

LITTLE TRAVERSE BAY BANDS OF ODAWA INDIANS
7500 Odawa Circle
Harbor Springs, MI 49740

RESOLUTION # 071005-05

Little Traverse Bay Bands of Odawa Indians Waiver of Conflict of Interest with the Law Firm of Shearman & Sterling Regarding Bonding and Loan Activities for Victories II

WHEREAS: the Little Traverse Bay Bands of Odawa Indians (“LTBB” or “Tribe”) is a Federally recognized Indian Tribe reaffirmed by the United States Congress on September 21, 1994 in Public Law 103-324, as amended, which exercises sovereign governmental authority over the people, land, and water within its jurisdiction and administers a wide range of governmental programs;

WHEREAS: the Little Traverse Bay Bands of Odawa Indians Tribal Council is the elected governing body of the Tribe;

WHEREAS: The law firm of Shearman & Sterling has agreed to work on a pro bono basis to negotiate the bonds and loans necessary for the Victories II project;

WHEREAS: Shearman & Sterling will be engaging in negotiations for said bonds and loans with Banc of America Securities LLC;

WHEREAS: The law firm of Shearman & Sterling presently represents Banc of America Securities LLC;

WHEREAS: Shearman & Sterling presently represents LTBB;

WHEREAS: LTBB recognizes a potential and/or existing conflict of interest on the part of Shearman & Sterling with regard to the simultaneous representation of LTBB and Banc of America Securities LLC;

THEREFORE BE IT RESOLVED that the Tribe is aware of and acknowledges this potential and/or existing conflict of interest and knowingly and voluntarily waives any potential and/or existing conflict of interest arising out of Shearman & Sterling’s representation of LTBB and Banc of America Securities LLC.

CERTIFICATION

As Tribal Chairman and Tribal Secretary, we certify that this Resolution was duly adopted by the Tribal Council of the Little Traverse Bay Bands of Odawa Indians at a regular meeting of the Tribal Council held July 10, 2005 at which a quorum was present, by a vote of 6 in favor, 1 opposed, 0 abstentions, and 0 absent as recorded by this roll call:

	In Favor	Opposed	Abstained	Absent
Frank Ettawageshik	<u> x </u>	<u> </u>	<u> </u>	<u> </u>
Beatrice Law	<u> x </u>	<u> </u>	<u> </u>	<u> </u>
Alice Yellowbank	<u> x </u>	<u> </u>	<u> </u>	<u> </u>
Dexter McNamara	<u> x </u>	<u> </u>	<u> </u>	<u> </u>
Fred Harrington, Jr.	<u> x </u>	<u> </u>	<u> </u>	<u> </u>
Rita Shananaquet	<u> </u>	<u> x </u>	<u> </u>	<u> </u>
Regina Bentley	<u> x </u>	<u> </u>	<u> </u>	<u> </u>

Date: _____

Frank Ettawageshik, Tribal Chairman

Dexter McNamara, Tribal Secretary