



March 23, 2011

Allyson G. Saunders
Holland & Knight, LLP
633 West Fifth Street
Los Angeles, CA 90071
Fax: (213) 896-2450

Re: Review of financing documents for the Temecula Band of Luiseño Mission Indians
and request for declination letter.

Dear Ms. Saunders:

This letter responds to your January 20, 2011 request on behalf of the Temecula Band of Luiseño Mission Indians (“Tribe”) for the National Indian Gaming Commission’s (“NIGC’s”) Office of General Counsel to review the Tribe’s transaction documents related to its Loan Agreement with Wells Fargo Bank, et al. Specifically, you have asked for my opinion whether the documents are management contracts requiring the NIGC Chairwoman’s approval under the Indian Gaming Regulatory Act (“IGRA”). You also asked for my opinion whether the transaction documents 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 Documents”), which were represented to be in substantially final form:

- Draft amended and restated loan agreement and exhibits (submitted February 25, 2011);
- Draft Schedule 5.3, Insurance (submitted March 2, 2011);
- Draft amended and restated security agreement (submitted February 1, 2011);
- Draft amended and restated restricted account and securities account control agreement (submitted February 1, 2011), and;
- Draft amended and restated securities account control-consent agreement (submitted February 1, 2011).

The Financing 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. Applying the same analysis here, it is my opinion that the Financing 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. I note, however, that the Financing Documents have been submitted to us as unexecuted drafts in substantially final form. To the extent that they change in any material way prior to closing, 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 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.

I am also sending a copy of the submitted Financing Documents to the Department of the Interior Office of Indian Gaming for review under 25 U.S.C. § 81. If you have any questions, please contact NIGC Staff Attorney Michael Hoenig at 202-632-7003.

Sincerely,



Lawrence S. Roberts
General Counsel