

**First Amendment
to
Debt Service Forward Supply Agreement**

This First Amendment dated February 11, 1999 (the "Amendment"), by and between the State of New Hampshire (the "Issuer") and The Chase Manhattan Bank, as successor to Chemical Bank (the "Provider") amends the Debt Service Forward Supply Agreement dated as of February 8, 1995 (the "Original Agreement"), by and between the Issuer and Chemical Bank, as predecessor to the Provider.

Preliminary Statement

The Issuer and the Provider entered into the Original Agreement on February 8, 1995 with respect to the Issuer's then outstanding Turnpike System Revenue Bonds, including without limitation, the Issuer's Turnpike System Revenue Bonds, 1990 Series, dated March 15, 1990 (the "1990 Bonds"). The Issuer is now issuing on the date hereof its Turnpike System Revenue Bonds, 1999 Series A (the "1999 Series A Bonds") and its Turnpike System Revenue Bonds, 1999 Refunding Series B, dated February 1, 1999 (the "1999 Refunding Series Bonds" and collectively with the 1999 Series A Bonds, the "1999 Bonds"). A portion of the proceeds of the 1999 Refunding Series Bonds are being used to advance refund the 1990 Bonds maturing on April 1 in each of the years 2001 through 2003 (collectively, the "Refunded Bonds").

The Issuer desires to cause the Deposit Amounts set forth in Exhibit B to the Original Agreement to remain unchanged, notwithstanding the refunding of the Refunded Bonds. Accordingly, the Issuer and the Provider proposed to enter into this Amendment in order to maintain such schedule of Deposit Amounts.

In consideration of the mutual agreements contained in this Amendment and other good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereto agree as follows for their own benefit:

Section 1. The Original Agreement shall be amended as follows:

(a) The definition of the term "Resolution" contained in Article I of the Original Agreement is hereby replaced in its entirety by the following definition:

"Resolution" means collectively the Issuer's General Bond Resolution authorizing the issuance of State of New Hampshire Turnpike System Revenue Bonds adopted November 9, 1987, as amended and supplemented by Supplemental Resolutions adopted on March 21, 1990, March 27, 1991, August 12, 1992, February 9, 1994 and February 3, 1999.

(b) Subparagraph (i) of Section 4.1(g) is hereby replaced in its entirety by the following subparagraph:

(i) the amount specified in Exhibit B hereto for each Deposit Date as the Deposit Amount therefor is equal to either one-sixth of the interest due on

each series of the Bonds (or with respect to the 1999 Series A Bonds, the specified amount of interest as shown on the Revised Exhibit A) on the related Bond Payment Date or one-twelfth of the principal of each series of the Bonds (or with respect to the 1999 Series A Bonds, the specified amount of principal as shown on the Revised Exhibit A) due on the related Bond Payment Date.

(c) The date "February 9, 1994" in subparagraph (iv) of Section 4.1(g) is replaced with the following date: February 3, 1999.

(d) Exhibit A to the Original Agreement is hereby replaced in its entirety by the Revised Exhibit A attached to this Amendment.

Section 2. To the extent applicable, the Provider hereby waives compliance with the notice provision of Section 3.1(a) of the Original Agreement solely in connection with the issuance of the 1999 Bonds.

Section 3. For purposes of Section 3.1(c) of the Original Agreement, the Provider hereby acknowledges that the amendments effected by this Amendment have the effect of causing the Deposit Amounts to remain the same, notwithstanding the refunding of the Refunded Bonds.

Section 4. Except as provided herein, all provisions, terms and conditions of the Original Agreement shall remain in full force and effect. As amended hereby, the Original Agreement is ratified and confirmed in all respects.

Section 5. All capitalized terms used herein and not otherwise defined herein shall have the meaning set forth in the Original Agreement.

Section 6. The validity of this Amendment shall be governed by, and construed in accordance with the laws of the State of New York, provided that the capacity, power of authority of the Issuer to enter into this Amendment shall be governed by and construed in accordance with the laws of the State of New Hampshire, without regard to conflict of law principles.

Section 7. This Amendment may be executed in any number of counterparts and by the different parties hereto on separate counterparts, each of which when executed and delivered shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the Issuer and the Provider have caused this First Amendment to be executed by their respective duly authorized officers, all as of the date and year first above written.

STATE OF NEW HAMPSHIRE

By: *Georgie A. Thomas*
Name: Georgie A. Thomas
Title: State Treasurer

THE CHASE MANHATTAN BANK

By: _____
Name:
Title:

IN WITNESS WHEREOF, the Issuer and the Provider have caused this First Amendment to be executed by their respective duly authorized officers, all as of the date and year first above written.

