

EXHIBIT A

FORM OF REQUEST FOR PURCHASE

[Purchase Date]

KBC Bank N.V.
New York Branch
1177 Avenue of the Americas
New York, New York 10036
Attention: _____

Ladies and Gentlemen:

The undersigned, Wells Fargo Bank, National Association, as Trustee, refers to the Standby Bond Purchase Agreement dated as of September 1, 2008 (the "*Liquidity Agreement*") by and among the Pasadena Public Financing Authority, the City of Pasadena, California and you (the terms defined therein being used herein as therein defined) and hereby requests, pursuant to Section 2.1 of the Liquidity Agreement, that you make a Purchase under the Liquidity Agreement of Bonds for which we have not received remarketing proceeds from the Remarketing Agent, and in that connection sets forth below the following information relating to such Purchase:

(a) The Purchase Price of the Bonds to be purchased pursuant hereto is \$_____, which amount is equal to \$_____ representing the principal amount and \$_____ representing accrued and unpaid interest with respect to such Bonds;

(b) To our knowledge, the Purchase Price of the Bonds does not exceed the Available Commitment as of the date hereof; and

(c) We have not received from any party any Notice of Termination which has not been rescinded.

Your purchase of Bonds hereunder should be made by wire transfer of immediately available funds to the undersigned in accordance with the instructions set forth below:

[Insert wiring instructions]

Very truly yours,

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Trustee

By: _____
Authorized Representative

EXHIBIT B

FORM OF REQUEST FOR EXTENSION

[Date]

KBC Bank N.V.
New York Branch
1177 Avenue of the Americas
New York, New York 10036
Attention: _____

Ladies and Gentlemen:

Reference is made to the Standby Bond Purchase Agreement dated as of September 1, 2008 (the "*Liquidity Agreement*") by and among the Pasadena Public Financing Authority (the "*Authority*"), the City of Pasadena, California and you (the terms defined therein being used herein as therein defined).

The Authority hereby requests, pursuant to Section 2.15 of the Liquidity Agreement, that the Scheduled Expiration Date with respect to the Available Commitment as of the date hereof be extended to _____, _____. Pursuant to such Section 2.15, we have enclosed with this request the following information:

1. The outstanding principal evidenced by the Bonds;
2. A reasonably detailed description of any and all Defaults that have occurred and are continuing;
3. Confirmation that all representations and warranties of the Authority and the City as set forth in Article IV of the Liquidity Agreement are true and correct as though made on the date hereof and that no Default has occurred and is continuing on the date hereof except for the defaults referenced in paragraph 2 above; and
4. Any other pertinent information previously requested by the Bank.

The Bank is required to notify the Authority of its decision with respect to this request within 60 days of the date of receipt hereof. If the Bank fails to notify the Authority of its decision within such 60-day period, the Bank shall be deemed to have rejected such request.

Very truly yours,

PASADENA PUBLIC FINANCING AUTHORITY

By: _____
Name: _____
Title: _____

EXHIBIT C

FORM OF NOTICE OF NON-REINSTATEMENT

Pasadena Public Financing Authority
Pasadena City Hall
100 North Garfield Avenue
Pasadena, California 91109
Attention: Executive Director

Ladies and Gentlemen:

Reference is made to the Standby Bond Purchase Agreement dated as of September 1, 2008 (the "*Liquidity Agreement*") by and among the Pasadena Public Financing Authority, the City of Pasadena, California and the undersigned (the terms defined therein being used herein as therein defined).

We hereby notify you that an **[Event of Default] [Event of Termination]** has occurred under Section ____ of the Liquidity Agreement. As a result, unless and until you have been advised otherwise by us, the Available Commitment will not be reinstated and will be permanently reduced to \$ **[an amount equal to the principal amount of the outstanding Bonds that are not Bank Bonds and the amount available to pay accrued interest thereof]** as of the date of this notice.

IN WITNESS WHEREOF, we have executed and delivered this Notice of Non-Reinstatement as of the ____ day of _____, ____.

Very truly yours,

KBC BANK N.V., acting through its New York
Branch

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

cc: Wells Fargo Bank, National Association, as Trustee
Merrill, Lynch, Pierce, Fenner & Smith Incorporated,
as Remarketing Agent

EXHIBIT D

FORM OF NOTICE OF TERMINATION

Pasadena Public Financing Authority
Pasadena City Hall
100 North Garfield Avenue
Pasadena, California 91109
Attention: Executive Director

Ladies and Gentlemen:

Reference is made to the Standby Bond Purchase Agreement dated as of September 1, 2008 (the "Liquidity Agreement") by and among the Pasadena Public Financing Authority, the City of Pasadena, California and the undersigned (the terms defined therein being used herein as therein defined).

We hereby notify you that an [Event of Default] [Event of Termination] has occurred under Section ___ of the Liquidity Agreement. As a result, unless and until you have been advised otherwise by us:

- 1. The Available Commitment is hereby reduced to \$0.00 and no further Purchases will be made by the Bank; and
- 2. The Available Commitment will no longer be reinstated.

IN WITNESS WHEREOF, we have executed and delivered this Notice of Termination as of the ____ day of _____, _____.

KBC BANK N.V., acting through its New York Branch

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

cc: Wells Fargo Bank, National Association, as Trustee
Merrill, Lynch, Pierce, Fenner & Smith Incorporated,
as Remarketing Agent

EXHIBIT E

FORM OF NOTICE OF TERMINATION OR REDUCTION

KBC Bank N.V.
New York Branch
1177 Avenue of the Americas
New York, New York 10036
Attention: _____

Ladies and Gentlemen:

Reference is made to the Standby Bond Purchase Agreement dated as of September 1, 2008 (the "*Liquidity Agreement*") by and among the Pasadena Public Financing Authority (the "*Authority*"), the City of Pasadena, California and you (the terms defined therein being used herein as therein defined).

