

**MINUTES OF THE MEETING OF THE AUDIT COMMITTEE OF
TSASC, INC.**

May 2, 2011

A meeting of the Audit Committee (the "Committee") of TSASC, Inc. (the "Corporation") was held on May 2, 2011 at approximately 2:05 p.m. at 75 Park Place, Room 6M4, New York, New York.

The following members of the Committee or their alternates were present:

Michael Stern	- alternate for John C. Liu, Comptroller of The City of New York (the "City")
Raymond Majewski	- alternate for Christine C. Quinn, Speaker of the City Council
John Sarich	- alternate for David M. Frankel, Commissioner of Finance of the City
Albert F. Moncure Jr.	- alternate for Michael A. Cardozo, Corporation Counsel of the City

constituting a quorum of the Committee. Kathy Blyn served as secretary of the meeting.

Also in attendance were members of the public, officers of the Corporation and employees of various agencies of the City and the State of New York.

The meeting was called to order by Mr. Stern, the Chairperson of the Committee.

Approval of Minutes of Meeting of March 2, 2011

The first item on the agenda was the approval of the minutes of the meeting of the Committee held on March 2, 2011. Upon motion duly made and seconded, there being no objections, the following resolution to adopt such minutes was approved.

WHEREAS, the Audit Committee of TSASC, Inc. has reviewed the minutes of the previous meeting of the Audit Committee held on March 2, 2011; it is therefore

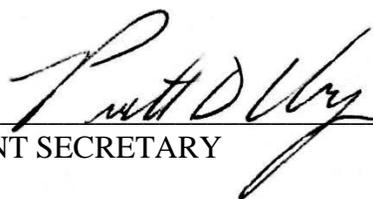
RESOLVED, that the minutes of the Audit Committee meeting of March 2, 2011, be, and they hereby are, approved.

Presentation of Audit Plan Including Discussion of New Accounting and Auditing Standards

The second and final item on the agenda was the presentation of an annual pre-audit plan by Marks Paneth & Shron (“Marks Paneth”), the Corporation’s independent auditors. Warren Ruppel of Marks Paneth made the presentation. He referred to a booklet that had been distributed to the Committee members and reviewed the contents of such booklet. Mr. Ruppel explained that he was required to make a formal inquiry of the Committee as to whether they had any knowledge or suspicion of fraud or activities under the Whistleblower Act. The Committee responded that it did not. He also discussed the impact that GASB Accounting Standard No. 54 and GASB Auditing Standard No. 120 will have on the financial statements and audit of the Corporation.

Adjournment

There being no further business to come before the Committee, on motion duly made and seconded, there being no objections, the meeting was duly adjourned.



ASSISTANT SECRETARY