

RECORDATION NO. 24553 FILED

FULBRIGHT & JAWORSKI L.L.P. AUG 13 '03

4-55 PM

A REGISTERED LIMITED LIABILITY PARTNERSHIP
666 FIFTH AVENUE, 31ST FLOOR
NEW YORK, NEW YORK 10103-3198
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SURFACE TRANSPORTATION BOARD

MLATMAN@FULBRIGHT.COM
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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

RECORDATION NO. 24553 FILED

AUG 13 '03

4-55 PM

SURFACE TRANSPORTATION BOARD

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 SUBLEASE

This Short Form of Sublease is made and dated as of the 13th day of August, 2003 (this "**Short Form**"), by and between, **WMATA 2003 TRUST ICX A**, a Delaware statutory trust ("**Sublessor**"), and having an address in care of Wilmington Trust Company, Rodney Square North, 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 (WMATA-ICX-A) between Sublessor and Sublessee dated as of the date hereof (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 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 the Sublease Certificate of Acceptance (WMATA-ICX-A) between Sublessor and Sublessee dated as of the date hereof, 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.

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

SUBLESSOR:

WMATA 2003 TRUST ICX A

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

By: 
Name: **Kathleen A. Pedellni**
Title: **Financial Services Officer**

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 2003 TRUST ICX A

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

By: _____
Name:
Title:

SUBLESSEE:

**WASHINGTON METROPOLITAN AREA
TRANSIT AUTHORITY**

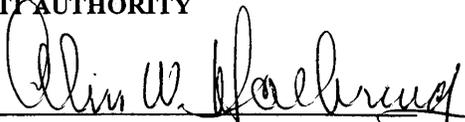
By: 
Name: Alvin W. Doehring
Title: Treasurer

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

EXHIBIT B

[Sublease Certificate of Acceptance]

SUBLEASE CERTIFICATE OF ACCEPTANCE

This SUBLEASE CERTIFICATE OF ACCEPTANCE (WMATA-ICX-A), dated August 13, 2003, by WMATA 2003 TRUST ICX-A (herein called the "Sublessor"), and WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY (herein called the "Sublessee"). All capitalized terms used herein, unless defined herein, shall have the respective meanings set forth in Appendix A to the Participation Agreement (WMATA-ICX-A), dated as of August 13, 2003 among the Sublessee, the Sublessor and others.

W I T N E S S E T H

WHEREAS, the Sublessor and the Sublessee, concurrently herewith, are entering into the Sublease Agreement (WMATA-ICX-A) dated as of August 13, 2003 (the "Sublease"). The Participation Agreement provides for, inter alia, the execution and delivery on the date hereof of this Sublease Certificate of Acceptance for the purpose of acknowledging delivery of specific Items of Equipment under the Sublease and subleasing such Items of Equipment under the Sublease as and when delivered in accordance with the terms thereof.

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, the Sublessor and the Sublessee hereby agree as follows:

1. The Sublessor hereby delivers and leases to the Sublessee under the Sublease, and the Sublessee hereby accepts and leases from the Sublessor under the Sublease, the Items of Equipment specified in Exhibit A.
2. The date of delivery and acceptance of such Items of Equipment under the Sublease is the date of this Sublease Certificate of Acceptance as set forth in the opening paragraph hereof, on which date the Sublease Term for such Items of Equipment shall commence.
3. The payment schedule for Basic Rent and the allocation of Basic Rent and the schedules of the Prepaid Rent Balance and Prepaid Rent Loan Balance for Items of Equipment are as set forth in Exhibits B-1, B-2 and B-3.
4. Casualty Values for Items of Equipment are in the amounts as set forth in Exhibit C hereto.
5. Termination Values for Items of Equipment are in the amounts as set forth in Exhibit D hereto.
6. The Purchase Option Price for Items of Equipment is in the amount set forth in Exhibit E hereto payable, to the extent permitted under Section 14(a), in installments on the dates and in the amounts set forth on such Exhibit E.

To the extent, if any, that this Sublease Certificate of Acceptance constitutes chattel paper (as such term is defined in the UCC), no security interest in this Sublease

Certificate of Acceptance may be created through the transfer or possession of any counterpart other than the original counterpart containing the receipt therefor executed by the Lender on the signature page thereof.

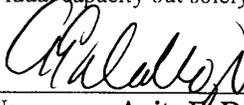
THIS SUBLEASE CERTIFICATE OF ACCEPTANCE SHALL IN ALL RESPECTS BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK (INCLUDING SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT, TO THE FULLEST EXTENT PERMITTED BY LAW, EXCLUDING ALL CHOICE-OF-LAW OR CONFLICTS-OF-LAWS RULES); PROVIDED, THAT THE POWERS AND LEGAL CAPACITY OF THE HEAD LESSOR SHALL BE GOVERNED BY AND CONSTRUED UNDER THE COMPACT.

IN WITNESS WHEREOF, the Sublessor and the Sublessee have caused this Sublease Certificate of Acceptance to be duly executed on the day and year first above written.

SUBLESSOR:

WMATA 2003 TRUST ICX-A

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

By: 

Name: **Anita E. Dallago**
Title: **Senior Financial Services Officer**

SUBLESSEE:

**WASHINGTON METROPOLITAN AREA
TRANSIT AUTHORITY**

By: _____

Name:
Title:

IN WITNESS WHEREOF, the Sublessor and the Sublessee have caused this Sublease Certificate of Acceptance to be duly executed on the day and year first above written.

