

**RESOLUTION OF THE MEMBER AND DIRECTORS
OF THE
NIAGARA TOBACCO ASSET SECURITIZATION CORPORATION**

The following amendments to the By-Laws of the Niagara Tobacco Asset Securitization Corporation are hereby adopted to take effect immediately:

2c: (amendment) Each of the Directors shall serve a term of office for two (2) years or until a Director is no longer an employee of Niagara County or is no longer an elected official of Niagara County;

2d: (new) Each of the appointed Director's term of office shall be co-terminus with their elected term of office;

2e: (new) Each Director's term of office shall begin on January first and end on December thirty-first of the second year.

Approved: August 5, 2008

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

	Yea	Nea	Absent	Abstain
C. Burmaster	[X]	[]	[]	[]
D. Broderick	[X]	[]	[]	[]
W. Jagow	[X]	[]	[]	[]
W. McLaughlin	[X]	[]	[]	[]
W. Ross	[X]	[]	[]	[]

The Resolution was thereupon duly adopted.

STATE OF NEW YORK)
) SS:
COUNTY OF NIAGARA)

I, the undersigned Secretary of the Niagara Tobacco Asset Securitization Corporation, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the Niagara Tobacco Asset Securitization Corporation (the “Corporation”), including the resolution contained therein, held on August 5, 2008, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Corporation and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of said Corporation had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY, that there was a quorum of the members of the Corporation present throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 5th day of August, 2008.

David S. Broderick, Secretary

[SEAL]