



March 15, 2012

Via U.S. Mail

Keeny Escalanti, Sr.
President
Quechan Indian Tribe of the Fort Yuma Reservation
P.O. Box 1899
Yuma, Arizona 85366

Re: Review of revisions to previously submitted financing documents for the Quechan Indian Tribe of the Fort Yuma Reservation

Dear President Escalanti:

On December 19, 2011, and January 27, 2012, the National Indian Gaming Commission's Office of General Counsel (OGC) issued two declination letters for certain proposed financing agreements for the Quechan Indian Tribe of the Fort Yuma Reservation (Tribe). On March 6, 2012, we received proposed amendments to four of the previously submitted financing agreements:

- First amendment to intercreditor and collateral agency agreement marked at bottom left as "4845-5048-5773.3" (1st Amendment to Intercreditor and Collateral Agency Agreement);
- Second amendment to amended and restated loan agreement marked at bottom left as "4833-4101-7869.7" (2nd Amendment to Loan Agreement);
- Third supplemental indenture marked at bottom left as "4848-4923-3418.7" (3rd Supplemental Indenture); and,
- Fourth supplemental indenture marked at bottom left as "4825-5431-6043.16" (4th Supplemental Indenture).

You have requested written confirmation from OGC that the proposed amendments do not affect the December 19, 2011, and January 27, 2011 declination letters.

The submitted amendments do not substantially change the previously reviewed financing agreements. The amendments add to the defined terms, update the dates to reflect the new year, and clarify previous changes to certain provisions to ensure they do not conflict with the new provision prohibiting Management Activities. None of the proposed amendments implicate management or violate IGRA's sole proprietary interest

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requirement. Accordingly, opinions expressed in the December 19, 2011, and January 27, 2012 declination letters stand.

It is my understanding that the financing documents listed above are represented to be in substantially final form with respect to terms affecting this opinion, and if such terms 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 posted to the NIGC's website. Prior to posting, the NIGC FOIA Officer will notify you and give you an opportunity to identify and request that information subject to the exemptions under FOIA be redacted or withheld. A list of the FOIA exemptions may be found at 25 U.S.C. § 552(b).

I am also sending a copy of the amendments 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 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)