

The NPE Team continued

Joseph R. (Joe) Pope - *Manager of Land & Legal*

Joe Pope is an attorney, counselor at law and a certified professional landman, with more than 29 years experience in upstream oil and gas transactions.

He is skilled in managing the land and legal functions during all phases of exploration and production and has experience with lease acquisitions, property acquisitions, joint exploration and development agreements from a single prospect to basin-wide development programs.

Previously, he was a land manager with ExxonMobil in Denver and Midland, with oversight for leasing, title, due diligence, and production operations land matters for most of the western United States, practiced general law in Monte Vista, CO and has represented clients before state and federal regulatory agencies throughout the western United States.

Jason D. Lilley, CPL - *Field Land Manager*

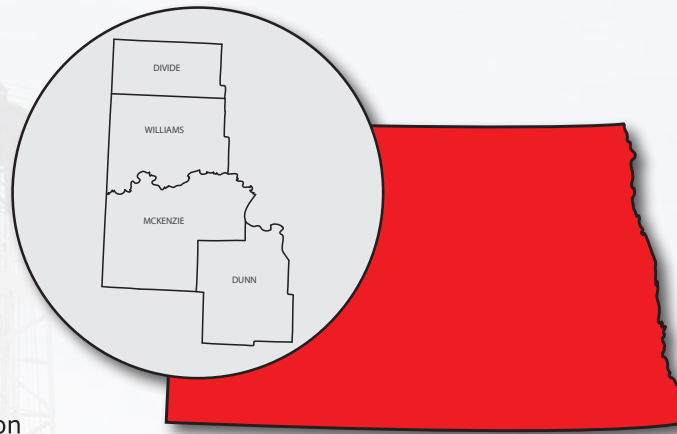
Jason Lilley is a Certified Petroleum Landman with a BBA in Petroleum Land Management and an MBA in Operations Management. He began his career with Spirit Energy '76 (formerly Unocal) and has worked for American Land & Exploration and K.P. Kauffman Company.

Mathew (Mat) Ekblad - *Landman*

Mathew Ekblad is an Oil and Gas Landman working out of the Williston Basin. He began his oilfield career with Northwest Abstract and Title, Inc. of Williston, ND and has experience in title searches, well permitting, directing title crews and lease negotiation. Mat has earned an Associates Degree from the University of North Dakota in Williston and a Bachelors from North Dakota State University.

Phil Jore - *Landman*

Phil Jore has been with the NPE team from the beginning, and is one of NPE's key field personnel negotiating oil and gas leases as well as doing title research. He lives in the heart of the oil activity in the Williston basin and earned a Bachelor of Science degree from Bemidji State University and an MFA from the University of Minnesota.



Company Overview

North Plains Energy, LLC ("NPE") is a Denver based oil and gas company led by a highly-experienced and capable management team with a strong track record of acquiring, developing, and enhancing oil and gas assets within the Continental United States.

NPE prides itself on fair lease negotiations with mutually-beneficial lease terms. NPE's development efforts are focused on the company's two core land and lease holdings.

