



March 30, 2011

Via U.S. Mail

Chairman Robert Smith
Pala Band of Mission Indians
PMB50
35008 Pala Temecula Road
Pala, CA 92059

Justin Lien
Bank of America N.A.
901 Main Street
64th Floor TX1-492-64-01
Dallas, TX 75202

Re: Review of financing documents for the Pala Band of Mission Indians

Dear Chairman Smith and Mr. Lien:

This letter responds to your March 10, 2011 request on behalf of the Pala Band of Mission Indians (Band) for the National Indian Gaming Commission's Office of General Counsel to review the Band's financing documents with Bank of America N.A. 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. You also asked for my opinion whether the financing documents violate IGRA's requirement that a Band 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:

- Third amended and restated credit agreement marked "SMRH DRAFT 3/10/11" (Credit Agreement);
- Third amended and restated security agreement marked "W02-WEST:1ECK1\403320513.3" (Security Agreement);
- Deposit account and sweep investment control agreement marked "W02-WEST:1BEH1\403362832.2" (Account Control Agreement); and

Chairman Smith

Mr. Lien

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March 30, 2011

Page 2 of 2

- Tax exempt note marked "W02-WEST:1ECK1\403321069.6" attached as Exhibit E to the Credit Agreement.

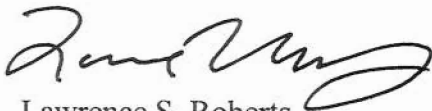
The Financing Documents submitted by the Band contain terms similar to other agreements the Office of General Counsel has already reviewed and analyzed. *See* www.nigc.gov/Reading_Room/Management_Review_Letters.aspx. Applying the same analysis here, it is my opinion that the Financing Documents are not 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.

It is my understanding that the drafts are represented to be in substantially final form, and if the Financing Documents change in any material way prior to closing or are 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 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 Melissa Schlichting at (202) 632-7003.

Sincerely,



Lawrence S. Roberts
General Counsel

cc: Paula Hart, Director
Office of Indian Gaming
(via US Mail w/ incoming)

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