

Amendment #1

To

Northern Industrial Sands, LLC Operations Agreement

The undersigned parties hereto agree to amend the Northern Industrial Sands, LLC., Operations Agreement as follows:

Section 1: Section 7.2 – 7.a. is created to read:

7.2-7.a. If NIS does not agree with the "Market Value" in the appraisal report, NIS may seek a separate appraisal at the sole expense of NIS.

Section 2: Section 7.2- 8.a. is created to read:

7.2 – 8.a. The final determination of the appraisal to be used when establishing "Market Value" shall be at the sole discretion of the Town of Dover.

INWITNESS WHEREOF, the parties have entered into this Amendment.

TOWN OF DOVRE

Dean Trowbridge Dean Trowbridge

Tim Nelson Tim Nelson

Danny North Danny North

James Plummer James Plummer

Mitchell Hanson Mitchell Hanson

NORTHERN INDUSTRIAL SANDS, LLC

Brian Gilbertson Brian Gilbertson

Larry McGlumphy Larry McGlumphy