ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973

(202) 393-2266
FAX (202) 393-2156

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

OF COUNSEL
URBAN A. LESTER

July 24, 2000

RECORDATION NO. 15413-F FILED

JUL 25 '00 9-55 AM

TS

SURFACE TRANSPORTATION BOARD

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 two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of December 30, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to two Leases of Railroad Equipment, which were previously filed with the Commission under Recordation Numbers 15412 and 15413. Please record the attached copies under Recordation Number 15413.

The names and addresses of the parties to the enclosed document are:

Assignee: ATEL Leasing Corporation
235 Pine Street
San Francisco, CA 94104

Assignor: General Electric Capital Corporation
120 Long Ridge Road
Stamford, CT 06927

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

295 gondola railcars within the series DRGW 310017 - DRGW 340497 and DRGW 350241

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

Assignment of Lease from General Electric Capital Corporation, Assignor, to ATEL Leasing Corporation, Assignee, covering 295 gondola railcars within the series DRGW 310017 - DRGW 340497 and DRGW 350241

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 and cross indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of December 30, 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 (a) that certain Lease of Railroad Equipment dated December 15, 1987 between Assignee's predecessor in interest, The Connecticut Bank and Trust Company (the "Owner-Trustee"), as lessor and the Denver and Rio Grande Western Railroad Company, as lessee and (b) that certain Lease of Railroad Equipment dated as of December 15, 1987 between the Owner-Trustee, predecessor in interest to Assignor, as lessor and Chicago and North Western Transportation Company, as lessee, for the 52' 6" fixed end gondola 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: DONALD F. PETERSON
Title: Manager-Operations

RECORDATION NO. 15413-F FILED

JUL 25 '00 9-55 AM

SURFACE TRANSPORTATION BOARD

STATE OF CONNECTICUT)
) SS:
COUNTY OF FAIRFIELD)

On this 14th day of January, 2000, before me the undersigned Notary Public, personally appeared Donald F. Peterson, 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.

Marie Jean Ostorelli
(Notary Signature)

My commission expires:
May 31, 2001

STATE OF CALIFORNIA }

ss.

COUNTY OF SAN FRANCISCO }

On 1/20, 2000, 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/she executed the same on such day in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

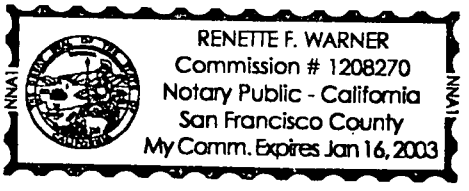
WITNESS my hand and official seal.

Renette F. Wa

Notary Public

My Commission expires: January 16, 2003

(Notarial Seal)



