

LAW OFFICE

MCLEOD, WATKINSON & MILLER

MICHAEL R. MCLEOD
WAYNE R. WATKINSON
MARC E. MILLER
RICHARD T. ROSSIER
CHARLES A. SPITULNIK
RICHARD PASCO
ALEX MENENDEZ
ELIZABETH A. HAWS
AMY B. JONES

ONE MASSACHUSETTS AVENUE, N.W.
SUITE 800
WASHINGTON, DC 20001-1401
(202) 842-2345
TELECOPY (202) 408-7763

KATHRYN A. KLEIMAN*
OF COUNSEL
(*Admitted in Virginia only)

ROBERT RANDALL GREEN
LAURA L. PHELPS
GOVERNMENT RELATIONS

May 20, 2004

RECORDATION NO. 24772-B FILED

MAY 21 '04 12-43 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 April 12, 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.

Utah Transit Authority, Sublessee, 3600 South 700 West, P. O. Box 30810, Salt Lake City, UT 84130-0810.

The primary document to which this Supplement is related bears STB Recordation Number 24772.

A description of the equipment covered by the document follows:

UTDC Light Rail Vehicles bearing Running Numbers 835, 847, 817, 819, 822, 823

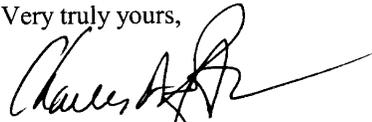
A fee of \$30 is enclosed. Please return the original and the extra copy not needed by the Board for recordation to undersigned counsel. A short summary of the document to appear in the index follows:

MCLEOD, WATKINSON & MILLER

Hon. Vernon A. Williams, Secretary
May 20, 2004
Page 2

Supplement to Sublease Agreement between Santa Clara Valley Transportation Authority, Sublessor, 3331 N. First Street, San Jose, CA 95134-1927; Utah Transit Authority, Sublessee, 3600 South 700 West, P. O. Box 30810, Salt Lake City, UT 84130-0810 with Recordation Number 24772, dated April 12, 2004, covering UTDC Light Rail Vehicles bearing Running Numbers 835, 847, 817, 819, 822, and 823.

Very truly yours,

A handwritten signature in black ink, appearing to read "Charles A. Spitu", with a long horizontal flourish extending to the right.

Charles A. Spitu
Attorney for Santa Clara Valley
Transportation Authority

RECORDATION NO. 24772-B FILED

MAY 21 '04 12:43 PM

UT SUBLEASE SUPPLEMENT No. 2

SURFACE TRANSPORTATION BOARD

THIS UT SUBLEASE SUPPLEMENT No. 2 dated April 12, 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 UTAH TRANSIT AUTHORITY, a public transit district organized and existing under and by virtue of the laws of the State of Utah ("Utah Transit").

WHEREAS, VTA and Utah Transit have heretofore entered into the UT Sublease Agreement dated as of January 9, 2004 (the "UT Sublease"), which UT Sublease provides for the execution and delivery of UT Sublease Supplements in substantially the form hereof for the purpose of subleasing the Items of UT Equipment when delivered by VTA to Utah Transit in accordance with the terms thereof. All of the terms and provisions of the UT Sublease are hereby incorporated by reference in this UT Sublease Supplement No. 2 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 UT 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 UT Sublease:

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

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

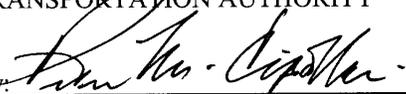
Section 3. UT Stipulated Loss Values are in the amounts as set forth in Schedule V to the UT Sublease.

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK]

IN WITNESS WHEREOF, VTA and Utah Transit have each caused this UT Sublease Supplement No. 2 to be duly executed by its authorized officer on the day and year first above written.

VTA:

SANTA CLARA VALLEY
TRANSPORTATION AUTHORITY

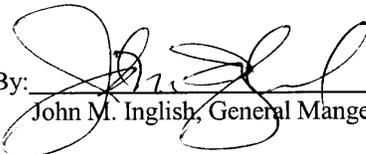
By:  _____

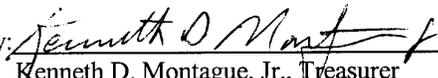
Name:

Title:

UTAH TRANSIT:

UTAH TRANSIT AUTHORITY

By:  _____
John M. English, General Manger

By:  _____
Kenneth D. Montague, Jr., Treasurer

APPROVED AS TO FORM:

By:  _____
Legal Counsel

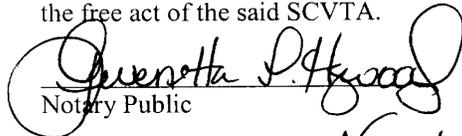
SCHEDULE A TO UT SUBLEASE SUPPLEMENT No. 2

ITEMS OF UT EQUIPMENT

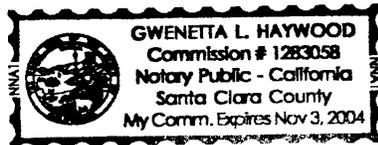
<u>Running No.</u>	<u>UT Equipment Lot</u>
835	UT Equipment Lot No. 1
847	UT Equipment Lot No. 2
817	UT Equipment Lot No. 2
819	UT Equipment Lot No. 2
822	UT Equipment Lot No. 2
823	UT Equipment Lot No. 2

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

On this 15th day of April, 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.

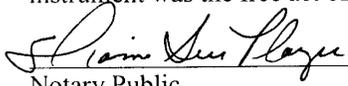

Notary Public

My Commission Expires: November 3, 2004



State of Utah)
) ss:
County of Salt Lake)

On this 12th day of April, 2004, before me personally appeared John M. English, to me personally known, who being by me duly sworn, says that he is the General Manager of the Utah Transit Authority ("UTA"), that the foregoing instrument was signed on behalf of UTA by authority of its Board of Trustees, and he acknowledged that the execution of the foregoing instrument was the free act of the said UTA.



Notary Public

My Commission Expires: 11-22-2006



State of Utah)
) ss:
County of Salt Lake)

On this 12th day of April, 2004, before me personally appeared Kenneth D. Montague, Jr., to me personally known, who being by me duly sworn, says that he is the Treasurer of the Utah Transit Authority ("UTA"), that the foregoing instrument was signed on behalf of UTA by authority of its Board of Trustees, and he acknowledged that the execution of the foregoing instrument was the free act of the said UTA.


Notary Public

My Commission Expires: 11-22-2006



SCHEDULE A TO UT SUBLEASE SUPPLEMENT No. 2

ITEMS OF UT EQUIPMENT

<u>Running No.</u>	<u>UT Equipment Lot</u>
835	UT Equipment Lot No. 1
847	UT Equipment Lot No. 2
817	UT Equipment Lot No. 2
819	UT Equipment Lot No. 2
822	UT Equipment Lot No. 2
823	UT Equipment Lot No. 2