



SUPPLEMENT TO ANNUAL REPORT  
for the Fiscal Year Ended June 30, 2009

Relating to:

ALAMEDA CORRIDOR TRANSPORTATION AUTHORITY

\$494,893,616.80 Tax-Exempt Senior Lien Revenue Bonds, Series 1999A

\$497,453,395.70 Taxable Senior Lien Revenue Bonds, Series 1999C

\$145,635,000.00 Taxable Subordinate Lien Revenue Bonds, Series 1999D

and

\$475,292,386.40 Tax-Exempt Subordinate Lien Revenue Refunding Bonds, Series 2004A

\$210,731,702.85 Taxable Subordinate Lien Revenue Refunding Bonds, Series 2004B

Dated as of  
April 6, 2010

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## INTRODUCTION

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This Supplement to Annual Report (this “Supplement”) is being furnished by the Alameda Corridor Transportation Authority (the “Authority”) to supplement the Authority’s Annual Report for the Fiscal Year Ended June 30, 2009 that was filed on March 30, 2010 (the “2009 Report”). The Supplement provides a table that the Authority has now received and which is part of the updated financial and operating information of the Authority of the type included in the final official statements for the:

- \$494,893,616.80 aggregate principal amount of Tax-Exempt Senior Lien Revenue Bonds, Series 1999A (the “1999A Bonds”);
- \$497,453,395.70 aggregate principal amount of Taxable Senior Lien Revenue Bonds, Series 1999C (the “1999C Bonds”);
- \$145,635,000.00 aggregate principal amount of Taxable Subordinate Lien Revenue Bonds, Series 1999D (the “1999D Bonds”, and together with the 1999C Bonds, the “1999CD Bonds”);
- \$475,292,386.40 aggregate principal amount of Tax-Exempt Subordinate Lien Revenue Refunding Bonds, Series 2004A (the “2004A Bonds”); and
- \$210,731,702.85 aggregate principal amount of Taxable Subordinate Lien Revenue Refunding Bonds, Series 2004B (the “2004B Bonds,” and together with the 2004A Bonds, the “2004 Bonds”).

The 1999A Bonds, the 1999CD Bonds and the 2004 Bonds are referred to herein as the “Bonds.”

This Supplement is provided pursuant to covenants made by the Authority, the City of Long Beach, acting by and through its Board of Harbor Commissioners (“POLB”), and the City of Los Angeles, acting by and through its Board of Harbor Commissioners (“POLA”, and together with POLB, the “Ports”), in connection with the issuance of: (i) the 1999A Bonds and the 1999CD Bonds pursuant to that certain Continuing Disclosure Certificate of the Authority, POLA and POLB dated January 1, 1999; and (ii) the 2004 Bonds pursuant to that certain Continuing Disclosure Certificate of the Authority, POLA and POLB dated February 1, 2004 (collectively, the “Continuing Disclosure Certificates”).

### Official Statements and Prior Reports

For further information and a more complete description of the Authority, POLA, POLB and the Bonds, reference is made to the Official Statement for the 1999A Bonds (the “1999A Official Statement”), the Official Statement for the 1999CD Bonds (the “1999CD Official Statement, and together with the 1999A Official Statement, the “1999 Official Statements”) and the Official Statement for the 2004 Bonds (the “2004 Official Statement,” and together with the 1999 Official Statements, the “Official Statements”) and the Authority’s previous Annual Continuing Disclosure Reports for the fiscal years ended June 30, 1999 through June 30, 2009 (the “Prior Reports”), respectively, all of which speak only as of their respective dates. Capitalized terms used but not defined herein have the meanings given to them in the Official Statements and the Continuing Disclosure Certificates.

### Disclaimers

To the extent the Authority provides information herein that the Authority is not obligated to present or update, the Authority is not obligated to present or update such information in future annual reports. Except as set forth herein, the Authority has not updated any information contained in the Prior Reports.

