Form 10-Q

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

☒ Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.
For the quarterly period ended June 30, 2002

☐ Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.
For the transition period from _______ to _______

Commission File Number 0-28368

ATEL Cash Distribution Fund VI, L.P.
(Exact name of registrant as specified in its charter)

California	**94-3207229**
(State or other jurisdiction of incorporation or organization)	(I. R. S. Employer Identification No.)

235 Pine Street, 6th Floor, San Francisco, California 94104
(Address of principal executive offices)

Registrant's telephone number, including area code: (415) 989-8800

Indicate by a check mark whether the registrant (1) has filed all reports required to be filed by section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒
No ☐

DOCUMENTS INCORPORATED BY REFERENCE

None

Part I. FINANCIAL INFORMATION

Item 1. Financial Statements.

ATEL CASH DISTRIBUTION FUND VI, L.P.

BALANCE SHEETS

JUNE 30, 2002 AND DECEMBER 31, 2001
(Unaudited)

ASSETS

	2002	2001
Cash and cash equivalents	$ 505,702	$ 701,012
Accounts receivable, net of allowance for doubtful accounts of $881,254 in 2002 and $861,254 in 2001	3,936,484	7,200,988
Investments in leases	53,361,483	57,939,842
Total assets	$ 57,803,669	$ 65,841,842

LIABILITIES AND PARTNERS' CAPITAL

Non-recourse debt	$16,708,631	$21,712,993
Line of credit	8,000,000	4,500,000
Accounts payable:		
General Partner	397,152	208,687
Other	451,554	585,993
Accrued interest payable	148,565	762,476
Unearned operating lease income	48,794	63,013
Total liabilities	25,754,696	27,833,162
Partners' capital:		
General Partner	-	-
Limited Partners	32,048,973	38,008,680
Total partners' capital	32,048,973	38,008,680
Total liabilities and partners' capital	$ 57,803,669	$ 65,841,842

See accompanying notes.

ATEL CASH DISTRIBUTION FUND VI, L.P.

INCOME STATEMENTS

SIX AND THREE MONTH PERIODS ENDED JUNE 30, 2002 AND 2001 (Unaudited)

	Six Months Ended June 30, 2002	Six Months Ended June 30, 2001	Three Months Ended June 30, 2002	Three Months Ended June 30, 2001
Revenues:				
Leasing activities:				
Operating lease revenues	$ 6,809,411	$ 8,903,137	$ 3,553,607	$ 4,542,267
Direct financing leases	89,633	92,663	35,727	40,401
Loss on sales of assets	(357,739)	(204,900)	(74,459)	(303,321)
Interest income	2,992	39,121	1,044	13,225
Other	32,177	8,957	31,283	1,160
	6,576,474	8,838,978	3,547,202	4,293,732
Expenses:				
Depreciation and amortization	3,577,053	4,790,040	1,794,093	2,374,269
Interest	925,697	1,175,687	410,475	535,308
Equipment and incentive management fees	414,590	454,693	103,425	165,796
Cost reimbursements to General Partner	397,686	404,920	179,157	237,088
Other	267,961	292,685	197,358	211,242
Railcar maintenance	211,083	138,283	113,737	79,002
Professional fees	92,467	77,090	32,576	49,724
Provision for doubtful accounts	20,000	-	20,000	-
	5,906,537	7,333,398	2,850,821	3,652,429
Net income	$ 669,937	$ 1,505,580	$ 696,381	$ 641,303
Net income:				
General partner	$ 65,841	$ 15,056	$ 32,824	$ 6,413
Limited partners	604,096	1,490,524	663,557	634,890
	$ 669,937	$ 1,505,580	$ 696,381	$ 641,303
Weighted average number of units outstanding	12,495,063	12,500,050	12,490,076	12,500,050
Net income per limited partnership unit	$0.05	$0.31	$0.05	$0.03

See accompanying notes.

ATEL CASH DISTRIBUTION FUND VI, L.P.

