



March 20, 2014

Ms. Molly Campbell
Deputy Executive Director Finance & Admin.
Port of Los Angeles
425 S. Palos Verdes Street
Los Angeles, CA 90732

Mr. Steven Rubin
Managing Director Finance & Admin.
Port of Long Beach
925 Harbor Plaza
Long Beach, CA 90802

Re: Notice of Estimated Shortfall Advances and Reserve Account Funding

Dear Ms. Campbell and Mr. Rubin:

Shortfall Advances

Pursuant to Section 7.3 (h)(ii) of the Use and Operating Agreement, ACTA is hereby providing notice of the estimated Shortfall Advance amount for the upcoming fiscal year. No Shortfall Advance is required for the fiscal year ending June 30, 2015.

As you know, each Port is responsible for one-half of the Shortfall Advance and is ordinarily required to include its share of the estimated amount in its annual budget and provide certification to ACTA indicating compliance.

Pursuant to Section 7.3(h)(iii) of the Use and Operating Agreement, the actual amount of the Shortfall Advance will be determined at least 45 days prior to the date such payments are due (i.e., five business days prior to October 1, 2014). Although it is not currently anticipated, in the event that actual funds are needed from each Port, ACTA will provide a written request at such time.

If there are any questions please free to contact me at 310-847-4314.

Sincerely,

James P. Preusch
Chief Financial Officer

cc: John T. Doherty, ACTA CEO
Gary Lee Moore, POLA Executive Director
Al Moro, POLB Executive Director
David Hughes, Union Pacific
Marilyn Hardy, BNSF
Kimberly Cuccaro, BNSF
bcc: Valerie Smith, O'Melveny & Myers
Ash Almurdaah, US Bank