

MAR 11 '99

5-00PM

O'MELVENY & MYERS LLP

LOS ANGELES  
CENTURY CITY  
NEWPORT BEACH  
SAN FRANCISCO  
WASHINGTON, D.C.

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New York, New York 10022-4611  
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HONG KONG  
LONDON  
SHANGHAI  
TOKYO

March 11, 1999

OUR FILE NUMBER  
907,355-011  
659535.1

WRITER'S DIRECT DIAL  
212-326-2238

WRITER'S E-MAIL ADDRESS  
jgliedman@omm.com

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Re: WMATA 1999 Trust CCC A

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of Section 11301, title 49 of the United States Code are an original and copy each of (1) the Short Form of Head Lease, (2) the Short Form of Lease, and (3) the Short Form of Equipment Mortgage & Pledge Agreement, each dated as of March 11, 1999. These are all primary documents as defined in the Surface Transportation Board's Rules for the recordation of documents.

The names and addresses of the parties to the enclosed documents are:

Short Form of Head Lease

**Lessor:** Washington Metropolitan Area Transit Authority  
600 Fifth Street N.W.  
Washington, DC 20001

**Lessee:** WMATA 1999 Trust CCC A  
c/o Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

Counterpart - R

**Short Form of Lease**

**Lessor:** WMATA 1999 Trust CCC A  
c/o Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

**Lessee:** Washington Metropolitan Area Transit Authority  
600 Fifth Street N.W.  
Washington, DC 20001

**Short Form of Equipment Mortgage & Pledge Agreement**

**Mortgagor:** Washington Metropolitan Area Transit Authority  
600 Fifth Street N.W.  
Washington, DC 20001

**Mortgagee:** WMATA 1999 Trust CCC A  
c/o Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

A description and the number of the Equipment covered by the enclosed documents is set forth on Exhibit A attached to each of the above-listed Short Form Agreements.

Additionally, I have enclosed for recordation an original and one copy each of (1) the Short Form of Loan Agreement, dated as of March 11, 1999, which is a secondary document. The Short Form of Loan Agreement relates to the above-listed documents; (2) the Short Form of Head Lessor's Lease Mortgage, dated as of March 11, 1999, which is both a primary and a secondary document. The Short Form of Head Lessor's Lease Mortgage relates to the Short Form of Lease; and (3) the Short Form of Lessor's Security Agreement, dated as of March 11, 1999, which is both a primary and a secondary document. The Short Form of Lessor's Security Agreement relates to the Short Form of Head Lease.

The names and addresses of the parties to the enclosed documents are:

**Short Form of Loan Agreement** - C

**Assignor:** WMATA 1999 Trust CCC A  
c/o Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

**Assignee:** AIG-FP Funding (Cayman) Limited, as agent for  
the Series A, Series B Lenders and Series C Lenders  
c/o Maples & Calder  
P.O. Box 309  
Ugland House  
South Church Street  
Grand Cayman, Cayman Islands  
British West Indies

**Short Form of Head Lessor's Lease Mortgage** - D

**Assignor:** WMATA 1999 Trust CCC A  
c/o Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

**Assignee:** Washington Metropolitan Area Transit Authority  
600 Fifth Street N.W.  
Washington, DC 20001

**Mortgagor:** WMATA 1999 Trust CCC A  
c/o Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

**Mortgagee:** Washington Metropolitan Area Transit Authority  
600 Fifth Street N.W.  
Washington, DC 20001

Short Form of Lessor's Security Agreement - E

**Assignor:**

WMATA 1999 Trust CCC A  
c/o Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

**Assignee:**

Washington Metropolitan Area Transit Authority  
600 Fifth Street N.W.  
Washington, DC 20001

**Mortgagor:**

WMATA 1999 Trust CCC A  
c/o Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

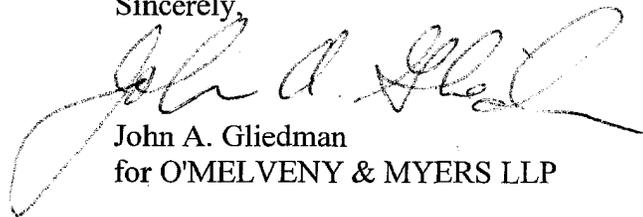
**Mortgagee:**

Washington Metropolitan Area Transit Authority  
600 Fifth Street N.W.  
Washington, DC 20001

Please cross-reference the above three agreements under the names Washington Metropolitan Area Transit Authority and WMATA 1999 Trust CCC A.

