



August 8, 2012

*Via U.S. Mail*

Bruce "Two Dogs" Bozsum, Chairman  
Mohegan Tribe of Indians of Connecticut  
One Mohegan Sun Boulevard  
Uncasville, CT 06382

Re: Review of line of credit agreements for the Mohegan Tribe of Indians of Connecticut

Dear Chairman Bozsum:

This letter responds to the request on behalf of the Mohegan Tribe of Indians of Connecticut (Tribe) and the Mohegan Tribal Gaming Authority (MTGA) for the National Indian Gaming Commission's Office of General Counsel to review two agreements related to a line of credit from Bank of America. Specifically, you have asked for an opinion whether these agreements are management contracts requiring the NIGC Chairwoman's approval under the Indian Gaming Regulatory Act. You also asked for an opinion whether the agreements 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 Line of Credit Agreements") both as previously executed on March 6, 2012:

- Line of credit agreement executed on March 6, 2012, and marked at bottom left as "701174262.5 11038050"; and
- Autoborrow service agreement executed on March 6, 2012, and marked at bottom left as "700409041.7".

The Line of Credit Agreements 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](http://www.nigc.gov/Reading_Room/Management_Review_Letters.aspx). Applying the same analysis here, it is my opinion that collectively the Line of Credit Agreements 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.

This opinion is limited to the Line of Credit Agreements listed above. This opinion does not include or extend to any other agreements or documents not submitted for review with the Line of Credit Agreements. We note, however, that there are other

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Loan Documents as defined by, and incorporated in, the Line of Credit Agreements, that were the subject of two declination letters issued on February 28, 2012, and February 29, 2012, and as such, were not included in my review of the Line of Credit Agreements.

I anticipate that this letter will be posted to the NIGC's website. Prior to posting, NIGC 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 Line of Credit Agreements 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 Shyloski  
Associate General Counsel

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

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