**Erie Tobacco Asset Securitization Corporation**

**Board of Directors**

**Audit Committee Meeting**

**Minutes of April 9, 2013**

Voting Board Members Present:

Peter Zaleski, designated director (via teleconference)

Bryan Bingel, independent director

Gerard Mazurkiewicz, independent director

Also Present:

Robert Keating, Chairman and President

Martin Polowy, Assistant Secretary

Frederick Wolf, outside counsel

Thomas Malecki, outside auditor

Luke Malecki, outside auditor

Action Items:

The Committee discussed the 2012 independent audit with Drescher & Malecki, LLP. A clean audit was reported. The Committee approved a resolution authorizing submission of ETASC’s 2012 audit report to the full board for approval.