We enclose the filing fee pursuant to the applicable regulations. Please stamp and return original documents to Mr. Richard Vorosmarti of the Federal Research Corporation, 400 Seventh St., N.W., Suite 101, Washington, D.C. 20004. WMATA has appointed Mr. Vorosmarti as its attorney-in-fact for the purpose of making this filing.

Sincerely,



John A. Gliedman  
for O'MELVENY & MYERS LLP

**EXHIBIT A**

RAILCARS RELATING TO CCC – WMATA TRANSACTION

Type	Serial No.
Breda Series 3000 (1985)	3074
Breda Series 3000 (1985)	3075
Breda Series 3000 (1985)	3114
Breda Series 3000 (1985)	3115
Breda Series 3000 (1985)	3116
Breda Series 3000 (1985)	3117
Breda Series 3000 (1985)	3120
Breda Series 3000 (1985)	3121
Breda Series 3000 (1985)	3122
Breda Series 3000 (1985)	3123
Breda Series 3000 (1985)	3126
Breda Series 3000 (1985)	3127
Breda Series 3000 (1985)	3132
Breda Series 3000 (1985)	3133

Breda Series 3000 (1986)	3118
Breda Series 3000 (1986)	3119
Breda Series 3000 (1986)	3124
Breda Series 3000 (1986)	3125
Breda Series 3000 (1986)	3128
Breda Series 3000 (1986)	3129
Breda Series 3000 (1986)	3130
Breda Series 3000 (1986)	3131
Breda Series 3000 (1986)	3134
Breda Series 3000 (1986)	3135
Breda Series 3000 (1986)	3136
Breda Series 3000 (1986)	3137
Breda Series 3000 (1986)	3138
Breda Series 3000 (1986)	3139
Breda Series 3000 (1986)	3140
Breda Series 3000 (1986)	3141
Breda Series 3000 (1986)	3142
Breda Series 3000 (1986)	3143
Breda Series 3000 (1986)	3144
Breda Series 3000 (1986)	3145
Breda Series 3000 (1986)	3146
Breda Series 3000 (1986)	3147
Breda Series 3000 (1986)	3148
Breda Series 3000 (1986)	3149
Breda Series 3000 (1986)	3150
Breda Series 3000 (1986)	3151

RAILCARS RELATING TO CCC – WMATA TRANSACTION

Type	Serial No.
Breda Series 3000 (1986)	3152
Breda Series 3000 (1986)	3153
Breda Series 3000 (1986)	3154
Breda Series 3000 (1986)	3155
Breda Series 3000 (1986)	3156
Breda Series 3000 (1986)	3157
Breda Series 3000 (1986)	3158
Breda Series 3000 (1986)	3159
Breda Series 3000 (1986)	3160
Breda Series 3000 (1986)	3161
Breda Series 3000 (1986)	3162
Breda Series 3000 (1986)	3163
Breda Series 3000 (1986)	3190
Breda Series 3000 (1986)	3191
Breda Series 3000 (1986)	3192
Breda Series 3000 (1986)	3193
Breda Series 3000 (1986)	3164
Breda Series 3000 (1986)	3165
Breda Series 3000 (1986)	3166
Breda Series 3000 (1986)	3167
Breda Series 3000 (1986)	3168
Breda Series 3000 (1986)	3169
Breda Series 3000 (1986)	3170
Breda Series 3000 (1986)	3171
Breda Series 3000 (1986)	3172
Breda Series 3000 (1986)	3173
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Breda Series 3000 (1986)	3177
Breda Series 3000 (1986)	3180
Breda Series 3000 (1986)	3181
Breda Series 3000 (1986)	3182
Breda Series 3000 (1986)	3183
Breda Series 3000 (1986)	3184
Breda Series 3000 (1986)	3185
Breda Series 3000 (1986)	3186
Breda Series 3000 (1986)	3187
Breda Series 3000 (1986)	3188
Breda Series 3000 (1986)	3189

RAILCARS RELATING TO CCC – WMATA TRANSACTION

Type	Serial No.
Breda Series 3000 (1986)	3194
Breda Series 3000 (1986)	3195
Breda Series 3000 (1986)	3196
Breda Series 3000 (1986)	3197
Breda Series 3000 (1986)	3198
Breda Series 3000 (1986)	3199

