



JUN 10 2011

Via U.S. Mail & Facsimile

Chairman David Keyser
United Auburn Indian Community
10720 Indian Hill Road
Auburn, CA 95603

Re: Review of financing documents for the United Auburn Indian Community

Dear Chairman Keyser:

This letter responds to your May 18, 2011 request on behalf of the United Auburn Indian Community (Community) for the National Indian Gaming Commission's Office of General Counsel to review the Community's financing documents with Wells Fargo Bank N.A. as Administrative Agent, L/C issuer, and Swing Line lender; Wells Fargo Securities LLC as Joint Arranger and a Joint Bookrunner; Merrill Lynch, Pierce, Fenner & Smith Inc. as Joint Lead Arranger and Joint Bookrunner; Bank of America as Syndication Agent; and Sumitomo Banking Corporation as Documentation Agent. 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. You also asked for my opinion whether the financing documents violate IGRA's requirement that a Band 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:

- Loan Agreement marked "OHS West: 261126966.6";
- Security Agreement marked "OHS West: 261132931.3";
- Restricted Account and Securities Account Control Agreement marked "OHS West: 261147247.2";
- Exhibits A through exhibit I of the Loan Agreement, marked "OHS West: 261129795.5";
- Schedule 5.3 Insurance marked "4839-0935-4249\2";

The Loan Documents 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 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, and if the Loan 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 Loan 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 Heather McMillan Nakai at (202) 632-7003.

Sincerely,



Lawrence S. Roberts
General Counsel

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