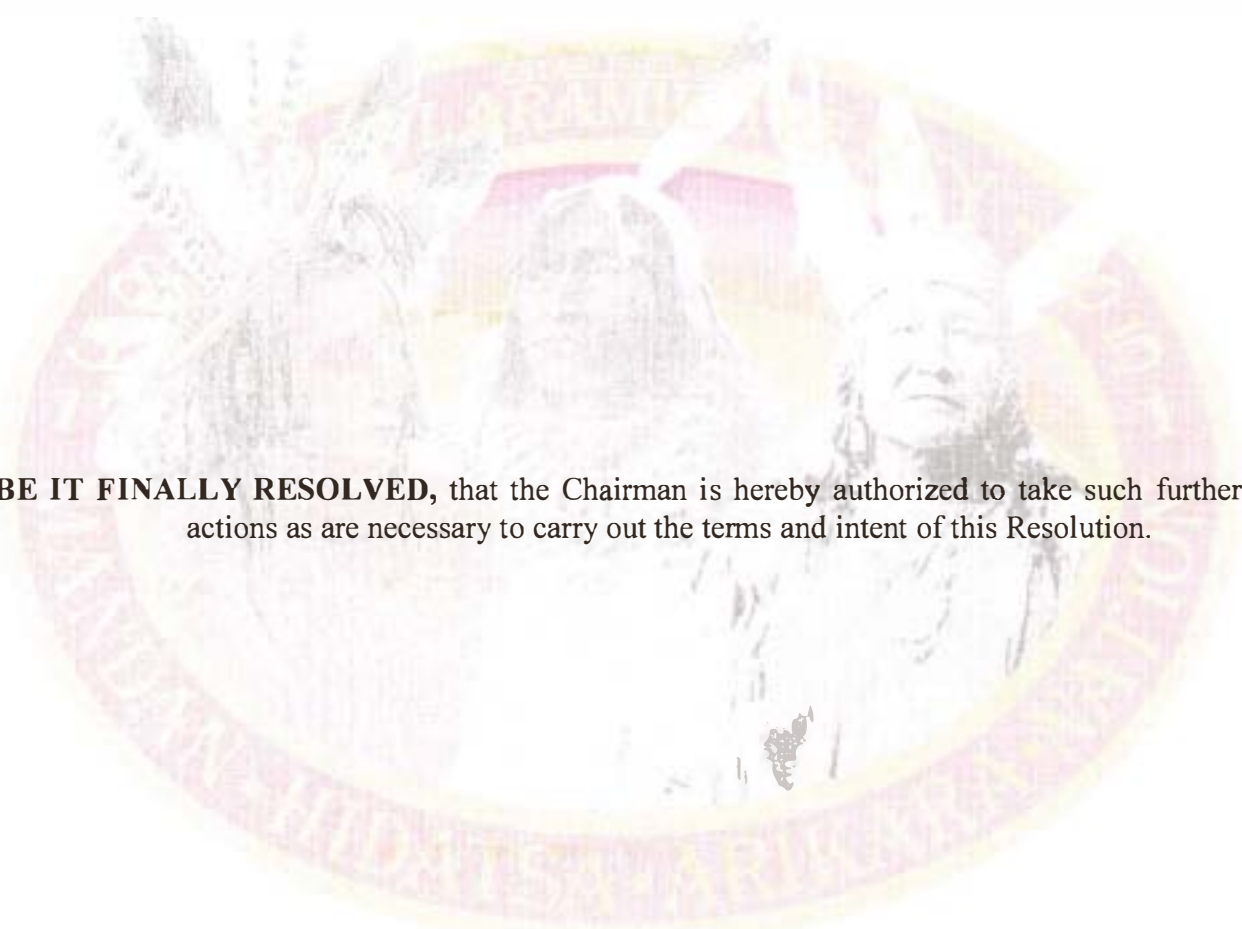
WHEREAS, Thunder Butte Petroleum Services, Inc., (“TBPS”) has begun the process of identifying sources of financing for the Project; and

WHEREAS, TBPS has identified John W. Loofbourrow Associates, Inc., (“Loofbourrow”) as the exclusive placement agent in connection with TBPS’s efforts to raise sufficient capital through one or more private placements to finance the construction of the Project; and

WHEREAS, The Tribal Business Council hereby finds it in the best interest of the Project to enter in to the Agreement with Loofbourrow to act as the exclusive placement agent in connection with TBPS’s efforts to raise sufficient capital through one or more private equity and/or debt placements to finance the construction of the Clean Fuels Refinery .

NOW THEREFORE BE IT RESOLVED, that the Tribal Business Council hereby authorizes the Chairman of the MHA Nation to execute the Agreement, attached hereto and incorporated by reference, at a time and place reasonably necessary to effectuate the placement of equity and/or debt financing by Loofbourrow in connection with the project.

BE IT FURTHER RESOLVED, that all fees paid to Loofbourrow pursuant to the Agreement shall be reimbursable to the MHA Nation from the proceeds upon a successful placement of private equity and/or debt financing as allowable under the laws of the United States.



BE IT FINALLY RESOLVED, that the Chairman is hereby authorized to take such further actions as are necessary to carry out the terms and intent of this Resolution.

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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 24th day of January, 2013, 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 24th day of January, 2013.


Tribal Secretary V Judy Brugh
Tribal Business Council
Three Affiliated Tribes

ATTEST:

Tribal Chairman, Tex Hall
Tribal Business Council
Three Affiliated Tribes