



February 21, 2013

The Honorable B. Cheryl Smith, Tribal Chief
Jena Band of Choctaw Indians
P.O. Box 14
Jena, LA 71342

Re: Amended and Restated Assignment of Revenues Agreements

Dear Chief Smith:

On July 1, 2011, the National Indian Gaming Commission's Office of General Counsel (OGC) issued a *declination letter* for certain proposed financing documents, including the Jena Band of Choctaw Indian's Construction Loan Agreement and Assignment of Revenues Agreement. On December 15, 2011, the OGC confirmed that proposed amendments to the Construction Loan Agreement and Assignment of Revenues Agreement did not affect the July 1, 2011 declination letter.

Although the parties received a declination letter, they did not execute the November 1, 2011 Assignment of Revenues Agreement and, in the time since receipt of the declination letter, have made additional changes. On February 4, 2013, the Band, through its attorney, requested another OGC opinion confirming that the additional changes do not impact the July 1, 2011 or December 15, 2011 OGC legal opinions.


The Amended and Restated Assignment of Revenues Agreement makes few changes to the previously reviewed Agreement. It adds the newly formed Jena Choctaw Indian Gaming Authority (JCGA) to the agreement as a borrower. It also permits the Borrower and the manager, on the borrower's behalf, to establish sub-accounts within the main depository account as needed. These sub-accounts will be used to pay various operating expenses. The Agreement also memorializes the way these new sub-accounts will be managed by the parties. Other changes are ministerial, including filling in dates that referenced documents were executed.

None of the proposed amendments implicate management or violate IGRA's sole proprietary interest requirement. Accordingly, the OGC's opinions expressed in the July 1, 2011 and December 15, 2011 letters stand.

I note that the amendments have been submitted to us as unexecuted drafts. 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 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).

Sincerely,



Jo-Ann Shyloski
Associate General Counsel