Breda Series 3000 (1987)	3178
Breda Series 3000 (1987)	3179
Breda Series 3000 (1987)	3200
Breda Series 3000 (1987)	3201
Breda Series 3000 (1987)	3202
Breda Series 3000 (1987)	3203
Breda Series 3000 (1987)	3204
Breda Series 3000 (1987)	3205
Breda Series 3000 (1987)	3206
Breda Series 3000 (1987)	3207
Breda Series 3000 (1987)	3208
Breda Series 3000 (1987)	3209
Breda Series 3000 (1987)	3210
Breda Series 3000 (1987)	3211

RAILCARS RELATING TO CCC – WMATA TRANSACTION

Type	Serial No.
Breda Series 3000 (1987)	3212
Breda Series 3000 (1987)	3213
Breda Series 3000 (1987)	3214
Breda Series 3000 (1987)	3215
Breda Series 3000 (1987)	3216
Breda Series 3000 (1987)	3217
Breda Series 3000 (1987)	3218
Breda Series 3000 (1987)	3219
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Breda Series 3000 (1987)	3241
Breda Series 3000 (1987)	3242
Breda Series 3000 (1987)	3243
Breda Series 3000 (1987)	3244
Breda Series 3000 (1987)	3245
Breda Series 3000 (1987)	3246
Breda Series 3000 (1987)	3247
Breda Series 3000 (1987)	3248
Breda Series 3000 (1987)	3249

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RECORDING REQUESTED BY  
AND WHEN RECORDED MAIL TO:

O'Melveny & Myers LLP  
153 East 53rd Street  
New York, New York 10022

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**SHORT FORM OF LOAN AGREEMENT**

This Short Form of Loan Agreement is made and dated as of the 11 day of March, 1999, by and among, **WMATA 1999 TRUST CCC A**, a Delaware statutory business trust (the "**Trust**"), having an address in care of Wilmington Trust Company, 1100 North Market Street, Wilmington, Delaware 19890-0001 and **AIG-FP Funding (Cayman) Limited** (the "**Series A Lender**" and "**Series B Lender**" collectively, the "**Lender**"), **AIG Financial Products (Jersey) Limited** (the "**Series C Lender**") and **AIG-FP Funding (Cayman) Limited** (the "**Agent**") having an address at c/o Maples & Calder, P.O. Box 309, Umland House, South Church Street, Grand Cayman, Cayman Islands:

A. The Lender herein desires to obtain a security interest as described herein from Trust, and Trust desires to grant such security interest to the Lender, on the terms and conditions set forth in that certain Loan and Security Agreement between the Lender, the Agent and the Trust of date even herewith (the "**Loan Agreement**"), which by this reference is incorporated herein and made a part hereof as if set forth at length; and

B. The Trust, the Agent and the Lender desire to record this Short Form of Loan Agreement with the U.S. Surface Transportation Board to give constructive notice of the Lender's security interest.

NOW, THEREFORE, in consideration of the foregoing recitals, and for other good and allowable consideration, the receipt and sufficiency of which are hereby acknowledged, the Trust, the Agent and the Lender agree as follows:

1. **Property Subject to Loan Agreement:** Pursuant to, and in accordance with, the Loan Agreement, the Trust, subject to certain exceptions, hereby grants a first priority security interest to the Agent as secured party for the benefit of itself and Lender in (i) that certain Equipment described in Exhibit A attached hereto and incorporated herein by reference (the "**Equipment**"); and (ii) right, title and interest of the Trust under certain documents enumerated in the Loan Agreement, including (a) amounts payable under such documents and (b) all other property acquired by the Trust under such documents.

2. **Conflict With Loan Agreement:** In the event of any conflict between this Short Form of Loan Agreement and the Loan Agreement, the terms, covenants and conditions of the Loan Agreement shall control.

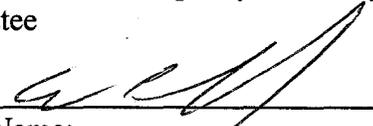
3. **Counterparts:** This Short Form of Loan Agreement may be executed in one or more counterparts, but there shall only be one original and all of which taken together shall constitute one and the same instrument. Signature pages may be detached from multiple

separate counterparts and attached to a single counterpart so that all signature pages are physically attached to the same instrument, which shall be the original of this Short Form of Loan Agreement.

