



January 19, 2012

Via U.S. Mail and Facsimile

Edward Delgado
Chairman
Oneida Tribe of Indians of Wisconsin
P.O. Box 365
Oneida, WI 54155
FAX: (920) 869-4417

Re: Review of revisions to previously submitted financing documents for the Oneida Tribe of Indians of Wisconsin

Dear Chairman Delgado:

On December 27, 2011, the National Indian Gaming Commission's Office of General Counsel (OGC) issued a declination letter for certain proposed financing agreements for the Oneida Tribe of Indians of Wisconsin (Tribe). On January 11, 2012, legal counsel for the Tribe, Aaron Harkins, submitted proposed amendments to two of the previously submitted financing agreements: the amended and restated credit agreement; and, the fourth amendment to the loan agreement for tax-exempt notes. Mr. Harkins requested, on behalf of the Tribe, written confirmation that the proposed amendments do not affect the opinion expressed in the December 27, 2011, declination letter.

The submitted amendments do not substantially change the financing agreements. The amendments clarify certain defined terms, fill-in blank spaces with specific dollar amounts, update the dates to reflect the new year, and correct grammatical errors contained in the previously submitted financing agreements. None of the proposed amendments implicate management or violate IGRA's sole proprietary interest requirement. Accordingly, the opinion expressed in the December 27, 2011 declination letter stands.

Please note that the proposed amendments were submitted to us as unexecuted drafts. To the extent that they change in any material way prior to closing, this opinion shall not apply.

Further, the January 11, 2012 letter indicates that counsel for Bank of America requests confirmation that "the opinions expressed in the Declination Letter extend to 'Collateral Documents' as defined in the Credit Agreement which were submitted for [NIGC Office of General Counsel] review." That is correct. The December 27, 2011

Chairman Delgado

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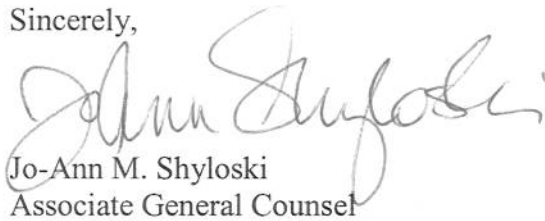
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opinion extends to "Collateral Documents," as defined by the Credit Agreement, that were submitted and reviewed by the NIGC Office of General Counsel.

I anticipate that this letter will be posted to the NIGC's website. Prior to posting, the NIGC FOIA Officer will notify you and give you an opportunity to identify and request that information subject to the exemptions under FOIA be redacted or withheld. A list of the FOIA exemptions may be found at 25 U.S.C. § 552(b).

I am also sending a copy of the amendments 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 Melissa Schlichting at (202) 632-7003.

Sincerely,



Jo-Ann M. Shyloski
Associate General Counsel

cc: Paula Hart, Director
Office of Indian Gaming
(via US Mail w/ incoming)

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