
PURCHASE AND ASSIGNMENT AGREEMENT

by and among

MUNICIPAL IMPROVEMENT CORPORATION OF LOS ANGELES

CITY OF LOS ANGELES

and

BANC OF AMERICA LEASING & CAPITAL, LLC

Dated as of September 1, 2013

PURCHASE AND ASSIGNMENT AGREEMENT

THIS PURCHASE AND ASSIGNMENT AGREEMENT (this “Assignment Agreement”), dated as of September 1, 2013, is by and among the MUNICIPAL IMPROVEMENT CORPORATION OF LOS ANGELES, a nonprofit public benefit corporation organized and existing under the laws of the State of California (the “Corporation”), the CITY OF LOS ANGELES, a charter city and municipal corporation organized and existing under the Constitution and laws of the State of California (the “City”), and BANC OF AMERICA LEASING & CAPITAL, LLC, a limited liability company organized and existing under the laws of the State of Delaware (the “Purchaser”).

WITNESSETH:

WHEREAS, in order to refinance the City’s acquisition and installation of approximately 140,000 light-emitting diode (LED) street lights, remote monitoring units and related improvements, the City has leased the streetlight poles described in Exhibit A hereto, and the lamps installed therein and the other related items therein or attached thereto (the “Property”) to the Corporation pursuant to the Lease Agreement, dated as of September 1, 2013, by and between the Corporation and the City;

WHEREAS, in order to accomplish such refinancing, the Corporation has subleased the Property back to the City pursuant to the Sublease Agreement, dated as of September 1, 2013 (the “Sublease Agreement”), by and between the Corporation and the City;

WHEREAS, under the Sublease Agreement, the City is obligated to make Base Rental Payments (as defined in the Sublease Agreement) to the Corporation for the lease of the Property;

WHEREAS, in order to provide the funds necessary to accomplish such refinancing, the Purchaser is purchasing from the Corporation, and the Corporation is selling to the Purchaser, substantially all of the Corporation’s right, title and interest in and to the Lease Agreement and the Sublease Agreement, including the right to receive Base Rental Payments thereunder, pursuant to this Assignment Agreement;

WHEREAS, all acts, conditions and things required by law to exist, to have happened and to have been performed precedent to and in connection with the execution and entering into of this Assignment Agreement do exist, have happened and have been performed in regular and due time, form and manner as required by law, and the parties hereto are now duly authorized to execute and enter into this Assignment Agreement;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements and covenants contained herein and for other valuable consideration, the parties hereto do hereby agree as follows:

Section 1. Definitions. Unless the context otherwise requires, the terms defined in this Section shall for all purposes of this Assignment Agreement have the meanings herein specified. Capitalized undefined terms used herein shall have the meanings ascribed thereto in the Sublease Agreement.

“Assignees” means the Purchaser and any Subsequent Assignee.

“Assigned Rights” means the right, title and interest in and to the Lease Agreement and the Sublease Agreement, including, without limitation, the right to receive the Base Rental Payments to be paid by the City under and pursuant to the Sublease Agreement, sold, assigned and transferred by the Corporation to the Purchaser pursuant to Section 4(b) hereof.

“Assignment Agreement” means this Purchase and Assignment Agreement, dated as of September 1, 2013, by and among the Corporation, the City and the Purchaser.

“Corporation” means the Municipal Improvement Corporation of Los Angeles, a nonprofit public benefit corporation duly organized and existing under the Nonprofit Public Benefit Corporation Law of the State, and any successor thereto.

“Delivery Date” means September 9, 2013.

“Lease Agreement” means the Lease Agreement, dated as of September 1, 2013, by and between the City and the Corporation, as originally executed and as it may from time to time be amended in accordance with the provisions thereof.

“Lease Servicer” means the Person appointed by or on behalf of the Assignee or, if there is more than one Assignee, all of the Assignees, to act on its or their behalf to collect Base Rental Payments and otherwise perform the function of a lease servicing agent for the Assigned Rights.

“Project” means the acquisition and installation in the City’s street lighting system of approximately 140,000 light-emitting diode (LED) street lights, remote monitoring units and related improvements.

“Purchase Price” means \$39,795,478.78, the amount paid by the Purchaser to the Corporation for the purchase of the Assigned Rights pursuant to Section 3 hereof.

