



February 15, 2011

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

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Re: Review of financing documents for Tunica-Biloxi Tribe of Louisiana

Dear Mr. Richey:

This letter responds to your November 30, 2010 request on behalf of the Tunica-Biloxi Tribe of Louisiana ("Tribe") for the National Indian Gaming Commission's ("NIGC's") Office of General Counsel to review the Tribe's financing documents with Deutsche Bank Securities Inc. ("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 Financing Documents") which were represented to be in substantially final form:

- Amended and restated credit agreement marked "CG&R DRAFT: 1/11/11 10:40 AM" ("Credit Agreement");
- Amended and restated security agreement marked "CGR Draft 1/6/10" ("Security Agreement"); and
- Form of control agreement regarding deposit accounts, ANNEX F to the Security Agreement ("Form Depository Agreement").

Kent Richey, 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](http://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,

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

Lawrence S. Roberts  
General Counsel

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