



December 23, 2013

Alan R. Fedman, Esq.
Dentons US LLP
1301 K Street NW, Suite 600, East Tower
Washington, DC 20005-3364

Re: Review of financing documents for Shingle Springs Band of Miwok
Indians

Dear Mr. Fedman:

This letter responds to your request, on behalf of the Shingle Springs Band of Miwok Indians ("Tribe"), that the National Indian Gaming Commission's ("NIGC's") Office of General Counsel review a Securities Account Control-Consent Agreement ("the Agreement") between the Shingle Springs Tribal Gaming Authority, d/b/a Red Hawk Casino, an unincorporated instrumentality of the Tribe and Wells Fargo Bank ("Bank"). Specifically, you have asked for my opinion whether the Agreement is a management contracts requiring the NIGC Chairman's approval under the Indian Gaming Regulatory Act ("IGRA"). You also asked for my opinion whether the Agreement violate IGRA's requirement that a tribe have the sole proprietary interest in its gaming operation.

This opinion is limited to the Agreement and cannot be relied upon to apply to, or include, any other agreements even if referenced in the Agreement.

The Agreement submitted by the Tribe 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 Agreement submitted by the Tribe is not a management contracts and does not require the approval of the Chairman. It is also my opinion that it does not violate IGRA's sole proprietary interest requirement.

It is my understanding that the draft is represented to be in substantially final form, if the Agreement changes in any material way prior to execution or is 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

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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.

If you have any questions, please contact NIGC Senior Attorney John R. Hay at (202) 632-7003.

Sincerely,



Eric Shepard
Acting General Counsel