STATE OF NEW HAMPSHIRE

By: _____
Name: Georgie A. Thomas
Title: State Treasurer

THE CHASE MANHATTAN BANK

By: *Douglas MacFadden*
Name: Douglas MacFadden
Title: Managing Director

State of New Hampshire
 Turnpike System Revenue Bonds
 1987 Series

Revised Exhibit A

	Interest Rate	Principal	Interest	Total
11/01/94				
05/01/95			246,392.50	1,776,392.50
11/01/95	7.000%	1,530,000.00	246,392.50	1,776,392.50
05/01/96			192,842.50	192,842.50
11/01/96	7.200%	1,640,000.00	192,842.50	1,832,842.50
05/01/97			133,802.50	133,802.50
11/01/97	7.300%	1,755,000.00	133,802.50	1,888,802.50
05/01/98			69,745.00	69,745.00
11/01/98	7.400%	1,885,000.00	69,745.00	1,954,745.00
		6,810,000.00	1,285,565.00	9,625,565.00

State of New Hampshire
 Turnpike System Revenue Bonds
 1990 Series

	Interest Rate	Principal	Interest	Total
11/01/94				
04/01/95	6.400%	1,375,000.00	554,895.00	1,929,895.00
10/01/95			510,895.00	510,895.00
04/01/96	6.500%	1,460,000.00	510,895.00	1,970,895.00
10/01/96			463,445.00	463,445.00
04/01/97	6.600%	1,555,000.00	463,445.00	2,018,445.00
10/01/97			412,130.00	412,130.00
04/01/98	6.750%	1,660,000.00	412,130.00	2,072,130.00
10/01/98			356,105.00	356,105.00
04/01/99	6.800%	1,770,000.00	279,198.33	2,049,198.33
10/01/99			65,205.00	65,205.00
04/01/00	6.900%	1,890,000.00	65,205.00	1,955,205.00
10/01/00			0.00	0.00
04/01/01			0.00	0.00
10/01/01			0.00	0.00
04/01/02			0.00	0.00
10/01/02			0.00	0.00
04/01/03			0.00	0.00
		9,710,000.00	4,093,548.33	13,803,548.33

State of New Hampshire
 Turnpike System Revenue Bonds
 1999 Refunding Series B

	Interest Rate	Principal	Interest	Total
11/01/94				
04/01/95				
10/01/95				
04/01/96				
10/01/96				
04/01/97				
10/01/97				
04/01/98				
10/01/98				
04/01/99			37,611.11	37,611.11
10/01/99			135,400.00	135,400.00
04/01/00			135,400.00	135,400.00
10/01/00			133,100.00	133,100.00
04/01/01		2,020,000.00	133,100.00	2,153,100.00
10/01/01			90,400.00	90,400.00
04/01/02		2,160,000.00	90,400.00	2,250,400.00
10/01/02			45,800.00	45,800.00
04/01/03		2,290,000.00	45,800.00	2,335,800.00
		6,470,000.00	847,011.11	7,317,011.11

State of New Hampshire
 Turnpike System Revenue Bonds
 1999 Series A

	Interest Rate	Principal	Interest	Total
11/01/94				
04/01/95				
10/01/95				
04/01/96				
10/01/96				
04/01/97				
10/01/97				
04/01/98				
10/01/98				
04/01/99			39,295.56	39,295.56
10/01/99			95,320.00	95,320.00
04/01/00			95,320.00	95,320.00
10/01/00			97,620.00	97,620.00
04/01/01			97,620.00	97,620.00
10/01/01			69,620.00	69,620.00
04/01/02			69,620.00	69,620.00
10/01/02			37,540.00	37,540.00
04/01/03		25,000.00	37,540.00	62,540.00
		25,000.00	639,495.56	664,495.56

State of New Hampshire
 Turnpike System Revenue Bonds
 1991 Series Refunding Series A

