



ALAMEDA CORRIDOR TRANSPORTATION AUTHORITY

Notice Regarding Ratings Actions

The Alameda Corridor Transportation Authority (the “Authority”) hereby gives notice of the following events in compliance with its obligations under Section 5(a) of (i) that certain Continuing Disclosure Certificate dated January 1, 1999 executed in connection with the issuance of (a) \$494,893,616.80 aggregate original principal amount of Tax-Exempt Senior Lien Revenue Bonds, Series 1999A (the “1999A Bonds”), (b) \$497,453,395.70 aggregate original principal amount of Taxable Senior Lien Revenue Bonds, Series 1999C (the “1999C Bonds” and, together with the 1999A Bonds, the “Senior Bonds”) and (c) \$145,635,000.00 aggregate original principal amount of Taxable Subordinate Lien Revenue Bonds, Series 1999D (the “1999D Bonds”) and (ii) that certain Continuing Disclosure Certificate dated February 1, 2004 executed in connection with the issuance of (y) \$475,292,386.40 aggregate original principal amount of Tax-Exempt Subordinate Lien Revenue Refunding Bonds, Series 2004A (the “2004A Bonds”) and (z) \$210,731,702.85 aggregate original principal amount of Taxable Subordinate Lien Revenue Refunding Bonds, Series 2004B (the “2004B Bonds” and, together with the 2004A Bonds, the “2004 Bonds”). The 1999D Bonds and the 2004 Bonds are referred to collectively herein as the “Subordinate Bonds.”

Standard & Poor’s Ratings Action

On December 30, 2011, Standard & Poor’s Ratings Services (“S&P”) lowered the Authority’s senior lien bond rating from “A” to “A-.” As a result of such action and as of the date hereof, the Senior Bonds have been assigned underlying/unenhanced ratings of “A-” by S&P. The Senior Bonds are insured by National Public Finance Guaranty Corp., as successor-in-interest to MBIA Insurance Corporation (“National/MBIA”). As of the date hereof, except as described below, S&P has also assigned insured ratings of “A-” to those certain Senior Bonds insured by National/MBIA. As of the date hereof, S&P (i) indicates that Berkshire Hathaway Assurance Corporation has reinsured the 1999C Bond maturing October 1, 2029, CUSIP* No. 010869FM2 (the “Berkshire Insured Bond”) and (ii) has assigned an insured rating of “AA+” to the Berkshire Insured Bond based on the financial strength of Berkshire Hathaway Assurance Corporation.

The outstanding Senior Bonds are bonds of the Authority and are as follows:

<u>Issue</u>	<u>Maturities (October 1)</u>	<u>Base CUSIP* No. (010869)</u>
1999A Bonds	All	AF2, BL8, AG0, BM6, AH8, BN4, AJ4, BP9, AK1, BQ7, AL9, BR5, AM7, BS3, BT1, AN5, BD6, AP0, AQ8, AR6, AS4, AT2, AU9, AV7, AW5, AX3, AY1
1999C Bonds	All	BZ7, CA1, CB9, CC7, CD5, FM2, CE3, CF0, CG8, CH6, CJ2, CK9, CL7, CM5

* CUSIP is a registered trademark of the American Bankers Association. CUSIP data herein is provided by CUSIP Global Services, managed by Standard and Poor’s Financial Services LLC on behalf of the American Bankers Association, which is not affiliated with the Authority and are included solely for the convenience of the registered owners of the applicable bonds. The Authority is responsible for the selection or use of these CUSIP numbers, and no representation is made as to their correctness on the applicable bonds or as included herein. The CUSIP number for a specific maturity is subject to being changed after the issuance of the bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part or as a result of the procurement of secondary market portfolio insurance or other similar enhancement by investors that is applicable to all or a portion of certain maturities of the bonds.

On December 30, 2011, S&P also lowered the Authority's subordinate lien bond rating from "A-" to "BBB+." As a result of such action, as of the date hereof, the Subordinate Bonds have been assigned underlying/unenhanced ratings of "BBB+" by S&P. The 1999D Bonds are insured by National/MBIA and the 2004 Bonds are insured by Ambac Assurance Corporation ("Ambac"). As of the date hereof, S&P has also assigned insured ratings of (i) "BBB+" to those certain 1999D Bonds insured by National/MBIA and (ii) "BBB+" to those certain 2004 Bonds insured by Ambac.

The outstanding Subordinate Bonds are bonds of the Authority and are as follows:

<u>Issue</u>	<u>Maturities (October 1)</u>	<u>Base CUSIP* No. (010869)</u>
1999D Bonds	All	CX1, CY9, CZ6
2004A Bonds	All	DK8, DL6, DM4, DN2, DP7, DQ5, DR3, DS1, DT9, DU6, DV4, EL5, EM3, EN1, EP6, EQ4
2004B Bonds	All	EC5, ED3, EE1, EF8, EG6, EH4, EJ0, EK7

In addition, S&P revised its outlook with respect to the Senior Bonds and the Subordinate Bonds from "negative" to "stable".

Fitch Ratings Actions

On December 12, 2011, Fitch Ratings ("Fitch") affirmed the Authority's senior lien bond rating of "A." As a result of such action, as of the date hereof, the Senior Bonds have been assigned underlying/unenhanced ratings of "A" by Fitch. On December 12, 2011, Fitch also affirmed the Authority's subordinate lien bond rating of "BBB+." As a result of such action, as of the date hereof, the Subordinate Bonds have been assigned underlying/unenhanced ratings of "BBB+" by Fitch.

In addition, Fitch revised its outlook with respect to the Senior Bonds and the Subordinate Bonds from "negative" to "stable".

Disclaimer

The ratings actions described above express only the views of the respective rating agencies. An explanation of the significance of such ratings and outlooks may be obtained from the rating agencies; provided, however, that no information provided by the rating agencies is incorporated herein. The actions of rating agencies are not a recommendation to buy, sell or hold any bonds. There is no assurance that any ratings or outlooks on any bonds will remain in effect for any given period of time or that they will not be revised, either downward or upward, or withdrawn entirely, by a rating agency if, in its judgment, circumstances so warrant. The Authority undertakes no responsibility to oppose any revision or withdrawal of such ratings or outlooks. Any such downward revision or withdrawal of such ratings or outlooks may have an adverse effect on the market price of the bonds. The filing of this notice does not constitute or imply any representation that no other information exists which may have a bearing on the Authority's financial condition, the security for the bonds or an investor's decision to buy, sell or hold the bonds. The information set forth herein has been furnished by the Authority and is believed to be accurate and reliable but is not guaranteed as to accuracy or completeness.

Dated: January 3, 2012