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GOVERNMENT RELATIONS

RECORDATION NO. 24738-C FILED

March 31, 2004

APR 01 '04 2:07 PM

SURFACE TRANSPORTATION BOARD

Hon. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423

Dear Sir:

I am enclosing an original and two copies of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is a Supplement to a Sublease Agreement, a secondary document dated March 23, 2004. The names and addresses of the parties to the document are as follows:

Santa Clara Valley Transportation Authority, Sublessor, 3331 N. First Street, San Jose, CA 95134-1927.

Sacramento Regional Transit District, Sublessee, 1400 29th Street (95814), P. O. Box 2110, Sacramento, CA 95812-2110.

The primary document to which this Supplement is related bears STB Recordation Number 24738.

A description of the equipment covered by the document follows:

UTDC Light Rail Vehicle bearing Running Number 812

A fee of $30 is enclosed. Please return the original and the extra copy not needed by the Board for recordation to undersigned counsel. A short summary of the document to appear in the index follows:

Supplement to Sublease Agreement between Santa Clara Valley Transportation Authority, Sublessor, 3331 N. First Street, San Jose, CA 95134-1927; Sacramento Regional Transit District, Sublessee, 1400 29th Street (95814), P. O. Box 2110, Sacramento, CA 95812-2110 with Recordation Number 24738, dated March 23, 2004, covering UTDC Light Rail Vehicle bearing Running Number 812.

Very truly yours,

Charles A. Spitulnik
Attorney for Santa Clara Valley
Transportation Authority

Enclosures

RECORDATION NO. 24738-L FILED

APR 0 1 '04 2-07 PM

SURFACE TRANSPORTATION BOARD

RT SUBLEASE SUPPLEMENT No. 11

THIS RT SUBLEASE SUPPLEMENT No.11 dated MAR 2 3 2004, 2004, is between SANTA CLARA VALLEY TRANSPORTATION AUTHORITY (formerly known as Santa Clara County Transit District), a special district organized and existing under and by virtue of the laws of the State of California ("VTA"), and SACRAMENTO REGIONAL TRANSIT DISTRICT, a public corporation organized and existing under and by virtue of the laws of the State of California ("RT").

WHEREAS, VTA and RT have heretofore entered into the RT Sublease Agreement dated as of December 12, 2003 (the "RT Sublease"), which RT Sublease provides for the execution and delivery of RT Sublease Supplements in substantially the form hereof for the purpose of subleasing the Items of RT Equipment when delivered by VTA to RT in accordance with the terms thereof. All of the terms and provisions of the RT Sublease are hereby incorporated by reference in this RT Sublease Supplement No. 11 to the same extent as if fully set forth herein (including those terms providing that capitalized terms used therein and not otherwise defined therein shall have the meanings given such terms in Appendix A to the RT Sublease, and the rules of usage set forth therein shall apply thereto).

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the RT Sublease:

Section 1. VTA hereby delivers and subleases to RT, and RT hereby accepts and subleases from VTA, under the RT Sublease as herein supplemented, the Item(s) of RT Equipment described by running number and RT Equipment Lot in Schedule A hereto.

Section 2. RT Sublease Rent for such Item(s) of RT Equipment is set forth in Schedule VII to the RT Sublease under the column "RT Sublease Rent" and corresponding to the running number(s) for such Item(s) of RT Equipment.

Section 3. RT Stipulated Loss Values are in the amounts as set forth in Schedule V to the RT Sublease.

IN WITNESS WHEREOF, VTA and Regional Transit have each caused this RT Sublease Supplement No.11 to be duly executed by its authorized officer on the day and year first above written.

SANTA CLARA VALLEY
TRANSPORTATION AUTHORITY

By:_____
Name: Peter M. Cipolla
Title: General Manager

SACRAMENTO REGIONAL TRANSIT
DISTRICT

By:_____
Name: Cameron Beach
Title: Chief Operating Officer

State of California)
) ss:
County of Santa Clara)

On this 25 day of March, 2004 before me personally appeared Peter M Cipolla, to me personally known, who being by me duly sworn, says that he/~~she~~ is the General Manager of the Santa Clara Valley Transportation Authority ("SCVTA"), that the foregoing instrument was signed on behalf of SCVTA by authority of its Board of Directors, and he/~~she~~ acknowledged that the execution of the foregoing instrument was the free act of the said SCVTA.

Sandra Weymouth
Notary Public

My Commission Expires: 09.15.04

SANDRA A. WEYMOUTH
Commission # 1274365
Notary Public - California
Santa Clara County
My Comm. Expires Sep 15, 2004

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State of California)
) ss:
County of Sacramento)

On March 17, 2004, before me, Kathleen J. Xenakis, personally appeared CAMERON BEACH, personally known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument he executed the instrument.

WITNESS my hand and official seal.

Kathleen Xenakis
KATHLEEN J. XENAKIS

KATHLEEN J. XENAKIS
Commission # 1388479
Notary Public - California
Sacramento County
My Comm. Expires Jan 2, 2007

DOCSSF1:709326.2

SCHEDULE A TO RT SUBLEASE SUPPLEMENT No. 11

ITEMS OF RT EQUIPMENT

Running No.	RT Equipment Lot
UTDC #812	1