

RESOLUTION NO. 24098-B FILED

SEP 10 '02 4-1.9 AM

SURFACE TRANSPORTATION BOARD

RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:

Stanford G. Ladner, Esq.
O'Melveny & Myers LLP
153 East 53rd Street
New York, New York 10022

SHORT FORM OF SUBLEASE

This Short Form of Sublease is made and dated as of the 10th day of September, 2002, by and among, **WMATA 2002 TRUST WFBM A**, a Delaware statutory business trust ("**Sublessor**"), and having an address in care of Wilmington Trust Company, 1100 North Market Street, Wilmington, Delaware 19890-0001, and **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 ("**Sublessee**"), and having an address at 600 Fifth Street, NW, Washington, DC 20001.

A. Sublessor is the owner of a leasehold interest in certain Equipment described in Exhibit A attached hereto and incorporated herein by reference (the "**Equipment**").

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

C. Sublessor and Sublessee desire to record this Short Form of Sublease with the U.S. Surface Transportation Board to give constructive notice of Sublessee's interest in the Equipment.

D. Attached hereto as Exhibit B is a Sublease Certificate of Acceptance between Sublessor and Sublessee of date even herewith, which is incorporated by reference herein 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, Sublessee and Sublessor agree as follows:

1. **Property Subleased.** Sublessor hereby subleases to Sublessee, and Sublessee hereby subleases from Sublessor, the Equipment for the term, and on the covenants and conditions set forth in the Sublease, which Sublease is by this reference incorporated herein and made a part hereof as fully as if set forth herein at length.

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

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

4. **Counterparts.** This Short Form of Sublease 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 Sublease.

IN WITNESS WHEREOF, the Sublessee and Sublessor have executed this Short Form of Sublease as of the date first above written.

SUBLESSOR:

WMATA 2002 TRUST WFBM A

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

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

SUBLESSEE:

**WASHINGTON METROPOLITAN AREA
TRANSIT AUTHORITY**

By: _____
Name:
Title:

IN WITNESS WHEREOF, the Sublessee and Sublessor have executed this Short Form of Sublease as of the date first above written.

SUBLESSOR:

WMATA 2002 TRUST WFBM A

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

By: _____
Name:
Title:

SUBLESSEE:

**WASHINGTON METROPOLITAN AREA
TRANSIT AUTHORITY**

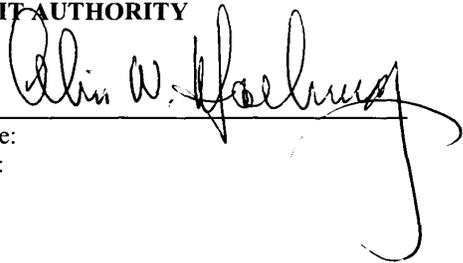
By:  _____
Name:
Title:

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, 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

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

I, Herald M. Burtlett, certify that I am Secretary; Chief of Staff of Washington Municipal 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.

Herald M. Burtlett
Name: Herald M. Burtlett
Title: Secretary; Chief of Staff

Certificate that Copy is Complete and Identical

The undersigned hereby certifies that:

A. He/She has compared the attached copy of Short Form of Sublease 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, as of September 10, 2002.