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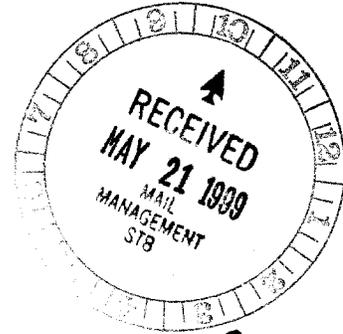
McLEAN, VA
ROCKVILLE, MD
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WASHINGTON, D.C.

Dawn Sergent Arnold
Telephone: 410-385-3406
E-Mail: darnold@milesstockbridge.com

May 20, 1999

via FEDERAL EXPRESS

Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001
Attention: Mr. Vernon A. Williams, Secretary



RECORDATION NO. 22172 FILED

Re: Our File No.: 258-1935

MAY 21 '99

10-00AM

Dear Mr. Williams:

I have enclosed an original and one notarized copy of the document described below, to be recorded pursuant to the provisions of 49 U.S.C. Section 11301 (a). This document is a **Bill of Sale**, a primary document, dated May 17, 1999.

The name and addresses of the parties to the document are as follows:

Seller: ATEL Cash Distribution Fund IV, L.P.
235 Pine Street
San Francisco, California 94014

Buyer: FMB Bank
25 South Charles Street
Baltimore, Maryland 21201

A description of the equipment covered by the enclosed document is set forth in Schedule A attached to the Bill of Sale.

Also enclosed is a check to cover the costs of recording the enclosed document.

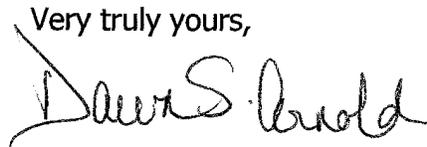
Upon recordation, please return the recorded documents to the undersigned.

MILES & STOCKBRIDGE

A PROFESSIONAL CORPORATION

Thank you for your kind attention to this matter. Should you have any questions, please do not hesitate to call me at 410-385-3406.

Very truly yours,

A handwritten signature in black ink that reads "Dawn S. Arnold". The signature is written in a cursive style with a large initial "D" and "A".

Dawn S. Arnold
Legal Assistant

Enclosures

STATE OF MARYLAND
SS:
CITY OF BALTIMORE

THIS IS TO CERTIFY that the attached Bill of Sale is a true and complete copy of said Bill of Sale.

WITNESS my hand and seal this 20th day of May, 1999.


Notary Public

My Commission Expires:

My Commission Expires 05/26/2002



MAY 21 '99

10-00AM

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS that ATEL CASH DISTRIBUTION FUND IV, L. P., a California limited partnership, in consideration of the sum of \$10.00 to the undersigned to be paid by FMB BANK pursuant to the terms of the Assignment Agreement dated January 14, 1999 between ATEL Cash Distribution Fund IV, L. P. and FMB Bank, has granted, bargained, sold, conveyed, transferred, and delivered and by these presents does bargain, sell, grant, convey, transfer, and deliver unto FMB Bank, the railcars described on Schedule A attached hereto and made a part hereof, effective for each railcar, as of the Closing Date listed on Schedule A corresponding to each railcar.

To have and to hold the same unto FMB Bank, its successors and assigns forever;

And the undersigned does for itself and its successors and assigns covenant and agree with FMB Bank to warrant and defend title to the railcars hereby sold unto FMB Bank, its successors and assigns against all and every person and persons whomsoever claiming by, through or under ATEL Cash Distribution Fund IV, L. P.

And the undersigned does for itself and its successors and assigns warrant and represent to FMB Bank that the title conveyed is good, its transfer is rightful; and the railcars are, have been, or shall be delivered free from any security interest or other lien or encumbrance except for the leasehold interest of Canadian Pacific Railway Company pursuant to Master Railcar Lease Agreement No. CPRA1 dated as of January 31, 1996 by and between ATEL Leasing Corporation and Canadian Pacific Railway Company; Equipment Schedule No. 1 to Master Railcar Lease Agreement No. CPRA1 by and between ATEL Leasing Corporation and Canadian Pacific Railway Company, of even date therewith, as amended, and Rider No. 1 thereto; and Equipment Schedule No. 2 to Master Railcar Lease Agreement No. CPRA1 by and between ATEL Leasing Corporation and Canadian Pacific Railway Company, of even date therewith, and Riders No. 1 and 2 thereto.

THE RAILCARS ARE SOLD TO FMB BANK BY ATEL CASH DISTRIBUTION FUND IV, L. P. ON AN "AS-IS, WHERE-IS" BASIS, WITH ALL FAULTS, WITHOUT ANY WARRANTIES, EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE RAILCARS, INCLUDING, WITHOUT LIMITATION, THE WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE. IN NO EVENT SHALL ATEL CASH DISTRIBUTION FUND IV, L. P. BE LIABLE FOR ANY SPECIAL, INDIRECT, INCIDENTAL OR CONSEQUENTIAL DAMAGES OF ANY NATURE WHATSOEVER.

IN WITNESS WHEREOF the undersigned has caused this Bill of Sale to be executed under seal this 17th day of May, 1999.

ATTEST:

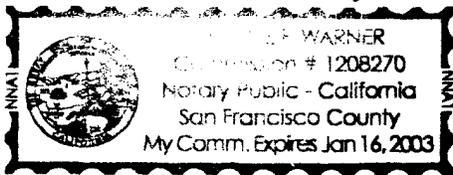
ATEL CASH DISTRIBUTION FUND IV, L. P.
By: ATEL Financial Corporation
its General Partner
("Seller")

By: Vasco H. Morais (SEAL)
Name:
Title: Vasco H. Morais
Senior Vice President

STATE OF California, County San Francisco OF San Francisco, TO WIT:

I HEREBY CERTIFY, that on this 17th day of May, 1999, before me, personally appeared Vasco H. Morais, to me personally known, who being by me duly sworn, says that he is the Senior VP of ATEL CASH DISTRIBUTION FUND IV, L. P., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and Notarial Seal.



Denise F. Warner
Notary Public

(SEAL)

My Commission Expires: January 16, 2003

SCHEDULE A
to Bill of Sale

DESCRIPTION OF RAILCARS

Schedule "A"
to the Bill of Sale between ATEL Cash Distribution Fund IV, L.P. and FMB Bank
Canadian Pacific Railway Company - Schedule Nos. 1 and 2

Sch.	No. of Cars	Reporting Mark	Closing Date		
			Mo.	Day	Year
1	1	QC074428	5	5	1999
1	2	QC074566	5	10	1999
1	3	QC074586	5	5	1999
1	4	QC074994	5	10	1999

2	1	QC074422	5	10	1999
2	2	QC074423	5	10	1999
2	3	QC074457	5	6	1999
2	4	QC074464	5	11	1999
2	5	QC074477	2	25	1999
2	6	QC074484	5	10	1999
2	7	QC074501	2	17	1999

TOTALS: