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 September 30, 2003
☐	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 000-28368

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.)

600 California Street, 6th Floor, San Francisco, California 94108-2733
(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 ☐

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act).
Yes ☐ No ☒

The number of Limited Partnership Units outstanding as of September 30, 2003 was 12,490,076.

DOCUMENTS INCORPORATED BY REFERENCE

None

Part I. FINANCIAL INFORMATION

Item 1. Financial Statements (unaudited).

ATEL CASH DISTRIBUTION FUND VI, L.P.

BALANCE SHEETS

SEPTEMBER 30, 2003 AND DECEMBER 31, 2002
(Unaudited)

ASSETS

	September 30, 2003 (Unaudited)	December 31, 2002
Cash and cash equivalents	$ 353,379	$ 861,707
Accounts receivable, net of allowance for doubtful accounts of $290,000 in 2003 and $460,000 in 2002	717,629	4,572,615
Investments in leases	24,164,068	29,191,076
Total assets	$25,235,076	$34,625,398

LIABILITIES AND PARTNERS' CAPITAL

	September 30, 2003 (Unaudited)	December 31, 2002
Non-recourse debt	$ 1,149,308	$ 4,853,239
Lines of credit	-	5,100,000
Accounts payable:		
General Partner	19,510	29,145
Other	368,555	570,779
Accrued interest payable	4,968	395,555
Unearned operating lease income	71,267	69,132
Total liabilities	1,613,608	11,017,850
Partners' capital:		
General Partner	-	-
Limited Partners	23,621,468	23,607,548
Total partners' capital	23,621,468	23,607,548
Total liabilities and partners' capital	$25,235,076	$34,625,398

See accompanying notes.

ATEL CASH DISTRIBUTION FUND VI, L.P.

STATEMENTS OF OPERATIONS

NINE AND THREE MONTH PERIODS ENDED SEPTEMBER 30, 2003 AND 2002 (Unaudited)

	Nine Months Ended September 30, 2003	Nine Months Ended September 30, 2002	Three Months Ended September 30, 2003	Three Months Ended September 30, 2002
Revenues:				
Leasing activities:				
Operating leases	$ 5,129,917	$ 9,167,662	$ 1,183,771	$ 2,358,251
Direct financing leases	615,619	108,728	200,534	19,095
Gain (loss) on sales of assets	179,398	1,627,349	(377,301)	1,985,088
Interest	3,767	5,238	1,677	2,246
Other	34,983	55,477	12,232	23,300
	5,963,684	10,964,454	1,020,913	4,387,980
Expenses:				
Depreciation and amortization	2,796,485	5,659,155	869,370	2,082,102
Cost reimbursements to General Partner	510,921	609,801	124,251	212,115
(Recovery of) provision for doubtful accounts	(357,099)	20,000	60,000	-
Railcar maintenance	339,499	245,688	148,744	34,605
Equipment and incentive management fees to General Partner	291,961	606,950	29,631	192,360
Income tax and franchise fees	258,961	94,135	-	-
Interest	252,353	1,165,528	25,645	239,831
Professional fees	76,156	98,681	17,464	6,214
Other	370,408	299,987	153,513	126,161
	4,539,645	8,799,925	1,428,618	2,893,388
Net income (loss):	$ 1,424,039	$ 2,164,529	$ (407,705)	$ 1,494,592
Net income (loss):				
General Partner	$ 46,866	$ 98,626	$ -	$ 32,785
Limited Partners	1,377,173	2,065,903	(407,705)	1,461,807
	$ 1,424,039	$ 2,164,529	$ (407,705)	$ 1,494,592
Net income (loss) per Limited Partnership Unit	$ 0.11	$ 0.17	$ (0.03)	$ 0.12
Weighted average number of Units outstanding	12,490,076	12,493,401	12,490,076	12,490,076

See accompanying notes.

ATEL CASH DISTRIBUTION FUND VI, L.P.

