

**OSWEGO TOBACCO ASSET SECURITIZATION CORPORATION
DEFENSE AND INDEMNIFICATION POLICY**

Pursuant to and in accordance with the By-Laws of the Oswego Tobacco Asset Securitization Corporation (the "Corporation"), the Corporation shall defend and indemnify each member, each director, and each other person authorized to act for the Corporation or on its behalf, to the full extent to which indemnification is permitted under the New York Not-for-Profit Corporation Law.

The Board shall have the power to purchase and maintain insurance to defend and indemnify each member, each director, and each other person authorized to act for the Corporation or on its behalf as set forth herein.

A copy of this policy shall be made available to all current and prospective Board members.

Approved and adopted this 30th day of March, 2010.