Investors are advised to refer to the Official Statements for information concerning the initial issuance of and security for the Bonds. THE BONDS ARE SPECIAL, LIMITED OBLIGATIONS OF THE AUTHORITY AND ARE PAYABLE SOLELY FROM AND ARE SECURED BY A LIEN ON THE TRUST ESTATE. THE BONDS ARE NOT OBLIGATIONS OF THE STATE OF CALIFORNIA OR ANY POLITICAL SUBDIVISION OF THE STATE OF CALIFORNIA AND ARE NOT OBLIGATIONS OF

THE CITY OF LONG BEACH OR THE CITY OF LOS ANGELES (TOGETHER, THE “CITIES”), THE PORTS OR THE RAILROADS. THE PROJECT IS NOT SECURITY FOR THE BONDS, AND THE BONDS ARE NOT SECURED BY A LIEN ON ANY PROPERTIES OR IMPROVEMENTS OF THE AUTHORITY, THE CITIES THE PORTS OR THE RAILROADS OR BY A PLEDGE OF ANY REVENUES OF THE CITIES, THE PORTS OR THE RAILROADS.

By providing the information herein, the Authority does not imply or represent (a) that all information provided herein is material to investors’ decisions regarding investment in the Bonds, (b) the completeness or accuracy of any financial, operational or other information not included herein or in the Official Statements, (c) that no changes, circumstances or events have occurred since June 30, 2009 (other than as contained herein), or (d) 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 and incorporated hereby has been furnished by the Authority and is believed to be accurate and reliable but is not guaranteed as to accuracy or completeness. Statements contained in or incorporated by this Supplement which involve estimates, forecasts or other matters of opinion, whether or not expressly so described herein, are intended solely as such and are not to be construed as representations of fact. Further, expressions of opinion contained herein or incorporated hereby are subject to change without notice and the delivery of this Supplement will not, under any circumstances, create any implication that there has been no change in the affairs of the Authority.

No statement contained herein should be construed as a prediction or representation about future financial performance of the Authority. Historical results presented herein may not be indicative of future operating results.

**FURTHER INFORMATION**

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For further information regarding this Supplement, please address your questions to:

Mr. James P. Preusch  
Chief Financial Officer  
Alameda Corridor Transportation Authority  
One Civic Plaza  
Suite 350  
Carson, California 90745  
(310) 233-7480

## PORT OF LONG BEACH FINANCIAL AND OPERATING INFORMATION

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The information in the following table has been provided to the Authority by POLB since the filing of the 2009 Report.

**THE HARBOR DEPARTMENT OF THE CITY OF LONG BEACH**  
**REVENUE TONNAGE BY TRADE ROUTE**  
**FISCAL YEAR ENDED SEPTEMBER 30, 2009<sup>(1)</sup>**  
**(thousands of metric revenue tons)**

	<u>Inbound</u>	<u>Outbound</u>	<u>Total</u>	<u>Percentage of Total Volume</u>
Far East (Asia)	58,000	26,373	84,373	65.7%
Domestic	20,146	6,415	26,562	20.7
Western South America/Mexico/Central America	4,484	909	5,393	4.2
India/Persian/Red Sea	2,929	813	3,742	2.9
Australia/New Zealand/Oceania	1,004	2,064	3,068	2.4
Eastern South America	839	436	1,274	1.0
Western Europe	964	268	1,231	1.0
Canada	1,119	11	1,130	0.9
Greece/Mediterranean	850	133	983	0.8
Africa	366	138	504	0.4
Caribbean	146	9	155	0.1
<b>TOTAL</b>	<b>90,846</b>	<b>37,569</b>	<b>128,415</b>	<b>100.0%</b>

<sup>(1)</sup> Totals may sum due to rounding.

Source: Harbor Department of the City of Long Beach

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**CERTIFICATION**

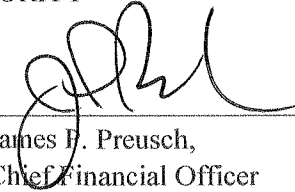
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The undersigned hereby states and certifies that:

1. I am the duly appointed, qualified, and acting Chief Financial Officer of the Authority, familiar with the facts herein certified, and I am authorized to certify the same on behalf of the Authority.
2. The execution and delivery of this Supplement to the Municipal Securities Rulemaking Board have been duly authorized by the Authority.
3. This certification is being provided in connection with this Supplement being delivered by the Authority pursuant to the Continuing Disclosure Certificates.
4. To the best of my knowledge, the statements and information contained in this Supplement are true, correct, and complete in all material respects and, as of the date hereof, this Supplement does not contain any untrue statement of a material fact or omit to state any material fact required to be stated therein or necessary in order to make the statements therein, in light of the circumstances under which they were made, not misleading.

ALAMEDA CORRIDOR TRANSPORTATION  
AUTHORITY

By: \_\_\_\_\_

  
James F. Preusch,  
Chief Financial Officer