

KLETT ROONEY LIEBER & SCHORLING

A PROFESSIONAL CORPORATION
ATTORNEYS AT LAW

40th FLOOR, ONE OXFORD CENTRE
PITTSBURGH, PENNSYLVANIA 15219-6498
Telephone (412) 392-2000

Patricia A. Junker
(412) 392-2082
Paralegal

FACSIMILE (412) 392-2128
E-MAIL: pajunker@klettrooney.com

September 26, 2003

VIA FEDERAL EXPRESS

UCC Division
Department of State
Corner Commonwealth Ave. & North St.
Harrisburg, PA 17120

Re: UCC Financing Statement

Dear Sir/Madam:

On behalf of First Union National Bank, as Trustee, enclosed for re-submission is one UCC Financing Statement. Also, enclosed is our check, in the amount of \$84.00, to cover your filing fee. The Financing Statement has been corrected to add the type of organization of the debtor.

The Financing Statement is an "in lieu" filing to continue previously filed UCC Financing Statements against Pennsylvania Intergovernmental Cooperation Authority. **Please note that the enclosed Financing Statement is filed in connection with a Public-Finance Transaction and, as such, is effective for 30 years.**

Please return evidence of filing to me. If you have any questions, please contact me.
Thank you.

Very truly yours,



Patricia A. Junker, Paralegal
For KLETT ROONEY LIEBER & SCHORLING
A PROFESSIONAL CORPORATION

PAJ/kw

cc: Brian S. Fetterolf, Esquire (w/enc.)

KRLSPGH:416045.2

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
206 NORTH OFFICE BUILDING
P.O. BOX 8721
HARRISBURG, PA 17105-8722

UNIFORM COMMERCIAL CODE DIVISION
(717) 787-1057

September 12, 2003

TO WHOM IT MAY CONCERN:

THE ENCLOSED FILING IS BEING RETURNED FOR THE FOLLOWING REASON(S):

- If identified as an organization, failure to provide organizational information for the debtor 9-516(b)(5)(C) - A type of organization or A jurisdiction of organization or An organizational ID# or indication that the debtor has none

HAD THIS BEEN APPROVED, IT WOULD HAVE BEEN FILED ON Aug 25 2003 8:00AM

UNIFORM COMMERCIAL CODE FEE SCHEDULE

UCC-1 FINANCING STATEMENT.....	\$84.00
FINANCING STATEMENT AMENDMENT.....	\$84.00
UCC-5 CORRECTION STATEMENT.....	\$84.00
UCC-11 REQUEST FOR INFORMATION.....	\$12.00
UCC-11 REQUEST FOR COPIES.....	\$12.00
PLUS \$2.00 PER PAGE COPIED	

For additional information, please visit our "Searchable Database"
at: WWW.DOS.STATE.PA.US/CORPS

Klett Rooney Lieber & Schorling,
Patricia Junker, Paralegal
One Oxford Centre, 40th Floor
Pittsburgh PA 15219
USA

phegedus

LETT ROONEY LIEBER & SCHORLING
A PROFESSIONAL CORPORATION
One Oxford Centre, 40th Floor
Pittsburgh, Pennsylvania 15219

CUSTOM BANKING
MELLON BANK
MELLON BANK, N.A.
PITTSBURGH, PA

8-26
430 077601

CHECK DATE	CHECK NUMBER	CHECK AMOUNT
08/22/03	77601	84.00

TWO SIGNATURES REQUIRED FOR
AMOUNTS OF \$2,000.00 OR LARGER.

PAY
TO THE
ORDER
OF

PENNSYLVANIA DEPT. OF STATE

Robert J. Tyler

⑈077601⑈ ⑆043000261⑆ 105⑈5505⑈

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

**Patricia Junker, Paralegal
Klett Rooney Lieber & Schorling
One Oxford Centre, 40th Floor
Pittsburgh, PA 15219**

JP 879963

6

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

OR

1a. ORGANIZATION'S NAME
Pennsylvania Intergovernmental Cooperation Authority

1b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

1c. MAILING ADDRESS
1429 Walnut Street, 14th Floor

CITY
Philadelphia

STATE
PA

POSTAL CODE
19102

COUNTRY
USA

1d. TAX ID #: SSN OR EIN

ADD'L INFO RE ORGANIZATION DEBTOR

1e. TYPE OF ORGANIZATION
Governmental Unit

1f. JURISDICTION OF ORGANIZATION
Pennsylvania

1g. ORGANIZATIONAL ID #, IF ANY
 NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

OR

2a. ORGANIZATION'S NAME

2b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

2c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

2d. TAX ID #: SSN OR EIN

ADD'L INFO RE ORGANIZATION DEBTOR

2e. TYPE OF ORGANIZATION

2f. JURISDICTION OF ORGANIZATION

2g. ORGANIZATIONAL ID #, IF ANY
 NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

OR

3a. ORGANIZATION'S NAME
First Union National Bank, as Trustee

3b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

3c. MAILING ADDRESS
123 South Broad Street, 11th Floor

CITY
Philadelphia

STATE
PA

POSTAL CODE
19102

COUNTRY
USA

4. This FINANCING STATEMENT covers the following collateral
THIS FINANCING STATEMENT IS BEING FILED IN LIEU OF CONTINUATION STATEMENTS FOR PREVIOUSLY FILED FINANCING STATEMENTS (AS IDENTIFIED ON "EXHIBIT A" ATTACHED HERETO), EACH OF WHICH REMAINS EFFECTIVE.

5. ALTERNATIVE DESIGNATION (if applicable) LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAILOR SELLER/BUYER AG. LIEN
 NON-UCC FILING

6. This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable)

7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (ADDITIONAL FEE) (if applicable) All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA
File with Pennsylvania Department of State

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a. ORGANIZATION'S NAME Pennsylvania Intergovernmental Cooperation Authority		
9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (11a or 11b) - do not abbreviate or combine names

11a. ORGANIZATION'S NAME				
OR				
11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
11c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
				COUNTRY
11d. TAX ID #: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, IF ANY
				<input type="checkbox"/> NONE

12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME				
OR				
12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
12c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
				COUNTRY

13. This FINANCING STATEMENT covers timber to be cut or as-extracted collateral, or is filed as a fixture filing.

14. Description of real estate:

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

16. Additional collateral description:

17. Check only if applicable and check only one box.
Debtor is a Trust or Trustee with respect to property held in trust or Decedent's Estate

18. Check only if applicable and check only one box.
 Debtor is a TRANSMITTING UTILITY
 Filed in connection with a Manufactured-Home Transaction - effective 30 years
 Filed in connection with a Public-Finance Transaction - effective 30 years

EXHIBIT A
IN LIEU OF CONTINUATION ATTACHMENT

NAME OF DEBTOR ON RELATED FINANCING STATEMENT:
Pennsylvania Intergovernmental Cooperation Authority

This Financing Statement is filed in lieu of continuation for the following previously filed financing statements, each of which remains effective and copies of which are attached hereto:

Filing Office	Original Date	Original Number
Pennsylvania Department of State	April 16, 1999	30150787
Pennsylvania, Philadelphia County Prothonotary	April 15, 1999	992040

PARTIES

Debtor name (last name first if individual) and mailing address:

PENNSYLVANIA INTERGOVERNMENTAL
OPERATION AUTHORITY
9 WALNUT STREET, 14TH FLOOR
PHILADELPHIA, PA 19102

Debtor name (last name first if individual) and mailing address:

Debtor name (last name first if individual) and mailing address:

Secured Party(ies) names(s) (last name first if individual) and address
Security interest information:

ST UNION NATIONAL BANK, AS TRUSTEE
CORPORATE TRUST DEPARTMENT
100 SOUTH BROAD STREET, 11TH FLOOR
PHILADELPHIA, PA 19102

Secured Party name(s) of Secured party names(s) (last name first if individual)
Address for security interest information:

Legal Types of Parties (check if applicable):

Use the terms "Debtor" and "Secured Party" mean "Lessee" and "Lessor," respectively.

Use the terms "Debtor" and "Secured Party" mean "Consignee" and "Lessor," respectively.

Debtor is a Transmitting Utility.

SECURED PARTY SIGNATURE(S)

Statement is filed with only the Secured Party's signature to perfect a security interest in collateral (check applicable box(es))-

acquired after a change of name, identity or corporate structure of the Debtor.

as to which the filing has lapsed.

already subject to a security interest in another county in Pennsylvania when the collateral was moved to this county when the Debtor's residence or place of business was moved to this county.

already subject to a security interest in another jurisdiction when the collateral was moved to Pennsylvania when the Debtor's location was moved to Pennsylvania.

which is proceeds of the collateral describe in block 9, in which security interest was previously perfected (also describe proceeds in block 9, if purchased with cash proceeds and not adequately described on the original financing statement).

Secured Party Signature(s)
(required only if box(es) is checked above):

ST UNION NATIONAL BANK

FINANCING STATEMENT
Uniform Commercial Code Form UCC-1
IMPORTANT-Please read instructions on
reverse side of page 4 before completing

Filing No. (stamped by filing officer):

Date, Time, Filing Office (stamped by filing officer):

This Financing Statement is presented for filing pursuant to the Uniform Commercial Code, and is to be filed with the (check applicable box):

Secretary of the Commonwealth

Prothonotary of _____ County.

Real estate records of _____ County.

Number of Additional Sheets (if any): 1

Optional Special Identification (Max. 10 characters): PICA/TI

COLLATERAL

Identify collateral by item and/or type:

THE "PLEGGED REVENUES" AND OTHER PROPERTY PLEDGED AND ASSIGNED BY THE DEBTOR TO THE SECURED PARTY PURSUANT TO AN AMENDMENT RESTATED INDEBTURE OF TRUST DATED AS OF DECEMBER 1, 1994, AS AMENDED AND SUPPLEMENTED (THE "INDEBTURE"), MORE PARTICULARLY DESCRIBED ON THE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF.

(check only if desired) Products of the collateral are also covered.

Identify related real estate, if applicable: The collateral is or includes (check appropriate box(es))-

a. crops growing or to be grown on-

b. goods which are or are to become fixtures on-

c. minerals or the like (including oil and gas) as extracted on -

d. accounts resulting from the sale of minerals or the like (including oil and gas) at the wellhead or minehead on -

the following real estate:

Street Address:

Described at: Book _____ of (check one) Deeds Mortgages, at Page(s) _____

for _____ County. Uniform Parcel Identifier _____

Described on Additional Sheet.

Name of record owner (required only if no Debtor has an interest of record):

DEBTOR SIGNATURE(S)

Debtor Signature(s):

PENNSYLVANIA INTERGOVERNMENTAL COOPERATION AUTHORITY

1

1a By:

Joseph C. Ugnola
EXECUTIVE DIRECTOR

1b

RETURN RECEIPT TO:

DAVID A. VIND, ESQUIRE
STEVENS & LEE, P.C.
111 N. SIXTH STREET
READING, PA 19601

EXHIBIT A

DEBTOR: PENNSYLVANIA INTERGOVERNMENTAL COOPERATION AUTHORITY

SECURED PARTY: FIRST UNION NATIONAL BANK

The collateral covered by this Financing Statement is more particularly described as follows:

1. All right, title and interest of the Debtor in and to the Pledged Revenues (as hereinafter defined).
2. All right, title and interest of the Debtor in and to all moneys and securities from time to time held by the Secured Party under the terms of the Indenture except for the moneys and securities held in the Rebate Fund in trust for the United States of America.
3. Any and all other property rights and interests of every kind or nature from time to time hereafter by delivery or by writing of any kind granted, bargained, sold, alienated, demised, released, conveyed, assigned, transferred, mortgaged, pledged, hypothecated or otherwise subjected to the lien of the Indenture, as and for additional security under the Indenture, by the Debtor or any other person on its behalf or with its written consent.

"Pledged Revenues" means all amounts received by or payable to or at the direction of the Debtor constituting proceeds (including interest and penalties) of any PICA Taxes and all moneys and securities held by the Secured Party under the Indenture, together with any earnings thereon, except moneys and securities, together with any earnings thereon, held in the Rebate Fund under the Indenture.

"PICA Taxes" means the Income Tax and any other taxes which may be enacted hereafter by the City of Philadelphia pursuant to the Pennsylvania Intergovernmental Cooperation Authority Act for Cities of the First Class for the exclusive purposes of the Debtor and which are pledged by the Debtor to secure the Bonds issued under the Indenture.

"Income Tax" means a 1.5% tax enacted by the City of Philadelphia exclusively for the purpose of the Debtor pursuant to an Ordinance adopted by the City on June 12, 1991 (Bill No. 1437), on salaries, wages, commissions and other compensation earned by residents of the City and on net profits earned in business, professions and other activities conducted by residents of the City of Philadelphia pursuant to the Pennsylvania Intergovernmental Cooperation Authority Act for Cities of the First Class.

PARTIES

Debtor name (last name first if individual) and mailing address:

PENNSYLVANIA INTERGOVERNMENTAL COOPERATION AUTHORITY 1429 WALNUT STREET, 14TH FLOOR PHILADELPHIA, PA 19102

name (last name first if individual) and mailing address:

Debtor name (last name first if individual) and mailing address:

Secured Party(ies) names(s) (last name first if individual) and address for security interest information:

FIRST UNION NATIONAL BANK, AS TRUSTEE CORPORATE TRUST DEPARTMENT 123 SOUTH BROAD STREET, 11TH FLOOR PHILADELPHIA, PA 19102

Assignee(s) of Secured party names(s) (last name first if individual) and address for security interest information:

Special Types of Parties (check if applicable):

- The terms "Debtor" and "Secured Party" mean "Lessee" and "Lessor," respectively.
The terms "Debtor" and "Secured Party" mean "Consignee" and "Consignor," respectively.
is a Transmitting Utility.

SECURED PARTY SIGNATURE(S)

This statement is filed with only the Secured Party's signature to perfect a security interest in collateral (check applicable box(es))-

- acquired after a change of name, identity or corporate structure of the Debtor.
as to which the filing has lapsed.
already subject to a security interest in another county in Pennsylvania when the collateral was moved to this county when the Debtor's residence or place of business was moved to this county.
already subject to a security interest in another jurisdiction when the collateral was moved to Pennsylvania when the Debtor's location was moved to Pennsylvania.
which is proceeds of the collateral describe in block 9, in which a security interest was previously perfected (also describe proceeds in block 9, if purchased with cash proceeds and not adequately described on the original financing statement).

Table with columns: Secured Party Signature(s), Check Amount, Change in Debt, Total Sale. Includes signature of FIRST UNION NATIONAL BANK and amounts: 59.35, 0.00, 59.35.

FINANCING STATEMENT

Uniform Commercial Code Form UCC-1 IMPORTANT-Please read instructions on reverse side of page 4 before completing

Filing No. (stamped by filing officer):

APR 15 1999

Date, Time, Filing Office (stamped by filing officer):

99 2040

This Financing Statement is presented for filing pursuant to the Uniform Commercial Code, and is to be filed with the (check applicable box):

- Secretary of the Commonwealth
[X] Prothonotary of PHILADELPHIA County.
real estate records of County.

Number of Additional Sheets (if any): 1

Optional Special Identification (Max. 10 characters): PICA/TI

COLLATERAL

Identity collateral by item and/or type:

THE "PLEGGED REVENUES" AND OTHER PROPERTY PLEDGED AND ASSIGNED BY THE DEBTOR TO THE SECURED PARTY PURSUANT TO AN AMENDMENT RESTATED INDETURE OF TRUST DATED AS OF DECEMBER 1, 1994, AS AMENDED AND SUPPLEMENTED (THE "INDETURE"), MORE PARTICULARLY DESCRIBED ON THE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF.

(check only if desired) Products of the collateral are also covered.

Identify related real estate, if applicable: The collateral is or includes (check appropriate box(es))-

- crops growing or to be grown on-
goods which are or are to become fixtures on-
minerals or the like (including oil and gas) as extracted on -
accounts resulting from the sale of minerals or the like (including oil and gas) at the wellhead or minehead on -

the following real estate:

Street Address:

Described at: Book of (check one) Deeds Mortgages, at Page(s) for County. Uniform Parcel Identifier

Described on Additional Sheet.

Name of record owner (required only if no Debtor has an interest of record):

DEBTOR SIGNATURE(S)

Debtor Signature(s):

PENNSYLVANIA INTERGOVERNMENTAL COOPERATION AUTHORITY

Handwritten signatures and stamps. Includes 'PROTHONOTARY'S OFFICE' stamp, 'RECEIVED' stamp dated APR 15 PM 2:57, and 'RETURN RECEIPT TO' stamp with details like '59.35 UCC', '59.35', '0.00', 'PRO', '59.35', '0.00'.

APR 15 1999
99 2040

EXHIBIT A

DEBTOR: PENNSYLVANIA INTERGOVERNMENTAL COOPERATION AUTHORITY

SECURED PARTY: FIRST UNION NATIONAL BANK

The collateral covered by this Financing Statement is more particularly described as follows:

1. All right, title and interest of the Debtor in and to the Pledged Revenues (as hereinafter defined).

2. All right, title and interest of the Debtor in and to all moneys and securities from time to time held by the Secured Party under the terms of the Indenture except for the moneys and securities held in the Rebate Fund in trust for the United States of America.

3. Any and all other property rights and interests of every kind or nature from time to time hereafter by delivery or by writing of any kind granted, bargained, sold, alienated, demised, released, conveyed, assigned, transferred, mortgaged, pledged, hypothecated or otherwise subjected to the lien of the Indenture, as and for additional security under the Indenture, by the Debtor or any other person on its behalf or with its written consent.

"Pledged Revenues" means all amounts received by or payable to or at the direction of the Debtor constituting proceeds (including interest and penalties) of any PICA Taxes and all moneys and securities held by the Secured Party under the Indenture, together with any earnings thereon, except moneys and securities, together with any earnings thereon, held in the Rebate Fund under the Indenture.

"PICA Taxes" means the Income Tax and any other taxes which may be enacted hereafter by the City of Philadelphia pursuant to the Pennsylvania Intergovernmental Cooperation Authority Act for Cities of the First Class for the exclusive purposes of the Debtor and which are pledged by the Debtor to secure the Bonds issued under the Indenture.

"Income Tax" means a 1.5% tax enacted by the City of Philadelphia exclusively for the purpose of the Debtor pursuant to an Ordinance adopted by the City on June 12, 1991 (Bill No. 1437), on salaries, wages, commissions and other compensation earned by residents of the City and on net profits earned in business, professions and other activities conducted by residents of the City of Philadelphia pursuant to the Pennsylvania Intergovernmental Cooperation Authority Act for Cities of the First Class.