STATEMENTS OF CHANGES IN PARTNERS' CAPITAL

FOR THE YEAR ENDED DECEMBER 31, 2002
AND FOR THE
NINE MONTH PERIOD
ENDED SEPTEMBER 30, 2003
(Unaudited)

	Limited Partners		General	
	Units	Amount	Partner	Total
Balance December 31, 2001	12,500,050	$ 38,008,680	$ -	$38,008,680
Distributions to General Partner			(131,640)	(131,640)
Distributions to Limited Partners		(13,117,182)		(13,117,182)
Other Limited Partnership units repurchased	(9,974)	(3,907)		(3,907)
Net Income (loss)		(1,280,043)	131,640	(1,148,403)
Balance December 31, 2002	12,490,076	23,607,548	-	23,607,548
Distributions to General Partner	-	-	(46,866)	(46,866)
Distributions to Limited Partners		(1,363,253)	-	(1,363,253)
Net income	-	1,377,173	46,866	1,424,039
Balance September 30, 2003	12,490,076	$ 23,621,468	$ -	$23,621,468

See accompanying notes.

ATEL CASH DISTRIBUTION FUND VI, L.P.

STATEMENTS OF CASH FLOWS

NINE AND THREE MONTH PERIODS ENDED SEPTEMBER 30, 2003 AND 2002 (Unaudited)

	Nine Months Ended September 30, 2003	Nine Months Ended September 30, 2002	Three Months Ended September 30, 2003	Three Months Ended September 30, 2002
Operating activities:				
Net income (loss):	$ 1,424,039	$ 2,164,529	$ (407,705)	$ 1,494,592
Adjustment to reconcile net income (loss) to cash provided by operating activities;				
Depreciation and amortization	2,796,485	5,659,155	869,370	2,082,102
(Gain) Loss on sales of assets	(179,398)	(1,627,349)	377,301	(1,985,088)
(Recovery of) provision for doubtful accounts	(357,099)	20,000	60,001	-
Changes in operating assets and liabilities:				
Accounts receivable	(587,915)	(1,933,621)	34,254	(378,125)
Accounts payable, General Partner	(9,635)	(127,096)	(64,211)	(315,561)
Accounts payable, Other	(202,224)	43,066	(28,269)	177,505
Accrued interest payable	132,447	491,562	2,028	116,398
Unearned lease income	2,135	10,591	(141,511)	24,810
Net cash provided by operations	3,018,835	4,700,837	701,258	1,216,633
Investing activities:				
Proceeds from sales of assets	1,924,184	18,180,818	837,384	17,710,782
Reduction of net investment in direct financing leases	485,737	234,344	328,006	60,813
Net cash provided by investing activities	2,409,921	18,415,162	1,165,390	17,771,595
Financing activities:				
Repayments of borrowings under line of credit	(5,100,000)	(6,000,000)	(4,000,000)	(5,000,000)
Distributions to partners	(1,410,119)	(9,937,121)	-	(3,311,384)
Repayments of non-recourse debt	(133,020)	(12,966,888)	(25,338)	(11,773,451)
Borrowings of non-recourse debt	706,055	-	706,055	-
Borrowings under line of credit	-	6,000,000	-	1,500,000
Repurchase of limited partnership units	-	(3,907)	-	-
Net cash used in financing activities	(5,937,084)	(22,907,916)	(3,319,283)	(18,584,835)
Net (decrease) increase in cash and cash equivalents	(508,328)	208,083	(1,452,635)	403,393
Cash and cash equivalents at beginning of period	861,707	701,012	1,806,014	505,702
Cash and cash equivalents at end of period	$ 353,379	$ 909,095	$ 353,379	$ 909,095

ATEL CASH DISTRIBUTION FUND VI, L.P.

