



**Pennsylvania Intergovernmental
Cooperation Authority**

14th Floor - 1429 Walnut Street, Philadelphia, PA 19102
Telephone 215-561-9160 Fax 215-563-2570

June 16, 2003

Janice D. Davis, Director of Finance
City of Philadelphia
1401 JFK Blvd.
MSB - Room 1330
Philadelphia, PA 19102-1693

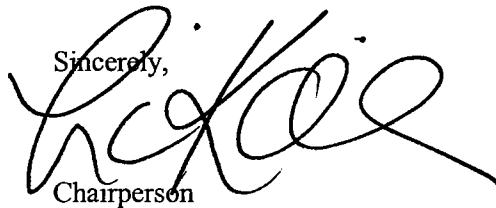
Re: Consent of the City of Philadelphia Regarding the Third Supplement to the Amended and Restated Indenture of Trust

Dear Ms. Davis:

The Pennsylvania Intergovernmental Cooperation Authority (the "Authority") and Wachovia Bank, National Association, as successor Trustee ("Trustee"), intend to enter into a Third Supplement to the Amended and Restated Indenture of Trust dated as of June 1, 2003, in the form attached in hereto as Exhibit A (the "Third Supplement to the Amended and Restated Indenture") in connection with the issuance by the Authority of its Special Tax Revenue Refunding Bonds (City of Philadelphia Funding Program), Series of 2003, which will amend and supplement the Amended and Restated Indenture of Trust dated as of December 1, 1994 by and between the Authority and the Trustee (the "Amended and Restated Indenture") and in accordance with Section 10.03 of the Amended and Restated Indenture, the Authority hereby requests the consent of The City of Philadelphia, Pennsylvania (the "City"), to the execution and delivery of the Third Supplement to the Amended and Restated Indenture.

Please sign below and return this letter to the Authority at the above address (to the attention of the undersigned) as evidence of the City's consent to the execution and delivery of the Third Supplement to the Amended and Restated Indenture.

Sincerely,



Chairperson

CONSENTED TO BY THE CITY OF
PHILADELPHIA, PENNSYLVANIA

This 16th day of June, 2003

By: _____
Janice D. Davis, Director of Finance

PENNSYLVANIA INTERGOVERNMENTAL COOPERATION AUTHORITY

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