



# United States Department of the Interior

OFFICE OF THE SECRETARY  
Washington, DC 20240

OCT 30 2013

The Honorable Marshall Pierite  
Vice Chairman, Tunica-Biloxi Tribe of Louisiana  
P.O. Box 1589  
Marksville, Louisiana 71351

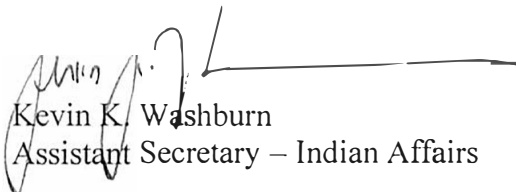
Dear Vice Chairman Pierite:

On August 19, 2013, our office received from the Tunica-Biloxi Tribe (Tribe), the Class III Tribal-State Compact Amendment (Amendment) between the Tribe and the State of Louisiana (State), providing for the regulation of Class III gaming by the Tribe.

We have completed our review of the Compact Amendment and we conclude that it does not violate the Indian Gaming Regulatory Act (IGRA), any other provision of Federal law that does not relate to jurisdiction over gaming on Indian lands, or the trust obligations of the United States to Indians. 25 U.S.C. § 2710(d)(8)(B). Therefore, pursuant to my delegated authority and Section 11 of IGRA, I approved the Compact on September 30, 2013. 25 U.S.C. § 2710(d)(8)(A). Due to the Government shutdown, my signature and transmission of this approval letter was delayed. Please accept my apologies for any inconvenience this may have caused.

This Compact took effect when the notice of approval was published in the Federal Register. 25 U.S.C. § 2710(d)(3)(B). A similar letter is being sent to the Honorable Bobby Jindal, Governor of the State of Louisiana.

Sincerely,

  
Kevin K. Washburn  
Assistant Secretary – Indian Affairs

Enclosure

**2013 AMENDMENT TO  
TRIBAL-STATE COMPACT FOR THE CONDUCT OF CLASS III GAMING  
BETWEEN THE TUNICA-BILOXI INDIAN TRIBE OF LOUISIANA AND  
THE STATE OF LOUISIANA**

THIS 2013 AMENDMENT TO THE TRIBAL-STATE COMPACT FOR THE CONDUCT OF CLASS III GAMING (this "Compact Amendment") dated as of June 24, 2013, is between the Tunica-Biloxi Tribe of Louisiana, a federally recognized Indian tribe (the "Tribe") and the State of Louisiana (the "State").

**WHEREAS,** In 1988, the Congress of the United States of America enacted the Indian Gaming Regulatory Act, which provided a statutory basis for the operation and regulation of gaming by Indian Tribes;

**WHEREAS,** Pursuant to the Indian Gaming Regulatory Act, a Tribal-State Compact for the conduct of Class III Gaming between the Tunica-Biloxi Indian Tribe of Louisiana and the State of Louisiana was executed and signed by Chairman Earl J. Barbry, Sr. and Governor Murphy J. Foster, Jr., on August 14, 2001 (the "2001 Compact");

**WHEREAS,** The Tribal-State Compact for the conduct of Class III Gaming became effective upon being published in the *Federal Register*, on October 9, 2001;

**WHEREAS,** In 2006, the Governor of the State agreed to an amendment to the 2001 Compact (the "2006 Amendment") to facilitate the Tribe's issuance of \$150,000,000 of senior notes (the "2005 Notes") in consideration of the substantial economic development benefits to be realized therefrom that would inure to the benefit of Avoyelles Parish, the State and the Tribe, including, but not limited to, the creation of jobs, increased income and sales tax revenues, and the drawing of additional visitors and customers to the area; and

**WHEREAS,** There is \$150,000,000 of the 2005 Notes presently outstanding and there is not more than \$10,000,000 outstanding under a bank credit facility (collectively, the "Existing Debt"); and

**WHEREAS,** The Tribe is now pursuing a new financing that would include a refinancing of the Existing Debt and has requested the Governor of the State to enter into an amendment to the 2001 Compact as amended to date (the "Compact") to facilitate such financing; and