STATEMENT OF CHANGES IN PARTNERS' CAPITAL

SIX MONTH PERIOD ENDED
JUNE 30, 2002
(Unaudited)

	Limited Partners Units	Limited Partners Amount	General Partner	Total
Balance December 31, 2001	12,500,050	$ 38,008,680	$ -	$ 38,008,680
Repurchase of limited partnership units	(9,974)	(3,907)		(3,907)
Distributions to partners		(6,559,896)	(65,841)	(6,625,737)
Net income		604,096	65,841	669,937
Balance June 30, 2002	12,490,076	$ 32,048,973	$ -	$ 32,048,973

See accompanying notes.

STATEMENTS OF CASH FLOWS

SIX AND THREE MONTH PERIODS ENDED
JUNE 30, 2002 AND 2001
(Unaudited)

	Six Months Ended June 30, 2002	Six Months Ended June 30, 2001	Three Months Ended June 30, 2002	Three Months Ended June 30, 2001
Operating activities:				
Net income	$ 669,937	$ 1,505,580	$ 696,381	$ 641,303
Adjustments to reconcile net income to net cash provided by operations				
Depreciation and amortization	3,577,053	4,790,040	1,794,093	2,374,269
Loss (gain) on sales of assets	357,739	204,900	74,459	303,321
Provision for doubtful accounts	20,000	-	20,000	-
Changes in operating assets and liabilities:				
Accounts receivable	(1,555,496)	(2,268,894)	(1,293,227)	(1,045,143)
Accounts payable, general partner	188,465	(164,758)	112,988	(71,112)
Accounts payable, other	(134,439)	231,034	(6,328)	(6,788)
Accrued interest expense	375,164	583,503	130,617	239,899
Unearned lease income	(14,219)	(44,362)	(64,696)	(23,829)
Net cash provided by operating activities	3,484,204	4,837,043	1,464,287	2,411,920
Investing activities:				
Proceeds from sales of assets	470,036	1,943,083	107,587	1,795,005
Reduction in net investment in direct financing leases	173,531	153,048	117,690	103,563
Purchase of equipment on operating leases	-	(5,452)	-	(5,452)
Net cash provided by investing activities	643,567	2,090,679	225,277	1,893,116

ATEL CASH DISTRIBUTION FUND VI, L.P.

STATEMENTS OF CASH FLOWS
(Continued)

SIX AND THREE MONTH PERIODS ENDED
JUNE 30, 2002 AND 2001
(Unaudited)

	Six Months Ended June 30, 2002	Six Months Ended June 30, 2001	Three Months Ended June 30, 2002	Three Months Ended June 30, 2001
Financing activities:				
Distributions to partners	(6,625,737)	(6,680,069)	(3,311,551)	(3,280,319)
Borrowings on line of credit	4,500,000	2,000,000	2,500,000	1,000,000
Repayment of line of credit	(1,000,000)	(1,000,000)	(1,000,000)	(1,000,000)
Repayment of long-term non-recourse debt	(1,193,437)	(2,540,566)	(350,215)	(1,090,885)
Repurchase of limited partnership units	(3,907)	-	(3,907)	-
Net cash provided by financing activities	(4,323,081)	(8,220,635)	(2,165,673)	(4,371,204)
Net decrease in cash and cash equivalents	(195,310)	(1,292,913)	(476,109)	(66,168)
Cash at beginning of period	701,012	1,947,276	981,811	720,531
Cash at end of period	$ 505,702	$ 654,363	$ 505,702	$ 654,363
Supplemental disclosure of cash flow information:				
Cash paid during the period for interest	$ 550,533	$ 592,184	$ 279,858	$ 295,409
Supplemental disclosure of non-cash transactions:				
Offset of accounts receivable and debt service per lease and debt agreement:				
Accrued interest payable	$ (989,075)	$ (1,404,335)	$ 0	$ 0
Non-recourse debt	(3,810,925)	(3,395,665)	-	-
Accounts receivable	$ (4,800,000)	$ (4,800,000)	$ 0	$ 0

See accompanying notes.

