DC WM

DONELAN CLEARY
WOOD & MASER, P C

RECORDATION NO. 17231-A FILED

OCT 1 4 '99 9-30AM

October 14, 1999

Recordation No. 17231-A

Dear Mr. Williams:

On behalf of General Electric Capital Corporation I submit for filing and recording under 49 U.S.C. § 11301 (a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Memorandum of Assignment and Assumption Agreement ("Assignment") made and entered into as of September 24, 1999.

The parties to the enclosed Assignment are:

General Electric Capital Corporation c/o GE Capital Services Structured Finance Group, Inc. 120 Long Ridge Road Stanford, CT 06927	-	ASSIGNOR/LESSOR
ATEL Leasing Corporation 235 Pine Street San Francisco, CA 94104	-	ASSIGNEE/SUCCESOR LESSOR

The said Assignment, among other things, acts to assign from the Assignor to the Assignee the Assignor's right, title and interest in and to that certain Lease of Railroad Equipment ("Lease"), recorded with the Interstate Commerce Commission, now Surface Transportation Board, under Recordation No. 17231, as supplemented/amended, covering 904 boxcars, which are the remaining units under the said Lease, and should be recorded under the next available letter under Recordation No. under 17231 which letter we believe will be "A."

The equipment covered by the Assignment is the equipment covered therein as listed in Schedule 1 thereto, copy attached.

A short summary of the Assignment to appear in the Surface Transportation Board Index is as follows:

"Assigns 905 boxcars, identified by CSXT numbers as listed in Schedule 1."

Please index separately in the Assignee side of the STB Index ("white pages") the name of the Assignee, ATEL Leasing Corporation, saying "See Recordation No. 17231."

Counterparts to C. H. Harrison

ATTORNEYS AND COUNSELORS AT LAW

1100 New York Avenue, N W, Suite 750, Washington, D C 20005 3934, Tel 202 371 9500, Fax 202-371 0900

#6635

Enclosed is a check in the amount of twenty-six dollars ($26.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

Allen H. Harrison, Jr.
Attorney for General Electric,
for purpose of this filing.

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

Enclosures

BY HAND

8209-020

Schedule I
(905) 50-ft, 70-ton General Purpose Boxcars

REPORTING MARK: CSXT Road Numbers as follows:

141000	141054	141108	141160	141213	141266	141323	141377	141431	141484
141001	141055	141109	141161	141214	141267	141324	141378	141432	141485
141002	141056	141110	141162	141215	141268	141325	141379	141433	141486
141003	141057	141111	141163	141216	141269	141326	141380	141434	141487
141004	141058	141112	141164	141217	141270	141327	141381	141435	141488
141005	141059	141113	141165	141218	141271	141328	141382	141436	141489
141007	141060	141114	141166	141219	141273	141329	141383	141437	141491
141008	141061	141115	141167	141220	141274	141330	141384	141438	141492
141009	141062	141116	141168	141221	141275	141331	141385	141439	141493
141010	141063	141117	141169	141222	141276	141332	141386	141440	141494
141011	141064	141118	141170	141223	141277	141333	141387	141441	141495
141012	141065	141119	141171	141224	141278	141334	141390	141442	141496
141013	141066	141120	141172	141225	141279	141335	141391	141443	141497
141014	141067	141121	141173	141226	141280	141336	141392	141444	141498
141015	141068	141122	141174	141227	141281	141337	141394	141445	141499
141016	141069	141123	141175	141228	141282	141338	141395	141446	141500
141017	141070	141124	141176	141229	141283	141339	141397	141447	141501
141018	141071	141125	141178	141230	141284	141340	141398	141448	141502
141019	141072	141126	141179	141231	141285	141341	141399	141449	141505
141020	141073	141127	141180	141232	141287	141342	141400	141450	141506
141021	141074	141128	141181	141234	141288	141343	141401	141451	141507
141022	141075	141129	141182	141235	141289	141344	141402	141452	141509
141023	141076	141130	141183	141236	141291	141345	141403	141453	141511
141024	141077	141131	141184	141237	141292	141346	141404	141454	141512
141025	141078	141132	141185	141239	141293	141347	141405	141455	141513
141026	141079	141133	141186	141240	141294	141348	141406	141456	141516
141027	141081	141134	141187	141241	141296	141349	141407	141457	141518
141028	141082	141135	141188	141242	141297	141350	141408	141458	141519
141029	141083	141136	141189	141243	141298	141351	141409	141459	141520
141030	141084	141137	141190	141244	141300	141352	141410	141460	141521
141031	141085	141138	141191	141245	141301	141353	141411	141462	141522
141032	141086	141139	141192	141246	141302	141355	141412	141463	141523
141033	141087	141141	141194	141247	141303	141356	141413	141464	141524
141034	141089	141142	141195	141248	141304	141358	141414	141465	141525
141035	141090	141143	141196	141249	141305	141359	141415	141466	141526
141036	141091	141145	141197	141250	141306	141360	141416	141467	141527
141037	141092	141146	141198	141251	141307	141361	141417	141468	141528
141038	141094	141147	141199	141252	141308	141362	141418	141469	141529
141039	141095	141148	141200	141253	141309	141363	141419	141470	141530
141041	141096	141149	141201	141254	141310	141365	141420	141471	141531
141042	141097	141150	141202	141255	141312	141366	141421	141472	141532
141043	141098	141151	141203	141256	141313	141367	141422	141473	141533
141044	141099	141152	141204	141257	141314	141368	141423	141474	141534
141045	141100	141153	141205	141258	141315	141369	141424	141475	141536
141046	141101	141154	141206	141260	141316	141370	141425	141476	141537
141047	141103	141155	141207	141261	141317	141371	141426	141477	141539
141048	141104	141156	141208	141262	141318	141372	141427	141478	141540
141050	141105	141157	141209	141263	141319	141374	141428	141479	141541
141051	141106	141158	141210	141264	141320	141375	141429	141481	141542
141052	141107	141159	141212	141265	141322	141376	141430	141482	141543

Schedule I
(905) 50-ft, 70-ton General Purpose Boxcars

141544	141600	141662	141725	141780	141831	141884	141937	141994
141545	141601	141663	141726	141781	141832	141885	141938	141995
141546	141602	141665	141727	141782	141833	141886	141939	141997
141547	141603	141667	141729	141783	141834	141887	141940	141998
141549	141604	141668	141730	141784	141835	141888	141942	141999
141550	141605	141670	141732	141785	141836	141889	141943	
141551	141606	141671	141733	141786	141837	141890	141944	
141553	141607	141672	141734	141787	141838	141891	141945	
141554	141608	141673	141735	141788	141839	141892	141946	
141555	141609	141674	141736	141789	141840	141893	141947	
141557	141610	141675	141737	141790	141842	141894	141948	
141558	141611	141676	141738	141791	141843	141895	141949	
141560	141612	141677	141739	141792	141844	141896	141950	
141561	141613	141678	141740	141793	141845	141897	141951	
141562	141614	141679	141741	141794	141846	141898	141952	
141563	141615	141680	141742	141795	141847	141899	141953	
141564	141617	141681	141743	141796	141848	141900	141954	
141565	141618	141682	141744	141797	141849	141901	141955	
141566	141619	141683	141745	141798	141850	141902	141956	
141567	141621	141684	141746	141799	141851	141903	141957	
141568	141624	141685	141747	141800	141852	141904	141960	
141569	141625	141686	141748	141801	141853	141905	141961	
141570	141626	141687	141749	141802	141854	141906	141962	
141571	141628	141688	141750	141803	141855	141907	141963	
141573	141630	141689	141752	141804	141856	141908	141964	
141574	141632	141690	141753	141805	141857	141911	141965	
141575	141633	141692	141754	141806	141858	141912	141966	
141576	141634	141693	141755	141807	141859	141913	141967	
141577	141635	141694	141756	141808	141860	141914	141968	
141578	141636	141695	141757	141809	141861	141915	141969	
141579	141637	141696	141758	141810	141862	141916	141970	
141580	141638	141697	141759	141811	141863	141917	141971	
141582	141639	141698	141760	141812	141864	141918	141972	
141583	141641	141699	141762	141814	141865	141919	141973	
141584	141642	141700	141763	141815	141868	141920	141975	
141585	141644	141702	141764	141816	141869	141921	141976	
141586	141645	141703	141765	141817	141870	141922	141977	
141587	141648	141706	141766	141818	141871	141923	141979	
141588	141649	141707	141767	141819	141872	141924	141980	
141589	141650	141708	141768	141820	141873	141925	141981	
141590	141651	141709	141769	141821	141874	141926	141982	
141591	141652	141710	141770	141822	141875	141927	141983	
141592	141653	141712	141771	141823	141876	141928	141984	
141593	141654	141714	141772	141824	141877	141930	141985	
141594	141655	141716	141774	141825	141878	141931	141986	
141595	141656	141718	141775	141826	141879	141932	141987	
141596	141657	141719	141776	141827	141880	141933	141988	
141597	141658	141720	141777	141828	141881	141934	141990	
141598	141659	141721	141778	141829	141882	141935	141992	
141599	141661	141723	141779	141830	141883	141936	141993	

RECORDATION NO. 17231-A FILED

OCT 14 '99 9-30AM

MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of September 24, 1999, by and between ATEL LEASING CORPORATION, a California corporation ("Assignee") and GENERAL ELECTRIC CAPITAL CORPORATION, a New York corporation ("Assignor").

WITNESSETH:

1. Assignor has agreed to assign to Assignee, and Assignee has agreed to assume, Assignor's rights and obligations under that certain Lease of Railroad Equipment dated January 1, 1991 between Assignor, as lessor, and CSX Transportation, Inc. ("CSX"), as lessee, as supplemented by a Rent Supplement dated as of January 1, 1991, between Assignor and CSX (as supplemented, the "Lease"), for 905 rail cars bearing the railroad reporting markings set forth on Schedule I hereto.

2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth hereinabove.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above.

ATEL LEASING CORPORATION

By: _____

Name: Dean Cash

Title: President

GENERAL ELECTRIC CAPITAL CORPORATION

By: _____

Name: R. T. Sturgeon

Title: Manager-Operations

[Notary Acknowledgment Certificates follow]

STATE OF CALIFORNIA }

ss.

COUNTY OF SAN FRANCISCO }

On October 7, 1999, before me, Renette F. Warner, the undersigned Notary Public, personally appeared Dean Cash, personally known to me to be the person whose name is subscribed to this instrument and acknowledged to me that he executed the same on such day in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

RENETTE F WARNER
Commission # 1208270
Notary Public - California
San Francisco County
My Comm. Expires Jan 16, 2003

Renette F. Warner
Notary Public

My Commission expires: January 16, 2003

(Notarial Seal)

STATE OF CONNECTICUT)
) SS:
COUNTY OF FAIRFIELD)

On this 11th day of October, 1999, before me the undersigned Notary Public, personally appeared Richard T. Sturgeon, personally known to me or proved to me by satisfactory evidence to be the person who executed the foregoing instrument, who, being by me duly sworn, says that he/she is the Manager-Operations of GENERAL ELECTRIC CAPITAL CORPORATION, a New York corporation, and acknowledged to me that he/she duly executed the foregoing instrument and that said execution was his/her free act and deed and the free act and deed of said corporation.

Margaret Frank
(Notary Signature)

My commission expires:
12/31/2000

Schedule I
(905) 50-ft, 70-ton General Purpose Boxcars

REPORTING MARK: CSXT Road Numbers as follows:

141000	141054	141108	141160	141213	141266	141323	141377	141431	141484
141001	141055	141109	141161	141214	141267	141324	141378	141432	141485
141002	141056	141110	141162	141215	141268	141325	141379	141433	141486
141003	141057	141111	141163	141216	141269	141326	141380	141434	141487
141004	141058	141112	141164	141217	141270	141327	141381	141435	141488
141005	141059	141113	141165	141218	141271	141328	141382	141436	141489
141007	141060	141114	141166	141219	141273	141329	141383	141437	141491
141008	141061	141115	141167	141220	141274	141330	141384	141438	141492
141009	141062	141116	141168	141221	141275	141331	141385	141439	141493
141010	141063	141117	141169	141222	141276	141332	141386	141440	141494
141011	141064	141118	141170	141223	141277	141333	141387	141441	141495
141012	141065	141119	141171	141224	141278	141334	141390	141442	141496
141013	141066	141120	141172	141225	141279	141335	141391	141443	141497
141014	141067	141121	141173	141226	141280	141336	141392	141444	141498
141015	141068	141122	141174	141227	141281	141337	141394	141445	141499
141016	141069	141123	141175	141228	141282	141338	141395	141446	141500
141017	141070	141124	141176	141229	141283	141339	141397	141447	141501
141018	141071	141125	141178	141230	141284	141340	141398	141448	141502
141019	141072	141126	141179	141231	141285	141341	141399	141449	141505
141020	141073	141127	141180	141232	141287	141342	141400	141450	141506
141021	141074	141128	141181	141234	141288	141343	141401	141451	141507
141022	141075	141129	141182	141235	141289	141344	141402	141452	141509
141023	141076	141130	141183	141236	141291	141345	141403	141453	141511
141024	141077	141131	141184	141237	141292	141346	141404	141454	141512
141025	141078	141132	141185	141239	141293	141347	141405	141455	141513
141026	141079	141133	141186	141240	141294	141348	141406	141456	141516
141027	141081	141134	141187	141241	141296	141349	141407	141457	141518
141028	141082	141135	141188	141242	141297	141350	141408	141458	141519
141029	141083	141136	141189	141243	141298	141351	141409	141459	141520
141030	141084	141137	141190	141244	141300	141352	141410	141460	141521
141031	141085	141138	141191	141245	141301	141353	141411	141462	141522
141032	141086	141139	141192	141246	141302	141355	141412	141463	141523
141033	141087	141141	141194	141247	141303	141356	141413	141464	141524
141034	141089	141142	141195	141248	141304	141358	141414	141465	141525
141035	141090	141143	141196	141249	141305	141359	141415	141466	141526
141036	141091	141145	141197	141250	141306	141360	141416	141467	141527
141037	141092	141146	141198	141251	141307	141361	141417	141468	141528
141038	141094	141147	141199	141252	141308	141362	141418	141469	141529
141039	141095	141148	141200	141253	141309	141363	141419	141470	141530
141041	141096	141149	141201	141254	141310	141365	141420	141471	141531
141042	141097	141150	141202	141255	141312	141366	141421	141472	141532
141043	141098	141151	141203	141256	141313	141367	141422	141473	141533
141044	141099	141152	141204	141257	141314	141368	141423	141474	141534
141045	141100	141153	141205	141258	141315	141369	141424	141475	141536
141046	141101	141154	141206	141260	141316	141370	141425	141476	141537
141047	141103	141155	141207	141261	141317	141371	141426	141477	141539
141048	141104	141156	141208	141262	141318	141372	141427	141478	141540
141050	141105	141157	141209	141263	141319	141374	141428	141479	141541
141051	141106	141158	141210	141264	141320	141375	141429	141481	141542
141052	141107	141159	141212	141265	141322	141376	141430	141482	141543

