

RECORDATION NO. 21309-8 FILED

SEP 30 '99

2-30PM

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

ALVORD AND ALVORD  
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OF COUNSEL  
URBAN A. LESTER

September 24, 1999

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 three (3) copies of a Memorandum of Assignment of Lease Agreement, dated as of September 30, 1999, a secondary document, as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 21309.

The name<sup>s</sup> and address<sup>es</sup> of the party<sup>ies</sup> to the enclosed document are: <sup>WAB</sup>

Assignor: General Electric Business Asset Funding Corporation  
Four North Park Drive, Suite 500  
<sup>WAB</sup> Hunts Valley, Maryland 21030  
Assignee: <sup>Capital Equip. Fund VIII, LLC</sup> ~~Atel Leasing Corporation~~ <sup>WAB</sup>  
225 Pine Street, 6<sup>th</sup> Floor  
San Francisco, California 94104

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

Equipment as originally filed herein

Mr. Vernon Williams  
September 24, 1999  
Page Two

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.

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

Very truly yours,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg  
Enclosures

RECORDATION NO. 21309-B FILED

SEP 30 '99

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MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT (this "Memorandum") is made and entered into as of September 30, 1999, by and between GENERAL ELECTRIC BUSINESS ASSET FUNDING CORPORATION ("assignor") and ATEL CAPITAL EQUIPMENT FUND VIII, LLC ("Assignee").

Assignor, successor to MetLife Capital, Limited Partnership, as Lessor, and The Burlington Northern and Santa Fe Railway Company, as Lessee, have heretofore entered into that certain Master Equipment Lease Agreement No. One dated as of December 1, 1997 (the "Lease"), as amended by that certain Amendment No. One to Master Equipment Lease Agreement No. One dated as of August 1, 1998, pertaining to the railcars described therein (the "railcars"). The Lease was filed on April 2, 1998 under Recordation Number 21309 with the Surface Transportation Board (formerly known as the Interstate Commerce Commission) pursuant to 49 U.S.C. ' 11301.

Assignor has assigned to Assignee all right, title and interest of Assignor in and to the Railcars and the Lease; and the parties desire to effect the assignment of the rights of Assignor under the Lease.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and Assignee accepts such assignment.

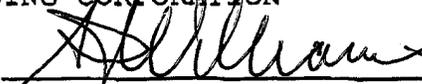
This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease Agreement to be executed as of the date first above written.

ASSIGNOR:

GENERAL ELECTRIC BUSINESS ASSET  
FUNDING CORPORATION

By:   
Name: STEVEN J. WILLIAMS  
Title: TRANSACTION AND SYNDICATION  
MANAGER

ASSIGNEE:

ATEL CAPITAL EQUIPMENT FUND VIII, LLC

By: ATEL Financial Corporation,  
Managing Member

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

STATE OF Maryland )  
COUNTY OF Baltimore ) ss.

On this 29<sup>th</sup> day of September, 1999, before me appeared Jewe Williams, the person who signed the foregoing instrument, who acknowledged that [he][she] is the Trans. & Synd. Mgr. of General Electric Business Asset Funding Corporation and that, being duly authorized, [he][she] signed such instrument as a free act on behalf of said corporation.

[Seal]

Tracy E. Houck  
Notary Public

My commission expires: 8-1-02, \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
COUNTY OF \_\_\_\_\_ ) ss.

On this \_\_\_\_ day of September, 1999, before me appeared \_\_\_\_\_, the person who signed the foregoing instrument, who acknowledged that [he][she] is the \_\_\_\_\_ of ATEL Capital Equipment Fund VIII, LLC and that, being duly authorized, [he][she] signed such instrument as a free act on behalf of said corporation.

[Seal]

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_, \_\_\_\_\_

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease Agreement to be executed as of the date first above written.

ASSIGNOR: GENERAL ELECTRIC BUSINESS ASSET FUNDING CORPORATION

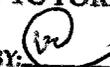
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

ASSIGNEE: ATEL CAPITAL EQUIPMENT FUND VIII, LLC

By: ATEL Financial Corporation,  
Managing Member

By:  \_\_\_\_\_  
Name: Dean Cash  
Title: Executive Vice President

ATEL LEGAL DEPARTMENT  
APPROVED  
AS TO FORM

BY: 

STATE OF CALIFORNIA }

ss.

COUNTY OF SAN FRANCISCO }

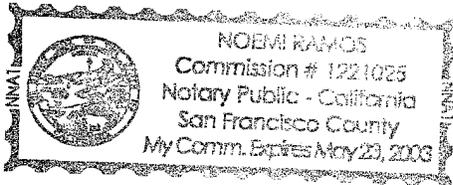
On this 30<sup>th</sup> day of September, before me, Noemi Ramos, the undersigned Notary Public, personally appeared Dean L. Cash, personally known to me to be the person whose name is subscribed to this instrument and acknowledged to me that he executed the same on such day in his authorized capacity, and that by his 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.



Notary Public

My Commission expires: May 23, 2003



(Notarial Seal)

(This Notary Acknowledgment is an attachment to  
Memorandum of Assignment of Lease Agreement dated September 30, 1999)