

RECORDATION NO. 21761-^G FILED

JUL 1 '05

12-48 PM

SURFACE TRANSPORTATION BOARD



July 1, 2005

Secretary
Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423-0001

Re: WMATA 1998-TEN-R Trust

Dear Sir/Madam:

Enclosed for recordation pursuant to the provisions of Section 11301, title 49 of the United States Code are an original and copy of the following documents:

1. Short Form of Lease Supplement
2. Short Form of Sublease Supplement
3. Short Form of Supplement to Equipment Mortgage & Pledge Agreement
4. Short Form of Supplement to Loan and Security Agreement

Each document is dated as of July 1, 2005 and constitutes a secondary document as defined in the Board's Rules for the recordation of documents. For each document the connected primary document is recorded under filing number **21761**.

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

Short Form of Lease Supplement

Lessor:	Washington Metropolitan Area Transit Authority ("WMATA") 600 Fifth Street, N.W. Washington, D.C. 20001
Lessee:	WMATA-1998-TEN-R Trust c/o Wilmington Trust Company

**Washington
Metropolitan Area
Transit Authority**

600 Fifth Street, NW
Washington, DC 20001
202/962-1234

By Metrorail:
Judiciary Square—Red Line
Gallery Place-Chinatown—
Red, Green and
Yellow Lines
By Metrobus:
Routes D1, D3, D6, P6,
70, 71, 80, X2

Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Short Form of Sublease Supplement

Sublessor: WMATA-1998-TEN-R Trust
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Sublessee: Washington Metropolitan Area Transit
Authority ("WMATA")
600 Fifth Street, N.W.
Washington, D.C. 20001

Short Form of Supplement to Equipment
Mortgage and Pledge Agreement

Mortgagor: Washington Metropolitan Area Transit
Authority ("WMATA")
600 Fifth Street, N.W.
Washington, D.C. 20001

Mortgagee: WMATA-1998-TEN-R Trust
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

A description and number of the railcars covered by the above two documents is set forth on Exhibit A attached to each of the above-listed Short Form Agreements.

Short Form of Supplement to Loan and
Security Agreement

Assignor: WMATA-1998-TEN-R Trust
c/o Wilmington Trust Company
Rodney Square North

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1100 North Market Street
Wilmington, Delaware 19890

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

Please cross-reference the Supplement to Loan and Security Agreement under the names Washington Metropolitan Area Transit Authority and WMATA-1998-TEN-R Trust.

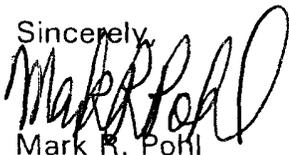
Under 49 C.F.R. § 1002.2(e)(1) of the Board's regulations, state and local government agencies are not required to pay filing fees. Please be advised that the filer herein, the Washington Metropolitan Area Transit Authority, is an interstate compact agency and instrumentality of the State of Maryland, Commonwealth of Virginia, and District of Columbia created with the consent of the United States Congress in Public Law 89-774, 80 Stat. 1324 (1966). As such, WMATA claims exemption from the filing fees for these documents.

Please stamp and return the original documents to:

Mark R. Pohl
Associate General Counsel
WMATA
600 Fifth Street, N.W.
Washington, D.C. 20001.

Please be advised that Mark R. Pohl is the in-house counsel for WMATA charged with representing WMATA in this matter. Should you have any questions, please feel free to contact me on (202) 962-2541.

Sincerely,



Mark R. Pohl
Associate General Counsel

Enclosures as stated

RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:

RECORDATION NO. 21761-67 FILED

Mark R. Pohl, Esq.
WMATA
600 Fifth Street, NW
Washington, DC 20001

JUL 1 '05

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SURFACE TRANSPORTATION BOARD

SHORT FORM OF SUPPLEMENT TO LOAN AND SECURITY AGREEMENT

This Short Form of Supplement to Loan and Security Agreement is made and dated as of the 1st day of July, 2005, by and among, WMATA 1998-TEN-R Trust, a Delaware statutory business trust, having an address in care of Wilmington Trust Company, 1100 North Market Street, Wilmington Delaware 19890-0001 (the "**Trust**") and **AIG-FP FUNDING (CAYMAN) LIMITED** (the "**Lender**"), having an address at P.O. Box 309 (c/o Maples and Calder), Ugland House, South Church Street, Grand Cayman, CAYMAN ISLANDS, BWI.