ATEL CASH DISTRIBUTION FUND VI, L.P.

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2002
(Unaudited)

1. Summary of significant accounting policies:

Interim financial statements:

The unaudited interim financial statements reflect all adjustments which are, in the opinion of the general partners, necessary to a fair statement of financial position and results of operations for the interim periods presented. All such adjustments are of a normal recurring nature. These unaudited interim financial statements should be read in conjunction with the most recent report on Form 10K.

2. Organization and partnership matters:

ATEL Cash Distribution Fund VI, L.P. (the Fund), was formed under the laws of the State of California on June 29, 1994, for the purpose of acquiring equipment to engage in equipment leasing and sales activities.

The Partnership does not make a provision for income taxes since all income and losses will be allocated to the Partners for inclusion in their individual tax returns.

3. Investment in leases:

The Partnership's investment in leases consists of the following:

	December 31, 2001	Depreciation Expense or Amortization of Leases	Reclass-ifications & Dispositions	June 30, 2002
Net investment in operating leases	$ 55,447,510	$ (3,495,420)	$ (2,979,338)	$48,972,752
Net investment in direct financing leases	921,543	(173,531)	(500)	747,512
Assets held for sale or lease	1,134,488	-	2,152,065	3,286,553
Residual interests	34,161	-	(2)	34,159
Reserve for losses	(188,009)	-	-	(188,009)
Initial direct costs, net of accumulated amortization	590,149	(81,633)	-	508,516
	$ 57,939,842	$ (3,750,584)	$ (827,775)	$ 53,361,483

3. Investment in leases (continued):

Property on operating leases consists of the following:

	December 31, 2001	Reclassifications & Dispositions 1st Quarter	Reclassifications & Dispositions 2nd Quarter	Balance June 30, 2002
Transportation	$ 82,924,093	$ (1,174,264)	$ (2,942,406)	$ 78,807,423
Construction	19,955,096	-	-	19,955,096
Materials handling	10,062,364	(586,841)	(501,012)	8,974,511
Office automation	1,503,725	-	-	1,503,725
Other	1,042,203	(278,949)	(5,500)	757,754
Manufacturing	288,768	(210,284)	-	78,484
	115,776,249	(2,250,338)	(3,448,918)	110,076,993
Less accumulated depreciation	(60,328,739)	(184,861)	(590,641)	(61,104,241)
	$ 55,447,510	$ (2,435,199)	$ (4,039,559)	$ 48,972,752

All of the property on leases was acquired in 1995, 1996 and 1997.

At June 30, 2002, the aggregate amounts of future minimum lease payments are as follows:

	Operating Leases	Direct Financing Leases	Total
Six months ending December 31, 2002	$ 3,518,302	$ 171,523	$ 3,689,825
Year ending December 31, 2003	3,848,594	184,227	4,032,821
2004	3,020,892	110,823	3,131,715
2005	2,701,032	98,760	2,799,792
2006	1,623,020	98,760	1,721,780
Thereafter	10,520,601	98,760	10,619,361
	$ 25,232,441	$ 762,853	$ 25,995,294

4. Non-recourse debt:

Notes payable to financial institutions are due in varying monthly and semi-annual installments of principal and interest. The notes are secured by assignments of lease payments and pledges of the assets which were purchased with the proceeds of the particular notes. Interest rates on the notes vary from 6.33% to 12.22%.

Future minimum principal payments of non-recourse debt are as follows:

	Principal	Interest	Total
Six months ending December 31, 2002	$ 739,071	$ 400,334	$ 1,139,405
Year ending December 31, 2003	5,486,383	1,237,053	6,723,436
2004	821,505	633,381	1,454,886
2005	476,034	591,844	1,067,878
2006	679,762	548,359	1,228,121
Thereafter	8,505,876	2,493,685	10,999,561
	$ 16,708,631	$ 5,904,656	$ 22,613,287

5. Related party transactions:

The terms of the Limited Partnership Agreement provide that the General Partner and/or Affiliates are entitled to receive certain fees for equipment acquisition, management and resale and for management of the Partnership.

