

EXHIBIT E
[FORM OF NOTICE OF TERMINATION]
NOTICE OF TERMINATION

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

Ambac Assurance Corporation
One State Street Plaza
New York, New York 10004
Attention: General Counsel

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 an Event of Termination has occurred under Section 7.1 [] of the Standby Purchase Agreement. As a result, unless and until you have been advised otherwise by us:

1. On _____, _____ [Insert date not less than twenty-five (25) days from the date thereafter], the Available Commitment will be hereby reduced to \$0.00 and no further Purchases will be made by the Bank; and
2. The Available Commitment will no longer be reinstated.

[SIGNATURE PAGE IMMEDIATELY FOLLOWS]

IN WITNESS WHEREOF, we have executed and delivered this Notice of Termination as of the ____ day of _____, _____.

Very truly yours,

JPMORGAN CHASE BANK

By _____

Name:

Title:

cc: Tender Agent
Remarketing Agent
Trustee