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AND WHEN RECORDED MAIL TO:

RECORDING NO. 24098-C FILED

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

SEP 10 '02 4-24 PM
SURFACE TRANSPORTATION BOARD

SHORT FORM OF SUBLESSOR'S SECURITY AGREEMENT

This Short Form of Sublessor's Security Agreement is made and dated as of the 10th day of September, 2002, by and among **WMATA 2002 TRUST WFBM A** (the "Sublessor"), a Delaware statutory business trust, having an address in care of Wilmington Trust Company, 1100 North Market Street, Wilmington, Delaware 19890-0001, and **WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY** (the "Sublessee"), 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.

A. Pursuant to the Sublessor's Security Agreement, of even date herewith (the "**Sublessor's Security Agreement**"), which by this reference is incorporated herein and made a part hereof as if set forth at length, the Sublessor desires to assign certain interests, including interests in that certain Equipment set forth in Exhibit A hereto, as security for certain obligations of the Sublessor; and

B. The Sublessor and the Sublessee desire to record this Short Form of Sublessor's Security Agreement with the U.S. Surface Transportation Board to give constructive notice of Sublessee'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 Sublessor and Sublessee agree as follows:

1. **Property Subject to Sublessor's Security Agreement:** Pursuant to, and in accordance with, the Sublessor's Security Agreement, the Sublessor hereby grants, bargains, sells, assigns, transfers, conveys, mortgages, pledges and confirms to the Sublessee, and its successors and permitted assigns, a security interest in and lien upon all right, title and interest in, to and under the Sublessor Collateral as that term is defined in the Sublessor's Security Agreement.

2. **Conflict With Sublessor's Security Agreement:** In the event of any conflict between this Short Form of Sublessor's Security Agreement and the Sublessor's Security Agreement, the terms, covenants and conditions of the Sublessor's Security Agreement shall control.

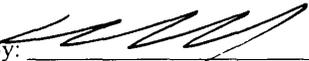
3. **Counterparts:** This Short Form of Sublessor's Security Agreement may be executed in one or more counterparts, but there shall only be one original and all of which taken together shall constitute one and the same instrument. Signature pages may be detached from multiple separate counterparts and 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 Sublessor's Security Agreement.

IN WITNESS WHEREOF, the Sublessor and the Sublessee have executed this Short Form of Sublessor's Security Agreement 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: **W. Chris Sponenberg**
Vice President

SUBLESSEE:

**WASHINGTON METROPOLITAN AREA
TRANSIT AUTHORITY**

By: _____
Name:
Title:

IN WITNESS WHEREOF, the Sublessor and the Sublessee have executed this Short Form of Sublessor's Security Agreement 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

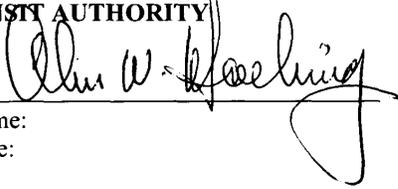
By: _____

Name

Title:

SUBLESEE:

**WASHINGTON METROPOLITAN AREA
TRANSIT AUTHORITY**

By:  _____

Name:

Title:

EXHIBIT A

Short Form of Sublessor's
Security Agreement (WMATA-WFBM-A)
NY1:870232

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
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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

**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, 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, Harold M. Barrett, certify that I am Secretary / Chief of Staff
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. Barrett
Name: Harold M. Barrett
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 Sublessor's Security Agreement 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.

