



# FORM 8-K

**Seneca Gaming Corp – N/A**

**Filed: December 27, 2004 (period: December 20, 2004)**

Report of unscheduled material events or corporate changes. e.g acquisition  
bankruptcy resignation

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# SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

## FORM 8-K

### CURRENT REPORT

#### PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of Earliest Event Reported): December 27, 2004 (December 20, 2004)

### SENECA GAMING CORPORATION

(Exact Name of Registrant as Specified in Charter)

**Not Applicable**  
(State or Other Jurisdiction of  
Incorporation)

**333-117633**  
(Commission File Number)

**54-2122988**  
(IRS Employer Identification  
No.)

**310 Fourth Street**  
**Niagara Falls, NY (Seneca Nation Territory)**  
(Address of Principal  
Executive Offices)

**14303**  
(Zip Code)

Registrant's telephone number, including area code: **(716) 299-1100**

**Not Applicable**  
(Former name or address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

Each of Natalie A. Hemlock, Bruce A. Snow and Annette M. Smith resigned from the board of directors of the Seneca Gaming Corporation and Seneca Niagara Falls Gaming Corporation effective on the date of the appointment of each of their replacements. Pursuant to the Seneca Gaming Corporation Charter, on December 20, 2004, the Tribal Council of the Seneca Nation of Indians, or Tribal Council, appointed 5 individuals to replace the above 3 mentioned directors and to fill an additional 2 vacancies on the Seneca Gaming Corporation's board of directors. A copy of each of the resignation letters submitted by Ms. Hemlock, Mr. Snow and Ms. Smith is attached to this Current Report as Exhibits 17.1, 17.2 and 17.3, respectively.

The Tribal Council appointed the following individuals to serve on the Seneca Gaming Corporation's board of directors.

Barry E. Snyder, Sr. Mr. Snyder is the current President of the Seneca Nation of Indians.

Maurice A. John. Mr. John is the current Treasurer of the Seneca Nation of Indians.

Bergal Mitchell III. Mr Mitchell was reappointed to the board of directors of the Seneca Gaming Corporation. He has served as a director of the Seneca Gaming Corporation since August 7, 2002.

Arnold Cooper II. Mr. Cooper has previously served the Seneca Nation of Indians as its Treasurer and as a member of the Tribal Council.

Martin Seneca. Mr. Seneca is a lawyer in private practice. He received his J.D. from Harvard Law School. He is a former White House Fellow and a former Deputy Commissioner of the Bureau of Indian Affairs.

**Item 9.01 Financial Statements and Exhibits**

The following exhibits are filed as a part of this Current Report on Form 8-K:

- (c) Exhibit
- 17.1 Natalie A. Hemlock Director Resignation Letter.
- 17.2 Bruce A. Snow Director Resignation Letter.
- 17.3 Annette M. Smith Director Resignation Letter.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

SENECA GAMING CORPORATION  
(Registrant)

Date: December 27, 2004

/s/ Barry W. Brandon  
Name: Barry W. Brandon  
Title: Senior Vice President and General  
Counsel

## EXHIBIT INDEX

Exhibit No.	Description
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\*17.1 Natalie A. Hemlock Director Resignation Letter.

\*17.2 Bruce A. Snow Director Resignation Letter.

\*17.3 Annette M. Smith Director Resignation Letter.

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\*Filed herewith

December 11, 2004

Tribal Council  
Seneca Nation of Indians  
William Seneca Building  
Route 438  
Irving, New York 14081

**Re: SGC Letter of Resignation**

Dear Councillors:

Pursuant to the verbal request of President Barry Snyder and CEO Richard Nephew that I resign my position as Vice Chair of the Seneca Gaming Corporation (SGC), and the Seneca Niagara Falls Gaming Corporation (SNFGC), I regrettably agree to comply with their request effective upon appointment of my replacement. I would like to note that I was appointed by Council to each board on August 1, 2002, by unanimous vote. I have not been informed of and am not aware of any reason for my removal and my request for written explanation has been denied by CEO Nephew. It is also my understanding that unless I submit a resignation, the Seneca Nation Council would "find" reason to remove me.

I have considered it the highest privilege and honor to serve the Nation as a SGC and SNFGC Director; therefore, your request for my resignation comes with great surprise to me since the SGC has exceeded expectations in opening operations, financial performance, financing and expansion. Therefore, with deep regret I submit my notice of resignation from both boards. Regardless of the circumstances, I wish SGC, its subsidiaries and the new Board of Directors continued success.

Sincerely,

/s/ Natalie A. Hemlock  
Natalie A. Hemlock

cc: G. Mickey Brown,  
CEO and President of the Seneca Gaming Corporation

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**To whom it may concern:**

I hereby resign as a member of the board of directors of the following corporations:

The Seneca Gaming Corporation

The Seneca Niagara Falls Gaming Corporation

I do so because I understand it to be a request of the newly elected government. I further understand that if I do not resign, I will be removed from office by Tribal Council resolution. No one from the newly elected government has spoken to me.

If it were my choice, I would continue to serve the people of the Seneca Nation by continuing to serve as a Director of the above-mentioned corporations.

/s/ Bruce A. Snow

Bruce A. Snow

12/10/04

Fax to:

President's Office, Seneca Nation of Indians: 716-532-6272

Mickey Brown, Seneca Gaming Corporation: 716-299-1200

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December 11, 2004

**BY FAX**

Seneca Nation of Indians  
Tribal Council  
Rte 438  
Irving, NY 14081

I hereby resign from the Board of Directors of the Seneca Gaming Corporation and the Seneca Niagara Falls Gaming Corporation effective upon the date of appointment of my successor.

Thank you for the opportunity to serve the Seneca People.

Sincerely,

/s/ Annette Mohawk Smith  
Annette Mohawk Smith

xc: Mickey Brown, SGC President & CEO

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