



Blanket Issuer Letter of Representations
[To be Completed by Issuer]

Pennsylvania Intergovernmental Cooperation Authority
[Name of Issuer]

April 12, 1999
[Date]

Underwriting Department—Eligibility
The Depository Trust Company
55 Water Street 19th Floor
New York, NY 10041-0099

Ladies and Gentlemen:

This letter sets forth our understanding with respect to all issues (the "Securities") that Issuer shall request be made eligible for deposit by The Depository Trust Company ("DTC").

To induce DTC to accept the Securities as eligible for deposit at DTC, and to act in accordance with DTC's Rules with respect to the Securities, Issuer represents to DTC that Issuer will comply with the requirements stated in DTC's Operational Arrangements, as they may be amended from time to time.

Note:

Schedule A contains statements that DTC believes accurately describe DTC, the method of effecting book-entry transfers of securities distributed through DTC, and certain related matters.

Very truly yours,

PENNSYLVANIA INTERGOVERNMENTAL
COOPERATION AUTHORITY

By: William J. Leonard
(Authorized Officer's Signature)
William J. Leonard
(Vice) Chairperson
(Print Name)

Received and Accepted:

Robert Bondert



Blanket Issuer Letter of Representations
 (To be Completed by Issuer)

Pennsylvania Intergovernmental Cooperation Authority

 (Name of Issuer)

April 12, 1999

 (Date)

Attention: Underwriting Department — Eligibility
The Depository Trust Company
 55 Water Street, 50th Floor
 New York, NY 10041-0099

Ladies and Gentlemen:

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Very truly yours,

PENNSYLVANIA INTERGOVERNMENTAL
 COOPERATION AUTHORITY

 (Issuer)
 By: William J. Leonard
 (Authorized Officer's Signature)

William J. Leonard
 (Vice) Chairperson

 (Type/print Name & Title)

1429 Walnut Street - 14th Floor

 (Street Address)

Philadelphia, PA 19102

 (City) (State) (Zip)

(215) 561-9160

 (Phone Number)

Received and Accepted:

THE DEPOSITORY TRUST COMPANY

By: _____