

REDEMPTION REQUEST

July ___, 2016

U.S. Bank National Association
Global Corporate Trust Services
633 West Fifth Street, 24th Floor
Los Angeles, CA 90071
Attention: Ms. Ilse Vlach, Assistant Vice President

Re: Long Beach Bond Finance Authority Lease Revenue Refunding Bonds, 2006 Series A
(Rainbow Harbor Refinancing Project)

Ladies and Gentlemen:

As trustee (the "Trustee") with respect to the above-captioned bonds (the "2006 Bonds"), you are hereby notified of the election of the City of Long Beach, on behalf of the Long Beach Bond Finance Authority (the "City"), to redeem, on August 29, 2016, all outstanding 2006 Bonds at the prices shown on the attached Exhibit A, plus accrued interest to the date fixed for redemption.

The City intends to fund the redemption of the 2006 Bonds from a portion of the proceeds of the Finance Authority of Long Beach Lease Revenue Refunding Bonds, Series 2016B (Rainbow Harbor Refinancing Project) (the "2016 Bonds") which were sold to Merrill Lynch, Pierce, Fenner & Smith Incorporated on July 27, 2016, and which are expected to close on August 25, 2016.

You are hereby instructed to provide, no later than July 29, 2016, conditional notice of redemption of the 2006 Bonds, substantially in the form attached hereto as Exhibit A. Please note that the redemption of the 2006 Bonds is conditional upon the receipt of the proceeds of the 2016 Bonds.

In connection with your acting on the instruction of the City to provide a rescindable notice to redeem the 2006 Bonds, the City agrees to reimburse the Paying Agent for all out-of-pocket costs and expenses incurred by the Paying Agent related to or arising from any rescission of the notice of redemption and further agrees to indemnify and hold harmless the Paying Agent, its officers, directors, employees and agents from and against any claims, losses, damages, costs, liabilities, expenses or attorney's fees resulting from the fact that the notice of redemption of the 2006 Bonds states that the redemption date is conditional upon receipt of the proceeds of the 2016 Bonds, or the rescinding of the notice of redemption of the 2006 Bonds by the Paying Agent upon instruction from the City.

Please acknowledge this letter by signing the acknowledgment block below and returning a copy of the letter to us.

CITY OF LONG BEACH, CALIFORNIA

By: _____
David S. Nakamoto
City Treasurer

ACKNOWLEDGED:

U.S. BANK NATIONAL ASSOCIATION, as
Trustee

By _____
Ilse Vlach
Assistant Vice President

EXHIBIT A

CONDITIONAL NOTICE OF REDEMPTION OF

**Long Beach Bond Finance Authority
Lease Revenue Refunding Bonds, 2006 Series A
(Rainbow Harbor Refinancing Project)**

Original Issue Date	Maturity Date	Amount Redeemed	Interest Rate	Redemption Premium	Redemption Price (1)	CUSIP Number
4/18/06	5/1/17	\$3,130,000	4.000%	—	\$3,130,000	542402 JQ6
4/18/06	5/1/18	2,785,000	4.100	—	2,785,000	542402 JR4
4/18/06	5/1/19	2,895,000	4.125	—	2,895,000	542402 JS2
4/18/06	5/1/20	3,015,000	4.250	—	3,015,000	542402 JT0
4/18/06	5/1/21	3,145,000	4.375	—	3,145,000	542402 JU7
4/18/06	5/1/22	3,280,000	4.400	—	3,280,000	542402 JV5
4/18/06	5/1/24	7,015,000	5.000	\$140,300	7,155,300	542402 JW3

(1) Accrued interest to be added.

CONDITIONAL NOTICE is hereby given that the City of Long Beach, on behalf of the Long Beach Bond Finance Authority (the “City”), has conditionally called for redemption on August 29, 2016 (the “Redemption Date”), the outstanding Long Beach Bond Finance Authority Lease Revenue Refunding Bonds, 2006 Series A (Rainbow Harbor Refinancing Project), described above (the “Bonds”), in the aggregate principal amount of \$25,265,000, at the prices shown above, plus accrued interest to the date fixed for redemption (the “Redemption Price”). The Bonds are being conditionally called for redemption on the Redemption Date subject to the provisions of the succeeding paragraph of this notice, and pursuant to the provisions of the governing documents of the Bonds.

The Conditional Notice of Redemption, and the payment of the Redemption on the Redemption Date, is subject to the receipt of funds in an amount sufficient to pay in full the specified redemption price of all of the Bonds on or before the Redemption Date, resulting from a financing to be accomplished by the Finance Authority of Long Beach, expected to be funded on or about August 25, 2016.

In the event such funds are not received by the Redemption Date, this notice shall be null and void and of no force and effect. The Bonds delivered for redemption shall be returned to the respective owners thereof, and said Bonds shall remain outstanding as though this notice of conditional redemption had not been given. Notice of a failure to receive funds, and cancellation of this redemption, shall be given by the Paying Agent by first class mail, postage prepaid, to the registered holders of the Bonds.

Payment of principal will be made upon presentation on and after the Redemption Date at the following addresses:

U.S. Bank National Association
Global Corporate Trust Services
111 Fillmore Avenue E.
St Paul, MN 55107

Owners of Bonds presenting their certificates in person for the same day payment must surrender their certificate by 1:00 p.m. on the prepayment date and a check will be available for pickup after 2:00 p.m. Checks not picked up by 4:30 p.m. will be mailed to the owner by first class mail.

Interest with respect to the principal amount designated to be redeemed shall cease to accrue on and after the Redemption Date.

If payment of the Redemption Price is to be made to the owner of a Bond, such owner is not required to endorse the Bond to collect the Redemption Price.

Under the Economic Growth and Tax Relief Reconciliation Act of 2001 (the "Act") 28% of the Redemption Price will be withheld if a tax identification number is not properly certified. The Form W-9 may be obtained from the Internal Revenue Service.

Neither the City nor U.S. Bank National Association, the paying agent,, the paying agent, shall be held responsible for the selection or use of the CUSIP number, nor is any representation made as to its correctness as shown in the Redemption Notice. It is included solely for convenience of the owners.

Dated: _____, 2016

U.S. BANK NATIONAL
ASSOCIATION, as Trustee