



RECORDATION NO. 21884-L FILED  
NOV 03 '09 -10 3 0 AM  
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

**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 TRUST USB A.

**Short Form of Head Lessor's Lease Mortgage Supplement**

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

**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 Lessor's Security Agreement 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

Under 49 C.F.R. Section 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,

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

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

RECORDATION NO. 21884-L FILED

NOV 03 '09 -10 3 8 AM

SURFACE TRANSPORTATION BOARD

### SHORT FORM OF LESSOR'S SECURITY AGREEMENT SUPPLEMENT

This Short Form of Lessor's Security Agreement Supplement is made and dated as of the 1<sup>st</sup> day of November 2009 by and among **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 ("**Lessor**") 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 and having an address at 600 Fifth Street, N.W., Washington, DC 20001 ("**Lessee**") and:

- A Lessor entered into that certain Lessor's Security Agreement (WMATA-USB-A), dated as of December 18, 1998 ("Lessor's Security Agreement"), between Lessor and 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-E.
- B. Lessor 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. Lessor and Lessee desire to record this Short Form of Lessor's Security Agreement Supplement with the STB to give constructive notice of Lessor's substitution of the Replaced Cars with the Replacement Cars.

In consideration of the foregoing recitals, and for other good and allowable consideration, the receipt and sufficiency of which are hereby acknowledged, Lessor and Lessee agree as follows:

EXECUTION COPY

1. **Property no Longer Subject to Lessor's Security Agreement.** Lessor hereby confirms and Lessee hereby confirms that the Replaced Cars suffered an Event of Loss and are no longer subject to the Lessor's Security Agreement.

2. **Property Subject to Lessor's Security Agreement.** Lessor hereby grants a security interest in and lien on all of the Lessor's right, title and interest in, to and under the Lessor Collateral relating to the Replacement Cars, as each of these terms is defined either herein or in the Lessor Security Agreement.

3. **Conflict With Lessor's Security Agreement.** In the event of any conflict between this Short Form of Lessor's Security Agreement Supplement and the Lessor's Security Agreement or the Lessor's Security Agreement Supplement, the terms, covenants and conditions of the Lessor's Security Agreement and the Lessor's Security Agreement Supplement shall control.

4. **Counterparts.** This Short Form of Lessor's Security Agreement 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 Lessor's Security Agreement Supplement.

IN WITNESS WHEREOF, the Lessor and Lessee have executed this Short Form of Lessor's Security Agreement Supplement as of the date first above written.

**Lessor:**

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

**Lessee:**

WASHINGTON METROPOLITAN AREA  
TRANSIT AUTHORITY

By: \_\_\_\_\_

Name: Raj Srinath

Title: Treasurer

EXECUTION COPY

1. **Property no Longer Subject to Lessor's Security Agreement.** Lessor hereby confirms and Lessee hereby confirms that the Replaced Cars suffered an Event of Loss and are no longer subject to the Lessor's Security Agreement.

2. **Property Subject to Lessor's Security Agreement.** Lessor hereby grants a security interest in and lien on all of the Lessor's right, title and interest in, to and under the Lessor Collateral relating to the Replacement Cars, as each of these terms is defined either herein or in the Lessor Security Agreement.

3. **Conflict With Lessor's Security Agreement.** In the event of any conflict between this Short Form of Lessor's Security Agreement Supplement and the Lessor's Security Agreement or the Lessor's Security Agreement Supplement, the terms, covenants and conditions of the Lessor's Security Agreement and the Lessor's Security Agreement Supplement shall control.

4. **Counterparts.** This Short Form of Lessor's Security Agreement 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 Lessor's Security Agreement Supplement.

IN WITNESS WHEREOF, the Lessor and Lessee have executed this Short Form of Lessor's Security Agreement Supplement as of the date first above written.

**Lessor:**

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

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

**Lessee:**

WASHINGTON METROPOLITAN AREA  
TRANSIT AUTHORITY

By: Raj Srinath  
Name: Raj Srinath  
Title: Treasurer

**Schedule A**

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

EXECUTION COPY

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

EXECUTION COPY

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, and 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