



February 17, 2009

David Stewart, CEO  
Cherokee Nation Enterprises  
P.O. Box 399  
Catoosa, OK 74015-0399

Re: Amended license agreement for Hard Rock Hotel Tulsa

Dear Mr. Stewart:

This is in response to your request dated November 12, 2008, as supplemented by an e-mail submission from your legal counsel, Ms. Heidi McNeil Staudenmaier, dated February 2, 2009. You have asked the National Indian Gaming Commission (NIGC) to review an agreement, as amended, that would license Cherokee Nation Enterprises to operate the Cherokee Casino Resort in Catoosa, Oklahoma, as a Hard Rock Hotel and Casino. Specifically, the amended agreement consists of two documents entitled:

- "License Agreement for Hard Rock Hotel Tulsa between Cherokee Nation Enterprises, LLC and HRHH IP, LLC and Hard Rock Hotel Holdings, LLC" (Nov. 11, 2008) ("Agreement"); and
- "Amendment No. 1 to the License Agreement for Hard Rock Hotel Tulsa between Cherokee Nation Enterprises, LLC and HRHH IP, LLC and Hard Rock Hotel Holdings, LLC" (Feb. 2, 2009) ("Amendment")

(collectively, the "Amended Agreement").

According to your request, the parties seek the issuance of a letter from this office confirming (i) the Amended Agreement is not a management agreement requiring the NIGC Chairman's approval under the Indian Gaming Regulatory Act (IGRA), and (ii) the Amended Agreement does not provide a proprietary interest in the Cherokee Nation's gaming operations to any party other than the Cherokee Nation.

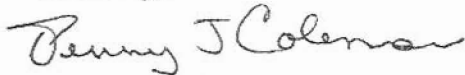
This letter constitutes such confirmation. It is the opinion of this office that the Amended Agreement does not constitute a management contract under IGRA, as defined by NIGC regulations. 25 C.F.R. § 502.15. Furthermore, the Amended Agreement does not provide a proprietary interest in any of the Cherokee Nation's gaming operations to any party other than the Cherokee Nation.

For clarity of the record, I must stress the importance of the parties' Amendment in forming this opinion. As you know, we were concerned that the original Agreement contained several provisions authorizing Hard Rock to make or control certain gaming management decisions, such as the power to disapprove the facility's gaming-related

operating procedures and gaming-related vendors, plus the power to direct certain gaming-related renovations. However, the parties have adequately addressed those concerns in the Amendment, thereby leading to our opinion that the Amended Agreement does not constitute a management contract under IGRA.

On behalf of the NIGC, we wish the Cherokee Nation continued success in its gaming endeavors. If you have any questions or require further assistance, please contact Senior Attorney Jeffrey Nelson, who was assigned to this matter.

Sincerely,



Penny J. Coleman  
Acting General Counsel

cc (via e-mail): Robert A. Huffman, Jr., Counsel to CNE  
Heidi McNeil Staudenmaier, Counsel to CNE  
Jennifer Carleton, Counsel to Hard Rock  
Jamie Hummingbird, Cherokee Nation Gaming Commission