The General Partner and/or Affiliates earned fees, commissions and reimbursements, pursuant to the Limited Partnership Agreement during the six month periods ended June 30, 2002 and 2001 as follows:

	2002	2001
Incentive management fees and equipment management fees	$ 414,590	$ 454,693
Reimbursement of administrative costs	397,686	404,920
	$ 812,276	$ 859,613

6. Partner's capital:

As of June 30, 2002, 12,490,076 Units ($124,900,760) were issued and outstanding. The Fund's registration statement with the Securities and Exchange Commission became effective November 23, 1994 and its offering was concluded on November 23, 1996. The Fund is authorized to issue up to 12,500,050 Units, including the 50 Units issued to the initial limited partners.

The Partnership Net Profits, Net Losses, and Tax Credits are to be allocated 99% to the Limited Partners and 1% to the General Partner.

Available Cash from Operations and Cash from Sales and Refinancing, as defined in the Limited Partnership Agreement, shall be distributed as follows:

First, 95% (95.75% after June 30, 1995) of Distributions of Cash from Operations to the Limited Partners, 1% of Distributions of Cash from Operations to the General Partner and 4% (3.25% after June 30, 1995) (to an affiliate of the General Partner as Incentive Management Compensation, 99% of Distributions of Cash from Sales or Refinancing to the Limited Partners and 1% of Cash from Sales or Refinancing to the General Partner.

Second, the balance to the Limited Partners until the Limited Partners have received Aggregate Distributions in an amount equal to their Original Invested Capital, as defined, plus a 8% per annum cumulative (compounded daily) return on their Adjusted Invested Capital.

Third, an affiliate of the General Partner will receive as Incentive Management Compensation, 4% (3.25% after June 30, 1995) of remaining Cash from Sales or Refinancing.

Fourth, the balance to the Limited Partners.

7. Line of credit:

The Partnership participates with the General Partner and certain of its affiliates in a $43,654,928 revolving line of credit with a financial institution that includes certain financial covenants. The line of credit expires on June 28, 2004. As of June 30, 2002, borrowings under the facility were as follows:

Amount borrowed by the Partnership under the acquisition facility	$ 8,000,000
Amounts borrowed by affiliated partnerships and limited liability companies under the acquisition facility	15,000,000
Total borrowings under the acquisition facility	23,000,000
Amounts borrowed by the General Partner and its sister corporation under the warehouse facility	-
Total outstanding balance	$ 23,000,000
Total available under the line of credit	$ 43,654,928
Total outstanding balance	(23,000,000)
Remaining availability	$ 20,654,928

Draws on the acquisition facility by any individual borrower are secured only by that borrower's assets, including equipment and related leases. Borrowings on the warehouse facility are recourse jointly to certain of the affiliated partnerships and limited liability companies, the Partnership and the General Partner.

The credit agreement includes certain financial covenants applicable to each borrower. The Partnership was in compliance with its covenants as of June 30, 2002.

8. Subsequent event:

In July 2002, the Partnership sold a significant portion of its lease assets prior to the maturity of the initial lease terms. The assets had been on lease to Tarmac America, Inc. and Exxon/Mobil. The information below summarizes the sales transactions.

	Tarmac	Exxon/Mobil	Total
Original cost of equipment	$ 6,229,654	$ 15,855,322	$ 22,084,976
Net book value of assets at date of sale	$ 2,770,199	$ 11,962,797	$ 14,732,996
Sales price	$ 2,959,134	$ 13,662,372	$ 16,621,506
Non-recourse debt repaid at time of sale	$ 1,357,281	$ 10,120,304	$ 11,477,585
Net cash received from sale	$ 1,601,853	$ 3,542,068	$ 5,143,921
Gain realized on sale	$ 188,935	$ 1,699,575	$ 1,888,510

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Capital Resources and Liquidity

During the first half of 2002, the Partnership's primary activity was engaging in equipment leasing activities.