“Purchaser” means Banc of America Leasing & Capital, LLC, a limited liability company organized and existing under the laws of the State of Delaware, and any successor thereto.

“Qualified Institutional Buyer” means a “qualified institutional buyer” within the meaning of Rule 144A promulgated under the Securities Act.

“Securities Act” means the Securities Act of 1933, as amended, and the rules, regulations and published interpretations of the Securities and Exchange Commission promulgated thereunder from time to time.

“Sublease Agreement” means this Sublease Agreement, dated as of September 1, 2013, by and between the Corporation and the City, as originally executed and as it may from time to time be amended in accordance with the provisions hereof.

“Subsequent Assignee” means a Person to which all or a portion of the Assigned Rights are assigned in accordance with Section 5 hereof, including any trustee or other fiduciary

creating fractional interests in the Assigned Rights or designated in the instrument pursuant to which such fractional interests are created to act as a fiduciary for and on behalf of the owners or beneficial owners of such fractional interests.

Section 2. Representations, Warranties and Covenants. (a) The Corporation represents, warrants and covenants, as follows:

(i) The Corporation is a nonprofit public benefit corporation duly organized and validly existing under the laws of the State.

(ii) The Corporation has the power to enter into this Assignment Agreement, to enter into the transactions contemplated hereby and to carry out its obligations under this Assignment Agreement, and the Corporation has duly authorized, executed and delivered this Assignment Agreement.

(iii) Neither the execution and delivery of this Assignment Agreement, nor the fulfillment of or compliance with the terms and conditions hereof, nor the consummation of the transactions contemplated hereby, conflicts with or results in a breach of the terms, conditions or provisions of any restriction or any agreement or instrument to which the Corporation is now a party or by which the Corporation is bound.

(b) The City represents, warrants and covenants, as follows:

(i) The City is a charter city and municipal corporation duly organized and existing under the Constitution and laws of the State, with full power and authority to enter into this Assignment Agreement and the transactions contemplated hereby and to perform all of its obligations hereunder.

(ii) The Constitution and laws of the State and the Charter of the City authorize the City to enter into this Assignment Agreement, to enter into the transactions contemplated hereby and to carry out its obligations under this Assignment Agreement, and the City has duly authorized, executed and delivered this Assignment Agreement.

(iii) Neither the execution and delivery of this Assignment Agreement, nor the fulfillment of or compliance with the terms and conditions hereof, nor the consummation of the transactions contemplated hereby, conflicts with or results in a breach of the terms, conditions or provisions of any restriction or any agreement or instrument to which the City is now a party or by which the City is bound.

(iv) The City has kept its financial books and records in accordance with Generally Accepted Accounting Principles.

(c) The Purchaser represents, warrants and covenants, as follows:

(i) The Purchaser is a limited liability company organized and existing under the laws of the State of Delaware.

(ii) The Purchaser has the power to enter into this Assignment Agreement, to enter into the transactions contemplated hereby and to carry out its obligations under this Assignment Agreement, and the Purchaser has duly authorized, executed and delivered this Assignment Agreement.

(iii) Neither the execution and delivery of this Assignment Agreement, nor the fulfillment of or compliance with the terms and conditions hereof, nor the consummation of the transactions contemplated hereby, conflicts with or results in a breach of the terms, conditions or provisions of any restriction or any agreement or instrument to which the Purchaser is now a party or by which the Purchaser is bound.

(iv) The Purchaser is a Qualified Institutional Buyer.

(v) The Purchaser is not purchasing the Assigned Rights for more than one account, is purchasing the Assigned Rights for investment purposes and is not purchasing the Assigned Rights with a present view to distributing the Assigned Rights; provided, however, that the Purchaser shall have the right at any time to transfer the Assigned Rights or any interest therein or portion thereof in accordance with the provisions of Section 5 hereof, as it may determine to be in its best interests.

(vi) The Purchaser has sufficient knowledge and experience in financial and business matters, including regularly extending credit by purchasing loans in the form of state and local government obligations similar to the Assigned Rights, to be capable of evaluating the merits and risks of an investment in the Assigned Rights, and the Purchaser is able to bear the economic risks of such an investment.