**IN WITNESS WHEREOF**, the Trust, the Lender and the Agent have executed this Short Form of Loan Agreement as of the date first above written.

TRUST:

WMATA 1999 TRUST CCC A, by and through Wilmington Trust Company, not in its individual capacity but solely as Trustee

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

Name:

Title: **W. CHRIS SPONENBERG  
ASSISTANT VICE PRESIDENT**

AGENT AND LENDERS:

AIG-FP FUNDING (CAYMAN)  
LIMITED, as Agent

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

Name:

Title:

AIG-FP FUNDING (CAYMAN)  
LIMITED, as Series A Lender

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

Name:

Title:

AIG-FP FUNDING (CAYMAN)  
LIMITED, as Series B Lender

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

Name:

Title:

AIG FINANCIAL PRODUCTS  
(JERSEY) LIMITED, as Series C Lender

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

Name:

Title:

**IN WITNESS WHEREOF**, the Trust, the Lender and the Agent have executed this Short Form of Loan Agreement as of the date first above written.

TRUST:

WMATA 1999 TRUST CCC A, by and through Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: \_\_\_\_\_  
Name:  
Title:

AGENT AND LENDERS:

AIG-FP FUNDING (CAYMAN)  
LIMITED, as Agent

By: \_\_\_\_\_  
Name: Colum Carr  
Title: Authorized Signatory

AIG-FP FUNDING (CAYMAN)  
LIMITED, as Series A Lender

By: \_\_\_\_\_  
Name: Colum Carr  
Title: Authorized Signatory

AIG-FP FUNDING (CAYMAN)  
LIMITED, as Series B Lender

By: \_\_\_\_\_  
Name: Colum Carr  
Title: Authorized Signatory

AIG FINANCIAL PRODUCTS  
(JERSEY) LIMITED, as Series C Lender

By: \_\_\_\_\_  
Name: Colum Carr  
Title: Authorized Signatory

**EXHIBIT A**

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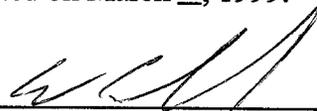
RAILCARS RELATING TO CCC – WMATA TRANSACTION

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Breda Series 3000 (1987)	3248
Breda Series 3000 (1987)	3249

Acknowledgment  
Pursuant to 49 C.F.R. § 1177.3

I, W. CHRIS SPONENBERG, certify that I am  
ASSISTANT VICE PRESIDENT of Wilmington Trust Company, the Trustee of WMATA 1999  
TRUST CCC A, a Delaware statutory business trust, that the instrument was signed and sealed  
on behalf of the Trust by authority of its Trustee, and that I acknowledge that the execution of  
the foregoing instrument was the free act and deed of the Trust. I further declare under penalty  
of perjury that the foregoing is true and correct.

Executed on March \_\_, 1999.



Name: W. CHRIS SPONENBERG  
Title: ASSISTANT VICE PRESIDENT

Acknowledgment  
Pursuant to 49 C.F.R. § 1177.3

I, Colum Carr, certify that I am  
Authorized Signatory of AIG-FP Funding (Cayman) Limited (the "Series A Lender,"  
"Series B Lender," and "Agent," collectively, the "Lender and the Agent"), that the instrument  
was signed on behalf of the Lender and the Agent by authority of their Board of Directors, and  
that I acknowledge that the execution of the foregoing instrument was the free act and deed of  
the Lender and the Agent. I further declare under penalty of perjury that the foregoing is true  
and correct.

Executed on March \_\_, 1999.



Name: Colum Carr  
Title: Authorized Signatory

Acknowledgment  
Pursuant to 49 C.F.R. § 1177.3

I, Colum Carr, certify that I am  
Authorized Signatory of AIG-FP Funding (Jersey) Limited (the "Series C Lender,"), that  
the instrument was signed on behalf of the Series C by authority of its Board of Directors, and  
that I acknowledge that the execution of the foregoing instrument was the free act and deed of  
the Lender and the Agent. I further declare under penalty of perjury that the foregoing is true  
and correct.

Executed on March \_\_, 1999.



Name: Colum Carr  
Title: Authorized Signatory