

WRITTEN CONSENT
OF
THE CONTROLLING TRUSTEES
OF
WARREN TASC RESIDUAL TRUST

The undersigned, being at least a majority of the Controlling Trustees of the Warren TASC Residual Trust, a Delaware business trust formed and existing under the Delaware Business Trust Act, in accordance with Section 4.3 of the Amended and Restated Declaration and Agreement of Trust dated as of August 1, 2001, hereby consent to the following resolutions and the actions specified herein without a meeting of the Controlling Trustees:

WHEREAS, the Controlling Trustees are parties to that certain Amended and Restated Declaration and Agreement of Trust, dated August 8, 2001 (the "Trust Agreement"), by and among Warren Tobacco Asset Securitization Corporation (the "Corporation"), Wilmington Trust Company, as Delaware Trustee, Frank Thomas, as Trustee, Michael Wild, as Trustee, and Christine V. Norton, as Trustee, pursuant to which the Delaware Trustee established an Eligible Deposit Account entitled the TASC Residual Trust Distribution Account (the "Distribution Account");

WHEREAS, Manufacturers and Traders Trust Company (the "M&T Bank"), has received a payment relating to the Residual Certificate, which payment is currently held in the Collection Account under the Indenture between the Corporation and M&T Bank, as Trustee, dated as of August 1, 2001;

WHEREAS, M&T Bank is required to forward such payment by wire transfer to the holder of the Residual Certificate to be deposited into the Distribution Account and, upon satisfaction of the terms of the Trust Agreement, the Delaware Trustee will be instructed to transfer amounts from the Distribution Account as provided below;

WHEREAS, the registered owner of the Residual Certificate is Warren TASC Residual Trust;

WHEREAS, under the Trust Agreement such payment is required to be deposited;

WHEREAS, the Distribution Account is under the sole dominion and control of the Controlling Trustees;

WHEREAS, the Delaware Trustee, pursuant to Section 6.3 of the Trust Agreement, has no duty or obligation to manage, make any payment with respect to, register, record, sell, dispose of, or otherwise deal with the Residual Certificate, or to otherwise take or refrain from taking any action under, or in connection with, any document contemplated thereby to which it is a party, except as expressly provided by the terms of the Trust Agreement;

WHEREAS, the Delaware Trustee, pursuant to Section 7.1(b) of the Trust Agreement shall not be liable with respect to any action taken or omitted to be taken in accordance with the instructions of the Beneficial Owner;

NOW, THEREFORE, IT IS RESOLVED, that the Controlling Trustees, having sole and complete control over moneys held in the Distribution Account, hereby (i) consent to the deposit by M&T Bank of the payment into the Distribution Account and the subsequent transfer by wire of three hundred sixty-one thousand, twenty-five, and 91/100 Dollars (\$361,025.91) by the Delaware Trustee from the Distribution Account to Glens Falls National Bank & Trust Company, ABA# 021302554, Account # 0000936006, and (ii) confirm that in connection with the foregoing, the requirements of Section 5.2 of the Trust Agreement have been met;

FURTHER RESOLVED, that the Controlling Trustees consent and direct the Beneficial Owner to execute and deliver to the Delaware Trustee an instruction letter in the form attached hereto as Exhibit A.

This Written Consent may be executed in one or more counterparts, each of which shall constitute an original document, but all of which taken together shall constitute but one instruction. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in or by reference in the Trust Agreement.

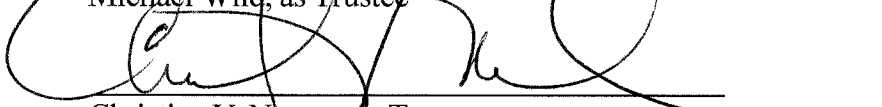
IN WITNESS WHEREOF, the undersigned, being at least a majority of the Controlling Trustees of the Warren TASC Residual Trust, have executed and delivered this Written Consent as of the 19th day of July, 2024.



Frank Thomas, as Trustee



Michael Wild, as Trustee



Christine V. Norton, as Trustee

Exhibit A

July 19th, 2024

Wilmington Trust Company,
not in its individual capacity
but solely as Delaware Trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration

Re: Warren TASC Residual Trust

Ladies and Gentlemen:

We refer to the Amended and Restated Declaration and Agreement of Trust of Warren TASC Residual Trust, dated as of August 1, 2001 (the "Trust Agreement"), among Warren Tobacco Asset Securitization Corporation, Wilmington Trust Company, as Delaware Trustee, and the other trustees named therein. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in or by reference in the Trust Agreement.

The undersigned hereby requests and directs you, as Delaware Trustee, to (i) deposit into the TASC Residual Trust Distribution Account (the "Distribution Account") proceeds received by wire transfer from Manufacturers and Traders Trust Company relating to the Residual Certificate and, (ii) forward three hundred sixty-one thousand, twenty-five, and 91/100 Dollars (\$361,025.91) of such proceeds by wire to Glens Falls National Bank & Trust Company, ABA# 021302554, Account # 0000936006.

In order to induce you to take the foregoing action, we hereby agree to indemnify Wilmington Trust Company, its directors, officers, employees, and agents (individually, an "Indemnitee") for, and agree to hold each Indemnitee harmless against, any liability, loss or expense (including, without limitation legal and other professional fees and expenses) incurred by an Indemnitee in connection with or arising out of the taking by Wilmington Trust Company, as Delaware Trustee, of the foregoing requested action, in accordance with Section 8.2 of the Trust Agreement.

Very truly yours,

WARREN TOBACCO ASSET
SECURITIZATION CORPORATION

By: 

Name: Christine V. Norton

Title: Vice President