



July 24, 2012

Via U.S. Mail, E-Mail and Facsimile

W. Ron Allen, Chairman
Jamestown S'Klallam Tribe of Indians
1033 Old Blyn Highway
Sequim, WA 98382
E-mail: rallen@jamestowntribe.org
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Re: Review of revised assignment of construction contract for the Jamestown
S'Klallam Tribe of Indians

Dear Chairman Allen:

On July 6, 2012, the National Indian Gaming Commission's Office of General Counsel (OGC) issued a declination letter for certain amended financing agreements for the Jamestown S'Klallam Tribe of Indians (Tribe). On July 18, 2012, legal counsel for the Tribe, Clifton Molatore, submitted a revised version of one of the previously submitted agreements: the assignment of construction contract. Mr. Molatore requested written confirmation from OGC that the revised assignment of construction contract does not affect the July 6, 2012, declination letter.

The assignment of construction contract as revised does not substantially change the financing agreements. None of the revisions to the assignment of construction contract implicate management or violate IGRA's sole proprietary interest requirement. Accordingly, the OGC's opinion expressed in the July 6, 2012, declination letter stands.

I note that the revised assignment of construction contract has been submitted to us as an unexecuted draft. To the extent that it undergoes further revision with respect to terms affecting this opinion, and if such terms change in any material way prior to closing or are inconsistent with assumptions made herein, this opinion shall not apply. Further, this opinion is limited to revised assignment of construction contract and the Financing Documents listed in the July 6, 2012, declination letter. This opinion does not include or extend to any other agreements or documents not submitted for review.

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).

Chairman Allen

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I am also sending a copy of the revised assignment of construction contract 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,



Eric Shepard
Associate General Counsel

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

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