



Blanket Issuer Letter of Representations
[To be Completed by Issuer]

Oconee County Industrial Development Authority
[Name of Issuer]

May 29, 2003
[Date]

Underwriting Department—Eligibility
The Depository Trust Company
55 Water Street 19th Floor
New York, NY 10041-0099

Ladies and Gentlemen:

This letter sets forth our understanding with respect to all issues (the "Securities") that Issuer shall request be made eligible for deposit by The Depository Trust Company ("DTC").

To induce DTC to accept the Securities as eligible for deposit at DTC, and to act in accordance with DTC's Rules with respect to the Securities, Issuer represents to DTC that Issuer will comply with the requirements stated in DTC's Operational Arrangements, as they may be amended from time to time.

Note:

Schedule A contains statements that DTC believes accurately describe DTC, the method of effecting book-entry transfers of securities distributed through DTC, and certain related matters.

Very truly yours,

Oconee County Industrial Development Authority
(Issuer)

By: *B. Amrey Harden*
(Authorized Officer's Signature)

Amrey Harden, Chairman

(Print Name)

A 35 N Main St.
~~Six Court Street~~, P.O. Box 205
(Street Address)

Watkinsville Georgia 30677
(City) (State) (Zip Code)

(706) 310-0001 769-6611
(Phone Number)

Received and Accepted:

THE DEPOSITORY TRUST COMPANY

By: *Denise Russo*

By: _____