(vii) The Purchaser understands and acknowledges that an official statement, prospectus, offering circular, or other offering statement has not been prepared or provided with respect to the Assigned Rights.

(viii) The Purchaser has conducted its own independent examination of, and has had an opportunity to ask questions and receive answers concerning, the City, the Corporation, the Lease Agreement, the Sublease Agreement, this Assignment Agreement and the Assigned Rights, and the transactions and documents related to or contemplated by the foregoing.

(ix) The Purchaser has been furnished with all documents and information regarding the City, the Corporation, the Lease Agreement, the Sublease Agreement, this Assignment Agreement and the Assigned Rights, and the transactions and documents related to or contemplated by the foregoing, that it has requested.

(x) The Purchaser understands and agrees that the offering and sale of the Assigned Rights were exempt from Rule 15c2-12(b)(5) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, pursuant to Section (d) of said Rule.

(xi) The Purchaser understands and acknowledges that the interest components of the Base Rental Payments are not excluded from gross income for purposes of federal income taxation under the Internal Revenue Code of 1986.

(d) Each of the City and the Corporation acknowledges and agrees that the Purchaser is acting and has acted solely as lender for its own loan account and not as a fiduciary for the City or the Corporation and is not acting as a broker, dealer, municipal advisor or municipal securities underwriter in connection with the execution or delivery of the Lease Agreement, the Sublease Agreement or this Assignment Agreement or any documents relating thereto.

Section 3. Purchase and Sale of Assigned Rights. (a) The Purchaser agrees to purchase the Assigned Rights for the Purchase Price and the Corporation agrees to sell the Assigned Rights to the Purchaser for the Purchase Price. The Purchase Price shall be payable on the Delivery Date.

(b) The Corporation shall apply the Purchase Price, on the Delivery Date, to the payment of the rental payable by the Corporation to the City pursuant to Section 4 of the Lease Agreement.

(c) The City shall apply the rental paid by the Corporation to the City pursuant to Section 4 of the Lease Agreement as follows:

(i) \$37,302,663.24 of said rental payment shall be applied to the payment in full of the loans made to the City by the Los Angeles Department of Water and Power for the purpose of financing a portion of the Project;

(ii) \$2,357,815.54 of said rental payment shall be applied to the payment in full of the loan made to the City by the California Energy Commission for the purpose of financing a portion of the Project; and

(iii) \$135,000.00 of said rental payment shall be applied to the payment of costs incurred in connection with the execution and delivery of the Lease Agreement, the Sublease Agreement, this Assignment Agreement and related documents and agreements, including financial advisor fees and expenses, placement agent fees and expenses, counsel fees and expenses and similar costs, fees and expenses.

(d) The parties agree that, if the Purchaser pays directly to the Persons specified in a written request of the City, the amounts specified therein, for the purposes and not exceeding the amounts set forth in subsection (c) of this Section, such payments shall constitute payment of the Purchase Price by the Purchaser and payment of the rental payable by the Corporation to the City pursuant to Section 4 of the Lease Agreement.

Section 4. Assignment and Acceptance. (a) The Corporation hereby acknowledges that the Purchase Price has been paid by the Purchaser.

(b) The Corporation, for good and valuable consideration, the receipt of which is hereby acknowledged, does hereby sell, assign and transfer to the Purchaser, irrevocably and absolutely, without recourse, all of its right, title and interest in and to the Lease Agreement and

the Sublease Agreement, including, without limitation, the right to receive the Base Rental Payments to be paid by the City under and pursuant to the Sublease Agreement; provided, however, that the Corporation shall retain the rights under the Sublease Agreement to indemnification and payment for any costs and expenses. This assignment is irrevocable and absolute and is immediately effective.

(c) The Purchaser hereby accepts the foregoing assignment.

