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VASCO H. MORAIS, JR.
 GENERAL COUNSEL AND SECRETARY

April 26, 1995

17963-21
 RECORDATION NO. FILED 1995

MAY - 8 1995 11:21 AM

RECORDATION COMMISSION

Re: ICC Recordation No. 17963 and recording of -A and -B Thereto

Dear Mr. Williams:

On behalf of ATEL Cash Distribution Fund IV, a California limited partnership, I submit for filing and recording under 49 U.S.C. Section 11303 and the regulations promulgated thereunder, two secondary documents relating to ICC Recordation No. 17963, not previously recorded, the first related secondary document, entitled Memorandum of Assignment, to be recorded under -A, and the second related secondary document, entitled Memorandum of Security Agreement, to be recorded under -B thereto.

1. The parties to the Memorandum of Assignment ("Assignment"), to be recorded under -A, are:

ATEL Financial Corporation - ASSIGNOR/SELLER
 235 Pine Street, 6th Floor
 San Francisco, CA 94104

ATEL Cash Distribution Fund IV, L.P. - ASSIGNEE/BUYER
 235 Pine Street, 6th Floor
 San Francisco, CA 94104

The aforesaid Assignment assigns all right, title, and interest of Assignor to Assignee in the rents due under the Lease, and as security for the receipt of such rent payments, in, to and under the Lease recorded under ICC Recordation No. 17963, and the equipment leased thereunder, and the said Assignment should be recorded under -A of the Recordation No. 17963 of the Lease.

A short summary of the Assignment to appear in the ICC Index is as follows:

"Assignment of Lease and Equipment"

2. The parties to the Memorandum of Security Agreement ("Security Agreement"), to be recorded under -B, are:

ATEL Cash Distribution Fund IV, L.P. - ASSIGNOR/DEBTOR
 235 Pine Street, 6th Floor
 San Francisco, CA 94104

Sun Life Insurance Company of America - ASSIGNEE/SECURED PARTY
 1 SunAmerica Center, Century City
 Los Angeles, CA 90067-6022
 Attn: SunAmerica Corporate Finance

The aforesaid Security Agreement assigns all right, title and interest of Assignor to Assignee in the rents due under the Lease, and as security for the receipt of such rent payments, in, to and under the above Lease and the equipment leased thereunder, and the said Assignment of Lease should be recorded under -B of the Recordation No. 17963 of the Lease.

The equipment covered by the Security Agreement is all the equipment covered by the Lease.

A short summary of the Security Agreement to appear in the ICC Index is as follows:

"Assignment for Security of Lease and Equipment"

Please index separately the name of the two above-mentioned Assignees in the ICC "Vendee/Assignee" Index Book ("white pages") as follows:

1. Index under ATEL Cash Distribution Fund IV, L.P. saying, "See Recordation No. _____."

2. Index under Sun Life Insurance Company of America saying, "See Recordation No. _____."

Enclosed is a check in the amount of thirty-six (\$36.00) dollars in payment of the filing fees.

Once the filings have been made, please return to bearer the stamped counterpart(s) of the documents not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filings, and the two extra copies of this letter of transmittal.

Very truly yours,
ATEL Leasing Corporation



Vasco H. Morais
General Counsel

Honorable Vernon Williams
Secretary
Interstate Commerce Commission
12th & Constitution Ave. NW
Washington, DC 20423

Enclosures

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RECORDATION NO. 17963-B40 FILED 1425

CERTIFICATE OF AUTHENTICITY

MAY - 8 1995 10 40 AM

STATE COMMENCE COMMISSION

I, Vasco H. Morais, General Counsel and Secretary to ATEL FINANCIAL CORPORATION ("ATEL") do hereby certify that the following enclosed documents attached hereto and identified below are correct and complete copies of the originals:

1. Memorandum of Assignment dated October 21, 1992 between ATEL Financial Corporation as Seller and ATEL Cash Distribution Fund IV, L.P. as Buyer executed as of April 26, 1995; and
2. Memorandum of Security Agreement dated December 1, 1994 between ATEL Cash Distribution Fund IV, L.P. as Debtor and Sun Life Insurance Company as Secured Party executed as of April 26, 1995.

Certified by:
ATEL FINANCIAL CORPORATION

By: Vasco H. Morais
Vasco H. Morais
General Counsel and
Secretary

Date: April 26th, 1995

STATE OF California)
COUNTY OF San Francisco)

ss.

On 4/26/95 before me, the undersigned officer, personally appeared Vasco H. Morais, "personally known to me" proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is subscribed to this instrument and acknowledged to me that he executed the same in his authorized capacity(ies), and that by his signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

(Notarial Seal)



certauth.frm

Janelle Kinney
Notary Public
My Commission expires: 6/26/98

MAY - 8 1995 10 40 AM

MEMORANDUM OF SECURITY AGREEMENT

STATE COMMERCE COMMISSION

On December 1, 1994, ATEL Cash Distribution Fund IV, L.P., a California limited partnership, with its chief place of business located at 235 Pine Street, 6th Floor, San Francisco, CA 94104 ("Debtor") and Sun Life Insurance Company of America, an Arizona corporation with a representative office in Houston, Texas, whose address for notice is 1 SunAmerica Center, Century City, Los Angeles, CA 90067-6022, Attn: SunAmerica Corporate Finance ("Secured Party") entered into a Security Agreement;

WHEREBY Debtor granted to Secured Party a security interest in and general lien upon the Lease (as defined below) and the equipment leased under the Lease by Debtor as Lessor to Union Tank Car Company, a Delaware Corporation, with its corporate headquarters at 111 West Jackson Boulevard, Chicago, IL ("Lessee") pursuant to a Master Railcar Lease Agreement No. UNIO1 dated as of September 1, 1992, and the equipment described in Equipment Schedule Nos. 1 and 2 each dated October 1, 1992 (the Equipment Schedule Nos. 1 and 2, as they incorporate the Master Lease, are defined as the "Lease").

Executed as of April 26, 1995.

Debtor:
ATEL Cash Distribution Fund IV, L.P.

By Dean Cash

Title: Executive Vice President to
ATEL Financial Corporation
its general partner

STATE OF California)
COUNTY OF San Francisco)

ss.

On 4/26/95 before me, the undersigned officer, personally appeared Dean Cash
"personally known to me" proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is subscribed to this instrument and acknowledged to me that he executed the same in his authorized capacity(ies), and that by his signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

(Notarial Seal)



Janelle Kinney
Notary Public

My Commission expires: 6/26/98