SUBLESSOR:

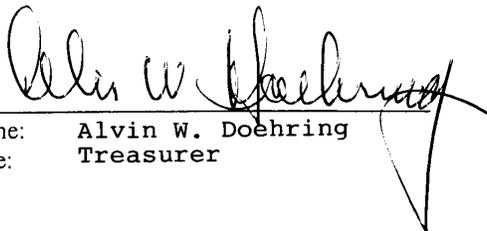
WMATA 2003 TRUST ICX-A

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

By: _____
Name:
Title:

SUBLESSEE:

**WASHINGTON METROPOLITAN AREA
TRANSIT AUTHORITY**

By: 
Name: Alvin W. Doehring
Title: Treasurer

[Sublease Certificate of Acceptance]
[WMATA-ICX-A]

CERTAIN OF THE RIGHT, TITLE AND INTEREST IN AND TO THIS SUBLEASE CERTIFICATE OF ACCEPTANCE WMATA 2003 TRUST ICX-A, HAVE BEEN ASSIGNED TO AND ARE SUBJECT TO A FIRST PRIORITY SECURITY INTEREST IN FAVOR OF THE UNDERSIGNED, AS LENDER, UNDER THE LOAN AND SECURITY AGREEMENT (WMATA-ICX-A), DATED AS OF AUGUST 13, 2003, AS AMENDED AND SUPPLEMENTED. THIS CERTIFICATE OF ACCEPTANCE HAS BEEN EXECUTED IN SEVERAL COUNTERPARTS. ONLY THE ORIGINAL COUNTERPART CONTAINS THE RECEIPT THEREFOR EXECUTED BY THE UNDERSIGNED, ON THE SIGNATURE PAGE HEREOF. SEE SECTION 23 OF THE SUBLEASE FOR INFORMATION CONCERNING THE RIGHTS OF THE HOLDERS OF THE VARIOUS COUNTERPARTS HEREOF.

Receipt of this original counterpart of the foregoing Sublease Certificate of Acceptance is hereby acknowledged on this August 13, 2003.

AIG-FP FUNDING (CAYMAN) LIMITED,
as Lender

By: _____
Name: _____
Title: _____

COPY

Exhibit A
to Sublease Certificate of Acceptance
(WMATA-ICX-A)

DESCRIPTION OF ITEMS OF EQUIPMENT

<u>Equipment Description</u>	<u>Serial Number</u>	<u>Equipment Value</u>
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	

[Sublease Certificate of Acceptance]
[WMATA-ICX-A]

<u>Equipment Description</u>	<u>Serial Number</u>	<u>Equipment Value</u>
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	

[Sublease Certificate of Acceptance]
[WMATA-ICX-A]

Exhibit B-1
to Sublease Certificate of Acceptance
(WMATA-ICX-A)

BASIC RENT PAYMENT SCHEDULE

Rent Payment Date	Basic Rent Amount Payable	Equity Portion of Basic Rent Amount Payable
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[Sublease Certificate of Acceptance]
[WMATA-ICX-A]

Exhibit B-2
to Sublease Certificate of Acceptance
(WMATA-ICX-A)

ALLOCATION OF BASIC RENT

Allocable from	Allocable to	Basic Rent Allocated
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[Sublease Certificate of Acceptance]
[WMATA-ICX-A]

Exhibit B-3
to Sublease Certificate of Acceptance
(WMATA-ICX-A)

PREPAID RENT LOAN BALANCES

<u>Date</u>	<u>Prepaid Rent Balance</u>	<u>Reduction of Prepaid Rent Loan Balance Resulting from Changes in the Prepaid Rent Balance</u>	<u>Prepaid Rent Loan Accrued Interest</u>	<u>Prepaid Rent Loan Balance after Application of Preceding Columns</u>
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[Sublease Certificate of Acceptance]
[WMATA-ICX-A]

Exhibit B-4
to Sublease Certificate of Acceptance
(WMATA-ICX-A)

ADJUSTED PREPAID RENT LOAN BALANCES

<u>Date</u>	<u>Adjusted Prepaid Rent Balance</u>	<u>Reduction of Adjusted Prepaid Rent Loan Balance Resulting from Changes in the Prepaid Rent Balance</u>	<u>Adjusted Prepaid Rent Loan Balance Offset Against Basic Rent Payable</u>	<u>Total Adjusted Prepaid Rent Loan Payments</u>	<u>Adjusted Prepaid Rent Loan Accrued Interest</u>	<u>Adjusted Prepaid Rent Loan Balance after Application of Preceding Columns</u>
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[Sublease Certificate of Acceptance]
[WMATA-ICX-A]

Exhibit C
to Sublease Certificate of Acceptance
(WMATA-ICX-A)

CASUALTY VALUES

<u>Termination Date</u>	<u>Casualty Value</u>
-------------------------	-----------------------

[Sublease Certificate of Acceptance]
[WMATA-ICX-A]

Exhibit D
to Sublease Certificate of Acceptance
(WMATA-ICX-A)

TERMINATION VALUES

<u>Termination Date</u>	<u>Termination Values</u>
-------------------------	---------------------------

[Sublease Certificate of Acceptance]
[WMATA-ICX-A]

Exhibit E
to Sublease Certificate of Acceptance
(WMATA-ICX-A)

PURCHASE OPTION PRICE PAYMENTS

<u>Payment Date</u>	<u>Purchase Option Installment Amount</u>
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ACKNOWLEDGMENT
PURSUANT TO 49 C.F.R. § 1177.3

I, Joann A. Rozell, certify that I am 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:

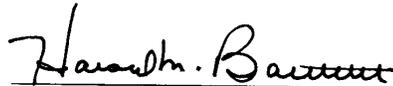


Joann A. Rozell
Financial Services Officer

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 August 13, 2003.



Name: Harold M. Bartlett

Title: Secretary & Chief of Staff