



Bruce "Two Dogs" Bozsum, Chairman  
Mohegan Tribe of Indians of Connecticut  
One Mohegan Sun Boulevard  
Uncasville, CT 06382

Re Review of Senior Notes Indenture for the Mohegan Tribe of Indians of  
Connecticut

Dear Chairman Bozsum:

This letter responds to the request on behalf of the Mohegan Tribe of Indians of Connecticut (Tribe) and the Mohegan Tribal Gaming Authority (MTGA) for the National Indian Gaming Commission's Office of General Counsel to review an indenture related to the refinancing of existing notes. Specifically, you have asked for an opinion whether the documents constitute management contracts requiring the NiGC Chairwoman's approval under the Indian Gaming Regulatory Act. You also asked for an opinion whether the documents violate IGRA's requirement that a Tribe have the sole proprietary interest in its gaming operation.

In my review, I considered the following documents (collectively "the Indenture") submitted as attachments to an e-mail sent by Kent Richey on July 23, 2013, behalf of the Tribe:

1. Indenture marked at top as "WLRK DRAFT: 7/21/13" and at bottom right as "W/2139074v1" among MTGA, the Tribe, Guarantors and U.S. Bank National Association as Senior Notes Trustee;
2. Form of note attached as Exhibit A to Indenture marked at top right as "Exhibit A";  
  
Form of certificate of transfer attached as Exhibit B to Indenture marked at top right as "Exhibit B";
4. Form of certificate of exchange attached as Exhibit C to Indenture marked at top right as "Exhibit C";

- 5 Form of certificate from acquiring institutional accredited investor attached as Exhibit D to Indenture marked at top right as "Exhibit D";
6. Form of notation of guarantee on note attached as Exhibit E to Indenture marked at top right as "Exhibit E"; and,
- 7 Form of supplemental indenture to be delivered by subsequent guarantors attached as Exhibit F to Indenture marked at top right as "Exhibit F".

The Indenture contains 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 collectively the Indenture is not a management contract and does not require the approval of the Chairwoman. It is also my opinion that it does not violate IGRA's sole proprietary interest requirement.

It is my understanding that the Indenture is 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. Further, this opinion is limited to the Indenture and its exhibits as listed above. This opinion does not include or extend to any other agreements or documents not submitted for review.

I anticipate that this letter will be posted to the NIGC's website. Prior to posting, NIGC 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).

If you have any questions, please contact NIGC Senior Attorney Melissa Schlichting at (202) 632-7003.

Sincerely,



Eric Shepard  
Acting General Counsel

cc Helga Woods, Attorney General  
Mohegan Tribe of Indians of Connecticut  
(via e-mail: [hwoods@moheganmarl.com](mailto:hwoods@moheganmarl.com))

Chairman Bozsum

Re: Review of financing agreements for the Mohegan Tribe of Indians of Connecticut

July 30, 2013

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Kent Richey, Esq.

Faegre Baker Daniels, L.L.P.

(via e-mail: [kent.richey@faegrebd.com](mailto:kent.richey@faegrebd.com))