SCHEDULE I

[692] 52'6" Fixed End Gondola Rail Cars

DRGW310017	DRGW310608	DRGW320163	DRGW330032	DRGW330379	DRGW340349
DRGW310032	DRGW310617	DRGW320170	DRGW330045	DRGW330401	DRGW340354
DRGW310039	DRGW310626	DRGW320173	DRGW330063	DRGW330404	DRGW340357
DRGW310041	DRGW310634	DRGW320179	DRGW330069	DRGW330411	DRGW340360
DRGW310048	DRGW310645	DRGW320181	DRGW330079	DRGW330412	DRGW340374
DRGW310067	DRGW310650	DRGW320191	DRGW330081	DRGW330416	DRGW340376
DRGW310078	DRGW310658	DRGW320196	DRGW330083	DRGW330417	DRGW340378
DRGW310079	DRGW310668	DRGW320200	DRGW330091	DRGW330419	DRGW340397
DRGW310087	DRGW310695	DRGW320222	DRGW330093	DRGW330439	DRGW340404
DRGW310089	DRGW310697	DRGW320249	DRGW330101	DRGW330441	DRGW340410
DRGW310090	DRGW310700	DRGW320255	DRGW330106	DRGW330450	DRGW340414
DRGW310091	DRGW310703	DRGW320256	DRGW330112	DRGW330454	DRGW340418
DRGW310092	DRGW310711	DRGW320257	DRGW330116	DRGW330475	DRGW340435
DRGW310093	DRGW310724	DRGW320260	DRGW330121	DRGW330476	DRGW340455
DRGW310102	DRGW310726	DRGW320263	DRGW330122	DRGW330490	DRGW340471
DRGW310117	DRGW310736	DRGW320288	DRGW330124	DRGW330494	DRGW340477
DRGW310130	DRGW310763	DRGW320299	DRGW330160	DRGW330497	DRGW340485
DRGW310133	DRGW310777	DRGW320307	DRGW330162	DRGW340002	DRGW340493
DRGW310134	DRGW310781	DRGW320311	DRGW330165	DRGW340008	DRGW340497
DRGW310139	DRGW310795	DRGW320314	DRGW330166	DRGW340017	DRGW350241
DRGW310196	DRGW310815	DRGW320317	DRGW330168	DRGW340022	
DRGW310197	DRGW310820	DRGW320318	DRGW330169	DRGW340024	
DRGW310207	DRGW310834	DRGW320325	DRGW330170	DRGW340032	
DRGW310216	DRGW310847	DRGW320339	DRGW330171	DRGW340050	
DRGW310222	DRGW310848	DRGW320348	DRGW330172	DRGW340057	
DRGW310224	DRGW310871	DRGW320364	DRGW330174	DRGW340058	
DRGW310230	DRGW310874	DRGW320378	DRGW330176	DRGW340082	
DRGW310235	DRGW310880	DRGW320388	DRGW330182	DRGW340089	
DRGW310257	DRGW310887	DRGW320392	DRGW330185	DRGW340091	
DRGW310281	DRGW310921	DRGW320398	DRGW330189	DRGW340103	
DRGW310303	DRGW310923	DRGW320402	DRGW330210	DRGW340116	
DRGW310304	DRGW310945	DRGW320419	DRGW330212	DRGW340118	
DRGW310318	DRGW310970	DRGW320425	DRGW330220	DRGW340135	
DRGW310332	DRGW310978	DRGW320426	DRGW330221	DRGW340140	
DRGW310339	DRGW310992	DRGW320441	DRGW330236	DRGW340147	
DRGW310344	DRGW310998	DRGW320446	DRGW330242	DRGW340163	
DRGW310351	DRGW320005	DRGW320452	DRGW330256	DRGW340177	
DRGW310355	DRGW320012	DRGW320453	DRGW330271	DRGW340185	
DRGW310396	DRGW320033	DRGW320455	DRGW330275	DRGW340199	
DRGW310405	DRGW320040	DRGW320463	DRGW330277	DRGW340220	
DRGW310416	DRGW320044	DRGW320465	DRGW330280	DRGW340227	
DRGW310451	DRGW320046	DRGW320466	DRGW330286	DRGW340228	
DRGW310454	DRGW320054	DRGW320471	DRGW330307	DRGW340230	
DRGW310463	DRGW320056	DRGW320475	DRGW330312	DRGW340246	
DRGW310500	DRGW320060	DRGW320476	DRGW330313	DRGW340258	
DRGW310509	DRGW320062	DRGW320477	DRGW330325	DRGW340264	
DRGW310515	DRGW320064	DRGW320479	DRGW330327	DRGW340271	
DRGW310519	DRGW320065	DRGW320483	DRGW330336	DRGW340272	
DRGW301524	DRGW320072	DRGW320489	DRGW330337	DRGW340280	
DRGW310552	DRGW320074	DRGW330006	DRGW330338	DRGW340298	
DRGW310556	DRGW320110	DRGW330007	DRGW330347	DRGW340299	
DRGW310558	DRGW320130	DRGW330008	DRGW330350	DRGW340309	
DRGW310577	DRGW320131	DRGW330018	DRGW330363	DRGW340316	
DRGW310596	DRGW320133	DRGW330019	DRGW330370	DRGW340330	
DRGW310598	DRGW320153	DRGW330031	DRGW330375	DRGW340340	

