

## **DEFENSE AND INDEMNIFICATION POLICY**

Pursuant to Section 3 of Article VI of the Bylaws of Chemung Tobacco Asset Securitization Corporation (the "Corporation"), the Corporation shall indemnify each member, each Director, each officer, and, to the extent authorized by the Board of Directors, each other person authorized to act for the Corporation or on its behalf, to the full extent to which indemnification is permitted under the Not-For-Profit Corporation Law.

This policy is hereby adopted and shall be effective immediately as approved and adopted this 12th day of June, 2006.