

J.P.Morgan

Termination of an Interest Rate Swap Transaction

The purpose of this letter agreement is to confirm the total termination of the Interest Rate Swap Transaction entered into between:

JPMORGAN CHASE BANK, N.A.
(JPMorgan)

and

PENNSYLVANIA INTERGOVERNMENTAL COOPERATION AUTHORITY
(the Counterparty)

The terms of the particular Interest Rate Swap Transaction to which this Confirmation relates are as follows:

A. TRANSACTION DETAILS:

JPMorgan Deal Number(s):	0500000513503
Initial Notional Amount:	USD 326,865,000
Trade Date:	09 April 2002
Termination Amount Payable From Counterparty to JPMorgan	USD 52,750,000
Termination Payment Date:	15 June 2009

Effective upon the payment of the Termination Amount on the Termination Payment Date, the rights, obligations and liabilities of JPMorgan and the Counterparty under the Transaction shall be terminated and discharged. Each party hereto acknowledges that, except as provided herein, no payments or other amounts are owed to it by the other party hereto under or with respect to the termination and discharge effected hereby.

B. ACCOUNT DETAILS

Payments to JPMorgan in USD:	JPMORGAN CHASE NEW YORK JPMORGAN CHASE BANK, N.A. BIC: CHASUS33XXX AC No: 099997979
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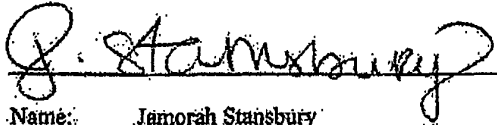
C. OFFICES

JPMorgan:	NEW YORK
Counterparty:	PHILADELPHIA

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Please confirm that the foregoing correctly sets forth the terms of our agreement by executing a copy of this Confirmation and returning it to us or by sending to us a letter, telex or facsimile substantially similar to this letter, which letter, telex or facsimile sets forth the material terms of the Transaction to which this Confirmation relates and indicates agreement to those terms. When referring to this Confirmation, please indicate: JPMorgan Deal Number(s): 0500000513503

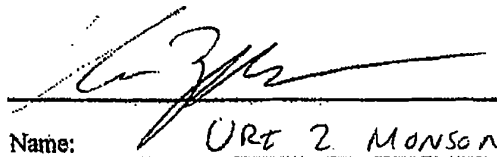
JPMorgan Chase Bank, N.A.



Name: Jamorah Stansbury

Title: Associate

Accepted and confirmed as of the
date first written:



Name: URT 2 MONSON

Title: Executive Director

J.P.Morgan

Client Service Group

All queries regarding confirmations should be sent to:

JPMorgan Chase Bank, N.A.

Contacts

JPMorgan Contact	Telephone Number
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Client Service Group	(001) 3026344960
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Group E-mail address:

Facsimile: (001) 8888033606

Telex:

Cable:

Please quote the JPMorgan deal number(s): 0500000513503