North Plains Energy, LLC

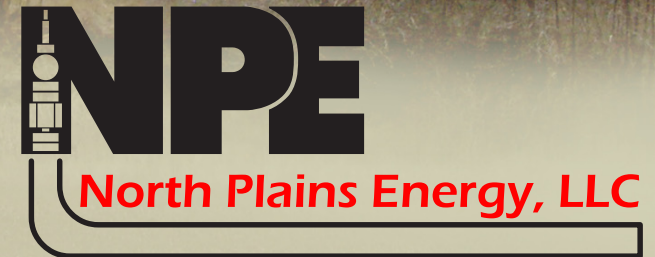
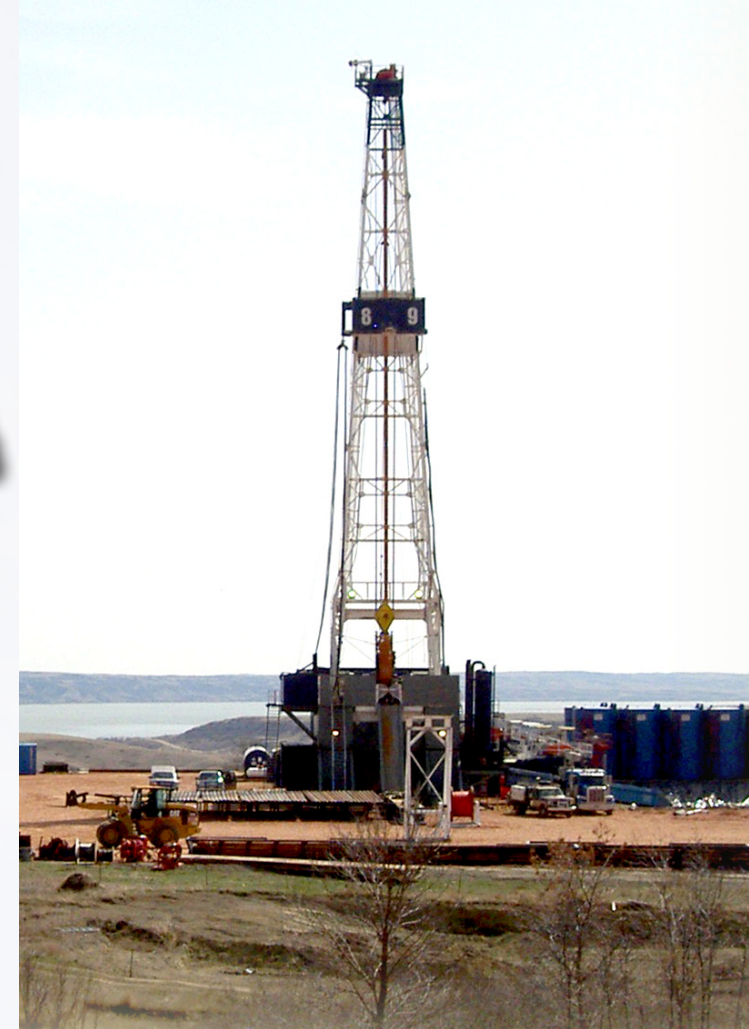
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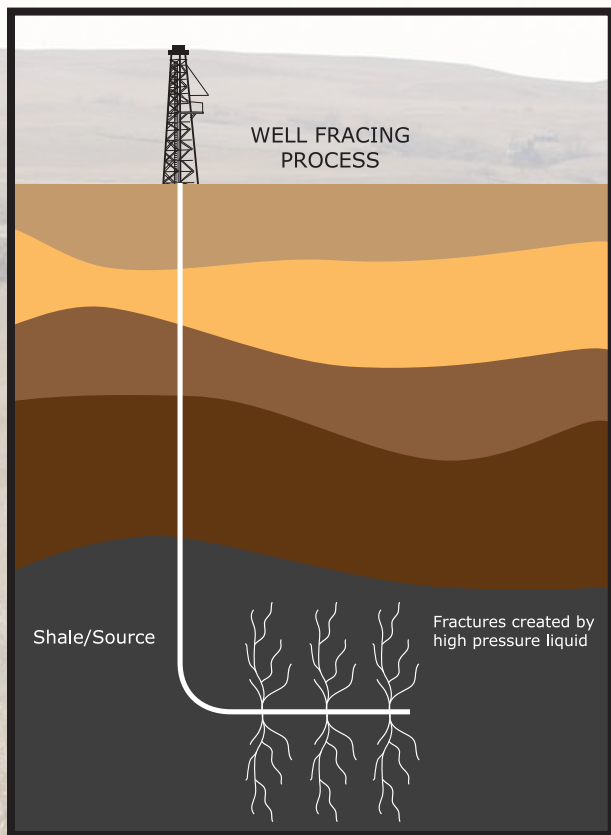
Lease Holdings

NPE primarily operates on the West Flank of the Nesson Anticline within Divide, Williams and McKenzie counties of North Dakota. This region is known most notably for the extensive presence of the Bakken Shale Formation, a rock unit from the Late Devonian to Early Mississippian age occupying about 200,000 square miles of the subsurface of the Williston Basin, covering parts of Montana, North Dakota, and Saskatchewan.

NPE is currently drilling and developing two significant acreage blocks, aggregating approximately 50,000 net acres in the heart of the Bakken play in McKenzie, Williams and southern Divide Counties of North Dakota.

Compared to larger operators with hundreds of thousands of acres to exploit, NPE prides itself on customizing its drilling and completion methods to the unique geological and geophysical characteristics of its two core project blocks.

NPE believes that understanding the unique attributes of a particular area will result in the best long-term value for its mineral owner partners



The NPE Team

J. Stephen (Steve) Mercer - President

One of the initial founders and Managers of NPE, Steve Mercer began his career as a reservoir and production engineer with Exxon Company U.S.A., and has over 25 years experience in Oil & Gas acquisitions and development and Oil & Gas banking.

As the co-founder and CFO of IPR Energy, LLC in Dallas, Texas, he has successfully acquired, explored and developed oil and gas properties in the Gulf Coast, the Permian Basin of Texas and Michigan's Niagaran Reef trend and Michigan Basin.

Rey A. Baribault, P.E. - Engineering

A co-founder of NPE, Rey Baribault earned a B.S. in Petroleum Engineering from Louisiana State University, is a Registered Petroleum Engineer in the State of Texas, and hold memberships in the Society of Petroleum Engineers and Society of Mechanical Engineers.

Mr. Baribault's prior experience included working as a Senior Engineer, for Exxon Company, U.S.A and served as Vice-President, Supervisor, & Petroleum Engineering Consultant with Netherland, Sewell & Associates, Inc. (NSAI) where he generated SEC and SPE oil and gas reserve determinations, performed acquisition and divestment evaluations, conducted field studies and generated production forecasts and economic analyses of onshore and offshore properties in the U.S.

Kevin E. O'Connell - Operations

Kevin O'Connell has over 29 years experience in production, completions and drilling operations in the petroleum industry and has worked in major basins in the domestic US and Alaska.

Before joining NPE, Mr. O'Connell served as the Operations Manager of GMT Exploration Company where he managed drilling and completions operations of drilling rigs in the Rockies and East Texas. Previously, he served as the Rocky Mountains & Mid-Continent drilling manager for Berry Petroleum Company and held senior operations positions with ENSIGN United States Drilling, Inc., Questar Exploration and Production, Hallwood Petroleum Inc and Amoco Production Company.