The liquidity of the Partnership will vary in the future, increasing to the extent cash flows from leases exceed expenses, and decreasing as lease assets are acquired, as distributions are made to the limited partners and to the extent expenses exceed cash flows from leases.

As another source of liquidity, the Partnership has contractual obligations with a diversified group of lessees for fixed lease terms at fixed rental amounts. As the initial lease terms expire, the Partnership will re-lease or sell the equipment. The future liquidity beyond the contractual minimum rentals will depend on the General Partner's success in re-leasing or selling the equipment as it comes off lease.

The Partnership participates with the General Partner and certain of its affiliates in a $43,654,928 revolving line of credit with a financial institution that includes certain financial covenants. The line of credit expires on June 28, 2004. As of June 30, 2002, borrowings under the facility were as follows:

Amount borrowed by the Partnership under the acquisition facility	$ 8,000,000
Amounts borrowed by affiliated partnerships and limited liability companies under the acquisition facility	15,000,000
Total borrowings under the acquisition facility	23,000,000
Amounts borrowed by the General Partner and its sister corporation under the warehouse facility	-
Total outstanding balance	$ 23,000,000
Total available under the line of credit	$ 43,654,928
Total outstanding balance	(23,000,000)
Remaining availability	$ 20,654,928

Draws on the acquisition facility by any individual borrower are secured only by that borrower's assets, including equipment and related leases. Borrowings on the warehouse facility are recourse jointly to certain of the affiliated partnerships and limited liability companies, the Partnership and the General Partner.

The Partnership anticipates reinvesting a portion of lease payments from assets owned in new leasing transactions. Such reinvestment will occur only after the payment of all obligations, including debt service (both principal and interest), the payment of management and acquisition fees to the General Partner and providing for cash distributions to the Limited Partners.

The Partnership currently has available adequate reserves to meet contingencies, but in the event those reserves were found to be inadequate, the Partnership would likely be in a position to borrow against its current portfolio to meet such requirements. The General Partner envisions no such requirements for operating purposes.

As of June 30, 2002, the Partnership had borrowed $100,521,405 with a remaining unpaid balance of $16,708,631. The General Partner expects that aggregate borrowings in the future will not exceed 50% of aggregate equipment cost. In any event, the Agreement of Limited Partnership limits such borrowings to 50% of the total cost of equipment, in aggregate.

No commitments of capital have been or are expected to be made other than for the acquisition of additional equipment. There were no such commitments as of June 30, 2002.

If inflation in the general economy becomes significant, it may affect the Partnership inasmuch as the residual (resale) values and rates on re-leases of the Partnership's leased assets may increase as the costs of similar assets increase. However, the Partnership's revenues from existing leases would not increase, as such rates are generally fixed for the terms of the leases without adjustment for inflation.

If interest rates increase significantly, the lease rates that the Partnership can obtain on future leases will be expected to increase as the cost of capital is a significant factor in the pricing of lease financing. Leases already in place, for the most part, would not be affected by changes in interest rates.

Cash Flows, 2002 vs. 2001:

Six months:

In 2002 and 2001, the Partnership's primary source of cash was rents from operating leases. Cash provided by operations decreased by $1,352,839 (from $4,837,043 in 2001 to $3,484,204 in 2002).

The most significant source of cash from investing activities in 2002 and 2001 was proceeds from sales of lease assets. Cash flows from direct financing leases were not as significant in either period.

In 2002 and 2001, the only source of cash from financing activities was borrowings on the line of credit. Payments of non-recourse debt have decreased as a result of scheduled debt payments over the last year.

Three months:

Operating lease rents were the primary source of cash from operating activities in 2002 and 2001.

