

**ACCEPTANCE CERTIFICATE**

Banc of America Public Capital Corp  
555 California Street, 4th Floor  
San Francisco, California 94104

Re: Schedule of Property No. 10, dated \_\_\_\_\_, by and between Banc of America Public Capital Corp (the "Lessor") and the City of Sacramento, California (the "Lessee"), incorporating the terms of that certain Master Equipment Lease/Purchase Agreement, dated as of March 16, 2004, by and between Banc of America Leasing & Capital, LLC and Lessee

Ladies and Gentlemen:

In accordance with the above-referenced Master Equipment Lease/Purchase Agreement (the "Agreement"), the undersigned Lessee hereby certifies and represents to, and agrees with, Lessor as follows:

1. All of the Equipment (as such term is defined in the Agreement) listed in the above-referenced Schedule of Property (the "Schedule") has been delivered, installed, and accepted on the date hereof.
2. Lessee has conducted such inspection and/or testing of the Equipment listed in the Schedule as it deems necessary and appropriate and hereby acknowledges that it accepts the Equipment for all purposes.
3. Lessee is currently maintaining the insurance coverage required by Section 7.02 of the Agreement.
4. No event or condition that constitutes, or with notice or lapse of time, or both, would constitute, an Event of Default (as defined in the Agreement) exists at the date hereof.

Date: \_\_\_\_\_

LESSEE:  
City of Sacramento, California

By: \_\_\_\_\_  
Name: Thomas P. Friery  
Title: City Treasurer

(Seal)