



February 3, 2011

Via E-mail, and U.S. Mail

Harold Chesnin, Esq.
Law Office of Harold Chesnin
1810 - 43rd Ave. E. # 203
Seattle, WA 98112
E-mail: Pateus@aol.com

Re: Review of financing documents for the Confederated Tribes of the
Chehalis Reservation

Dear Mr. Chesnin:

This letter responds to your December 29, 2010, request on behalf of the Confederated Tribes of the Chehalis Reservation ("Tribe") for the National Indian Gaming Commission's ("NIGC's") Office of General Counsel to review the Tribe's financing documents with Wells Fargo Bank, National Association ("Wells Fargo"). 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 Financing Documents") which were represented to be in substantially final form:

- Fifth Amendment to Second Amended and Restated Loan and Security Agreement unexecuted but dated January __, 2011, and marked "DWT 15909815v7 0056931-000013" (Fifth Amendment);
- Amended and Restated Term Loan Note, unexecuted but dated January __, 2011, and marked "DWT 15928173v6 0056931-000013 (Amortizing Loan Note); and
- Non-Amortizing Term Loan Note, unexecuted but dated January __, 2011, and marked "DWT 15928233v5 0056931-000013" (Non-Amortizing Loan Note).

Harold Chesnin, Esq.

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The Financing 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 Financing Documents submitted by the 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.

It is my understanding that the drafts are represented to be in substantially final form, if the Financing Documents change in any material way prior to closing or are inconsistent with assumptions made herein, 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 Melissa Schlichting at (202) 632-7003.

Sincerely,



Lawrence S. Roberts
General Counsel

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

Richard Schroeder
Davis Wright Tremaine, LLP
(via e-mail: rickschroeder@dwt.com)