As noted above for the six month period, proceeds from asset sales and direct financing lease rents were the only sources of cash from investing activities in 2002 and 2001.

In 2002 and 2001, the only financing source of cash was the amounts borrowed under the line of credit. Debt payments have decreased for the same reasons noted above for the six month periods.

Results of operations

In 2002, operations resulted in net income of $669,931 (six months) and $696,381 (three months). In 2001, operations resulted in net income of $1,505,580 (six months) and $641,303 (three months). The Partnership's primary source of revenues is from operating leases. This is expected to remain true in future periods. Gains and losses on sales of lease assets are not expected to be consistent from one period to another. Depreciation expense is the single largest expense of the Partnership and is expected to remain so in future periods. Operating lease rents and depreciation expense decreased compared to 2001 due to sales of lease assets over the last year. As Interest expense is related to the borrowings under the line of credit and non-recourse debt and has decreased because of decreased debt balances compared to 2001.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

Quaker Coal Company:

On December 31, 1997, Quaker Coal Company, one of the Partnership's lessees, requested a moratorium on lease payments from January through March 1998. No lease payments were made by the lessee through June of 1998, and as a result, the General Partner declared the lease in default. Subsequently, the lessee cured the outstanding payments and eventually satisfied substantially all lease payments due under the lease; however, the General Partner refused to waive the default and insisted on contractual damages. The General Partner filed a suit against the lessee for its contractual damages in the U.S. District Court of Northern California (the "Court"). On June 16, 2000, the lessee filed for protection under Chapter 11 of the U.S. Bankruptcy Code. The amounts of these damages have not been included in the financial statements included in Part II, Item 8.

The Partnership obtained a stipulation for relief from the automatic bankruptcy stay to allow the Court to issue its ruling, and filed a request to participate on the Official Committee of Unsecured Creditors in the bankruptcy proceedings. The Partnership succeeded in securing the return of its equipment, which has been liquidated, netting approximately 17% of the original equipment cost. The Court issued a ruling on March 4, 2001, denying the Partnership's claim for damages. The lessee subsequently filed a claim against the Partnership, for reimbursement of its legal expenses. The General Partner believes the Court's decision is erroneous, as a matter law, and has filed an appeal of the decision in the U.S. District Court of Appeals.

The lessee filed a plan of reorganization, which has been objected to by several large creditors, including the General Partner.

Upon the termination of the debtor's exclusivity period, competing plans were filed by other creditors to the plan, and voting on the competing plans occurred October 8, 2001. The results of the vote were that American Electric Power's ("AEP") Plan of Reorganization ("AEP Plan") was successful. Under the AEP Plan, the claim of the Partnership has been assigned to a liquidating trustee for resolution and satisfaction from the debtor's estate.

In January 2002, ATEL attended an appellate settlement conference seeking to resolve the outstanding disputed claim. A reserve has been set aside by the liquidating trustee in the amount of $1.2 million in partial satisfaction of the Partnership's claims and those of its affiliates, although this claim amount remains in dispute. Currently, the likelihood of recovery of amounts above the payment of the lease rent and the liquidation of the equipment already received remains speculative and highly uncertain.

Elkay Mining Company:

On December 17, 1999, Elkay Mining Company, a subsidiary of The Pittston Company, filed a suit for declaratory relief in response to a notice of event of default sent by the Partnership. The dispute surrounds the treatment by the lessee of a defect in the leased equipment, and the lessee's failure to notify that lessor of the defect in the equipment. All lease payments under that lease were made in a timely manner, and the equipment was returned and liquidated by the Partnership for $112,501.04, which is approximately 6% of the original equipment cost. The Partnership believes that it has suffered damages and loss as a result of actions of the lessee, in the amount of $773,402, which represents the difference in the proceeds netted from the sale of the equipment and the liquidated damages due under the lease. This matter has been litigated and the parties are awaiting decision from the Court.

