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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

September 30, 2002

RECORDATION NO. 24142-A FILED

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

SEP 30 '02 4-87 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 Supplement (2002-2), 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 (2002-2) 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 2002-2
c/o Wilmington Trust Company, Trustee
1100 North Market Street
Wilmington, Delaware 19801

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

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

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

Memorandum of Head Lease Supplement (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 SUPPLEMENT
(2002-2)

This Memorandum of Head Lease Supplement 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 Supplement No. 1 (2002-2) dated as of September 27, 2002, between Lessor and Lessee (the "Head Lease Supplement No. 1").

Pursuant to the provisions of the Head Lease Supplement No. 1, 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 to 49 U.S.C. Section 11301(a).

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RECORDATION NO. 24142-A FILED
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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 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: _____

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

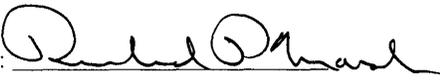
UNITS

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 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: 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 Tameka R. Gates

My Commission Expires .



LESSEE:

MARTA RAIL STATUTORY
TRUST 2002-2

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

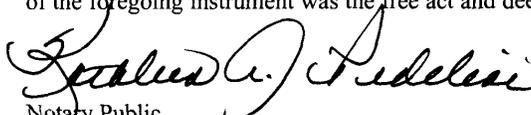
By: 

Name: W. Chris Sporenberg

Title: Vice President

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

On this 20th 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 2002-2 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
My Commission Expires Oct. 31, 2007