- A. The Trust has pledged those additional certain Railway Cars described in Exhibit A attached hereto and incorporated herein by reference (the "**Additional Railway Cars**").
- B. Lender herein desires to obtain a security interest as described herein from Trust and Trust desires to grant such security interest to Lender in those Additional Railway Cars, on the terms and conditions set forth in that certain Supplement to Loan and Security Agreement between Lender and the Trust of date even herewith (the "**Supplement to Loan and Security Agreement**"), which by this reference is incorporated herein and made a part hereof as if set forth at length.
- C. The Trust and Lender desire to record this Short Form of Supplement to Loan and Security Agreement with the U.S. Surface Transportation Board to give constructive notice of 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 Lender agree as follows:

1. **Property Subject to Supplement to Loan and Security Agreement:** Pursuant to the Loan and Security Agreement, the Trust has, subject to certain exceptions, granted the Lender a first priority security interest in (i) the Additional Railway Cars and (ii) right, title and interest of the Trust under:

(a) that certain Lease Agreement, dated as of October 29, 1998, between WMATA and WMATA 1998-TEN-R Trust, and any Lease Supplement thereto;

(b) that certain Sublease Agreement, dated as of October 29, 1998, between WMATA 1998-TEN-R Trust, and WMATA, and any Sublease Supplement thereto;

(c) that certain Participation Agreement, dated as of October 29, 1998, among WMATA, A-F Leasing LLC (as assignee of First American National Bank), AIG-FP Funding (Cayman) Limited, AIG-FP Special Finance (Cayman) Limited, WMATA 1998-TEN-R Trust, and Wilmington Trust Company;

(d) that certain Debt Payment Undertaking Agreement (1998-TEN-R), dated as of October 29, 1998, among AIG-FP Special Financing (Cayman) Limited, WMATA 1998-TEN-R Trust and WMATA;

(e) that certain Guarantee, dated as of October 29, 1998, made by American International Group, Inc. (Debt Payment Undertaking Agreement (1998-TEN-R)), in favor of WMATA and WMATA 1998-TEN-R Trust; and

(f) that certain Equipment Mortgage and Pledge Agreement dated as of October 29, 1998, between WMATA and WMATA 1998-TEN-R Trust, including amounts payable under the documents listed above and all other property acquired by the trust under such documents.

2. **Conflict With Loan and Security Agreement.** In the event of any conflict between this Short Form of Supplement to Loan and Security Agreement and the Supplement to Loan and Security Agreement, the terms, covenants and conditions of the Supplement to Loan and Security Agreement shall control.

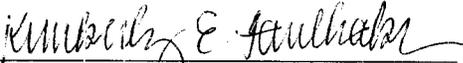
3. **Conflict With Prior Security Interest Recorded With U.S. Surface Transportation Board.** The parties hereto expressly desire to create the security interest solely in the Additional Railway Cars and do not intend, and this Short Form of Supplement to Loan and Security Agreement shall not be interpreted, to impair that certain security interest created in the October 29, 1998 Loan and Security Agreement.

4. **Counterparts.** This Short Form of Supplement to Loan and 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 Loan and Security Agreement.

IN WITNESS WHEREOF, the Mortgagor and Mortgagee have executed this Short Form of Supplement to Loan and Security Agreement as of the date first above written.

Trust:

WMATA 1998-TEN-R TRUST, by and through
Wilmington Trust Company, not in its individual
capacity, but solely as Trustee


Witness Kimberly E. Faulhaber

By: 
Name: Tira L. Johnson
Title: Financial Services Officer


Witness

By: 
Name: Monica M. Henry
Title: Assistant Vice President

Lender:

AIG-FP Funding (Cayman) Limited

Witness

By: _____
Name:
Title:

Witness

By: _____
Name:
Title:

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

I, Tira L. Johnson, certify that I am Financial Services Officer of Wilmington Trust Company, the Trustee of WMATA 1998-TEN-R trust, a Delaware statutory business that the foregoing 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 6/27, 2005.



IN WITNESS WHEREOF, the Mortgagor and Mortgagee have executed this Short Form of Supplement to Loan and Security Agreement as of the date first above written.

Trust:

WMATA 1998-TEN-R TRUST, by and through
Wilmington Trust Company, not in its individual
capacity, but solely as Trustee

Witness

By: _____
Name:
Title:

Witness

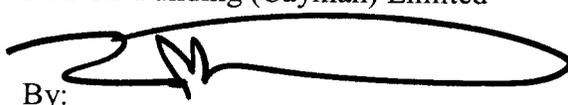
By: _____
Name:
Title:

Lender:

AIG-FP Funding (Cayman) Limited



Witness *Heather R. Chappa*


By: _____
Name: LEE M. ARTHURS
Title: AUTHORIZED SIGNATORY

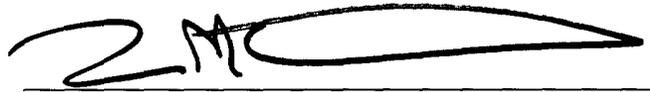
Witness

By: _____
Name:
Title:

**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"), a Delaware statutory business that the foregoing instrument was signed and sealed 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 June 27, 2005.



A handwritten signature in black ink, appearing to read 'L M Arthurs', written over a horizontal line.