STATEMENTS OF CASH FLOWS
(Continued)
NINE AND THREE MONTH PERIODS ENDED
SEPTEMBER 30, 2003 AND 2002
(Unaudited)

	Nine Months Ended September 30,		Three Months Ended September 30,	
	2003	2002	2003	2002
Supplemental disclosures of cash flow information				
Cash paid during the period for interest	$ 119,906	$ 1,663,041	$ 23,617	$ 1,112,508
Supplemental disclosure of non-cash transaction:				
Offset of accounts receivable and debt service per lease and debt agreement:				
Accrued interest payable	$ (523,034)	$ (989,075)	$ -	$ -
Non-recourse debt	(4,276,966)	(3,810,925)	-	-
	(4,800,000)	(4,800,000)	-	-
Accounts receivable	$ 4,800,000	$ 4,800,000	$ -	$ -

See accompanying notes.

ATEL CASH DISTRIBUTION FUND VI, L.P.

NOTES TO FINANCIAL STATEMENTS

SEPTEMBER 30, 2003
(Unaudited)

1. Summary of significant accounting policies:

Basis of presentation:

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States (GAAP) for interim financial information and with instructions to Form 10-Q and Article 10 of Regulation S-X. The unaudited interim financial statements reflect all adjustments which are, in the opinion of the General Partner, 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. The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that effect reported amounts in the financial statements and accompanying notes. Therefore, actual results could differ from those estimates. Operating results for the three and nine months ended September 30, 2003 are not necessarily indicative of the results for the year ending December 31, 2003.

These unaudited interim financial statements should be read in conjunction with the financial statements and notes thereto contained in the report on Form 10-K for the year ended December 31, 2002, filed with the Securities and Exchange Commission.

2. Organization and partnership matters:

ATEL Cash Distribution Fund VI, L.P. (the Partnership), 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.

Upon the sale of the minimum amount of Units of Limited Partnership interest (Units) of $1,200,000 and the receipt of the proceeds thereof on January 3, 1995, the Partnership commenced operations.

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.

ATEL Financial Services, LLC, an affiliated entity, acts as the General Partner of the Partnership.

Certain prior year balances have been reclassified to conform to the current year presentation.

3. Investment in leases (continued):

3. Investment in leases:

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

	Balance December 31, 2002	Depreciation / Amortization Expense or Amortization of Direct Financing Leases	Reclassi-fications and Dispositions	Balance September 30, 2003
Net investment in operating leases	$ 21,546,403	$ (2,768,795)	$ 828,382	$19,605,990
Net investment in direct financing leases	4,108,968	(485,737)	(4,650)	3,618,581
Assets held for sale or lease	3,406,389	-	(2,568,518)	837,871
Residual interests	34,159	-	-	34,159
Initial direct costs, net of accumulated amortization of $504,345 in 2003 and $798,164 in 2002	95,157	(27,690)	-	67,467
	$ 29,191,076	$ (3,282,222)	$ (1,744,786)	$24,164,068

Operating leases:

Property on operating leases consists of the following:

	Balance December 31, 2002	Depreciation Expense	Reclassi-fications or Dispositions	Balance September 30, 2003
Transportation	$ 49,393,031	$ -	$ (5,756,032)	$43,636,999
Construction	11,727,006	-	-	11,727,006
Materials handling	8,317,703	-	(1,464,480)	6,853,223
Office automation	1,298,837	-	(469,923)	828,914
Other	759,867	-	(397,251)	362,616
Manufacturing	78,484	-	(78,484)	-
	71,574,928	-	(8,166,170)	63,408,758
Less accumulated depreciation	(50,028,525)	(2,768,795)	8,994,552	(43,802,768)
	$ 21,546,403	$ (2,768,795)	$ 828,382	$19,605,990

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

At September 30, 2003, the aggregate amounts of future minimum lease payments are as follows:

	Operating Leases	Financing Leases	Total
Three months ending December 31, 2003	$ 850,469	$ 31,873	$ 882,342
Year ending December 31, 2004	2,360,680	3,919,823	6,280,503
2005	1,477,694	98,760	1,576,454
2006	346,415	98,760	445,175
2007	-	98,760	98,760
	$ 5,035,258	$ 4,247,976	$ 9,283,234

