

RECORDATION NO. 24146-C FILED

SEP 30 '02 5-01 PM

SURFACE TRANSPORTATION BOARD

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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

Re: MARTA (2002-3)

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 (2002-3), 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 (2002-3) 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 2002-3 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  
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Page Two

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

10 railcars bearing MARTA reporting marks and road numbers within the series 649 - 660

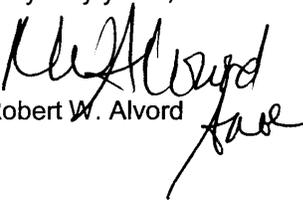
A short summary of the document to appear in the index is:

Memorandum of Sublease Agreement (2002-3)

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**

(2002-3)

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 2002-3 (hereinafter referred to as "Sublessor") and METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY (hereinafter referred to as "Sublessee") respecting that certain Sublease Agreement (2002-3) 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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**EXHIBIT A**

UNITS

<b>Railcar</b>	<b>Manufacturer</b>	<b>Car Number</b>
CQ312	Breda	649
CQ312	Breda	650
CQ312	Breda	651
CQ312	Breda	652
CQ312	Breda	653
CQ312	Breda	654
CQ312	Breda	655
CQ312	Breda	656
CQ312	Breda	659
CQ312	Breda	660

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  
2002-3

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 10<sup>th</sup> of September, 2002, before me personally appeared W. Chris Spoenberg, 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 2002-3 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

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

My Commission Expires

SUBLESSEE:

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 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

