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New York, New York 10022

SEP 10 '02

3-25 PM

SURFACE TRANSPORTATION BOARD

SHORT FORM OF HEAD LEASE

This Short Form of Head Lease is made and dated as of the 10th day of September, 2002, by and among, **WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY**, a body corporate and politic created and existing under and by virtue of an interstate 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 ("**Head Lessor**") and **WMATA 2002 TRUST WFBM A** ("**Head Lessee**"), a Delaware statutory business trust, having an address in care of Wilmington Trust Company, 1100 North Market Street, Wilmington, Delaware 19890-0001:

A. Head Lessor is the owner of that certain Equipment described in Exhibit A attached hereto and incorporated herein by reference (the "**Equipment**").

B. Head Lessor desires to lease the Equipment to Head Lessee, and Head Lessee desires to lease the Equipment from the Head Lessor on the terms and conditions set forth in that certain Head Lease Agreement between Head Lessor and Head Lessee, of date even herewith (the "**Head Lease**"), which by this reference is incorporated herein and made a part hereof as if set forth at length.

C. Head Lessor and Head Lessee desire to record this Short Form of Head Lease with the U.S. Surface Transportation Board to give constructive notice of Head Lessee's leasehold interest in the Equipment.

D. Attached hereto as Exhibit B is a Head Lease Certificate of Acceptance between Head Lessor and Head Lessee of even date herewith, which is incorporated herein by reference and made a part hereof as if set forth at length.

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

1. Property Leased. Head Lessor hereby leases to Head Lessee, and Head Lessee hereby leases from Head Lessor, the Equipment for the term, and on the covenants and conditions set forth in the Head Lease, which Head Lease is by this reference incorporated herein and made a part hereof as if set forth herein at length.

2. **Term of Head Lease.** The above-described lease term is for the term set forth in the Head Lease, subject to any extension or renewal options contained in the Head Lease.

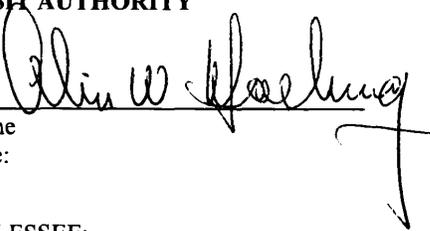
3. **Conflict With Head Lease.** In the event of any conflict between this Short Form of Head Lease and the Head Lease, the terms, covenants and conditions of the Head Lease shall control.

4. **Counterparts.** This Short Form of Head Lease 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 the same instrument, which shall be the original of this Short Form of Head Lease.

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

HEAD LESSOR:

**WASHINGTON METROPOLITAN AREA
TRANSIT AUTHORITY**

By: 
Name
Title:

HEAD LESSEE:

WMATA 2002 TRUST WFBM A

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

By: _____
Name
Title:

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

HEAD LESSOR:

**WASHINGTON METROPOLITAN AREA
TRANSIT AUTHORITY**

By: _____
Name
Title:

HEAD LESSEE:

WMATA 2002 TRUST WFBM A

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

By:  _____
Name
Title: **W. Chris Sponenberg
Vice President**

EXHIBIT A

Exhibit A

Equipment Description	Running Number
Breda Series 3000 Railcar	3076
Breda Series 3000 Railcar	3077
Breda Series 3000 Railcar	3078
Breda Series 3000 Railcar	3079
Breda Series 3000 Railcar	3080
Breda Series 3000 Railcar	3081
Breda Series 3000 Railcar	3082
Breda Series 3000 Railcar	3083
Breda Series 3000 Railcar	3084
Breda Series 3000 Railcar	3085
Breda Series 3000 Railcar	3086
Breda Series 3000 Railcar	3087
Breda Series 3000 Railcar	3088
Breda Series 3000 Railcar	3089
Breda Series 3000 Railcar	3090
Breda Series 3000 Railcar	3091
Breda Series 3000 Railcar	3092
Breda Series 3000 Railcar	3093
Breda Series 3000 Railcar	3094
Breda Series 3000 Railcar	3095
Breda Series 3000 Railcar	3096
Breda Series 3000 Railcar	3097
Breda Series 3000 Railcar	3098
Breda Series 3000 Railcar	3099
Breda Series 3000 Railcar	3100
Breda Series 3000 Railcar	3101
Breda Series 3000 Railcar	3102
Breda Series 3000 Railcar	3103
Breda Series 3000 Railcar	3104
Breda Series 3000 Railcar	3105
Breda Series 3000 Railcar	3106
Breda Series 3000 Railcar	3107
Breda Series 3000 Railcar	3108
Breda Series 3000 Railcar	3109
Breda Series 3000 Railcar	3110
Breda Series 3000 Railcar	3111
Breda Series 3000 Railcar	3112
Breda Series 3000 Railcar	3113

Exhibit A

Equipment Description	Running Number
Breda Series 3000 Railcar	3250
Breda Series 3000 Railcar	3251
Breda Series 3000 Railcar	3252
Breda Series 3000 Railcar	3253

EXHIBIT B

**ACKNOWLEDGMENT
PURSUANT TO 49 C.F.R. § 1177.3**

I, Harold M. Bartlett, certify that I am Secretary & Chief of Staff 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 September ____, 2002.

Harold M. Bartlett

Name: Harold M. Bartlett

Title: Secretary & Chief of Staff

ACKNOWLEDGMENT
PURSUANT TO 49 C.F.R. § 1177.3

I, W. Chris Sponenberg, certify that I am Vice President
of Wilmington Trust Company, the Trustee of WMATA 2002 TRUST WFBM 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 September ____, 2002.


Name: _____
Title: **W. Chris Sponenberg**
Vice President

Certificate that Copy is Complete and Identical

The undersigned hereby certifies that:

A. He/She has compared the attached copy of Short Form of Head Lease to the original and has found the copy to be complete and identical in all respects to the original document.

B. He/she declares under penalty of perjury that the foregoing is true and correct and that this certificate was executed at 11:45 on September 10 2002.

A handwritten signature in cursive script, appearing to read "Martin Bayard", is written over a horizontal line.