

RECORDATION NO. 24141 FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301

SEP 30 '02 4-25 PM

SURFACE TRANSPORTATION BOARD

WASHINGTON, D.C.

20036

OF COUNSEL
URBAN A. LESTER

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

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

September 30, 2002

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

Re: MARTA (2002-1)

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 Agreement (2002-1), dated as of September 27, 2002, a primary document as defined in the Board's Rules for the Recordation of Documents.

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 2002-1
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:

20 railcars bearing MARTA reporting marks and road numbers 629 - 648

Mr. Vernon A. Williams
September 30, 2002
Page Two

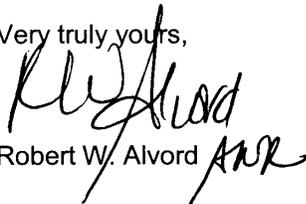
A short summary of the document to appear in the index is:

Memorandum of Head Lease Agreement (2002-1)

Also enclosed is a check in the amount of \$30.00 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 "R. W. Alvord". The signature is written in a cursive style with a large initial "R".

Robert W. Alvord *AWR*

RWA/anr
Enclosures

MEMORANDUM OF HEAD LEASE AGREEMENT
(2002-1)

This Memorandum of Head Lease Agreement is made and entered into as of September 27, 2002, 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 2002-1 (hereinafter referred to as "Lessee") respecting that certain Head Lease Agreement (2002-1) dated as of September 27, 2002, between Lessor and Lessee (the "Head Lease").

Pursuant to the provisions of the Head Lease, 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.
2. Lessor and Lessee further acknowledge and affirm that this Memorandum of Head Lease Agreement is not a summary of the Head Lease 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 Agreement and the provisions of the Head Lease, the provisions of the Head Lease shall control.
3. This Memorandum of Head Lease Agreement is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a).

[Intentionally Left Blank]

RECORDATION NO. 24141 FILED
SEP 30 '02 4-25 PM
SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Head Lease Agreement 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: _____

Title: _____

LESSEE:

MARTA RAIL STATUTORY
TRUST 2002-1

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

By: _____

Name: _____

Title: _____

STATE OF _____)
)
COUNTY OF _____) SS:

On this _____ of September, 2002, before me personally appeared _____, to me personally known, who being duly sworn, stated that he/she is _____ 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

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

On this _____ of September, 2002, 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 2002-1 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.

Notary Public

My Commission Expires

EXHIBIT A

UNITS

Railcar	Manufacturer	Car Number
CQ312	Breda	629
CQ312	Breda	630
CQ312	Breda	631
CQ312	Breda	632
CQ312	Breda	633
CQ312	Breda	634
CQ312	Breda	635
CQ312	Breda	636
CQ312	Breda	637
CQ312	Breda	638
CQ312	Breda	639
CQ312	Breda	640
CQ312	Breda	641
CQ312	Breda	642
CQ312	Breda	643
CQ312	Breda	644
CQ312	Breda	645
CQ312	Breda	646
CQ312	Breda	647
CQ312	Breda	648

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Head Lease Agreement 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: Richard P. Marsh

Title: Manager of Financial Planning and Analysis

STATE OF Georgia)
) SS:
COUNTY OF Fulton)

On this 23rd of September, 2002, before me personally appeared Richard P. Marsh, to me personally known, who being duly sworn, stated that he/she is Mgr. of Financial Planning/Analysis 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.

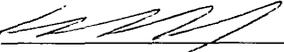

Notary Public

My Commission Expires
LINDA B. MORGAN
NOTARY PUBLIC, FULTON COUNTY, GEORGIA
MY COMMISSION EXPIRES SEPTEMBER 20, 2004

LESSEE:

MARTA RAIL STATUTORY
TRUST 2002-1

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

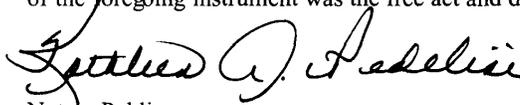
By:  _____

Name: W. Chris Sponenberg

Title: Vice President

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

On this 20th of September, 2002, before me personally appeared W. Chris [unclear], 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 2002-1 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.


Notary Public

My Commission Expires
KATHLEEN A. PEDELINI
NOTARY PUBLIC-DELAWARE
My Commission Expires Oct. 31, 2007