

RECORDATION NO. 14416-13 FD

SEP 30 '99

2-30 PM

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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OF COUNSEL
URBAN A. LESTER

September 24, 1999

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Memorandum of Assignment of Lease Agreement, dated as of September 30, 1999, a secondary document, as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 14416.

The name and address of the party to the enclosed document are:

Assignor: General Electric Business Asset Funding Corporation
Four North Park Drive, Suite 500
Hunts Valley, Maryland 21030

Assignee: Atel Leasing Corporation
225 Pine Street, 6th Floor
San Francisco, California 94104

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

Equipment as originally filed herein

Mr. Vernon Williams
September 24, 1999
Page Two

Also enclosed is a check in the amount of \$26.00 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,

A handwritten signature in black ink, appearing to read "Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 14416-B FILED

SEP 30 '99

2-30PM

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT (this "Memorandum") is made and entered into as of September 30, 1999, by and between GENERAL ELECTRIC BUSINESS ASSET FUNDING CORPORATION ("Assignor") and ATEL CAPITAL EQUIPMENT FUND VIII, LLC ("Assignee").

Assignor, successor to MetLife Capital Corporation, successor by merger to Litton Industries Credit Corporation, as Lessor, and Georgia Gulf Corporation, successor by merger to Georgia-Pacific Chemicals, Inc., as Lessee, have heretofore entered into that certain Master Equipment Lease Agreement dated as of July 20, 1984 (the "Lease"), as amended by that certain Amendment No. 1 to Master Equipment Lease Agreement dated as of December 5, 1995, and as further amended by that certain Lease Revision Agreement dated April 29, 1996, pertaining to the railcars described therein (the "Railcars"). The Lease was filed on August 27, 1984 under Recordation Number 14416 with the Surface Transportation Board (formerly known as the Interstate Commerce Commission) pursuant to 49 U.S.C. ' 11301.

Assignor has assigned to Assignee all right, title and interest of Assignor in and to the Railcars and the Lease; and the parties desire to effect the assignment of the rights of Assignor under the Lease.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and Assignee accepts such assignment.

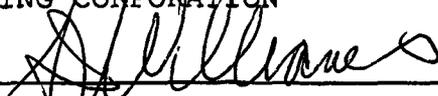
This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease Agreement to be executed as of the date first above written.

ASSIGNOR:

GENERAL ELECTRIC BUSINESS ASSET
FUNDING CORPORATION

By: 

Name: STEVEN J. WILLIAMS

Title: TRANSACTION AND SYNDICATION
MANAGER

ASSIGNEE:

ATEL CAPITAL EQUIPMENT FUND VIII, LLC

By: ATEL Financial Corporation,
Managing Member

By: _____

Name: _____

Title: _____

STATE OF Maryland)
COUNTY OF Baltimore) ss.

On this 29th day of September, 1999, before me appeared Steve Williams, the person who signed the foregoing instrument, who acknowledged that [he][she] is the Trans. & Sys. Mgr. of General Electric Business Asset Funding Corporation and that, being duly authorized, [he][she] signed such instrument as a free act on behalf of said corporation.

[Seal] Tracy E. Houck
Notary Public

My commission expires: 8-1-02, _____

STATE OF _____)
COUNTY OF _____) ss.

On this ____ day of September, 1999, before me appeared _____, the person who signed the foregoing instrument, who acknowledged that [he][she] is the _____ of ATEL Capital Equipment Fund VIII, LLC and that, being duly authorized, [he][she] signed such instrument as a free act on behalf of said corporation.

[Seal] _____
Notary Public

My commission expires: _____, _____

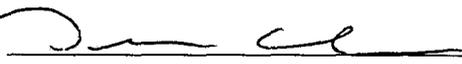
IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease Agreement to be executed as of the date first above written.

ASSIGNOR: GENERAL ELECTRIC BUSINESS ASSET FUNDING CORPORATION

By: _____
Name: _____
Title: _____

ASSIGNEE: ATEL CAPITAL EQUIPMENT FUND VIII, LLC

By: ATEL Financial Corporation,
Managing Member

By:  _____
Name: Dean Cash
Title: Executive Vice President

**ATEL LEGAL DEPARTMENT
APPROVED
AS TO FORM**
BY: 

STATE OF CALIFORNIA }

ss.

COUNTY OF SAN FRANCISCO }

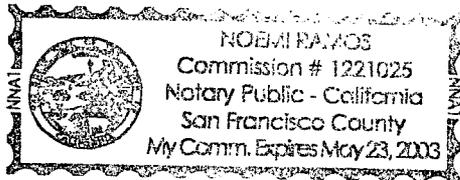
On this 30th day of September, before me, Noemi Ramos, the undersigned Notary Public, personally appeared Dean L. Cash, personally known to me to be the person whose name is subscribed to this instrument and acknowledged to me that he executed the same on such day in his authorized capacity, and that 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.



Notary Public

My Commission expires: May 23, 2003



(Notarial Seal)

(This Notary Acknowledgment is an attachment to
Memorandum of Assignment of Lease Agreement dated September 30, 1999)