

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):	0500085001658 (formerly trade ID 507760)
Notional Amount:	USD 163,185,000.00 "Amortizing"
Trade Date:	16 November 2001
Effective Date:	15 June 2003
Termination Date:	15 June 2022
Termination Amount Payable from Counterparty:	USD 24,318,000.00
Payment Date:	14 May 2010

Effective upon the payment of the Termination Amount on the 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 affected hereby.

B. ACCOUNT DETAILS

Payments to JPMorgan in USD:	JPMORGAN CHASE BANK, N.A. JPMORGAN CHASE BANK NATIONAL ASSOCIATION BIC: CHASUS33XXX AC No: 099997979
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Payments to Counterparty in USD:	As per your standard settlement instructions.
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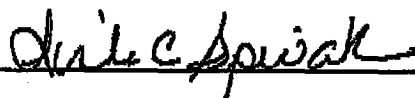
C. OFFICES

JPMorgan:	NEW YORK
Counterparty:	PHILADELPHIA

J.P.Morgan

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): 0500085001658

JPMorgan Chase Bank, N.A.



Name: Linda C. Spivak

Title: Associate

Accepted and confirmed as of the date first written:

PENNSYLVANIA INTERGOVERNMENTAL COOPERATION AUTHORITY



Name: Uri Z. Manson

Title: Executive Director

Your reference number: _____

J.P.Morgan

Client Service Group

All queries regarding confirmations should be sent to:

JPMorgan Chase Bank, N.A.

Contact

JPMorgan Contact Telephone Number

Client Service Group .

Group E-mail address:

Facsimile: (801) 888 803 3606

Telex:

Cable:

Please quote the JPMorgan deal number(s): 0500085001658.

J.P.Morgan**Termination of an Interest Rate Swap Transaction**

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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):	0500000507759
Notional Amount:	USD 89,950,000.00 "Amortizing"
Trade Date:	16 November 2001
Effective Date:	15 June 2006
Termination Date:	15 June 2020
Termination Amount Payable from Counterparty:	USD 15,360,000.00
Payment Date:	14 May 2010

Effective upon the payment of the Termination Amount on the 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 affected hereby.

B. ACCOUNT DETAILS

Payments to JPMorgan in USD:	JPMORGAN CHASE BANK, N.A. JPMORGAN CHASE BANK NATIONAL ASSOCIATION BIC: CHASUS33XXX AC No: 099997979
Payments to Counterparty in USD:	As per your standard settlement instructions.

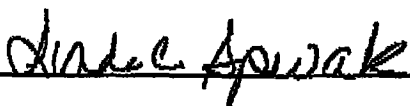
C. OFFICES

JPMorgan:	NEW YORK
Counterparty:	PHILADELPHIA

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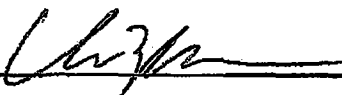
JPMorgan Chase Bank, N.A.



Name: Linda C. Spivak
Title: Associate

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Title: Executive Director
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JPMorgan Contact	Telephone Number
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Client Service Group	.
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Group E-mail address:

Facsimile: (001) 888 803 3606

Telex:

Cable:

Please quote the JPMorgan deal number(s): 0500000507759.