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SURFACE TRANSPORTATION
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RECORDATION NO. 21884 FILED

DEC 18 '98 4-28 PM

December 18, 1998

RECORDATION NO. 21884-A FILED

C.D.F.
QUARTER FILE NUMBER
907,355-011
651419.1

DEC 18 '98 4-28 PM

WRITER'S DIRECT DIAL
212-326-2238

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

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

Re: WMATA 1998 Trust USB 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 December 18, 1998. 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 1998 Trust USB A
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Century City

Short Form of Lease

Lessor: WMATA 1998 Trust USB 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 1998 Trust USB 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 December 18, 1998, which is a secondary document. The Short Form of Loan Agreement relates to the above-listed documents; (2) the Short Form of Lessor's Security Agreement, dated as of December 18, 1998, 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; and (3) the Short Form of Head Lessor's Lease Mortgage, dated as of December 18, 1998, which is both a primary and a secondary document. The Short Form of Head Lessor's Lease Agreement relates to Short Form of Lease.

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

Short Form of Loan Agreement

Assignor: WMATA 1998 Trust USB 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 and Series B 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

Assignor: WMATA 1998 Trust USB 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 1998 Trust USB 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

Assignor: WMATA 1998 Trust USB 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

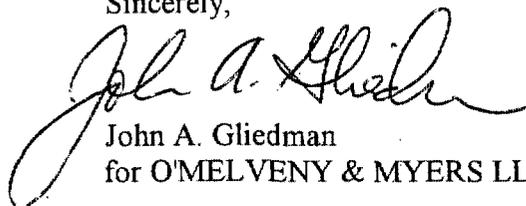
Mortgagor: WMATA 1998 Trust USB A
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

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 1998 Trust USB 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

RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:

RECORDATION NO. 21884-B FILED

DEC 18 '98 4-23 PM

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

SHORT FORM OF EQUIPMENT MORTGAGE AND PLEDGE AGREEMENT

This Short Form of Equipment Mortgage and Pledge Agreement is made and dated as of the 18th day of December, 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 (the "**Mortgagor**") and having an address at 600 Fifth Street, NW, Washington, DC 20001 and **WMATA 1998 TRUST USB A**, 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 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 that certain Equipment Mortgage and Pledge Agreement, of date even herewith (the "**Equipment Mortgage**"), which by this reference is incorporated herein and made a part hereof as if set forth at length.

B. 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 Equipment.

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: Mortgagor hereby grants a mortgage, security interest in and lien upon the following: (a) the Equipment described in Exhibit A attached hereto and incorporated herein by reference (the "**Equipment**"); (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 property received upon the sale, exchange, collection of any and all of the foregoing.

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

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

WASHINGTON METROPOLITAN AREA
TRANSIT AUTHORITY

By: Peter Benjamin
Name: Peter Benjamin
Title: Assistant General Manager for
Finance and Program Development

WMATA 1998 TRUST USB A

By: Wilmington Trust Company, not in
its individual capacity but solely as
Trustee

By: _____
Name:
Title:

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

I, Harold M. 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 December __, 1998.

By: Harold M. Bartlett

Name: Harold M. Bartlett

Title: Secretary

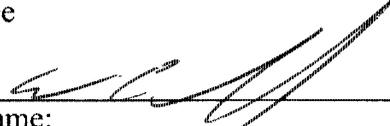
IN WITNESS WHEREOF, the Mortgagor and Mortgagee have executed this
Short Form of Equipment Mortgage and Pledge Agreement as of the date first above written.

WASHINGTON METROPOLITAN AREA
TRANSIT AUTHORITY

By: _____
Name:
Title:

WMATA 1998 TRUST USB A

By: Wilmington Trust Company, not in
its individual capacity but solely as
Trustee

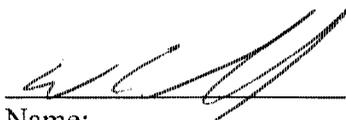
By:  _____
Name:
Title: **W. CHRIS SPONENBERG**
ASSISTANT VICE PRESIDENT

Acknowledgment

Pursuant to 49 C.F.R. § 1177.3

I, ^{W. Chris}~~SPONENBERG~~, certify that I am ^{Assistant}~~President~~ Vice of Wilmington Trust Company, the Trustee of WMATA 1998 TRUST USB 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 December __, 1998.



Name:

Title

W. CHRIS SPONENBERG
ASSISTANT VICE PRESIDENT

EXHIBIT A

EQUIPMENT LOT RELATING TO

WMATA 1998 TRUST USB A

<u>Equipment Description</u>	<u>Car Serial #</u>
1 Breda 3000 Passenger Rail Car	3004
1 Breda 3000 Passenger Rail Car	3005
1 Breda 3000 Passenger Rail Car	3006
1 Breda 3000 Passenger Rail Car	3007
1 Breda 3000 Passenger Rail Car	3010
1 Breda 3000 Passenger Rail Car	3011
1 Breda 3000 Passenger Rail Car	3016
1 Breda 3000 Passenger Rail Car	3017
1 Breda 3000 Passenger Rail Car	3018
1 Breda 3000 Passenger Rail Car	3019
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