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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM TA-W

OMB APPROVAL  
OMB Number: 3235-0151  
Expires: August 31, 2005  
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OFFICIAL USE  
FILE NO. 84-05538  
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EFFECTIVE DATE

NOTICE OF WITHDRAWAL FROM REGISTRATION  
AS TRANSFER AGENT

Pursuant To Section 17A of the Securities Exchange Act of 1934

Read all instructions on reverse side before preparing form. Please print or type.

- Transfer Agent File No.: 2. Full name of registrant: ATEL Investor Services
- Name under which transfer agent activities are conducted, if different from above:
- Address of registrants principal place of business: No. and street City State Zip Code
- Furnish registrants reasons for ceasing the performance of transfer agent functions or for otherwise requesting withdrawal of its registration.
- Furnish the last date registrant performed transfer agent functions as defined by Section 3(a)(25) of the Act for any security, including debt and equity, registered under Section 12 of the Act or which would be required to be registered except for the exemption from registration provided by subsection (g)(2)(B) or (g)(2)(G) of that section.  
  
Does registrant have any intention of performing in the near future a transfer agent function for any such security?
- Is registrant directly or indirectly involved in any legal actions or proceedings or aware of any potential claims (including out-of-proof conditions) against it in connection with its performance of transfer agent functions for any security? If so, furnish complete information with respect to each.  
 Yes  No
- Are there any unsatisfied judgments or liens against registrant arising out of its performance of transfer agent functions for any security? If so, furnish complete information regarding each judgment or lien.  
 Yes  No
- For each issue shown on Schedule B of registrants Form TA-1, as amended, and for any issues for which registrant assumed transfer agent functions since the last amendment to Schedule B, furnish the name(s) and address(es) of any successor transfer agent(s) and state whether such transfer agent(s) is registered as a transfer agent pursuant to the Act. If there is no successor transfer agent(s), so state.
- For each issue shown on Schedule B of registrants Form TA-1, as amended, and for any issues for which registrant assumed transfer agent functions since the last amendment to Schedule B, furnish the name(s) and address(es) of the person(s) who has or will have custody or possession of the books and records which registrant maintained in connection with its performance of transfer agent functions.
- Furnish the address(es), if different from Item 10, where such books and records will be located.

12. EXECUTION. The registrant submitting this Form and its attachments and the person executing it represent hereby that it and all materials filed in connection therewith contain a true, correct and complete statement of all required information. Registrant also consents hereby to make the books and records it is required to preserve by Rules 17A d-6 and 7 under the Securities Exchange Act of 1934 (17 CFR 240.17A d-6 and 7) available for examination by authorized representatives of the Securities and Exchange Commission during the period the rules require registrant to preserve such books and records and hereby authorizes the person having custody of such books and records to make them available to such representatives.

ATTENTION  
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).)

Dated the 12<sup>th</sup> day of January, 2005  
[Signature] ATEL Investor Services  
(Name of transfer agent)  
[Signature]  
(Manual signature of principal officer or duly authorized principal)  
Ronald E Carpenter  
(Printed name of principal officer or duly authorized principal)  
VPI Controller 415-616-3404  
(Title) (Telephone number)

Handwritten initials and date: 1/23/05

Handwritten initials: RB

ATEL Investor Services  
Transfer File Agent No.: 08-4-5558

Answer to Item 1. 08-4-5558

Answer to Item 2. ATEL Investor Services

Answer to Item 3. Same as above.

Answer to Item 4. 600 California Street, Suite 600  
San Francisco, Ca 94108-2733

Answer to Item 5. Transfer Agent duties have been assumed by the Bank of New York.

Answer to Item 6. Last date as transfer agent is 12/31/2004. ATEL has no intention of performing transfer agent duties in the near future.

Answer to Item 7. No.

Answer to Item 8. No.

Answer to Item 9. The Bank of New York  
1845 Maxwell Street, Suite 101  
Troy, MI 48084  
The Bank of New York is a registered transfer agent.

Answer to Item 10. Roberta M Fisher, Assistant Treasurer  
The Bank of New York  
1845 Maxwell Street, Suite 101  
Troy, MI 48084

Answer to Item 11. Same as above.