

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

**RESOLUTION # 102305-05**

Amendments to the Terms of Obligations held by National City Bank of the Midwest

**WHEREAS** the Little Traverse Bay Bands of Odawa Indians (“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 legislative branch of the Tribe;

**WHEREAS** National City Bank of the Midwest (f/k/a National City Bank of Michigan/Illinois) (“National City”) is the holder of a Promissory Note of the Tribe, dated as of April 25, 2001, in the original principal amount of \$780,000 (the “Sprint Street Note”) and a Commercial Installment Note of the Tribe, dated as of June 18, 2002, in the original principal amount of \$4,000,000, as amended by a Note Amendment of the Tribe, dated as of December 17, 2004 (as amended, the “Harbor Springs Note” and together with the Spring Street Note, the “National City Notes”) evidencing obligations of the Tribe to National City.

**WHEREAS** the National City Notes are secured by security interests granted in certain assets of the Tribe pursuant to a Springing Depository Agreement, dated as of January 22, 2002, between National City, the Tribe and the Tribe’s Gaming Administration (the “Depository Agreement”), a Security Agreement, dated as of January 22, 2002, between National City, the Tribe and the Tribe’s Gaming Administration (the “January Security Agreement”), a Security Agreement, dated as of June 18, 2002, between National City and the Tribe (the “June Security Agreement”) and certain Armored Car Agreements between the Tribe and the other parties thereto (the “Armored Car Agreements” and collectively with the Depository Agreement, the January Security Agreement and the June Security Agreement, the “National City Security Agreements”).

**WHEREAS** the Tribal Council has authorized the issuance and sale of debt securities (the “BAS Notes”) to finance the building of a new and improved casino and hotel facility, which will be secured by a first priority security interest granted in certain assets of the Tribe;

**WHEREAS** to facilitate the issuance of the BAS Notes, National City has agreed to terminate the National City Security Agreements and release the security interests and other rights granted thereby (the “Termination and Release”) in exchange for the Tribe

granting a first priority security interest in “Annual Service Payments” as defined in the Indenture to be entered into by the Tribe pursuant to the issuance of the BAS Notes (the “Annual Service Payments”) to secure the obligations of the

Tribe evidenced by the National City Notes and to consent to the issuance of the BAS Notes and otherwise waive or modify certain terms of the obligations evidenced by the National City Notes which may conflict with the terms of the obligations to be evidenced by the BAS Notes (the “Consent and Waiver”).

**THEREFORE BE IT RESOLVED THAT 1.) Approval of the Termination and Release, the Granting of Security Interest and the Consent and Waiver.** The Tribal Council hereby approves the Termination and Release, the granting of a security interest in the Annual Service Payments to secure the obligations of the Tribe evidenced by the National City Notes and the Consent and Waiver and; **2) Authorization.** The Tribal Council hereby authorizes the Tribal Chairman, or if the Tribal Chairman shall be unavailable, such other person permitted by the law of the Tribe to act in his stead (the “Authorized Tribal Representative”), after consultation with legal counsel for the Tribe, to approve the terms of, and to execute and deliver such agreements, documents, certificates, orders, requests and instruments on behalf of the Tribe as may be required to effectuate the Termination and Release, the granting of a security interest in the Annual Service Payments to secure the obligations of the Tribe evidenced by the National City Notes and the Consent and Waiver.

**CERTIFICATION**

As Tribal Council Secretary, I 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 October 23, 2005 at which a quorum was present, by a vote of 6 in favor, 1 opposed, 2 abstentions, and 0 absent as recorded by this roll call:

	In Favor	Opposed	Abstained	Absent
Fred Harrington, Jr.	X			
Regina Gasco Bentley	X			
Mary Roberts			X	
Rita Shananaquet		X		
Alice Yellowbank	X			
Dexter McNamara	X			
Shirley Oldman			X	
Melvin L. Kiogima	X			
Beatrice Law	X			

Date: \_\_\_\_\_

\_\_\_\_\_  
Melvin L. Kiogima, Secretary

Pursuant to Article VII, Section D, Subsection 1. of the Little Traverse Bay Bands of Odawa Indians Constitution adopted on February 1, 2005 the Executive concurs in this action of the Tribal Council.

Date: \_\_\_\_\_

\_\_\_\_\_  
Frank Ettawageshik, Tribal Chairperson