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OF COUNSEL
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23424-C FILED
11-2 1 AM
SURFACE TRANSPORTATION BOARD

March 23, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Sublease Supplement (2001-1), dated as of March 22, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Sublease Agreement (2001-1) which is being filed with the Board under Recordation Number _____-B.

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

Sublessor: MARTA Rail Statutory Trust 2001-1
c/o Wilmington Trust Company, Trustee
1100 North Market Street
Wilmington, Delaware 19801

Sublessee: Metropolitan Atlanta Rapid Transit Authority
2424 Piedmont Road, N.E.
Atlanta, Georgia 30324-3330

A description of the railroad equipment covered by the enclosed document is:

Six (6) Hitachi-built railcars with Metropolitan Atlanta Rapid Transit Authority road marks within the series 201 - 206 inclusive.

A short summary of the document to appear in the index is:

Memorandum of Sublease Supplement (2001-1), dated as of March 22, 2001, between MARTA Rail Statutory Trust 2001-1, Sublessor, and Metropolitan Atlanta Rapid Transit Authority, Sublessee, covering six (6) Hitachi-built railcars with Metropolitan Atlanta Rapid Transit Authority road marks within the series 201 - 206 inclusive.

Also enclosed is a check in the amount of $28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bjg
Enclosures

MEMORANDUM OF SUBLEASE SUPPLEMENT
(2001-1)

This Memorandum of Sublease Agreement is made and entered into as of March 22, 2001, by and between WILMINGTON TRUST COMPANY not in its individual capacity, but solely as trustee on behalf of MARTA Rail Statutory Trust 2001-1 (hereinafter referred to as "Sublessor") and METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY (hereinafter referred to as "Sublessee") and respecting that certain Head Sublease Supplement No. 1 (2001-1) dated March 22, 2001, between Sublessor and Sublessee (the "Sublease Supplement No. 1").

Pursuant to the provisions of the Supplement, Sublessor and Sublessee hereby affirm and acknowledge that:

1. For good and valuable consideration, Sublessor has agreed to lease to the Sublessee and the Sublessee has agreed to lease from the Sublessor certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, effective as of the date hereof and subject to the terms defined in the Sublease Supplement No. 1.

2. Sublessor and Sublessee further acknowledge and affirm that this Memorandum of Sublease Supplement is not a summary of the Sublease Supplement No. 1 nor a complete recitation of the terms and provisions thereof. Accordingly, Sublessor and Sublessee hereby agree that in the event of a conflict between this Memorandum of Sublease Supplement and the provisions of the Sublease Supplement No. 1, the provisions of the Sublease Supplement No. 1 shall control.

3. This Memorandum of Sublease Supplement is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant 49 U.S.C. Section 11301(a).

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RECORDATION NO. 23424-C FILED
MAR 23 '01 11-21 AM
SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Sublease Supplement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

SUBLESSOR:

MARTA RAIL STATUTORY TRUST 2001-1

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

By: _____

Name: James P. Lawler

Title: VP

SUBLESSEE:

METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY

By: _____

Name: Terry L. Griffis

Title: AGM Finance & Administration

16982671.1 32101 1653E 01709011

STATE OF ~~DELAWARE~~ New York)
) SS:
COUNTY OF NEW ~~CASTLE~~ York)

On this 21 of March, 2001, before me personally appeared James P. Lawler, to me personally known, who being duly sworn, stated that he/she is Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said corporation, not in its individual capacity, but solely as trustee on behalf of MARTA Rail Statutory Trust 2001-1 by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Linda Hoyt

Notary Public

LINDA HOYT
NOTARY PUBLIC, State of New York
No. 31-4768864
Qualified in New York County
Commission Expires March 30, ~~2000~~ 2002

My Commission Expires

STATE OF New York)
) SS:
COUNTY OF New York)

On this 22nd of March, 2001, before me personally appeared Terry L. Griffis, to me personally known, who being duly sworn, stated that he/she is AGM Finance + Administration of METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY that said instrument was signed on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public David Meza

My Commission Expires 1/22/2003

DAVID MEZA
NOTARY PUBLIC, State of New York
No. 01ME6053996
Qualified in New York County
Commission Expires January 22, 2003

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EXHIBIT A

UNITS

NO. OF RAILCARS	MANUFACTURER	REPORTING MARKS
Six (6)	Hitachi	201-206