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RECEIVED  
SURFACE TRANSPORTATION  
BOARD

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RECORDATION NO. 21884 FILED

DEC 18 '98 4-28 PM

December 18, 1998

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

RECORDATION NO. 21884-A FILED

DEC 18 '98 4-28 PM

C.D.F.  
OUR FILE NUMBER  
907,355-011  
651419.1  
WRITER'S DIRECT DIAL  
212-326-2238  
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

**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

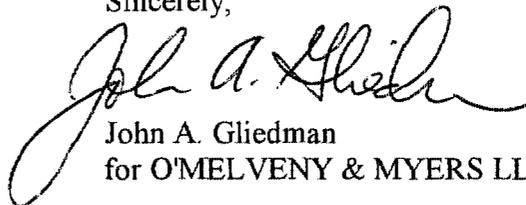
**Mortgagee:**

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-D FILED

DEC 18 '98 4-28 PM

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

**SHORT FORM OF HEAD LESSOR'S LEASE MORTGAGE**

This Short Form of Head Lessor's Lease Mortgage 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 and having an address at 600 Fifth Street, NW, Washington, D.C. 20001 (the "Head Lessor") and **WMATA 1998 TRUST USB A**, a Delaware statutory business trust, having an address in care of Wilmington Trust Company, 1100 North Market Street, Wilmington, Delaware 19890-0001 (the "Head Lessee").

A. The Head Lessor and the Head Lessee have entered into a Head Lease Agreement pursuant to which the Head Lessor has leased certain Equipment described in Exhibit A attached hereto and incorporated herein by reference (the "**Equipment**"); and

B. The Head Lessor and the Head Lessee desire to record this Short Form of Head Lessor's Lease Mortgage with the U.S. Surface Transportation Board to give constructive notice of Head Lessor's Lease Mortgage, of even date herewith (the "**Head Lessor's Lease Mortgage**"), described further below.

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 Head Lessor and Head Lessee agree as follows:

1. **Property Subject to Head Lessor's Lease Mortgage:** The Head Lessee hereby conveys, mortgages, assigns, transfers and pledges to the Head Lessor, and grants to the Head Lessor, a lien on, and a security interest in, all of the Head Lessee's right, title and interest in, to and under the Lease, the Equipment and any Proceeds, but excluding all Head Lease Excepted Payments and Rights (and any Proceeds thereof), as each of these terms is defined in the Head Lessor's Lease Mortgage.

2. **Conflict With Head Lessor's Lease Mortgage:** In the event of any conflict between this Short Form of Head Lessor's Lease Mortgage and the Head Lessor's Lease Mortgage, the terms, covenants and conditions of the Head Lessor's Lease Mortgage shall control.

3. **Counterparts:** This Short Form of Head Lessor's Lease Mortgage 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 Head Lessor's Lease Mortgage.

**IN WITNESS WHEREOF**, the Head Lessee and the Head Lessor have executed this Short Form of Head Lessor's Lease Mortgage as of the date first above written.

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**

WASHINGTON METROPOLITAN AREA  
TRANSIT AUTHORITY

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

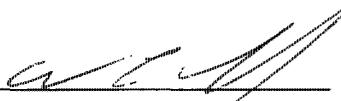
Name:

Title:

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

I, W. CHRIS SPONENBERG, certify that I am <sup>Assistant</sup>~~President~~<sub>VICE</sub> 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: **W. CHRIS SPONENBERG**  
Title: **ASSISTANT VICE PRESIDENT**

**IN WITNESS WHEREOF**, the Head Lessee and the Head Lessor have executed this Short Form of Head Lessor's Lease Mortgage as of the date first above written.

WMATA 1998 TRUST USB A

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

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

WASHINGTON METROPOLITAN AREA  
TRANSIT AUTHORITY

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

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.

Harold M. Bartlett

Name: Harold M. Bartlett

Title: Secretary

**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
1 Breda 3000 Passenger Rail Car	3028
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