



RECORDATION NO. 21884 G FILED

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SURFACE TRANSPORTATION BOARD

October 30, 2009

Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Re: WMATA 1998 TRUST USB A

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 Head Lease Supplement
2. Short Form of Lease Supplement
3. Short Form of Equipment Mortgage & Pledge Agreement Supplement
4. Short Form of Loan and Security Agreement Supplement
5. Short Form of Head Lessor's Lease Mortgage Supplement
6. Short Form of Lessor's Security Agreement Supplement

Each document is dated as of November 1, 2009 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 21884.

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

Short Form of Head Lease Supplement

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

Washington  
Metropolitan Area  
Transit Authority

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

metroopensdoors.com

A District of Columbia,  
Maryland and Virginia  
Transit Partnership

Head Lessee: WMATA 1998 TRUST USB A  
c/o Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

**Short Form of Lease Supplement**

Lessor: WMATA 1998 TRUST USB A  
c/o Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

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

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

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

Mortgagee: WMATA 1998 TRUST USB A  
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 Loan and Security Agreement Supplement**

Assignor: WMATA 1998 TRUST USB A  
c/o Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890



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,

A handwritten signature in black ink, appearing to read 'Mark R. Pohl', written over the typed name.

Mark R. Pohl  
Associate General Counsel

Enclosures as stated

EXECUTION COPY

RECORDING REQUESTED BY  
AND WHEN RECORDED MAIL TO

RECORDATION NO. 21884-67 FILED

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

NOV 03 '09 -10 3 8 AM

SURFACE TRANSPORTATION BOARD

### SHORT FORM OF HEAD LEASE SUPPLEMENT

This Short Form of Head Lease Supplement is made and dated as of the 1<sup>st</sup> day of November 2009 by and among 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 and having an address at 600 Fifth Street, N.W., Washington, DC 20001 (“**Head Lessor**”) and WMATA 1998 TRUST USB A, a Delaware statutory business trust, having an address in care of Wilmington Trust Company, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890 (“**Head Lessee**”):

- A. Head Lessor entered into that certain Head Lease Agreement (WMATA-USB-A), dated as of December 18, 1998 (“Head Lease”), between Head Lessor and Head Lessee, evidence of which was recorded with the U.S. Surface Transportation Board (the “STB”) on December 18, 1998, at 4:28 P.M. with the recordation number 21884.
- B. Head Lessee desires to evidence the replacement of two Items of Equipment identified on Schedule A attached hereto (the “Replaced Cars”) with two other like Items of Equipment identified on Schedule A attached hereto (the “Replacement Cars”).
- C. Head Lessor and Head Lessee desire to record this Short Form of Head Lease Supplement with the STB to give constructive notice of Head Lessee's substitution of the Replaced Cars with the Replacement Cars.
- D. Attached hereto as Schedule B is a Head Lease Certificate of Acceptance between Head Lessor and Head Lessee of even date herewith, which is incorporated herein by reference 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, Head Lessor and Head Lessee agree as follows:

1. **Event of Loss.** Head Lessor hereby confirms and Head Lessee hereby confirms that the Replaced Cars suffered an Event of Loss and are no longer subject to the Head Lease.

2. **Property Leased.** Head Lessor hereby leases to Head Lessee, and Head Lessee hereby leases from Head Lessor, the Replacement Cars for the term, and on the covenants and conditions set forth in the Head Lease, which Head Lease is by this reference incorporated herein and made a part hereof as if set forth herein at length.

3. **Term of Lease.** The lease term for the Replacement Cars is for the period commencing on the date hereof and ending on the Base Lease Termination Date, subject to any extension or renewal options contained in the Head Lease.

4. **Conflict With Lease.** In the event of any conflict between this Short Form of Head Lease Supplement and the Head Lease or the Head Lease Certificate of Acceptance, the terms, covenants and conditions of the Head Lease and the Head Lease Supplement shall control.

5. **Counterparts.** This Short Form of Head Lease Supplement 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 to the same instrument, which shall be the original of this Short Form of Head Lease Supplement.

