

**MINUTES OF THE
59th MEMBERS MEETING OF THE
TOBACCO SETTLEMENT FINANCING CORPORATION
HELD ON OCTOBER 21, 2013 AT 1:00 P.M.
AT ITS OFFICES AT 641 LEXINGTON AVENUE
NEW YORK, NEW YORK 10022**

MEMBERS AND DESIGNEES

PRESENT:

William J. Mulrow	Chairman (via telephone)
Kenneth M. Bialo	Vice Chairman (via telephone)
Naomi Bayer	Member, (via telephone)
Linda M. Baldwin	Secretary of State, representing Cesar A. Perales, Member (via telephone)
Andrew A. SanFilippo	Member (via telephone)
Elaine McCann	Division of the Budget, representing Robert Megna, Member (via telephone)

C. Jason Kim Senior Vice President and General Counsel of the Agencies, acted as Secretary and stated that this was a special meeting of the Tobacco Settlement Financing Corporation.

Mr. Kim called the meeting to order and took a roll call to identify those Members attending by telephone. William J. Mulrow, Kenneth M. Bialo, Naomi Bayer, Andrew SanFilippo, Elaine McCann, representing Robert Megna, Budget Director, and Linda M. Baldwin representing Cesar A. Perales, Secretary of State identified themselves as attending by telephone.

C. Jason Kim, Senior Vice President and Counsel to the Agencies, Alejandro J. Valella, Vice President and Deputy Counsel; Mr. John Bicks and Eunice Rim Hudson, attorneys from K. L. Gates attended this meeting from the Corporations' headquarters at 641 Lexington Avenue, New York. Darryl C. Towns, Marian Zucker and Sheila Robinson attended this meeting via telephone.

Mr. Kim asked for a motion and a second to call to order the October 21, 2013 Members meeting of the Tobacco Settlement Financing Corporation, (TSFC). Vice President Bialo moved to call the TSFC meeting to order; Mr. SanFilippo seconded the motion.

The only item on the Agenda was an Executive Session. Mr. Kim asked for a motion and a second to go into executive session pursuant to Section 105 (1) (D) of the Open Meetings Law to discuss current litigation involving TSFC and Lehman Brothers Special Financing Inc. Ms. McCann moved to go into executive session; Ms. Baldwin seconded the motion.

Mr. SanFilippo moved to reconvene from Executive session; Ms. Baldwin seconded the motion.

After reconvening from Executive Session, Mr. Kim announced that no votes were taken in Executive Session.

There being no unfinished business, Ms. Baldwin moved to adjourn; Ms. McCann seconded the motion, and the meeting was adjourned at 2:02 p.m.



C. Jason Kim Secretary