



August 11, 2014

Via U.S. Mail and Email

Mr. David Rapport
Legal Counsel to the Susanville Indian Rancheria
405 W. Perkins Street
Ukiah, California 95482

Re: Review of financing agreements on behalf of the Susanville Indian Rancheria

Dear Mr. Rapport:

This letter responds to the request on behalf of the Susanville Indian Rancheria ("the Tribe") for the National Indian Gaming Commission's Office of General Counsel to review several loan agreements. Specifically, you asked for an opinion whether these agreements are management contracts requiring the NIGC Chair's approval under the Indian Gaming Regulatory Act.

In my review, I considered the following documents (collectively "the Financing Agreements") submitted as attachments to e-mails sent on behalf of the Tribe:

- Term Loan Agreement, marked as 10161A-Loan Agreement(9-8red).doc
- Security Agreement, marked as 10161A-Security(4-3red).doc
- Springing Depository Agreement, marked as 10161A-SPRINGING(9-8RED).doc, and
- Promissory Note, marked as 10161A-NOTE(2014-5red).doc

The Financing Agreements 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 collectively the Financing Agreements are not management contracts and do not require the approval of the Chair.

It is my understanding that the Financing Agreements are 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 Financing Agreements listed above. This opinion does not include or extend to any other agreements or documents not submitted for review.

Mr. David Rapport

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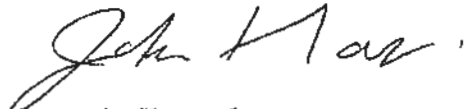
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I anticipate that this letter will be posted to the NIGC's website. Prior to posting, NIGC will notify you and give you an opportunity to identify and request that information subject to the exemptions under FOIA be redacted or withheld. A list of the FOIA exemptions may be found at 25 U.S.C. § 552(b).

If you have any questions, please contact NIGC Attorney Mary Modrich-Alvarado at (202) 632-7003.

Sincerely,

A handwritten signature in black ink, appearing to read "Eric Shepard".

For Eric Shepard
General Counsel (Acting)

cc: Steven C. Huskey, Esq.
Eppert, Richman & Robbins, LLP
(via e-mail: Shuskey@erlaw.com)