



December 20, 2012

Townsend Hyatt, Esq.  
Orrick Herrington & Sutcliffe, LLP  
1120 NW Couch Street, Suite 200  
Portland, OR 97209

Re: Smith River Rancheria financing agreements

Dear Mr. Hyatt:

This letter responds to your request to the National Indian Gaming Commission (NIGC) for an advisory opinion regarding certain financing agreements the Smith River Rancheria (Tribe) entered into with Umpqua Bank. Specifically, you have asked for my opinion whether the financing agreements are management contracts requiring the NIGC Chairwoman's approval under the Indian Gaming Regulatory Act ("IGRA"). You also asked for my opinion whether the financing agreements violate IGRA's requirement that a tribe have the sole proprietary interest in its gaming operation.

In my review, I considered the following submissions (collectively, "the Financing Agreements"):

- Amended and Restated Credit Agreement draft dated 11/28/12;
- Exhibits to Amended and Restated Credit Agreement draft dated 11/28/12;
- Amended and Restated Security Agreement draft dated 11/28/12;
- Amended and Restated Deposit Account Control Agreement draft dated 12/20/12; and
- Blocked Account Agreement draft dated 11/28/12.

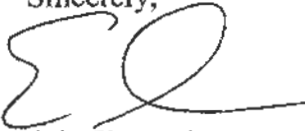
The documents submitted by the Tribe contain terms similar to other agreements the Office of General Counsel has already reviewed and analyzed. *See* [www.nigc.gov/Reading\\_Room/Management\\_Review\\_Letters.aspx](http://www.nigc.gov/Reading_Room/Management_Review_Letters.aspx). Applying the same analysis here, it is my opinion that the Financing Agreements submitted by the Tribe are collectively not management contracts and do not require the approval of the Chairwoman. Further, the Financing Agreements do not violate IGRA's sole proprietary interest requirement.

Conclusion

I anticipate that this letter will be the subject of Freedom of Information Act (FOIA) requests. Since we believe that some of the information contained herein may fall within FOIA Exemption 4(c), which applies to confidential 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 Hay at (202) 632-7003.

Sincerely,

A handwritten signature in black ink, appearing to read 'ES', with a large, stylized flourish extending to the right.

Eric Shepard  
Associate General Counsel