Direct financing leases:

As of September 30, 2003, investment in direct financing leases consists of railroad locomotives and ground support equipment. The following lists the components of the Company's investment in direct financing leases:

	September 30, 2003	December 31, 2002
Total minimum lease payments receivable	$ 4,247,976	$ 5,349,330
Estimated residual values of leased equipment (unguaranteed)	179,130	183,782
Investment in direct financing leases	4,427,106	5,533,112
Less unearned income	(808,525)	(1,424,144)
Net investment in direct financing leases	$ 3,618,581	$ 4,108,968

4. Non-recourse debt:

Notes payable to financial institutions are due in varying monthly, quarterly 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 5.5% to 8.37%.

During the nine month period ended September 30, 2002, proceeds from sales of assets were $18,180,818, as a result $12,966,888 of non-recourse debt was paid off using these proceeds. In the nine month period ended September 30, 2003, there was a net borrowing of $573,035 and only $1,924,185 of proceeds from sale of assets.

ATEL CASH DISTRIBUTION FUND VI, L.P.

NOTES TO FINANCIAL STATEMENTS

SEPTEMBER 30, 2003
(Unaudited)

4. Non-recourse debt (continued):

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

	Principal	Interest	Total
Three months ending December 31, 2003	$ 337,171	$ 15,085	$ 352,256
Year ending December 31, 2004	550,929	32,964	583,893
2005	79,916	18,844	98,760
2006	86,868	11,892	98,760
2007	94,424	4,337	98,761
	$ 1,149,308	$ 83,122	$ 1,232,430

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 Limited Partnership Agreement allows for the reimbursement of costs incurred by the General Partner in providing services to the Partnership. Services provided include Partnership accounting, investor relations, legal counsel and lease and equipment documentation. The General Partner is not reimbursed for services where it is entitled to receive a separate fee as compensation for such services, such as acquisition and management of equipment. Reimbursable costs incurred by the General Partner are allocated to the Partnership based upon estimated time incurred by employees working on Partnership business and an allocation of rent and other costs based on utilization studies.

Substantially all employees of the General Partner record time incurred in performing services on behalf of all of the Partnerships serviced by the General Partner. The General Partner believes that the costs reimbursed are the lower of (i) actual costs incurred on behalf of the Partnership or (ii) the amount the Partnership would be required to pay independent parties for comparable services in the same geographic location and are reimbursable in accordance with the Limited Partnership Agreement.

During the nine and three month periods ended September 30, 2003 and 2002, the General Partner and/or Affiliates earned fees, commissions and reimbursements, pursuant to the Limited Partnership Agreement, as follows:

	Nine Months Ended September 30,		Three Months Ended September 30,	
	2003	2002	2003	2002
Cost reimbursements to General Partner	$ 510,921	$ 609,801	$ 124,251	$ 212,115
Equipment and incentive management fees to General Partner	291,961	606,950	29,631	192,360
	$ 802,882	$ 1,216,751	$ 153,882	$ 404,475

6. Partners' Capital:

As of September 30, 2003, 12,500,050 Units ($125,000,500) were issued and 12,490,076 outstanding (including the 50 Units issued to the Initial Limited Members).

The Company's Net Income, Net Losses, and Distributions, as defined, are to be allocated 99% to the Limited Partners and 1% to the General Partner.

