

EXHIBIT D
[FORM OF NOTICE OF EXTENSION]
NOTICE OF EXTENSION

[Date]

Pennsylvania Intergovernmental Cooperation Authority
1429 Walnut Street
Philadelphia, PA 19102
Attention: Executive Director

Ladies and Gentlemen:

Reference is made to the Standby Bond Purchase Agreement, dated as of June 1, 2003 (the "*Standby Purchase Agreement*"), among Wachovia Bank, National Association, as Trustee and Paying Agent (the "*Trustee*"), Pennsylvania Intergovernmental Cooperation Authority (the "*Authority*"), and JPMorgan Chase Bank (the "*Bank*") (all capitalized terms herein having the meanings given them in the Standby Purchase Agreement).

We hereby notify you that, pursuant to Section 3.04(b) of the Standby Purchase Agreement, the Stated Expiration Date with respect to the Available Commitment as of the date hereof shall be extended for a period of _____ days, effective _____ (the "*Effective Date*"). The new Stated Expiration Date shall be _____. Your acknowledgment hereof shall be deemed to be your representation and warranty that all your representations and warranties contained in Article IV of the Standby Purchase Agreement are true and correct and will be true and correct as of the Effective Date and that no Event of Default or Default has occurred and is continuing.

Very truly yours,

JPMORGAN CHASE BANK

By _____
Name:
Title:

Receipt of the above Notice of Extension is hereby acknowledged as of this _____ day of

_____.

**PENNSYLVANIA INTERGOVERNMENTAL
COOPERATION AUTHORITY**

By _____

Name:

Title: