

RECORDATION NO. 24141-B FILED

SEP 30 '02

4-35 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
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SUITE 301  
WASHINGTON, D.C.

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ELLSWORTH C. ALVORD (1964)

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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 Sublease Agreement (2002-1), dated as of September 27, 2002, 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 (2002-1) which is being filed with the Board under Recordation Number \_\_\_\_\_.

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

Sublessor: MARTA Rail Statutory Trust 2002-1  
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

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

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

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

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

Memorandum of Sublease 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,

  
Robert W. Alvord

RWA/anr  
Enclosures

**MEMORANDUM OF SUBLEASE AGREEMENT**  
(2002-1)

This Memorandum of Sublease Agreement is made and entered into as of September 27, 2002, by and between 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 "Sublessor") and METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY (hereinafter referred to as "Sublessee") respecting that certain Sublease Agreement (2002-1) dated as of September 27, 2002, between Sublessor and Sublessee (the "Sublease").

Pursuant to the provisions of the Sublease, 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.

2. Sublessor and Sublessee further acknowledge and affirm that this Memorandum of Sublease Agreement is not a summary of the Sublease 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 Agreement and the provisions of the Sublease, the provisions of the Sublease shall control.

3. This Memorandum of Sublease 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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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Sublease Agreement 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  
2002-1

METROPOLITAN ATLANTA  
RAPID TRANSIT AUTHORITY

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

By: \_\_\_\_\_

By: \_\_\_\_\_

Name: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Title: \_\_\_\_\_

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

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

**EXHIBIT A**

UNITS

<b>Railcar</b>	<b>Manufacturer</b>	<b>Car Number</b>
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 Sublease Agreement 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  
2002-1

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

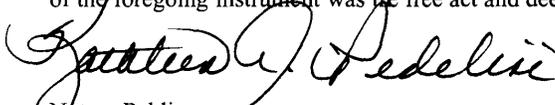
By: 

Name: W. Chris Sponenberg  
Vice President

Title: \_\_\_\_\_

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

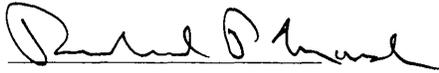
On this 20<sup>th</sup> of September, 2002, before me personally appeared W. Chris Sponenberg, to me personally known, who being duly sworn, stated that he/she is Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said corporation, not in its individual capacity, 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, 2003

SUBLESSEE:

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 23<sup>rd</sup> 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 *Tameka R. Gates*

My Commission Expires

