

**LITTLE TRAVERSE BAY BANDS OF ODAWA INDIANS
7600 ODAWA CIRCLE
HARBOR SPRINGS, MI 49740**

TRIBAL RESOLUTION # 112910-01

Authorizing Exchange of Notes, Amendment of Indenture and Related Actions

WHEREAS, the Waganakising Odawak, known as Little Traverse Bay Bands of Odawa Indians is a nation of citizens with inherent sovereignty and the right to self-governance; and

WHEREAS, the Little Traverse Bay Bands of Odawa Indians (the "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; and

WHEREAS, the Little Traverse Bay Bands of Odawa Indians Tribal Council is the elected legislative branch of the Tribe; and

WHEREAS, the Tribe has previously issued \$122,000,000 in principal amount of its 10.25% Senior Notes due 2014 (the "Old Notes") which notes are currently in default; and

WHEREAS, the Tribe has negotiated a restructuring of its outstanding debt which involves the exchange of the Old Notes for 9.00% Senior Secured Notes due 2020 (the "New Notes") to be issued pursuant to an Indenture between Wilmington Trust FSB and the Issuer dated as of November 30, 2010 (the "New Indenture") and an amendment of the Indenture dated as of February 10, 2006 between U.S. Bank National Association, as Trustee, and the Tribe (the "Old Indenture") (the "Restructuring Transaction"); and

WHEREAS, the Tribal Council has been presented with final drafts of the principal agreements necessary to complete the Restructuring Transaction, including the New Indenture, New Notes, Amended and Restated Indenture, Depository Agreement, Security Agreement, First Amendment to Loan Agreement and Security Agreement (relating to the Tribe's furniture, fixtures and equipment (FF&E) financing with Banc of America Leasing & Capital, LLC), and Deposit Account Control Agreement (the "Financing Documents"), and wishes to authorize the issuance of the New Notes and the amendment and restatement of the Old Indenture, and to authorize the execution and delivery of these and all other agreements and documents required to issue the New Notes and amend and restate the Old Indenture; and

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WHEREAS, the holders of the New Notes are located in New York and other jurisdictions outside the territory and jurisdiction of the Tribe, the Financing Documents are subject to applicable law of New York, and the location of the Restructuring Transactions are New York and other foreign jurisdictions.

THEREFORE BE IT RESOLVED THAT:

1. Approval of Restructuring Transaction. The Tribal Council has previously approved and does hereby reaffirm its approval of the Restructuring Transaction, including the issuance of no more than \$40,000,000 in principal amount of New Notes and the payment of no more than \$23,000,000 in cash to the Holders of the Old Notes who tender their Old Notes for exchange and the amendment and restatement of the Old Indenture. The issuance of the New Notes shall be effectuated pursuant to an exemption from the registration requirements under the Securities Act of 1933, as amended. The New Notes shall have the terms as set forth in the New Indenture and be in the form set forth as an exhibit to the New Indenture.
2. Approval of Execution and Delivery of Financing Documents and Related Documents. The Tribal Council hereby consents to and authorizes the execution and delivery of the Financing Documents by the Tribal Chair and Tribal Treasurer on behalf of the Tribe, and consents to and authorizes the transactions contemplated by the Financing Documents and the performance of the Tribe's obligations under the Financing Documents; provided that no substantive changes shall be made to any Financing Document without the approval of the Tribal Council; and provided, further, that the execution of the same shall be conclusive evidence of such consent and authorization. In addition, the Tribal Council further authorizes the Tribal Chair and Tribal Treasurer on behalf of the Tribe to execute and deliver such additional documents as are contemplated by the Financing Documents or are necessary or advisable in the judgment of the Tribal Chair and Tribal Treasurer to consummate the transactions contemplated by the Financing Documents, including without limitation, Tribal certifications, authentication orders, Issuer requests for action by a trustee, a flow of funds memorandum and a closing statement, with the execution of the same being conclusive evidence of such authorization. The Tribal Council specifically authorizes the limited waivers of sovereign immunity as set forth in the Financing Documents.
3. Additional Actions. the Tribal Chair and Tribal Treasurer on behalf of the Tribe are hereby authorized to take such additional actions as are required or desirable to effect the purposes of this Resolution and as contemplated by the Financing Documents.
4. Binding Obligation. The Tribal Council acknowledges and agrees that the rights and remedies afforded by the Financing Documents shall be binding upon the Tribe until the Tribe has satisfied all of its obligations under the Financing Documents.

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5. Limited Waiver of Sovereign Immunity. With respect to actions arising under the Financing Documents and the transactions contemplated thereby, the Tribal Council expressly waives the Tribe's sovereign immunity and any defense based thereon from any suit, action or proceeding or from any legal process in any forum listed in Section 13.07 of the New Indenture and Section 12.07 of the Amended and Restated Indenture. This waiver and consent shall be irrevocable and shall not be rescinded, revoked or modified without the prior written consent of the respective trustee.
6. Governing Law. The Financing Documents other than those containing a contrary express choice of law provision shall be construed in accordance with the internal laws of the State of New York.
7. Determination. The Tribal Council hereby determines that neither the Constitution nor the Bylaws, nor any other laws, ordinances, resolutions or other actions of the Tribe, or any of the agencies or instrumentalities of the Tribe, either written or established by custom or tradition, (a) prohibit the Tribe from executing, delivering and performing its obligations under the Financing Documents in accordance with their respective terms, or (b) create any obligation of the Tribe to submit these matters for approval of or consent from any officer, body, agency, or instrumentality of the Tribe, or any vote by members of the Tribe.
8. Miscellaneous.
 - a. Any resolutions or other actions of the Tribe, or any of its officers, employees, or agents, either written or established by tradition that are in conflict with or inconsistent with the terms of this Resolution or any provision set forth in a Financing Document are hereby to such extent repealed and annulled. This Resolution shall supersede any prior or currently existing resolutions or other actions of the Tribe that is contrary to or inconsistent with the actions authorized or contemplated herein or in a Financing Document.
 - b. If the application of any provision of this Resolution or a Financing Document to any person or circumstance is held to be invalid, the remainder of this Resolution and the Financing Document shall not be affected.
 - c. The Tribal Council affirms the representations and warranties of the Tribe contained in the Financing Documents.

CERTIFICATION

As Tribal Council Legislative Leader and Tribal Council Secretary, we certify that this Tribal 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 November 29, 2010 at which a quorum was present, by a vote of 7 in favor, 0 opposed, 1 abstentions, 1 absent as recorded by this roll call:

	In Favor	Opposed	Abstained	Absent
Marvin Mulholland				X
Belinda Bardwell	X			
Melvin L. Kiogima	X			
Gerald V. Chingwa	X			
Rita Shananaquet	X			
Aaron Otto	X			
John Bott			X	
Regina Gasco Bentley	X			
Julie A. Shananaquet	X	1		

Date: 11/29/10

Julie A. Shananaquet, Legislative Leader

Date: 11-29-10

Regina Gasco Bentley, Secretary

Received by the Executive Office on 11-29-10 by _____

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: 11-29-10

Ken Harrington, Tribal Chairperson