	Interest Rate	Principal	Interest	Total
11/01/94				
05/01/95			1,412,636.25	1,412,636.25
11/01/95	5.650%	305,000.00	1,412,636.25	1,717,636.25
05/01/96			1,404,020.00	1,404,020.00
11/01/96	5.800%	330,000.00	1,404,020.00	1,734,020.00
05/01/97			1,394,450.00	1,394,450.00
11/01/97	5.900%	350,000.00	1,394,450.00	1,744,450.00
05/01/98			1,384,125.00	1,384,125.00
11/01/98	6.100%	365,000.00	1,384,125.00	1,749,125.00
05/01/99			1,372,992.50	1,372,992.50
11/01/99	6.300%	385,000.00	1,372,992.50	1,757,992.50
05/01/00			1,360,865.00	1,360,865.00
11/01/00	6.400%	415,000.00	1,360,865.00	1,775,865.00
05/01/01			1,347,585.00	1,347,585.00
11/01/01	6.500%	440,000.00	1,347,585.00	1,787,585.00
05/01/02			1,333,285.00	1,333,285.00
11/01/02	6.600%	470,000.00	1,333,285.00	1,803,285.00
05/01/03			1,317,775.00	1,317,775.00
11/01/03	7.000%	3,220,000.00	1,317,775.00	4,537,775.00
05/01/04			1,205,075.00	1,205,075.00
11/01/04	7.000%	3,450,000.00	1,205,075.00	4,655,075.00
05/01/05			1,084,325.00	1,084,325.00
11/01/05	7.000%	3,690,000.00	1,084,325.00	4,774,325.00
05/01/06			955,175.00	955,175.00
11/01/06	7.000%	3,955,000.00	955,175.00	4,910,175.00
05/01/07			816,750.00	816,750.00
11/01/07	6.750%	4,220,000.00	816,750.00	5,036,750.00
05/01/08			674,325.00	674,325.00
11/01/08	6.750%	4,515,000.00	674,325.00	5,189,325.00
05/01/09			521,943.75	521,943.75
11/01/09	6.750%	4,815,000.00	521,943.75	5,336,943.75
05/01/10			359,437.50	359,437.50
11/01/10	6.750%	5,145,000.00	359,437.50	5,504,437.50
05/01/11			185,793.75	185,793.75
11/01/11	6.750%	5,505,000.00	185,793.75	5,690,793.75
		41,575,000.00	36,261,117.50	77,836,117.50

State of New Hampshire
 Turnpike System Revenue Bonds
 1992 Series

	Interest Rate	Principal	Interest	Total
11/01/94				
04/01/95	4.100%	545,000.00	2,859,900.00	3,404,900.00
10/01/95			2,848,727.50	2,848,727.50
04/01/96	4.500%	510,000.00	2,848,727.50	3,358,727.50
10/01/96			2,837,252.50	2,837,252.50
04/01/97	4.700%	700,000.00	2,837,252.50	3,537,252.50
10/01/97			2,820,802.50	2,820,802.50
04/01/98	4.800%	240,000.00	2,820,802.50	3,060,802.50
10/01/98			2,815,042.50	2,815,042.50
04/01/99	5.000%	1,730,000.00	2,815,042.50	4,545,042.50
10/01/99			2,771,792.50	2,771,792.50
04/01/00	5.250%	2,785,000.00	2,771,792.50	5,556,792.50
10/01/00			2,698,686.25	2,698,686.25
04/01/01	5.300%	2,710,000.00	2,698,686.25	5,408,686.25
10/01/01			2,626,871.25	2,626,871.25
04/01/02	5.400%	3,525,000.00	2,626,871.25	6,151,871.25
10/01/02			2,531,696.25	2,531,696.25
04/01/03	5.500%	1,700,000.00	2,531,696.25	4,231,696.25
10/01/03			2,484,946.25	2,484,946.25
04/01/04	5.600%	3,060,000.00	2,484,946.25	5,544,946.25
10/01/04			2,399,266.25	2,399,266.25
04/01/05	5.700%	3,235,000.00	2,399,266.25	5,634,266.25
10/01/05			2,307,068.75	2,307,068.75
04/01/06	5.800%	3,415,000.00	2,307,068.75	5,722,068.75
10/01/06			2,208,033.75	2,208,033.75
04/01/07	5.900%	3,620,000.00	2,208,033.75	5,828,033.75
10/01/07			2,101,243.75	2,101,243.75
04/01/08	6.000%	3,830,000.00	2,101,243.75	5,931,243.75
10/01/08			1,986,343.75	1,986,343.75
04/01/09	6.000%	4,060,000.00	1,986,343.75	6,046,343.75
10/01/09			1,864,543.75	1,864,543.75
04/01/10	6.000%	4,305,000.00	1,864,543.75	6,169,543.75
10/01/10			1,735,393.75	1,735,393.75
04/01/11	6.000%	4,560,000.00	1,735,393.75	6,295,393.75
10/01/11			1,598,593.75	1,598,593.75
04/01/12	6.000%	4,840,000.00	1,598,593.75	6,438,593.75
10/01/12			1,453,393.75	1,453,393.75
04/01/13	6.000%	5,125,000.00	1,453,393.75	6,578,393.75
10/01/13			1,299,643.75	1,299,643.75
04/01/14	5.750%	5,435,000.00	1,299,643.75	6,734,643.75
10/01/14			1,143,387.50	1,143,387.50
04/01/15	5.750%	5,745,000.00	1,143,387.50	6,888,387.50
10/01/15			978,218.75	978,218.75
04/01/16	5.750%	6,080,000.00	978,218.75	7,058,218.75
10/01/16			803,418.75	803,418.75
04/01/17	5.750%	6,430,000.00	803,418.75	7,233,418.75
10/01/17			618,556.25	618,556.25
04/01/18	5.750%	6,785,000.00	618,556.25	7,403,556.25
10/01/18			423,487.50	423,487.50
04/01/19	5.750%	7,220,000.00	423,487.50	7,643,487.50
10/01/19			215,912.50	215,912.50
04/01/20	5.750%	7,510,000.00	215,912.50	7,725,912.50
		99,700,000.00	98,004,547.50	197,704,547.50

