

RECORDATION NO. 24555 FILED

AUG 13 '03

5-01 PM

**FULBRIGHT & JAWORSKI L.L.P.**

A REGISTERED LIMITED LIABILITY PARTNERSHIP  
666 FIFTH AVENUE, 31ST FLOOR  
NEW YORK, NEW YORK 10103-3198  
WWW.FULBRIGHT.COM

**SURFACE TRANSPORTATION BOARD**

MLATMAN@FULBRIGHT.COM  
DIRECT DIAL: (212) 318-3108

TELEPHONE: (212) 318-3000  
FACSIMILE: (212) 318-3400

August 13, 2003

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

Re: **WMATA 2003 Trust ICX 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 of a (i) Short Form of Head Lease, (ii) Short Form of Sublease and (iii) Short Form of Equipment Mortgage and Pledge Agreement, each dated as of August 13, 2003. 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 Head Lease**

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

**Lessee:** WMATA 2003 Trust ICX A  
c/o Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001

**Short Form of Sublease**

**Lessor:** WMATA 2003 Trust ICX A  
c/o Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001

**Lessee:** WMATA  
600 Fifth Street, N.W.  
Washington, DC 20001

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

**Mortgagor:** WMATA  
600 Fifth Street, N.W.  
Washington, DC 20001

**Mortgagee:** WMATA 2003 Trust ICX A  
c/o Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001

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

Additionally, I have enclosed for recordation, an original and one copy of a (i) Short Form of Loan Agreement, dated as of August 13, 2003, which is a secondary document; and (ii) Short Form of Sublessor's Security Agreement, dated as of August 13, 2003, which is both a primary and a secondary document.

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

**Short Form of Loan Agreement**

**Assignor:** WMATA 2003 Trust ICX A  
c/o Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001

**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

**Short Form of Sublessor's Security Agreement**

**Assignor:** WMATA 2003 Trust ICX A  
c/o Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001

**Assignee:** WMATA  
600 Fifth Street, N.W.  
Washington, DC 20001

Please cross-reference the above two agreements under the names Washington Metropolitan Area Transit Authority and WMATA 2003 Trust ICX A. A check in the amount of \$150.00 is enclosed with respect to recordation of the above documents.

Please stamp and return original documents to Stanford G. Ladner of Fulbright & Jaworski L.L.P., 666 Fifth Avenue, New York, New York 10103.

Sincerely,



Marc D. Latman  
for FULBRIGHT & JAWORSKI L.L.P.

## EXHIBIT A

Equipment Description	Car Number
AAI/CAF Series 5000 Railcar	5020
AAI/CAF Series 5000 Railcar	5021
AAI/CAF Series 5000 Railcar	5030
AAI/CAF Series 5000 Railcar	5031
AAI/CAF Series 5000 Railcar	5048
AAI/CAF Series 5000 Railcar	5049
AAI/CAF Series 5000 Railcar	5050
AAI/CAF Series 5000 Railcar	5051
AAI/CAF Series 5000 Railcar	5054
AAI/CAF Series 5000 Railcar	5055
AAI/CAF Series 5000 Railcar	5056
AAI/CAF Series 5000 Railcar	5057
AAI/CAF Series 5000 Railcar	5058
AAI/CAF Series 5000 Railcar	5059
AAI/CAF Series 5000 Railcar	5062
AAI/CAF Series 5000 Railcar	5063
AAI/CAF Series 5000 Railcar	5068
AAI/CAF Series 5000 Railcar	5069
AAI/CAF Series 5000 Railcar	5074
AAI/CAF Series 5000 Railcar	5075
AAI/CAF Series 5000 Railcar	5076
AAI/CAF Series 5000 Railcar	5077
AAI/CAF Series 5000 Railcar	5084
AAI/CAF Series 5000 Railcar	5085
AAI/CAF Series 5000 Railcar	5086
AAI/CAF Series 5000 Railcar	5087
AAI/CAF Series 5000 Railcar	5088
AAI/CAF Series 5000 Railcar	5089
AAI/CAF Series 5000 Railcar	5090
AAI/CAF Series 5000 Railcar	5091
AAI/CAF Series 5000 Railcar	5092
AAI/CAF Series 5000 Railcar	5093
AAI/CAF Series 5000 Railcar	5102
AAI/CAF Series 5000 Railcar	5103
AAI/CAF Series 5000 Railcar	5104
AAI/CAF Series 5000 Railcar	5105
AAI/CAF Series 5000 Railcar	5106
AAI/CAF Series 5000 Railcar	5107
AAI/CAF Series 5000 Railcar	5108
AAI/CAF Series 5000 Railcar	5109
AAI/CAF Series 5000 Railcar	5110
AAI/CAF Series 5000 Railcar	5111
AAI/CAF Series 5000 Railcar	5112
AAI/CAF Series 5000 Railcar	5113
AAI/CAF Series 5000 Railcar	5114
AAI/CAF Series 5000 Railcar	5115
AAI/CAF Series 5000 Railcar	5116
AAI/CAF Series 5000 Railcar	5117

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RECORDING REQUESTED BY  
AND WHEN RECORDED MAIL TO:

Stanford G. Ladner, Esq.  
Fulbright & Jaworski L.L.P.  
666 Fifth Avenue  
New York, New York 10103

**SHORT FORM OF LOAN AGREEMENT**

This Short Form of Loan Agreement is made and dated as of the 13<sup>th</sup> day of August, 2003 (this "**Short Form**"), by and between, **WMATA 2003 TRUST ICX A**, a Delaware statutory trust (the "**Trust**"), having an address in care of Wilmington Trust Company, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and **AIG-FP Funding (Cayman) Limited**, a company with limited liability organized under the laws of the Cayman Islands, as Lender (the "**Lender**") having an address at c/o Maples & Calder, P.O. Box 309, Ugland House, South Church Street, Grand Cayman, Cayman Islands:

A. The Lender herein desires to obtain a security interest as described herein from the Trust, and the Trust desires to grant such security interest to the Lender, on the terms and conditions set forth in that certain Loan and Security Agreement (WMATA-ICX-A) between the Trust and the Lender dated as of the date hereof (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 and the Lender desire to record this Short Form 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 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 and the Loan Agreement, the terms, covenants and conditions of the Loan Agreement shall control.

3. **Counterparts:** This Short Form 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.

[Intentionally left blank. Signature page follows.]

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

TRUST:

WMATA 2003 TRUST ICX A, by and through  
Wilmington Trust Company, not in its individual  
capacity but solely as Trustee

By:   
Name Kathleen A. Pechlin  
Title General Services Officer

LENDER:

**AIG-FP FUNDING (CAYMAN) LIMITED**

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

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

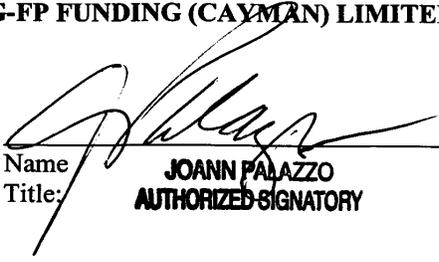
**TRUST:**

**WMATA 2003 TRUST ICX A**, by and through  
Wilmington Trust Company, not in its individual  
capacity but solely as Trustee

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

**LENDER:**

**AIG-FP FUNDING (CAYMAN) LIMITED**

By:   
Name **JOANN PALAZZO**  
Title: **AUTHORIZED SIGNATORY**

## EXHIBIT A

Equipment Description	Car Number
AAI/CAF Series 5000 Railcar	5020
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AAI/CAF Series 5000 Railcar	5059
AAI/CAF Series 5000 Railcar	5062
AAI/CAF Series 5000 Railcar	5063
AAI/CAF Series 5000 Railcar	5068
AAI/CAF Series 5000 Railcar	5069
AAI/CAF Series 5000 Railcar	5074
AAI/CAF Series 5000 Railcar	5075
AAI/CAF Series 5000 Railcar	5076
AAI/CAF Series 5000 Railcar	5077
AAI/CAF Series 5000 Railcar	5084
AAI/CAF Series 5000 Railcar	5085
AAI/CAF Series 5000 Railcar	5086
AAI/CAF Series 5000 Railcar	5087
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AAI/CAF Series 5000 Railcar	5114
AAI/CAF Series 5000 Railcar	5115
AAI/CAF Series 5000 Railcar	5116
AAI/CAF Series 5000 Railcar	5117

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

I, Anita E. Dallago, certify that I am Senior Financial Services Officer  
of Wilmington Trust Company, the trustee of WMATA 2003 TRUST ICX A (the "Trustee"), a  
Delaware statutory trust (the "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.

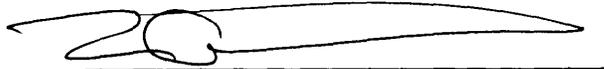
Executed on August 13, 2003.

  
Name: \_\_\_\_\_  
Title: Anita E. Dallago  
Senior Financial Services Officer

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

I, Lee M Arthurs, certify that I am an Authorized Signatory of AIG-FP Funding (Cayman) Limited (the "Lender"), that the instrument was signed on behalf of the Lender 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. I further declare under penalty of perjury that the foregoing is true and correct.

Executed on August 13, 2003.



Name: LEE M. ARTHURS  
Title: AUTHORIZED SIGNATORY