

When Recorded Return To:
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 Utah Transit Authority
 3600 South 700 West
 Salt Lake City, Utah 84130

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 Book - 9783 Pg - 4919-4920
GARY W. OTT
 RECORDER, SALT LAKE COUNTY, UTAH
 UTAH TRANSIT AUTHORITY
 C/O PROPERTY MANAGER
 3600 S 700 W
 SALT LAKE CITY UT 84130-0810
 BY: ZJM, DEPUTY - WI 2 P.

**NOTICE OF AMENDMENT TO SUBSTITUTION EXHIBIT 1,
 TO AGREEMENT AND COVENANT NOT TO SUE BETWEEN AND AMONG THE
 UNITED STATES ON BEHALF OF THE ENVIRONMENTAL PROTECTION
 AGENCY AND THE UTAH TRANSIT AUTHORITY
 EPA Docket No. CERCLA-08-2002-04**

On March 31, 2009, the United States on behalf of the Environmental Protection Agency ("EPA"), and the Utah Transit Authority ("UTA") agreed to amend the Substitution Exhibit 1, to the Agreement and Covenant Not to Sue, EPA Docket No. CERCLA-08-2002-04 filed in Region VII, May 10, 2002 (the "Agreement"). This Amendment removes from the protection of the Agreement a portion of the UTA right-of-way, known as the Dalton Spur which was the subject of the Amendment to the Agreement filed with the EPA Region VIII on May 23, 2007. This Amendment removes from the Property as that term is defined in the Agreement and described in Substitution Exhibit 1 (as amended), that portion of the UTA right-of-way as more specifically described and identified in the attached Exhibits A and B.

The "Dalton Spur," a railroad spur leading from the Union Pacific Bingham Industrial Lead Right-of-Way, was conveyed to the Utah Transit Authority by Quit Claim Deed recorded September 20, 2002, as Entry 8360002, Book 8657, Pages 3988-4013. This portion was appended to the Property by Amendment to Page 2 of 22, Salt Lake County, Utah, filed with the EPA on May 23, 2007 and recorded in Salt Lake County Recorder's office on November 14, 2008 as Entry No. 10561789, Book 9658, Pages 8016-8019. The UTA no longer desires to

include a portion of the Dalton Spur within its commuter rail system and has conveyed this portion to Daybreak Commercial Park, LLC.

This Amendment, amends Page 2 of 22, Salt Lake County, Utah of the Agreement, to delete from the definition of the Property the portion of the UTA right-of-way described on page 2a.1 of 22 in Exhibit A, attached hereto. Page 2a.2 of Exhibit A contains a description of that portion of the Dalton Spur being retained by UTA and covered by the Agreement. Attached hereto as Exhibit B Page 26 of 22 contains a depiction of the Property deleted from the description of Property covered by the Agreement (shown as the blue lined portion of the Dalton Spur) and the portion of Property being retained by UTA and subject to the provisions of the Agreement (shown in green).

UTAH TRANSIT AUTHORITY

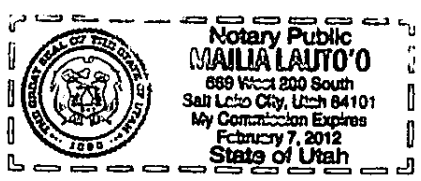
David R. Serdar
By: David R. Serdar
Counsel for Utah Transit Authority

Date: 4/16/09

Approved As To Form
[Signature]
UTA Legal Counsel

STATE OF UTAH)
: ss.
COUNTY OF SALT LAKE)

Subscribe and sworn to before me on this 16 day of April, in the year 20 09, by David R. Serdar.



[Signature]
Notary Public
My Commission expires: February 7, 2012