

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

WHEREAS, This Nation having accepted the Indian Reorganization Act of June 18, 1934, and the authority under said Act; and

WHEREAS, The Constitution and Bylaws of the Three Affiliated Tribes authorizes and empowers the Tribal Business Council to engage in activities for the welfare and benefit of the Tribes and tribal members; and

WHEREAS, Considerable time effort, and funds have been expended to develop the economic enterprise concept known as Manceram, Inc.; and

WHEREAS, the Tribe may assume an ownership position in this economic enterprise, dependent upon an independent analysis and review of the business; and

WHEREAS, the Tribes assuming an ownership position would depend upon upon Manceram Inc. being legally structured to safeguard the Tribes reputation, limit the Tribes liability, assure continued Indian ownership and control, and guarantee management direction and input consistant with the Tribes potential ownership position; and

WHEREAS, The Bureau of Indian Affairs through the Indian Financing Act has available technical assistance funds.

NOW THEREFORE BE IT RESOLVED, the Three Affiliated Tribes, on behalf of Manceram, Inc., requests \$5,000.00 of Bureau of Indian Affairs technical assistance funds to be used as per the two attached summaries describing the requested technical assistance services.

C E R T I F I C A T I O N

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 constitutes a quorum 6 were present at a Regular Meeting, therefore duly called, noticed, convened, and held on the 13th day of October, 1988; that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 4 members, 2 members opposed, 0 members abstained, 0 members not voting, and that said Resolution has not been rescinded or amended in any way.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 13th day of October, 1988.

Theodore Lone Fight, III
Theodore Lone Fight, III
Secretary, Tribal Business Council

ATTEST:
Edward Lone Fight
Edward Lone Fight
Chairman, Tribal Business Council



**Center for
Innovation &
Business
Development**

Box 8103, University Station
Grand Forks, North Dakota 58202
Phone: (701) 777-3132 Fax: (701) 777-5181

October 10, 1988

Mr. Dale McGrady
ManCeram, Inc.
Box 256
New Town, ND 58763

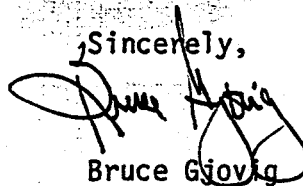
Dear Mr. McGrady:

The Center for Innovation and Business Development is available to review 1) the business plan, 2) the marketing plan, 3) technical viability, and 4) the financials. To review all four portions for submittal to financing agencies, we estimate costs will range between \$1,500 and \$2,300. This includes preparation of the worst-case scenario on the financials to assess the down-side risk undertaken, as well as a list of risks and problems.

The Center for Innovation and Business Development has years of experience in preparing and reviewing business plans for manufacturing ventures. The Center has developed a nationally distributed publication, "The Business Plan: A State-of-the-Art Guide", which has been licensed to Lord Publishing of Boston. We are pleased to bring this experience to your venture.

If there are budgetary constraints on the reviews, review portions of the can be eliminated or decreased in intensity. Let us know of your wishes. We look forward to working with you.

Sincerely,



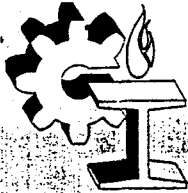
Bruce Giovig
Director

The arrangements in the foregoing
letter are satisfactory to us.
ManCeram, Inc.

By: Dale McGrady

Date: October _____, 1988

BQG/tr



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"HOMEGROWN" MANUFACTURING

New Business Through Innovation

The Center for Innovation and Business Development provides business and technical support services to entrepreneurs, inventors, and small manufacturers. The emphasis is on new product development, manufacturing start-ups, and technology transfer to create new jobs and new wealth by helping creative individuals reach their innovative potential.

Idea Evaluation Services: an evaluation service designed to determine the commercial and technical viability of an idea, invention, or new product. Honest, objective evaluation should proceed further development of any idea, and may save the inventor and entrepreneur considerable resources and time.

- o Invention Evaluation Service: preliminary commercial evaluation.
- o Energy Related Inventions Program: technical evaluation and grants for further development upon favorable review.
- o Market Feasibility Studies and Competitive Analysis.
- o Assistance with patent searches, patents, trademarks, and copyrights.

