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

OF COUNSEL
URBAN A. LESTER

September 30, 2002

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

RECORDATION NO. 24142 **FILED**

SEP 30 02 4-25 PM

SURFACE TRANSPORTATION BOARD

Re: MARTA (2002-2)

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 (2002-2), 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 2002-2
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:

22 railcars bearing MARTA reporting marks and road numbers within the series 243 - 266

24142 4:25 pm

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

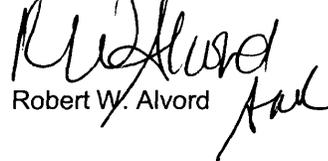
A short summary of the document to appear in the index is:

Memorandum of Head Lease Agreement (2002-2)

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,


Robert W. Alvord

RWA/anr
Enclosures

MEMORANDUM OF HEAD LEASE AGREEMENT
(2002-2)

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 2002-2 (hereinafter referred to as "Lessee") respecting that certain Head Lease Agreement (2002-2) 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).

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RECORDATION NO. 24142 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 2002-2

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

By: _____

Name: _____

Title: _____

EXHIBIT A

UNITS

Railcar	Manufacturer	Car Number
CQ311	Hitachi	243
CQ311	Hitachi	244
CQ311	Hitachi	247
CQ311	Hitachi	248
CQ311	Hitachi	249
CQ311	Hitachi	250
CQ311	Hitachi	251
CQ311	Hitachi	252
CQ311	Hitachi	253
CQ311	Hitachi	254
CQ311	Hitachi	255
CQ311	Hitachi	256
CQ311	Hitachi	257
CQ311	Hitachi	258
CQ311	Hitachi	259
CQ311	Hitachi	260
CQ311	Hitachi	261
CQ311	Hitachi	262
CQ311	Hitachi	263
CQ311	Hitachi	264
CQ311	Hitachi	265
CQ311	Hitachi	266

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)
)
COUNTY OF Fulton) SS:

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 2002-2

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

By: 

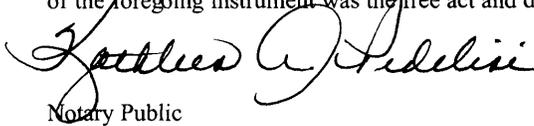
Name: W. Chris Sponenberg

Vice President

Title: _____

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

On this 20th of September, 2002, before me personally appeared
W. Chris Sponen, 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
2002-2 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
KATHLEEN A. PEDELINI
NOTARY PUBLIC-DELAWARE
Commission Expires Oct. 31, 2002