



March 25, 2013

Aaron J. Harkins
Faegre Baker Daniels LLP
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402-3901

Re: Review of loan documents for the Nottawaseppi Band of Huron Potawatomi

Dear Mr. Townsend:

This letter responds to the request on behalf of the Nottawaseppi Band of Huron Potawatomi (Tribe) for the National Indian Gaming Commission's Office of General Counsel to review several agreements related to the refinancing of the Tribe's existing debt. The Tribe has asked for an opinion on whether these agreements are management contracts requiring the NIGC Chairwoman's approval under the Indian Gaming Regulatory Act (IGRA). The Tribe also asked for an opinion on whether the agreements violate IGRA's requirement that the Tribe have the sole proprietary interest in its gaming operation.

In my review, I considered the following submissions (collectively, "the Loan Documents"), either executed or drafts represented to be in substantially final form:

- Guaranty marked at the bottom left corner "dms.us.51285270.02" (Guaranty);
- Joinder Agreement marked at the bottom left corner "dms.us.51285334.02" (Joinder Agreement);
- Security Agreement Supplement marked at the bottom left corner "dms.us.51285396.02." (Security Agreement);
- Deposit Control Agreement marked at the bottom left corner "dms.us.51360279.02" (Control Agreement).

The Loan Documents contain terms similar to other agreements the Office of General Counsel has already reviewed and analyzed. See http://www.nigc.gov/Reading_Room/Management_Review_Letters_Declination_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 Loan Documents are represented to be in substantially final form with respect to terms affecting this opinion. If such terms change in any material way or are inconsistent with assumptions made herein, this opinion shall not apply. Further, this opinion is limited to the Loan Documents 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 5 U.S.C. § 552(b).

If you have any questions, please contact NIGC Staff Attorney Alison Grigonis at (202) 632-7003.

Sincerely,



Eric Shepard
Acting General Counsel

Cc: Bill Brooks
General Counsel
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