Section 5. Subsequent Assignments. (a) The Assigned Rights may be assigned by an Assignee, in whole or in part, to one or more Subsequent Assignees, without the consent of the City or the Corporation, but only if:

(i) such assignment is made only to Subsequent Assignees, each of whom or, if fractional interests in such Assigned Rights are being created, each of the owners or beneficial owners of such fractional interests, such Assignee reasonably believes is a Qualified Institutional Buyer that is not purchasing such Assigned Rights (or such fractional interests therein) for more than one account, is purchasing such Assigned Rights (or such fractional interests therein) for investment purposes and is not purchasing such Assigned Rights (or such fractional interests therein) with a view to distributing the same;

(ii) upon the assignment of such Assigned Rights there shall be no more than 35 owners or beneficial owners of the Assigned Rights or fractional interests therein;

(iii) the principal components of Base Rental Payments, the right to receive which constitutes part of the Assigned Rights so assigned to such Subsequent Assignee, and each fractional interest therein created in connection therewith, if any, shall not be in an aggregate amount that is less than \$100,000;

(iv) in case such assignment is an assignment of Assigned Rights in part, a single Lease Servicer shall have been appointed to act on behalf of all Assignees, and the City shall be required to make Base Rental Payments and send notices to, and otherwise deal with respect to matters arising under the Sublease Agreement with, only such Lease Servicer;

(v) the City shall have received a written notice setting forth the name, payment instructions and address of such Subsequent Assignee or, if the Assigned Rights are being assigned in part, the name, payment instructions and address of the Lease Servicer; and

(vi) any trust agreement, participation agreement or custodial agreement under which fractional interests in such Assigned Rights are created provides the method by which the owners of such fractional interests shall establish the rights and duties of a single Lease Servicer to act on their behalf with respect to such Assigned Rights, including with respect to the exercise of rights and remedies on behalf of such owners upon the occurrence of an Event of Default under the Sublease Agreement.

If to the City: Office of the City Administrative Officer
City of Los Angeles
City Hall East
200 North Main Street, Room 1500
Los Angeles, California 90012
Attention: MICLA Coordinator

If to the Purchaser: Banc of America Leasing & Capital, LLC
Global Corporate and Commercial Banking Client Services
11333 McCormick Road
Hunt Valley II
M/C MD5-032-07-05
Hunt Valley, MD 21031
Attention: Augustine Reichenbach, Senior Operations
Consultant

Each such notice, statement, demand, consent, approval, authorization, offer, designation, request or other communication hereunder shall be deemed delivered to the party to whom it is addressed (a) if given by courier or delivery service or if personally served or delivered, upon delivery, (b) if given by telecopier, upon the sender's receipt of an appropriate answerback or other written acknowledgment, (c) if given by registered or certified mail, return receipt requested, deposited with the United States mail postage prepaid, 72 hours after such notice is deposited with the United States mail, or (d) if given by any other means, upon delivery at the address specified in this Section.

Section 9. Further Assurances. The Corporation shall make, execute and deliver any and all such further resolutions, instruments and assurances as may be reasonably necessary or proper to carry out the intention or to facilitate the performance of this Assignment Agreement, and for the better assuring and confirming to the Purchaser the right, title and interest intended to be sold, assigned and transferred pursuant hereto.

Section 10. Captions. The captions or headings in this Assignment Agreement are for convenience only and in no way define or limit the scope or intent of any provision of this Assignment Agreement.

Section 11. Governing Law. This Assignment Agreement shall be governed by and construed in accordance with the laws of the State of California.

Section 12. Execution in Counterparts. This Assignment Agreement may be simultaneously executed in several counterparts, each of which shall be deemed to be an original and all of which shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment Agreement to be executed by their respective officers thereunto duly authorized, all as of the day and year first written above.

MUNICIPAL IMPROVEMENT CORPORATION OF LOS ANGELES

By: Natalie R. Brill
Natalie R. Brill,
Assistant Secretary and Treasurer

CITY OF LOS ANGELES

By: Benjamin Ceja
Benjamin Ceja,
Assistant City Administrative Officer



ATTEST:

By: Holly L. Wolcott
Holly L. Wolcott,
Interim City Clerk

APPROVED AS TO FORM:

MICHAEL N. FEUER, CITY ATTORNEY

By: Michael N. Feuer
Assistant City Attorney

BANC OF AMERICA LEASING & CAPITAL, LLC

By: _____
Authorized Officer

IN WITNESS WHEREOF, the parties hereto have caused this Assignment Agreement to be executed by their respective officers thereunto duly authorized, all as of the day and year first written above.