Distributions to the Limited Partners were as follows in 2003 and 2002:

	Nine Months Ended September 30,		Three Months Ended September 30,	
	2003	2002	2003	2002
Distributions	$ 46,866	$ 9,937,121	$ -	$ 3,311,384
Weighted average number of Units outstanding	12,490,076	12,493,401	12,490,076	12,490,076
Weighted average distributions per Unit	$ 0.00	$ 0.80	$ -	$ 0.27

7. Line of credit:

The Partnership participates with the General Partner and certain of its affiliates in a $56,282,201 revolving line of credit (comprised of an acquisition facility and a warehouse facility) with a financial institution that includes certain financial covenants. The line of credit expires on June 28, 2004. As of September 30, 2003, borrowings under the facility were as follows:

Amount borrowed by the Partnership under the acquisition facility	$ -
Amounts borrowed by affiliated partnerships and limited liability companies under the acquisition facility	24,300,000
Total borrowings under the acquisition facility	24,300,000
Amounts borrowed by the General Partner and its sister corporation under the warehouse facility	-
Total outstanding balance	$24,300,000
Total available under the line of credit	$56,282,201
Total outstanding balance	(24,300,000)
Remaining availability	$31,982,201

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 September 30, 2003.

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

Statements contained in this Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations," and elsewhere in this Form 10-Q, which are not historical facts, may be forward-looking statements. Such statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected. Investors are cautioned not to attribute undue certainty to these forward-looking statements, which speak only as of the date of this Form 10-Q. We undertake no obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date of this Form 10-Q or to reflect the occurrence of unanticipated events, other than as required by law.

Capital Resources and Liquidity

During the nine months of 2003 and 2002, the Partnership's primary activity was engaging in equipment leasing activities. In 2003, the Partnership's primary source of liquidity was rents from operating leases, as opposed to proceeds from assets sales for the same period in 2002.

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 $56,282,201 revolving line of credit (comprised of an acquisition facility and a warehouse facility) with a financial institution that includes certain financial covenants which the Partnership is in compliance with as of September 30, 3003. The line of credit expires on June 28, 2004. As of September 30, 2003, borrowings under the facility were as follows:

Amount borrowed by the Partnership under the acquisition facility	$ -
Amounts borrowed by affiliated partnerships and limited liability companies under the acquisition facility	24,300,000
Total borrowings under the acquisition facility	24,300,000
Amounts borrowed by the General Partner and its sister corporation under the warehouse facility	-
Total outstanding balance	$24,300,000
Total available under the line of credit	$56,282,201
Total outstanding balance	(24,300,000)
Remaining availability	$31,982,201

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 September 30, 2003.

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.

Through September 30, 2003, the Partnership had borrowed $101,227,460 on a non-recourse basis. As of that date, $1,149,308 remained outstanding. 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.

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

During the nine and three months ending September 30, 2003 and 2003, the Partnership's primary source of cash from operating activities was rents from operating leases. Cash from operating activities was almost entirely from operating lease rents in both quarters.

Proceeds from the sales of assets and direct financing lease rents accounted for as reductions of the Partnership's net investment in direct financing leases were the only investing sources of cash during the nine and three month periods ended September 30, 2003 and 2002. Proceeds from sales of lease assets decreased from $18,180,818 for the nine months ending September 30, 2002 to $1,924,184 for the comparable period ending September 30, 2003 and from $17,710,782 for the three months ended September 30, 2002 to $837,385 during the three months ended September 30, 2003. Although proceeds from sales of lease assets are not expected to be consistent from one year to another, during the nine month period ended September 30, 2002, there was significant increase in the sale of assets, these proceeds were used to reduce non-recourse debt and increase distributions to partners.

In 2002, the Partnership sold a large lease to a third party. The acquisition of the lease was financed primarily with non-recourse debt. The assets under the lease were sold subject to the existing debt. Upon the sale of the assets, the Partnership was relieved of its obligation under the non-recourse debt agreement. There were no similar sales in 2003. As a result of this, the amounts of asset sales proceeds and the amounts of debt repayments were much reduced in 2003, compared to 2002.

During the nine and three months ended September 30, 2003 and 2003, the single largest financing use of cash was repayments of borrowing under line of credit, $5,100,000 for the nine months ended September 30, 2003 and $4,000,000 for the three months ended September 30, 2003. Under the terms of a wrap lease and the related non-recourse debt agreement the annual lease payments are offset against the annual debt service payment. The agreement is structured so that the amounts of the two payments are equal to each other in each year of the agreement. A right of offset was established as a part of the agreement.