[(1) The Authority hereby informs you that the Available Commitment is terminated in accordance with the Liquidity Agreement because (a) the interest rate with respect to the Bonds has been converted to a Fixed Interest Rate or (b) the Authority has delivered to the Trustee or Alternate Liquidity Facility.]

OR

[(1) (a) The Authority hereby informs you that the Available Commitment is reduced from [insert amount as of the date of Bond] to [insert new amount], such reduction to be effective on _____.

(b) Upon the foregoing reductions, the amount of the Available Commitment will not be less than the sum of the principal evidenced by all outstanding Bonds plus interest evidenced thereby calculated at percent (_ %) per annum for a period of ____ days.]

IN WITNESS WHEREOF, the Authority has executed and delivered this Notice this ____ day of _____, ____.

PASADENA PUBLIC FINANCING AUTHORITY

By: _____
Name: _____
Title: _____

cc: Wells Fargo Bank, National Association

EXHIBIT F

FORM OF REQUEST FOR REINSTATEMENT

KBC Bank N.V.
New York Branch
1177 Avenue of the Americas
New York, New York 10036
Attention: _____

Ladies and Gentlemen:

Reference is made to the Standby Bond Purchase Agreement dated as of September 1, 2008 (the "*Liquidity Agreement*") by and among the Pasadena Public Financing Authority, the City of Pasadena, California and you (the terms defined therein being used herein as therein defined).

1. The undersigned is the Trustee under the Trust Agreement.
2. We are holding for the account of the Bank, or will be holding upon receipt of payment for the Bank Bonds remarketed by the Remarketing Agent on the date hereof, for delivery to the Bank in accordance with the Trust Agreement and the Liquidity Agreement the amount of \$_____.
3. The Bank is requested to reinstate the Available Commitment by an amount equal to **[the amount specified in paragraph 2 plus, to the extent such amount specified in paragraph 2 is less than the Bank Purchase Price, the amount of such deficiency paid by the Authority to the Bank, as specified in a notice from the Authority to the Trustee].**

IN WITNESS WHEREOF, the Trustee has executed and delivered this certificate as of the
____ day of _____, ____.

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Trustee

By: _____
[Title of Authorized Officer]

Reinstatement as Requested Acknowledged
this ____ day of _____, ____.

KBC BANK N.V., acting through its New York Branch

By: _____
[Title of Authorized Officer]

By: _____
[Title of Authorized Officer]

EXHIBIT G

FORM OF NOTICE OF EXTENSION

[Date]

Pasadena Public Financing Authority
Pasadena City Hall
100 North Garfield Avenue
Pasadena, California 91109
Attention: Executive Director

Ladies and Gentlemen:

Reference is made to the Standby Bond Purchase Agreement dated as of September 1, 2008 (the "*Liquidity Agreement*") by and among the Pasadena Public Financing Authority, the City of Pasadena, California and the undersigned (the terms defined therein being used herein as therein defined).

We hereby notify you that, pursuant to Section 2.15 of the Liquidity Agreement, as of _____, _____ (the "*Closing Date*"), the Scheduled Expiration Date with respect to the Available Commitment shall be extended to _____, _____. Your acknowledgment hereof shall be deemed to be your representation and warranty that all your representations and warranties contained in Article IV of the Liquidity Agreement are true and correct and will be true and correct as of the Closing Date and that no Default has occurred and is continuing.

Very truly yours,

KBC BANK N.V., acting through its New York
Branch

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

Receipt of the above Notice of Extension is hereby acknowledged as of this ____ day of _____, ____.

PASADENA PUBLIC FINANCING AUTHORITY

By: _____

Name: _____

Title: _____

cc: Wells Fargo Bank, National Association

EXHIBIT H

FORM OF NOTICE OF MANDATORY TENDER

Wells Fargo Bank, National Association
333 South Grand Avenue, Suite 740
Los Angeles, CA 90071
Attention: Corporate Trust Department

Ladies and Gentlemen:

Reference is made to the Standby Bond Purchase Agreement dated as of September 1, 2008 (the "*Liquidity Agreement*") by and among the Pasadena Public Financing Authority, the City of Pasadena, California and the undersigned (the terms defined therein being used herein as therein defined).

We hereby notify you that an **[Event of Default] [Event of Termination]** has occurred under Section 7.1 [_____ (as a result of a covenant default under Section [_____])] of the Liquidity Agreement. As a result, unless and until you have been advised otherwise by us:

1. You are requested to cause the mandatory tender of the Bonds pursuant to Section 4.02 of the Trust Agreement;
2. In accordance with Section 7.3() of the Liquidity Agreement the Available Commitment shall terminate on _____ **[a date which is not less than thirty (30) days from the date of receipt of this Notice (unless such day is not a Business Day, in which case such termination date shall be on the next preceding Business Day)]**;
3. Upon our purchase of the Bonds, the Available Commitment will be reduced to \$0.00; and
4. The Available Commitment will only be reinstated upon receipt of written notice from us.

IN WITNESS WHEREOF, we have executed and delivered this Notice of Mandatory Tender
as of the _____ day of _____, _____.

Very truly yours,

KBC BANK, N.V., acting through its New York
Branch

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____