Schedule I
(905) 50-ft, 70-ton General Purpose Boxcars

141544	141600	141662	141725	141780	141831	141884	141937	141994
141545	141601	141663	141726	141781	141832	141885	141938	141995
141546	141602	141665	141727	141782	141833	141886	141939	141997
141547	141603	141667	141729	141783	141834	141887	141940	141998
141549	141604	141668	141730	141784	141835	141888	141942	141999
141550	141605	141670	141732	141785	141836	141889	141943	
141551	141606	141671	141733	141786	141837	141890	141944	
141553	141607	141672	141734	141787	141838	141891	141945	
141554	141608	141673	141735	141788	141839	141892	141946	
141555	141609	141674	141736	141789	141840	141893	141947	
141557	141610	141675	141737	141790	141842	141894	141948	
141558	141611	141676	141738	141791	141843	141895	141949	
141560	141612	141677	141739	141792	141844	141896	141950	
141561	141613	141678	141740	141793	141845	141897	141951	
141562	141614	141679	141741	141794	141846	141898	141952	
141563	141615	141680	141742	141795	141847	141899	141953	
141564	141617	141681	141743	141796	141848	141900	141954	
141565	141618	141682	141744	141797	141849	141901	141955	
141566	141619	141683	141745	141798	141850	141902	141956	
141567	141621	141684	141746	141799	141851	141903	141957	
141568	141624	141685	141747	141800	141852	141904	141960	
141569	141625	141686	141748	141801	141853	141905	141961	
141570	141626	141687	141749	141802	141854	141906	141962	
141571	141628	141688	141750	141803	141855	141907	141963	
141573	141630	141689	141752	141804	141856	141908	141964	
141574	141632	141690	141753	141805	141857	141911	141965	
141575	141633	141692	141754	141806	141858	141912	141966	
141576	141634	141693	141755	141807	141859	141913	141967	
141577	141635	141694	141756	141808	141860	141914	141968	
141578	141636	141695	141757	141809	141861	141915	141969	
141579	141637	141696	141758	141810	141862	141916	141970	
141580	141638	141697	141759	141811	141863	141917	141971	
141582	141639	141698	141760	141812	141864	141918	141972	
141583	141641	141699	141762	141814	141865	141919	141973	
141584	141642	141700	141763	141815	141868	141920	141975	
141585	141644	141702	141764	141816	141869	141921	141976	
141586	141645	141703	141765	141817	141870	141922	141977	
141587	141648	141706	141766	141818	141871	141923	141979	
141588	141649	141707	141767	141819	141872	141924	141980	
141589	141650	141708	141768	141820	141873	141925	141981	
141590	141651	141709	141769	141821	141874	141926	141982	
141591	141652	141710	141770	141822	141875	141927	141983	
141592	141653	141712	141771	141823	141876	141928	141984	
141593	141654	141714	141772	141824	141877	141930	141985	
141594	141655	141716	141774	141825	141878	141931	141986	
141595	141656	141718	141775	141826	141879	141932	141987	
141596	141657	141719	141776	141827	141880	141933	141988	
141597	141658	141720	141777	141828	141881	141934	141990	
141598	141659	141721	141778	141829	141882	141935	141992	
141599	141661	141723	141779	141830	141883	141936	141993	