**MUNICIPAL IMPROVEMENT
CORPORATION OF LOS ANGELES**

By: _____
Natalie R. Brill,
Assistant Secretary and Treasurer

CITY OF LOS ANGELES

By: _____
Benjamin Ceja,
Assistant City Administrative Officer

ATTEST:

By: _____
Holly L. Wolcott,
Interim City Clerk

APPROVED AS TO FORM:

MICHAEL N. FEUER, CITY ATTORNEY

By: _____
Assistant City Attorney

**BANC OF AMERICA LEASING &
CAPITAL, LLC**

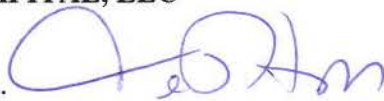
By:  _____
Authorized Officer

EXHIBIT A

DESCRIPTION OF THE PROPERTY

The following streetlight poles, and the lamps installed therein and the other related items therein or attached thereto, identified by the Streetlight ID numbers assigned thereto by the Bureau of Street Lighting of the City:

210509	211755	211073	211123	215056	210427	211270	210608
210510	211023	211074	211136	215057	210432	211274	210609
210508	211024	211075	211137	215073	210434	210473	210610
215062	211025	211076	211139	215074	210435	210429	210611
215063	211026	211077	211138	215091	210436	210443	210612
215068	211027	211078	211140	215102	210437	210445	210613
215069	211030	211079	211141	215104	210438	210449	210614
215070	211031	211080	211101	210481	210439	210450	210615
215071	211032	211081	211102	210498	210440	210456	210553
215072	211034	211082	211103	211697	210441	210465	210554
215076	211037	211083	211104	211731	210442	210471	210555
215077	211036	211084	211105	211683	210447	210467	210556
215079	211038	211085	211109	211684	210448	211688	210557
215082	211039	211086	211110	211741	210452	211689	210565
215083	211040	211144	211111	211009	210453	211690	210566
215085	211041	211150	211112	211345	210454	210970	210567
215086	211042	211151	211113	211738	210455	210977	210568
215087	211043	211168	211114	213423	210457	210978	210397
215088	211044	211169	211115	211342	210458	211241	210559
215089	211045	211170	211116	211343	210459	211293	210542
215090	211046	211171	211117	215270	210460	211294	210560
215093	211047	211349	211118	215271	210461	211296	210561
215095	211048	211096	211124	211710	210462	211243	210562
215065	211049	211128	211125	211711	210463	211292	210563
215096	211050	211147	211126	211339	210469	211295	210564
215097	211051	211143	211127	211340	210468	211796	210582
215098	211052	215078	211129	211341	213434	210543	210583
215099	211053	211097	211130	211265	211727	210544	210584
215100	211054	211098	211131	211266	211729	210545	210585
215101	211055	211095	211133	211728	211730	210546	210586
215103	211056	211167	211106	211726	211732	210547	210581
211013	211057	211159	211107	210475	211733	210548	210593
211028	211058	211119	211135	210474	211734	210549	210592
211029	211059	210516	211134	210476	211736	210550	210591
211035	211060	210517	215084	210477	211737	210551	210590
211172	211061	210518	215055	210400	211719	210552	210589
211173	211062	211093	215058	210401	211724	210569	210588
211174	211063	211088	215059	210402	211725	210570	210587
210506	211064	211087	215060	210403	211720	210571	210594
210511	211065	211089	215061	210409	211721	210575	210595
210512	211066	211090	215080	210412	211722	210576	210596
210513	211067	211094	215081	210413	211723	210577	210599
210514	211068	211099	211033	210414	213425	210578	210597
210515	211069	211100	211132	210415	213427	210579	210598
215064	211070	211120	211238	210416	213426	210580	210600
215094	211071	211121	211791	210425	211268	210606	210601
211754	211072	211122	215075	210426	211269	210607	210602

