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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

RECORDATION FILED  
23425-A  
MAR 23 2001 11:24 AM  
SURFACE TRANSPORTATION BOARD  
OF COUNSEL  
URBAN A. LESTER

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 Head Lease Supplement (2001-2), 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 Head Lease Agreement (2001-2) which is being filed with the Board under Recordation Number \_\_\_\_\_.

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

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

Lessee: MARTA Rail Statutory Trust 2001-2  
c/o Wilmington Trust Company, Trustee  
1100 North Market Street  
Wilmington, Delaware 19801

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

Forty-six (46) Franco Belge-built railcars with Metropolitan Atlanta Rapid Transit Authority road marks within the series 107-108, 113-116, 119-134, 143-144, 149-160, 163-164, 169-170 and 173-178 each inclusive.

23000-1-1-01

Mr. Vernon A. Williams  
March 23, 2001  
Page 2

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

Memorandum of Head Lease Supplement (2001-2), dated as of March 22, 2001, between Metropolitan Atlanta Rapid Transit Authority, Lessor and MARTA Rail Statutory Trust 2001-2, Lessee, covering forty-six (46) Franco Belge-built railcars with Metropolitan Atlanta Rapid Transit Authority road marks within the series 107-108, 113-116, 119-134, 143-144, 149-160, 163-164, 169-170 and 173-178 each 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 HEAD LEASE SUPPLEMENT**

(2001-2)

This Memorandum of Head Lease Supplement is made and entered into as of March 22, 2001, by and between METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY (hereinafter referred to as "Lessor") and WILMINGTON TRUST COMPANY not in its individual capacity, but solely as trustee on behalf of MARTA Rail Statutory Trust 2001-2 (hereinafter referred to as "Lessee") respecting that certain Head Lease Supplement No. 1 (2001-2) dated March 22, 2001, between Lessor and Lessee (the "Head Lease Supplement No. 1").

Pursuant to the provisions of the Supplement, Lessor and Lessee hereby affirm and acknowledge that:

1. For good and valuable consideration, Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor 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 Head Lease Supplement No. 1.
2. Lessor and Lessee further acknowledge and affirm that this Memorandum of Head Lease Supplement is not a summary of the Head Lease Supplement No. 1 nor a complete recitation of the terms and provisions thereof. Accordingly, Lessor and Lessee hereby agree that in the event of a conflict between this Memorandum of Head Lease Supplement and the provisions of the Head Lease Supplement No. 1, the provisions of the Head Lease Supplement No. 1 shall control.
3. This Memorandum of Head Lease 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. 23425-A FILED

MAR 23 '01 11-24 AM

SURFACE TRANSPORTATION BOARD

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

LESSOR:

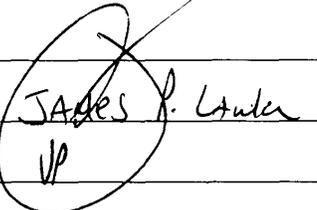
METROPOLITAN ATLANTA  
RAPID TRANSIT AUTHORITY

By:   
Name: TERRY L. BIVFFIS  
Title: AGENT FINANCIAL ADMINISTRATION

LESSEE:

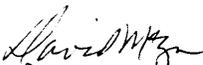
MARTA RAIL STATUTORY  
TRUST 2001-2

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

By:   
Name: JAMES P. UNDER  
Title: VP

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

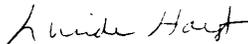
On this 22nd of March, 2001, before me personally appeared Terry L. Griffis, to me personally known, who being duly sworn, stated that he/she is AGM Finance & Administration of METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY that said instrument was signed on behalf of said corporation by authority of its 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

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

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

On this 21 of March, 2001, before me personally appeared James P. Hawth, 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 2001-2 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  
My Commission Expires

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

**EXHIBIT A**

UNITS

<u>NO. OF RAILCARS</u>	<u>MANUFACTURER</u>	<u>REPORTING MARKS</u>
Forty-six (46)	Franco Belge	107-108, 113-116, 119-134, 143-144, 149-160, 163-164, 169-170, 173-178