

February 17, 2011

Via U.S. Mail

George Forman, Esq. Forman & Associates 4340 Redwood Highway, Suite E352 San Rafael, CA 94903

Re: Review of financing documents for Morongo Band of Mission Indians

Dear Mr. Forman:

This letter responds to your January 24, 2011, request on behalf of the Morongo Band of Mission Indians ("Tribe") for the National Indian Gaming Commission's ("NIGC's") Office of General Counsel to review the Tribe's financing documents with Wells Fargo Bank ("Bank"). Specifically, you have asked for my opinion whether the documents are management contracts requiring the NIGC Chairwoman's approval under the Indian Gaming Regulatory Act ("IGRA"). You also asked for my opinion whether the financing documents violate IGRA's requirement that a tribe have the sole proprietary interest in its gaming operation.

In my review, I considered the following submissions (collectively, "the Financing Documents") which were in draft form:

- Loan Agreement marked as "Orrick Draft 2/2/2011";
- Security Agreement marked "OHS Draft 2/2/11";
- Unjust Enrichment and Sovereign Immunity Agreement;
- Intercreditor Agreement marked "Orrick Draft 2/1/11"; and
- Deposit Account Control Agreement.

This opinion is limited to the above listed Financing Documents and cannot be relied upon to apply to, or include, any other agreements even if referenced in the Financing Documents. Specifically, my opinion that the Financing Documents as a whole are not

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management contracts does not apply to the previously executed financing agreements related to the Tribe's 2008 bond financing which were not provided to us for review.

The Financing Documents submitted by the Tribe contain terms similar to other agreements the Office of General Counsel has already reviewed and analyzed. See www.nigc.gov/Reading_Room/Management_Review_Letters.aspx. Applying the same analysis here, it is my opinion that the Financing Documents submitted by the Tribe are not management contracts and do not require the approval of the Chairwoman. It is also my opinion that they do not violate IGRA's sole proprietary interest requirement.

It is my understanding that the drafts are represented to be in substantially final form, if the Financing Documents change in any material way prior to closing or are inconsistent with assumptions made herein, this opinion shall not apply.

I anticipate that this letter will be the subject of Freedom of Information Act ("FOIA") requests. Since we believe that some of the information in this letter may fall within FOIA exemption 4(c), which applies to confidential and proprietary information the release of which could cause substantial harm, I ask that you provide me with your views regarding release within ten days.

I am also sending a copy of the submitted Financing Documents to the Department of the Interior Office of Indian Gaming for review under 25 U.S.C. § 81. If you have any questions, please contact NIGC Senior Attorney John R. Hay at (202) 632-7003.

Sincerely,

Lawrence S. Roberts

General Counsel

cc: Paula Hart, Director

Office of Indian Gaming (via US Mail w/ incoming)