



ELECTRONIC FILING

RECORDATION NO. 21755-F FILED

January 5, 2011

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

SURFACE TRANSPORTATION BOARD

Re: WMATA 1998-COM-B3 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. Termination of Short Form of Lease
2. Termination of Short Form of Sublease
3. Termination of Short Form of Equipment Mortgage & Pledge Agreement
4. Termination of Short Form of Loan and Security Agreement

Each document is dated as of January 4, 2011 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 21755.

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

Termination of Short Form of Lease

Lessor:

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

Lessee:

WMATA 1998-COM-B3 Trust
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Washington
Metropolitan Area
Transit Authority

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

www.metroopensdoors.com

A District of Columbia,
Maryland and Virginia
Transit Partnership

Termination of Short Form of Sublease

Sublessor: WMATA 1998-COM-B3 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

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

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

Mortgagee: WMATA 1998-COM-B3 Trust
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

**Termination of Short Form of Loan and
Security Agreement**

Assignor: WMATA 1998-COM-B3 Trust
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

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Grand Cayman, Cayman Islands
British West Indies

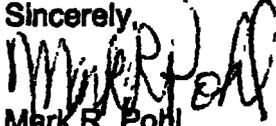
Please cross-reference the Termination of Loan and Security Agreement under the names Washington Metropolitan Area Transit Authority and WMATA 1998-COM-B3 Trust.

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 electronic version of the original documents to:

Mark R. Pohl
Associate General Counsel
WMATA
600 Fifth Street, N.W.
Washington, D.C. 20001.
e-mail: mpohl@wmata.com

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

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

I, Necola Pierce, certify that I am the Acting Board Secretary of the Washington Metropolitan Area Transit Authority ("WMATA"), a body corporate and public 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, 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 January 5, 2011.



Necola Pierce
Acting Board Secretary