

*Century part - 11-2-98*

RECORDATION NO 21758 FILED

**O'MELVENY & MYERS LLP**

OCT 30 '98

9-44 AM

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

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153 East 53rd Street  
New York, New York 10022-4611

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TOKYO

October 29, 1998

RECORDATION NO 21758-ABC FILED

OUR FILE NUMBER  
907,355-011

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

OCT 30 '98

9-44 AM

WRITER'S DIRECT DIAL

(212) 326-2238

WRITER'S E-MAIL ADDRESS

jgliedman@omm.com

Re: WMATA 1998-MLC-B4 Trust

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 of a (1) Short Form of Lease Agreement, (2) Short Form of Sublease Agreement and (3) Short Form of Equipment Mortgage & Pledge Agreement, each dated as of October 29, 1998. These are all primary documents as defined in the Board's Rules for the recordation of documents.

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

**Short Form of Lease Agreement**

**Lessor:**

Washington Metropolitan Area Transit Authority  
("WMATA")  
600 Fifth Street N.W.  
Washington, DC 20001

**Lessee:**

WMATA 1998-MLC-B4 Trust  
c/o Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

**Short Form of Sublease Agreement**

**Lessor:**

WMATA 1998-MLC-B4 Trust  
c/o Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

**Lessee:**

WMATA  
600 Fifth Street N.W.  
Washington, DC 20001

**B** →

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

**Mortgagor:**

WMATA  
600 Fifth Street N.W.  
Washington, DC 20001

**Mortgagee:**

WMATA 1998-MLC-B4 Trust  
c/o Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

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

Additionally, I have enclosed for recordation an original and one copy of a Short Form of Loan and Security Agreement, dated as of October 29, 1998, which is a secondary document and is related to the above-listed documents.

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

**Short Form of Loan and Security Agreement**

**Assignor:**

WMATA 1998-MLC-B4 Trust  
c/o Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

**Assignee:**

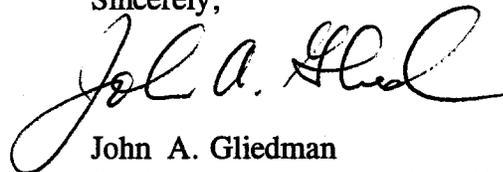
AIG-FP Funding (Cayman) Limited  
c/o Maples & Calder  
P.O. Box 309  
Ugland House  
South Church Street  
Grand Cayman, Cayman Islands  
British West Indies

Please cross-reference the Loan and Security Agreement under the names Washington Metropolitan Area Transit Authority and WMATA 1998-MLC-B4 Trust.

A check in the amount of \$130.00 is enclosed with respect to the above documents.

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

RECORDATION NO. 21758-B FILED

OCT 30 '98

9:44 AM

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 EQUIPMENT MORTGAGE AND PLEDGE AGREEMENT**

This Short Form of Equipment Mortgage and Pledge Agreement is made and dated as of the 29th day of October, 1998, by and among, **WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY**, a body corporate and politic created and existing under and by virtue of a compact between the State of Maryland, the Commonwealth of Virginia and the District of Columbia and having an address at 600 Fifth Street, NW, Washington, DC 20001 (the "**Mortgagor**") and **WMATA 1998-MLC-B4 Trust**, a Delaware statutory business trust (the "**Mortgagee**"), having an address in care of Wilmington Trust Company, 1100 North Market Street, Wilmington, Delaware 19890-0001:

A. The Mortgagor has pledged those certain Railway Cars described in Exhibit A attached hereto and incorporated herein by reference (the "**Railway Cars**").

B. The Mortgagor desires to grant a security interest and lien as described below to Mortgagee, and Mortgagee desires to obtain such security interest and lien, on the terms and conditions set forth in that certain Equipment Mortgage and Pledge Agreement, of date even herewith (the "**Equipment Mortgage and Pledge Agreement**"), which by this reference is incorporated herein and made a part hereof as if set forth at length.

C. The Mortgagor and Mortgagee desire to record this Short Form of Equipment Mortgage and Pledge Agreement in order to give constructive notice with the U.S. Surface Transportation Board of Mortgagee's security interest in the Railway Cars.

In consideration of the foregoing recitals, and for other good and allowable consideration, the receipt and sufficiency of which are hereby acknowledged, the Mortgagor and Mortgagee agree as follows:

1. **Property Subject to Equipment Mortgage and Pledge Agreement:** Mortgagor hereby grants a security interest in and lien upon the following: (a) the Railway Cars; (b) all rights, claims and causes of action, if any, that the Mortgagor may have against any Person in respect of the foregoing; and (c) all proceeds of any of the foregoing for the term and on the covenants and conditions set forth in the Equipment Mortgage and Pledge Agreement, which Equipment Mortgage and Pledge Agreement is by this reference incorporated herein and made a part hereof as if set forth herein at length.

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

3. **Counterparts.** This Short Form of Equipment Mortgage and Pledge Agreement may be executed in one or more counterparts, but there shall only be one original. 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 Equipment Mortgage and Pledge Agreement.

IN WITNESS WHEREOF, the Mortgagor and Mortgagee have executed this Short Form of Equipment Mortgage and Pledge Agreement as of the date first above written.