The General Partner has filed for arbitration against the guarantor in San Francisco, as mandated by the lease. The General Partner believes that it has a reasonable basis for prevailing with respect to this matter, and will aggressively assert its defense.

Applied Magnetics Corporation:

In January 2000, Applied Magnetics Corporation filed for protection from creditors under Chapter 11 of the U. S. Bankruptcy Code. The Partnership had assets with a total net book value of $5,113,290 leased to Applied Magnetics Corporation at the bankruptcy filing date. On January 31, 2000, the General Partner was appointed to the Official Committee of Unsecured Creditors and served as the Chairperson of the Committee. Procedures were quickly undertaken for the liquidation of the Partnership's leased equipment, which proceeds resulted in the satisfaction of a portion of the non-recourse debt secured by the equipment. As of November 1, 2000, liquidation of the assets was completed.

The debtor filed a Plan of Reorganization (the "Plan"), which was approved by a vote of the creditors of the debtor in October 2001. The Plan provided that the debtor change its name to “Integrated Micro-Technology”, and enter into a new line of business, the manufacture and production of “micro-machines”. As part of the Plan the Partnership, along with the other unsecured creditors, receive a proportionate share of their unsecured claims, in the form of ownership shares and warrants in the newly formed business. The success of this new business plan is highly uncertain.

On February 13, 2002, the reorganized Debtor filed a notice of objection to the Funds claim due to duplication and an improper liquidated damages provision, which the Funds intend to dispute.

The Partnership anticipates additional amounts may be recoverable through its equity interests in the reorganized lessee's business, however, any recoveries above the amounts received upon liquidation of the Partnership's equipment are highly uncertain and speculative.

Item 2. Changes In Securities.

Inapplicable.

Item 3. Defaults Upon Senior Securities.

Inapplicable.

Item 4. Submission Of Matters To A Vote Of Security Holders.

Inapplicable.

Item 5. Other Information.

Inapplicable.

Item 6. Exhibits And Reports On Form 8-K.

(a) Documents filed as a part of this report

1. Financial Statements

   Included in Part I of this report:
   Balance Sheets, June 30, 2002 and December 31, 2001.
   Statements of operations for the six and three month periods ended June 30, 2002 and 2001.
   Statement of changes in partners' capital for the six month period ended June 30, 2002.
   Statements of cash flows for the six and three month periods ended June 30, 2002 and 2001.
   Notes to the Financial Statements

2. Financial Statement Schedules.

   All other schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are not required under the related instructions or are inapplicable, and therefore have been omitted.

(b) Report on Form 8-K

   None

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly report on Form 10QSB of ATEL Cash Distribution Fund VI, LP, (the "Partnership") for the period ended June 30, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), and pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, I, Dean L. Cash, Chief Executive Officer of ATEL Financial Services, LLC, general partner of the Partnership, hereby certify that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 ; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Partnership.

/s/ DEAN L. CASH
Dean L. Cash
President and Chief Executive
Officer of General Partner
August 14, 2002

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly report on Form 10QSB of ATEL Cash Distribution Fund VI, LP, (the "Partnership") for the period ended June 30, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), and pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, I, Paritosh K. Choksi, Chief Financial Officer of ATEL Financial Services, LLC, general partner of the Partnership, hereby certify that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 ; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Partnership.

/s/ PARITOSH K. CHOKSI
Paritosh K. Choksi
Executive Vice President of General
Partner, Principal financial officer of registrant
August 14, 2002

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date:
August 14, 2002

ATEL CASH DISTRIBUTION FUND VI, L.P.
(Registrant)

By: ATEL Financial Services, LLC
General Partner of Registrant

By: /s/ DEAN L. CASH
Dean L. Cash
President and Chief Executive
Officer of General Partner

By: /s/ PARITOSH K. CHOKSI
Paritosh K. Choksi
Executive Vice President of
General Partner, Principal
financial officer of registrant

By: /s/ DONALD E. CARPENTER
Donald E. Carpenter
Principal accounting
officer of registrant