

ERIE TOBACCO ASSET SECURITIZATION CORPORATION (“ETASC”)

CODE OF ETHICS

This Code of Ethics is consistent with Section 2824(1)(d) of the New York Public Authorities Law and, where applicable, Section 74 of the New York Public Officers Law and shall apply to all directors, officers and employees of ETASC. These policies shall serve as a guide for official conduct and are intended to enhance the ethical and professional performance of the ETASC directors, officers and employees and to preserve public confidence in ETASC’s mission.

Responsibility of Directors, Officers and Employees

1. Directors, officers and employees shall perform their duties with transparency, without favor and refrain from engaging in outside matters of financial or personal interest, including other employment, that could impair independence of judgment, or prevent the proper exercise of one’s official duties.
2. Directors, officers and employees shall not directly or indirectly, make, advise, or assist any person to make any financial investment based upon information available through the director’s, officer’s or employee’s official position that could create any conflict between their public duties and interests and their private interests.
3. Directors, officers and employees shall not disclose any confidential information acquired in the course of their official duties nor use such information to further their personal interests.
4. Directors, officers and employees shall not accept or receive any gift or gratuities where the circumstances would permit the inference that the gift or gratuity is intended to influence the individual in the performance of official business or that the gift or gratuity constitutes a tip, reward, or sign of appreciation for any official act by the individual.

5. Directors, officers and employees shall not use or attempt to use their official position with the Corporation to secure unwarranted privileges for themselves, members of their family or others, including employment with the Corporation or contracts for materials or services with the Corporation.
6. Directors, officers and employees must conduct themselves at all times in a manner that avoids any appearance that they can be improperly or unduly influenced, that they could be affected by the position of or relationship with any other party, or that they are acting in violation of their public trust.
7. Directors, officers and employees may not engage in any official transaction with an outside entity in which they have a direct or indirect financial interest that may reasonably conflict with the proper discharge of their official duties.

Implementation of Code of Ethics

This Code of Ethics shall be provided to all directors, officers and employees of ETASC upon adoption or subsequent commencement of employment or appointment and shall be reviewed from time to time by the Governance Committee of the Corporation's Board of Directors.

The Board may designate an Ethics Officer, who shall report to the Board from time to time. Absent any such a designation, the Chairperson of the Board's Governance Committee shall act as the Corporation's Ethics Officer and shall, if appropriate:

- Counsel in confidence ETASC's directors, officers and employees who seek advice about ethical behavior.
- Receive and investigate complaints about possible ethics violations.

- Dismiss complaints found to be without substance.
- Prepare an investigative report of his findings regarding any possible ethics violation for appropriate action, if any, by the Board.

Violations and Penalties

In addition to any penalty contained in any other provision of law, any director, officer or employee of ETASC who knowingly and intentionally violates any of the provisions of this Code of Ethics may be removed in the manner provided for in any applicable law, rule or regulation.

Reporting Unethical Behavior

Directors, officers and employees of ETASC are required to report possible unethical behavior by a director, officer or employee of ETASC to the Corporation's Ethics Officer. Directors, officers and employees of the Corporation may file ethics complaints anonymously and are to be protected from retaliation as a result of filing any such a complaint.

BOARD OF DIRECTORS

Resolution No. 12

BE IT RESOLVED, that effective February 22, 2012, the Board of Directors establishes as the Corporation's Code of Ethics a Code of Ethics consistent with Section 74 of the New York Public Officers Law.