



JUL 15 2011

Via U.S. Mail

Sherry Treppa, Chairperson
Habematolel Pomo of Upper Lake
375 E. Hwy. 20, Suite I
P.O. Box 516
Upper Lake, CA 95485

Re: Review of financing documents for Habematolel Pomo of Upper Lake

Dear Chairperson Treppa:

This letter responds to your June 11, 2011 request on behalf of the Habematolel Pomo of Upper Lake ("Tribe") for the National Indian Gaming Commission's ("NIGC's") Office of General Counsel to review the Tribe's financing documents with Luna Gaming Upper Lake LLC ("Lender"). 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").

In my review, I considered the following submissions (collectively, "the Financing Documents"):

- First Amendment to Junior Secured Credit Agreement dated June 10, 2011; and
- First Amendment to Senior Secured Credit Agreement dated June 10, 2011.

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.

In short, the Financing Documents merely increase the amounts borrowed by the Tribe. The Junior and Senior Secured Credit Agreements, previously submitted by the Tribe, specifically prohibit a third party from performing any management activities at the Tribe's gaming facility. Nothing in the Financing Documents changes those restrictions on management. The Financing Documents contain terms similar to other

Sherry Treppa

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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 are not management contracts and do not require the approval of the Chairwoman.

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)