

DEFENSE AND INDEMNIFICATION POLICY

Pursuant to Section 3 of Article VI of the Bylaws of Yates 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.