**Mortgagor:**

WASHINGTON METROPOLITAN AREA  
TRANSIT AUTHORITY

\_\_\_\_\_  
Witness

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

\_\_\_\_\_  
Witness

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

**Mortgagee:**

WMATA 1998-MLC-B4 TRUST, by and through  
Wilmington Trust Company, not in its individual  
capacity, but solely as Trustee,

*Debra Eberly*  
\_\_\_\_\_  
Witness

By: *[Signature]*  
Name: **W. CHRIS SPONENBERG**  
Title: **ASSISTANT VICE PRESIDENT**

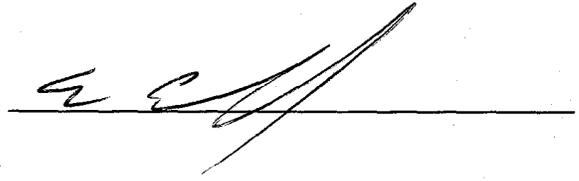
*[Signature]*  
\_\_\_\_\_  
Witness

By: *[Signature]*  
Name: **DONALD G. MACKELCAN**  
Title: **ASSISTANT VICE PRESIDENT**

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 1998-MLC-B4 TRUST, a Delaware statutory business trust, that the instrument was signed and sealed on behalf of the Trust by authority of its Trustee, and 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.

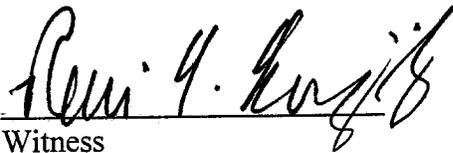
Executed on October \_\_, 1998.



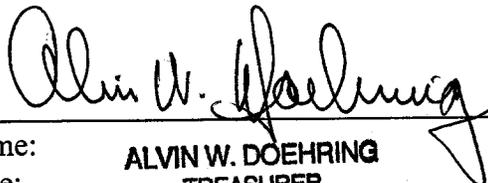
IN WITNESS WHEREOF, the Mortgagor and Mortgagee have executed this Short Form of Equipment Mortgage and Pledge Agreement as of the date first above written.

**Mortgagor:**

WASHINGTON METROPOLITAN AREA  
TRANSIT AUTHORITY

  
\_\_\_\_\_

Witness

By:   
\_\_\_\_\_  
Name: ALVIN W. DOEHRING  
Title: TREASURER

\_\_\_\_\_  
Witness

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

**Mortgagee:**

WMATA 1998-MLC-B4 TRUST, by and through  
Wilmington Trust Company, not in its individual  
capacity, but solely as Trustee

\_\_\_\_\_  
Witness

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

\_\_\_\_\_  
Witness

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

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

I, Harold Bartlett, certify that I am Secretary of Washington Metropolitan Area Transit Authority ("WMATA"), a body corporate and politic created and existing under and by virtue of a compact between the State of Maryland, the Commonwealth of Virginia and the District of Columbia, that the seal affixed to the foregoing instrument is the seal of WMATA, that the instrument was signed and sealed on behalf of WMATA 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 WMATA. I further declare under penalty of perjury that the foregoing is true and correct.

Executed on October \_\_\_\_, 1998.

Harold M. Bartlett

**EXHIBIT A**

**Mellon Leasing Corporation**  
**Trust 1998-MLC-B4**

<u>Equipment Description</u>	<u>Car Serial #</u> <u>(per Married Pair)</u>
2 Breda 4000 Passenger Rail Cars	4001 & 4002
2 Breda 4000 Passenger Rail Cars	4012 & 4013
2 Breda 4000 Passenger Rail Cars	4014 & 4015
2 Breda 4000 Passenger Rail Cars	4016 & 4017
2 Breda 4000 Passenger Rail Cars	4018 & 4019
2 Breda 4000 Passenger Rail Cars	4020 & 4021
2 Breda 4000 Passenger Rail Cars	4022 & 4023
2 Breda 4000 Passenger Rail Cars	4024 & 4025
2 Breda 4000 Passenger Rail Cars	4026 & 4027
2 Breda 4000 Passenger Rail Cars	4028 & 4029
2 Breda 4000 Passenger Rail Cars	4030 & 4031
2 Breda 4000 Passenger Rail Cars	4032 & 4033
2 Breda 4000 Passenger Rail Cars	4034 & 4035
2 Breda 4000 Passenger Rail Cars	4036 & 4037
2 Breda 4000 Passenger Rail Cars	4038 & 4039
2 Breda 4000 Passenger Rail Cars	4040 & 4041
2 Breda 4000 Passenger Rail Cars	4042 & 4043
2 Breda 4000 Passenger Rail Cars	4044 & 4045
2 Breda 4000 Passenger Rail Cars	4046 & 4047
2 Breda 4000 Passenger Rail Cars	4048 & 4049
2 Breda 4000 Passenger Rail Cars	4050 & 4051
2 Breda 4000 Passenger Rail Cars	4052 & 4053
2 Breda 4000 Passenger Rail Cars	4054 & 4055
2 Breda 4000 Passenger Rail Cars	4056 & 4057
2 Breda 4000 Passenger Rail Cars	4058 & 4059
2 Breda 4000 Passenger Rail Cars	4062 & 4063
2 Breda 4000 Passenger Rail Cars	4064 & 4065
2 Breda 4000 Passenger Rail Cars	4066 & 4067
2 Breda 4000 Passenger Rail Cars	4068 & 4069
2 Breda 4000 Passenger Rail Cars	4070 & 4071

**TOTAL: 60**

10/27/98 1:42 PM