210603	210712	210824	210805	211252	212668	211758	211198
210604	210713	210825	210806	211251	212671	211757	211199
210605	210714	210826	210807	211256	212672	211756	211200
210399	210715	210827	210808	211258	212673	211761	211202
210299	210762	210839	210809	211257	212674	211762	211203
211702	210763	210842	210810	211259	212675	211763	211204
211703	210764	210843	210811	211260	212676	211764	211205
211704	210765	210844	210812	211244	212677	211765	211206
211705	210766	210845	210813	211261	212679	211766	211207
211706	210767	210846	210814	211262	212680	211767	211208
211707	210768	210847	210815	211263	212681	211768	211209
211708	210769	210848	210816	211264	212682	211769	211210
211709	210770	210849	210818	211716	212683	211770	211211
210572	210771	210850	210819	211786	212685	211785	211212
210573	210772	210851	210820	211787	212684	211773	211213
210574	210773	210852	210821	211788	212686	211777	211214
210558	210774	210853	210822	211749	212687	211776	211215
211010	210859	210854	210823	210681	212688	211778	211216
210973	210860	210855	210828	210719	212690	211779	211686
210395	210861	210856	210829	210733	212691	211780	211740
210396	210862	210857	210830	210739	212692	211781	214448
210972	210863	210858	210831	211287	212693	211782	214449
210530	210864	210301	210832	211288	212694	211784	214451
211239	210865	210840	210833	211289	212695	211011	214452
210686	210866	210841	210834	210390	212696	211012	210482
210687	210867	210685	210835	210677	212697	211272	210257
210688	210868	210778	210836	210678	212698	211273	211277
210689	210869	210779	210740	210679	212699	211715	211278
210690	210870	210780	210741	210680	212703	211771	211279
210691	210871	210781	210817	210721	212704	211772	211280
210692	210872	210782	210683	210722	211021	211774	211344
210693	210873	210783	210684	210723	211020	211775	210490
210694	210874	210784	210716	210724	211022	211783	212390
210695	210875	210786	210717	210725	211797	211177	210388
210696	210876	210787	210718	210726	211798	211176	210387
210697	210877	210788	210776	210727	211275	211175	210389
210698	210878	210789	210777	210728	211222	211178	210486
210699	210879	210885	210837	210729	210256	211179	210489
210700	210880	210886	210838	210730	211693	211180	210487
210701	210881	210887	210792	210731	211751	211181	210488
210742	210882	210888	210800	210732	214389	211182	211281
210743	210883	210889	210802	210735	214388	211183	211282
210744	210748	210890	210803	210736	214390	211184	211283
210745	210749	210891	210804	210737	214391	211185	211276
210746	210750	210892	210785	210738	211223	211186	210485
210747	210751	210893	210801	210497	211692	211187	211753
210702	210752	210894	210255	210480	211691	211188	215134
210703	210753	210790	211271	211789	214433	211189	215135
210704	210754	210791	211750	212689	210483	211190	211682
210705	210755	210793	211247	212678	210484	211191	215132
210706	210756	210794	211246	212665	211712	211192	215133
210707	210757	210795	211250	212667	211713	211193	212391
210708	210758	210796	211249	212669	211714	211194	212392
210709	210759	210797	211245	212670	211687	211195	215130
210710	210760	210798	211254	212664	211760	211196	210974
210711	210761	210799	211253	212666	211759	211197	210975

211240	212774	212761	213417	212749	214117	215253	213264
217640	212775	214137	212601	214571	213418	215255	214723
217642	212776	214143	212604	213862	213303	214431	214722
217644	212777	214144	211923	213863	212725	214432	212595
217641	212778	214146	211924	213992	215199	214229	212596
220147	212779	214147	211925	212400	215200	214230	212485
210531	212780	214148	211926	212402	215201	214228	213868
210384	212781	214149	212323	212406	215203	214227	214237
211015	213258	214150	212326	212407	215205	215242	214231
211016	213257	212642	212324	212408	215202	215243	214086
211017	213253	212712	212325	212409	215260	215244	214087
211018	213256	211969	212327	212410	215258	215245	214089
211019	213254	213962	212328	212411	215261	215246	212621
211014	216907	214436	212329	212404	215262	215247	212622
211696	216908	212782	216200	212591	215263	212710	213921
211694	216909	212783	214206	212414	215264	214119	213922
211695	214218	212918	212399	212418	215265	212717	213923
211752	214221	212919	214131	212417	215267	212719	213995
210392	214138	212920	214132	212419	213881	211994	212928
210393	214590	212921	214130	212420	213918	212748	212721
210394	214591	213240	212006	212403	213919	212923	212720
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