Business Plan Preparation and Review: a business plan is vital for management planning, and for attracting debt and equity financing. Good ideas with a comprehensive business plan will attract the required resources for successful development. The Center is receiving national attention for their business plan services and publications, especially for manufacturing start-ups with new products.

- o Business Plan for Start-Ups Book and Software: self-help guides.
- o Assistance in writing the plan utilizing staff, students, faculty, and consultants.
- o Review and analysis of business plans for entrepreneurs, banks, and professionals in economic development.
- o Financial analysis with a comparison to industry standards.

Debt and Equity Financing: prepare entrepreneurs to approach sources of debt and equity financing, including preparing the finance package. Several of our clients have raised over a million dollars in financing with our assistance.

- o Work with federal, state, and local sources of debt financing.
- o Associated with several venture capitalists around the nation.
- o Associated with the North Dakota Venture Capital Corporation (Myron Nelson Fund).
- o Administer the First Seed Capital Group, who are investors in private companies from around North Dakota.

Research and Technology Transfer: assist in the commercialization of new knowledge from university research and other sources. There are many commercially viable ideas without an entrepreneur, and bringing the vital components together will expand existing companies or launch new ventures.

- o SBIR grants which provide small companies with up to \$50,000 for feasibility studies, and up to \$500,000 for R & D.
- o Assistance with writing grant applications.
- o Contract research and development.
- o Access to university research and other technical know-how.
- o Access to professional licensing services.

Form 5-4745
December 1974

DEPARTMENT OF THE INTERIOR
BUREAU OF INDIAN AFFAIRS (BIA)

REQUEST FOR MANAGEMENT AND/OR TECHNICAL ASSISTANCE

The undersigned anticipates obtaining financing from the Bureau of Indian Affairs under the provisions of the Indian Financing Act of 1974, and hereby requests management and/or technical assistance.

It is understood that said assistance shall be provided to me free of charge and that I am not obligated to reimburse BIA for any expense incurred by either party.

BIA, for reasonable cause, may terminate the management and/or technical assistance upon written notice to the undersigned. The undersigned may request termination of the management and/or technical assistance when, in his opinion, he is capable of managing the business being assisted without further assistance.

In consideration of the processing of this request and/or the services specified, I hereby waive all claims arising therefrom against BIA or the individuals providing those services and agree to hold harmless BIA and said individuals from all actions brought against BIA or them for damages or injuries sustained, or alleged to have been caused by BIA's staff, or subcontractors while in the performance of or as a result of the work undertaken on behalf of me or my company.

MANCERAM, INC.
Dale McGrady, Pres.

701-759-3356

Name of Individual or Concern

Telephone Number

Rural Route #1
Mandaree, North Dakota 58757

Address (Include Zip Code)

Dale McGrady
s/Dale McGrady, Pres.

Signature & Title of Party
Requesting Assistance

October 13, 1988
Date

Manufacture of ceramic chip carriers
Type of Business

Describe briefly nature of problem and reason for requesting Management or Technical Assistance

Summary

Nature of Request: Professional services - COST - \$2,700.00
(Description of what is being asked for)

Professional Services of Irvin Nodland, attorney and Greg Cleveland, CPA.

To provide professional services in determining legal structure of business; to include, but not limited to the following:

- A. prepare incorporation papers and corporate bylaws
- B. to research & structure corp. to assure future capability to expand.
- C. to prepare stock buy-out agreements & options to assure the continuance of the corp. as an Indian-owned enterprise
- D. to prepare agreements to protect the future interests of initial stockholders and/or their heirs in a fair and equitable manner
- E. prepare management & technical agreements to support the

Justification: the operation of the business.
(Include reasons why T.A. funds are appropriate)

Manceram, Inc. will be an Indian owned and managed business engaged in the hi-tech production of ceramic chip carriers.

The requested T.A. will assure proper corporate structure and guarantee the continuance of the business as a Indian owned entity.

None of the principals of the business has the necessary qualifications to prepare the needed documents and agreements.

These documents and agreements are vital to the successful operation and continued success of the business enterprise.

Recommendation: