



JPMorgan Chase Bank
Global Derivative Operations
4 Metrotech Center, 17th Floor
Brooklyn, New York 11245

Interest Rate Swap Confirmation

To : NEW YORK LOCAL GOVERNMENT ASSISTANCE CORPORATION
Attn : Elizabeth Feller
Chuck Trimbach
Maurie Peaslee, Esq.
Nancy Burton
Fax : 518 473 6330
Eileen Heitzler
Richard Chirls
Fax : 212 506 5151
Steve Peyser
Barry Valentinsen
John Brenner
Fax : 212 566 7816
Lou Raffaele
Lana Earle
Pat Reale
Joe Conroy
Fax : 518 474 2234
Date : 13 February 2003
Re : Transaction Reference No. 0085001483 / 64378648

The purpose of this letter agreement is to confirm the terms and conditions of the Transaction entered into between us on the Trade Date below. It constitutes a "Confirmation" as referred to in the ISDA Master Agreement described below.

The definitions and provisions contained in the 2000 ISDA Definitions as published by the International Swaps and Derivatives Association, Inc. ("ISDA") are incorporated into this Confirmation. In the event of any inconsistency between those definitions and provisions and this Confirmation, this Confirmation will govern.

1. This Confirmation supplements, forms part of, and is subject to, the Master Agreement dated as of 12 February 2003, as amended and supplemented from time to time (the "Agreement"), between JPMorgan Chase Bank ("JPMorgan") and New York Local Government Assistance Corporation ("Counterparty"). All provisions contained in the Agreement govern this Confirmation except as expressly modified below.



2. The terms of the particular Transaction to which this Confirmation relates are as follows:

Notional Amounts: For any Calculation Period, the amount set forth opposite the Scheduled first day of such Calculation Period as set forth in the Schedule below:

| Start Date | Maturity Date | Currency | Amount |
|------------------|----------------|----------|----------------|
| 20 February 2003 | 1 April 2003 | USD | 311,700,000.00 |
| 1 April 2003 | 1 October 2003 | USD | 311,700,000.00 |
| 1 October 2003 | 1 April 2004 | USD | 311,700,000.00 |
| 1 April 2004 | 1 October 2004 | USD | 311,700,000.00 |
| 1 October 2004 | 1 April 2005 | USD | 311,700,000.00 |
| 1 April 2005 | 3 October 2005 | USD | 311,700,000.00 |
| 3 October 2005 | 3 April 2006 | USD | 311,700,000.00 |
| 3 April 2006 | 2 October 2006 | USD | 311,700,000.00 |
| 2 October 2006 | 2 April 2007 | USD | 311,700,000.00 |
| 2 April 2007 | 1 October 2007 | USD | 311,700,000.00 |
| 1 October 2007 | 1 April 2008 | USD | 311,700,000.00 |
| 1 April 2008 | 1 October 2008 | USD | 311,700,000.00 |
| 1 October 2008 | 1 April 2009 | USD | 311,700,000.00 |
| 1 April 2009 | 1 October 2009 | USD | 311,700,000.00 |
| 1 October 2009 | 1 April 2010 | USD | 311,700,000.00 |
| 1 April 2010 | 1 October 2010 | USD | 311,700,000.00 |
| 1 October 2010 | 1 April 2011 | USD | 311,700,000.00 |
| 1 April 2011 | 3 October 2011 | USD | 311,700,000.00 |
| 3 October 2011 | 2 April 2012 | USD | 311,700,000.00 |
| 2 April 2012 | 1 October 2012 | USD | 311,700,000.00 |
| 1 October 2012 | 1 April 2013 | USD | 311,700,000.00 |
| 1 April 2013 | 1 October 2013 | USD | 309,437,500.00 |
| 1 October 2013 | 1 April 2014 | USD | 309,437,500.00 |
| 1 April 2014 | 1 October 2014 | USD | 274,900,000.00 |



| Start Date | Maturity Date | Currency | Amount |
|----------------|----------------|----------|----------------|
| 1 October 2014 | 1 April 2015 | USD | 274,900,000.00 |
| 1 April 2015 | 1 October 2015 | USD | 237,137,500.00 |
| 1 October 2015 | 1 April 2016 | USD | 237,137,500.00 |
| 1 April 2016 | 3 October 2016 | USD | 198,150,000.00 |
| 3 October 2016 | 3 April 2017 | USD | 198,150,000.00 |
| 3 April 2017 | 2 October 2017 | USD | 157,880,000.00 |
| 2 October 2017 | 2 April 2018 | USD | 157,880,000.00 |
| 2 April 2018 | 1 October 2018 | USD | 116,272,500.00 |
| 1 October 2018 | 1 April 2019 | USD | 116,272,500.00 |
| 1 April 2019 | 1 October 2019 | USD | 73,272,500.00 |
| 1 October 2019 | 1 April 2020 | USD | 73,272,500.00 |
| 1 April 2020 | 1 October 2020 | USD | 54,212,500.00 |
| 1 October 2020 | 1 April 2021 | USD | 54,212,500.00 |
| 1 April 2021 | 1 October 2021 | USD | 8,252,500.00 |
| 1 October 2021 | 1 April 2022 | USD | 8,252,500.00 |

Trade Date: 12 February 2003

Effective Date: 20 February 2003

Termination Date: 1 April 2022, subject to adjustment in accordance with the Following Business Day Convention.

Fixed Amounts:

Fixed Rate Payer: Counterparty

Fixed Rate Payer Payment Dates: 1 April, 1 October of each year commencing with 1 April 2003 and ending with, and including, the Termination Date, subject to adjustment in accordance with the Following Business Day Convention.

Fixed Rate: 3.153800 percent

Fixed Rate Day Count Fraction: 30/360



Period End Date: No Adjustment

Business Days : New York

Floating Amounts:

Floating Rate Payer: JPMorgan

**Floating Rate Payer
Payment Dates:** 1st of each month of each year commencing with 1 April 2003 and ending with, and including, the Termination Date, subject to adjustment in accordance with the Following Business Day Convention.

**Floating Rate for initial
Calculation Period:** TO BE DETERMINED

Floating Rate Option: USD - LIBOR - BBA, except that the rate for a Reset Date will be the rate which appear on the Telerate Page 3750 one London Banking Day preceding that Reset Date

Spread: None

Designated Maturity: 1 Month

Reset Dates: The Effective Date for the initial Calculation Period, provided that the rate shall be determined on Wednesday. Weekly on each Wednesday thereafter, provided that the rate shall be determined on Tuesday of each week

Averaging: Applicable

Method of Averaging: Weighted

Compounding: Not Applicable

**Floating Rate
Day Count Fraction:** Actual/Actual

Floating Amounts: The Floating Rate used to calculate the Floating Amount on each Payment Date will be equal to the rate determined in accordance with the specified Floating Rate Option and Designated Maturity, for the relevant Calculation Period, multiplied by 65.00%. For the avoidance of doubt, the Floating Amount shall be calculated as follows:



Floating Amount = Notional Amount x Floating Rate x
65.00% x Day Count Fraction

Business Days : New York

Calculation Agent: JPMorgan

3. Account Details

Payments to JPMorgan:

JPMORGAN CHASE BANK, NEW YORK,
FAVOR:JPMORGAN CHASE BANK, NY, A/C# [REDACTED]
[REDACTED]

Payments to Counterparty:

To be Advised

4. Office, address and telephone number for Notices in connection with this Transaction

(a) Counterparty: its Office in

C/O GLOBAL DERIVATIVES PRODUCTS
THE CHASE MANHATTAN BANK
4 CMC - 17TH FLR
BROOKLYN
USA

(b) JPMorgan: its head Office in

New York c/o Global Derivative Operations
4 Metrotech Center, 17th Floor
Brooklyn, New York 11245

5. Documents to be Delivered

Each party shall deliver to the other, at the time of its execution of this Confirmation, evidence of the incumbency and specimen signature of the person(s) executing this Confirmation, unless such evidence has been previously supplied and remains true and in effect.

6. Relationship Between Parties

Each party will be deemed to represent to the other party on the date on which it enters into a Transaction that (absent a written agreement between the parties that expressly imposes affirmative obligations to the contrary for that Transaction):-

(a) *Non-Reliance.* It is acting for its own account, and it has made its own independent decisions to enter into that Transaction and as to whether that Transaction is appropriate or proper for it based upon its own judgement and upon advice from such advisers as it



Confirmation - Swap Transaction

JPMorgan Ref: 0085001483/64378648

has deemed necessary. It is not relying on any communication (written or oral) of the other party as investment advice or as a recommendation to enter into that Transaction; it being understood that information and explanations related to the terms and conditions of a Transaction shall not be considered investment advice or a recommendation to enter into that Transaction. No communication (written or oral) received from the other party shall be deemed to be an assurance or guarantee as to the expected results of that Transaction.

(b) *Assessment and Understanding.* It is capable of assessing the merits of and understanding (on its own behalf or through independent professional advice), and understands and accepts, the terms, conditions and risks of that Transaction. It is capable of assuming, and assumes the risks of that Transaction.

(c) *Status of Parties.* The other party is not acting as a fiduciary for or an adviser to it in respect of that Transaction.

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.

Yours sincerely,

JPMORGAN CHASE BANK

By:



Name: **Deborah Hooper**

Title: **Vice President**

Confirmed as of the date first above written:

NEW YORK LOCAL GOVERNMENT ASSISTANCE CORPORATION

By:



Name: Nancy M. Burton

Name:

Title: Treasurer

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APPROVED 2-19 2003



FOR THE STATE COMPTROLLER



Global Derivative Operations Contact List

CONFIRMATIONS

| | <u>Telephone</u> | <u>Facsimile</u> |
|--|--------------------------------|--------------------------------|
| <u>SINGLE AND CROSS CURRENCY SWAPS and FRA's</u> | | |
| Return executed confirmations / Send your confirmations to : | | (718) 242 - 9260 / 9262 / 9263 |
| Discrepancies with Confirm or Settlement Amount POST SETTLEMENT DATE : | (718) 242 - 7294 / 7296 / 3100 | (718) 242 - 9260 / 9262 / 9263 |
| If you did not receive our Confirmation : | (718) 242 - 3313 / 3089 / 3323 | (718) 242 - 9260 / 9262 / 9263 |

RATE RESET ADVICES

| | | |
|----------------------------|--------------------------------|-------------------------|
| All Reset Inquiries | | |
| European Clients | 44 1202 347715 | 44 1202 343440 / 342881 |
| US Clients | 44 1202 346232 | 44 1202 343440 / 342881 |
| | clientfocus_group@jpmorgan.com | |

PAYMENTS

| | | |
|---------------------------------|--------------------------------|-------------------------|
| All Settlement Inquiries | | |
| European Clients | 44 1202 347715 | 44 1202 343440 / 342881 |
| US Clients | 44 1202 346232 | 44 1202 343440 / 342881 |
| | clientfocus_group@jpmorgan.com | |

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 JPMorgan Chase Bank, Johannesburg S.W.I.F.T. BIC [REDACTED]