Results of operations

Operations resulted in net loss of $407,705 during the three months ended September 30, 2003 compared to net income of $1,494,592 during the three months ended September 30, 2002. Net income for the nine months ended September 30, 2003 was $1,424,039 compared with $2,164,529 for the comparable period in 2002. The Partnership's primary source of revenues was from operating leases in both years. Operating lease revenues declined as a result of lease maturities and sales of the underlying lease assets over the last year.

Sales of lease assets during the three months ended September 30, 2003 resulted in a gain of $179,398, a decrease of $1,447,951 compared to the comparable period in 2002. For the nine months ended September 30, 2003 there was a loss of $377,301 on asset sales compared to a gain of $1,985,088 for the same period in 2002, a change of $2,362,389. Although sales of lease assets are not expected to be consistent from one year to another, during the nine month period ended September 30, 2002, there was significant increase in the sale of assets, these proceeds were used to reduce non-recourse debt (as noted above) and to increase distributions to members.

Depreciation and amortization expense has decreased from $2,082,102 for the three months ended September 30, 2002 to $869,370 in 2003 and from $5,659,155 for the nine months ended September 30, 2002 to $2,796,485 for the comparable period in 2003. Depreciation is related to operating lease assets. As operating leases mature and the assets are sold, operating lease revenues and depreciation expense will continue to decrease.

Item 3. Quantitative and Qualitative Disclosures of Market Risk.

The Partnership, like most other companies, is exposed to certain market risks, including primarily changes in interest rates. The Partnership believes its exposure to other market risks including commodity risk and equity price risk are insignificant to both its financial position and results of operations.

In general, the Partnership manages its exposure to interest rate risk by obtaining fixed rate debt. The fixed rate debt is structured so as to match the cash flows required to service the debt to the payment streams under fixed rate lease receivables. The payments under the leases are assigned to the lenders in satisfaction of the debt. Furthermore, the Partnership has historically been able to maintain a stable spread between its cost of funds and lease yields in both periods of rising and falling rates. Nevertheless, the Partnership frequently funds leases with its floating rate line of credit and is, therefore, exposed to interest rate risk until fixed rate financing is arranged, or the floating rate line of credit is repaid. As of September 30, 2003, there was no outstanding balance on the floating rate line of credit.

To hedge its interest rate risk related to this variable rate debt, the Partnership may enter into interest rate swaps. As of September 30, 2003, no swaps or other derivative financial instruments were held by the Partnership. The Partnership does not hold or issue derivative financial instruments for speculative purposes.

Item 4. Controls and procedures.

Internal Controls

As of September 30, 2003, an evaluation was performed under the supervision and with the participation of the Partnership's management, including the CEO and CFO of the General Partner, of the effectiveness of the design and operation of the Partnership's disclosure controls and procedures. Based on that evaluation, the Partnership's management, including the CEO and CFO of the General Partner, concluded that the Partnership's disclosure controls and procedures were effective as of September 30, 2003. There have been no significant changes in the Partnership's internal controls or in other factors that could significantly affect internal controls subsequent to September 30, 2003.

Changes in internal controls

There have been no significant changes in our internal controls or in other factors that could significantly affect our disclosure controls and procedures subsequent to the evaluation date, nor were there any significant deficiencies or material weaknesses in our internal controls.

Evaluation of disclosure controls and procedures

Under the supervision and with the participation of our management, including the CEO and CFO, an evaluation of the effectiveness of the design and operation of the Partnership's disclosure controls and procedures, as defined in Rules 240.13a-14(c) and 15d-14(c) under the Securities Exchange Act of 1934 was performed as of a date within ninety days before the filing date of this quarterly report. Based upon this evaluation, the CEO and CFO of the General Partner concluded that, as of the evaluation date, our disclosure controls and procedures were effective for the purposes of recording, processing, summarizing and timely reporting information required to be disclosed by us in the reports that we file under the Securities Exchange Act of 1934 and that such information is accumulated and communicated to our management in order to allow timely decisions regarding required disclosure.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

No material legal proceedings are currently pending against the Partnership or against any of its assets. The following is a discussion of legal matters involving the Partnership but which do not represent claims against the Partnership or its assets.

