



December 23, 2010

Mark F. Vilar, Esq.
Vilar & Elliot
3709 Masonic Drive
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Alexandria, LA 71315
Fax: (318) 442-9533

Re: Review of financing documents for the Coushatta Tribe of Louisiana and request for declination letter.

Dear Mr. Vilar:

This letter responds to your December 2, 2010 request on behalf of the Coushatta Tribe of Louisiana for the National Indian Gaming Commission's ("NIGC's") Office of General Counsel to review the Tribe's loan 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 Loan Documents") which were represented to be in substantially final form:

- amended and restated loan agreement between the Tribe and Wells Fargo Bank;
- amended and restated security agreement in favor of Wells Fargo Bank;
- amended and restated account control agreement between the Tribe and Wells Fargo Bank, and;
- restricted account and securities account control agreement between the Tribe and Wells Fargo Bank.

The Loan 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 Loan Documents submitted by the Coushatta 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. I note, however, that the Loan Documents have been submitted to us as unexecuted drafts that are in substantially final form. To the extent that they change in any material way prior to closing, 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 Staff Attorney Michael Hoenig at 202-632-7003.

Sincerely,

A handwritten signature in black ink, appearing to read "Lawrence S. Roberts", with a stylized flourish at the end.

Lawrence S. Roberts
General Counsel