

**MINUTES OF
THE BOARD OF DIRECTORS
OF
SCHUYLER TOBACCO ASSET SECURITIZATION CORPORATION**

MAY 10, 2004

After due notice, a meeting of the Board of Directors of the Schuyler Tobacco Asset Securitization Corporation, (the "Corporation") was called to order at 105 Ninth Street, Watkins Glen, New York at 1:30 p.m., on May 10, 2004. Present were Shawn Griffin of Harris Beach LLP and the following directors:

Thomas M. Gifford
Daryl Slusser
Delmar Bleiler
Margaret Starbuck

Mr. Ellison was not in attendance.

Upon motion duly made and seconded, the following resolutions were approved.

RESOLVED, that (i) the Minutes relating to the 2003 Annual Meeting of the Board of Directors and (ii) the Minutes relating to Special Meeting of the Board of Directors are hereby approved;

FURTHER RESOLVED, that the audit report dated _____, 2004 prepared by Ciaschi, Dietershagen, Little, Mickelson & Company, LLP, in the form presented at the meeting, is hereby approved and no objections to the Administrative Agent Report are noted; and be it

FURTHER RESOLVED, that the 2004 budget attached hereto is hereby approved and the Board ratifies the actions of the officers and directors consistent with such budget and any payments made thereunder prior to the date of this meeting; and the Board hereby further approves any expenditures made in 2005, until the 2005 budget is approved at the next annual meeting, so long as the expenditure is consistent with 2004 budget amounts; and be it

FURTHER RESOLVED, that the following persons are elected to serve in the offices set forth next to their names until their respective successors are elected and shall qualify or until their earlier resignations:

NAME:

TITLE:

Thomas M. Gifford
Margaret Starbuck
Delmar Bleiler
Daryl Slusser

President
Vice President
Treasurer
Secretary

FURTHER RESOLVED, that the officers shall enter upon the discharge of their duties as provided in the By-laws of the Corporation; and be it

FURTHER RESOLVED, that all acts and transactions (if any) of any director or the persons named herein as officers of the Corporation that were taken or made from the date of creation of the Corporation to the date of this resolution are ratified and approved; and be it

FURTHER RESOLVED, that the audit and Administrative Agent Report be forwarded to the Trustee and other interested parties and that the proper officers of the Corporation are hereby authorized, empowered and directed to do all things, and acts and to execute all documents as may be necessary, or advisable and proper, to carry on the business of the Corporation, for and on behalf of the Corporation.

The undersigned, being the Secretary of the Corporation, hereby acknowledges and certifies that these are the true, correct and complete minutes of the board meeting held on May 10, 2004.

Secretary