[Remainder of page not used]

IN WITNESS WHEREOF, the Head Lessor and Head Lessee have executed this Short Form of Head Lease Supplement as of the date first above written.

**Head Lessor:**

WASHINGTON METROPOLITAN AREA  
TRANSIT AUTHORITY

By: Raj Srinath  
Name: Raj Srinath  
Title: Treasurer

**Head Lessee:**

WMATA 1998 TRUST USB A, by and  
through Wilmington Trust Company, not in  
its individual capacity, but solely as Trustee

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

IN WITNESS WHEREOF, the Head Lessor and Head Lessee have executed this Short Form of Head Lease Supplement as of the date first above written.

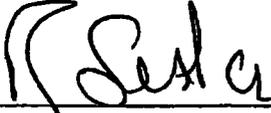
**Head Lessor:**

WASHINGTON METROPOLITAN AREA  
TRANSIT AUTHORITY

By: \_\_\_\_\_  
Name: Raj Srinath  
Title: Treasurer

**Head Lessee:**

WMATA 1998 TRUST USB A, by and  
through Wilmington Trust Company, not in  
its individual capacity, but solely as Trustee

By:  \_\_\_\_\_  
Name: Jacqueline Solone  
Title: Financial Services Officer

**Schedule A**

<b>Replaced Car Serial Numbers</b>	<b>Replacement Car Serial Numbers</b>
3036	3068
3037	3069

**Schedule B**

**Head Lease Certificate of Acceptance**

**EXECUTION COPY**

**HEAD LEASE CERTIFICATE OF ACCEPTANCE (WMATA-USB-A)**

THIS HEAD LEASE CERTIFICATE OF ACCEPTANCE (WMATA-USB-A) dated November 1, 2009 (this "Certificate") between WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY, a body corporate and politic created and existing under and by virtue of an interstate compact between the State of Maryland, the Commonwealth of Virginia and the District of Columbia, as head lessor ("Head Lessor"), and WMATA 1998 TRUST USB A, a Delaware statutory business trust, as head lessee ("Head Lessee"):

WHEREAS, capitalized terms used herein, but not otherwise defined herein shall have the meanings set forth in Appendix A to that certain Participation Agreement (WMATA-USB-A), dated as of December 18, 1998, among (i) Head Lessor, (ii) Head Lessee, (iii) U.S. Bancorp Equipment Finance, Inc., as successor-in-interest to U.S. Bancorp Leasing & Financial, as the equity investor, (iii) AIG-FP Funding (Cayman) Limited, as the Series A lender, Series B lender and agent, and (iv) Wilmington Trust Company.

WHEREAS, the Head Lessor and the Head Lessee have heretofore entered into the Head Lease Agreement (WMATA-USB-A), dated as of December 18, 1998 (the "Head Lease"), which provides for the execution and delivery of a Head Lease Certificate of Acceptance in substantially the form hereof for the purpose of leasing the Items of Equipment when delivered by the Head Lessor to the Head Lessee in accordance with the terms thereof. All of the terms and provisions of the Head Lease are hereby incorporated by reference in this Certificate to the same extent as if fully set forth herein (including those terms providing that capitalized terms used therein and not otherwise defined therein shall have the meanings given such terms in Appendix A to the Participation Agreement, and the rules of usage set forth therein shall apply thereto).

WHEREAS, the Head Lessor and the Head Lessee have previously entered into a Head Lease Certificate of Acceptance as contemplated by the Head Lease.

WHEREAS, on July 21, 2009, Head Lessor, as lessee and as permitted under section 10(a)(ii) of that certain Lease Agreement (WMATA-USB-A), dated as of December 18, 1998 ("Lease"), between Head Lessee, as lessor ("Lessor") and Head Lessor, as lessee ("Lessee"), gave an Election Notice to the Lessor, Head Lessor, Lender, and Equity Investor relating to an Event of Loss, whereby Lessee elected to substitute two Items of Equipment that suffered an Event of Loss with two similar items of equipment.