Elkay Mining Company:

On December 17, 1999, Elkay Mining Company, a subsidiary of The Pittston Company (the "Guarantor"), 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 the Partnership 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, which was 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 was litigated and the decision from the Court was adverse to the Partnership as to the issue of whether an event of default existed as declared by the Partnership (for the failure of the lessee to notify the Partnership of the material defect of in the equipment). Notwithstanding the adverse ruling, the Partnership has two additional bases for default: (i) the failure by the lessee to satisfy the maintenance and return conditions of the lease, and (ii) the relocation by the lessee of the equipment without the Partnership's consent.

The Partnership was not successful in prosecuting its appeal of the adverse ruling, and is continuing to investigate its options, including filing for arbitration against the guarantor of the lease agreement, as mandated by the lease.

Applied Magnetics Corporation:

In January 2000, Applied Magnetics Corporation ("Debtor"), a lessee of the Partnership, filed for protection from creditors under Chapter 11 of the U.S. Bankruptcy Code. 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 recoveries of $1,773,798 or 21.7% of original equipment cost for the Partnership. 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” (IMT), 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, received a proportionate share of their unsecured claims, in the form of ownership shares and warrants in the newly formed business.

On April 28, 2003, the Partnership received 221,822 shares of IMT stock. At this time, the Partnership anticipates any recoveries, 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, September 30, 2003 and December 31, 2002.

   Statements of Operations for the nine and three month periods ended September 30, 2003 and 2002.

   Statements of changes in partners' capital for the year ended December 31, 2002 and for the nine month period ended September 30, 2003.

   Statements of Cash Flows for the nine and three month periods ended September 30, 2003 and 2002.

   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.

3. Other Exhibits

   99.1 Certification of Paritosh K. Choksi
   99.2 Certification of Dean L. Cash
   99.3 Certification Pursuant to 18 U.S.C. section 1350 of Dean L. Cash
   99.4 Certification Pursuant to 18 U.S.C. section 1350 of Paritosh K. Choksi

(b) Report on Form 8-K
None

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:
November 12, 2003

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

By: ATEL Financial Corporation
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
Principal Financial Officer
of Registrant

By: /s/ DONALD E. CARPENTER
Donald E. Carpenter
Principal Accounting
Officer of Registrant

Exhibit 99.1

CERTIFICATIONS

I, Paritosh K. Choksi, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ATEL Cash Distribution Fund VI, LP;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

   a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during

   b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and

   c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this annual report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date:
November 12, 2003

/s/ PARITOSH K. CHOKSI

Paritosh K. Choksi
Principal Financial Officer of Registrant, Executive
Vice President of General Partner

Exhibit 99.2

CERTIFICATIONS

I, Dean L. Cash, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ATEL Cash Distribution Fund VI, LP;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

   a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

   b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and

   c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this annual report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date:
November 12, 2003

/s/ DEAN L. CASH

Dean L. Cash
President and Chief Executive
Officer of General Partner

Exhibit 99.3

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 10-Q of ATEL Cash Distribution Fund VI, LP, (the "Partnership") for the period ended September 30, 2003 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.

Date:
November 12, 2003

/s/ DEAN L. CASH

Dean L. Cash
President and Chief Executive
Officer of General Partner

Exhibit 99.4

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 10-Q of ATEL Cash Distribution Fund VI, LP, (the "Partnership") for the period ended September 30, 2003 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.

Date:
November 12, 2003

/s/ PARITOSH K. CHOKSI
Paritosh K. Choksi
Executive Vice President of General
Partner, Principal Financial Officer of Registrant