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RECORDATION NO. 23790-C FILED

DEC 27 '01 3-56 PM

SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

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

December 27, 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 three (3) copies of a Memorandum of Sublease Supplement (2001-9), dated as of December 27, 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 (2001-9) 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 2001-9
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:

Eight (8) Hitachi-built railcars with Metropolitan Atlanta Rapid Transit Authority road marks 267 – 274 inclusive..

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Mr. Vernon A. Williams
December 27, 2001
Page 2

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

Memorandum of Sublease Supplement (2001-9).

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,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bjg
Enclosures

MEMORANDUM OF SUBLEASE SUPPLEMENT
(2001-9)

This Memorandum of Sublease Agreement is made and entered into as of December 27, 2001, by and between WILMINGTON TRUST COMPANY not in its individual capacity, but solely as trustee on behalf of MARTA Rail Statutory Trust 2001-9 (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 (2001-9) dated December 27, 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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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
2001-9

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

By: W. T. Morris II

Name: W. Thomas Morris, II

Title: Financial Services Officer

SUBLESSEE:

METROPOLITAN ATLANTA
RAPID TRANSIT AUTHORITY

By: _____

Name: Terry L. Griffis

Title: AGM Finance and Administration

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this 30th of December, 2001, before me personally appeared W. Thomas Morris, II, to me personally known, who being duly sworn, stated that he/she is Financial Services Officer 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 2001-9 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
Christine L. Migliocco
My Commission Expires
CHRISTINE L. MIGLIOCCO
NOTARY PUBLIC
My Commission Expires Jan. 13, 2004

STATE OF _____)
) SS:
COUNTY OF _____)

On this _____ of December, 2001, before me personally appeared Terry L. Griffis, to me personally known, who being duly sworn, stated that he/she is AGM Finance and 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
My Commission Expires

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:

SUBLESSEE:

MARTA RAIL STATUTORY TRUST
2001-9

METROPOLITAN ATLANTA
RAPID TRANSIT AUTHORITY

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

By: 

By: _____

By: _____

Name: _____

Name: Terry L. Griffis

Title: _____

Title: AGM Finance and Administration

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this _____ of December, 2001, before me personally appeared _____, to me personally known, who being duly sworn, stated that he/she is _____ 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 2001-9 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

STATE OF Georgia)
) SS:
COUNTY OF Fulton)

On this 20th of December, 2001, before me personally appeared Terry L. Griffis, to me personally known, who being duly sworn, stated that he/she is AGM Finance and 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.

Seraldine L. Williams
Notary Public

My Commission Expires

Notary Public, Fulton County, Georgia
My Commission Expires March 11, 2002

EXHIBIT A

UNITS

<u>RAILCAR NUMBERS</u>	<u>MANUFACTURER</u>	<u>REPORTING MARK</u>
267		
268		
269	Hitachi	Marta
270		
271		
272		
273		
274		

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

12/27/01



Robert W. Alvord