

MEMORANDUM OF INCORPORATION of
MOST FAVORED NATION AMENDMENTS
To the
TRIBAL-STATE COMPACT
FOR CLASS III GAMING
Between the
PUYALLUP TRIBE OF INDIANS
AND THE STATE OF WASHINGTON

INTRODUCTION

The Puyallup Tribe of Indians ("the Tribe") and the State of Washington ("the State") entered into a Tribal-State Compact for Class III Gaming ("the Compact") on July 12, 1996 and amended the Compact by mutual agreement on November 25, 1998, and again on May 19, 2002.

Section XV.D.3 of the Compact ("the Most Favored Nation clause"), as amended, provides:

Notwithstanding any other provision of this Compact to the contrary, in the event the State enters into or amends an agreement with another tribe and such agreement gives any such tribe more gaming facilities, activities, stations, or higher wager limits, more hours of operation, or any combination thereof than provided under the terms of this Compact, then this Compact shall be amended thereby upon approval and acceptance of any such increases by the Tribe and written incorporation of such amendments to this Compact provided to the State.

The Tribe has approved and accepted certain of the "increases" contained in the Class III Gaming Compact between the State and the Confederated Tribes of the Colville Reservation. Therefore, pursuant to Section XV.D.3 of the Compact, the following amendments are hereby incorporated in the Compact.

COMPACT AMENDMENTS

1. Appendix X to the Compact is amended to read as follows:

12.4 Further Conditions: Provided the requirements of Sections 12.2.1 through 12.2.5 have been met and so determined by the SGA, or have been deemed to be so determined, the Tribe may increase to a total of 3,000 the number of Player Terminals it is authorized to operate, with up to a maximum of 2,000 Player Terminals located at one of the Tribe's two facilities, by acquiring additional allocation rights from any tribe which has entered into a compact authorizing operation of a Tribal Lottery System consistent with the Appendix


("Eligible Tribe"), or may transfer some or all of its Allocated Player Terminals to an Eligible Tribe, subject to the following conditions:

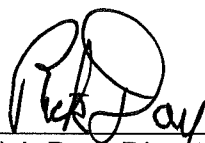
2. Appendix Colville is appended to the Compact as Appendix Y as follows:

Appendix Colville, as appended to the compact for Class III gaming between the Confederated Tribes of the Colville Reservation and the State of Washington is incorporated herein by reference and appended to the Compact as Appendix Y.

PUYALLUP TRIBE OF INDIANS

THE STATE OF WASHINGTON

By: 
Herman Dillon, Sr., Chairman
Puyallup Tribal Council

By: 
Rick Day, Director
Washington State Gambling
Commission

Date: June 23, 2004

Date: June 29, 2004