WHEREAS, the terms of Section 10(a) of the Lease require the provision of an additional Head Lease Certificate of Acceptance with respect to the replacement Items of Equipment.

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, the Head Lessor and the Head Lessee hereby agree as follows:

1. Both the Head Lessee and the Head Lessor hereby agree and confirm that the cars listed on Schedule A attached hereto, labeled "Replaced Cars" (such Items of Equipment, the "Replaced Cars"), have suffered an Event of Loss and shall no longer be subject to the Head Lease.

2. The Head Lessor hereby delivers and leases to the Head Lessee under the Head Lease, and the Head Lessee hereby accepts and leases from the Head Lessor under the Head Lease, the Items of Equipment specified in Schedule A attached hereto, labeled "Replacement Cars" (such Items of Equipment, the "Replacement Cars").

3. The date of delivery and acceptance of the Replacement Cars under the Head Lease is the date of this Certificate as set forth in the opening paragraph hereof, such date to be designated the Basic Lease Commencement Date for the Replacement Cars, and the Basic Lease Termination Date for the Replacement Cars shall remain the same, as stated on Schedule 1 to Appendix A of the Participation Agreement.

4. The Head Lessee hereby confirms to the Head Lessor that:

a. the Head Lessee has accepted the Replacement Cars for all purposes of the Head Lease as being in good working order and repair and without defect or inherent vice in condition, design, operation or fitness for use, and otherwise in full compliance with the Head Lease; and

b. the Replacement Cars are rail vehicles of the same type and having the same value, remaining useful life, residual value and utility at least equal to, and in as good operating conditions as the Replaced Cars, assuming the Replaced Cars have been maintained in the condition required under the Head Lease.

5. The values listed on Schedules II through VIII to that certain Head Lease Certificate of Acceptance (WMATA-USB-A), dated December 18, 1998, by Head Lessor, listing the Head Lease Basic Rent Allocation, Head Lease Basic Rent Payments, Head Lease Termination Values, Head Lease Terms, Head Lease Minimum Funding Amounts, Head Lease Debt Service and Equity Amounts, and Head Lease Debt Repayment Amounts and Equity Repayment Amounts, shall apply to the Replacement Cars.

**THIS CERTIFICATE 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 Head Lessor and the Head Lessee have each caused this Certificate to be duly executed by its authorized officer on the day and year first above written.

Head Lessor:

WASHINGTON METROPOLITAN AREA  
TRANSIT AUTHORITY

By: Raj Srinath  
Raj Srinath  
Treasurer

Head Lessee:

WMATA 1998 TRUST USB A, by and  
through Wilmington Trust Company, not in  
its individual capacity, but solely as Trustee

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

**IN WITNESS WHEREOF, the Head Lessor and the Head Lessee have each caused this Certificate to be duly executed by its authorized officer on the day and year first above written.**

**Head Lessor:**

**WASHINGTON METROPOLITAN AREA  
TRANSIT AUTHORITY**

**By:** \_\_\_\_\_  
**Raj Srinath**  
**Treasurer**

**Head Lessee:**

**WMATA 1998 TRUST USB A, by and  
through Wilmington Trust Company, not in  
its individual capacity, but solely as Trustee**

**By:**  \_\_\_\_\_  
**Name:**  
**Title:** **Jacqueline Solone**  
**Financial Services Officer**

**Schedule A  
To Head Lease Certificate of Acceptance  
(WMATA-USB-A)**

<b>Replaced Car Serial Numbers</b>	<b>Replacement Car Serial Numbers</b>
3036	3068
3037	3069

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

I, Loyda Sequeira-Castillo, certify that I am the Secretary 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 October 30, 2009



Name: Loyda Sequeira-Castillo  
Title: Secretary

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

I, Jacqueline Solone, certify that I am Jacqueline Solone  
Financial Services Officer  
of Wilmington Trust Company, the Trustee of WMATA 1998 TRUST USB A, 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 October 30, 2009.

J Solone