



May 19, 2011

Ray Halbritter, Nation Representative  
Chief Executive Officer  
Turning Stone Resort Casino LLC  
5218 Patrick Rd.  
Verona, NY 13478

Bruce Goodnough, Senior Vice President, Relationship Manager  
RBS Citizens, N.A., as Administrative Agent  
250 S. Clinton St. Suite 202  
Syracuse, NY 13202

Dennis Dee, Managing Director  
RBS Securities, Inc.  
600 Washington Blvd. 7<sup>th</sup> Floor  
Stamford, CT 06901

Re: Review of financing documents for the Temecula Band of Luiseño Mission Indians  
and request for declination letter.

Dear Mr. Halbritter, Mr. Goodnough, and Mr. Dee:

This letter responds to your May 4, 2011 request on behalf of the Oneida Nation of New York ("Nation") for the National Indian Gaming Commission's ("NIGC's") Office of General Counsel to review the Tribe's transaction documents related to its Loan Agreement with RBS Citizens N.A., et al. 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 transaction 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:

- Draft Credit Agreement, received May 4, 2011;
- Draft Security Agreement, including exhibits, received May 4, 2011;

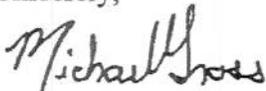
- Draft Deposit Account Control Agreement, received May 4, 2011;
- Draft Nation Agreement received May 4, 2011; and
- Draft Dealer Manager Agreement received May 4, 2011.

The Financing Documents submitted by the Nation 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 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 Financing Documents have been submitted to us as unexecuted drafts 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,



Michael Gross  
Associate General Counsel, General Law

cc: Paula Hart, Director, Office of Indian Gaming, Bureau of Indian Affairs