State of New Hampshire
 Turnpike System Revenue Bonds
 1994 Series A—Excludes 2015 Maturity

	Interest Rate	Principal	Interest	Total
11/01/94				
02/01/95				
08/01/95			1,580,606.25	1,580,606.25
02/01/96	3.350%	1,640,000.00	1,580,606.25	3,220,606.25
08/01/96			1,553,136.25	1,553,136.25
02/01/97	3.650%	1,020,000.00	1,553,136.25	2,573,136.25
08/01/97			1,534,521.25	1,534,521.25
02/01/98	3.850%	1,995,000.00	1,534,521.25	3,529,521.25
08/01/98			1,496,117.50	1,496,117.50
02/01/99	4.050%	955,000.00	1,496,117.50	2,451,117.50
08/01/99			1,476,778.75	1,476,778.75
02/01/00			1,476,778.75	1,476,778.75
08/01/00			1,476,778.75	1,476,778.75
02/01/01			1,476,778.75	1,476,778.75
08/01/01			1,476,778.75	1,476,778.75
02/01/02	4.300%	1,555,000.00	1,476,778.75	3,031,778.75
08/01/02			1,443,346.25	1,443,346.25
02/01/03	4.400%	1,655,000.00	1,443,346.25	3,098,346.25
08/01/03			1,406,936.25	1,406,936.25
02/01/04	4.500%	1,680,000.00	1,406,936.25	3,086,936.25
08/01/04			1,369,136.25	1,369,136.25
02/01/05	4.600%	1,825,000.00	1,369,136.25	3,194,136.25
08/01/05			1,327,161.25	1,327,161.25
02/01/06	4.700%	1,805,000.00	1,327,161.25	3,132,161.25
08/01/06			1,284,743.75	1,284,743.75
02/01/07	4.800%	2,030,000.00	1,284,743.75	3,314,743.75
08/01/07			1,236,023.75	1,236,023.75
02/01/08	5.000%	1,935,000.00	1,236,023.75	3,171,023.75
08/01/08			1,187,648.75	1,187,648.75
02/01/09	5.050%	2,300,000.00	1,187,648.75	3,487,648.75
08/01/09			1,129,573.75	1,129,573.75
02/01/10	5.100%	2,040,000.00	1,129,573.75	3,169,573.75
08/01/10			1,077,553.75	1,077,553.75
02/01/11	5.150%	2,670,000.00	1,077,553.75	3,747,553.75
08/01/11			1,008,801.25	1,008,801.25
02/01/12	5.200%	2,045,000.00	1,008,801.25	3,053,801.25
08/01/12			955,631.25	955,631.25
02/01/13	5.250%	3,320,000.00	955,631.25	4,275,631.25
08/01/13			868,481.25	868,481.25
02/01/14	5.250%	1,715,000.00	868,481.25	2,583,481.25
08/01/14			823,462.50	823,462.50
02/01/15			823,462.50	823,462.50
08/01/15			823,462.50	823,462.50
02/01/16	5.250%	7,065,000.00	823,462.50	7,888,462.50
08/01/16			638,006.25	638,006.25
02/01/17	5.250%	15,155,000.00	638,006.25	15,793,006.25
08/01/17			240,187.50	240,187.50
02/01/18	5.250%	5,150,000.00	240,187.50	5,390,187.50
08/01/18			105,000.00	105,000.00
02/01/19	5.250%	4,000,000.00	105,000.00	4,105,000.00
		63,555,000.00	55,039,747.50	118,594,747.50