

**MINUTES OF COMBINED MEETING OF SHAREHOLDER
AND DIRECTOR OF BBC ENTERTAINMENT, INC.**

A combined meeting of the shareholder and director of BBC Entertainment, Inc. was duly called and held in the offices of the corporation at Mission, South Dakota on the 11th day of March, 1994.

The shareholders present consisted of Charles Colombe, the sole shareholder in the company, who is also the sole director of the company. Waiver of notice of the meeting of shareholders, and consent to action taken will be evidenced by the signature of the sole shareholder which shall be annexed to the minutes of the meeting.

The corporation noted the fact that the subscriptions of L. Wayne Boyd and John Boyd had continued to go unfulfilled. It was determined that the said individuals could not fulfill their obligations pursuant to the subscriptions as they did not have the funds necessary to complete the subscriptions. The Boyds have advised the corporation that they do not have additional funding that is necessary for the continued operations of the corporation. The corporation has represented to the Rosebud Sioux Tribe that it has all funding necessary to build and commence operations of a new casino facility, and it is deemed important by the corporation that its shareholders be able to complete their own financial obligations to the corporation so that the representations of the corporation are true and correct.

In addition, the corporation has had no repayment on funds advanced to the Boyds which funds were to provide for a continuation of the separate business interests of L. Wayne Boyd and John Boyd. As of this date the corporation and/or its sole shareholder, Charlie Colombe have paid the sum of \$35,450 cash to Wayne Boyd. Based on the foregoing it was determined that the best course of action for the corporation and to protect the interests of the corporation and the Rosebud Sioux Tribe pursuant to the management contract that the corporation has been working on with the Rosebud Sioux Tribe would be to agree with the Boyds to terminate all of the right, title and interest that L. Wayne Boyd and John Boyd have as shareholders of the corporation. It was acknowledged that both of the said individuals had agreed that the course of action would be in the best interests of all parties, and because of their lack of funds, and the potential damage that could cause that the Boyds should not be shareholders. Accordingly, a contract between BBC Entertainment, Inc and L. Wayne Boyd, John Boyd and Charles Colombe was discussed and approved.

Charles Colombe was authorized to execute the contract on behalf of the corporation.

Based upon the situation and the contract it was determined that it would be in the best interest of the corporation to accept

subscriptions at this point and terminate any right, title and interest that either of these said individuals, L. Wayne Boyd and John Boyd might have in the corporation but to allow them additional time and to make every effort to work with them.

Concern was expressed in addition about certain financial statements issued by L. Wayne Boyd and that not all liabilities thereon were accurately stated. This concern was in view of an apparent law suit against L. Wayne Boyd. The lawsuit apparently is to recover a past due loan made by another gaming company to L. Wayne Boyd. Insofar as the corporation has very limited information, and without input from Wayne Boyd can not even determine if the lawsuit is meritorious it was determined that the corporation did not have sufficient evidence at this point in time to make a determination relative to the matter. If at a later date anything is learned in that regard that might be detrimental to the corporation or the Rosebud Sioux Tribe it would provide additional reasons and perhaps force a severance of any relationship between the corporation and L. Wayne Boyd and John Boyd.


A review of all of the activities of the corporation to date was undertaken and the same were approved and ratified.

A discussion was held relative to the Rosebud Management Contract and Charles Colombe was authorized to act unilaterally on behalf of the corporation relative to the said contract to make any decisions that might be necessary and to execute the contract on behalf of the corporation in such form as he shall deem appropriate and most expedient.

The existing directors and officers of the corporation are continued in their respective positions until further action of the shareholders.

The corporation shall continue efforts to expand its business interests, and all activities in that regard are approved and ratified.

Their being no further business the meeting was adjourned.



Charles Colombe

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