Count: ~~275~~ 295

{692} 52'6" Fixed End Gondola Rail Cars

CNW 350100	CNW 350155	CNW 350210	CNW 350266	CNW 350321	CNW 350378
CNW 350101	CNW 350156	CNW 350211	CNW 350267	CNW 350322	CNW 350379
CNW 350102	CNW 350157	CNW 350212	CNW 350268	CNW 350323	CNW 350380
CNW 350103	CNW 350158	CNW 350213	CNW 350269	CNW 350324	CNW 350381
CNW 350104	CNW 350159	CNW 350214	CNW 350270	CNW 350325	CNW 350382
CNW 350105	CNW 350160	CNW 350215	CNW 350271	CNW 350326	CNW 350383
CNW 350106	CNW 350161	CNW 350216	CNW 350272	CNW 350327	CNW 350384
CNW 350107	CNW 350162	CNW 350217	CNW 350273	CNW 350328	CNW 350385
CNW 350108	CNW 350163	CNW 350218	CNW 350274	CNW 350329	CNW 350386
CNW 350109	CNW 350164	CNW 350219	CNW 350275	CNW 350330	CNW 350387
CNW 350110	CNW 350165	CNW 350220	CNW 350276	CNW 350331	CNW 350388
CNW 350111	CNW 350166	CNW 350221	CNW 350277	CNW 350332	CNW 350389
CNW 350112	CNW 350167	CNW 350222	CNW 350278	CNW 350333	CNW 350390
CNW 350113	CNW 350168	CNW 350223	CNW 350279	CNW 350334	CNW 350391
CNW 350114	CNW 350169	CNW 350224	CNW 350280	CNW 350335	CNW 350392
CNW 350115	CNW 350170	CNW 350225	CNW 350281	CNW 350336	CNW 350393
CNW 350116	CNW 350171	CNW 350226	CNW 350282	CNW 350337	CNW 350394
CNW 350117	CNW 350172	CNW 350227	CNW 350283	CNW 350338	CNW 350395
CNW 350118	CNW 350173	CNW 350228	CNW 350284	CNW 350339	CNW 350396
CNW 350119	CNW 350174	CNW 350229	CNW 350285	CNW 350340	CNW 350397
CNW 350120	CNW 350175	CNW 350230	CNW 350286	CNW 350341	CNW 350398
CNW 350121	CNW 350176	CNW 350231	CNW 350287	CNW 350342	CNW 350399
CNW 350122	CNW 350177	CNW 350232	CNW 350288	CNW 350343	CNW 350400
CNW 350123	CNW 350178	CNW 350233	CNW 350289	CNW 350344	CNW 350401
CNW 350124	CNW 350179	CNW 350234	CNW 350290	CNW 350345	CNW 350402
CNW 350125	CNW 350180	CNW 350235	CNW 350291	CNW 350346	CNW 350403
CNW 350126	CNW 350181	CNW 350236	CNW 350292	CNW 350348	CNW 350404
CNW 350127	CNW 350182	CNW 350237	CNW 350293	CNW 350349	CNW 350405
CNW 350128	CNW 350183	CNW 350238	CNW 350294	CNW 350350	CNW 350406
CNW 350129	CNW 350184	CNW 350239	CNW 350295	CNW 350351	CNW 350407
CNW 350130	CNW 350185	CNW 350240	CNW 350296	CNW 350352	CNW 350408
CNW 350131	CNW 350186	CNW 350241	CNW 350297	CNW 350353	CNW 350409
CNW 350132	CNW 350187	CNW 350242	CNW 350298	CNW 350354	CNW 350410
CNW 350133	CNW 350188	CNW 350243	CNW 350299	CNW 350355	CNW 350411
CNW 350134	CNW 350189	CNW 350244	CNW 350300	CNW 350356	CNW 350412
CNW 350135	CNW 350190	CNW 350245	CNW 350301	CNW 350357	CNW 350413
CNW 350136	CNW 350191	CNW 350246	CNW 350302	CNW 350358	CNW 350414
CNW 350137	CNW 350192	CNW 350247	CNW 350303	CNW 350359	CNW 350415
CNW 350138	CNW 350193	CNW 350248	CNW 350304	CNW 350360	CNW 350416
CNW 350139	CNW 350194	CNW 350249	CNW 350305	CNW 350361	CNW 350417
CNW 350140	CNW 350195	CNW 350250	CNW 350306	CNW 350362	CNW 350418
CNW 350141	CNW 350196	CNW 350251	CNW 350307	CNW 350363	CNW 350419
CNW 350142	CNW 350197	CNW 350253	CNW 350308	CNW 350364	CNW 350420
CNW 350143	CNW 350198	CNW 350254	CNW 350309	CNW 350366	CNW 350421
CNW 350144	CNW 350199	CNW 350255	CNW 350310	CNW 350367	CNW 350422
CNW 350145	CNW 350200	CNW 350256	CNW 350311	CNW 350368	CNW 350423
CNW 350146	CNW 350201	CNW 350257	CNW 350312	CNW 350369	CNW 350424
CNW 350147	CNW 350202	CNW 350258	CNW 350313	CNW 350370	CNW 350425
CNW 350148	CNW 350203	CNW 350259	CNW 350314	CNW 350371	CNW 350426
CNW 350149	CNW 350204	CNW 350260	CNW 350315	CNW 350372	CNW 350427
CNW 350150	CNW 350205	CNW 350261	CNW 350316	CNW 350373	CNW 350428
CNW 350151	CNW 350206	CNW 350262	CNW 350317	CNW 350374	CNW 350429
CNW 350152	CNW 350207	CNW 350263	CNW 350318	CNW 350375	CNW 350430
CNW 350153	CNW 350208	CNW 350264	CNW 350319	CNW 350376	CNW 350431
CNW 350154	CNW 350209	CNW 350265	CNW 350320	CNW 350377	CNW 350432

Count: 330