**WHEREAS,** It is the clear understanding of all parties to this amendment to the Compact that it in no way constitutes an adoption, re-adoption, ratification, renewal or extension of the 2001 Compact but in all respects

Exhibit A

is solely an agreement to additional provisions and clarifications to the Compact; and

**NOW THEREFORE**, the Tribe and the State hereby agree as follows:

1. Amendment to Section 6, Part C of the Compact. As of the Effective Date defined below, Section 6, Part C of the Compact shall be amended to add the following as the last provisions thereof:
  8. Notwithstanding any other provision in this Section 6, with respect to extending financing to the gaming facilities or operations, a qualified institutional buyer (and any nominee of record thereof) shall be presumed suitable with no need for submission of any notice, information, certification or filing to the State of Louisiana or any agency of the State of Louisiana to establish such presumed suitability; provided, however:
    - a. This Section 6, Part (C)(8) shall not be construed to preclude the State of Louisiana from investigating the suitability or qualifications of a qualified institutional buyer should the State of Louisiana or the Tribe become aware of facts or information which may result in such qualified institutional buyer being found unsuitable or disqualified;
    - b. The State of Louisiana may revoke any grant of presumptive suitability made pursuant to this Section 6, Part (C)(8) and require any person or entity to demonstrate by clear and convincing evidence his/her or its suitability and qualifications for State Certification, by submitting to the normal process of such certification;
    - c. The Tribe warrants and agrees that, during the term of any such financing, either the Tribe or a trustee shall (a) file with the State of Louisiana on a biannual basis the following information for each registered holder of such debt: (1) name; (2) address; (3) phone and fax number; (4) name and phone number of a contact person; and (5) the approximate dollar amount of such debt held by the holder, and (b) provide to the State of Louisiana on the same biannual basis, a notarized statement signed by the Tribe or a trustee that all such purchasers are qualified institutional buyers; and
    - d. The State of Louisiana may rescind the presumption of suitability for a qualified institutional buyer if the qualified institutional buyer exercises or intends to exercise influence or control over the affairs of the Tribe, any governmental entity of the Tribe, or the gaming operations of the Tribe.

Exhibit A

2. Amendment to Section 6, Part J of the Compact. As of the Effective Date, Section 6, Part J of the Compact shall be amended to add the following as the last sentence thereof:

Any financial statements or other information relating to any gaming facilities which the Tribal Council of the Tunica-Biloxi Tribe of Louisiana has approved to be made available to—any of the following shall not be deemed “sensitive or privileged information” for purposes of this Section 6, Part J: (i) qualified institutional buyers owning or considering the purchase of debt financing the gaming facilities or operations; (ii) nationally recognized credit rating organizations; (iii) broker-dealers registered pursuant to the federal Securities and Exchange Act of 1934 or (iv) securities research firms.

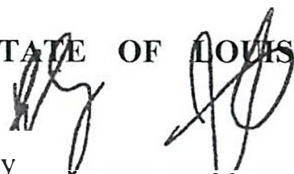
3. Miscellaneous. This Compact Amendment shall become effective on the date (the “Effective Date”) on which notice of its approval on behalf of the United States Secretary of the Interior is published in the Federal Register in accordance with 25 U.S.C. § 2710(d)(3)(B) and § 2710(d)(8)(D). This Compact Amendment shall not be amended or modified except in a writing signed by both parties hereto and approved by the United States Secretary of the Interior.

IN WITNESS WHEREOF, this Compact Amendment has been signed as of the above date.

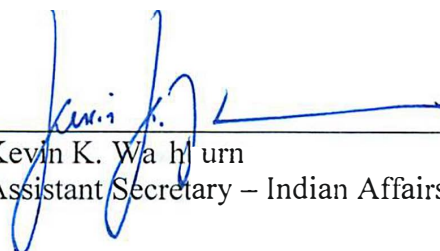
**TUNICA-BILOXI TRIBE OF  
LOUISIANA**

By 

Earl J. Barbry, Sr., Chairman

**STATE OF LOUISIANA**  
By   
Bobby Jindal, Governor

DEPARTMENT OF THE INTERIOR

BY:   
Kevin K. Washburn  
Assistant Secretary – Indian Affairs

**OCT 30 2013**  
Dated: \_\_\_\_\_