

**NOTTAWASEPPI HURON BAND OF POTAWATOMI**

**TRIBAL COUNCIL  
RESOLUTION NO. 05-01-08-04**

**AUTHORIZING ENFORCEMENT OF FOREIGN COURT ORDERS RELATING TO  
FIREKEEPERS CASINO FF&E FINANCING**

**WHEREAS**, the Tribe is a federally recognized Indian tribe eligible for the special programs and services provided by the United States to Indians because of their status as Indians and is recognized as possessing powers of self-government; and

**WHEREAS**, the Tribal Council of the Tribe ("Tribal Council") is the duly recognized governing body of the Tribe established under the Tribe's Constitution; and

**WHEREAS**, by and under an organizational Charter ("Authority Charter") adopted by the Tribal Council on March 21, 2007 and amended on April 11, 2007, the Tribal Council established the FireKeepers Development Authority (the "Authority") as an unincorporated instrumentality and political subdivision of the Nottawaseppi Huron Band of Potawatomi (the "Tribe") to hold, manage and supervise all property and funds developed, acquired, used and produced by or with respect to the Tribe's gaming operation, and any and all associated hospitality, entertainment, and/or lodging facilities, to be known as the FireKeepers Casino (the "Project"), and to develop, operate and oversee the Project; and to facilitate the borrowing of funds necessary and appropriate for the development, construction and opening of the Project; and

**WHEREAS**, the Authority contemplates financing the development and construction of the Project by issuing \$340,000,000 of 13.875% Senior Secured Notes due 2015 to be issued pursuant to an indenture between the Authority, the Tribe and U.S. Bank National Association, as trustee and as collateral agent, and initially placing the Notes with Merrill Lynch, Fenner, Pierce & Smith Incorporated pursuant to a purchase agreement dated April 22, 2008, among the Authority, the Tribe, Gaming Entertainment (Michigan) L.L.C. and Merrill Lynch, Fenner, Pierce & Smith Incorporated, and such other documents related thereto, setting forth, among other terms and conditions, the principal amount, the pricing terms of the Notes and the initial placement; and

**WHEREAS**, the Authority contemplates financing the purchase of certain furniture, furnishings, and equipment for use in and for the Project by the borrowing of up to \$35,000,000 from The Prudential Life Insurance Company of America, Pruco Life Insurance Company, and Prudential Retirement Insurance and Annuity Company ("Prudential") pursuant to such agreements as the Authority may authorize and execute (the "FF&E Transaction Documents") (collectively, the "FF&E Financing"); and

**WHEREAS**, in order to provide additional security to Prudential concerning the FF&E Financing, the Tribal Council believes it is in the Tribe's best interest to establish for purposes of

the FF&E Financing a method whereby judgments, decrees, orders, warrants, subpoenas, records, and other judicial acts of foreign courts, including a foreclosure judgment, arising from any action under the FF&E Transaction Documents shall be enforceable in the courts of the Tribe ("Tribal Court") by and through, and consistent with, the Tribe's Recognition and Enforcement of Foreign Judgments Ordinance, and to allow certain authorized peace officers access to the Tribe's or Authority's property for purposes of executing such judgments, decrees, orders, warrants, subpoenas, records, and other judicial acts of foreign courts, including a foreclosure judgment.

**NOW, THEREFORE BE IT RESOLVED THAT:**

1. The Tribal Council hereby determines and finds that: (i) the Recitals in this Resolution are true and correct in all material respects; (ii) the Tribal Council has full power and authority to adopt this Resolution; and (iii) the Tribal Council's adoption of this Resolution is in the best interest of the Authority, the Tribe and its members and is consistent with the laws of the Tribe.

2. Any judgments, decrees, orders, warrants, subpoenas, records, and other judicial acts of foreign courts, including, without limitation, a foreclosure judgment, arising from any action under the FF&E Transaction Documents and certain additional documents approved by the FireKeepers Development Authority pursuant to Resolution No. 05-01-08-02, shall be enforceable in Tribal Court by and through, and consistent with, the Tribe's Recognition and Enforcement of Foreign Judgments Ordinance.

3. Any tribal-, state-, or federally-licensed peace officer ("Authorized Peace Officer") is hereby granted a limited tribal commission solely for the purpose of executing, and is authorized and permitted by the Tribe to execute, any such judgment, decree, order, warrant, subpoena, record, or other judicial act, including, without limitation a foreclosure judgment, that has been recognized through the Tribe's Recognition and Enforcement of Foreign Judgments Ordinance.

4. After delivery of such recognized order or judgment to an Authorized Peace Officer, such Authorized Peace Officer may proceed to enter upon any property of the FireKeepers Development Authority or the Tribe to remove such personal property as is named in or subject to such order or judgment or to permit removal by the party in whose favor the order or judgment was issued.

5. In the event an Authorized Peace Officer is not available to enforce any such recognized foreclosure order or judgment, any secured party under the FF&E Transaction Documents or the agent of any secured party under the FF&E Transaction Documents in whose favor the order or judgment was issued may enter upon any property of the FireKeepers Development Authority or the Tribe to remove such personal property.

6. Any resolutions or other actions of the Tribe, or any of the officers, employees, or agents, of the Authority, whether written, unwritten or established by tradition that are in effect and are in conflict with or inconsistent with the terms of this Resolution or the transactions

contemplated herein are hereby to such extent repealed and annulled, and this Resolution shall supersede the same.

7. If any provision of this Resolution or the application of any provision of this Resolution is held to be invalid, the remainder of this Resolution shall not be affected with respect to the same. This Resolution shall become effective as of the date and time of its passage and approval by the Tribal Council.

**CERTIFICATION**

The foregoing resolution was considered and adopted at a duly called meeting of the Tribal Council on the \_\_\_ day of May, 2008, at which a quorum was present with \_\_\_\_\_ in favor, \_\_\_\_\_ opposed, and \_\_\_\_\_ abstaining.

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Chairperson